M O P O L I

Palmboomen Cultuur Maatschappij Mopoli
(Palmeraies De Mopoli) N.V.

ANNUAL REPORT

2020 / 2021

PALMBOOMEN CULTUUR MAATSCHAPPIJ MOPOLI
(PALMERAIES DE MOPOLI)
N.V.

Registered office : 10, Koningin Julianaplein-2595 AA LA HAYE
Headquarter : 2, Place du Champ de Mars-1050 BRUXELLES

MOPOLI
ANNUAL REPORT

107th FINANCIAL YEAR 2020/2021

General meeting of shareholders
as at 29th September 2022

Annual report

107th financial year 2020/2021

The management board of Palmboomen Cultuur Maatschappij Mopoli (Palmeraies De Mopoli) N.V. ("**Mopoli**" or the "**company**") has pleasure in submitting its report together with the financial statements for the year ended on 30 June 2021 (the "**Financial Statements**").

To be presented to the annual general meeting of shareholders of Mopoli to be held on 29 September 2022.

Palmboomen Cultuur Maatschappij Mopoli (Palmeraies De Mopoli) N.V.
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The Hague/Brussels, 2 August 2022

The Management Board
- Hubert Fabri
- François Fabri

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1. Management board report

1.1. Business activities

Mopoli is a company investing in agro industry projects. Currently, it only grants loans to related companies. As at 30 June 2021 cash loans were provided to each of Socfinaf S.A. ("**Socfinaf**") and Afico S.A. ("**Afico**") both related parties of the company.

The company is listed on Euronext Brussels. The company has no routine business processes and has no employees.

The extraordinary general meeting of shareholders of 10 June 2008 has authorised the company to buy back its own shares for a maximum period of 18 months. Since then, this program has been renewed for several years, however the availability of shares is limited. No shares were purchased this financial year. As at 30 June 2021, the company holds 219 founder shares and 5,904 common shares with no new acquisition until the establishment of this report.
The strategy of the company remains to buy back its own shares in case any shares are offered to the market with the intent to initiate a squeeze-out procedure.

As such, the management board recognises that the main risk is credit risk regarding the recoverability of the loans. For this risk, considered low, the management board is willing to accept the risk and does not hedge or mitigate these factors.

1.2. Composition of the management board

Management board members are appointed, dismissed or suspended by the general meeting of shareholders. They are appointed for a mandate of four years. They can be reappointed.

The management board has changed during the financial year 2020/2021. The mandates of three directors, that is to say Philippe de Traux, Daniel Haas and Afico s.a. concluded at the annual general meeting of shareholders, held on 17th December 2020.
The same general meeting appointed François Fabri as director for a period of 4 years.

The management board is composed as follows at the end of the reporting period:

Name	First nomination	End of mandate
Hubert Fabri	AGM 1998	AGM 2024
François Fabri	AGM 2020	AGM 2024

1.3. Composition of the supervisory board

Supervisory board members are appointed, dismissed or suspended by the general meeting of shareholders. They are appointed for a mandate of four years. They can be reappointed.

The supervisory board has been implemented by the annual general meeting of shareholders held on 17th December 2020.

The supervisory board is composed as follows at the end of the reporting period:

Name	First nomination	End of mandate
Philippe Fabri	AGM 2020	AGM 2024
Andrej Bjegovic	AGM 2020	AGM 2024
Daniel Haas	AGM 2020	AGM 2024
Karim Homsy	AGM 2020	AGM 2024

1.4. Business performance

Profit of the year was EUR 0.34 million (EUR 0.56 million in 2019/20) and came mainly from:

- administrative costs: EUR 0.53 million (EUR 0.26 million in 2019/20);
- financial income and expenses: EUR 0.99 million (EUR 1.04 million in 2019/20);

The total equity is EUR 56 million compared to EUR 56 million a year ago.

The administrative costs have increased following the fees of lawyers and experts related to their more substantial work.

The operating cash flow for this year has been positive with the interest income from the loans granted. The investing cash flow is negative following the increase of EUR 0.5 million in loans granted following a decrease of EUR 1 million previous year. The financing cash flow also decreases mainly due to the negative interest applied on the bank accounts.

As of 30 June 2021, the company is highly solvent as equity far exceeds the company's liabilities. Furthermore, the liquidity position of the company is high and has proven to be stable. This allows the company to look cautiously for new investment of loan opportunities. As such, the company does not expect any need to obtain external financing in the coming year.

All funds are deposit to ING Bank. The creditworthiness of the bank is verified through the evaluations of credit rating agencies.

1.5. Dividend and dividend policy

The company will propose to pay a dividend of EUR 2 million to the holders of common shares and founder shares over the financial year 2020/2021 in addition to the 7% (EUR 3k) to the holders of preference shares on the paid-up amount of their preference shares.

The dividend policy aims for the continuity of the distribution of dividends to the preference shares and a dividend at least equal to EUR 2 million for the other shares.

1.6. Outlook

Cashflows of the company will depend on the proceeds received for the loans, the total amount of which may vary depending on advances and repayments.

Interest received should be similar to the previous year. The profit should however be slightly higher due to a reduction in administrative costs.

1.7. Risk management

Line of guidance

The purpose of the company is the exploitation of palm oil and rubber oil, either directly or indirectly. This is a sector risk and we do not have the skills and knowledge to achieve that goal as an operating company. The current policy is therefore to invest indirectly in this sector.

Business risk

As investor in tropical agro business projects, the company has to deal with potential high risk. That is why the company is not investing directly in the projects but through well-structured listed companies that have developed the know-how in that business and are designed to manage the risk.

Market risk

There is no direct market risk since the only activity on 30 June 2021 is the cash loan to Socfin, Socfinaf and Afico. However, the fair value of loans may fluctuate depending on the market.

Credit risk

In 2014, we entered into a loan agreement with the company Socfinaf. We consider this as a limited credit risk since Socfinaf is a listed company with a low debt ratio. Funds are advanced in the context of new investments and a portion of the loan was already repaid.

In 2016, a loan was granted to Afico. This is a limited credit risk since the company has a low debt ratio and a high profitability ratio.

A loan was also granted to Socfin this financial year but was fully repaid in September 2020. This is a limited credit risk since Socfin is a listed company with a low debt ratio.

The company established a provision table based on its historical credit loss experience, adjusted for prospective factors specific to the debtors and the economic environment. This leads to the estimation of the expected credit loss as required by IFRS 9. The carrying amount of the asset is reduced through the use of a provision account and the amount of the loss is recognised in the income statement. We assessed that de expected credit loss to be EUR 0, we refer to note 2 and note 10 of the financial statements.

That being said, an uncontrollable factor is the market prices of the raw materials that the companies sell; an important and lasting drop in these prices could affect the companies' ability to service the debt. The risk is very low and mitigated thanks to Socfinaf's and Afico's geographically diverse presence allowing it to profit from particular market mechanics.

Liquidity risk

Prudent liquidity risk management implies maintaining cash available for investment opportunities. Mopoli manages cash and short-term deposit according to the needs. Mopoli currently has limited liquidity risk.

Hedging of risks

The policy of the company is not to hedge any of the aforementioned risks.

Modifications
No significant changes are expected to be made to the risk management system.

1.8. Statements of the management board

In control statement

With reference to section 5:25c DFSA and best practice provision 1.4.3 of the Dutch Corporate Governance Code, the management board states that, to the best of its knowledge:

- a self-assessment and monitoring is made to review and monitor compliance with Internal Control over Financial Reporting. Therefore, the Management Board report provides sufficient insights in the effectiveness of the internal risk management and control systems;

- such aforementioned process provides reasonable assurance that the financial reporting does not contain any material inaccuracies;

- based on the current beneficial state of activities and note 1.E of the Financial Statements, it is justified that the Financial Statements have been prepared on a going concern basis;

- this Management Board report states those material risks and uncertainties that are relevant to the expectation of the company's continuity for the period of 12 months after the date this Management Board report was prepared.

Responsibility statement

The management board states that, to the best of its knowledge:

- the Management Board report provides a fair view of the situation on the balance sheet date and of developments during the financial year of Mopoli whose information has been included in the Financial Statements, together with a description of the main risks the company faces.

- The Financial Statements which have been prepared in accordance with IFRS adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code give a true and fair view of the assets, liabilities, financial position and comprehensive income of the company.

Brussels, 2 August 2022

The Management Board

Mr Hubert FABRI, President

Mr François FABRI, Director

1.9. Governance

1.9.1. Dutch corporate governance code

The Dutch corporate governance code contains principles and best practice provisions on the governance of listed companies and their accountability to their shareholders on this topic. In December 2016 a revised version of the code was published (the "**Code**"). The Code was designated as the new corporate governance code by Decree on 7 September 2017 and entered into force as from the financial year 2017.

Immediately after the previous annual general meeting in which new management and supervisory board members were nominated for appointment, new policies complying with the Code has be put in place.

Exceptions to the compliance with the code:

1.3 Internal audit function
In the absence of an internal audit department, this function is under the responsibility of the Management Board.
Adequate control measures are implemented in relation to the operations and size of the company without specific written plan or report.
1.5 Role of the supervisory board (audit committee) and 2.3.5 Committee reports
Mr Andrej Bjegovic is the president and only member of the Audit Committee. There is therefore no formal meeting and no audit committee report.
2.2.6 Evaluation of the supervisory board and 2.2.7 Evaluation of the management board
Given the recent establishment of the Supervisory Board, no formal evaluation took place during the financial year 2020/2021. The members of the Supervisory Board and the Management Board carried out continuous evaluations.
2.4.4 Attendance at supervisory board meetings
As the members of the Supervisory Board did not formally convene in 2020/2021, the company does not comply with this best practice provision. However, the members collectively and individually interacted with other members and with the members of the Management Board outside the formal Supervisory Board meetings.

1.9.2. Board structure

Mopoli has a two-tier board structure, consisting of a Management Board and a Supervisory Board.

The management board is the executive body and is entrusted with the management of the company's group and responsible for the continuity, the goals, objectives, long-term value creation strategy, policies and results of Mopoli.

The supervisory board, established at the last general meeting, supervises and advises the Management Board on the policies, management and the general affairs of Mopoli.

The Supervisory Board has one committee, the Audit Committee.
Mr Andrej Bjegovic is the president and only member of the Audit Committee.

1.9.3. Diversity

Mopoli values diversity and inclusion in all areas of its organisation. Currently Mopoli does not meet the gender diversity targets of one-third for either the Supervisory Board or the Management Board.
The management board and the supervisory board currently consist of only male members. In the event of a new appointment in the management board or the supervisory board arises, gender diversity will be put on the list of criteria, besides other relevant criteria for the specific vacancy.

Although the management board and supervisory board were appointed during the year there were no female candidates and therefore the company did not meet diversity targets.

1.9.4. Related party transactions

Transactions made with shareholders, management or supervisory board members of the company are described in "Note 9: Related parties" to the Financial Statements.

The transactions with related parties are done at arm's length and comply with the best practice provisions 2.7.3 to 2.7.5.

1.9.5. Takeover Directive

In accordance with the Dutch Takeover Directive (Article 10) Decree (*Besluit artikel 10 overnamerichtlijn*) this section provides information regarding the following matters:

a) The company's capital structure, the types of shares and related rights and obligations, and the percentage of the outstanding share capital represented by each type of share

The authorised capital of the company of EUR 3,080,000.00 consists of 120,000 ordinary shares with a nominal value of EUR 22.00 each and 1000 preference shares with a nominal value of EUR 440.00 each.

The issued and paid-up share capital of EUR 2,244,000.00 is divided as follows:

- 100,000 ordinary shares with a nominal value of EUR 22.00 each (listed on Euronext Brussels) – 1 vote per share – 98.04% of the total issued share capital - specific dividend right (see other information of the annual report);
- 100 preference shares with a nominal value of EUR 400.00 each (not listed on the stock exchange) – 20 votes per share – 1.96% of the total issued share capital - specific annual dividend right of 7% on the paid-up amount - specific rights according to points d) and h).

In addition, 2,400 founder's shares are issued and outstanding with no nominal value (listed on Euronext Brussels) – no voting right - specific dividend right (see other information of the annual report).

b) Each limitation imposed by the company on the transfer of shares or depositary receipts for shares

Not applicable: Mopoli does not impose any limitation on the transfer of shares.

c) *Interest held in the company for which a disclosure obligation exists under Articles 5:34, 5:35 and 5:43 of the Dutch Financial Supervision Act (Wet op het Financieel toezicht) ("**DFSA**")*

The following registrations were reported to the Authority for the Financial Markets (*Autoriteit Financiële Markten*) on 30 June 2021:

Shareholders	**Number of shares**	**Percentage held**	**Voting rights**	**Date of notification**
AFICO L-1650 Luxembourg	9,976	9.97%	9.78%	18-12-2019
Financière Privée Holding SA L-1650 Luxembourg	79,505*	79.43%	79.80%	18-12-2019
Hubert Fabri CH-1659 Rougemont	100	0.10%	0.10%	18-12-2019
Total Hubert Fabri	**89.581**	**89.49%**	**89.69%**	**18-12-2019**

* 79,405 ordinary shares and 100 preference shares

d) *special controlling rights attached to shares and the names of the party entitled thereto*

With the exception of the resolutions to appoint a management board member and to adopt the annual accounts, all resolutions of the general meeting require the approval of the meeting of holders of preference shares. To the extent the approval is requested in view of a proposal to resolve to dissolve the company, the approval should be obtained prior to the adoption of the resolution by the general meeting. As mentioned in point c), the preferred shares are indirectly held by Hubert Fabri.

e) *The mechanism of control of an arrangement, that awards rights to employees to purchase or acquire shares in the capital of the company or a subsidiary thereof, if such control is not exercised directly by the employees*

Not applicable: the company does not have an employee share participation plan nor an employee share option plan.

f) *Each limitation of voting rights, terms for exercising voting rights and the issuance, with cooperation of the company, of depositary receipts for shares*

The founder shares have no voting rights.
There are no depositary receipts issued with the cooperation of the company. There are no limitations on the exercising of voting rights, the periods involved therewith and the issuance of depositary receipts.

g) *Each agreement with a shareholder, to the extent known to the company, that may limit (i) the transfer of shares or depositary receipts for shares or (ii) voting rights*

Not applicable: the company is not aware of any agreement with a shareholder, that may result in a restriction in the transfer of shares or depositary receipts for shares issued with the cooperation of the company or in a limitation of voting rights.

h) *The provisions on the appointment and dismissal of management and supervisory board members and the amendment of the company's articles of association*

The management board members and the supervisory board members shall be appointed by the general meeting on the recommendation of the meeting of the holders of preference shares. The general meeting may pass a resolution to amend the articles of association with a majority of two thirds of the votes cast in a meeting in which at least half of the issued capital is present or represented.

i) *The authorities of the management board, in particular in relation to the issuance of shares in the capital of the company and the acquisition by the company of shares in its own capital*

A decision to issue shares may only be taken by the general meeting of shareholders. The management board may only acquire shares in its own capital of the general meeting has authorised the management board to do so. Such authorisation will be valid for a period not exceeding eighteen months. The general meeting must determine in the authorisation the number of shares which may be acquired, the manner in which they may be acquired and the limits within which the price must be set.

By resolution of 17 December 2020, the general meeting of shareholders authorised the management board for a period of 18 months as from 17 December 2020, to repurchase up to 10% of the issued share capital with due observance of article 2:98 of the Dutch Civil Code. Today, the company holds 5,904 ordinary shares and 219 founder's shares.

j) *Important agreements to which the company is a party and which can be executed, amended or terminated subject to a change of control of the company following a public bid as referred to in Article 5:70 DFSA, including the effects of such agreements, unless the agreements or effects thereof are such that disclosure may prejudice the company*

Not applicable: there are no agreements with Mopoli that contain change of control provisions.

k) *Each agreement of the company with a board member or employee that relates to a payment upon the termination of employment as a result of a public bid as referred to in Article 5:70 DFSA.*

Not applicable: there are no agreements with board members or employees that provide for remuneration upon termination of employment as a result of a public bid.

1.9.6. Social and environmental responsibility

Mopoli's values are very much linked to that of the company Société Financière des Caoutchoucs S.A. ("**Socfin**") and its subsidiaries (the "**Socfin Group**"). Mopoli adheres to and supports Socfin's code of conduct as well as its sustainability commitments. Socfin's commitments and sustainability report are available on Socfin's website (www.socfin.com).

As Afico is a small administrative company, its activity and its code of conduct has no material impact.

2. Supervisory Board report

2.1 Report of the supervisory board and its committees

Monitoring and consultation with the Management Board

In 2020/2021, the Supervisory Board exercised its duties as required by law and the Statutes.

It regularly monitored the Management Board and provided advice on the company's strategic development and important individual measures about which the Supervisory Board was regularly informed by the members of the Management Board.

Regular topics of discussion were the management of loans and the development of the company's activity.

The members of the Supervisory Board and the members of the Management Board were in regular contact outside of Supervisory Board meetings.

Supervisory Board Meetings

In 2020/2021, the members of the Supervisory Board did not formally convene.
However, we collectively and individually interacted with members of the Management Board outside the formal Supervisory Board meetings.

The members of the Supervisory Board and the members of the management board met regularly for discussions about the company's progress.
The members of the Supervisory Board devoted sufficient time to engage in their supervisory responsibilities.

Supervisory Board composition

Name	Philippe Fabri	Daniel Haas	Andrej Bjegovic	Karim Homsy
Gender	male	male	male	male
Year of birth	1988	1963	1988	1988
Nationality	Belgian	Belgian	French	Belgian
Initial appointment date	2020	2020	2020	2020
End of current term	2024	2024	2024	2024
Independent	no	no	yes	yes
Other positions	Chief executive of Socfin	Financial Director of Socfin		

Independence and efficiency review

An important aspect of good corporate governance is the independence of Supervisory Board members and their freedom from conflicts of interest.
The Supervisory Board based the assessment of the independence of its members on the recommendations of the Dutch Corporate Governance Code. In the opinion of the supervisory board, the independence requirements referred to in best practice provisions 2.1.7 to 2.1.9 inclusive have been fulfilled.

According to the Supervisory Board's assessment, 2 of the 4 members of the Supervisory Board are considered to be independent.
The Supervisory Board does not see any indications that the Supervisory Board role is not performed completely independently. In cases where Supervisory Board members hold supervisory or management positions at companies with which Mopoli has business relations, we see no impairment of their independence.

The Supervisory Board reviews the efficiency of its activities every year in the form of a self-assessment.
The Supervisory Board conducted a discussion between its members regarding the cooperation within the Supervisory Board and cooperation with the Management Board. Overall, its members rated the Supervisory Board's activity as efficient and appropriate.

Committees and Internal Audit

The Supervisory Board has one committee, the Audit Committee.
Mr Andrej Bjegovic is the president and only member of the Audit Committee. There is therefore no formal meeting.

The Audit Committee is responsible for all the recommendations of the Dutch Corporate Governance Code.

Important tasks include providing recommendations to the Management Board on accounting issues and monitoring the financial reporting process, the internal auditing system and its efficiency.

With regard to Internal Audit, adequate control measures are implemented in relation to the operations and size of the company. Therefore, the current internal control system is efficient.

Dutch Corporate Governance Code

The information and exceptions linked to the corporate governance statement are integrated in point 1.9.1 of the Management board report.

Financial Statements 2020/2021

The financial statements of the company for 2020/2021, as presented by the Management Board, have been audited by Ernst & Young Accountants LLP, the independent external auditor appointed by the General Meeting of Shareholders.
We have approved these financial statements.

We recommend to shareholders that they adopt the 2020/2021 financial statements. We likewise recommend to shareholders that they adopt the proposal of the Management Board to make a distribution of EUR 0.85 per common share in cash against the net income of 2020/2021.

Related party transactions

The supervisory board became aware of the transactions made with shareholders, management or supervisory board members of the company described in "Note 9: Related parties" to the Financial Statements and has approve them.

2.2. *Remuneration Report (article 2:135b of the Dutch Civil Code)*

The remuneration of the Management Board members and the Supervisory Board members is regulated by the Remuneration Policy.
This Remuneration Policy is adopted by the General Meeting of December 17, 2020 (by 100% of the vote) and is available on the website of the company in line with article 2:135a of the Dutch civil code.
The Remuneration Policy was taken into account after its adoption by a direct and complete implementation. It supports improving the company's overall performance and enhancing the long-term value of the company by attracting and retaining qualified talent to perform the Supervisory Board's duties acting in accordance with the interests of the Company and its stakeholders.

The Supervisory board members did not receive any remuneration for the work they performed during the financial year 2020/2021.
The independent Supervisory board members received a remuneration of EUR 5,000 for the work they performed during the financial year 2020/2021.
The Audit Committee members received a remuneration of EUR 5,000 for the work they performed during the financial year 2020/2021.

In € '000	**2016/17**	**2017/18**	**2018/19**	**2019/20**	**2020/21**
Management Board Remuneration	0	0	0	0	0
Supervisory Board Remuneration	none	none	none	none	10
Audit Committee	none	none	none	none	5

The Remuneration Policy only allows a fixed fee to the independent members of the Supervisory Board. The non-independent members of the Management Board and the Supervisory Board did not receive any remuneration for the work they performed during the financial year 2020/2021, in compliance with the remuneration policy.

3. Events after the balance sheet date

Russia – Ukrain conflict

In February 2022, a number of countries (including the US, UK and EU) imposed sanctions against certain entities and individuals in Russia as a result of the official recognition of the Donetsk People Republic and Lugansk People Republic by the Russian Federation. Announcements of potential additional sanctions have been made following military operations initiated by Russia against the Ukraine on 24th February 2022.

Due to the growing geopolitical tensions, since February 2022, there has been a significant increase in volatility on the securities and currency markets, as well as a significant depreciation of the ruble against the US dollar and the euro. It is expected that these events may affect the activities of Russian enterprises in various sectors of the economy.

Mopoli regards these events as non-adjusting events after the reporting period.

Although neither the company's performance and going concern nor operations, at the date of this report, have been significantly impacted by the above, the Management Board continues to monitor the evolving situation and its impact on the financial position and results of the company.

4. Financial Statements

4.1. Statement of financial position

As at 30 June 2021

ASSETS
(in thousands of euro)

		Notes	2020/21	2019/20
NON-CURRENT ASSETS			0	9,000
I.	Other receivables	2	0	9,000
CURRENT ASSETS			56,009	46,629
II.	Other receivables	2	29,882	20,289
III.	Other current assets		4	4
IV.	Cash and short-term deposits	3	26,123	23,336
TOTAL ASSETS			**56,009**	**55,629**

EQUITY AND LIABILITIES

(in thousands of euro)		Notes	2020/21	2019/20
EQUITY			**55,886**	**55,549**
I.	Share capital	4	2,244	2,314
II.	Statutory reserves	4	301	231
IV.	Available reserves	4	523	523
V.	Result of the year	4	340	560
VI.	Retained earnings	4	55,852	55,295
VII.	Treasury Shares	4	-3,374	-3,374
CURRENT LIABILITIES			**123**	**80**
VIII.	Trade and other payables	5	123	80
IX.	Other current liabilities		0	0
TOTAL EQUITY AND LIABILITIES			**56,009**	**55,629**

4.2. Statement of comprehensive income
For the year-ended 30 June 2021

(in thousands of euro)			Notes	2020/21		2019/20
I.	Revenue				0	0
	A.	Dividends		0	0	
	B.	Other operating revenues		0	0	
II.	Other operating expenses				-532	-262
	A.	Administrative costs		-532	-262	
Operating profit					*-532*	*-262*
III.	Financial income		6		1,177	1,179
IV.	Financial expenses		6		-192	-140
Profit before tax					*453*	*777*
V.	Income tax expenses		7		-113	-217
Profit for the year					*340*	*560*
	Other comprehensive income				**0**	**0**
Total comprehensive income for the year, net of tax					*340*	*560*

		Notes	2020/21	2019/20
Earnings per share (profit for the year attributable to common shares) :				
	Basic earnings per share	8	2.53	3.62
	Diluted earnings per share	8	2.53	3.62
Earnings per share (profit for the year attributable to founder shares) :				
	Basic earnings per share	8	50.61	87.27
	Diluted earnings per share	8	50.61	87.27

4.3. Cashflow statement
For the year-ended 30 June 2021

(in thousands of euro)	Notes	2020/21	2019/20
Profit for the year	4	340	560
Adjustments for:			
Interest income	6	-1,177	-1,179
Interest cost	6	191	138
Income taxes	7	113	224
Changes in working capital			
Variation trade payables	5	46	-36
Variation other current liabilities	5	18	0
Variation other receivables	2	0	10
Interest received		1,171	1,179
Income taxes paid		-224	-224
Operating cash flows		**478**	**672**
Loan granted	2	-7,500	-1,000
Loan repaid	2	7,000	2,000
Investing cash flows		**-500**	**1,000**
Dividend paid	4	-3	-3
Purchase treasury shares		0	0
Interest paid	6	-187	-138
Financing cash flows		**-191**	**-141**
Net cash flow		**-213**	**1,531**
Cash and cash equivalent at beginning of year	3	26,336	24,805
Cash and cash equivalent at end of year		26,123	26,336
Movement of the year		**-213**	**1,531**

4.4. Statement of changes in equity
As at 30th June 2021

(in thousands of euro)	Number of Share	Share capital	Statutory reserves	Available reserves	Retained earnings	Profit for the year	Treasury Shares	Total
As at 30th June	**102,500**	**2,314**	**231**	**523**	**54,647**	**651**	**-3,374**	**54,992**
Profit for the year						560		560
Total comprehensive Income for the year						*560*		*560*
Dividends					-3			-3
Transfer from previous year					651	-651		0
Treasury Shares							0	0
As at 30th June	**102,500**	**2,314**	**231**	**523**	**55,295**	**560**	**-3,374**	**55,549**
Profit for the year						340		340
Total comprehensive income for the year						*340*		*340*
Dividends					-3			-3
Transfer from previous year					560	-560		0
Amendment to the articles of association		-70	70					0
Treasury shares							0	0
As at 30th June	**102,500**	**2,244**	**301**	**523**	**55,852**	**340**	**-3,374**	**55,886**

See Note 4 for details

4.5. Notes to the Financial Statements

Note 1: Accounting Principles and Methods of Appraisal

A. Corporate information

Palmboomen Cultuur Maatschappij Mopoli (Palmeraies De Mopoli) N.V. (here after referred to as Mopoli) is a public limited company governed by Dutch law, subject to all legislative texts applicable to commercial companies in the Netherlands. It is registered at the Dutch Chamber of Commerce under number 27035538.

Its registered offices are located at 10, Koningin Julianaplein 2595 AA The Hague, and its administrative headquarters are located at 2, Place du Champ de Mars, 1050 Ixelles. The company is listed on Euronext Brussels.

Mopoli is a company investing in agro industry project.

B. Accounting policies

B.1 Basis of preparation

Statement of compliance

In application of European Regulation no. 1606/2002 of 19 July 2002 on International Accounting Standards, the accounts for the 2020-2021 financial period are draw up in conformity with IFRS (International Financial Reporting Standards) as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code. This reference system includes the International Accounting Standards and interpretations issued by the International Financial Reporting Interpretation Committee (IFRIC) and its predecessor, the Standard Interpretation Committee (SIC).

The financial statements have been prepared on a historical cost basis.

The management board have authorised the financial statement for issue on 30 June 2022.

The financial statements are presented in euros and all values are rounded to the nearest thousand (‘000) except when otherwise indicated.

Significant judgments, estimates and assumptions

In the process of applying the company’s accounting policies, management may have to use its judgements and made estimates in determining amounts recognised in the financial statements.

The recoverability of other receivables is assessed by a regular control of the financial position of the parties of the loans. Over the previous years, a substantial portion of the loan has been recovered, and no impairment has been booked on these receivables. Consequently, no expected credit losses have been booked over these loans, based on historical data

A treasury agreement was signed with Socfinaf.
Since the amount paid can be claimed on demand, this transaction has been recognized as a current receivable.
Despite the fact that this loan is outstanding since 20th November 2014, we consider it as a current receivable.
Indeed, we recovered a substantial portion of this loan in previous years.

Risk Management Policies

Line of Guidance
The purpose of the company is the exploitation of palm oil and rubber oil, either directly or indirectly. This is a sector of risk given that in certain producing countries, the political system and economic stability remain fragile and could lead to currency devaluation or hyperinflation as well as expropriation.
The current policy is therefore to invest indirectly in this sector and in different countries.

Business risk
As investor in tropical agro business projects, the company has to deal with potential high risk (see previous paragraph). That is why the company is not investing directly in the projects but through well structured listed companies that have developed the know-how in that business and are designed to manage the risk.

Market risk
There is no direct market risk since the only activity at 30 June 2021 is the cash loan to Socfin, Afico and Socfinaf. However, the fair value of loans may fluctuate depending on the market.

Credit risk
In 2014, we entered into a loan agreement with the company Socfinaf. We consider this as a limited credit risk since Socfinaf is a listed company with a low debt ratio. Funds are advanced in the context of new investments and a portion of the loan was already repaid.
In 2016, a loan was granted to Afico. This is a limited credit risk since the company has a low debt ratio and a high profitability ratio.
A loan was also granted to Socfin this financial year but was fully repaid in September 2020. This is a limited credit risk since Socfin is a listed company with a low debt ratio.
The company established a provision table based on its historical credit loss experience, adjusted for prospective factors specific to the debtors and the economic environment. This leads to the estimation of the expected credit loss as required by IFRS 9. The carrying amount of the asset is reduced through the use of a provision account and the amount of the loss is recognised in the income statement.We assessed that the expected credit loss to be almost 0, we refer to note 2 and note 10 of the financial statements.
That being said, an uncontrollable factor is the market prices of the raw materials that the companies sell; an important and lasting drop in these prices could affect the companies' ability to service the debt. The risk is very low and mitigated thanks to Socfinaf's and Afico's geographically diverse presence allowing it to profit from particular market mechanics.

Liquidity risk
Prudent liquidity risk management implies maintaining cash available for investment opportunities. Mopoli manages cash and short term deposit according to the needs. Mopoli currently has limited liquidity risk.

Hedging of risks
The policy of the company is not to hedge any of the aforementioned risks.

Modifications
No significant changes are expected to be made to the risk management system.

C. <u>Summary of significant accounting policies</u>

Conversion of foreign currency transactions
No foreign currency transactions occurred and was subject to conversion.
The functional currency is the euro.

Revenue recognition
Interest revenue is recognised as interest accrues using the effective interest rate.
Dividends from investment are accounted upon establishment of the right of the shareholders to receive payment.

Financial charges

The cost includes the interest charged on the debt.

Income taxes
The Company calculates current taxes on income in compliance with the applicable tax legislation. According to IAS 12 standard “Income Taxes”, any temporary difference between the accounting values of the assets and liabilities and their taxes bases will give rise to the computation of a deferred tax, using the tax rate adopted, or substantively-adopted, at balance sheet date. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available. This assessment is made annually.

Derecognition of financial assets and liabilities

Financial assets
The loans granted are valued at amortized cost.
A Financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:
- the rights to receive cash flow the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a ‘pass through’ arrangement; or
- the Company has transferred its right to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset and has neither transferred substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Other receivables
Trade and other accounts receivables are current financial assets initially recognized at fair value; this generally corresponds to the nominal value, in the absence of a significant discounting effect.
Upon each closing, the receivables are appraised at amortized cost, minus any losses in value taking account of any possible risk of expected credit losses according to IFRS 9.

Cash assets and cash-equivalents
Cash and cash-equivalents consist of cash in hand, bank balances and short-term deposits in money market instruments. These investments, with maturities less than three months, are easily convertible into cash, and are subject to negligible risks of changes in value and risks of non-transferability.

Segment reporting
No segment reporting is disclosed, since the business segment is unique, i.e., finance, and since the geographical segment is also unique (Belgian).

Cash flow statement
The cash flow statement is prepared by using the indirect method. The cash flow statement distinguishes operating, investing and financing activities. Payments and receipts of corporate taxes as well as dividends and interest received are included in cash flows from operating activities. Dividends paid and interest paid are part of the cash flow from financing activities.

Treasury shares
Own equity instruments which are reacquired (treasury shares) are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company’s own equity instruments.

D. IFRS Standards and IFRIC Interpretations

New and amended standards and interpretations on the 1st January 2021

- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS16: Interest Rate Benchmark Reform phase 2 (issued on 4 November 2020)
- Amendment to IFRS 16 Leases Covid 19-Related Rent Concessions (issued on 28 May 2020)

Standards issued but not yet effective

- IFRS 17 Insurance Contracts (issued on 18 May 2017) effective on the 1st January 2023
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (issued on 23 January 2020) effective on the 1st January 2022
- Amendments to :
    - IFRS 3 Business Combinations;
    - IAS 16 Property, Plant and Equipment;
    - IAS 37 Provisions, Contingent Liabilities and Contingent Assets
    - Annual Improvements 2018-2020(All issued 14 May 2020)
- Amendments to IFRS 4 Insurance Contracts –deferral of IFRS19 (issued on 25 June 2020)

IFRS 17 and amendments to IFRS 4 have been endorsed by the EU per status report of 3 March 2022. Amendments to IAS 1 have not been endorsed by the EU. Those are not expected to have significant impact.

E. Going concern and Impact of the COVID-19 pandemic

Going concern
The financial statements have been prepared on a going concern basis which assumes that the company will generate cash flows to continue in the foreseeable future.

As of 30th June 2021, the current widely assets exceed current liabilities for an amount of EUR 55,876:
- the current assets amount to EUR 56,009 and
- the current liabilities amount to EUR 123.

During 2020-2021, though the impact of the COVID-19 pandemic on the activities of the Company was almost non-existent, the Management is permanently monitoring the risks related to this health crisis.

The spread of the virus will be still active and unpredictable for a long time, which brings uncertainty to economic development on one side and to the course of business affairs on the other side.

Considering the cash flow plan shows widely sufficient liquidity for the Company to meet its obligations and confirms the going concern assumption for at least the twelve months following the date of approval of the current financial statements.

Note 2 : Other receivables

(in thousands of euro)	2020/21	2019/20
Loan granted	29,500	29,000
Provision under expected life-cycle credit loss model	0	0
Other receivables (income tax)	87	0
Interest to be received on loan granted	295	289
Total of Other receivables	**29,882**	**29,289**
Other receivables whose recovery is awaited 1 year at the most	**29,882**	**20,289**
Other receivables whose recovery is awaited between 1 and 5 years	**0**	**9,000**

The loan of Socfinaf is unchanged to EUR 20,000,000. This loan bears an interest rate of 4% and has an indefinite term, but it can be recalled at any time.

A new amount of EUR 500.000 was granted in February 2021 to Afico for a remaining balance of EUR 9,500,000. This loan bears an interest rate of 4% and the term is fixed at 31th December 2021. After balance sheet date the term of the loan is extended till 31 December 2024.

A new amount of EUR 6,000,000 was granted to Socfin in September 2020. Socfin refunded the total loan (EUR 6,000,000) the same month. This loan beared an interest rate of 4% and had an indefinite term, but it can be recalled at any time.

There is due interest on the loans to Socfinaf and Afico for the last quarter.

These 3 loans are receivables on related parties. See note 9 for more details about these related parties loans.

Note 3 : Cash and cash equivalents

Cash and cash-equivalents consist of cash in hand, bank balances and short-term deposits

(in thousands of euro)	30 June 2021	30 June 2020
Cash at banks	26,123	26,336
Short-term deposits	0	0
Cash and cash equivalents	26,123	26,336

There are not undrawn borrowing facilities.
There is no restriction to the availability of cash and cash equivalents.

Note 4 : Equity

Capital (in units)	Common shares	Preferred shares	Founder shares
Number of shares as at 30 June 2019	**100,000**	**100**	**2,400**
Changes during the year	0	0	0
Number of shares as at 30 June 2020	**100,000**	**100**	**2,400**
Changes during the year	0	0	0
Number of shares as at 30 June 2021	**100,000**	**100**	**2,400**
Number of shares issued, fully paid	100,000	100	2,400

The subscribed and fully paid capital of EUR 2,244,000 is represented as follows:
100,000: Common shares of a nominal value of EUR 22.00 (listed on Euronext Brussels)
100: Preferred stock of a nominal value of EUR 400.00 (not listed)
2,400: Founder shares with no nominal value. (listed on Euronext Brussels)

Shares outstanding (in units)	Common shares	Preferred shares	Founder shares
Number of shares outstanding as at	**94,096**	**100**	**2,181**
Changes during the year			
Converted shares	-1,517	0	-148
Number of shares outstanding as at	**92,579**	**100**	**2,033**
Changes during the year	0	0	0
Number of shares outstanding as at	**92,579**	**100**	**2,033**

At year end, the company owned 5,904 (2020: 5,904) of its own common shares, and 219 (2020: 219) of its founder shares.
The extraordinary general meeting as at 10th June 2008 authorised the company to acquire its own shares.
The general meeting as at 17th December 2020 renewed the authorization for 18 months from 17th December 2020. At the end of the year, 219 founder shares and 5.904 common shares have been bought back for a total of EUR 3.374 million, deducted from the Shareholder’s equity.

Reserves (in thousands of euro)	Statutory reserves	Available reserves
	Not distributable	Distributable
30 June 2019	**231**	**523**
Changes during the year	0	0
30 June 2020	**231**	**523**
Changes during the year	70	0
30 June 2021	**301**	**523**

The statutory reserves were relative to article 36.1.b. (i) of the company statutes. These reserves are no more funded as they reached 10% of the capital.

The general meeting of December 2020 adapted the share capital when amending the company's articles of association. “The issued and paid-up capital in the amount of EUR 2,314,279.10 is, in accordance with section 2:67a paragraph 1 DCC, hereby converted into EUR 2,244,000, divided into 100,000 ordinary shares, with a nominal value of EUR 22 each and 100 preference shares, with a nominal value of EUR 440 each.” The funds relating to this adjustment (EUR 70,279.10) are included in the statutory reserves following the decision of the general meeting and is not-distributable in accordance with section 2:67a paragraph 3 of the DCC.

The available reserves were build up until 1995. The profits of the year were allocated to these reserves instead of the retained earnings. They are no more funded and can be distributed or allocated to another equity account based on a decision of the general meeting.

Distribution of profit (in thousands of euro)	Retained earnings	Result for the year
30 June 2019	**54,647**	**651**
Profit of the year	0	560
Dividends	-3	0
Transfer from previous year	651	-651
30 June 2020	**55,295**	**560**
Profit of the year	0	340
Dividends	-3	0
Transfer from previous year	560	-560
30 June 2021	**55,852**	**340**

The dividend of EUR 3,176 related to 2019/2020 was adopted at the AGM and paid in October 2021.

PROPOSAL FOR DISTRIBUTION OF PROFIT (in thousands of euro)

The Management Board submits the following proposal for the distribution of income and attribution of dividends to the approval of the General Meeting for Shareholders in accordance with article 36 of the Articles of Association. The purchased treasury shares restrict the distributable reserves.

(in thousands of euro)	
Net result of the financial	340
Profit brought forward	55,852
Profit to be distributed	**56,192**
Restriction—Treasury shares	-3,374
Available reserves	523
Distributable profit	**53,341**
First:	
Distribution to preferred shares	-3
Second:	
Distribution to ordinary shares and founder shares	-2,000
Distributed profit	**-2,003**
Restriction—Treasury shares	3,374
Transferred to profit carried forward	**54,712**

Note 5 : Trade and other payables

(in thousands of euro)	30 June 2021	30 June 2020
Trade	86	40
Other payables - current taxes	19	25
Other payables - others	18	15
Total of Trade and other payables	**123**	**80**
Trade and other payables whose recovery is awaited 1 year at the most	**123**	**80**

Note 6 : Financial income and expenses

(in thousands of euro)	2020/21	2019/20
Interest costs	-191	-138
Other finance costs	-1	-2
Total finance costs	**-192**	**-140**
Interest income	1,177	1,179
Total finance income	**1,177**	**1,179**
Total	**985**	**1,039**

The interest received is mainly related to the loan granted to related parties, bearing a higher interest rate than the bank account.

The interest rate on cash deposit is negative since January 2017. Approximatively -0.70% this year compared to -0.55% previous year.

Note 7 : Income taxes

Components of income tax

(in thousands of euro)	2020/21	2019/20
Current income tax	113	224
Current income tax previous year	0	-7
Income tax expense	**113**	**217**

Reconciliation of income tax expense

Profit before tax	453	777
Income tax	-113	-217
Profit after tax	**340**	**560**
Profit before tax	453	777
Non-deductible expenses	0	7
Revenue exempt from tax	0	0
Notional interest deduction current year	0	-27
Profit to be taxable	**453**	**757**
Applicable local rate	25.00%	29.58%
Tax at the applicable local rate	**113**	**224**

Note 8 : Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to common equity holders of the parent by the weighted average number of common shares outstanding during the year and by dividing net profit for the year attributable to founder shares by the weighted average number of founder shares outstanding during the year.

The company did not issued any financing instrument requiring to disclose a diluted earnings per share.

(in thousands of euro)		30 June 2021	30 June 2020
Numerator	-		
Net profit from continuing operations		340	560
Preference dividends		-3	-3
Net profit		337	557
Net profit attributable to common shares		234	335
Net profit attributable to founder shares		103	177
-	-		
Denominator	-		
Weighted average number of common shares		92,579	92,579
Weighted average number of founder shares		2,033	2,033
Net profit attributable to common shares per common share (in		**2.53**	**3.62**
Net profit attributable to founder shares per founder share (in		**50.61**	**87.27**

The common shares are entitled to a 5% interest distribution on the subscribed and fully paid share capital (2021: EUR 112k, 2020: EUR 108k). After this allocation 55% (50% in 2020) of the remaining Net profit is allocated to common shares (2021: EUR 126k, 2020: EUR 223k) and 45% (40% in 2020) is allocated to founder shares (2021: EUR 103k, 2020: EUR 178k).

Note 9 : Related parties

(in thousands of euro)	2020/21	2019/20
Management Board (1)	0	0
Supervisory Board (1)	0	0

(1) Amount actually paid during the financial year

According to a declaration of participation (18 December 2019), Hubert Fabri holds directly or indirectly 89% of ordinary shares and 100% of the preferred shares of Mopoli. Hubert Fabri also holds a majority interest in Socfin and Afico.

The company paid an amount of EUR 76,136 for administrative assistance to Centrages, a company indirectly held by Socfin. All administrative and accounting services are provided by Centrages.

The Company has granted a loan of EUR 35 million to Socfinaf, a company affiliated to Socfin. This loan bears an interest rate of 4% and has an indefinite term, but it can be recalled at any time. Socfinaf repaid EUR 15 million during 2016-2017. The remaining balance as at 30 June 2021 is EUR 20 million.

The Company has granted a loan of EUR 10 million to Afico, a shareholder company. This loan bears an interest rate of 4% and the term is fixed at 31th December 2021. Afico repaid EUR 1 million during 2017-2018.
This year, two advances were granted for respectively EUR 0.5 million in February 2021 and EUR 1 million in June 2021. A partial reimbursement of EUR 1 million was received in June 2021.
The remaining balance as at 30 June 2021 is EUR 9.5 million.

A loan was granted to Socfin. This loan beared an interest rate of 4% and had an indefinite term, but it could be recalled at any time. The maximum amount which can be granted is EUR 5 million. During the year, the loan increased to EUR 6 million and was fully repaid.

These loans are measured at amortized cost, which is equal to the nominal value of the loan. The fair value of the loans equals the valuation at amortized cost. No guarantees have been issued on these loans. A provision for doubtful debts related to the amount of outstanding loans granted to Socfinaf, Afico and Socfin is not deemed necessary.

The transactions with related parties are done at arm's length.

Note 10 : Expected Credit Loss

The company recognizes an allowance for expected credit losses for financial assets carried at amortized cost.
Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the company expects to receive.

All reasonable and supportable information was considered. Examples of indicators identified included the average historical losses, the history of periods for payment of interest quarterly and the profitability of the activity of the borrower. The financial assets were also individually assessed.

There was no material adjustment made because of the tenor of the loan.

Note 11 : Fair values

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, taking into consideration the non-performance risk.

The different fair value hierarchy levels have been defined as follows:
- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

(in thousands of euros)	2020/21		2019/20	
	Carrying	**Fair value**	**Carrying**	**Fair value**
Financial assets				
Other receivables	29,500	29,500	29,000	29,000
Other receivables	382	382	289	289

The carrying amount does not materially differ from the estimated fair value because the loans are repayable either on demand at the option of the borrower or repayable within 6 months. The fair value of other receivables is assessed based on internal elements (level 3).

Note 12 : Off balance sheet rights and commitments

(in thousands of euro)	30 June 2021	30 June 2020
Statutory deposits	1	1
Total of rights and commitments received	**1**	**1**

Note 13 : Subsequent events

Russia – Ukrain conflict

In February 2022, a number of countries (including the US, UK and EU) imposed sanctions against certain entities and individuals in Russia as a result of the official recognition of the Donetsk People Republic and Lugansk People Republic by the Russian Federation. Announcements of potential additional sanctions have been made following military operations initiated by Russia against the Ukraine on 24th February 2022.

Due to the growing geopolitical tensions, since February 2022, there has been a significant increase in volatility on the securities and currency markets, as well as a significant depreciation of the ruble against the US dollar and the euro. It is expected that these events may affect the activities of Russian enterprises in various sectors of the economy.

Mopoli regards these events as non-adjusting events after the reporting period.

Although neither the company's performance and going concern nor operations, at the date of this report, have been significantly impacted by the above, the Management Board continues to monitor the evolving situation and its impact on the financial position and results of the company.

Note 14 : Board remuneration

No remuneration was paid to board members this year.

Note 15 : Personnel Expenses

The company has no employees and therefore has no personnel expenses.

Note 16 : Auditor fees
(in thousands of euro)

	2020/21	2019/20
Baker Tilly (Netherlands) N.V.	0.0	4.0
Ernst & Young Accountants LLP	0.0	0.0

The fees of Baker Tilly solely relate to the audit of the financial statements 2018-2019.

For Ernst & Young Accountants LLP, the fees of 50k € are provisioned and solely relate to the audit of the financial statements 2020-2021. Audit fees will be paid after balance sheet date.

Brussels, 2th August 2022

The Management Board

Mr Hubert FABRI, President

Mr François FABRI, Director

5. Other Information

5.1. Voting rights

- The 100,000 ordinary shares with a nominal value of EUR 22.00 each have 1 vote per share – 98.04% of the total issued share capital
- The 100 preference shares with a nominal value of EUR 400.00 each have 20 votes per share – 1.96% of the total issued share.
- The 2400 preference shares with a nominal value of EUR 0 each have no voting rights.

5.2. Statutory Provisions Concerning The Distribution of Profit

Statutory provisions covered in articles 36 and 37, for as long as they are applicable, state that:*

36.1 The general meeting is authorised to appropriate the profits which have been determined by adopting the annual accounts, and to determine distributions, to the extent the company's shareholders' equity exceeds the total amount of the paid-up and called-up capital plus the reserves that must be maintained pursuant to the law or the articles of association of the company, as follows:

a. First: seven percent (7%) will be paid to the holders of preference shares on the paid-up amount of their preference shares, in addition to what was missing from this seven percent in any previous year. No more than seven percent per year may be paid out as profit on these shares;

b. Subsequently: the remaining profit will be distributed as follows:

(i) first: five percent (5%) will be used to form and maintain a reserve fund. As soon and as long as the reserve fund amounts to one-tenth of the issued capital, no profit will be added to the reserve fund;

(ii) subsequently: five percent (5%) will be paid to the holders of ordinary shares on the paid-up amount of their ordinary shares;

c. subsequently: the remaining profit will be distributed as follows:

(i) fifty-five percent (55%) will be distributed to the holders of ordinary shares; and

(ii) forty-five percent (45%) will be distributed to the holders of founder's shares.

The general meeting may, at the proposal of the management board and subject to the approval of the supervisory board, resolve to add the amount referred to in 36.1.c(i) to the dividend reserve related to the ordinary shares, in whole or in part.

37.1 Distributions become eligible and payable with effect from the date established by the management board; the date for a distribution on ordinary shares may differ for that on preference shares.

37.2 Any shareholder's claim to payment of dividend shall lapse five years after it first originated.

Statutory provisions covered in article 39, for as long as they are applicable, state that:

39.2 The balance of the company's assets after payment of all debts and the costs of the liquidation shall be paid as follows:

a. first: to the extent possible, to the holders of preference shares an amount calculated in accordance with article 36.1.a increased with the amount paid-up on their preference shares;

b. subsequently: to the extent possible, to the holders of ordinary shares the amount paid-up on their ordinary shares;

c. subsequently: the remaining amount shall be paid as follows:
(i) fifty-five percent (55%) to the holders of ordinary shares;
(ii) forty-five percent (45%) to the holders of founder’s shares.

5.3. Independent Auditor's Report

EY
Building a better working world

Independent auditor's report

To: the shareholders and supervisory board of Palmboomen Cultuur Maatschappij Mopoli (Palmeraies de Mopoli) N.V.

Report on the audit of the financial statements for the year ended 30 June 2021 included in the annual report

Our opinion

We have audited the financial statements for the year ended 30 June 2021 of Palmboomen Cultuur Maatschappij Mopoli (Palmeraies de Mopoli) N.V. based in The Hague.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Palmboomen Cultuur Maatschappij Mopoli (Palmeraies de Mopoli) N.V. as at 30 June 2021 and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- The statement of financial position as at 30 June 2021
- The following statements for the year then ended: the statement of comprehensive income, changes in equity and cash flows
- The notes comprising a summary of the significant accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of Palmboomen Cultuur Maatschappij Mopoli (Palmeraies de Mopoli) N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the "Wet toezicht accountantsorganisaties" (Wta, Audit firms supervision act), the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the "Verordening gedrags- en beroepsregels accountants" (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter: unaudited comparative financial information

We draw attention to the fact that the comparative financial information for the year ending 30 June 2020 is unaudited. Consequently, the figures in the Statement of comprehensive income, the cash flow statement, the statement of changes in equity and related notes are unaudited. Our opinion is not modified in respect of this matter.

Our audit approach

Our understanding of the business

Palmboomen Cultuur Maatschappij Mopoli (Palmeraies de Mopoli) N.V. is a holding company investing in agro industry projects. We paid specific attention in our audit to a number of areas driven by our risk assessment, i.e., the existence and valuation of the receivables.

We start by determining materiality and identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud, non-compliance with laws and regulations or error in order to design audit procedures responsive to those risks and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Materiality

Materiality	€280,000
Benchmark applied	0.5% of the total assets
Explanation	We determined the materiality for Palmboomen Cultuur Maatschappij Mopoli (Palmeraies de Mopoli) N.V. based on the total assets of the company. The company is a holding company indirectly investing in agro industry projects. We consider total assets to be a suitable basis, as the company has limited business activities.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the supervisory board that misstatements in excess of €14,000, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.
Non-compliance with laws and regulations may result in fines, litigation or other consequences for the company that may have a material effect on the financial statements.

Our audit response related to fraud risks

In order to identify and assess the risks of material misstatements of the financial statements due to fraud, we obtained an understanding of the entity and its environment, including the entity's internal control relevant to the audit and in order to design audit procedures that are appropriate in the circumstances. As in all of our audits, we addressed the risk of management override of internal control. We do not audit internal control per se for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We considered available information and made enquiries of relevant executives, directors and the supervisory board. As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud and misappropriation of assets.

We evaluated the design and the implementation, of internal controls that mitigate fraud risks. In addition, we performed procedures to evaluate key accounting estimates for management bias in particular relating to important judgment areas and significant accounting estimates as disclosed in note 2 and note 10 the financial statements.

We incorporated elements of unpredictability in our audit. We considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance. If so, we reevaluate our assessment of fraud risk and its resulting impact on our audit procedures.

Our audit response related to risks of non-compliance with laws and regulations
We assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the management board, reading minutes and performing substantive tests of details of classes of transactions, account balances or disclosures.

We also inspected lawyers' letters and correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Going concern
We performed the following procedures in order to identify and assess the risks of going concern and to conclude on the appropriateness of management's use of the going concern basis of accounting. Management made a specific assessment of the company's ability to continue as a going concern and to continue its operations for at least the next twelve months. We discussed and evaluated the assessment with management exercising professional judgment and maintaining professional skepticism, and specifically focusing on the process followed by management to make the assessment, management bias that could represent a risk, the impact of current events and conditions have on the company's operations and forecasted cash flows, with a focus on whether the company will have sufficient liquidity to continue to meet its obligations as they fall due.

We consider based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

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General audit procedures

Our audit further included among others:

- Performing audit procedures responsive to the risks identified, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the supervisory board. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability assessment of the receivables	
Risk	The total receivables of Palmboomen Cultuur Maatschappij Mopoli (Palmeraies de Mopoli) N.V. have a balance of €29.8 million as of 30 June 2021. The receivables mainly consist of loans to related parties of the company. The risk exists that the receivables are not valued appropriately.
Our audit approach	Our audit strategy included an assessment of the company's valuation policies in general, understanding of the internal control environment, and substantive procedures relating to contractual terms and conditions and the appropriate accounting thereof in accordance with IFRS 9. We have performed substantive procedures on the receivables (outstanding loans). In order to verify the accuracy of the receivables, we reconciled the outstanding loan balances to the loan agreements. We also evaluated management's estimation of the recoverability and credit risk factors applied in the valuation of the receivables. Furthermore, we focused on the adequacy of the company's disclosures.
Key observations	We conclude that the receivables are valued appropriately and adequately classified as current receivables. We also assessed that the disclosures for the year in note 2 and note 10 of the financial statements are adequate.

Report on other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- The management board report
- The remuneration report
- Other information as required by Part 9 of Book 2 of the Dutch Civil Code

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements
- Contains the information as required by Part 9 of Book 2 and Sections 2:135b and 2:145 sub-section 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 and Section 2:135b sub-Section 7 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management board report in accordance with Part 9 of Book 2 of the Dutch Civil Code, other information required by Part 9 of Book 2 of the Dutch Civil Code and the remuneration report in accordance with Sections 2:135b and 2:145 sub-section 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements

Engagement

We were engaged by the general meeting as auditor of **Palmboomen Cultuur Maatschappij Mopoli (Palmeraies de Mopoli) N.V.** on 17 December 2020, as of the audit for the year 30 June 2021 and have operated as statutory auditor ever since that date.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

Other non-prohibited services provided

Our services are only related to the audit of the financial statements.

Description of responsibilities for the financial statements

Responsibilities of management and the supervisory board for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The Our audit approach section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion.

Communication

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

In this respect we also submit an additional report to the audit committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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From the matters communicated with the supervisory board, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

The Hague, 2 August 2022

Ernst & Young Accountants LLP

signed by A.A. Kuijpers