Younited Financial S.A.
Annual Report

For the year ended
December 31, 2024

Table of Contents

YOUNITED FINANCIAL

MANAGEMENT REPORT

SECTION 1 Presentation of Younited Financial S.A.

Younited Financial S.A. (hereinafter referred to as 'the Company') is a public limited liability company (*société anonyme*) existing under the laws of the Grand Duchy of Luxembourg. The Company was initially incorporated as a special-purpose acquisition company (SPAC) under the laws of the Cayman Islands. Its primary objective was to execute a business combination — such as a merger, share exchange, asset acquisition, or reorganization — with a company operating in the financial services sector in Europe. Until the Business Combination, its activities were primarily focused on organizational structuring, identifying potential target companies, and preparing and executing its Initial Public Offering (IPO) and the subsequent Business Combination.

On December 20, 2024 (the 'Closing Date'), the Company completed the acquisition of Younited S.A. under the terms of the Business Combination Agreement signed on October 7, 2024 (as amended on November 29, 2024) and after the Company converted on December 12, 2024 to a public limited liability company (*société anonyme*) under the laws of Luxembourg without disruption of its legal personality.

With the acquisition, the Company and Younited S.A. now form a group (referred to as "Younited" or "the Group"), combining their strengths to expand across Europe.

The purpose of the Company shall be the acquisition, holding, management, development and disposal of participations and any interests, in Luxembourg and/or abroad, in any companies and/or enterprises in any form whatsoever. The Company may, in particular, acquire by subscription, purchase and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity in the Grand Duchy of Luxembourg and abroad and, in particular, but not limited to in entities active in the financial and/or technology sector. It may participate in the creation and control of any company and/or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

SECTION 2 Operational and Financial Review

2.1 Components of Results of Operations

Net gains (losses) on financial liabilities at FVTPL

Net gains (losses) on financial liabilities at FVTPL consist of changes in fair value from financial liabilities classified at FVTPL

Net gains (losses) on financial instruments derecognized

Net gains (losses) on financial instruments derecognized consist of the difference between the carrying amount of a financial instrument derecognized and the consideration paid or received (including any non-cash financial instrument).

Interest income and expense

Interest income and expense comprise income and expense from financial instruments classified at amortized costs and calculated using the effective interest rate.

Other operating expenses

Other operating expenses are recognized in profit or loss when incurred. They include external services, fees, travel expenses, communication costs, office expenses, insurance premiums, and other operational costs. Expenses are recorded on an accrual basis, reflecting the consumption of services or the benefit received during the period.

Other operating expenses also comprise share-based expenses which are recorded according to IFRS 2. Share-based expenses and are recognized over the period in which the performance and/or service conditions are fulfilled. Equity-settled share-based expenses are recognized with a corresponding entry in Other reserves and retained earnings whereas cash-settled share-based payment expenses are recognized with a corresponding entry in Other liabilities.

Income tax expense

Income tax comprise current and deferred tax. Income tax is recognized except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax liability is based on the standalone income or loss of the Company reported under local accounting regulations adjusted for appropriate permanent and temporary differences. Deferred tax is calculated based on temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and for taxation purposes using tax rates enacted or substantially enacted in the expected period of settlement of deferred tax. A deferred tax asset is recognized only if it is probable that sufficient future taxable profits will be available to utilize the asset.

2.2 Key events of the period

Investment in Younited S.A.

After an extensive screening process and negotiations, Younited SA ("Younited") was identified as the most suitable target for a Business Combination by the Company and following due diligence and shareholders' approvals, a Business Combination Agreement ('BCA') was signed on October 7, 2024, and the Business Combination was closed on December 20, 2024 (the 'Closing Date').

Pursuant to the BCA, 16,100,000 Ordinary shares held by the Company investors have been redeemed for an overall amount of €173 million, 9,002,780 new Ordinary shares have been issued and subscribed by the Sponsor of the Company and SRP Management, for an overall cash amount of €82 million. The Company then subscribed to a capital increase of Younited for an overall amount of €135 million. Simultaneously, Younited shareholders contributed their shares in exchange for 24,673,031 Ordinary shares and 3,655,219 Class B shares of the Company newly issued resulting in the Company holding 95.87% of Younited Ordinary shares.

Additionally the Company entered into a put/call agreement with managers of Younited upon completion of which they will contribute their remaining shares of Younited in exchange for up to 630,531 Ordinary Shares and 973,713 Class C shares newly issued.

Transfer of the registered office from the Cayman Islands to Luxembourg

The shareholder meeting held December 12, 2024 approved the transfer of the Company registered office from the Cayman Islands to the Grand Duchy of Luxembourg. Based on an analysis performed by the management, the functional currency has been changed as of the Closing Date, from US Dollar to Euro as (i) the Company registered office is now in a country of the euro zone and (ii) since the completion of the Business Combination with Younited S.A. Company's economic environment will be predominantly denominated in euro.

The effect of the change of functional currency has been treated prospectively from December 20, 2024 and all line items of the Statements of Comprehensive Income and Financial Position as of this date have been converted using the European Central Bank ('ECB') EUR/USD rate as of December 20, 2024 (the Business Combination date). Comparative periods figures presented in these financial statements and accompanying notes have been converted to the new functional currency using the ECB EUR/USD rate as of the Business Combination date.

2.3 Results of operations

The following table sets forth Younited's results of operations for the years ended 31 December 2024 and 31 December 2023.

(in € thousands)	Twelve-month period ended December 31, 2024	2023	Variation Change (k€)	Change (%)
Net gains (losses) on financial liabilities at fair value through profit or loss	(10,423)	776	(11,199)	(1,442.5)
Net gains (losses) on financial instruments derecognised	525	-	525	n.a.
Interest income from Escrow Account	11,259	11,568	(309)	(3)
Interest expense from financial liabilities due to affiliates	(10,876)	(13,854)	2,978	(21)
Net gains (losses) on investments in subsidiaries	-	-	-	n.a.
Other financial result	232	25	207	826
Financial result	**(9,283)**	**(1,485)**	**(7,798)**	**525**
Other operating expenses	(51,503)	(3,408)	(48,095)	1,411
(Loss) / Profit before income tax	**(60,786)**	**(4,893)**	**(55,893)**	**1,142**
Income tax expense	-	-	-	n.a.
NET (LOSS) / PROFIT FOR THE PERIOD	**(60,786)**	**(4,893)**	**(55,893)**	**1,142**
TOTAL COMPREHENSIVE (LOSSES) / INCOME FOR THE PERIOD	**(60,786)**	**(4,893)**	**(55,893)**	**1,142**

Financial Result

(in € thousands)	Twelve-month period ended December 31, 2024	2023	Variation Change (k€)	Change (%)
Net gains (losses) on financial liabilities at fair value through profit or loss	(10,423)	776	(11,199)	(1,442.5)
Net gains (losses) on financial instruments derecognised	525	-	525	n.a.
Interest income from Escrow Account	11,259	11,568	(309)	(2.7)
Interest expense from financial liabilities due to affiliates	(10,876)	(13,854)	2,978	(21.5)
Net gains (losses) on investments in subsidiaries	-	-	-	n.a.
Other financial result	232	25	207	826.4
Financial result	**(9,283)**	**(1,485)**	**(7,798)**	**525.1**

Financial result decreased by €7,798 thousand, from €(1,485) thousand for the twelve-month period ended December 31, 2023, to €(9,283) thousand for the twelve-month period ended December 31, 2024. This is mainly due to the decrease in net gains (losses) on financial liabilities at fair value through profit or loss (FVTPL), which declined by €11,199 thousand, from €776 thousand for the twelve-month period ended December 31, 2023, to €(10,423) thousand for the twelve-month period ended December 31, 2024. This variation reflects the increase in the fair value of financial liabilities held at FVTPL, particularly in relation to warrants, which significantly increased following the completion of the Business Combination.

Other operating expenses

(in € thousands)	Twelve-month period ended December 31, 2024	2023	Variation Change (k€)	Change (%)
Other operating expenses	(51,503)	(3,408)	(48,095)	1,411.2

Other operating expenses increased by €48,095 thousand, from €3,408 thousand in 2023 to €51,503 thousand in 2024. This rise was primarily driven by transaction costs incurred in the context of the business combination, amounting to €18,087 thousand, as well as a share-based payment expense of €32,221 thousand related primarily to the conversion of Sponsor Shares to Ordinary Shares of the Company.

Net (loss) profit for the period

(in € thousands)	Twelve-month period ended December 31, 2024	2023	Variation Change (k€)	Change (%)
Net (loss) profit for the period	(60,786)	(4,893)	(55,893)	1,142.3

As a result of the above, loss of the period decreased by €55,893 thousand, from €(4,893) thousand for the year ended 31 December 2023, to €(60,786) thousand for the year ended 31 December 2024.

2.4 Liquidity and Capital Resources

The purpose of the liquidity management function is to ensure that the Company has funds available to fund its working capital.

2.4.1 Summary of Cash Flows

The following table sets forth Younited's statements of cash flows for the years ended 31 December 2024, 31 December 2023.

(in € thousands)	Twelve-month period ended December 31, 2024	2023
Cash flows from operating activities		
Profit (loss) for the period	(60,786)	(4,893)
Adjustments to reconcile net (loss) / profit for the year to net cash from operating activities		
Increase in or Decrease in:		
Other receivables	82	82

Accounts payable	17,362	220
Accounts payable and accrued expenses due to affiliates	1,426	338
Adjustments for:		
Interest expense from financial liabilities	10,876	13,854
Share-based payment expense	32,221	-
Net gains (losses) on financial liabilities at fair value through profit or loss	10,423	(776)
Net gains (losses) on financial instruments derecognised	(525)	-
Foreign exchange gains (losses)	41	-
NET CASH FROM OPERATING ACTIVITIES	**11,121**	**8,825**
Cash flows from investing activities		
Deposit of share capital increase proceeds into escrow account	(82,230)	-
Deposit of interest income into Escrow Account	(11,259)	(11,568)
Withdrawal of redeemed ordinary shares from the escrow account	173,222	-
Subscription in a capital increase of Younited from the escrow account	134,525	-
Investment in Younited	(134,525)	-
Escrow account release	18,172	-
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	**97,904**	**(11,568)**
Cash flows from financing activities		
Redemption of Ordinary Shares	(173,222)	-
Proceeds from capital increase	82,230	-
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	**(90,991)**	**-**
Net change in cash	**18,034**	**(2,743)**
Cash at beginning of year	363	3,105
Effects of exchange rate fluctuations on cash and cash equivalents	-	-
Cash at end of year	**18,396**	**363**

Net cash from operating activities

Net cash from operating activities amounted to €11,121 thousand in 2024, compared to €8,825 thousand in 2023. This increase was primarily driven by the rise in accounts payable for €17,362 thousand and accrued expenses due to affiliates for €1,426 thousand, which contributed to a higher cash inflow. Additionally, non-cash expense adjustments, notably the share-based payment expense of €32,221 thousand and net losses on financial liabilities at fair value through profit or loss of €10,423 thousand further contributed to the positive cash flow from operating activities. These effects were partially offset by net gains on financial instruments derecognized for €525 thousand in 2024.

Net cash provided by (used in) investing activities

Net cash from investing activities amounted to €97,904 thousand in 2024, compared to a net cash outflow of €(11,568) thousand in 2023. This significant variation is mainly attributable to the release of funds from the Escrow Account to fund (i) the investment in Younited for €134,525 thousand and (ii) the redemption for cash of Ordinary Shares as part of the Business Combination for €173,222 thousand. These outflows were partially offset by the release of €18,172 thousand from the Escrow Account.

Net cash provided by (used in) financing activities

Net cash used in financing activities totaled €(90,991) thousand in 2024. This resulted primarily from the redemption of Ordinary Shares for €(173,222) thousand, partially offset by proceeds from the capital increase of €82,230 thousand, which was linked to the backstop agreement.

2.5 Balance Sheet

The Group's balance sheet as of the specified dates are set out below:

Younited's balance sheets as of the specified dates are set out below:

	As at December 31,	
(in € thousands)	**2024**	**2023**
Assets		
Non-current assets		
Investment in subsidiary	329,254	-
Total non-current assets	**329,254**	**-**
Current assets		
Cash	18,396	363
Escrow Account	-	236,471
Other receivables	-	82
Total current assets	**18,396**	**236,916**
TOTAL ASSETS	**347,650**	**236,916**
Shareholders' equity		
Share capital	691	1
Share premium	340,376	24
Retained earnings and other reserves	37,101	3,590
Net (loss) / profit for the period	(60,786)	(4,893)
TOTAL SHAREHOLDERS' (DEFICIT) / EQUITY	**317,383**	**(1,279)**
Liabilities		
Non-current liabilities		
Units	-	179,435
Ordinary shares	-	57,323
Financial liabilities at fair value through profit or loss	-	213
Total non-current liabilities	**-**	**236,972**
Current liabilities		
Accounts payable	18,087	725
Accounts payable and accrued expenses due to affiliates	-	499
Financial liabilities at fair value through profit or loss	12,181	-
Total current liabilities	**30,268**	**1,224**
TOTAL LIABILITIES	**30,268**	**238,195**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**347,650**	**236,916**

2.5.1 Assets

Younited's assets as of the specified dates are set out below:

(in € thousands)	As at December 31, 2024	2023
Assets		
Non-current assets		
Investment in subsidiary	329,254	-
Total non-current assets	**329,254**	**-**
Current assets		
Cash	18,396	363
Escrow Account	-	236,471
Other receivables	-	82
Total current assets	**18,396**	**236,916**
TOTAL ASSETS	**347,650**	**236,916**

Pursuant to the Business Combination the company subscribed to a capital increase of Younited for an overall amount of €135 million. Simultaneously, Younited shareholders contributed their shares of Younited to the Company resulting in the Company holding 95.87% of Younited shares at the closing of the Business Combination. As at December 31,2024 the company holds interest in Younited for an amount of €329,254 thousand.

Cash balance results from the business combination. It was released from the Escrow account to cover the transaction costs. It is composed of on-demand deposits with major financial institutions. As of December 31, 2024, it amounts to €18,396 thousand.

Escrow Account balance went down to zero from €236,471 thousand following the completion of the Business combination and the subscription to a capital increase of Younited.

2.5.2 Equity and liabilities

Younited's liabilities and capital as of the specified dates are set out below:

(in € thousands)	As at December 31, 2024	2023
Liabilities		
Non-current liabilities		
Units	-	179,435
Ordinary shares	-	57,323
Financial liabilities at fair value through profit or loss	-	213
Total non-current liabilities	**-**	**236,972**
Current liabilities		
Accounts payable	18,087	725
Accounts payable and accrued expenses due to affiliates	-	499
Financial liabilities at fair value through profit or loss	12,181	-
Total current liabilities	**30,268**	**1,224**
TOTAL LIABILITIES	**30,268**	**238,195**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**347,650**	**236,916**

Accounts payable increased to €18,087 thousand from €725 thousand and relate to the transaction costs.

Upon completion of the Business Combination, all units representing an amount of €179,435 thousand have been redeemed against Ordinary shares and Public Warrants, resulting in their derecognition from the statement of financial position.

Upon completion of the Business Combination, Ordinary shares for an amount of €57,323 thousand lost their redeemable nature, and consequently the financial liability was derecognized and converted into equity.

Financial liabilities at fair value through profit or loss comprise (i) Public Warrants liabilities at FVTPL and (ii) Sponsor Warrants liabilities at FVTPL which fair value increased in the context of the Business Combination for an aggregate amount of €12,181 thousand as at December 31, 2024.

SECTION 3 Principal Risks

The risks detailed below are risks to which the Company is indirectly exposed through Younited S.A. (in the section hereinafter 'Younited') its sole subsidiary which is the main investment of the Company.

3.1 Risks related to the Younited's Business Model

Macroeconomic, Political and Financial Environment

The Company's business operations may be adversely impacted by political events, terrorism, military conflict or acts of war, cyber-attacks, public health issues, natural disasters, severe weather, climate change, infrastructure failure or outage, labour disputes and other business interruptions.

Younited's business operations are subject to interruption by, among other things, political events, terrorism, military conflict or acts of war (including the conflicts in Ukraine and the Middle East), cyber-attacks, public health issues (such as the COVID-19 pandemic), natural disasters, severe weather, infrastructure failure or outages (including power outages), labour disputes and other events which could: (i) decrease demand for Younited's products and services, (ii) adversely affect the macroeconomy and/or customers or (iii) make it difficult or impossible for Younited to deliver a satisfactory experience to Younited's customers.

Any such events could also affect Younited by impacting the stability of Younited's deposit base, impairing the ability of Younited's borrowers to repay their outstanding loans, causing significant property damage and/or resulting in loss of revenue and/or cause Younited to incur additional expenses.

Any economic downturn or other changes in macroeconomic conditions affecting Younited's industry could result in a decline in the Younited's revenue, which could in turn have a material adverse effect on the Younited's business, results of operations, financial condition or prospects.

Younited's revenue is impacted by the general economy, the creditworthiness of the European Union consumers and the financial performance of its partners.

Younited's business, the consumer financial services industry and Younited's partners' businesses are sensitive to macroeconomic conditions. Economic factors such as interest rates, changes in monetary and related policies, market volatility, inflationary conditions, consumer confidence and unemployment rates are among the most significant factors that impact consumer spending behaviour.

As Younited's operations are geographically limited, Younited is primarily dependent upon consumers and economic conditions in Europe, in particular France and Italy. As a result of this geographical concentration, Younited is more vulnerable to downturns or other conditions that affect the economy of the countries in which Younited operates. Any downturn or other adverse conditions in the domestic markets of these countries could harm Younited's business and financial results. If Younited further expands internationally in the future, Younited would be vulnerable to economic downturns or other conditions that affect the domestic markets in the countries where Younited would expand. However, until Younited's international operations grow significantly, Younited will continue to be primarily dependent on European consumers and European economic conditions.

The generation of new loans facilitated through Younited's platform, and the transaction fees and other fee income associated with such loans, depends upon sales of products and services by Younited's partners. Younited's partners' sales may decrease or fail to increase as a result of factors outside of their control, such as the macroeconomic conditions, or business conditions affecting a particular merchant, industry vertical or region.

In addition, if a partner, in particular financial institutions, ceases whole or part of its operations, or becomes subject to a voluntary or involuntary bankruptcy proceeding (or if there is a perception that it may become subject to a bankruptcy proceeding), consumers may have less incentive to pay their outstanding balances on loans facilitated through Younited's platform, which could result in higher charge-off rates than anticipated. Moreover, if the financial condition of a partner deteriorates significantly or a partner becomes subject to a bankruptcy proceeding, Younited may not be able to recover amounts due to Younited from the partner.

Persistent inflation or an upturn in inflation and, as a result, persistently high interest rates could negatively affect Younited's business activities, operations and financial performance.

Economic factors, such as the current inflationary environment and possibility of a recession, slow economic growth or a significant deterioration in economic conditions, changes in household debt levels and increased unemployment or stagnant or declining wages can affect the loan markets by impacting the number of loan applications and loan approval rates, which can adversely affect Younited's business.

The effects of monetary policy and rising interest rates could continue to impact customer activity and asset quality even more severely. Moreover, inflation could fall less quickly than expected, or even rise again, depending on various factors, such as the macroeconomic conditions, political and geopolitical developments, weather conditions and climatic events.

In addition, the rapid rise in interest rates or persistently high-interest rate levels could cause difficulties for some major economic players, particularly those with the most debt. If interest rates rise, potential borrowers could seek to defer taking new loans as they wait for interest rates to decrease and/or settle. Difficulties in repaying their debts and defaults on their part could cause a significant shock to the markets and have systemic impacts. In a more-difficult-to-read context weakened by major shocks, events such as those linked to the difficulties of significant players are potentially damaging to Younited's financial health, depending on Younited's exposure and the systemic repercussions of the shock.

Seasonality of Business

Younited experienced seasonal fluctuations in its business because of consumer spending patterns. As The Group grows its exposure to merchant partners, it is likely to experience seasonal fluctuations in its business because of consumer spending patterns. The Group expects these seasonal patterns to continue in future periods.

Competition Risk

Younited operates in a competitive industry, facing rivals from credit institutions and fintech firms. Larger competitors benefit from broader reach, brand recognition, and lower funding costs whereas emerging players with disruptive technologies may further intensify competition.

Younited operates in a highly competitive and dynamic industry and faces competition from a variety of players, including those offering consumer loans, payment solutions or digital banking services.. Based on market origination volumes of unsecured cash loans and point-of-sale loans in France, Italy and Spain. Some of Younited's competitors, , are substantially larger than Younited and have longer operating histories, which gives those competitors advantages, such as a more diversified product range, a broader consumer and merchant base, greater brand recognition and brand loyalty, the ability to reach more consumers, the ability to cross-sell their products, operational efficiencies, broad-based local distribution capabilities and lower cost of funding.

In addition, new competitors such as more specialised companies, companies using new disruptive technologies, new actors arising from the concentration of existing ones or competitors having substantial financial, R&D and marketing resources, may enter the market and may be able to innovate and bring products and services to market faster or anticipate and meet consumer or financial services partner demand before Younited does. Younited may be forced to expend significant resources to remain competitive with current and potential competitors and to keep a technological edge in open banking, for instance.

If any of Younited's competitors are more successful at attracting and engaging users or merchant partners or financial services partners, the demand for Younited's platform and products could stagnate or substantially decline, which would materially and adversely affect Younited's business, results of operations and prospects.

Younited relies on internet search engines for traffic and user referrals, making it vulnerable to algorithm or policy changes that could lower its search ranking and reduce engagement. The rise of AI-assisted technologies may further impact search relevance, potentially harming Younited's business and financial performance.

Younited is dependent on internet search engines to direct traffic to Younited's website and refer new users to Younited's platform. Younited's reliance on internet search engines poses risks. Search engines, like Google, may modify algorithms or policies without prior notice, potentially resulting in significant declines in its organic search ranking and decreased platform traffic. If search engines' algorithms, methodologies and/or policies are modified or enforced in ways Younited does not anticipate, or if Younited's search results page rankings decline for other reasons, traffic to Younited's platform or user growth or engagement could decline, any of which would harm Younited's business, financial condition and results of operations.

The introduction of AI-assisted technologies could further impact search engine relevance, causing declines in Younited's ranking and decreased platform traffic, affecting Younited's financial results.

3.2 Financial Risks

Credit Risk

Credit risk is defined as the possibility of losses due to default by the borrowers and/or reduction in the value of the portfolio due to deterioration of credit quality of borrowers or counterparties. The Group has set up a defined credit risk management limit framework to ensure proper control over credit portfolios. This framework is approved by The Group's Board of Directors after considering various risk assessment and prevailing market conditions.

Holding loans on the Company's balance sheet exposes the Company to credit and liquidity risks, which may adversely affect the Company's financial performance

Younited historically implemented an "originate-to-distribute" model to ensure strong growth and reach a critical size. Progressively, Younited has kept on its balance sheet a growing part of the loans it originates, allowing Younited to capture the value of the platform. Thus, some of the loans Younited issues are on its balance sheet. Younited earns interest on the loans but is exposed to the credit risk of the borrowers. In the event of a decline or volatility in the credit profile and/or delinquency rates of these borrowers, the value of these held loans may decline. For example, increasing inflation and interest rates may cause borrowers to allocate more of their income to necessities such as housing and food, or increasing unemployment rates may reduce borrowers' revenues, thereby potentially increasing their risk of default by reducing their ability to make loan payments. Following the start of the Ukrainian war in 2022, increase in inflation led to an increase in risk levels and interest rate surge led to a decrease in fixed-rate loan portfolios.

Volatility or decline in the value of the loans held on balance sheet may produce losses if the Group is unable to realise their fair value or manage declines in their value, each of which may adversely affect the Group's financial performance. Further, increases in delinquency rates may require the Group to take additional allowances for losses, which may adversely affect the Company's financial performance and its ability to allocate sufficient financial resources for other purposes, such as advancing the Group's products and services, which could impact the Group's results of operations.

Market Risk

Market risk refers to the risk resulting from movements in market prices, and in particular, changes in interest rates, foreign exchange rates and equity and commodity prices. Thus, market risk is the risk to the earnings and capital due to changes in the market level of interest rates or prices of securities, equities, as well as the volatility of those changes.

Shifting from an "originate to distribute" to a "held to collect" model may adversely affect the Group's financial performance

As stated above, Younited historically operated predominantly an "originate-to-distribute" model. Under this model, the change in fair value of the loans kept on Younited's balance sheet arising from the volatility of rates and macroeconomic conditions has not been reflected in the Company's result of operations. If Younited's business model was to fully shift to a "held to collect" model, past changes in fair value would be crystallized in the Group's result of operation and may affect the Group's financial performance in a positive or negative way depending on the macroeconomic conditions at the date of the shift.

Younited has less experience operating in some of the newer market verticals and products into which it has expanded.

Younited has expanded into new verticals and products over the last several years, such as budget management tools or affinity insurance. Younited has less experience with these newer verticals and products than it does with the other more established verticals and products on Younited's platform. Accordingly, newer verticals may be subject to greater risks than the more established verticals on the Younited's platform.

The success of the Company's entry into new verticals and products will depend on several factors, including the offerings by current and future competitors, the Company's ability to innovate and disrupt markets by offering or creating new and compelling products for consumers, and Younited's ability to implement product features expected by consumers and partners in a cost-effective manner. Additionally, the Group's ability to implement efficient risk management in new verticals, attract and retain management and other skilled personnel, collect amounts owed from its partners, and develop successful and cost-effective marketing campaigns will be crucial. The Group's results of operations may suffer if it fails to successfully anticipate and manage these issues associated with expansion into new verticals and products.

Interest Rate Risk in the Banking Book

Interest rate risk arises when there is a mismatch between positions that are subject to interest rate adjustments within a specified period. The most important source of interest rate risk is lending, funding and investment activities, where fluctuations in interest rates are reflected in interest margins and earnings. Internal factors include the composition of assets and liabilities, borrowings, loans and investments, quality, maturity and interest rates. External factors include the general economic and monetary conditions. While the immediate impact of this risk is on Net Interest Income and the value of fixed income investments, in the long term, variations in interest rates impact The Group's net worth, since it has an impact on the economic value of its assets, liabilities and off-balance sheet positions. Various tools are used by Younited to manage interest rate risk and ensures it remains within both (i) regulatory limits and (ii) the risk appetite of the bank, such tools include (x) traditional gap analysis per maturity buckets to check the impact of change in the interest rate on Net Interest Income; and (y) duration gap analysis to assess the impact of interest rate movement on the equity value of the bank.

Liquidity Risk

Liquidity refers to Younited's ability to fund a decrease in liabilities or increase in assets and meet both cash and collateral obligations at a reasonable cost without adversely affecting its financial status. Liquidity risk arises when it is unable to meet such obligations. Liquidity risk is dependent on specific factors, such as maturity profile, composition of sources and uses of funding, the quality and size of the liquid asset buffer, and broader market factors such as wholesale market conditions alongside depositor and investor behavior. This type of risk may result in Younited's failure to meet regulatory liquidity requirements, support normal banking activity or, at worst, cease to be an ongoing concern.

If customers cease to deposit or reduce the amount of their savings in the Company's term deposits, the Company's business, financial condition and results of operations may be harmed.

Retail term deposits are a principal source of funding for Younited's balance sheet and are expected to continue to grow in the future. The ongoing availability of retail deposits is dependent on a variety of factors that are outside of the Group's control, such as general macroeconomic conditions, particularly interest rate levels; market volatility; the confidence of depositors in the economy, the financial services industry in general and competition for retail deposits, which, in turn, depends on the interest rates offered. Any deterioration in these or other factors could lead to a reduction in the Group's ability to access retail deposit funding on acceptable terms, or at all, in the future. A serious loss of confidence by deposit customers could result in increased difficulty in raising new deposits.

Any material reduction in term deposits by customers, , may have a material adverse impact on the Group's business, financial condition and results of operations.

An inability to maintain adequate liquidity could jeopardise the Group's business and financial condition.

Liquidity is essential to Younited's business. Although Younited believes that it currently has an adequate amount of liquidity to support its business, there are a number of factors that could reduce and/or deplete the Younited's existing liquidity position, including results of operations that are reduced compared to the Group's projections, costs related to existing or future litigation or regulatory matters, the pursuit of strategic business opportunities (whether through acquisition or organic) and unanticipated liabilities. Additionally, Younited is subject to stringent capital and liquidity regulations and requirements and needs to manage its liquidity position within the parameters and terms set forth by applicable regulations and regulators. For example, the liquidity coverage ratio is set at a minimum level of 100%, which means that the credit institution must hold sufficient liquid assets to meet its net cash outflows for a stress period of thirty (30) days, without recourse to central bank liquidity or public funds. Younited is subject to various legal, regulatory and other restrictions on its ability to make distributions and payments. Any inability to maintain an adequate liquidity position could adversely affect the Company's operations, its compliance with applicable regulations and the performance of its business.

Further, the Group's ability to raise additional capital, should that be deemed beneficial and/or necessary, depends on conditions in the capital markets, economic conditions and several other factors, including investor perceptions regarding the financial services and banking industry, market conditions, governmental activities, and the Group's financial condition and performance. Accordingly, the Group may be unable to raise additional capital if needed or on acceptable terms, which may adversely affect the Company's liquidity, business, financial condition and results of operations.

3.3 Capital Management and Adequacy

The commercial success of Younited's platform and services depends on the prominent marketing, presentation, integration and support of Younited's platform by its partners.

For point-of-sale loans, Younited relies on its merchant partners to present Younited's platform and services as financing solutions and to integrate Younited's platform into their websites or in their physical points of sale, such as by prominently featuring Younited's platform, and particularly Younited's instant credit solution, on their websites or in their points of sale. Younited may not have any recourse against its merchants if they do not prominently present its financing solutions or if they more prominently present solutions offered by its competitors.

The failure by Younited's partners to effectively present, integrate and support Younited's platform would have a material and adverse effect on the Younited's business, results of operations, financial condition and prospects.

Furthermore, although Younited's merchant partners are obligated to fulfil their contractual commitments to consumers and to comply with applicable law, including in marketing Younited's products, from time to time, they might not, or a consumer might allege that they did not. This, in turn, can result in claims or defences against Younited that may incur remediation costs. Historically, Younited has not incurred any such claims, but cannot give any assurance that it will not be the case in the future.

Risks related to Younited's reliance on third-party service providers to perform certain key functions.

Younited relies on third-party service providers to provide critical services to deliver Younited's products and operate Younited's business. These providers may support or operate critical business systems for Younited or store or process the same sensitive, proprietary and confidential information handled by Younited. There are various providers such as Cloud technology providers. Younited primarily serves its customers from third-party data centre hosting facilities provided by a third-party service provider. Any disruption of or interference with the Younited's use of such services would impair the ability to deliver its products and services to its customers, resulting in customer dissatisfaction, damage to Younited's reputation, loss of customers and harm to the Younited's business. The decision from third-party service providers to close the facilities without adequate notice or terminate Younited's hosting arrangement or other unanticipated problems could result in lengthy interruptions in the delivery of Younited's solutions, cause system interruptions, reputational harm and loss of critical data, prevent Younited from supporting its solutions or cause Younited to incur additional expense in arranging for new facilities and support. There are also Credit bureau, such as Banque de France FCC (fichier central des chèques)/FICP (fichier national des incidents de remboursement des crédits aux particuliers) in France, Central de Responsabilidades de Credito ("CRC") in Portugal, Center for Research in International Finance ("CRIF") in Italy and Equifax in Spain. Any unavailability or failure to connect to credit bureaus' databases in real-time during the credit application process may result in the temporary inability to deliver Younited's products and services. Third-party technological solutions used during the application process, such as solutions for electronic signature of credit contracts or open-banking solutions. Any disruption of such services may result in the temporary inability to deliver Younited's products and services. Finally External call centres handling customer requests. Younited relies on call centres to answer to part of customer requests. Any capacity shortage or any failure in partners' IT systems may result in service disruption or longer customer request treatment processing times for Younited's customers.

While Younited maintains oversight of the Younited third-party service providers, such third parties are ultimately responsible for maintaining their own network security, disaster recovery and system management procedures, and such third parties do not guarantee that Younited's customers' access to Younited's solutions will be uninterrupted, error-free or secure. These third-party service providers may be susceptible to operational, technological and security vulnerabilities, including security breaches or other security incidents (which may be caused by a variety of factors, including infrastructure changes, human or software errors, viruses, security attacks, fraud, spikes in customer usage and denial of service issues) that compromise the confidentiality, integrity or availability of the systems they operate for Younited or the information they process on Younited's behalf. In some instances, Younited may not be able to identify the cause or causes of these performance problems within an acceptable period. Any significant disruption to the infrastructure of such third-party service providers and/or any changes in the third-party service providers' service levels or any failure or security breaches by or of third-party service providers or their subcontractors that result in an interruption in service, unauthorised access, misuse, loss or destruction of data or other similar occurrences may significantly impact Younited's business operations, including making Younited's platform unavailable to the users. Frequent or persistent interruptions in services could cause customers to believe that Younited's products and services are unreliable, leading them to switch to Younited's competitors or to avoid Younited's products and services, and would likely permanently harm Younited's reputation and business.

In addition, service providers may rely on subcontractors that face similar risks. The ability to monitor third-party service providers and their subcontractors' security is limited and yet such occurrences could adversely affect Younited's business to the same degree as if it had experienced these occurrences directly.

Any of the foregoing could have a material adverse effect on Younited's business, financial condition and results of operations.

Risks related to Younited's reliance on Younited's financial institutions partners.

As Younited offers to its financial institutions partners its instant credit platform, which can be made available on a white label or co-branding basis, Younited's commercial success depends in part on the financial and commercial strength and underwriting standards of these financial institutions' partners. If Younited's financial services partners experience financial difficulties, they may cease participation on Younited's platform or tighten underwriting standards, which would result in fewer opportunities to earn fees from these financial institutions. Financial institutions partners could also change their online marketing strategies or implement cost-reduction initiatives that decrease consumer activity through Younited's platform. The occurrence of one or more of these events, alone or in combination, with a significant number of financial services partners could harm Younited's business, financial condition and results of operations.

In addition, Younited's deposit base is primarily intermediated and originated through the German deposit marketplace Raisin GMBH ("**Raisin**"). Any difficulty in or interruption of Younited's relationship with Raisin could likely prejudice the origination of Younited's term deposit, negatively impacting Younited's liquidity position. This could also impact Younited's ability to maintain its liquidity ratios and harm Younited's business, financial condition and results of operations. Younited is in the process of contracting with Check24 Vergleichsportal GmbH to raise term-deposits through its platform, in addition to Raisin, to diversify its term-deposits sources.

Risks related to Younited's reliance on key management.

Younited operates in an environment at the intersection of rapidly changing technological, social, economic and regulatory developments that require a wide-ranging set of expertise and intellectual capital. Younited's commercial success is significantly dependent upon the continued service of its executives and other key employees, and in particular co-founders Geoffroy Guigou, Chief Operating Officer, and Charles Egly, Chief Executive Officer. The departure of a member of management or a key employee may not be replaced by an appropriate or qualified person, which could result in additional expenditure to recruit and train a replacement and could harm Younited's business and growth.

To maintain and develop Younited's activities, Younited will continue to identify, attract, hire, develop, motivate and retain highly skilled employees, which requires significant time, expense and effort. Competition for highly skilled personnel in the consumer financial services industry is intense. Younited may need to invest significant amounts of cash and equity to attract and retain new employees and may never realise returns on these investments. If the management team, including any new hires, fails to work together effectively and to execute Younited's plans and strategies on a timely basis, Younited's business would be harmed. Any of these risks could have a material adverse effect on Younited's business, results of operations, financial condition or prospects.

Younited has a history of operating losses and may not achieve sustained profitability.

Younited incurred net losses of in 2024 and in 2023 respectively. Despite the scalability of Younited's technology platform, Younited's operating expenses may increase in the future as Younited seeks to continue to grow its business, attract consumers, merchants, funding sources such as deposits, and further enhance and develop Younited's products and platform and Younited may not succeed in increasing its revenue sufficiently to offset these higher expenses.

3.4 Operational and Compliance Risks

Operational Risks

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This definition includes legal risk but excludes strategic risk and reputational risk. While operational risk management is the responsibility of various functions and business units handling operational activities, it is overseen at the director level by the Company Risk Committee.

If the credit decisioning, pricing, loss forecasting and scoring models Younited uses contain errors, do not adequately assess risk or are otherwise ineffective, Younited's reputation and relationships with customers could be harmed, Younited's market share could decline, and the value of loans held on Younited's balance sheet may be adversely affected.

Younited's ability to attract customers to, and build trust in, Younited's platform is significantly dependent on Younited's ability to effectively evaluate a borrower's credit profile and likelihood of default. To conduct this evaluation, Younited utilises credit decisioning, pricing, loss forecasting and scoring models that assign each loan offered through Younited's platform a grade and a corresponding interest rate. Younited's models are based on algorithms that evaluate several factors, including behavioural data, transactional data, bank data and employment information, which may not effectively predict future loan losses. If Younited is unable to effectively segment borrowers into relative risk profiles, Younited may be unable to offer attractive interest rates for borrowers and deliver adequate returns on Younited's loan portfolios.

Additionally, if these models fail to adequately assess the creditworthiness of Younited's borrowers, Younited may experience higher than forecasted losses. Furthermore, as stated above, Younited holds loans on its balance sheet. Younited periodically assesses the value of these loans, and in doing so, Younited reviews and incorporates several factors including forecasted losses. Accordingly, if Younited fails to adequately assess the creditworthiness of borrowers such that Younited experiences higher than forecasted losses, the value of the loans held on Younited's balance sheet may be adversely affected.

Younited continually refines these algorithms based on new data and changing macroeconomic conditions. However, there is no guarantee that the credit decisioning, pricing, loss forecasting and scoring models that Younited uses have accurately assessed the creditworthiness of Younited's borrowers or will be effective in assessing creditworthiness in the future.

Similarly, if any of these models contain programming or other errors (whether human or otherwise), are ineffective or the data provided by borrowers or third parties is incorrect or stale, Younited's loan pricing and approval process could be negatively affected, resulting in mispriced or misclassified loans or incorrect approvals or denials of loans.

Further, the use of these models, algorithms and artificial intelligence for determining loan grades and corresponding interest rates may also heighten the risk of legal or regulatory scrutiny. Younited may be required to alter its models for compliance purposes, which could impact the interest rates offered to borrowers, the risk-adjusted returns offered to investors, result in higher losses or otherwise impact Younited's results of operations.

Additionally, Younited analyses first-party data from users, third-party data from financial account aggregators and credit reports to understand its users' unique financial situations. If Younited is unable to efficiently handle the data provided to Younited, the value that Younited provides to consumer partners may be limited, which would harm Younited's business, financial condition and results of operations.

If collection efforts on loans are ineffective or unsuccessful Younited's profit in those loans would be adversely affected.

Many of Younited's loan products, including all Younited's personal loans, are unsecured obligations of borrowers, and they are not secured by any collateral. None of the loans facilitated on Younited's platform are guaranteed or insured by any third party or backed by any governmental authority in any way. Younited is the loan servicer for all loans sold as whole loans. The ability to collect on the loans is dependent on the borrower's continuing financial stability and willingness to make loan payments, and consequently, collections can be adversely affected by several factors, including job loss, divorce, death, illness, bankruptcy or the economic and/or social factors. Collection efficiency may consequently differ from Younited's targets, impacting on the valuation of loans. It is possible that a higher percentage of consumers will seek protection under bankruptcy or debtor relief laws because of an inflationary environment, the possibility of a recession and market volatility.

Depending on their lateness status certain delinquent loans may be referred to a collection agent that will service the loans using its own servicing platform. Further, if collection action must be taken in respect of a loan, the collection agent will charge Younited additional collection or recovery fees, which will reduce the net amounts of collections that Younited receives.

If Younited, or third parties on Younited's behalf, cannot adequately perform collection services on the loans, Younited will not be entitled to any remittances under the terms of the investment. Similarly, Younited's profit may be impacted by declines in market rates for sales of charged-off loans to third-party purchasers.

Further, Younited uses internet-based processes to obtain application information and distribute certain legally required notices to applicants and borrowers of Younited's loans and to obtain electronically signed loan documents. These processes may result in greater risks than paper-based loan originations, including risks regarding the sufficiency of notice for consumer protection laws, risks that borrowers may challenge the authenticity of loan documents or the validity of the borrower's electronic signature on loan documents and risks that unauthorised changes are made to electronic loan documents. Any of these factors could cause Younited's loans or certain terms of Younited's loans to be unenforceable against a borrower or impair Younited's ability to service the loans, which could adversely affect the value of Younited's loans and Younited's business, financial condition and results of operations.

Younited's actual credit losses could exceed its provisions for credit losses and write-downs.

Younited uses various estimates when determining its provision for credit losses and write-downs. As per IFRS 9 standards, loans are segmented as follows:

- Stage 1 loans: performing loans.
- Stage 2: loans with significant increase in credit risk since initial recognition.
- Stage 3: non-performing loans.

Stage 1 loans impairments correspond to the first 12-month expected credit loss of loans. Stage 2 and stage 3 loans impairments are expected to equal loans' lifetime expected credit losses.

Younited's estimates of a loan's first 12-month and lifetime expected credit losses are based on analysis and modelling of Younited's historical credit performance data; however, Younited's analysis and model may not accurately predict the actual defaulted amounts and recoverable amounts of Younited's past due loans. If Younited does not accurately estimate them, Younited's credit losses could be increased.

Since the provision necessary to cover credit losses can only be estimated, there is a risk that actual credit losses will be materially greater than the provision accounted for to cover such losses.

Credit and other information that Younited receives from borrowers or third parties about a borrower may be inaccurate or may not accurately reflect the borrower's creditworthiness, which may cause Younited to inaccurately price loans made through Younited's platform.

Younited's ability to review and select qualified borrowers depends to a certain extent on obtaining borrower credit information from consumer reporting agencies, such as CRIF, Experian, CTC, Equifax, CRC and other third parties. Younited assigns loan grades to loan requests based on Younited's credit decisioning and scoring models that consider reported credit score, other information reported by the consumer reporting agencies, in addition to a variety of other factors. A credit score or loan grade assigned to a borrower may not reflect the borrower's actual creditworthiness because the credit score or loan grade may be based on outdated, incomplete or inaccurate data and Younited does not verify the information obtained from a borrower's credit report.

Additionally, there is a risk that, after the date of the credit report or other third-party data that Younited obtains and reviews, a borrower may have become delinquent in the payment of an outstanding obligation, taken on additional debt, sustained other adverse financial events, or supplied a variety of information, some of which may be inaccurate or incomplete.

The factors above may result in loans being issued to otherwise non-qualified borrowers and/or impact Younited's ability to effectively segment borrowers into relative risk profiles, each of which may impair Younited's ability to deliver adequate returns on its loan portfolios.

Failure to maintain, protect and promote Younited's brand may harm Younited's business.

To attract consumers to Younited's platform and generate repeat visits, Younited must market its platform and maintain consumer trust. Maintaining, protecting and promoting Younited's brand is critical to achieving widespread acceptance of Younited's products and services and expanding Younited's base of customers. Maintaining, protecting and promoting Younited's brand depends on many factors, including Younited's ability to continue to provide useful, reliable, secure and innovative products and services, as well as Younited's ability to maintain trust.

Younited believes that continuing to build and maintain the recognition of Younited's brand is important to achieving increased demand for the products Younited provides. Accordingly, Younited has spent, and expects to continue to spend, significant amounts on, and devote significant resources to, branding, advertising and other marketing initiatives, which may not be successful or cost-effective. Younited's brand promotion activities may not generate consumer awareness or yield increased revenue, and even if they do, any increased revenue may not offset the expenses Younited incurs in building Younited's brand.

Younited's brand can be harmed in many ways, including failure by Younited or its partners or merchants with whom Younited works to satisfy expectations of service and quality, inadequate protection of sensitive information, failure to maintain or provide adequate or accurate documentation and/or disclosures, compliance failures, failure to comply with contractual obligations, regulatory requests, inquiries or proceedings, litigation and other claims, employee misconduct and misconduct by Younited's partners.

The strength of Younited's brand may also be harmed by adverse publicity from many sources. Adverse publicity and the potential corresponding impact on Younited's reputation may be accelerated and amplified by the widespread use of social media platforms. Furthermore, adverse publicity, from legal proceedings against Younited or its business, including governmental proceedings and consumer class action or other litigation, or the disclosure of information from security breaches or other incidents, could negatively impact Younited's reputation and its brand, which could materially and adversely affect Younited's business and financial condition and results of operations.

Furthermore, Younited's ability to maintain, protect and promote Younited's brand is partially dependent on visibility and customer reviews on third-party platforms. Changes in the way these platforms operate could make the maintenance, protection and promotion of Younited's products and services and Younited's brand more expensive or more difficult.

Many of Younited's stakeholders are becoming increasingly interested in Younited's environmental, social, governance and other sustainability responsibilities, strategy and related disclosures. In 2023, Younited applied for B Corp certification, an international certification that assesses the social and environmental impact of companies, which enabled Younited to benchmark Younited against the best CSR practices on the market. Younited also completed its first *Bilan Carbone*, covering scopes 1, 2 and 3 and is taking part in the *Convention des Entreprises pour le Climat*. Younited's absolute and relative progress and disclosures, or lack thereof, on environmental, social, governance and other sustainability matters could impact Younited's reputation, brand and the willingness of certain platform and equity investors to hold Younited's loans or common stock, respectively. If Younited does not successfully maintain, protect and promote Younited's brand, Younited may be unable to maintain and/or expand its base of customers and investors, which may materially harm Younited's loan origination.

Any significant disruption in Younited's technology systems, including events beyond Younited's control, or failure in Younited's technology initiatives could have a material adverse effect on Younited's operations.

Younited believes its technology platform enables it to deliver solutions to customers and investors and provides a significant time and cost advantage over Younited's competition. The satisfactory performance, reliability and availability of Younited's technology and Younited's underlying network infrastructure are critical to Younited's operations, customer service and reputation. Continued access to Younited's products and platform capabilities depends on the efficient and uninterrupted operation of numerous systems, including Younited's computer systems, software, data centres and telecommunications networks, as well as the systems of third parties, such as national financial system network infrastructure providers, back office and business process support, information technology production and support, internet and telephone connections, network access, data centre infrastructure services and cloud storage and computing. However, these systems and technologies are vulnerable to disruptions, failures or slowdowns. Younited has experienced, and may in the future experience, disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints due to an overwhelming number of customers accessing Younited's products and platform capabilities simultaneously, denial of service attacks or other security-related incidents, natural disasters, power outages, terrorist attacks, hostilities and other events beyond Younited's control. Younited's failure to maintain satisfactory performance, reliability and availability of Younited's technology and underlying network infrastructure may impair Younited's ability to attract new and retain existing customers or investors, which could have a material adverse effect on Younited's operations.

Additionally, in the event of damage or interruption, Younited's insurance policies may not adequately compensate Younited for any losses that Younited may incur. Younited's disaster recovery plan has not been tested under actual disaster conditions, and Younited may not have sufficient capacity to recover all data and services in the event of an outage. These factors could prevent Younited from processing or posting payments on loans, processing loan purchases or investments, damage Younited's brand and reputation, divert Younited's employees' attention, reduce its revenue, subject Younited to liability and cause customers to abandon Younited's platform, any of which could adversely affect Younited's business, financial condition and results of operations.

As Younited's business grows, it may become increasingly difficult to maintain and improve the performance of Younited's information technology systems. To the extent that Younited does not effectively address capacity constraints, upgrade Younited's systems as needed and continually develop Younited's technology and network architecture to accommodate actual and anticipated changes in technology, Younited may experience a loss of customers, lost or delayed market acceptance of Younited's platform and products, delays in payment to Younited by customers, injury to Younited's reputation and brand and Younited's business, financial condition and results of operations may be adversely affected.

Younited's ability to remain competitive and achieve further growth will depend in part on Younited's ability to upgrade Younited's information technology systems and increase Younited's capacity on a timely and cost-effective basis. Younited must continually make significant investments and improvements in Younited's information technology infrastructure to remain competitive. While Younited takes steps to mitigate the risks and uncertainties associated with these investments, these investments may not be implemented on time (or at all), within budget or without negative financial, operational or customer impact. Further, when implemented, these initiatives may not perform as Younited or its customers, investors and other stakeholders expect. Younited also may not succeed in anticipating or keeping pace with future technology needs, technology demands of its customers or the competitive landscape for technology. The failure to implement new and maintain existing technologies could adversely affect Younited's business, financial condition and results of operations.

Fraud could have a material adverse effect on Younited's business, financial condition and results of operations.

Younited offers products and services to many customers, and Younited is responsible for vetting and monitoring these customers and determining whether the transactions Younited processes for them are legitimate. When Younited's products and services are used to process illegitimate transactions and Younited settles those funds, for example in the event of a fraudulent loan application or identity theft, Younited is unable to recover them, suffers losses and incurs liabilities. These types of illegitimate transactions can also expose Younited to governmental and regulatory sanctions.

The highly automated nature of, and liquidity offered by, Younited's credit solutions make Younited a target for illegal or improper uses, including fraudulent or illegal sales of goods or services, money laundering and terrorist financing. Identity thieves and those committing fraud using stolen or fabricated account numbers, or other deceptive or malicious practices, potentially can steal significant amounts of money from businesses like Younited's. It is possible that incidents of fraud could increase in the future. Failure to effectively manage risk and prevent fraud would increase Younited's liability and could have a material adverse effect on Younited's business, financial condition and results of operations.

Younited bears the risk of consumer fraud in a transaction involving Younited, a consumer and a merchant, and Younited generally has no recourse to the merchant to collect the amount owed by the consumer. Significant amounts of fraudulent cancellations or chargebacks could adversely affect Younited's business or financial condition. High profile fraudulent activity or significant increases in fraudulent activity could also lead to regulatory intervention, negative publicity and the erosion of trust from Younited's consumers and merchants, and could materially and adversely affect Younited's business, results of operations, financial condition, prospects and cash flows.

If Younited does not maintain or continue to increase loan originations, Younited may not succeed in maintaining and/or growing its business, and as a result Younited's business and results of operations could be adversely affected.

The vast majority of Younited's revenue currently comes from fees, commissions and interest margin generated by the unsecured personal loans it originates. Growing these revenue streams may require that

Younited increases loan originations over time. Doing so requires that Younited attract many new borrowers who meet Younited's platform's lending standards and those of new and existing merchants and/or of partnering banks and fintech's. ,. Doing so may require developing verticals such as car financing (e.g., second-hand cars, accessories, repairs) and home improvement (e.g., household energy retrofitting).

Younited's ability to hold loans is dependent on several factors, including the economic and interest rate environment, the performance of Younited's loans and the conditions of capital markets. If any of these factors is volatile or adverse, then Younited may be unable to hold or sell as many loans as Younited could potentially originate and, therefore, Younited would need to reduce Younited's origination volume. If loan originations through Younited's platform stagnate or decrease, for any reason, Younited's business and financial results may be adversely affected.

Younited believes its success depends on users finding its product offerings to be of value to them. To enhance customer engagement and diversify Younited's revenue streams, Younited is undertaking a strategy to broaden the scope of the products and services it offers. For example, Younited initially built its content by providing instant loan products directly accessible on its platform. Younited then reached out to professionals by implementing point-of-sale financing solutions granted by merchants to their customers or by giving access to Younited's platform for instant loans to banks and FinTech's. Besides instant loan products, Younited has also developed other solutions for its customers, such as budget management tools or affinity insurance.

To penetrate new verticals, Younited will need to develop a deep understanding of those new markets and the associated business challenges faced by participants in them. Developing this level of understanding may require substantial investments of time and resources, and Younited may not be successful. In addition to the need for substantial resources, government regulation could limit Younited's ability to introduce new product offerings. If Younited fails to penetrate new verticals successfully, Younited's revenue may grow at a slower rate than it anticipates, and Younited's business, financial condition and results of operations could be materially adversely affected. Younited must also continue to innovate and improve on its technology and product offerings to continue future growth and successfully compete with other companies in its markets, otherwise Younited's brand and future growth could be materially adversely affected.

In addition, the market for financial services products is rapidly evolving, fragmented and highly competitive. Competition in this market has intensified, and Younited expects this trend to continue as the list of financial services providers grows. There are many established and emerging technology-centric financial services providers offering a multitude of products to consumers across all financial verticals. If Younited fails to successfully anticipate and identify new trends, products and emerging financial services providers, and provide up-to-date educational content, tools and other relevant resources timely, Younited's ability to engage consumers and financial services providers may suffer, which would harm Younited's business, financial condition and results of operations.

If Younited is unable to attract additional merchant partners, retain its existing merchant partners and grow and develop its relationships with new and existing merchant partners, Younited's business, results of operations, financial condition and prospects would be materially and adversely affected.

Younited derives a portion of its revenue from its relationships with merchant partners, such as Bouygues Telecom, Iliad or Apple Premium Resellers, and the consumer loans processed through Younited's platform for the payment of purchases.

Younited's ability to retain and grow its relationships with its merchant partners depends on the willingness of merchants to partner with Younited. The attractiveness of Younited's platform to merchants depends upon, among other things: Younited's brand and reputation; the amount of merchant fees that Younited charges; the attractiveness to merchants of Younited's technology and data-driven platform; services and products offered by competitors; Younited's loan application acceptance rate; and Younited's ability to perform under, and maintain, its merchant agreements.

Furthermore, having a diversified mix of merchant partners is important to mitigate risk associated with changing consumer spending behaviour, economic conditions and other factors that may affect a particular type of merchant or industry.

Younited's continued success also is dependent on its ability to successfully grow and develop relationships with its merchant partners, particularly in certain verticals such as telcos and consumer electronic distributors, car manufacturers and resellers or home equipment retailers. Accordingly, these merchant partners may have, or may enter in the future, similar agreements with Younited's competitors, which could adversely affect

Younited's ability to drive the level of transaction volume and revenue growth that Younited seeks to achieve or to otherwise satisfy the high expectations of Younited's investors and financial analysts relating to those relationships. Younited may, therefore, be compelled to renegotiate its agreements with merchant partners from time to time, possibly upon terms significantly less favourable to Younited than the terms included in its existing agreements with those merchant partners.

Younited's current lack of geographic diversity exposes Younited to risk, and potential further expansion of Younited's operations internationally will subject Younited to new challenges and risks.

Younited's operations are geographically limited and primarily dependent upon consumers and economic conditions in Younited's historical markets, France and Italy. As such, Younited is more vulnerable to downturns or other conditions that affect the European economy. Any downturn or other adverse conditions in the European economy could harm Younited's business and financial results.

Younited has also entered the Spanish and Portuguese markets. Future international operations, if implemented, would require Younited to comply with new regulatory frameworks and additional resources and controls. This includes adjusting the proprietary risk algorithms to account for differences in consumer information across jurisdictions, ensuring Younited's platform conforms to applicable business customs, including translation into foreign languages and associated expenses, and competing with vendors and service providers that have greater experience in local markets or pre-existing relationships with potential consumers and investors. Additionally, Younited would need to comply with multiple, potentially conflicting and changing governmental laws and regulations, such as banking, anti-money laundering, anti-bribery laws, securities, employment, tax, privacy, and data protection laws, including the EU General Data Protection Regulation. Other considerations include potential restrictions on repatriation of earnings and regional economic and political conditions.

Regulatory, Legal and Tax Risks

Regulatory Environment

Younited is subject to extensive and evolving prudential regulation that may limit operational flexibility, increase costs and capital requirements.

The Company qualifies as an EU parent financial holding company and/or parent financial holding company in an EU Member State within the meaning of CRR since it is the ultimate parent holding of Younited S.A., a French specialized credit institution and investment services provider supervised by the ACPR, the AMF and the ECB. On 2 December 2024, the Company obtained from the ACPR and CSSF an exemption from the FHC Approval Requirement.

Following the Business Combination, The Company and Younited S.A. are both within the same prudential consolidation perimeter, with Younited S.A. being designated as responsible to ensure compliance with prudential requirements and constraints further developed below on a consolidated basis, including compliance with reporting requirements *vis-à-vis* competent authorities. As such, the Company and Younited S.A. are both subject to the prudential supervision of the competent regulatory authorities and to extensive and evolving prudential regulation at both the European and national levels, which aims to ensure the soundness, stability and resilience of the banking sector and to protect the interests of borrowers and consumers. Prudential regulations result in various requirements and constraints in respect of, inter alia, Company's and Younited S.A.' activities, shareholding structure, governance, internal organisation, their levels of capital, liquidity or leverage, their risk management, reporting and disclosure policies and the resolution process applicable to them, which may limit Younited's operational and strategic flexibility, increase costs and liabilities, limit the distribution of dividends and expose the Group to regulatory sanctions or reputational damage in case of non-compliance.

Prudential regulations may affect Younited competitive position and profitability, because they may have an impact on market access, funding sources and capital allocation. The risk factors set out below that are linked to Younited S.A.' status as a regulated financial institution may also impact the Company, insofar as Younited S.A. is the sole asset of the Company.

The French Monetary and Financial Code allows the ACPR to impose specific prudential requirements on credit institutions, while considering certain parameters. On 27 December 2024, as part of its annual Supervisory Review and Evaluation Process ("SREP") assessment of supervised institutions, the ACPR notified Younited S.A. of its decision to (i) increase the minimum Net Stable Funding Ratio ("NSFR") of Younited S.A. to 110% (Younited has historically always comfortably operated above this level); and to (ii) apply a specific liquidity requirement concerning the use of online deposit collection platforms ("ODCP"), based on article L. 511-41-3, IV of the French Monetary and Financial Code. The ACPR imposed the following three obligations, which would be applicable from 1 January 2025: (a) Compliance with a maximum ratio of 500% between outstanding deposits collected on ODCPs and the amount of Younited S.A.' CET1 capital, to ensure proportionate recourse to ODCPs, (b) the respect of a maximum ratio, determined by the ACPR, between (i) on the one hand, the total outstanding deposits collected through ODCPs and (ii) on the other hand, Younited S.A.' total sources of financing of its liabilities, to ensure a diversification of Younited S.A.' sources of financing and (c) the maintenance by Younited S.A. of interbank or central bank deposits, the amount of which must at all times remain higher than a fraction of the number of deposits collected via ODCPs determined by the ACPR, in order to maintain a sufficient liquidity cushion for depositor reimbursements.

The spirit of the measures envisaged is to provide a framework for the diversification of Younited S.A.'s sources of financing, which was presented to the ACPR in its business plan and during discussions as part of the application for a change of control. The impact of these measures should be limited on Younited S.A.'s business plan. However, these additional measures necessarily impose additional constraints on Younited S.A. in the day-to-day management of its business and Younited S.A. has less flexibility to adjust its various sources of financing.

In the future, the ACPR may decide to lower, increase or remove such specific requirements. The ACPR may also decide to impose additional specific prudential requirements on Younited S.A.. Such specific requirements may have an impact on the management by Younited S.A. of its funding structure and other prudential parameter.

Prudential regulation is frequently amended and adapted to reflect the evolving economic, financial and political environment, and to incorporate the lessons learned from past crises and the recommendations of international standard-setters and regulatory authorities. Such changes may have a significant and unforeseen impact on Younited's business models, risk profiles and financial performance, and may require them to adjust their strategies, policies and processes accordingly, which may entail significant costs and efforts. Failure to comply with or implement procedures, operations or requests from regulatory authorities in a timely manner may have a material adverse effect on their business, financial situation and results of operations.

The prudential regulatory environment has evolved over time and includes (i) Directive (EU) 2013/36 of the European Parliament and of the Council of 26 June 2013 ("CRD IV" as amended or replaced from time to time, including by Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 ("CRD V") and by Directive (EU) 2024/1619 of the European Parliament and of the Council of 31 May 2024 ("CRD VI")) and (ii) Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 ("CRR", as amended or replaced from time to time, including by Regulation (EU) 2019/876 of the European Parliament and of the Council of 20 May 2019 ("CRR II") and by Regulation (EU) 2024/1623 of the European Parliament and of the Council of 31 May 2024 ("CRR III")).

CRD VI amends CRD IV as regards to supervisory powers, sanctions, third-country branches and environmental, social and governance ("ESG") risks. It must be transposed into national law by Member States by 10 January 2026. In general, CRD VI measures will be applicable from 11 January 2026, apart from provisions on third-country branches applicable from 11 January 2027. As at the date of this Annual Report, the national implementations of CRD VI in the markets where Younited is active are not yet known.

CRR III amends CRR as regards to requirements for credit risk, credit valuation adjustment (CVA) risk, operational risk, market risk and the output floor. CRR III will apply from 1 January 2025, except for certain provisions that applied from 9 July 2024.

Younited operates in a business that is heavily regulated, and European and national laws and regulations that are relevant to Younited's organisation and activities may be amended from time to time and require the adaptation of Younited's practices, which may result in unexpected costs.

As a regulated financial institution, Younited operates in an environment that is heavily regulated by financial services laws and regulations at European and national levels in each jurisdiction where Younited conducts its business. Laws and regulations that are relevant to Younited's organization and activities may be amended from time to time and the interpretation of legal and regulatory requirements by competent supervisory authorities and competent courts may change over time. This may require the adaptation of Younited's practices, which may result in unexpected costs.

Younited also must comply with Directive (EU) 2015/2366 of the European Parliament and of the Council of 25 November 2015 on payment services in the internal market ("PSD2").

Any changes in the payment services regulation might require Younited to further adapt its practices, procedures and business model. Such changes may negatively impact Younited's financial position with unexpected costs.

Furthermore, as a specialised credit institution licenced to provide certain investment services, Younited is subject to the second Markets in Financial Instruments Directive ("MiFID II"), as transposed under national law. Any changes in the investment services regulation might require Younited to further adapt its practices, procedures and business model. Such changes may negatively impact Younited's financial position with unexpected costs.

Resolution Powers and Capital Instruments

Younited is subject to resolution powers, including write-down and conversion of capital instruments and bail-ins, which may have negative impacts on Younited's business and on the value of the shares of the Company.

Younited S.A., as a specialised credit institution and investment services provider, is subject to the European framework for the recovery and resolution of credit institutions and investment firms, established by the Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 ("BRRD") and the Single Resolution Mechanism Regulation ("SRMR") (as amended by Directive (EU) 2014/59 of the European Parliament and of the Council of 15 May 2014 ("BRRD II") and Single Resolution Mechanism Regulation II ("SRMR II")) and as transposed into French law. The Company, as a financial holding company within the meaning of CRR, is also subject to this framework, as transposed into national law.

This framework provides relevant resolution authorities with common tools and powers to ensure that failing or likely to fail credit institutions and banking groups can be resolved in an orderly manner, without recourse to public funds and with minimal disruption to the financial system and the real economy.

Under this framework, resolution authorities are responsible for preparing and implementing resolution plans and decisions for entities subject to this framework. The measures mentioned in the resolution plan are indicative and not binding on the resolution authorities. The resolution authority may also require Younited S.A. to maintain a minimum level of own funds and eligible liabilities ("MREL") that can be used to absorb losses and restore Younited S.A.'s capital position in case of resolution.

The resolution authority may decide to apply resolution measures if it determines that an institution or entity is failing or likely to fail, there is no reasonable prospect that any other action will prevent the failure within a reasonable timeframe, and a resolution measure is necessary because a liquidation procedure would fail to achieve the resolution objectives. These objectives include ensuring the continuity of critical functions, avoiding a significant adverse effect on the financial system, protecting public funds by minimizing reliance on extraordinary public financial support, and protecting client funds and assets, particularly those of depositors.

If these conditions are met, the resolution authority may apply one or more resolution tools, with a view to recapitalizing the institution or entity, or restoring its viability. These resolution tools include the sale of the business tool, the bridge institution tool, the asset separation tool or the bail-in tool. The bail-in tool allows the resolution authority to write down, convert or cancel shares or other liabilities, in order of seniority, to restore the failing institution's viability or facilitate its orderly winding-up.

The resolution authority could also, independently of a resolution measure or in combination with a resolution measure, carry out a write-down of equity or a conversion of all or part of the capital instruments (including subordinated debt instruments) into equity if it determines that the institution or entity will no longer be viable unless it exercises these write-down or conversion powers or if the institution or entity will require extraordinary public financial support.

Application of the bail-in tool or any other resolution or write-down measure may result in the loss of value, the conversion, the cancellation or the subordination of Younited S.A.' shares or other liabilities and may have a material adverse effect on the Company as the majority shareholder of Younited S.A.

After a resolution procedure is initiated, and in addition to the bail-in tool, the resolution authority is provided with broad powers to implement other resolution measures with respect to institutions that are placed in resolution and/or, under certain circumstances, their group, which may include (without limitation) the sale of the institution's business, the separation of assets, modifications to the terms of instruments (including imposing a temporary suspension of payments), discontinuation of the listing and admission to trading of financial instruments, the dismissal and/or replacement of directors and/or of managers or the appointment of a temporary special administrator (*administrateur spécial*) and the issuance of new equity or own funds.

Alongside those resolution tools, the resolution authority may temporarily suspend any payment obligation or delivery obligation under a contract entered by the relevant entity, so long as the payment and delivery obligations continue to be performed, and collateral continues to be provided.

Younited S.A. has been designated as the "resolution entity" in respect of which the resolution plan prepared by the resolution authority provides for resolution actions. The *in concreto* implementation of the European framework for the recovery and resolution of credit institutions and investment firms, both in terms of resolution tools and resolution strategy remains subject to the resolution authority's discretion and may evolve should Younited S.A. be subject to the FHC Approval Requirements in the future.

Application of these broad powers by the resolution authority may lead to changes to, and may have negative impacts on, Younited's business, the value of Younited's shares and the strategic direction Younited.

Deposit Guarantee Scheme and Debt Collection

Changes to the French deposit guarantee scheme, or a decision that Younited's retail deposits will no longer be covered by the French deposit guarantee scheme, could have an adverse effect on Younited's business, financial position and results of operations.

As an entity regulated by the ACPR, Younited S.A.' deposit products are guaranteed by the *Fonds de garantie des dépôts et de résolution* (FGDR). The maximum insured amount under the French deposit guarantee scheme is currently €100,000. A customer's total deposits with Younited in its accounts could exceed the maximum amount covered by the French deposit guarantee scheme or interest accrued on the account, and the amount exceeding the limit would not be insured. If the maximum insured amount under the French deposit guarantee scheme were to be reduced, if the French deposit guarantee scheme were cancelled in its entirety or if the terms attaching to the French deposit guarantee scheme were otherwise adversely amended, it could substantially affect the inflow of new retail deposits to Younited and result in a significant increase in the amount of retail deposit withdrawals. As a result, Younited's business, financial position and results of operations could be materially adversely affected.

The loss of coverage by the French deposit guarantee scheme could mean that Younited would have to discontinue offering retail deposit products or pay higher interest rates to attract new deposit inflows, which could adversely affect Younited's liquidity position and impair its ability to fund its business as well as its ability to continue its business as currently conducted.

In addition, the European Commission adopted a proposal on 18 April 2023 to strengthen the framework for bank crisis management and deposit guarantees (CMDI). This proposal could lead to wider use of the guarantee and resolution funds and increase Younited's contributions to the guarantee and resolution funds.

Younited could be adversely affected by changes in laws regarding debt collection, debt restructuring and personal bankruptcy.

Younited recoveries on written-down loans depend primarily on the effectiveness of the legal debt collection systems, including laws regarding debt collection, debt restructuring and personal bankruptcy, in the countries in which it operates. Recoveries are, to some extent, dependent on the commitment by and the efficiency of Younited's third-party debt collection partners. Younited's ability to collect on its past due loans could also be adversely affected by changes in debt restructuring or personal bankruptcy laws if, for example, other creditors are granted priority over personal loan providers in restructurings or bankruptcies.

Younited's business could also be adversely affected by changes in laws regarding statutes of limitations on debt collection. There is a risk that the statute of limitations on debt collection could be shortened, or the ability to extend the statute of limitations could be restricted or abolished, in the countries in which Younited operates, which could adversely affect Younited's ability to collect from defaulting customers if it is not able to claim in court repayment of outstanding debts.

Any changes in laws and regulations affecting Younited's ability to collect from defaulting customers could have a material adverse effect on its business, financial condition and results of operations.

Younited may be adversely affected by changes in laws regarding its collateralised funding structures.

Younited regularly sells personal loans in its loan portfolio to special purpose vehicles ("SPVs"), and such loans are used as security for Younited's collateralised funding in the form of asset-based securities ("ABSs") and warehouse financing. In planning and structuring such funding, Younited relies on the existing regulatory framework concerning securitisation and/or the sale of non-performing loans, including but not limited to, Regulation (EU) 2017/2402 and Directive (EU) 2021/2167 (as implemented in certain member states). Changes to the legal or regulatory requirements including as to the interpretation thereof, may require Younited to change its funding structures to maintain compliance with the relevant requirements. It also relies on certain interpretations of applicable tax laws about, among others, the valuation of the personal loans transferred to the SPVs and the timing and classification of payments within Younited's group. Changes in tax laws or challenges to Younited's interpretation of applicable tax laws may require Younited to change its funding structures and could expose Younited to additional tax liabilities, including accrued interest and penalties, which could have a material adverse effect on Younited's business, financial condition and results of operations.

In addition, a change in national banking monopoly regulations (*e.g.*, restricting the possibility to transfer loans to SPVs) could have a negative impact on Younited's ability to sell personal loans in its loan portfolio to SPVs. Thus, such a change could have a material adverse effect on Younited's business, financial condition and results of operations.

Compliance and Legal Risks

Failure to comply with anti-money laundering, anti-terrorist financing and sanctions regulations could have a material adverse effect on Younited's business, financial condition and results of operations.

Younited is subject to laws and regulations regarding money laundering, the financing of terrorism and sanctions. Monitoring compliance with such laws and regulations can put a significant financial burden on banks and other financial institutions, and compliance requires significant technical capabilities.

Although Younited believes that its current policies and procedures are sufficient to comply with applicable laws and regulations relating to anti-money laundering, anti-terrorist financing and sanctions, there is a risk that such policies will not be effective in preventing money laundering, terrorist financing or violations of sanctions, including actions by Younited's employees for which Younited could be held responsible.

Any such breach of the applicable regulations preventing money laundering and terrorist financing or violations of sanctions could have severe consequences, including sanctions, fines and reputational consequences, which could have a material adverse effect on Younited's (and thus on Younited's) business, financial condition and results of operations.

In addition, Younited cannot predict the nature, scope or effect of future regulatory requirements to which it might be subject or the way existing laws might be administered or interpreted.

Younited is subject to the risk of legal and regulatory proceedings and investigations that may entail significant costs, liabilities and reputational damage.

Younited operate in a highly regulated industry, which is governed by a complex set of laws and regulations, and in various European jurisdictions (including through Younited's branches in Spain, Italy and Portugal), which exposes Younited to the risk of legal and regulatory proceedings and investigations by public authorities, supervisory agencies, judicial courts, arbitration panels or other dispute resolution bodies, as well as to the risk of claims, complaints or litigation by customers, competitors, employees, shareholders or other third parties. Such proceedings and investigations may relate to various aspects of Younited's business, such as consumer protection, anti-money laundering, anti-corruption, data protection, competition, tax, accounting or other matters.

Authorities in other European jurisdictions where Younited operates, including through branches, are competent to supervise Younited's compliance with certain local laws pertaining to the conduct of its business and laws deemed to be protecting the general good and may take enforcement actions against Younited.

Legal and regulatory proceedings and investigations may entail significant costs, liabilities, fines, penalties, injunctions, remediation measures, compensation payments, disgorgement of profit, class actions, settlements or criminal sanctions, which may have a material adverse effect on Younited's financial condition and results of operations. Moreover, legal and regulatory proceedings and investigations may damage Younited's reputation, impair its relationships with customers, partners, regulators and other stakeholders and affect Younited's ability to conduct its business or pursue its strategic objectives.

The ability of Younited's shareholders to bring actions or enforce judgments against Younited or Younited Board may be limited.

Given that Younited S.A. had prior to the Business Combination with the Company operated only as a private enterprise, its internal controls may not be sufficient to meet the requirements imposed on public companies.
Prior to the Business Combination, Younited S.A. operated as a private enterprise. As a result, Younited's internal control systems are, from a public company standpoint, still in the process of being developed, given Younited's new status as a public company, even though it has certain control systems in place in the context of applicable banking and financial services regulations. Consequently, Younited's internal control environment is commensurate to its size and status prior to the Business Combination. Younited is constantly working on improving Younited's internal control system. As a company pre-listing, Younited's internal control environment was subject to limited self-testing and internal audit. Younited's decision-making processes, and internal controls may not be sufficiently developed to prevent errors (including accounting- and tax-related errors), inefficiencies and compliance violations. For example, accounting errors could occur due to revenue or expenses being recorded in wrong periods or otherwise. In any such case, or if Younited otherwise discovers deficiencies in its internal control systems, Younited may be required to undertake corresponding corrections or incur unexpected costs, and trust in Younited's business and operations may be adversely affected. Complying with the various laws and regulations applicable to Younited's business is particularly challenging and this challenge will increase as Younited continues to grow. Consequently, Younited's compliance and risk management systems may not be sufficient to ensure that Younited's employees, third-party contractors, related parties and agents are or will follow all applicable laws and regulations. The criteria for determining compliance are often complex and subject to change and new interpretation, and internationalisation of Younited's business may add further complexity. If Younited fails to comply with applicable laws and regulations, Younited may breach representations made to its collaborators, and regulatory authorities may require Younited to take remedial action. In addition, such violations may be punishable by criminal and civil sanctions, including substantial fines, and harm Younited's reputation.

Tax Risks

Younited is subject to taxation in multiple jurisdictions, and any changes to this tax environment may increase Younited's tax burden. Younited is subject to complex tax laws in each of the jurisdictions in which it operates. Changes in tax laws or regulations could adversely affect Younited's tax position, such as its effective tax rate or tax payments and thus its financial results. The various applicable regulations may also be a source of risk due to their imprecision, difficulties in their interpretation or changes in their interpretation by local tax authorities, which may change unexpectedly and may have a retroactive effect.

Younited could be subject to additional tax risks attributable to previous assessment periods

Younited has obligations to file tax returns and pay tax across several different jurisdictions. Although Younited considers that it complies with all relevant obligations, tax laws and regulations are complex and often require subjective interpretation and determinations. Therefore, there is a risk that it may inadvertently fail to comply with applicable laws and regulations in a jurisdiction in which it does business and/or the tax authorities may not agree with the determinations that are made by Younited with respect to the application of tax law, leading to potentially lengthy and costly disputes and potentially resulting in the payment of substantial amounts for tax, interest and penalties.

Any of these risks could subject Younited to additional or increased tax payments and, in turn, have a material adverse effect on its business, financial condition, results of operations and prospects.

Tax risks related to the Business Combination

It is possible that any transaction structure determined necessary by Younited to complete the Business Combination may have adverse tax consequences for holders of Public Shares and/or Public Warrants, which may differ depending on their individual status and residence.

Investors may suffer adverse tax consequences in connection with acquiring, owning and disposing of the Public Shares and/or Public Warrants.

The tax consequences in connection with acquiring, owning and disposing of the Public Shares and/or Public Warrants may differ from the tax consequences in connection with acquiring, owning and disposing of securities in other entities and may differ depending on an investor's particular circumstances including, without limitation, where investors are tax residents. Such tax consequences could be materially adverse to investors and investors should seek their own tax advice about the tax consequences in connection with acquiring, owning and disposing of the Public Shares and/or Public Warrants including, without limitation, the tax consequences in connection with the redemption of the Public Shares and/or Public Warrants or any liquidation of Younited and whether any payments received in connection with a redemption or any liquidation would be taxable.

Data Privacy and AI Risks

Risks related to the collection, storage and processing of personal data and the violations of the security and confidentiality of Younited's and Younited's information systems.

Younited, collect, store and process confidential and personal data regarding Younited's respective customers and employees and other third parties. This includes a range of customer data such as names, account numbers and personal financial details, including bank transaction data. As a result, Younited is subject to stringent privacy and data protection laws of various European jurisdictions in which it operates, including the General Data Protection Regulation (EU) 2016/679 (the "GDPR"), the French Data Protection Law of 6 January 1978 on Information Technology, Data Files and Liberties, as amended and Luxembourg Data Protection Law of 1 August 2018 on the organization of the National Commission for Data Protection and the implementation of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation). GDPR imposes substantial fines for non-compliance, which can reach up to €20 million or 4% of Younited's annual global turnover. See Section 13.6 "*Data Protection Laws and Compliance*". Additionally, the French and Luxembourg data protection regulators, respectively, the CNIL (*Commission nationale de l'informatique et des libertés*) and the CNPD (*Commission nationale pour la Protection des Données'*), contribute to certain guidance rules which could affect Younited's and Younited's activities.

Younited's reliance on third-party service providers and their own employees to collect and manage personal data heightens the risk of misappropriation, loss, unauthorised disclosure, damage or processing in violation of applicable laws. Despite Younited's efforts to ensure compliance, the interpretation and application of GDPR may vary across jurisdictions, potentially leading to inconsistent enforcement actions or conflicts with Younited's practices. Moreover, Younited's and their third-party service providers' systems are potential targets for unauthorised access or inadvertent data breaches, which could lead to the compromise or loss of proprietary information and user data. They could be subject to the risk of cyber-attacks, including but not limited to security breaches, phishing, malware and denial-of-service attacks. Human errors, like inadvertent non-compliance with security policies, could also lead to data breaches or system downtime.

Should a data breach occur, Younited would likely incur substantial costs associated with addressing the breach, such as notifying affected parties, engaging with regulators, mitigating the breach's impact and implementing measures to prevent future incidents. Younited could face significant regulatory fines, become the targets of litigation or face other types of claims related to the incident. Furthermore, Younited's insurance coverages may not be adequate to fully protect against the financial repercussions associated with security breaches, cyber-attacks and other data-related incidents. Any such events could have a material adverse effect on Younited's business, results of operations, reputation, financial condition and prospects.

Risks related to the use of AI systems.

Younited may make use of artificial intelligence ("AI") systems as part of its business. As a result, Younited will be subject to the Regulation (EU) 2024/1689 of the European Parliament and of the Council of 13 June 2024 (the "AI Act") laying down harmonised rules on artificial intelligence and amending Regulations (EC) No 300/2008, (EU) No 167/2013, (EU) No 168/2013, (EU) 2018/858, (EU) 2018/1139 and (EU) 2019/2144 and Directives 2014/90/EU, (EU) 2016/797 and (EU) 2020/1828, acting as a deployer of AI systems within the meaning thereof.

The AI Act will apply in principle on 2 August 2026, subject to certain provisions applying as of 2 August 2025, regarding the prohibited AI systems, which Younited does not intend to use.

The AI Act imposes substantial fines for non-compliance, which can reach up to €35 million or 7% of Younited's annual global turnover, whichever is higher.

The development and adoption of AI, including generative AI, and its current or anticipated use by Younited or third parties it depends on, may heighten the risk of disruption to Younited's operations, systems or data, as well as those of the third parties Younited relies on. Additionally, it may introduce new operational risks that Younited has not yet foreseen.

Unintended consequences, uses or customization of AI systems may adversely impact human rights, privacy, employment or other social issues. This could lead to claims, lawsuits, damage to Younited's brand or reputation and heightened regulatory scrutiny, all of which could negatively affect Younited's business, financial condition and operating results.

Despite Younited's efforts to ensure compliance, the interpretation and application of the AI Act may vary across jurisdictions, potentially leading to inconsistent enforcement actions or conflicts with Younited's practices.

SECTION 4 Corporate Governance

4.1 Corporate Governance

As a Luxembourg-governed company that is traded on Euronext Amsterdam and Euronext Paris, the Company is not required to adhere to the Ten Principles of Corporate Governance adopted by the Luxembourg Stock Exchange applicable to Luxembourg law governed companies that are traded on the regulated market of the Luxembourg Stock Exchange nor to the Dutch Corporate Governance Code applicable to companies incorporated in the Netherlands and listed on a regulated market. The Company has not opted to apply the Ten Principles of Corporate Governance or the Dutch Corporate Governance Code on a voluntary basis.

The corporate governance rules of the Company are therefore based on applicable Luxembourg laws, the Articles of Association and its internal regulations, in particular the Board Rules. The Audit Committee and the Risk Committee perform their duties in compliance with applicable laws, in particular Regulation (EU) No. 537/2014 of the European Parliament and the Council of 16 April 2014 on specific requirements regarding the statutory audit of public-interest entities, as amended, and the Audit Law (as defined below).

The Company has established a comprehensive corporate governance framework, which includes a Board of Directors consisting of ten members, five of whom are independent and five of whom are not. This composition ensures adherence to applicable legal requirements while considering diversity in capabilities, qualifications, independence, viewpoints, experience, knowledge, gender, race, and ethnicity.

The Company has set up the following committees: (i) Audit Committee, (ii) Risk Committee, (iii) Nomination and Remuneration Committee, and (iv) Disclosure Committee. Additionally, the Company maintains an internal audit function, with the senior internal auditor appointed and dismissed by the Board of Directors upon the Audit Committee's recommendation.

The Company has implemented various governance policies, which can be accessed on its website at www.younited.com/investor-relations These policies include: (i) Audit Committee Terms of Reference, (ii) Nomination and Remuneration Committee Terms of Reference, (iii) Risk Committee Terms of Reference, (iv) Remuneration Policy, (v) Insider Trading Policy, (vi) Disclosure Policy, (vii) Disclosure Committee Terms of Reference, (viii) Board Rules, (ix) Related Party Transactions Policy, and (x) Diversity and Inclusion Policy.

The Company, as a financial holding company, has been exempted from the FHC Approval Requirement by a joint decision from the ACPR and CSSF dated December 2, 2024. The Company ensures compliance with prudential requirements on a consolidated basis across the group, comprising The Company and its subsidiaries, and continuously monitors its governance arrangements, policies, and procedures to ensure alignment with these regulatory obligations.

4.2 Composition of the Board of Directors

Following the Closing, the Board of Directors consists of ten (10) members, including five (5) independent Directors and five (5) non-independent Directors, in compliance with applicable law. The composition of the Board reflects a balance of skills, qualifications, independence, and diversity in terms of experience, perspectives, and background, including race, ethnicity, and gender.

The Company Board is composed of the following members, were appointed at the EGM held on 12 December 2024 for a term expiring at the Annual General Meeting of Shareholders in 2026, which will be convened to approve the 2025 annual accounts. The Chairperson of the board is Elizabeth Critchley.

Name	Date of Birth	Position	Committee
Sergi Herrero Noguera	07/04/1981	Independent Director	Remuneration; Audit
Gilles Grapinet	03/07/1963	Independent Director	Audit
Rodney O'Neal	27/08/1953	Independent Director	N/A
Sally Tennant	27/06/1955	Independent Director	Risk; Disclosure
Ismaël Emelien	09/03/1987	Independent Director	Risk; Disclosure
Eurazeo Global Investor SAS, with Romain Mombert as permanent representative	Romain Mombert: 09/10/1992	Director	Remuneration
Bpifrance Investissement, with Arnaud Caudoux as permanent representative	Arnaud Caudoux: 16/12/1970	Director	Audit
Elizabeth Critchley	08/05/1976	Chairperson	Remuneration
Timothy C. Collins	08/10/1956	Director	Risk; Disclosure
Thomas Isaac	09/01/1963	Director	Audit

The Committee Chairs are:
- Risk Committee: Sally Tennant
- Audit Committee: Gilles Grapinet
- Nomination and Remuneration Committee: Sergi Herrero Noguera
- Disclosure Committee: Sally Tennant.

The Chief Executive Officer ('CEO') is Charles Egly, and the Chief Financial Officer ('CFO') is Xavier Pierart.

4.2.1 Diversity Policy

The Company is committed to fostering an inclusive, equitable, and diverse workplace where all employees are treated with dignity and respect. The Company actively promotes a work environment free from discrimination, harassment—whether physical or moral—victimization, or any other form of unlawful treatment.

Commitment to a Respectful Workplace

The Company ensures a professional environment where individual differences are recognized and valued. Employees, managers, and directors are trained on their rights and responsibilities under this policy, reinforcing their role in maintaining an inclusive workplace. Any form of bullying, harassment, or discrimination is strictly prohibited, and violations are addressed through the Company's grievance and disciplinary procedures. Severe breaches may result in dismissal, particularly in cases of gross misconduct.

Equal Opportunities and Professional Growth

The Company is committed to providing equal access to training, development, and career advancement, ensuring that all employees can reach their full potential. Staffing decisions are based on merit, except where legal exemptions apply under the Luxembourg Labour Code or other relevant laws.

Monitoring and Continuous Improvement

To ensure the effectiveness of its diversity and inclusion initiatives, the Company regularly reviews its policies and employment practices. The composition of the workforce is monitored based on factors such as age, gender, sexual orientation, religion, and disability. This policy is assessed annually to align with legal and organizational developments.

Through these commitments, the Company upholds its pledge to promote equality, diversity, and inclusion across all levels of the organization.

4.3 Corporate Governance Practices

Audit Committee

The Company Board will appoint from among its Directors an Audit Committee. The Company Board shall be entitled to appoint observer(s) to the Audit Committee. The Audit Committee will be responsible for all matters set forth in the Luxembourg law of 23 July 2016 on the audit profession, as amended (the "Audit Law") and will be, among other things, considering matters relating to financial controls and reporting, internal and external audits, the scope and results of audits and the independence and objectivity of auditors. It will monitor and review the Company's audit function and, with the involvement of its auditor, will focus on compliance with applicable legal and regulatory requirements and accounting standards. The Audit Committee will consist of Gilles Grapinet, Sergi Herrero Noguera, Thomas Isaac and Bpifrance 248 Investissement with Arnaud Caudoux as permanent representative. Gilles Grapinet will chair the Audit Committee. The tasks of the Audit Committee include, among others:

- assisting Board oversight of (i) the integrity of the Company's financial reporting, (ii) the effectiveness of the Company's internal quality control and enterprise risk management systems regarding financial reporting of the Company, including reviewing publications and disclosures of all financial results, (iii) the performance of the Company's statutory audit of the annual and consolidated financial statements, (iv) the independence and selection procedures of the Company's approved audit firm and (v) approval of audit fees and overall compensation to the auditors;
- developing and overseeing the process for the selection of, as well as being responsible for, the appointment, re-appointment, removal and oversight of the work of the external auditor and any other independent registered public accounting firm engaged by the Company;
- establishing and implementing pre-approval policies and procedures for certain types of non-audit services to be provided by the external auditor and approved audit firm;
- reviewing the content of the annual report and accounts, if requested by the Company Board, and providing advice on the adequacy of the information provided to shareholders as well as the inclusion of Board statements in the annual report;
- reviewing the financing considerations and capital-raising strategy of the Company;
- meeting the external auditor, at least annually without management being present, to discuss the external auditor's remit and issues arising from the audit; and
- discussing with the external auditor factors that could affect audit quality and review, and approving the annual audit plan.

Risk Committee

The Company Board will appoint from among its Directors a Risk Committee. The Company Board shall be entitled to appoint observer(s) to the Risk Committee. The Risk Committee will be responsible for all matters set forth in the Audit Law and will be, among other things, considering matters involving the Company's overall current and future risk appetite and strategy and assisting the Company Board in overseeing the implementation of the Company's strategy by management, dealing with acute risk situations and monitoring the efficiency of the Company's risk management system. The Risk Committee will consist of Timothy C. Collins, Sally Tennant and Ismaël Emelien. Sally Tennant will chair the Risk Committee. The tasks of the Risk Committee include, among others:

- determining, monitoring and managing the Company's risk profile in relation to the risk appetite and risk bearing capacity;

- reviewing the Company's overall enterprise risk management framework and processes, procedures for detecting fraud and systems and controls for ethical behaviour and the prevention of bribery;
- reviewing and approving related party transactions in accordance with the Related Party Transactions policy;
- establishing and, on an annual basis, reviewing the Company's key compliance policies and core procedures regarding compliance with applicable laws and regulations from time to time, including, but not limited to, the Company's code of ethics, as well as advising the Company Board on the terms and conditions of the delegation of authority with respect to risk policies;
- ensuring through a combination of ongoing and separate evaluations that the components of internal control are present and functioning effectively;
- ensuring that a robust assessment of the emerging and principal risks facing the Company has been undertaken by the Company, whereas any material risk limit breach that places the Company at risk of exceeding its risk appetite and, in particular, of putting at risk the Company's financial condition, triggers a meeting of the Risk Committee discussing all relevant findings, recommendations and action plans and is escalated promptly to the Company Board to provide advice on the management and mitigation of those risks; reporting to the Company Board at least quarterly its observations, recommendations and deliberations on findings regarding compliance, risk management and internal control;
- reviewing the Company's overall enterprise risk management framework and processes, procedures for detecting fraud and systems and controls for ethical behaviour and the prevention of bribery; and
- receiving reports on non-compliance.

Disclosure Committee

The Company Board will appoint a disclosure committee from among its Directors (the "Disclosure Committee"), while the Company Board may decide to appoint such individuals as members or observers to the committee, who do not need to be Directors, but in light of their qualifications, or tasks and position assigned to them within the Group, may contribute to the efforts of the committee. Examples of such individuals include the individual responsible for handling statutory disclosures within the Group or the compliance officer appointed to a subsidiary of the Company. The Disclosure Committee will, among other things, consider matters relating to the disclosure obligations of the Company as further detailed in the disclosure policy (the "Disclosure Policy"). The Disclosure Committee will consist of Xavier Pierart (in its capacity as Disclosure Officer as appointed by the Company Board under the Disclosure Policy), Sally Tennant, Ismaël Emelien, Timothy C. Collins, and Véronique Moussu in her capacity as Compliance Officer of the Company. Sally Tennant will chair the Disclosure Committee. The tasks of the Disclosure Committee will include, among others:

- determining, monitoring and managing the Company's disclosure obligations under the MAR and the Luxembourg Transparency Law to ensure accurate reporting, including by taking corrective measures if necessary;
- monitoring and managing the Company's disclosure practice towards the public as well as any financial market authority (in particular, the Luxembourg Financial Supervisory Authority (Commission de Surveillance du Secteur Financier), the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten), and the French Authority for the Financial Markets (Autorité des marchés financiers); • advising on and, on an annual basis, reviewing the Disclosure Policy and core procedures regarding compliance with applicable laws and regulations from time to time;
- assisting the Disclosure Officer in his/her tasks as detailed by the Disclosure Policy;
- ensuring through a combination of ongoing and separate evaluations that the components of internal control are present and functioning effectively, ensuring that a robust assessment of the Company's disclosure obligation has been undertaken, whereas any situation requiring assessment of disclosure obligations, triggers a meeting of the Committee discussing along all relevant findings, recommendations and action plans and, to the extent required, is escalated promptly to the CEO who shall decide on and take required immediate action in accordance with the Disclosure Policy;

- reporting to the Board on a regular basis its observations, recommendations and deliberations on findings regarding disclosure-related matters; and
- working and liaising as necessary with other Board committees and officers of the Company, such as an insider-trading officer, and considering such other matters as may be requested by the Board.

Nomination and Remuneration Committee

The Company Board will appoint from among its Directors a Nomination and Remuneration Committee. The Nomination and Remuneration Committee will, among other things, consider matters relating to (i) the remuneration of certain members of management and the workforce and (ii) the appointment of the Directors and members to the Company Board committees. It will review the composition of the Company Board and recommend candidates for the Company Board and its committees including formulating succession plans, as well as assist with the evaluation of Board performance. The Nomination and Remuneration Committee will consist of Elizabeth Critchley, Sergi Herrero Noguera and Eurazeo Global Investor, with Romain Mombert as permanent representative. Sergi Herrero Noguera will chair the Nomination and Remuneration Committee. The tasks of the Nomination and Remuneration Committee include, among others:

- determining the framework or broad policy for the remuneration of the chair of the Company Board and the CEO and CFO;
- setting and monitoring the level and structure of remuneration (including share incentive awards and related performance targets) for Senior Management and such other individuals as are appointed to senior positions;
- informing the Company Board of its decisions relating to remuneration on a quarterly basis and seeking advance approval of the Company Board on any extraordinary matters of remuneration;
- reviewing workforce remuneration and related policies and the alignment of incentives and rewards with culture;
- reviewing the ongoing appropriateness and relevance of the remuneration policy (the “Remuneration Policy”);
- determining the total individual remuneration package of the chair of the Company Board and Senior Management including bonuses, incentive payments, share-based awards, pension and benefits;
- reviewing the proposed budget and objectives set for bonus and long-term incentive awards;
- reviewing annually the performance of the Company and Senior Management;
- establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee;
- preparing and submitting to the Company Board an annual remuneration report for submission to the general meeting of shareholders;
- regularly reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Company Board and making recommendations to the Company Board with regard to any changes;
- giving full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Company Board in the future;
- identifying and nominating for the approval of the Company Board or the general meeting of shareholders, as applicable, candidates to fill Board vacancies as and when they arise;
- before appointment is made by the Company Board or the general meeting of shareholders, as applicable, evaluating the balance of skills, knowledge, experience and diversity on the Company Board, and, in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- reviewing the results of the Company Board’s performance evaluation process that relate to the composition of the Company Board;
- reviewing annually the time required of Directors and assessing whether they are spending enough time to fulfil their duties;

- reviewing the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace; and
- making recommendations to the Company Board concerning:
- plans for succession for both Executive and Directors and in particular for the key roles of the Chairperson and the CEO;
- the membership of Board committees, in consultation with the chairpersons of those committees; and
- the re-appointment of any Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Company Board in light of the knowledge, skills and experience required.

4.4 Luxembourg Takeover Law Disclosure

In accordance with the Luxembourg law of 19 May 2006 on takeover bids, which transposes Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004, the Company is required to disclose certain information related to takeover bids. This law establishes minimum guidelines for the conduct of takeover bids for securities of companies governed by the laws of an EU or EEA Member State, where all or part of these securities are admitted to trading on a regulated market in one or more Member States.

Notification of Threshold Crossings: Any holder of securities, certificates representing securities, or financial instruments giving an entitlement to vote in the Company must notify the Company and the Commission de Surveillance du Secteur Financier (CSSF) of any acquisition, transfer, or similar operation that causes their holding to reach, exceed, or fall below thresholds. As defined in the Articles of Association, a change of control occurs when an entity acquires the power to direct or cause the direction of the management and policies of the Company, whether through ownership of securities, contractual agreements, or other means. Any such change must be disclosed in accordance with Luxembourg Takeover Law. The Articles of Association specify the governance structure of the Company, including the roles and responsibilities of the Board of Directors. The Board is responsible for ensuring compliance with takeover regulations and maintaining transparency in all operations

Disclosure of Beneficial Ownership and voting rights

the Company is required to disclose securities trading and holding information, including details of beneficial ownership, to the CSSF and/or the issuers in specific circumstances as mandated by Luxembourg law. The Articles of Association outline the capital structure of the Company, including the issuance of different classes of shares (e.g., Class B and Class C shares) and the rights associated with each class. Any significant changes in the capital structure must be disclosed under Luxembourg Takeover Law. Each share entitles the holder to one vote at the general meetings of shareholders. Shareholders can exercise their voting rights in person or by proxy.

Transparency and Reporting Obligations

The Company must comply with transparency principles, ensuring the disclosure of identities of securities holders to supervisory authorities and issuers, in line with the Transparency Law, Squeeze-out Law, and Dematerialization Law.

Whistleblowing and Sanctions

The Company' internal regulations include procedures for whistleblowing and outline possible sanctions for inappropriate behavior in the workplace, ensuring compliance with Luxembourg's legal framework.

These disclosure requirements are designed to promote transparency and protect the interests of shareholders and the market the Company adheres to these regulations to ensure compliance and maintain trust with its stakeholders.

SECTION 5 Directors, Senior Management and Employees

5.1 Directors and Senior Management

The Board of Directors may delegate the day-to-day management of the Company to Senior Management, which includes the CEO and CFO. As of the Closing, Senior Management is composed of:

Name	Date of Birth	Position
Charles Egly	30/07/1979	Chief Executive Officer
Xavier Pierart	16/05/1978	Chief Financial Officer

The business address of Senior Management is 21 rue de Châteaudun 75009 Paris, France.

The Company has no employees.

5.2 Compensation

5.2.1 Remuneration Policy

The Company's Remuneration Policy is designed to attract, retain, and motivate highly qualified individuals while ensuring internal consistency, fairness, and transparency. The policy aligns compensation with the company’s long-term strategy and sustainable results, while minimizing conflicts of interest and risky behavior. It aims to provide a balanced and competitive remuneration framework, fostering a performance-driven culture that supports both short-term and long-term objectives.

The policy ensures that the Company can offer attractive compensation packages to key roles, including the CEO, CFO, Directors, and Identified Staff, incentivizing them to contribute to the company’s long-term success. It is structured to align the interests of the employees with the company’s business strategy, focusing on sustainable growth and value creation. The policy also emphasizes fairness in decision-making, with a transparent process involving the Nomination and Remuneration Committee and the Board of Directors to ensure compliance with applicable regulations.

Pursuant to the Remuneration Policy, the compensation of the CEO and CFO may consist of:

- base salary or base service fee;
- annual bonus; and
- equity incentive awards.

Each of these components are further described below.

Base salary or base service fee

The purpose of the base salary or base service fee is to ensure that the Company is able to attract and retain a talented CEO and CFO to deliver the strategy of the business. The base salary or base service fee is set taking into account the individual’s skills, experience and their performance and salary levels at other companies of a similar size and complexity, including those in the fintech space.

Annual bonus - Equity Incentive Awards

The CEO and CFO will be eligible to receive an annual bonus subject to the achievement of certain predetermined financial, strategic and operational performance measures. The main purpose of the annual bonus will be to incentivize and reward the CEO and CFO for the delivery of the Company’s strategy and objectives over the financial year.

The CEO and CFO would generally be eligible to participate in any equity incentive program maintained by the Company from time to time. The main purpose of equity incentive awards will be to retain and incentivize key employees, as well as align their long-time interests with those of The Company’s shareholders.

The CEO and CFO’s variable remuneration, including their annual bonus and Equity Incentive Awards, will comply with applicable legal requirements relating to the remuneration of individuals whose professional activities have a material impact on a credit institution’s risk profile as well as the Company remuneration policy (which provides for, inter alia, a cap on the total variable component of the remuneration expressed as a percentage of the total fixed component of the remuneration).

SECTION 6 Internal Control Framework

The Company Internal Control framework is fully compliant with applicable legal and regulatory requirements, including the Code Monétaire et Financier and the Order of 3 November 2014, as amended in 2021. This Order establishes the internal control principles for credit institutions, financing companies, and investment firms, with a specific focus on risk assessment and management. The Company's Supervisory body ensures that the internal control functions adhere to key principles of independence, impartiality, and the provision of adequate resources.

6.1 Core Principles of the Internal Control System

The Company’s internal control framework is aligned with the Company’s Code of Conduct and is designed to comply with applicable laws and regulations. It is based on several key principles: individual accountability, where employees and managers are fully aware of their responsibilities and ensure effective application; separation of duties, ensuring that key tasks are distributed among different individuals to manage risk; proportionality, where control levels are aligned with the risks involved, considering factors such as severity, capital, regulations, and complexity; traceability, with controls and outcomes documented and trackable; transparency, ensuring open communication of key issues and the availability of whistleblowing channels for concerns; and ongoing adaptation, with continuous monitoring and adjustment of the internal control system.

6.2 Objectives and Scope

The Company’s internal control system is designed to effectively manage risks and support the achievement of the Company’s objectives. Its primary missions include ensuring prudent risk management in alignment with the Company’s values and Code of Conduct; maintaining operational security and preventing malfunctions through comprehensive risk assessment and mitigation; guaranteeing the accuracy and reliability of management and financial information; and ensuring compliance with applicable laws, regulations, and internal policies. The framework addresses all types of risks (e.g., credit, market, liquidity, operational, compliance) and is implemented at both the Group level and across branches in Italy, Spain, and Portugal, taking into account local specifics. Additionally, it oversees outsourced services and third-party risks in accordance with regulatory requirements.

6.3 Organisation

The Company's internal control framework follows the "three lines of defense" model, ensuring effective risk management and regulatory compliance:

- First Line of Defense (1LoD): Operational functions managing risk exposure, including identifying, assessing, and mitigating risks within their scope.
- Second Line of Defense (2LoD): Risk and internal control functions overseeing financial and non-financial reporting, ensuring compliance, and promoting a risk-aware culture.
- Third Line of Defense (3LoD): Independent periodic control function, outsourced to PwC, evaluating the effectiveness of the 1LoD and 2LoD, reporting semi-annually to the Supervisory Board.

The Supervisory Board monitors the internal control framework, ensuring compliance and effectiveness, while the Executive Board implements the strategy and ensures proper authority and resources for compliance. The RCCI (Head of Compliance and Internal Control) oversees the framework at Group and local levels, reporting to the CEO and Chief Risk Officer, and ensures policies and resources are adequate for compliance.

6.4 Permanent Control System

The Company's permanent control system operates at two levels. The First-Level Controls (1LoD) are integrated into operational activities and performed by frontline employees and managers to prevent or mitigate risks. These controls include automated checks, organizational safeguards, and managerial oversight, ensuring compliance with procedures and effective risk management. The Second-Level Controls (2LoD) are independently managed by the Risk, Internal Control & Compliance, and Finance & Strategy functions. These controls review and assess the effectiveness of 1LoD, evaluate risks, and propose improvements. Additionally, they provide independent monitoring, conduct thematic reviews, and escalate significant findings to senior management and regulatory authorities.

By strengthening Level 1 controls and maintaining an independent oversight structure, Level 2 controls enhance the Group's proactive and effective risk management framework.

6.5 Periodic Control System

The Third Line of Defense (3LoD), represented by Internal Audit and outsourced to PwC, ensures independence and objectivity. It assesses the effectiveness of the risk management framework, internal controls, and governance processes. Key responsibilities include evaluating Level 1 and Level 2 controls, identifying weaknesses and recommending improvements, ensuring compliance with regulations and policies, conducting risk-based audits on critical areas, and providing assurance on the adequacy of the internal control system.

Internal Audit operates with a risk-based approach, offering an independent perspective to strengthen the organization's risk management.

6.6 Compliance

The Company's Compliance function, part of the second line of defense, operates centrally and locally to ensure risk oversight and regulatory adherence. The function covers areas such as Anti-Money Laundering, Customer Protection, Anti-Bribery, and Ethics. Central Compliance defines policies, monitors regulatory changes, assesses compliance risks for new products, and oversees European branches, reporting to the Group RCCI. Local Compliance: Reports to the local branch manager with a functional link to the RCCI. Ensures implementation of Group standards, adapting to local regulations, with stricter standards prevailing in case of differences.

This structure ensures compliance across the organization while supporting strategy and managing emerging risks.

6.7 Governance Framework and Risk Culture at Younited

The Company's governance is built on policies and procedures that define roles and responsibilities, supported by Compliance and Enterprise Risk Management (ERM). These policies promote a strong risk culture, including the Code of Conduct, which sets ethical and customer service standards, and the GDPR Policy ensuring compliance with data protection laws. The Customer Protection Policy focuses on managing risks to customer interests, while the Remuneration Policy ensures equal pay opportunities. Additional policies, such as the Conflict-of-Interest Management Procedure, Gifts and Invitations Procedure, and Whistleblowing Procedure, reinforce the risk culture by managing conflicts, professional conduct, and transparency. Other procedures, like the Fraudulent Sites and Profiles Reporting and Operational Risk Management, address fraud prevention and operational incident management, further strengthening The Company's governance framework.

Credit Risk Management Framework

The Company's Board of Directors risk committee oversees the credit risk management framework and provides recommendations to the Younited Board of Directors. Further, the Company has also constituted the credit risk management committee of executives. It ensures implementation of its credit risk appetite statement, as approved by the Younited Board of Directors and recommends changes thereto, considering any changes in the regulatory instructions, business or economic conditions. It also monitors the Younited's loan portfolio risk profile monthly, identifies problem areas and instructs business units with directions to ensure that the risk appetite target will be met.

The risk team implements policies and processes for credit risk identification, assessment, measurement, monitoring and control. Credit risk parameters, credit exposure, and concentration limits are approved by the Company Supervisory Board, based on regulatory guidelines and internal data. The risk team develops and maintains credit risk identification systems, monitors its loan portfolio risk profile, undertakes asset quality reviews, and submits its analysis and reports to the Company Risk Committee on an ongoing basis. The Company's risk team endeavors to capture early warning signals in its loan portfolio for identification of weak exposures, suggests remedial measures and monitors the actions taken. The Company has adopted a robust risk management framework to ensure that delinquencies in its loan portfolio are kept at a minimum.

Market Risk Management Framework

The Company Executive Board is responsible for the overall risk management of Group. The Company Risk Committee reviews and assesses the exposure of the Group to various market risks and outlines various policies. The market risk to which the book is exposed is monitored and all transactions undertaken are in accordance with prudent business practices and are compliant with internal guidelines.

The Group's market risk exposure is mainly related to the interest rate risk discussed in Section 8.3 "Interest rate risk on the banking book".

Liquidity Risk Management Framework

The Group uses various tools to manage its liquidity position. These include the Structured Liquidity Statement, which projects the inflows and outflows of assets and liabilities in various time buckets, assesses the behavioral patterns of assets and liabilities, and adheres to cashflow mismatch limits to maintain adequate liquidity across all maturity buckets. The Liquidity Coverage Ratio, as required by regulations, manages the next 30-day bucket of stress net cash outflows to cover any potential sudden shocks to the liquidity position. The Contingent Funding Plan ensures ongoing access to already committed or quickly available liquidity facilities from various sources, such as other banks and financial institutions. Lastly, the Dynamic Liquidity Statement anticipates and covers future funding requirements arising from existing and future loans on the balance sheet, as well as projected changes in investing assets based on expected refinancing and distribution plans.

Operational Risk Management Framework

The Company Risk Committee mitigates operational risk by creating and maintenance of an explicit operational risk management process. It conducts detailed reviews of all operational risk exposures and focuses on all operational risk issues.

The Company Risk Committee reviews the risk profile to consider future changes and threats and concurs with areas of high priority and related mitigation strategies with different departments and business units. The committee ensures, among other matters, (a) identification and management of operational risk; (b) evaluation and prioritization of risk by implementation of operational risk strategy; and (c) monitoring and review of operational risk effectiveness.

SECTION 7 Major Shareholders

As of December 31, 2024 and since the Company has been re-domiciliated in Luxembourg there was no share repurchase by the Company.

The following table sets forth the major direct and indirect shareholders of the Company based on the Company's share register regarding holders of Public Shares resulting from the conversion of Sponsor Shares and to the Company's best knowledge, regarding Company's holders of shares following the Closing.

The issuance or transfer of Warrants to purchase Public Shares that remain outstanding immediately following the Closing is accounted for under the fully diluted calculations.

Shareholder Ownership in Younited[1]				
Major Shareholders	**Number of Shares**	**Percentage of Outstanding Shares (%)**	**Fully diluted Shares**	**Fully diluted Percentage of Outstanding Shares (%)**
Ripplewood Holdings I LLC[2]	11,660,793[3]	23.76	20,660,793	30.95
SRP Management LLC[4]	4,695,800	9.57	5,529,133	8.28
Eurazeo[5]	12,168,382	24.79	12,168,382	18.23
Bpifrance	6,384,678	13.01	6,384,678	9.57
Rhea Holding SAS[6]	4,090,401	8.33	4,090,401	6.13
Goldman Sachs[7]	4,113,092	8.38	4,113,092	6.16
Other Holders[8]	5,973,697	12.17	13,803,586	20.68
Total	**49,086,843**	**100.00**	**66,750,065**	**100.00**

(1) Reflects the exercise of 7,666,660 Public Warrants and 9,000,000 Sponsor Warrants, assuming cash exercise only, the issuance of 987,315 Public Shares under the terms of the Management Earnout and the issuance of 8,061 Public Shares and 1,186 Company Class B Shares pursuant to the Drag Along.
(2) Timothy C. Collins is an executive director of and beneficially owns approximately 58.40% of the Sponsor, Timothy C. Collins 2003 Descendants' Trust (the trustees are Timothy C. Collins' wife and son) beneficially owns approximately 32.82% of the Sponsor and Timothy C. Collins 1999 Trust (the trustees are Timothy C. Collins' wife and son) beneficially owns approximately 8.78% of the Sponsor, which is a majority shareholder of Younited.
(3) This number represents the total number of shares before the transfer of the aggregate 120,000 Public Shares to the non-executive Iris Directors and the Advisers.
(4) This entity is ultimately controlled by Robert Prince and Sharon Prince.
(5) Includes the percentage of outstanding shares of: Eurazeo Growth Fund III SLP (9.41%, fully diluted percentage: 6.92%); FCPR Idinvest Entrepreneurs Club (8.28%, fully diluted percentage: 6.09%); Legendre Holding 34 (4.33%, fully diluted percentage: 3.18%); Eurazeo Growth Secondary Fund SCSp (1.87%, fully diluted percentage: 1.38%) and Aries Eurazeo Fund (0.90%, fully diluted percentage: 0.66%).
(6) This entity is ultimately controlled by BE VI Nominees Limited.
(7) Includes the percentage of outstanding shares of: WSGG Holding S.a rl (7.55%, fully diluted percentage: 5.55%); West Street Private Markets 2021, LP (0.42%, fully diluted percentage: 0.31%); GLQ International Partners LP (0.14%, fully diluted percentage: 0.10%), WSGGP Emp Onshore Investments, LP (0.19%, fully diluted percentage: 0.14%) and WSGGP Emp Offshore Investments, LP (0.08%, fully diluted percentage: 0.06%).

(8) All persons not having major holdings within the meaning of Article 8 or Article 9 of the Luxembourg Transparency Law.
(9) Except for the major shareholders mentioned above, there are no other persons that, on the basis set out above, have major holdings within the meaning of Article 8 or Article 9 of the Luxembourg Transparency Law.

SECTION 8 Responsibility Statement

We confirm to the best of our knowledge that:

1. The annual accounts of Younited Financial S.A. presented in this Management Report and established in conformity with the Luxembourg legal and regulatory requirements relating to the preparation of annual accounts give a true and fair view of the assets, liabilities, financial position and results of Younited Financial S.A.; and

2. The management report presented includes a fair review of the development and performance of the business and position of Younited Financial S.A. and the undertakings included within the consolidation taken as a whole, together with a description of the principal risks and uncertainties they face.

Chief Executive Officer

Mr. Charles Egly

April 03, 2025

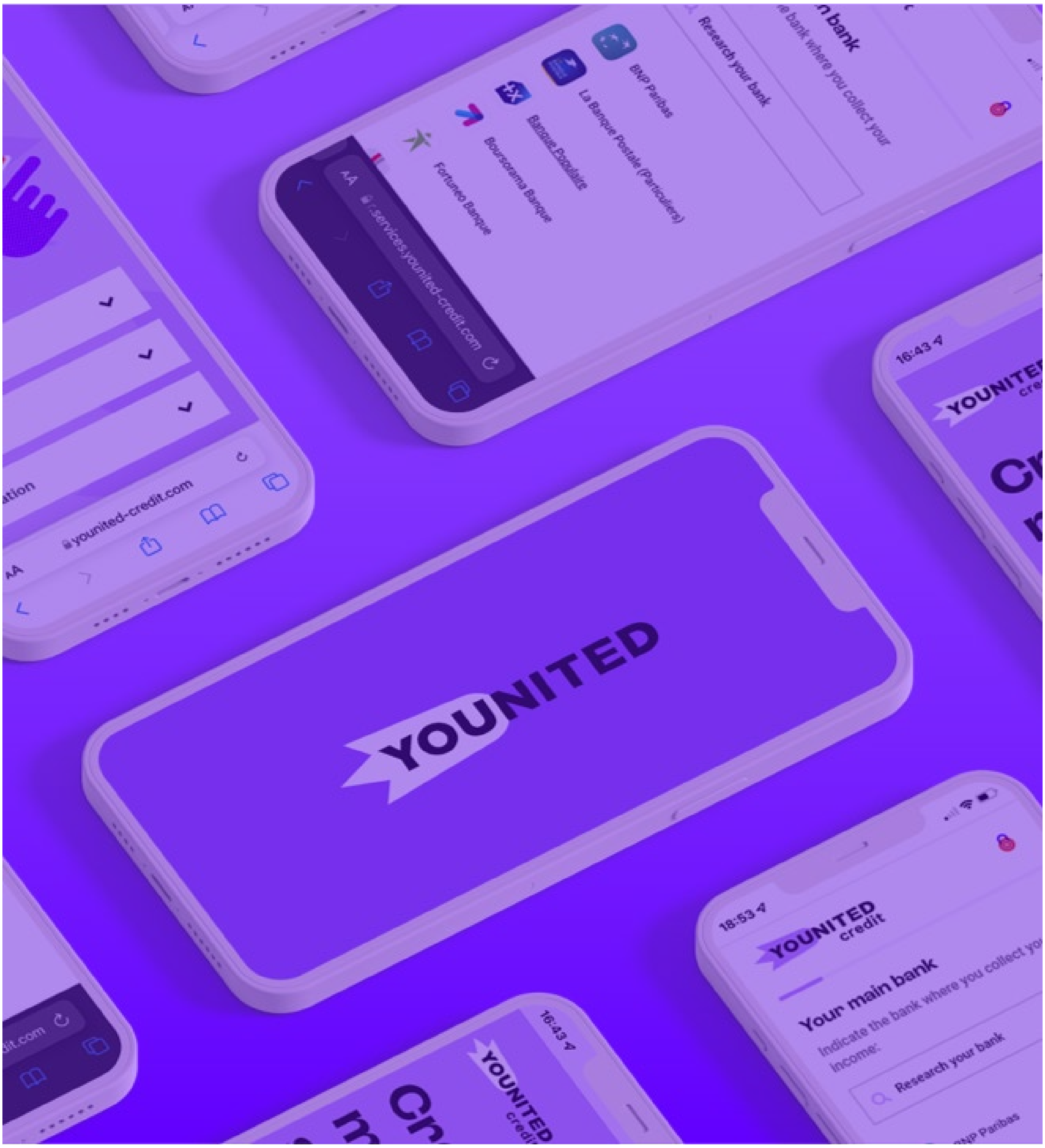
Chief Financial Officer

Mr. Xavier Pierart

April 03, 2025

SECTION 9 Financial Statements 2024

9.1 Annual Accounts of the Parent Company as of and for the year ended December 31, 2024



YOUNITED FINANCIAL S.A.

Financial Statements
December 31, 2024

Younited Financial S.A.
17, Boulevard F.W. Raiffeisen L-2411 Luxembourg
RCS B292237

STATEMENT OF FINANCIAL POSITION

(in € thousands)	*Note*	As at December 31, 2024	2023
Assets			
Non-current assets			
Investment in subsidiary	4	329,254	-
Total non-current assets		**329,254**	**-**
Current assets			
Cash	5	18,396	363
Escrow Account	5	-	236,471
Other receivables		-	82
Total current assets		**18,396**	**236,916**
TOTAL ASSETS		**347,650**	**236,916**
Shareholders' equity			
Share capital	7, 8	691	1
Share premium	7	340,376	24
Retained earnings and other reserves		37,101	3,590
Net (loss) / profit for the year		(60,786)	(4,893)
TOTAL SHAREHOLDERS' (DEFICIT) / EQUITY		**317,383**	**(1,279)**
Liabilities			
Non-current liabilities			
Units	5	-	179,435
Ordinary shares	5	-	57,323
Financial liabilities at fair value through profit or loss	5	-	213
Total non-current liabilities		**-**	**236,972**
Current liabilities			
Accounts payable	5	18,087	725
Accounts payable and accrued expenses due to affiliates		-	499
Financial liabilities at fair value through profit or loss	5	12,181	-
Total current liabilities		**30,268**	**1,224**
TOTAL LIABILITIES		**30,268**	**238,195**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**347,650**	**236,916**

STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

(in € thousands)	*Note*	**Twelve-month period ended December 31, 2024**	**2023**
Net gains (losses) on financial liabilities at FVTPL	6,9	(10,423)	776
Net gains (losses) on financial instruments derecognized	10	525	-
Interest income from Escrow Account	12	11,259	11,568
Interest expense from financial liabilities due to affiliates	12	(10,876)	(13,854)
Net gains (losses) on investments in subsidiaries		-	-
Other financial result		232	25
Financial result		**(9,283)**	**(1,485)**
Other operating expenses	11	(51,503)	(3,408)
(Loss) / Profit before income tax		**(60,786)**	**(4,893)**
Income tax expense	12	-	-
NET (LOSS) / PROFIT FOR THE YEAR		**(60,786)**	**(4,893)**
TOTAL COMPREHENSIVE (LOSSES) / INCOME FOR THE YEAR		**(60,786)**	**(4,893)**
(Losses) / Earnings			
Basic (losses) / earnings per share	14	*(9.08)*	*(0.85)*
Diluted (losses) / earnings per share	14	*(9.08)*	*(0.85)*

STATEMENT OF CHANGES IN SHAREHOLDERS' (DEFICIT) / EQUITY

(in € thousands)	Note	Share capital	Share premium	Retained earnings and other reserves	Total Shareholders' (deficit) / equity
Balance at January 1, 2023		**1**	**24**	**3,590**	**3,614**
Comprehensive income for the year		-	-	(4,893)	(4,893)
Balance at December 31, 2023		**1**	**24**	**(1,303)**	**(1,279)**
Comprehensive income for the year		-	-	(60,786)	(60,786)
Capital Increase	5	691	340,353	-	341,043
Share cancellation	5	(0)	-	0	-
Management put	8			6,184	6,184
Share-based compensations	11	-	-	32,221	32,221
Balance at December 31, 2024		**691**	**340,376**	**(23,684)**	**317,383**

STATEMENT OF CASH FLOWS

		Twelve-month period ended December 31,	
(in € thousands)	*Note*	**2024**	**2023**
Cash flows from operating activities			
Profit (loss) for the year		**(60,786)**	**(4,893)**
Adjustments to reconcile net (loss) / profit for the year to net cash from operating activities			
Increase in or Decrease in:			
Other receivables		82	82
Accounts payable	5	17,362	220
Accounts payable and accrued expenses due to affiliates		1,426	338
Adjustments for:			
Interest expense from financial liabilities		10,876	13,854
Share-based payment expense	11	32,221	-
Result from financial liabilities at FVTPL	9	10,423	(776)
Result from financial instruments derecognized	10	(525)	-
Foreign exchange gains (losses)		41	-
NET CASH FROM OPERATING ACTIVITIES		**11,121**	**8,825**
Cash flows from investing activities			
Deposit of share capital increase proceeds into escrow account	5	(82,230)	-
Deposit of interest income into Escrow Account	5	(11,259)	(11,568)
Withdrawal of redeemed ordinary shares from the escrow account	5	173,222	-
Subscription in a capital increase of Younited from the escrow account	5	134,525	-
Investment in Younited	5	(134,525)	-
Escrow account release	5	18,172	-
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES		**97,904**	**(11,568)**
Cash flows from financing activities			
Redemption in cash of Ordinary Shares	5	(173,222)	-
Proceeds from capital increase	5	82,230	-
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES		**(90,991)**	**-**
Net change in cash		**18,034**	**(2,743)**
Cash at beginning of year		363	3,105
Effects of exchange rate fluctuations on cash and cash equivalents		-	-
Cash at end of year		**18,396**	**363**

Note 1 Basis of accounting

1.1 Company presenting the financial statements

Younited Financial S.A. (formerly known as RA Special acquisition Corporation and then Iris Financial), (the 'Company') is a public limited liability company (société anonyme) existing under the laws of the Grand Duchy of Luxembourg ('Luxembourg'). The Company was transferred December 12, 2024 from the Cayman Islands to Luxembourg without disruption of its legal personality. It has its current registered office at 17, Boulevard Friedrich Wilhelm Raiffeisen, L2411 Luxembourg and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés de Luxembourg) under number B292237.

The purpose of the Company shall be the acquisition, holding, management, development and disposal of participations and any interests, in Luxembourg and/or abroad, in any companies and/or enterprises in any form whatsoever. The Company may, in particular, acquire by subscription, purchase and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity in the Grand Duchy of Luxembourg and abroad and, in particular, but not limited to in entities active in the financial and/or technology sector. It may participate in the creation and control of any company and/or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

1.2 Basis of preparation

These separate financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS Accounting Standards') as endorsed by the European Union as at December 31, 2024. The financial statements have been prepared on a going concern basis. All amounts have been rounded to the nearest thousand, unless otherwise indicated. Due to rounding, in some cases the individual figures presented may not add up precisely to the totals provided.

These separate financial statements represent the statutory annual accounts of the Company and have been approved and authorized for issue by the Board of Directors April 3, 2025.

1.3 Consolidated financial statements

The Company is the ultimate parent of a Group formed with its legal subsidiary. The company prepares consolidated financial statements in accordance with IFRS Accounting Standards adopted, as endorsed by the European Union as at December 31, 2024 which are subject to publication as prescribed by the Luxembourg law and are available on the Company's investor relations website.

1.4 Current standards and interpretations

1.4.1 *New mandatory standards and interpretations applicable as of January 1, 2024*

The following amendments to IFRS Accounting Standards, applicable for the 2024 financial year, had no impact on the Company's financial statements as at December 31, 2024:

- Amendments to IFRS 16 'Leases': *Lease liability arising from a sale and leaseback*, applicable to financial years beginning on or after January 1, 2024;
- Amendments to IAS 1 'Presentation of Financial Statements': *Non-current Liabilities with Covenants* and *Classification of Liabilities as Current and Non-current*, applicable to financial years beginning on or after January 1, 2024;
- Amendments to IAS 7 and IFRS 7 - *Disclosure of the effects of 'reverse factoring agreements'*, applicable to financial years beginning on or after January 1, 2024.

1.4.2 *Accounting standards issued but not yet effective*

The Company has not opted for early application of the following amendment, for which the mandatory application date is after December 31, 2024:

- Amendments to IAS 21 - The Effects of Changes in Foreign Exchange Rates, applicable to financial years beginning on or after January 1, 2025.
- Amendments to IFRS 9 and IFRS 7: Classification and Measurement of Financial Instruments applicable to financial years beginning on or after January 1, 2026.
- IFRS 18 'Presentation and Disclosure in Financial Statements' applicable to financial years beginning on or after January 1, 2027
- IFRS 19 'Subsidiaries without Public Accountability Disclosures' applicable to financial years beginning on or after January 1, 2027.

The analysis of the consequences for the Company of the first application of this amendment is in progress. However, it should not have a material effect on the Company's financial situation and performances.

1.5 Functional and presentation currency

These financial statements are presented in euro, which is the Company's functional currency. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are recognized in the Financial Result.

1.6 Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets resulting from operations during the reporting year. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

Information about judgements, assumptions and estimation uncertainties made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- Determination of the functional currency – Note 2.1.2
- Fair value measurement of Warrants liabilities and investment in subsidiary – Note 6
- Assessment of whether the criteria for derecognition of liabilities related to Ordinary Shares and Warrants from the Statement of Financial Position are met – Note 5.2
- Initial classification of financial instruments – Note 8
- Fair value measurement of share-based payments – Note 13.2

Note 2 Key events of the financial year ended December 31, 2024

2.1 Significant events of the year

2.1.1 *Investment in Younited S.A.*

The Company was initially incorporated as a Special Purpose Acquisition Company ('SPAC') in the Cayman Islands in 2021, with the objective of acquiring a financial services business in Europe. After an extensive screening process and negotiations, Younited SA ('Younited') was identified as the most suitable target and following due diligence and shareholders' approvals, a Business Combination Agreement ('BCA') was signed on October 7, 2024, and the Business Combination was closed on December 20, 2024 (the ‘Closing Date’).

Pursuant to the BCA, 16,100,000 Ordinary shares held by the Company investors have been redeemed for an overall amount of €173 million, 9,002,780 new Ordinary shares have been issued and subscribed by the Sponsor and SRP Management, for an overall cash amount of €82 million. The Company then subscribed to a capital increase of Younited for an overall amount of €135 million. Simultaneously, Younited shareholders contributed their shares in exchange for 24,673,031 Ordinary shares and 3,655,219 Class B shares of the Company newly issued resulting in the Company holding 95.87% of Younited Ordinary shares.

Additionally, the Company entered into a put/call agreement with managers of Younited upon completion of which they will contribute their remaining shares of Younited in exchange for up to 630,531 Ordinary Shares and 973,713 Class C shares newly issued. This results in a debt to be settled by the Company for its own equity instruments which has been initially recognized in Retained earnings and other reserves for €6.2 million.

2.1.2 *Transfer of the registered office from the Cayman Islands to Luxembourg*

The shareholder meeting held December 12, 2024 approved the transfer of the Company registered office from the Cayman Islands to the Grand Duchy of Luxembourg. Based on an analysis performed by the management, the functional currency has been changed as of the Closing Date, from US Dollar to Euro as (i) the Company registered office is now in a country of the euro zone and (ii) since the completion of the Business Combination with Younited S.A. Company’s economic environment will be predominantly denominated in euro.

According to IAS 21.37, the effect of the change of functional currency has been treated prospectively from December 20, 2024 and all line items of the Statements of Comprehensive Income and Financial Position as of this date have been converted using the European Central Bank (‘ECB’) EUR/USD rate as of December 20, 2024 (the Business Combination date). Comparative periods figures presented in these financial statements and accompanying notes have been converted to the new functional currency using the ECB EUR/USD rate as of the Business Combination date.

2.2 Subsequent events

Following the successful completion of the BCA on December 20, 2024, in addition to its existing listing April 26, 2022 on Euronext Amsterdam, the Company has been listed on the regulated market of Euronext Paris on January 20, 2025.

Note 3 Material accounting policies

3.1 Investment in subsidiary

Subsidiaries are entities controlled by the Company. The Company ‘controls’ an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Investment in subsidiaries are accounted for in accordance with IFRS 9 at fair value through profit or loss (‘FVTPL’).

3.2 Financial instruments

The Company initially recognizes financial assets and financial liabilities on the date it becomes a party to the contractual provisions of the instrument. Any gains and losses arising from changes in fair value of the financial assets or financial liabilities at FVTPL are recorded in the Financial Result. Financial assets and financial liabilities are initially measured at fair value, with any directly attributable transaction costs added or deducted, except for items measured at FVTPL for which transaction costs are expensed as incurred.

Financial assets are derecognized when the contractual rights to the cashflows have expired, or the Company have transferred substantially all risks and rewards of ownership. On derecognition of a financial asset, the difference between the carrying amount of the asset and the consideration received (including any new asset obtained less any new liability assumed) is recognized in the Financial Result.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the Financial Result. The Company derecognizes a derivative only when it meets the derecognition criteria for the financial liability.

3.2.1 *Financial assets*

On initial recognition, the Company classifies financial assets as measured at amortized cost or FVTPL. A financial asset is measured at amortized cost using the 'effective interest rate' if it meets both of the following conditions and is not designated as at FVTPL: (i) It is held within a business model whose objective is to hold assets to collect contractual cash flows; and (ii) Its contractual terms give rise on the specified dates to cash flows that are solely payments of principal and interest. All financial assets not classified as measured at amortized cost are measured at FVTPL.

The effective interest rate is calculated upon recognition of a financial instrument as the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument. Financial assets classified at amortized cost are subsequently measured at amortized cost and include expected credit losses ('ECL') from initial recognition of the financial instrument. Cash, Escrow account and Other receivables are included in this category.

Financial assets classified at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest income, are recognized in Financial Result.

Cash
Cash represents cash deposits held on sight with major financial institutions. It is highly liquid with insignificant risk of changes in fair value. Though subject to impairment requirements as prescribed by IFRS 9, ECL on cash balances are deemed immaterial. Income calculated using the effective interest rate are recorded in the Financial Result.

Escrow account
The Escrow Account comprises cash deposits with major financial institutions but subject to legal or contractual restriction by third parties as well as restriction as to withdrawal or use, including restrictions that require the cash to be used for a specified purpose and restrictions that limits the purpose for which this cash can be used. Despite those restrictions cash held in escrow retains the attributes of unrestricted cash balances risk of change in fair value is insignificant and ECL are deemed immaterial. Income calculated using the effective interest rate are recorded in the Financial Result.

3.2.2 *Financial liabilities*

A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains or losses, including any interest, are recognized in the Financial Result. Financial liabilities at FVTPL include Public Warrants liabilities, Sponsor Warrants liabilities and the portion of Units attributable to Public Warrants. Financial liabilities not classified as at FVTPL are classified at amortized cost and include Accounts payable, Accounts payable and accrued expenses due to affiliates, Other liabilities, Ordinary Shares, and the portion of Units attributable to Ordinary Shares.

Units
Units comprise Ordinary Shares and Public Warrants. Each Unit is exchangeable for one Ordinary Share and one-third of a Public Warrants. All Units were converted during the year. As at December 31, 2024, all units have been converted to Ordinary Shares and Public warrants.

Ordinary shares
Ordinary Shares are redeemable at the shareholders' option and are classified as financial liabilities in the Statement of Financial Position. Ordinary shares are subsequently measured at amortized cost using the effective interest method after their initial recognition. Expenses calculated using the effective interest rate are recorded in the Financial Result.

Financial liabilities at FVTPL
Financial liabilities measured at FVTPL comprise Public Warrants liabilities and Sponsor Warrants liabilities. They are classified as derivative liabilities measured at FVTPL in accordance with IFRS 9 and IAS 32. They are subsequently remeasured at FVTPL with changes in the fair value recorded in the Financial Result.

Accounts payable and Accounts payable and accrued expenses due to affiliates
Account payables include liabilities for goods and services and are subsequently measured at amortized cost using the effective interest method after their initial recognition. Expenses calculated using the effective interest rate are recorded in the Financial Result.

3.3 Equity

Share capital and share premium
Share capital corresponds to the nominal value of the shares issued by the Company. Share premium represents the excess of the proceeds received over the nominal value of the shares issued, net of directly attributable transaction costs.

Retained earnings and other reserves
Retained earnings correspond to the cumulative net results of the Company not distributed as dividends and include prior years' profits and losses of the accounting acquirer. Other reserves include statutory reserves which are defined by the Articles of association of the Company and share-based payment reserves which reflect accumulated share-based compensations settled in equity in accordance with IFRS 2.

Treasury shares
In the case of buybacks of equity instruments, the Company reduces equity by the amount paid for the shares, including any directly attributable costs. These repurchased shares are held in treasury and are not considered outstanding for earnings per share ('EPS') calculations.

3.4 Financial result

Net gains (losses) on financial liabilities at FVTPL
Net gains (losses) on financial liabilities at FVTPL consist of changes in fair value from financial liabilities classified at FVTPL

Net gains (losses) on financial instruments derecognized
Net gains (losses) on financial instruments derecognized consist of the difference between the carrying amount of a financial instrument derecognized and the consideration paid or received (including any non-cash financial instrument).

Interest income and expense
Interest income and expense comprise income and expense from financial instruments classified at amortized costs and calculated using the effective interest rate.

Net gains (losses) on investment in subsidiaries
Net gains (losses) on investment in subsidiaries comprise changes in the fair value and gains or losses arising

from the disposal of investments in subsidiaries.

3.5 Other operating expenses

Other operating expenses are recognized in profit or loss when incurred. They include external services, fees, travel expenses, communication costs, office expenses, insurance premiums, and other operational costs. Expenses are recorded on an accrual basis, reflecting the consumption of services or the benefit received during the period.

Other operating expenses also comprise share-based expenses which are recorded according to IFRS 2. Share-based expenses and are recognized over the period in which the performance and/or service conditions are fulfilled. Equity-settled share-based expenses are recognized with a corresponding entry in Other reserves and retained earnings whereas cash-settled share-based payment expenses are recognized with a corresponding entry in Other liabilities.

3.6 Income tax expense

Income tax comprise current and deferred tax. Income tax is recognized except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax liability is based on the standalone income or loss of the Company reported under local accounting regulations adjusted for appropriate permanent and temporary differences. Deferred tax is calculated based on temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and for taxation purposes using tax rates enacted or substantially enacted in the expected period of settlement of deferred tax. A deferred tax asset is recognized only if it is probable that sufficient future taxable profits will be available to utilize the asset.

3.7 Related parties

The Company recognises related party transactions in accordance with IAS 24, which defines related parties as follows: (i) a person or close family member of a person is considered a related party when that person has control, joint control, or significant influence over the Company, or is a member of the key management personnel of the Company, (ii) an entity is considered a related party if the Company and the entity are members of the same group (i.e., parent, subsidiaries, and fellow subsidiaries), or if one of the parties has control, joint control, or significant influence over the other. Transactions with related parties include, but are not limited to, sales, purchases, loans, and other transactions that involve the transfer of resources, services, or obligations between the Company and the related party. The Company discloses the nature of related party relationships, as well as any material transactions and outstanding balances with related parties, in the financial statements. Transactions are disclosed in the financial statements where they are considered to be material, and the terms and conditions of these transactions are disclosed if they are not conducted at arm's length.

3.8 Fair value measurement

The ‘Fair value’ is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk. When available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as ‘active’ if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The Company measures instruments quoted in an active market at a mid-price because this price provides a reasonable approximate of the exit price. If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. The Company recognizes transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred.

Note 4 Investment in subsidiary

Pursuant to the BCA, the Company subscribed to a capital increase of Younited for an overall cash amount of €134.5 million. Simultaneously, Younited shareholders contributed their shares of Younited to the Company for an overall amount of €188.5 million resulting in the Company holding 95.8% of Younited shares at the Closing Date. All remaining shares of Younited are to be contributed in the year following the closing of the Business combination to the Company upon completion of (i) the put/call agreement with managers of Younited for a consideration of €6.2 million consisting of Ordinary shares and Class C shares and (ii) the drag-along provision for a consideration of €0.1 million consisting of Ordinary shares and Class B Shares.

The put/call option exercise is considered certain and is considered a forward such as shares to be contributed upon completion of the put/call option have been recognized as an investment as of the Closing Date whereas the addition to the investment in subsidiary related to the drag along will only be recognized upon completion.

As at December 31, 2024, the Company holds interest in the following investments in subsidiaries:

	As at December 31,	
	2024	**2023**
Younited S.A.		
21 Rue de Châteaudun, 75009 Paris, France	95.87%	0.00%

(in € thousands)	**2024**	**2023**
Younited S.A.		
Share capital	3,396	1,934
Total equity	257,356	163,603
(Loss) / profit for the year	(56,697)	(50,688)

The movements in the investments in subsidiaries can be detailed as follows:

(in € thousands)	**Younited S.A.**
Balance at January 1, 2024	-
Contribution in cash	134,525
Contribution in kind	188,545
Contribution in kind upon completion of the put	6,184
Unrealised net gains and losses	-
Balance at December 31, 2024	**329,254**

Note 5 Financial instruments

5.1 Financial assets

5.1.1 *Cash*

	As at December 31,	
(in € thousands)	**2024**	**2023**
On-demand deposits	18,396	363

The Company holds on-demand deposits with major financial institutions, including deposits denominated in USD and EUR. As at December 31, 2024, the balances of these accounts were €18,077 thousand and $350 thousand, respectively. As at December 31, 2023, the balances were $19 thousand and €301 thousand, respectively.

5.1.2 *Escrow Account*

(in € thousands)	2024	2023
Balance at January 1	236,471	224,904
Proceeds from capital increase	82,230	11,568
Deposit of interest income	11,259	-
Withdrawal of redeemed ordinary shares	(173,222)	-
Investment in Younited	(134,525)	-
FX revaluation	(4,043)	-
Release from Escrow account	(18,172)	-
Balance at December 31	**-**	**236,471**

Pursuant to the Business Combination agreement, 16,100,000 Ordinary shares held by the Company investors have been redeemed for an overall amount of €173 million, 9,002,780 new Ordinary shares have been issued and subscribed by the sponsor for an overall cash amount of €82 million. The Company then subscribed to a capital increase of Younited for an overall amount of €135 million. The remaining cash balance was released from the escrow account to cover the transaction costs incurred in the context of the Business Combination.

5.2 Financial liabilities

5.2.1 *Units*

The Company had 23,000,000 Units in issue (each ‘Units’) which had been subscribed at a price of $10.00 per Unit for an overall proceed of $230 million. Each Unit is redeemable for one ordinary share of the Company and 1/3 of a public warrant. Holders of the Units of the Company (‘Unit Holders’) have the option to continue to hold Units or to redeem their Units for Ordinary Shares and Public Warrants.

(in € thousands)	2024	2023
Carrying amount at January 1	**179,435**	**223,355**
Interests from Ordinary shares component	7,939	13,854
FX revaluation	(2,771)	-
Net unrealised gain (losses) from Warrants component	3,927	(406)
Conversion of units to Ordinary shares and warrants	(188,530)	(57,368)
Carrying amount at December 31	**-**	**179,435**

Upon completion of the Business Combination all units have been redeemed for Ordinary shares and Public warrants resulting in their derecognition from the statement of financial position. No gains and losses have been recognized in the Financial Result as the fair value of the consideration received is equal to the carrying amount of the financial instrument derecognized.

5.2.2 *Ordinary shares*

(in € thousands)	2024	2023
Carrying amount at January 1	**57,323**	-
Ordinary shares interests	2,937	-
FX revaluation	(1,230)	-
Units conversion	184,464	57,323
Conversion of Ordinary shares to equity	(70,267)	
Redemption of Ordinary shares for cash	(173,227)	-
Carrying amount at December 31	-	**57,323**

Upon closing of the Business Combination, non-redeemed Ordinary shares lost their redeemable nature, leading to the extinguishment of the redemption obligation from the Company. Consequently, the related financial liability was derecognized. The consideration received in exchange for the extinguished liability consists of the same Ordinary Shares, which are initially classified as equity instruments as of the Business Combination date. The fair value of the consideration received consist of the amount held in escrow that becomes available for the Business Combination, and which corresponds to the carrying amount of financial liability derecognized such as no gains and losses have been recognized in the Financial Result.

5.2.3 *Public and sponsor warrants liabilities*

	Public Warrants		Sponsor Warrants	
(in € thousands)	2024	2023	2024	2023
Carrying amount at January 1	**45**	**-**	**168**	**539**
Net unrealised gain (losses)	1,771	(98)	4,730	(371)
Units conversion	4,066	143	-	-
Conversion from promissory note	-	-	1,400	-
Carrying amount at December 31	**5,882**	**45**	**6,298**	**168**

Upon closing of the Business Combination, liabilities related Ordinary shares have been derecognized from the statement of Financial Position to be classified as equity instruments. Public and Sponsor Warrants which incorporate a cashless redemption clause based on the market price of the underlying ordinary share do not meet the fixed-for-fixed criterion and as such remained classified as financial liabilities at FVTPL following the business combination.

5.2.4 *Accounts payable*

As at December 31, 2024, and December 31, 2023, accounts payable amounted to €18,025 thousand and €725 thousand, respectively. In 2024, the balance consists mainly of fees incurred in connection with the business combination.

Note 6 Fair Value measurement

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- 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).

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

6.1 Fair value hierarchy – Financial instruments measured at FVTPL

The following table summarizes the valuation of the Company's financial instruments within the fair value hierarchy levels as at December 31, 2024:

	As at December 31, 2024			
(in € thousands)	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in subsidiary	-	-	329,254	329,254
Financial liabilities at FVTPL				
Warrant liabilities at FVTPL	-	-	12,181	12,181
Total	**-**	**-**	**341,434**	**341,434**

The following table summarizes the valuation of the Company's financial instruments within the fair value hierarchy levels as at December 31, 2023:

	As at December 31, 2023			
(in € thousands)	Level 1	Level 2	Level 3	Total
Financial instruments at FVTPL				
Public Warrants liabilities, attributable to Units at FVTPL	-	-	140	140
Public Warrants Liabilities at FVTPL	-	-	45	45
Sponsor Warrant liabilities at FVTPL	-	-	168	168
Total	**-**	**-**	**353**	**353**

6.2 Changes in level 3 measurements

The following table presents the changes in the Company's financial instruments classified in Level 3 of the fair value hierarchy for the year ended December 31, 2024:

	Warrant liabilities		Investment in subsidiary	
(in € thousands)	2024	2023	2024	2023
Balance at January 1	353	1,129	-	-
Additions	1,400	-	329,254	-
Unrealised gains and (losses)	10,428	(776)	-	-
Derecognition / Disposal	-	-	-	-
Balance at December 31	**12,181**	**353**	**329,254**	**-**

There was no transfer within the fair value hierarchy from year ending December 31, 2023 to year ending

December 31, 2024.

6.3 Significant unobservable inputs

The following table summarizes the valuation techniques and significant unobservable inputs used for the Company's financial instruments classified in Level 3 as at December 31, 2024:

	Valuation technique	Significant unobservable inputs	Inputs	Favourable effect	Unfavourable effect	Sensitivity performed
Warrants liabilities	Black-Scholes Option Pricing Model	Underlying share FV	6.43	1,991	(1,836)	+/- 5%
		Unlevered volatility	28.7%	887	(899)	+/- 100bps
		Total		**2,878**	**(2,734)**	
Investment in subsidiary	Dividend Discount Model	Cost of Equity	15.0%	10,086	(9,246)	+/- 50bps
		Normative RoE	21.0%	12,188	(12,188)	+/- 100bps
		Total		**22,274**	**(21,433)**	

The following table summarizes the valuation techniques and significant unobservable inputs used for the Company's financial instruments classified in Level 3 as at December 31, 2023:

	Fair value (in € thousands)	Valuation technique	Unobservable inputs	Inputs
Warrants liabilities	353	Black-Scholes Option Pricing Model and Binominal Option Pricing Model	Expected volatility	2.3%
			Expected term (years)	5.3 years

Note 7 Share capital and share premium

The issued share capital of the Company is set at €690,868. Following the redomiciliation, the nominal value of the shares was cancelled. At year end, issued capital comprises of the following number of shares:

	2024		2023	
(in € thousands)	Shares (#)	Nominal value (€)	Shares (#)	Nominal value (€)
Sponsor Shares	-	-	5,750,000	0.000095
Ordinary Shares	45,431,624	-	5,571,995	0.000095
Class B Shares	3,655,219	-	-	-
Treasury Shares	20,000,000	N/A	25,678,005	N/A
Shares issued	**69,086,843**		**37,000,000**	

The movements in total issued share capital was a follows:

(in € thousands)	2024 Share capital	2024 Share premium	2023 Share capital	2023 Share premium
Balance as of January 1	**1**	**24**	**1**	**24**
Shares issued for cash	407	152,091	-	-
Shares issued for contribution in kind	283	188,262		
Shares cancellation	(0)	-	-	-
Balance as at December 31	**691**	**340,376**	**1**	**24**

Note 8 Capital instruments

The movements in issued capital instruments as at December 31, 2024 were as follow:

Description	Sponsor shares	Ordinary shares	Class B	Sponsor warrants	Public Warrants
As of January 1, 2024	**5,750,000**	**5,571,995**		**7,000,000**	**1,857,330**
Conversion of Units	-	17,428,005	-	-	5,809,330
Redemption of Ordinary Shares for cash	-	(16,100,000)	-	-	-
Shares issued for cash	-	9,002,780	-	-	-
Conversion of sponsor shares	(5,750,000)	5,750,000	-	-	-
Sponsor promissory note conversion	-	-	-	2,000,000	-
Cancellation of Ordinary Shares	-	(896,187)	-	-	-
Contribution in kind	-	24,675,031	3,655,219	-	-
As at December 31, 2024	**-**	**45,431,624**	**3,655,219**	**9,000,000**	**7,666,660**

The movements in issued capital instruments as at December 31, 2023 were as follow:

Description	Sponsor shares	Ordinary shares	Sponsor warrants	Public Warrants
As of January 1, 2023	**5,750,000**	**-**	**7,000,000**	**-**
Conversion of Units	-	5,571,995	-	1,857,330
As at December 31, 2023	**5,750,000**	**5,571,995**	**7,000,000**	**1,857,330**

The movements in capital instruments held in treasury were as follow:

Description	2024		2023	
	Ordinary shares	Public Warrants	Ordinary shares	Public Warrants
As of January 1	**25,678,005**	**5,809,337**	**31,250,000**	**7,666,667**
Conversion of Units	(17,428,005)	(5,809,330)	(5,571,995)	(1,857,330)
Redemption for cash	16,100,000	-	-	-
Cancellation	(4,350,000)	-	-	-
As at December 31	**20,000,000**	**-**	**25,678,005**	**5,809,337**

8.1 Sponsor Shares

As at January 1, 2024, there were 5,750,000 Sponsor Shares issued and outstanding which had been subscribed by the Sponsor for an aggregate purchase price of $25,000 classified as equity. Upon completion of the Business Combination, sponsor shares were converted into Ordinary Shares of the Company.

8.2 Ordinary shares

Pursuant to the Business Combination agreement, 16,100,000 Ordinary shares have been redeemed for an overall cash amount of €173 million, 9,002,780 new Ordinary shares have been issued and subscribed by the sponsor for an overall cash amount of €82 million and 24,675,031 new Ordinary Shares have been issued as consideration for the Younited shares contributed by the sellers to the Company.

8.3 Preference shares

Pursuant to the shareholders' earnout provisions included in the Business Combination Agreement, the sellers of Younited received 3,656,405 Class B Shares (including 1,186 Class B Shares to be issued upon completion of the drag-along provisions). The description of the shareholders' earnout is provided below.

At the Closing Date, Sponsor delivered Ordinary Shares in escrow. On the date that is the third anniversary of the Closing Date, if, following the Closing Date and prior to the third anniversary of the Closing Date, (i) the Sellers have not transferred, sold or otherwise disposed of, in the aggregate, 30% or more of the aggregate Ordinary Shares as of the Closing Date and (ii) the 90-day volume-weighted average sale price of one Ordinary Share quoted on Euronext Amsterdam or Euronext Paris (or the exchange on which the Ordinary Shares are then listed) has not been greater than or equal to €16.00, as additional consideration for the Younited Shares acquired in connection with the Business Combination, then (x) all Company Class B Shares will be converted into Ordinary Shares and (y) if (and only if) (A) the Company Board in its sole discretion so determines and approves and (B) the Company has received all applicable regulatory approvals, the Company and Sponsor transfer the Sponsor Escrowed Shares to the Company for no consideration and subsequently at the discretion of the Company Board such shares may be canceled (unless the Sponsor consents otherwise) (provided that, with respect to any such approval of the Company Board, any Directors that are affiliates of the Sponsor, or that were elected by the shareholder meeting upon the proposal of Sponsor, will recuse themselves). If, prior to the third anniversary of the Closing Date, either of the events set forth in the immediately preceding clauses (i) or (ii) have occurred, the Company, upon the approval and direction of the Company Board, and Sponsor, will release the Sponsor Escrowed Shares to Sponsor and if, and only if (i) the Company Board in its sole discretion so determines and approves and (ii) the Company has received all applicable regulatory approvals, all Company Class B Shares will be acquired by the Company for no consideration and subsequently be canceled (provided that, with respect to the approval of the Company Board, any Directors that are affiliates of a holder of Company Class B Shares or that were elected at a shareholder meeting upon the proposal of a holder of Company Class B Shares at such shareholder meeting will recuse themselves).

In other words, on the third anniversary of the closing, if the Sellers (i) have not transferred, sold, or disposed of at least 30% of the Company's Ordinary Shares they hold as at closing date, and (ii) the 90-day volume-weighted average quoted price of one Company Ordinary Share has not reached or exceeded €16.00, all Company Class B Shares will convert into Ordinary Shares as additional consideration for the Younited Shares contributed to the Company whereas Company's Ordinary Shares held in escrow by the Sponsor would be transferred to the Company for no consideration. Alternatively, all Company Class B Shares will be transferred to the Company and canceled for no consideration, while the Company's Ordinary Shares held in escrow by the Sponsor will be released.

The economics of the 'shareholders earnout' consist of a share exchange for a fixed percentage of shares of the Company between two categories of shareholders of the Company. This occurs in one of two ways: (i) Class B shares are converted, and the ordinary shares held in escrow are transferred to the Company without consideration, or (ii) Class B shares are transferred to the Company without consideration, and the ordinary shares held in escrow are released. In both scenarios, a fixed portion of the Company's capital is exchanged in one way or another between the historical shareholders of the Company and the sellers.

8.4 Public and sponsor Warrants

Each whole Warrant entitles the registered holder to purchase one Ordinary Share at an exercise price of €10.9451 per share in relation to the Public Warrants and an exercise price of €11.4210 per share in relation to the Sponsor Warrants, subject to the adjustments described in the warrants terms and conditions, at any time commencing thirty days after the Closing, except as discussed below.

The Sponsor Warrants may also be exercised on a cashless basis for a number of Ordinary Shares equal to the quotient obtained by dividing (x) the product of the number of Ordinary Shares underlying the Sponsor Warrants, multiplied by the excess of the Fair Market Value (as defined below) over the Exercise Price of the Sponsor Warrants by (y) the average reported closing price of the Ordinary Shares for the ten-trading days ending on the third trading day prior to the date on which the notice of warrant exercise is sent to the Warrant Agent.

Once the Public Warrants become exercisable and depending on the fair market value of the underlying Ordinary shares the Company may redeem all outstanding Public Warrants upon a minimum of thirty calendar days' notice. Beginning on the date the notice of redemption is given and until the Public Warrants are redeemed or exercised, Public Warrant Holders may elect to exercise their Public Warrants on a cashless basis. The number of Ordinary Shares that Public Warrant Holders will receive upon such cashless exercise in connection with a redemption by the Company pursuant to this redemption feature is based on the Redemption Fair Market Value of the underlying Ordinary Shares on the corresponding redemption Date.

The Warrants expire five years after the Closing or earlier upon redemption of the Warrants or liquidation of the Company.

The Sponsor owns an aggregate of 7,000,000 Sponsor Warrants, each exercisable to purchase one Ordinary Share at €11.4210 per Public Share. At the Closing Date, $2 million of loans made available from the Sponsor or its affiliates pursuant to a promissory note with the Company converted into Sponsor Warrants at a price of $1.00 per warrant, which resulted in an additional 2,000,000 Sponsor Warrants.

Except as described in this paragraph, the Sponsor Warrants have terms and provisions that are identical to those of the Public Warrants. The Sponsor Warrants (including the Ordinary Shares issuable upon exercise of the Sponsor Warrants) are not transferable, assignable or salable until thirty days after the Closing Date (except pursuant to limited exceptions as described below to the Company's Board and other persons or entities affiliated with the Sponsor) and they are not redeemable by the Company so long as they are held by the Sponsor or its permitted transferees. If the Sponsor Warrants are held by holders other than the Sponsor or its permitted transferees, the Sponsor Warrants will be redeemable by the Company in all redemption scenarios and exercisable by the holders on the same basis as the Public Warrants.

8.5 Management put/call option

Pursuant to the Business Combination agreement, the Company entered a put/call arrangement with managers of Younited upon completion of which their remaining Younited shares will be contributed to the Company in exchange for Ordinary shares and Class C shares of the Company. The put option is to be exercised by the beneficiaries within 15 days following the first anniversary of the Closing Date, provided they have remained continuously employed by the Company or its subsidiaries. If exercised, all Younited shares held by the managers, with a fair value of €6.2 million, will be exchanged for 630,531 Ordinary Shares and 973,713 Class C Shares of the Company, whose fair value, as determined by an independent valuation specialist as of the Closing Date, is €6.2 million. Alternatively, the call option gives the Company the right to acquire the remaining Younited shares only if the put option has expired unexercised. If exercised, the exchange terms mirror the put option with a 30% discount such as the exercise of the call is highly unlikely whereas the put exercise is almost certain. In this context the overall put has been classified as an equity instrument in the Retained earnings and other reserves line item for €6.2 million.

Note 9 Net gains / (losses) on financial liabilities at FVTPL

	Twelve-month period ended December 31,	
(in € thousands)	**2024**	**2023**
Net gains (losses) on financial liabilities at FVTPL	(10,423)	776

Net gains (losses) on financial liabilities at FVTPL corresponds to change in fair value of the Public Warrants and Sponsor Warrants.

Note 10 Net gains / (losses) on financial instruments derecognized

	Twelve-month period ended December 31,	
(in € thousands)	**2024**	**2023**
Net gains (losses) on financial instruments derecognized	525	-

Net gains (losses) on derecognized financial instruments correspond to the difference between the fair value of the Sponsor Warrants received by the Sponsor in settlement of receivable it held against the Company for $2 million as at the Business Combination date.

Note 11 Net interest income

	Twelve-month period ended December 31,	
(in € thousands)	**2024**	**2023**
Interest income from escrow account	11,259	11,568
Interest expense from financial liabilities due to affiliates	(10,876)	(13,854)
Net interest income	**383**	**(2,286)**

During the year ended December 31, 2024, the net interest income amounted to €383 thousands as compared to €(2,286) thousands in 2023. Following the Business Combination the exposure of the Company to interest risk is not significant.

Note 12 Other operating expenses

	Twelve-month period ended December 31,	
(in € thousands)	**2024**	**2023**
Other operational expenses	(19,282)	(3,408)
Share-based payments	(32,221)	-
Total other operating expenses	**(51,503)**	**(3,408)**

12.1 Other operational expenses

Other operational expenses correspond mainly to transactions costs incurred in the context of the Business Combination.

12.2 Share-based payments

12.2.1 *Sponsor Shares*

The Sponsor Entity provided expertise and guidance to support the Company in completing the Business Combination, in exchange for Sponsor Shares that would convert into the Company's ordinary shares upon completion of the transaction. Since the Company issued its own shares as compensation for these services, the share-based payment has been classified as equity-settled. As at December 31, 2023, the Company concluded that the Business Combination was unlikely to occur and that the performance condition had not been met, resulting in no recognition of share-based payment expense.

On October 7, 2024, the Company entered into a Business Combination agreement with Younited, meeting the performance condition. As a result, the share-based payment was recognized and prorated until the closing of the Business Combination December 20, 2024.

At closing, an independent valuation specialist assessed the fair value of the Company's Ordinary Shares resulting from the Business Combination, which was estimated at €6.43 per share. Based on this valuation, the fair value of the consideration transferred to the sponsor, deducted from the original subscription price and from the fair value of 896,187 Ordinary shares resulting from the conversion and subsequently cancelled, was estimated at €31,166 thousand. This amount was recognized in Other operating expenses with a matching entry in Retained earnings and other reserves within shareholders' equity.

12.2.2 *Management Incentive Plan*

The Company has implemented a share-based compensation plan under which eligible employees receive free share awards. A portion of these awards vests 12 months after the grant date without any performance or service conditions, while the remainer consists of Class C Shares. The conversion of Class C Shares into Company Ordinary Shares is contingent on (i) achieving performance market conditions (€10, €13, and €16 for Class C1, Class C2, and Class C3, respectively) within the 36 months post-closing, and (ii) on a service condition as beneficiaries must have been continuously employed at the time the market condition is satisfied.

Under IFRS 2 the management incentive plan is classified as an equity-settled share-based payment as settlement occurs in shares of the Company rather than in cash.

The Management Incentive Plan represents a total of 356,784 Company Ordinary Shares and 1,084,892 Class C Shares, of which 160,509 Ordinary Shares and 543,412 Class C Shares (ow. 25% of Class C1, 25% of Class C2 and 50% of Class C3) were granted by the Board of Directors held December 19, 2024. The fair value of the consideration granted by the Board of Directors was determined by an independent valuation specialist at €6.43 per Ordinary Share and €2.81, €2.24, and €1.85 per Class C1, Class C2, and Class C3

Shares, respectively. This results in an overall share-based payment of €2,220 thousand.

The Ordinary Shares are considered fully vested at grant, as no performance or service conditions apply whereas the estimated vesting periods for each Class C Share category have been determined based on the expected time for satisfaction of performance conditions as set out in the workings performed by the independent valuation specialist. The vesting period is estimated at 1.29 years for Class C1 Shares, 1.56 years for Class C2 Shares, and 1.78 years for Class C3 Shares.

(in € thousands)	Ordinary Shares	Class C-1	Class C-2	Class C-3	Total
Vesting period (days)		471	569	650	
Number of days until closing		11	11	11	
Number of granted shares	160,509	135,183	135,183	271,114	**703,921**
FV of the compensation transferred (in € thousands)	1,031	380	303	502	**2,220**
Expense recognized for the year	**1,031**	**9**	**6**	**8**	**1,055**

As at December 31, 2024, reconciliation between awards outstanding at opening and as at December 31, 2024 is detailed below:

	Awards	Weighted average fair value (in €)	Total fair value (in € thousands)
As at January 1, 2024	**-**	**-**	**-**
Granted	703,921	**3.15**	**2,220**
Exercised	-	**-**	**-**
Forfeited	-	**-**	**-**
As at December 31, 2024	**703,921**	**3.15**	**2,220**

Note 13 Income tax expense

The Company is domiciled in Luxembourg and is subject to taxation under Luxembourg tax regulations. For the financial year ended December 31, 2024, the Company recorded a Net loss for the year of €(65,937) thousands, resulting in no current income tax expense. The table below present a reconciliation from the effective tax rate to the theoretical tax rate under Luxembourg tax regulations:

(in € thousands)	2024	2023
(Loss) / Profit before income tax	**(60,786)**	**(4,893)**
Income tax rate (1)	24.94%	0%
Theoretical income tax expense	**(15,160)**	**-**
Tax effects of:		
Income and expenses restated from the tax result	*10,504*	-
Not taxable deferred asset	*4,656*	-
Total income tax	**-**	**-**
Effective tax rate	0%	0%

(1) At year end 2023 the Company was incorporated in the Cayman Islands where the income tax rate is 0%.

Due to the uncertainty regarding future taxable profits, no deferred tax asset has been recognized in the Statement of Financial Position.

Note 14 Dividends

No dividends were paid or declared by the Company during the year ended December 31, 2024 and during the year ended December 31, 2023

Note 15 (Loss) / Earnings per share

Weighted-average number of Sponsor Shares

(in € thousands)	2024	2023
Numerator		
Net (loss) / profit for the year used in basic (loss) / profit per share	(60,786)	(4,893)
Total net (loss) / profit for the year used in basic (loss) / profit per share	**(60,786)**	**(4,893)**
Denominator		
Weighted average number of Sponsor Shares used in basic (loss) / earnings per share	6,697,490	5,750,000
Total weighted average number of Sponsor Shares used in basic (loss) / earnings per share	**6,697,490**	**5,750,000**
Total (in euros)	**(9.08)**	**(0.85)**

Inclusion of potential dilutive instruments would result in a lower loss per share, which is not permissible under IAS 33. As a result, diluted Loss per Share is equal to the basic Loss per Share, i.e., €(9.08).

Note 16 Related party transactions

According to IAS 24, related parties include significant shareholders, Key Management Personnel and members of the Board of Directors. All transactions with related parties were concluded at arm's length. Below is the detail of the transactions with the related parties.

16.1 Transactions with significant shareholders

16.1.1 *Sponsor Share Subscription and conversion*

On April 16, 2021, the Sponsor subscribed to Sponsor Shares at a total purchase price of $25,000, with a nominal value of $0.0001 per share. As at December 31, 2023, 5,750,000 Sponsor Shares remained outstanding. In recognition of the expertise and strategic guidance provided by the Sponsor in facilitating the Business Combination, these shares were converted into the Company's ordinary shares upon closing on December 20, 2024, leading to the recognition of a share-based payment expense of €31,166 thousand.

16.1.2 *Financial Support through Warrants and Promissory Note*

The Sponsor Entity provided additional financial support by subscribing to 7,000,000 Sponsor Warrants in a private placement that closed simultaneously with the IPO. Each warrant, acquired at $1.00 per unit, is exercisable in the conditions described in Note 5.

Additionally, on June 23, 2021, the Sponsor Entity extended a promissory note of up to $2,000,000 to fund pre-Business Combination expenses, including the investigation and selection of a target business. Upon closing, this note was converted into 2,000,000 Sponsor Warrants. The difference between the carrying amount of the extinguished liability and the fair value of the warrants issued resulted in a gain of €525 thousand, recognized in the Financial result.

For the years ended December 31, 2024 and December 31, 2023 unrealised net gains (losses) related to Sponsor Warrants amounted to €(4,730) thousand and €371 thousand, respectively.

16.1.3 *Backstop Agreement*

On October 7, 2024, the Company entered into a Backstop Agreement with the Sponsor and SRP Management, under which they committed to subscribe for and purchase Public Shares in connection with the Business Combination at a per-share price equivalent to $10.00 in euros. This resulted in a capital increase of €82,230 thousand.

16.2 Transactions with Key Management Personnel

16.2.1 *Compensation to Key Management Personnel*

	As at December 31,	
(in € thousands)	**2024**	**2023**
Share-based payment	158	-
Total	**158**	**-**

16.2.2 *Put option on a management earnout*

Pursuant to the Business Combination agreement, the Company entered a put/call arrangement with managers of Younited upon completion of which their remaining Younited shares will be contributed to the Company in exchange for Ordinary shares and Class C shares of the Company. The put option is to be exercised by the beneficiaries within 15 days following the first anniversary of the Closing Date, provided they have remained continuously employed by the Company or its subsidiaries. If exercised, all Younited shares held by the managers, will be exchanged for Ordinary Shares and Class C Shares of the Company, for an equal fair value as determined at closing by an independent valuation specialist. Alternatively, the call option gives the Company the right to acquire the remaining Younited shares only if the put option has expired unexercised. This resulted in an increase in Retained Earnings and other reserves of which €3,684 thousand relate to the managers of Younited who became Key management personnel of the Company upon Closing of the Business Combination.

16.3 Transactions with members of the Board of Directors

In line with governance and incentive mechanisms, the Sponsor agreed to transfer 20,000 Public Shares to each of the non-executive members of the Company's Board of Directors, all of whom qualify as independent under the Dutch Corporate Governance Code, as well as to each of the Advisers. In total, 120,000 Public Shares were transferred upon the completion of the Business Combination.

Note 17 Financial risk management

The Audit Committee monitors the effectiveness of the Company's internal control systems and risk management system with respect to financial reporting. Financial risks principally include market risk, liquidity risk and credit risk.

17.1 Market risk management

Market risk is the risk that the value of financial assets will fluctuate as a result of changes in market prices whether those changes are caused by factors specific to the individual assets or factors affecting all assets in the market. Market risk includes interest, currency and other market price risk.

As at December 31, 2024, the Company has no significant exposure to interest rate risk.

As at December 31, 2024, the Company current assets and current liabilities denominated in USD are respectively of $ 348 thousand and of $ 9,512 thousand. As at December 31, 2024 there is no other asset or liabilities denominated in a currency which is different from the Company's functional currency. Current liabilities are to be settled within 90 days following December 31, 2024 such as the Company's exposure to currency risk is considered minimal. As the Company has minimal exposure to currency risk, management considers that no foreign exchange rate sensitivity analysis is required.

17.2 Liquidity risk management

Liquidity risk is the risk that the Company may not be able to generate sufficient cash resources to settle its obligations in full as they fall due. The table below summarizes the maturity profile of the Company's financial liabilities at December 31, 2024 based on contractual undiscounted payments.

	As at December 31, 2024			
(in € thousands)	**Less than 3 months**	**3-12 months**	**12-18 months**	**Total**
Liabilities				
Accounts payable	18,087	-	-	**18,087**
Public Warrants liabilities at FVTPL[1]	-	5,883	-	**5,883**
Sponsor Warrants liabilities at FVTPL	-	6,298	-	**6,298**
TOTAL LIABILITIES	**18,087**	**12,181**	**-**	**30,268**

[1] *Public Warrants liabilities will be settled in equity*

The table below summarizes the maturity profile of the Company's financial liabilities at December 31, 2023 based on contractual undiscounted payments.

	As at December 31, 2023			
(in € thousands)	**Less than 3 months**	**3-12 months**	**12-18 months**	**Total**
Liabilities				
Accounts payable	725	-	-	725
Accounts payable and accrued expenses due to affiliates	499	-	-	499
Units	-	179,435	-	179,435
Ordinary shares	-	57,323	-	57,323
Public Warrants liabilities at FVTPL	-	45	-	45
Sponsor Warrants liabilities at FVTPL	-	168	-	168
TOTAL LIABILITIES	**1,224**	**236,972**	**-**	**238,195**

17.3 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Company assets exposed to such risk comprise cash balances held with major European financial institution. The probability of default of this counterparty is deemed negligible, as indicated by the credit rating presented in the table below:

	S&P	Moody's	Fitch
Financial Institution rating (senior unsecured)	A	Aa3	A+

17.4 Capital management policy

The Company's policy focuses on maintaining an optimal capital structure to support its subsidiaries while ensuring compliance with legal requirements and long-term growth.

Note 18 Auditor's fees

Audit fees (VAT included) for the financial year 2024, related the independent auditor KPMG Audit S.à.r.l. break down as follows:

(in € thousands)	2024	2023
Statutory audit for the financial statements	(174)	(120)
Non-Audit Services	(127)	-
Total	**(301)**	**(120)**

In 2024, fees invoiced by the statutory auditors amounted to €301 thousands, of which €127 thousands have been invoiced by KPMG S.à.r.l. Luxembourg in the context of the Business Combination.
Furthermore, KPMG LLP Cayman Islands has provided assurance services amounted to €556 thousands.

As of December 31, 2023, fees invoiced by the statutory auditors amounted for €120 thousands invoiced by KPMG LLP, Cayman Islands for the statutory audit of Iris Financial.

Auditor’s Report on the Annual Accounts of the Parent Company

KPMG

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REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Younited Financial S.A. (the "Company"), which comprise the statement of financial position as at 31 December 2024, and the statement of profit or loss and other comprehensive income, statement of changes in shareholders' (deficit) / equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession (the "Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier (the "CSSF"). Our responsibilities under the EU Regulation N° 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of "réviseur d'entreprises agréé" for the audit of the financial statements » section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants ("IESBA Code") as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 of the current period. These matters were addressed in the context of the 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.

Business combination and related transactions ("the Business Combination")

Why the matter was considered to be one of most significance in our audit

In the context of a business combination transaction with Younited S.A. in 2024, Younited Financial S.A. (formerly known as RA Special acquisition Corporation and then Iris Financial) was transferred on 12 December 2024 from the Cayman Islands to Luxembourg without disruption of its legal personality.

The business combination required the implementation of various transactions linked to:

- The issuance, redemption and conversion of equity and liability instruments on level of the Company;
- the issuance of new equity and liability instruments to existing shareholders of Younited S.A. in exchange for their shareholding in the Company through a contribution in kind following the approval of the transaction by the European Central Bank dated 20 December 2024;
- the capital increase in Younited S.A.

Given the importance and the complexity of the transactions for the Company, we have considered the transactions as key audit matter in our audit of these financial statements.

Please refer to Note 2.1, 8,9,12 for the respective disclosures in the financial statements.

How the matter was addressed in our audit

Our procedures for the Business Combination included, but were not limited to the following:

- Obtained and inspected the agreements and resolutions in respect of
  - the transfer of the legal seat and change in functional currency;
  - the implementation of the various transactions linked to the issuance, conversion and redemption of equity instruments and financial liabilities;
  - the contribution in kind and the subsequent capital increase in Younited S.A.
- We have verified that the above transactions have been reflected in the financial statements and disclosed in the notes to the financial statements in accordance with the respective IFRS accounting standards as adopted by the European Union.
- We have involved KPMG Valuations specialists to verify the valuation of warrant liabilities measured at Fair Value through profit and loss.
- We have inquired with management regarding events subsequent to the transaction that might have an impact on the valuation of the shares in Younited S.A. subsequent to the transaction.
- We have assessed the valuations performed by the management's specialist regarding the shares of the Company and respective share options issued in the context of a management incentive plan.
- We have analyzed, with the assistance of our KPMG Valuation specialists, the valuation of the shares in Younited S.A. based on the supporting transaction documentation and the related disclosures notes in the financial statements in accordance with IFRS accounting standards as adopted by the European Union.

KPMG

Other Matter

The financial statements of the Company as at and for the year ended 31 December 2023 were audited by another auditor who expressed an unmodified opinion on those statements on 29 April 2024.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the annual report including the management report and the Corporate Governance Statement but does not include the financial statements and our report of the “réviseur d'entreprises agréé” thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors for the financial statements

The Board of Directors is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The Board of Directors is responsible for presenting the financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format (“ESEF Regulation”).

In preparing the financial statements, the Board of Directors is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the “réviseur d’entreprises agréé” for the audit of the financial statements

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the “réviseur d’entreprises agréé” that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. 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.

Our responsibility is to assess whether the financial statements have been prepared in all material respects with the requirements laid down in the ESEF Regulation.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

— Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and 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.

— Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

— Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

— Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, 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 report of the "réviseur d'entreprises agréé" 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 report of the "réviseur d'entreprises agréé". However, future events or conditions may cause the Company to cease to continue as a going concern.

— Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on other legal and regulatory requirements

We have been appointed as "réviseur d'entreprises agréé" by the extraordinary general meeting of shareholders on 12 December 2024 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 1 year.

The management report is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the (consolidated) management report. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings as amended, is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in the EU Regulation N° 537/2014 were not provided and that we remained independent of the Company in conducting the audit.

We have checked the compliance of the financial statements of the Company as at 31 December 2024 with relevant statutory requirements set out in the ESEF Regulation that are applicable to financial statements.

For the Company it relates to:

— financial statements prepared in a valid xHTML format;

— The XBRL markup of the financial statements using the core taxonomy and the common rules on markups specified in the ESEF Regulation.

In our opinion, the financial statements of Younited Financial S.A. as at 31 December 2024, identified as younited-2024-12-31-0-en.xhtml, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Our audit report only refers to the financial statements of Younited Financial S.A. as at 31 December 2024, identified as younited-2024-12-31-0-en.xhtml, prepared and presented in accordance with the requirements laid down in the ESEF Regulation, which is the only authoritative version

Luxembourg, 4 April 2025

KPMG Audit S.à r.l.
Cabinet de révision agréé

Pia Schanz