

SOCIETE INTERNATIONALE DE PLANTATIONS D'HEVEAS
(International Rubber Plantation Company)

**Société Anonyme (French Public limited Company) with a share
capital of EUR 11,568,965.94**
53/55, rue du Capitaine Guynemer, 92400 COURBEVOIE RCS
(Trade and Companies Register) Nanterre B 312 397 730

Accounts as of 31/12/2023

SIPH CORPORATE FINANCIAL STATEMENTS

Twelve-month financial year
From ¹January to 31 December 2023

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Balance sheet

	as of 31 Dec 2023			as of 31/12/22		as of 31/12/23	as of 31/12/22
	Gross	Amortisations and depreciations	Net	Net		Net	Net
FIXED ASSETS					SHAREHOLDER EQUITY		
Other intangible assets Current intangible assets	1,667,417 455,826	1,583,091	84,326 455,826	305,457 364,196	Share capital	11,568,966	11,568,966
Intangible fixed assets total	2,123,243	1,583,091	540,152	669,653	Issuance, mergers, contributions premiums	25,179,034	25,179,034
General facilities Computer facilities Office equipment	305,147	232,575	72,572	16,642	Statutory Reserve	1,156,897	1,156,897
Other computer equipment Office furniture	279,725	212,698	67,027	40,746	Unavailable reserves	2,780	2,780
Current tangible fixed assets					Other Reserves	14,362,903	14,362,903
Total tangible fixed assets	-	-	-	-	Carried forward	20,342,131	11,482,471
Other holdings	584,872	445,273	139,599	57,388	INCOME FOR THE FINANCIAL YEAR	19,086,195	17,665,434
Receivables linked to equity interest Loans	134,618,324	64,279,432	70,338,892	69,995,498	Regulated provisions	610,111	610,111
Other financial assets	60,099,588	24,557,363	35,542,225	42,254,358	Total shareholder equity	92,309,017	82,028,596
Financial fixed assets total	12,604	112,202	112,202	108,743	PROVISIONS FOR RISKS AND CHARGES		
	194,842,718	88,836,795	106,005,923	112,371,203	Provisions for risks Provisions for charges	543,000 1,373,576	- 1,926,551
Total fixed assets	197,550,833	90,865,159	106,685,674	113,098,244	Total provisions	1,916,576	1,926,551
CURRENT ASSET					LIABILITIES		
Stock and outstanding invoices: goods	174,083		174,083	160,553	Loans and liabilities from credit institutions		
Total stock	174,083	-	174,083	160,553	- of which over a year	49,000,000	61,000,000
Advances and down payments made	2,123,780		2,123,780	1,285,262	- of which under a year	12,018,995	12,031,464
Customer and related accounts	58,611,478		58,611,478	35,987,133	Other borrowings and financial liabilities	210,847	241,752
Other receivables	13,686,189		13,686,189	2,949,352	Advance down payments received on current orders	462,912	453,940
Total debts	74,421,447	-	74,421,447	40,221,747	Supplier liabilities and related accounts	38,546,596	30,794,270
Marketable securities	-		-	-	Social and tax liabilities	645,383	918,181
Cash	12,712,986		12,712,986	37,427,399	Liabilities on fixed assets and related accounts		
Prepaid expenses	1,465,570		1,465,570	15,458	Other liabilities	156,128	5,779
Total current asset	88,774,086	-	88,774,086	77,825,157	Deferred revenue	543,571	1,148,969
ADJUSTMENT ACCOUNT			87,134,433	77,649,146	Total liabilities	101,584,432	106,594,355
Asset currency conversion adjustment	566,767		566,767	612,274	ADJUSTMENT ACCOUNT	52,040,861	44,445,386
					liabilities currency conversion adjustment	216,503	986,174
GENERAL TOTAL	286,891,685	90,865,159	196,026,526	191,535,675	GENERAL TOTAL	196,026,526	191,535,675

Profit and loss account

INCOME STATEMENT AS **AT** 31 DECEMBER 2023 IN €

Financial year 01/01/23 to 12/31/23

	as of 31/12/23	as of 31/12/22
OPERATING INCOME		
Sale of goods	463,391,975	528,824,340
Provision of services	9,374,714	10,843,699
Others		
Net turnover	472,766,689	539,668,039
Reversals of depreciation, provisions, transfers, expenses	605,734	
Other income	3,057,840	5,818,574
Total operating income	476,430,263	545,486,613
OPERATING EXPENSES		
Purchase of Goods	436,441,060	498,875,296
Stock variation (goods)	-15,629	-160,011
Other purchases and external expenses	18,867,096	22,917,818
Taxes and similar payments	287,816	288,186
Wages and salaries	2,766,146	3,102,026
Social security charges	1,210,412	1,182,244
Allocations on fixed assets (depreciation)	253,453	230,555
Allocations on current assets (provisions)	0	0
Allocations on risks and expenses (provisions)	641,266	261,075
Other expenses	2,823,488	6,403,845
Total operating expenses	463,275,108	533,101,034
OPERATING PROFIT	13,155,155	12,385,579
JOINT OPERATIONS		
Profit allocated, transferred loss		

FINANCIAL INCOME		
Participation	13,550,025	12,829,330
Other interest and similar income	4,939,935	4,135,157
Reversals of provisions, transfers, expenses	2,447,150	421,466
Positive exchange rate differences	1,381,247	2,329,723
Net income from disposals of securities		
Total financial income	22,318,356	19,715,675
FINANCIAL EXPENSES		
Financial charges for depreciation and provisions	7,667,953	6,096,926
Interest and similar expenses	3,383,732	2,919,127
Negative exchange rate differences	1,671,061	1,575,889
Net expenses from disposals of securities		
Total financial expenses	12,722,745	10,591,942
FINANCIAL INCOME	9,595,610	9,123,733
CURRENT INCOME	22,750,766	21,509,312
EXCEPTIONAL INCOME		
On management operations		
On capital operations		
Total Exceptional Income	0	0
EXCEPTIONAL EXPENSES		
On management operations	257	
On capital operations	0	126
Expenses for depreciation and provisions		
Total exceptional expenses	257	126
EXTRAORDINARY PROFIT OR LOSS	-257	-126
Income tax	3,664,313	3,843,751
TOTAL INCOME	498,748,619	565,202,288
TOTAL EXPENSES	479,662,423	547,536,854
NET RESULT	19,086,196	17,665,435

Appendix

Accounting policies and methods

(Decree No. 83-1020 of 20-11-1983 - Articles 7.21.24 début 24-1, 24-2 and 24-)

APPENDIX TO THE BALANCE SHEET AND PROFIT AND

LOSS ACCOUNT

* * *

On the balance sheet prior to distribution for the financial year ending 31/12/2023 - the total of EUR 196 026 527.22 - and the Profit and loss account for the financial year, presented as a list and showing income of EUR 19,086,195.76.

The financial year has a duration of 12 months, covering the period from 01/01/2023 to

31/12/2023. The notes or tables below are an integral part of the annual accounts.

The annual financial statements are prepared in accordance with the provisions of Regulation 2014-03 (modified by subsequent regulations) of the French Accounting Standards Authority (ANC), approved by a ministerial decree of 8 September 2014 relating to the French General Accounting Plan, as per the previous financial year.

In addition, the annual financial statements incorporate the provisions of ANC Regulation 2015-05 relating to financial futures and hedging transactions, the application of which is mandatory as of the 2017 financial year. This regulation aims to specify the accounting methods for forward financial instruments and hedging transactions and has no significant impact on the company's annual financial statements.

The basic method used for the valuation of items recorded in the accounts is the historical cost method.

Significant events during the financial year

- **The Russian-Ukrainian War**

The ongoing war in Europe between the Russian Federation and Ukraine currently has no impact on our sales. However, it has disrupted the entire supply chain, and has significantly impacted the cost of agricultural inputs.

- **The rubber market**

After a difficult year in 2022 for rubber prices (beginning of the year USD 0.175 – end of year USD 0.125), 2023 was a rather positive year. Indeed, prices first stabilised around the 125USD level and then rose sharply from September.

So we ended 2023 with a SICOM at \$0.150.

In 2023, we can see that headline inflation was at its peak and is starting to decline in major economies. Also, the effects of the commodity price shock resulting from the Ukraine-Russia war are fading and the pressures on the supply chain have dissipated. These factors have strongly contributed to the return of demand and therefore to the rise in the market.

The turnover amounts to EUR 472.76 million compared to EUR 539.67 million in 2022. The quantities sold are up by 5% and relate to 352,826 tonnes compared to 333,049 tonnes in 2022.

- **Finalisation of the EUR 85 million financing**

SIPH had initiated discussions with its pool of banking partners to set up financing of EUR 85 million, which was intended to cover the investment commitments of its subsidiaries.

Delayed by the health crisis, the loan was put in place at the end of 2020, for its first tranche of EUR 60 million. The second instalment of EUR 12.5 million was drawn in full in January 2021.

The third instalment, called the "ADB instalment" as IT met the specific requirements of the African Development Bank, was approved on 15 January 2022 and disbursed by the lender on 11 February 2022.

The 3-month Euribor interest rate, to which a margin is added in accordance with the contractual arrangements, is used for draws.

For the 1st tranche of EUR 60 million, the Euribor was capped at 0.1271%. For the 1st draw of the 2nd tranche (EUR 12.5 million), the Euribor was hedged at 1%. For the 1st draw of the 3rd tranche (EUR 12.5 million), the Euribor was hedged at 1%.

- SIPH repayment: half-yearly maturities of **EUR 6 million** in May and November 2023 and 2024.

- **Financing of subsidiaries**

In accordance with its strategic development program, SIPH finances the following subsidiaries:

GREL & SAPH:

SIPH provides GREL with funding in the amount of EUR 24.8 million, and SAPH with funding in the amount of EUR 24.0 million. Both of these loans are repayable from 2022 to 2030.

- Repayment of IG Loans: half-yearly maturities of **€1.7 million** for SAPH and GREL in May and November, i.e. a **total repaid in 2023 and 2024 of €3.4 million for SAPH and €3.5 million for GREL**.
- The total net interest paid by SIPH over 2023 is EUR 3.3 million
- The total set-up costs in 2022 & 2022 is EUR 5.2 million

CRC:

In 2023, SIPH provided CRC with funding in the amount of USD 5.2 million (EUR 4.8 million). The depreciation of this advance and the 2023 interest (EUR 1.3 million) impacted the financial income, as well as the foreign exchange adjustment of the entire receivable held for CRC (EUR 0.5 million).

- **Subsidiary results**

In 2023, SIPH received EUR 13.55 million in dividends from its subsidiaries, whereas in 2022, it received EUR 12.8 million in dividends.

Intangible fixed assets

Intangible fixed assets mainly consist of computer software.

Development costs for software improvements are directly included in the expenses for the period and are therefore not counted as fixed assets. Amortisation charges are calculated over the estimated useful life of the software, i.e. over 5 years.

The deployment of an ERP for accounting and financing has been effective since 1 January 2019. Migration to the new version of the ERP took place at the end of September 2023.

Tangible fixed assets

Tangible fixed assets are recorded at their acquisition cost (purchase price + incidental costs), or at their contribution value. Amortisation is calculated on a straight-line basis according to the estimated lifespan of fixed assets and the following useful lifespans:

Tangible assets	Term
IT equipment and installation	3 years
General installations	10 years
Office equipment	5 years
Office furniture	10 years

Financial fixed assets

Equity interests are valued at their acquisition cost plus acquisition fees. A provision for depreciation is added where necessary. The estimate is made on the basis of the value in use of the securities according to future cash flow forecasts (taking into account elements of assessment such as the outlook for income and development, competitive environment, country risks, etc.).

“Receivables from equity” include current account cash advances made to medium- and long-term subsidiaries.

Current assets and liabilities

- ***Inventories and outstanding amounts***

Inventories are valued at their cost. Depreciation is recorded when the cost is higher than the realisable value.

- ***Receivables***

Receivables are valued at their nominal value. Depreciation is applied when the inventory value is lower than the book value.

Provisions related to doubtful or litigious receivables are based on a risk assessment - carried out on a receivable-by-receivable basis - depending on the situation of the debtor or the disagreement and factual elements such as the bankruptcy of the customer, repeated written reminders, or even the notification of a dispute.

Cash advances to subsidiaries (apart from current account advances) are recorded as 'other receivables'.

Date of acknowledgement of receivables:

According to the PCG, the debt arises during the exchange of consents, and its principles and amount become clear during the transfer of ownership of the goods concerned. In accordance with industry practices, SIPH applies the principle of sales under incoterms (conditions of sale).

The incoterms define the date of the transfer of risks, but they do not define the date of the transfer of ownership.

In accordance with the reference material and industry practices, SIPH recognises its receivables when the risks are transferred. This corresponds to the date of delivery of the goods to the carrier, according to the FOB and CIF incoterms.

- ***Foreign currency transactions***

Receivables and liabilities in foreign currencies are subject to an adjustment based on the relevant currency rates on 31 December of each year.

When the exchange rate applied at the closing of the accounts, this has an effect of modifying the equivalent values in EUR, there are differences in conversion into adjustment accounts. A conversion difference on the liabilities side corresponds to a latent gain.

A conversion difference on the liability's assets side corresponds to a latent loss and leads to the inclusion of a provision for risks.

Currency forward exchange hedging transactions are used to hedge exposure to exchange rate fluctuation risks.

- ***Investment securities***

Marketable securities are valued at acquisition value, or at market value if the latter is lower.

Provisions

- *Regulated provisions*

Regulated provisions are included in accordance with tax regulations.

This section includes accelerated amortisation corresponding to the excess of tax amortisation over economic depreciation.

- *Provisions for risks and charges*

The provision for pension commitments is updated every year.

The provision for retirement benefits covers the potential rights of all employees. It is calculated on an actuarial basis, taking into account the seniority and remuneration of those concerned as well as the probability of departure or death before retirement age.

The main parameters considered in 2023 are:

- The retirement age of 65
- The 5% revaluation rate.
- The 4% turnover assumption.
- The 50% charging rate.

The calculation basis is the zero-coupon rate curve of the French Institute of Actuaries, which was published and available in November 2022. The commitment regarding long-service awards is not provisioned, given its insignificant nature.

Fixed assets

Fixed assets in EUR K:

Gross capital result in EUR K:

Natures	Gross value at the beginning of the financial year	Increase	Transfer from item to item	Reduction by transfer & disposals	Gross value at the end of the financial year
Intangible fixed assets:	1,667				1,667
Current intangible fixed assets:	364	182		91	456
Tangible fixed assets:	476	115		6	585
Current tangible fixed assets:					
Financial fixed assets:					
*equity interest	134,275	343			134,618
*Receivables linked to equity interest	61,545	6,763		8,209	60,100
*Loans and other financial assets	121	3			125
Subtotal of financial fixed assets	195,942	7,110		8,209	194,843
Grand Total	198,450	7,407		8,306	197,551

Depreciation in EUR K

Natures	Value at the beginning of the financial year	Allowance for the financial year	Reduction by transfer disposals	Value at the end of the financial year
Intangible fixed assets:	1,362	221		1,583
Tangible fixed assets:	419	32	6	445
Total	1,584	253	6	2,028

Depreciation of financial assets in EUR K

Natures	Value at the beginning of the financial year	Charges for the financial year or transfer from item to item	Resumption of the financial year	Value at the end of the financial year
Financial fixed assets:				
*equity interest	64,279			64,279
*Receivables linked to equity interest	19,291	7,101	1,835	24,557
*Loans and other financial assets				
Total	83,570	7,101	1,835	88,837

Net fixed assets at closing in EUR K

Natures	Gross value	Depreciation	Depreciation	Net value
Intangible fixed assets:	1,667	1,583		84
Current intangible fixed assets:	456			456
Tangible fixed assets:	585	445		140
Current tangible fixed assets:				
Financial fixed assets:				
*equity interest	134,618		64,279	70,339
*Receivables linked to equity interest	60,100		24,557	35,542
*Loans and other financial assets	125			125
Subtotal financial fixed assets	194,843		88,837	106,006
Grand Total	197,551	2,028	88,837	106,686

Tangible and intangible fixed assets

Movements in the fixed assets item are mainly due to the acquisition and installation of IT infrastructures and equipment.

Financial fixed assets

equity securities: The gross value of equity securities amounts to EUR 134,488 K. These securities are 100% depreciated before the 2023 fiscal year.

The net value of the equity interest was EUR 56,164 K as of 31/12/2023.

Receivables linked to equity interest:

This item includes loans to GREL (EUR 17,801 K) and to SAPH (EUR 17,224 K), as well as interest due under these various loans, and advances and interest to CRC in the amount of EUR 21,139 K, as well as interest to SAPH (EUR 426 K) and GREL (EUR 92 K). At the end of 2023, the receivables from CRC are fully provisioned.

INFORMATION TABLE CONCERNING SUBSIDIARIES AND PARTICIPATIONS

Subsidiaries and Participations	Share of capital owned (%)	Capital	Non-capital equity	Book value of securities held		Loans & Advances granted by the company and not yet reimbursed	Amount of the guarantees and endorsement given by
				Gross	Net		
1) SUBSIDIARIES OWNED +50%							
FRENCH SUBSIDIARIES	NIL	NIL	NIL	NIL	NIL	NIL	NIL
FOREIGN SUBSIDIARIES							
Société Africaine de Plantations d'Hévéas (SAPH)	68.06%						
Registered office: 01 BP 1322 - Abidjan Cote d'Ivoire in K CFA in EUR K		14,593,621 22,248	82,177,218 125,278	26,534	26,534	17,224	
Rubber Estates Nigeria limited (REN)ex MDC	70.32%						
Osse River Estata, Udo, Ovia, South-West, Local government Area - Edo State Nigeria in K Naira in EUR K		491,875 497	24,354,235 24,625	19,662	19,662		
Ghana Rubber Estates limited (GREL)	64.25%						
Headquarters: Takoradi, Ghana in EUR K		8,178	58,425	24,012	24,012	17,801	
Cavalla Rubber Corporation Inc (CRC) (CRC)	100.00%						
Headquarters: Liberia in USD K in EUR K		78,979 71,474	-73,535 -66,547	64,279	0	21,139	
2) INTERESTS HELD from 10 to 50%							
	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3) OTHER EQUITY SECURITIES							
whose gross value does not exceed 1% of the company's capital							
French companies in EUR K Foreign companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL
TOTAL IN EUR K							
Foreign subsidiaries				134,488	70,209	56,164	
Participations in French companies Participations in foreign companies				0	0	0	
TOTAL IN EUR K				134,488	70,209	56,164	

Inventories and current: EUR 174,08 K compared to EUR 160,55 K as of 31/12/2022

The amounts mentioned in this item relate to goods in transit, which will be invoiced to customers upon delivery. This is scheduled for early 2023.

Provisions and depreciations

Provisions for risks and charges EUR 1,916 K compared to EUR 1,927 K as of 31/12/2022

Provisions for risks and charges

Headings	Opening balance	Allowance for the financial year	Resumption of the financial year (provision used)	Resumption (unused provision)	Closing balance
Provision for retirement benefits	1,314,277	98,266	605,735		806,808
Provision for translation gains and losses Assets	612,274	566,767	612,274		566,767
Provision for tax risk		543,000			543,000
TOTAL PROVISIONS	1,926,551	1,208,033	1,218,009	-	1,916,575

This item notably includes provisions for retirement indemnities, including social security charges. Retirement benefits are calculated with discounting, based on salaries as of 31 December 2023. The calculation considers the expected seniority on the theoretical date of retirement, which is determined by various applicable statistical parameters.

Resumption of provisions for currency conversion adjustments, mainly relating to rubber customers, amount to EUR 612 K in 2022.

Notes on the Profit and loss account

Operating income: EUR 476,430 K compared to EUR 545,487 K as of 31/12/2023

In EUR K	2023	2022
Rubber sales	447,429	509,472
'General Trade' Sales	15,963	19,353
"Other raw materials" Sales	0	0
Services and related products	9,375	10,844
Day-to-day management products	3,058	5,819
Reversal of provisions - Transfers of expenses	606	0
TOTAL OPERATING INCOME	476,430	545,487

Operating income includes:

- Turnover from rubber sales, SIPH ensuring the international marketing of the rubber produced by subsidiaries. In 2023, the volume of rubber sold amounted to 353 thousand tonnes, compared to 333 thousand tonnes in 2022.
- The "General Trade" turnover, corresponding to the recurring activity of supplying inputs to SIPH subsidiaries and companies in the SIFCA Group. In 2023, this activity increased because of the resumption of investment programmes by Group companies.

- Turnover from trading raw materials other than rubber (palm oil, sugar, etc.). These trading operations meet the specific requirements of the SIFCA Group. Although the turnover can be significant for certain operations, this activity is carried out without risk and contributes only marginally to the income. SIPH did not carry out any of these trading activities in 2023 and 2022.
- Provision of services, consisting mainly of technical assistance contracts issued by SIPH to its subsidiaries.

Operating expenses: EUR 463,275 K compared to EUR 533,101 K as of 31/12/2022

Due to the trading activity (rubber, and “General Trade”), purchases of goods are the most significant operating expenses, amounting to EUR 436,441 K in 2022 compared to EUR 498,875 in 2022.

PURCHASE OF GOODS		
In €	2023	2022
Rubber activity	422,682,618	483,291,973
General Trade Activity	13,758,443	15,583,323
"Other commodity trading" Activity		
TOTAL PURCHASE OF GOODS	436,441,060	498,875,296

External expenses represent EUR 18,867 K compared to EUR 22,918 K in 2022, and notably include the technical assistance services provided to SIPH by SIFCA and Michelin.

These technical assistance services can be broken down as follows:

In K€	2023	2022
SIFCA	3,129	3,129
MICHELIN	2,393	1,947

OTHER EXPENSES:

Other expenses amount to EUR 2,823 K compared to EUR 6,404 K in 2022, mainly including commercial exchange losses for EUR 2,733 K.

Joint operations

SIPH holds a 50% equity in an economic interest group (EIG). This EIG has not been active since 2005 and was liquidated in 2020.

Financial results: EUR 9,596 K compared to EUR 9,124 K as of 31/12/2022

In 2023, SIPH received dividends from its subsidiaries totalling EUR 13,550 K:

- SAPH EUR 7,821 K
- RENL EUR 1,568 K
- GREL EUR 4,160 K

Compared to EUR 12,829K from its subsidiaries in 2022.

The financial income for 2023 notably includes:

- Interest invoiced to GREL, SAPH and CRC in the amount of EUR 3,929 K, as remuneration for current account advances
- Interest and financial expenses of EUR 3,384 K, including bank interest of EUR 3,384 K.
- The depreciation of the advance made to CRC for EUR 7,668 K, compared to EUR 6,097 K in 2022

Extraordinary result: EUR 0 compared to EUR 0 as of 31/12/2022

Receivables and liabilities

Receivables: EUR 74,421 K compared to EUR 40,767 K net as of 31/12/2022

The analysis of receivables is as follows:

- *Net receivables:* EUR 58,611 K compared to EUR 37,369 K as of 31/12/2022.
- *Advances to suppliers:* EUR 2,124 K compared to EUR 1,285 K as of 31/12/2022.
This item includes advances on current orders for goods.
- *Other receivables:* EUR 13,686 K compared to EUR 1,567 K as of 31/12/2022.

This item mainly includes the refundable VAT credit.

All net receivables are considered recoverable.

The receivables notably include

- The customer account for rubber sales in the amount of EUR 47,211 K compared to EUR 25,249 K at the end of 2022
- The customer account for General Trade and Holding in the amount of EUR 11,401 K compared to EUR 10,738 K at the end of 2022

Marketable securities: EUR 0 K compared to EUR 0 K as of 31/12/2022.

Cash: EUR 12,716 K compared to EUR 37,428 K as of 31/12/2022.

Prepaid expenses: EUR 1,466 K compared to EUR 15,46 K as of 31/12/2022.

As of 31/12/2022, this item includes payments from OLAM / MACQUARIE under SWAP contracts which have been settled as of 31 December 2023 (but of which the physical contracts have not yet been concluded), and the usual rental and maintenance expenses.

Maturities of receivables and liabilities

Receivables maturities in EUR K

Receivables	Balance as of 31/12/2023	Maturities less than one year	Maturities of more than one year
Receivables linked to Equity interest	60,100	7,408	52,692
Loans	13	8	4
Other financial assets	112		112
Customer and related accounts	58,611	58,611	
Other receivables	13,686	13,686	
Prepaid expenses	1,466	1,466	
Total	133,988	81,179	52,808

Securities held in registered form for more than 2 years give double voting rights.

Borrowings from credit institutions and miscellaneous EUR 61,203 K compared to EUR 73,273 K as of 31/12/2022

Borrowings in EUR K

In EUR K	2023	2022
Loan for less than one year	211	242
Subtotal - Short term loans	211	242
Other loans and financial liabilities	61,000	73,000
Overdraft	0	0
Accrued interest and bank charges to be paid	19	31
Total loans	61,230	73,273

Short-term loans:

The short-term loans amount to EUR 211 K.

Other loans and financial liabilities:

The amount of EUR 61,230 K includes EUR 60 000 K corresponding to tranche A of the Colette loan, which was mobilised in December 2020, and EUR 12 500 K corresponding to tranche B, which was mobilised in January 2022, and EUR 12 500 K corresponding to the ADB instalment, which was mobilised in February 2022.

The balances of the Colette loan as of 31/12/2023:

- Instalment A: EUR 36,000 K
- Instalment B: EUR 12,500 K
- Instalment C: EUR 12,500 K
- Interest on loan: 211 K
- Accrued interest payable: EUR 19 K

Short-term credit lines:

There is no overdraft line as of 31/12/2023.

Trade liabilities and related accounts: EUR 38,547 K compared to EUR 30,794 K as of 31/12/2022

The weight of rubber suppliers is instrumental in this item and includes in particular the subsidiaries of SIPH which supply the rubber marketed by SIPH. The subsidiaries of SIPH which produce rubber represent EUR 33,294 K, compared to EUR 18,056 K as of 31/12/2022. All trade liabilities are classified with a residual maturity of less than one year.

Social and tax liabilities: EUR 645 K compared to EUR 918 K as of 31/12/2022

This item consists of social liabilities in the amount of EUR 595 K and tax debts amounting to EUR 50 K. All liabilities are classified with a residual maturity of less than one year.

Fixed asset liabilities: EUR 0 K compared to EUR 0 K as of 31/12/22

Nil

Other liabilities: EUR 156 K compared to EUR 6 K as of 31/12/2022

Prepaid expenses: EUR 543 K compared to EUR 1,149 K as of 31/12/2022

This item includes payments from OLAM / MACQUARIE under SWAP contracts which have been settled as of 31 December 2023, but of which the physical contracts have not yet been concluded.

Adjustment account debit: EUR 216 K compared to EUR 986 K as of 31/12/2022

This item records the passive conversion difference on third-party accounts denominated in USD, including EUR 196 K of CRC current account adjustment and EUR 15 K of adjustment on General Trade customer accounts.

Accruals and receivables

The accruals amount to EUR 4,354 K compared to EUR 3,931 K as of 31/12/2022:

Accruals in EUR K	2023	2022
Invoices not received	3,753	3,012
Private - accrued liabilities	178	349
Social security charges to pay	417	499
Taxes payable	5	71
Total	4,354	3,931

The receivables amount to EUR 1,322 K compared to EUR 1,437 K as of 31/12/2022:

Receivables in EUR K	2023	2022
Private - Receivables	23	30
Tax credit	1,299	1,408
Total	1,322	1,437

Invoices received but not settled on the closing date of the fiscal year, of which the term has expired

A/ Analysis of invoices received but not settled on the closing date of the fiscal year, of which the term has expired (ATI)

Article D. 441 I. - 1 of the French Commercial Code: Invoices received but not settled on						
	0 days (indicator) (1)	1 to 30 days	31 to 60 days	61 to 90 days	91+ days	Total (1 day and more)
(A) Late payment instalment						
Number of invoices included	93					810
Total amount from included invoices (state whether Ex Tax or Inc. Tax in EUR K)	8,070	22,443	15	3,861	405	26,723
Percentage of the total amount of purchases (ET or ATI) for the financial year	1.85%	5.14%	0.00%	0.88%	0.09%	6.12%
Percentage of turnover for the financial year (state whether Ex. Tax or Inc. Tax)						
(B) Invoices excluded from (A) relating to disputed or non-accounting liabilities and receivables						
Number of invoices excluded						
Total amount from excluded invoices (state whether Ex. Tax or Inc. Tax)						
(C) Reference payment terms used (contractual - Article L. 441-6 CC)						
Payment terms used to calculate late payments	Contractual deadlines specific to rubber trading; contractual conditions with third parties					

(1) Including EUR 22,443 K worth of invoices for purchases of rubber, payable to SIPH subsidiaries

Invoices issued but not settled on the closing date of the financial year, of which the term has expired

B/ Analysis of invoices issued but not settled on the closing date of the financial year, of which the term has expired (Inc. Tax)

Article D. 441 I. - 2° of the French Commercial Code: Invoices issued but not settled on						
	0 days (indicator)	1 to 30 days	31 to 60 days	61 to 90 days	91+ ⁽²⁾	Total (1 day and more)
(A) Late payment instalment						
Number of invoices included	299					574
Total amount from included invoices (state whether ET or ATI in EUR K)	23,102	29,584	1,074	700	4,152	35,510
Percentage of the total amount of purchases (Ex. Tax or Inc. Tax) for the financial year						
Percentage of turnover for the fiscal year (state whether Ex. Tax or Inc. Tax)	4.89%	6.26%	0.23%	0.15%	0.88%	7.51%
(B) Invoices excluded from (A) relating to disputed or non-accounting liabilities and receivables						
Number of invoices excluded						
Total amount from excluded invoices (state whether Ex. Tax or Inc. Tax)						
(C) Reference payment terms used (contractual - Article L. 441-6 CC)						
Payment terms used to calculate late payments	Contractual deadlines specific to rubber trading; general contractual conditions for general trade					

⁽²⁾ EUR 4,152 K of invoices which have expired after more than 91 days. This solely concerns customers of the SIPH and SIFCA subsidiaries. These invoices were paid in 2024.

Composition of the share capital

The share capital amounts to EUR 11,569 K and covers 5,060,790 shares with a nominal value of EUR 2,286.

The retained earnings of EUR 11,4828 K as of 31/12/2022 was increased to EUR 20,342 K after income appropriation for the 2023 financial year.

The regulated provision of EUR 610 K corresponds to the derogatory amortisation of acquisition costs for SAPH – CRC and RENL shares calculated over a period of 5 years.

As of 31 December 2023, the two shareholders of SIPH are SIFCA and Michelin. They hold 100% of SIPH's capital and voting rights. The distribution of SIPH's capital has been unchanged since 2022.

Shareholders	31/12/2023			31/12/2022	
	No. of shares	% of capital	% of voting rights	No. of shares	% of capital
SIFCA	2,936,770	58.03%	57.51%	2,936,770	58.03%
CFM	2,124,020	41.97%	42.49%	2,124,020	41.97%
TOTAL	5,060,790	100%	100%	5,060,790	100%

Equity change

	Net (N)	Net (N-1)
NET POSITION	31/12/2023	31/12/2022
Share or individual capital	11,568,966	11,568,966
Revaluation differences	25,179,034	25,179,034
Legal reserve	1,156,897	1,156,897
Statutory or contractual reserves		
Regulated reserves	2,780	2,780
Other reserves	14,362,903	14,362,903
Carried forward	20,342,131	11,482,471
Income for the financial year	19,086,196	17,665,435
TOTAL net position:	91,698,907	81,418,485
INVESTMENT GRANTS		
REGULATED PROVISIONS	610,111	610,111
SHAREHOLDER EQUITY	92,309,017	82,028,596

Average workforce

Average workforce as of 31/12/2023: 29.43 people

- Managerial employees..... 26.58

- Salaried employees..... 2.85

Breakdown of turnover

Breakdown of revenue by geographical area in EUR K

Location	Turnover EUR K
Côte d'Ivoire	12,329
Europe	61,011
Other countries	399,427
Total	472,767

Income tax distribution

Income tax: EUR 3,664 K as of 31/12/23 compared to EUR 3,844 K as of 31/12/2022

	Tax base	Amount Corpor ate Income Tax (CIT) 25.00%	CIT amo unt	Total CIT amount	Base Social Contributi on (1)	Rate Social Contrib ution	Amount Social Contrib ution	Amount Total IT
Current income	22,750,766	5,687,691		5,687,691	4,924,691	3.3%	162,515	5,850,206
Exceptional income	-257	-64		-64	-64	3.3%	-2	-66
Reinstatements - Tax deductions	-8,180,068	-2,045,017		-2,045,017	-2,045,017	3.3%	-67,486	-2,112,502
Branch office result	-25,029	-6,257		-6,257	-6,257	3.3%	-206	-6,464
Amount of corporate income tax for 2023				3,636,353	2,873,353		94,821	3 731,174
Research Tax Credit								-46 558
CIT 2022 regulation								-20 304
TOTAL CIT 2023								3,664,312

Off-balance-sheet commitments

The commitments given:

- On 30/12/2013, a letter of comfort was prepared for the loan that the GREL subsidiary contracted in the amount of EUR 7.5 million over a period of 10 years. As of 31/12/2023, the outstanding capital amounted to EUR 1 392 K.
- Since February 2016, SIPH has committed (by a comfort letter) to having sufficient resources to ensure the support of its subsidiary (CRC) for a period of twelve months. The current comfort letter covers the period from 1 January 2024 to 31 December 2024. This commitment is renewed every year.
- Commitments given to Société Générale to cover purchases in dollars by the General Trade business: USD 259 K with a residual maturity of 1 to 7 months.
- Commitments given to Société Générale and BNP to cover purchases in dollars by the rubber business: USD 32,004 K with a residual maturity of 1 to 4 months.
- Commitments given on rubber futures as of 31 December 2023: EUR SWAP contracts covering 24,910 tonnes.

Long-term financing commitments:

The release of funds as part of the Colette project took place on 15/12/2020 for a total amount of EUR 60 million. The second fixed portion of EUR 12.5 million was collected in January 2021. SIPH has obtained the agreement for the second tranche of €12.5 million with the participation of the AfDB. The third fixed portion of EUR 12.5 million was agreed on 15 January 2022 and disbursed by the lender on 11 February 2022.

The commitments made under the Colette financing programme are as follows:

- Ratios:

- (i) The Borrower Net Debt to Equity Ratio: at a maximum of 1.00;
- (ii) The Net Debt to EBITDA Ratio: lower than the amount set out below opposite the relevant Natural Rubber Price:

▪ Relevant Period ending on	▪ Ratio R1 (if the Natural Rubber Price is more than EUR 1.25) less than	▪ Ratio R1 (if the Natural Rubber Price is less than or equal to EUR 1.25) less than
31 December 2020	3	3.50
30 June 2021	3	3.50
31 December 2021	2	2.50
30 June 2022	2	2.50
31 December 2022	1.5	2.00
30 June 2023	1.5	2.00
31 December 2023 and subsequent Relevant Periods	1.5	1.5

(iii) The current Ratio: at a minimum of 1.2; and

(iv) The Borrower to Group Debt Ratio: at a minimum of the percentage set out below opposite the relevant financial year:

▪ Financial year	▪ Borrower to Group Debt Ratio
From 2020 to 2023	≥ 40%
From 2024 onwards	≥ 30%

- GREL shall ensure that the GREL Net Debt to equity Ratio is at a maximum of 1x on each Relevant Date.

- SAPH shall ensure that the SAPH Net Debt to equity Ratio is at a maximum of 1x on each Relevant Date.

- Intra-group loans

- Allocation of intra-group loan repayment flows, as well as Colette interest flows

- Pledges:

- SAPH and GREL jointly and severally guarantee the payment of Colette maturities in the maximum of the value of the intra-group loan from their accounts.
- Pledge of 9 188 000 SAPH shares held by SIPH for the benefit of lenders through a pledged securities account.
- Pledge of the fruit account and income of the pledged securities account if no blocking occurs.

- Other:

Authorisation for additional MLT debt required from lenders; commitment not to pledge assets for SIPH and the Group

Undertaking not to dispose of assets

Instalment A and Instalment B hedging commitments were made in 2021.

Any accelerated reimbursement of intra-group loans involves reimbursement of the same amount under the Colette programme.

Commitments received:

- Guarantees for assets and liabilities granted to SIPH by Compagnie Financière Michelin as part of the operation to contribute REN's securities to SIPH:
 - A specific guarantee concerning the tax losses of AREL, ORREL and WAREL subsidiaries attributable to future income; on¹ January 2006, these deficits amounted to approximately EUR 1.6 million. This guarantee is not subject to any time limit.
 - A specific guarantee concerning certain tax risks identified for an amount of approximately EUR 2.8 million. This guarantee is not subject to any time limit.
 - These guarantees were not called into play during the 2023 financial year.
- A credit line has been agreed with Crédit Agricole for the amount of EUR 5 million: Euribor 1 month + a margin of 1.5%
- Commitments received from SIPH subsidiaries on hedging contracts (SWAP forward sale), in parallel with commitments given: EUR SWAP contracts covering 24,910 tonnes as of 31/12/2023.

Other information

Remuneration for corporate officers

The gross remuneration paid to members of the Board of Directors and General Management totalled EUR 5867 K in 2023 compared to EUR 1,767 K in 2022. This remuneration includes all remuneration paid by SIPH, and by the companies that control SIPH or are controlled by SIPH.

None of the following remuneration terms are applicable by SIPH:

- **There is no share subscription or purchase plan** (*tables 4, 5, 8 and 9 are not applicable*), neither for the corporate officers, nor for the employees. As a result, no share subscription or purchase option was granted to SIPH "corporate officers" during the 2023 and 2022 fiscal year, and no share subscription or purchase option was granted by the "corporate officers" of SIPH during the 2023 financial year.
 - **There is no performance share allocation plan** (*tables 6, 7 and 10 are not applicable*). As a result, no performance shares were allocated to SIPH's corporate officers during the 2021 and 2022 financial years, and no performance shares became available to SIPH's corporate officers during the 2022 financial year.
- Finally, the management and administrative bodies do not benefit from any supplementary pension plan, indemnities or benefits that may be payable due to termination or change of function, or non-competition indemnities.

Statutory auditors' fees

In 2023, the fees for the statutory auditors EY and PRICE WATERHOUSE COOPER amounted to EUR 326 K.

Further information

SIPH draws up consolidated financial statements. The subsidiaries within the scope of consolidation are as follows:

- SAPH
- GREL
- RENL
- CRC

Post-closing events

Events after the end of the financial year