

# Arbonia Group



#### **Consolidated Income Statement (condensed)**

in 1 000 CHF		e six months d 30/06/2023	For the six months ended 30/06/2022 restated <sup>1</sup>	
		%		%
 Net revenues	570 439	100.0	630 905	100.0
Other operating income and capitalised own services	11 177	2.0	10 890	1.7
Changes in inventories of semi-finished and finished goods	2 720	0.5	16 178	2.6
Cost of material and goods	- 268 622	- 47.1	- 324 423	- 51.4
Personnel expenses	- 175 221	- 30.7	– 185 923	- 29.5
Other operating expenses	- 95 614	- 16.8	- 95 200	- 15.1
EBITDA	44 879	7.9	52 427	8.3
Depreciation and amortisation	- 29 914	- 5.2	- 26 838	- 4.3
Amortisation of intangible assets from acquisitions	- 8 763	- 1.5	- 7 762	- 1.2
EBIT	6 202	1.1	17 827	2.8
Net financial result	- 7 971	- 1.4	- 822	- 0.1
Group result before income tax	– 1 769	- 0.3	17 005	2.7
Income tax expense	- 270	- 0.0	- 5 314	- 0.8
Group result	- 2 039	- 0.4	11 691	1.9
Attributable to:				
Shareholders of Arbonia AG	- 2 039		11 691	
Earnings per share in CHF	- 0.03		0.17	
Basic and diluted earnings are identical.				

<sup>1</sup> see note 2 «Changes in presentation – Consolidated Income Statement»

EBITDA = Earnings before financial results, tax, depreciation and amortisation EBIT = Earnings before financial results and tax



#### Consolidated Statement of Comprehensive Income (condensed)

in 1 000 CHF	For the six months ended 30/06/2023	For the six months ended 30/06/2022 11 691	
Group result	- 2 039		
Other comprehensive income			
Items that will not be reclassified to income statement			
Remeasurements of employee benefit obligations	7 144	- 14 087	
Total items that will not be reclassified to income statement	7 144	- 14 087	
Items that may be reclassified subsequently to income statement			
Currency translation differences	- 14 352	– 3 075	
Total items that may be reclassified subsequently to income statement	- 14 352	– 3 075	
Total other comprehensive income after taxes	- 7 208	- 17 162	
Total comprehensive income	– 9 247	- 5 471	
Attributable to:			
Shareholders of Arbonia AG	- 9 247	- 5 471	



#### **Consolidated Balance Sheet (condensed)**

in 1 000 CHF	30/06/2023		31/12/2022		30/06/2022	
		%		%		%
Assets						
Cash and cash equivalents	24 716		29 196		83 758	
Receivables and other assets	181 109		141 288		196 606	
Inventories and contract assets	245 601		245 743		244 171	
Deferred expenses	8 669		6 509		7 521	
Financial assets	5		12		808	
Current assets	460 100	29.3	422 748	27.8	532 864	34.7
Property, plant, equipment and investment property	710 101		707 891		666 209	
Intangible assets and goodwill	361 786		368 699		320 962	
Deferred income tax assets	4 310		4 386		5 074	
Capitalised pension surplus	13 248		4 879		5 512	
Financial assets	21 729		10 909		7 158	
Non-current assets	1 111 174	70.7	1 096 764	72.2	1 004 915	65.3
Total assets	1 571 274	100.0	1 519 512	100.0	1 537 779	100.0
Liabilities and shareholders' equity						
Liabilities	161 102		134 462		170 891	
Financial debt	179 611		128 576		64 643	
Accruals and deferred income	61 609		61 980		78 174	
Provisions	8 584		12 230		18 492	
Current liabilities	410 906	26.2	337 248	22.2	332 200	21.6
Financial debt	86 456		84 980		87 473	
Other liabilities	1 551		1 803		667	
Provisions	10 569		10 618		12 977	
Deferred income tax liabilities	51 936		54 985		48 091	
Employee benefit obligations	41 912		42 336		40 292	
Non-current liabilities	192 424	12.2	194 722	12.8	189 500	12.3
Total liabilities	603 330	38.4	531 970	35.0	521 700	33.9
Total shareholders' equity	967 944	61.6	987 542	65.0	1 016 079	66.1
Total liabilities and shareholders' equity	1 571 274	100.0	1 519 512	100.0	1 537 779	100.0



#### **Consolidated Statement of Cash Flows (condensed)**

in 1 000 CHF	For the six months ended 30/06/2023	For the six months ended 30/06/2022
Group result	- 2 039	11 691
Depreciation and amortisation	38 677	34 600
Profit/loss on disposal of non-current assets	– 179	- 219
Changes in non-cash transactions	5 131	5 673
Net interest expense	4 204	1 940
Income tax expense	270	5 314
Changes in working capital and current liabilities	- 28 453	- 117 790
Interest paid	- 4 676	- 2 507
Interest received	113	134
Income tax paid	- 1 080	- 7 448
Cash flows from operating activities - net	11 968	- 68 612
To investment activities		
Purchases of property, plant and equipment and investment property	- 34 067	- 72 359
Purchases of intangible assets	- 5 718	- 1 413
Issuance of financial assets	– 19	- 888
From divestment activities		
Proceeds from sale of property, plant and equipment and investment property	60	399
Repayment of financial assets	8	8
Cash flows from investing activities - net	- 39 736	- 74 253
From financing activities		
Proceeds from financial debts	152 428	
To financing activities		
Repayment of financial debts and lease liabilities	- 104 762	-4614
Dividends and distribution from capital contribution reserves	- 20 434	- 20 743
Purchase of treasury shares	- 2 722	- 4 122
Cash flows from financing activities - net	24 510	- 29 479
Effects of translation differences on cash and cash equivalents	– 1 222	2 232
Change in cash and cash equivalents	- 4 480	- 170 112
Reconciliation of change in cash and cash equivalents		
Cash and cash equivalents as of 01/01	29 196	253 870
Cash and cash equivalents as of 30/06	24 716	83 758
Change in cash and cash equivalents	- 4 480	- 170 112



#### **Consolidated Statement of Changes in Equity**

in 1 000 CHF	Share capital	Share premium	Treasury shares	Other reserves	Retained earnings	Total share- holders' equity
Balance at 31/12/2021	291 787	496 340	- 5 382	- 98 459	360 056	1 044 342
Group result					11 691	11 691
Total other comprehensive income after taxes				- 3 075	- 14 087	- 17 162
Total comprehensive income				- 3 075	- 2 396	- 5 471
Dividends and distribution from capital contribution reserves		- 10 372			- 10 372	- 20 744
Changes in treasury shares			-4 122			- 4 122
Share based payments			2 566		- 492	2 074
Total transactions with owners		- 10 372	- 1 556		- 10 864	- 22 792
Balance at 30/06/2022	291 787	485 968	- 6 938	- 101 534	346 796	1 016 079
Balance at 31/12/2022	291 787	485 968	- 15 514	- 127 430	352 731	987 542
Group result					- 2 039	- 2 039
Total other comprehensive income after taxes				- 14 352	7 144	- 7 208
Total comprehensive income				- 14 352	5 105	- 9 247
Dividends and distribution from capital contribution reserves		- 10 217			- 10 217	- 20 434
Changes in treasury shares			12 924		- 3 400	9 524
Share based payments			1 201		- 642	559
Total transactions with owners		- 10 217	14 125		- 14 259	- 10 351
Balance at 30/06/2023	291 787	475 751	- 1 389	- 141 782	343 577	967 944



Interim Consolidated Financial Statements Arbonia Group Selected Explanatory Notes to the Interim Consolidated Financial Statements

## Selected Explanatory Notes to the Interim Consolidated Financial Statements

#### 1. General information

Arbonia Group (Arbonia) is a focused building components supplier. The company is divided into two main divisions, namely HVAC (Heating, Ventilation and Air Conditioning) and Doors. Manufacturing plants are located in Switzerland, Germany, the Czech Republic, Italy, Poland, Belgium, Russia and Serbia. Arbonia owns major brands such as Kermi, Arbonia, Prolux, Koralle, Sabiana, Vasco, Brugman, Superia, RWD Schlatter, Prüm, Garant and Invado and possesses a strong position in its home markets in Switzerland and Germany. The Group focuses on the development of existing markets in Central and Eastern Europe. Arbonia is represented in over 70 countries worldwide.

The ultimate parent company, Arbonia AG is a corporation organised under Swiss law incorporated and domiciled at Amriswilerstrasse 50, CH-9320 Arbon (canton Thurgau). Arbonia AG is listed on the SIX Swiss Exchange in Zurich under the valor number 11024060/ ISIN CH0110240600.

These unaudited interim consolidated financial statements have been approved for issue by the Board of Directors of Arbonia AG on 21 August 2023.

#### 2. General principles and basis of preparation

The unaudited interim consolidated financial statements for the six months ended 30 June 2023 have been prepared in accordance with the International Financial Reporting Standard (IFRS) IAS 34 "Interim Financial Reporting". The interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should therefore be read in conjunction with the consolidated financial statements 2022.

The preparation of interim financial statements requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Consequently actual results might deviate from such estimates.

#### Amendments to significant published standards

The accounting policies adopted in the preparation of the interim consolidated financial statements are consistent with those used in the preparation of the annual consolidated financial statements for the year ended 31 December 2022, except for the adoption of the following amended standard.

#### Amendments to IAS 12

Arbonia has adopted the "International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12" upon their release on 23 May 2023. The amendments provide a temporary mandatory exception from deferred tax accounting arising from the introduction of global minimum taxation and is effective immediately. In addition, new disclosures will be introduced, which will apply from 31 December 2023. The mandatory exception applies retrospectively. However, because no new legislation to implement the top-up tax was enacted or substantively enacted at 31 December 2022 in any jurisdiction in which Arbonia operates and no related deferred taxes were recognized at that date, the retrospective application has no impact.

The published but as of the balance sheet date not yet effec tive new standards and interpretations will not have a material impact on the Group's financial statements.

## Changes in presentation – Consolidated Income Statement

External services in the area of assembly, which were previously shown mainly for the Wood Solutions Business Unit of the Doors Division under «personnel expenses», are now shown under «other operating expenses». Arbonia believes that the restated presentation more appropriately reflects the underlying business transactions. The comparative figures for the six months ended 30/06/2022 with an effect of CHF 6.2 million have been restated accordingly.

#### 3. Changes in the scope of consolidation

There were no changes during the reporting period in the Group.

#### 4. Foreign currency rates

The following foreign currency rates have been applied:

Currency	Unit		2023		2022
		Closing rate 30/06	Half-year average rate	Closing rate 30/06	Half-year average rate
EUR	1	0.9770	0.9857	1.0010	1.0321
CZK	100	4.1172	4.1632	4.0461	4.1902
PLN	100	21.9536	21.3130	21.3861	22.2891
CNY	100	12.4030	13.1697	14.2829	14.5766
RUB	100	1.0283	1.1841	1.8677	1.2749
RSD	100	0.8333	0.8405	0.8501	0.8779



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#### 5. Segment information

Arbonia is organised into the divisions or segments HVAC (Heating, Ventilation and Air Conditioning) and Doors. Corporate Services consist of service, finance, real estate and investment companies and provide their services almost entirely to Group companies. They have not been allocated to an operating segment and are therefore shown separately.

For the monitoring and assessment of the financial performance, EBITDA, EBITA and EBIT are pivotal key measures. However Group Management and the Board of Directors also are provided with financial data down to the line item "result after income tax" by operating segment. The segments apply the same accounting policies as the Group. Services between segments are entered into under normal commercial terms and conditions that would also be available to unrelated third parties. Income and expenses between segments are eliminated on consolidation and disclosed in "Eliminations".

Segment assets and liabilities include all assets, liabilities and intercompany transactions. Goodwill has been allocated to the respective segments.



in 1 000 CHF					Six months en	ded 30/06/2023
	HVAC	Doors	Total reportable segments	Corporate Services	Elimina- tions	Total Group
Sales with third parties at point in time	299 500	232 621	532 121	1 493		533 614
Sales with third parties over time	3 811	33 014	36 825			36 825
Sales with other segments		13	13		- 13	
Net revenues	303 311	265 648	568 959	1 493	- 13	570 439
Segment results I (EBITDA)	28 370	21 107	49 477	- 4 603	5	44 879
in % of net revenues	9.4	7.9	8.7			7.9
Depreciation and amortisation	- 15 561	- 13 233	- 28 794	- 1 120		- 29 914
Segment results II (EBITA)	12 809	7 874	20 683	- 5 723	5	14 965
in % of net revenues	4.2	3.0	3.6			2.6
Amortisation of intangible assets from acquisitions	- 2 745	- 6 018	- 8 763			- 8 763
Segment results III (EBIT)	10 064	1 856	11 920	- 5 723	5	6 202
in % of net revenues	3.3	0.7	2.1			1.1
Interest income	695	84	779	12 439	- 13 049	169
Interest expenses	- 6 866	- 6 866	- 13 732	- 3 695	13 053	- 4 374
Minority share from associated companies		- 1 270	- 1 270			- 1 270
Other financial result	- 3 283	- 1 687	- 4 970	13 097	- 10 623	- 2 496
Result before income tax	609	- 7 883	- 7 273	16 119	- 10 614	- 1 769
Income tax expense	- 1 492	1 676	184	- 454		- 270
Result after income tax	- 883	- 6 207	- 7 089	15 665	- 10 614	- 2 039
Average number of employees	3 093	3 109	6 203	99		6 301
Total assets as of 30/06/2023	729 079	826 669	1 555 748	1 158 581	- 1 143 056	1 571 274
Total liabilities as of 30/06/2023	473 188	494 093	967 281	295 458	- 659 409	603 330



in 1 000 CHF					Six months end	ed 30/06/2022
	HVAC	Doors	Total reportable segments	Corporate Services	Elimina- tions	Total Group
Sales with third parties at point in time	341 052	250 765	591 817	1 794		593 611
Sales with third parties over time	3 848	33 446	37 294			37 294
Net revenues	344 900	284 211	629 111	1 794		630 905
Segment results I (EBITDA)	27 564	30 299	57 863	- 5 436		52 427
in % of net revenues	8.0	10.7	9.2			8.3
Depreciation and amortisation	- 14 194	- 11 653	- 25 847	- 991		- 26 838
Segment results II (EBITA)	13 370	18 646	32 016	- 6 427		25 589
in % of net revenues	3.9	6.6	5.1			4.1
Amortisation of intangible assets from acquisitions	- 2 329	- 5 433	- 7 762			- 7 762
Segment results III (EBIT)	11 041	13 213	24 254	- 6 427		17 827
in % of net revenues	3.2	4.6	3.9			2.8
Interest income	306	52	358	3 703	- 3 864	197
Interest expenses	- 2 688	- 1 762	- 4 450	- 1 535	3 849	-2 136
Minority share from associated companies		- 300	- 300			- 300
Other financial result	828	- 870	- 42	15 605	- 14 147	1 417
Result before income tax	9 487	10 333	19 820	11 346	- 14 161	17 005
Income tax expense	- 2 765	- 2 649	- 5 414	100		- 5 314
Result after income tax	6 722	7 684	14 406	11 446	- 14 161	11 691
Average number of employees	3 314	3 146	6 460	120		6 580



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#### 6. Financial assets

In April 2023, Arbonia acquired 17.19% of the German Griffwerk GmbH, DE-Blaustein. The purchase price was CHF 12.2 million and was paid almost exclusively in Arbonia shares.

Although Arbonia holds less than 20% of the ownership interest and voting control of Griffwerk, Arbonia has the ability to exercise significant influence. This influence results, among other things, from the shareholding, the active participation of the representatives provided by Arbonia in the shareholders' meeting and in the advisory board of Griffwerk as well as from the cooperation agreement concluded with Griffwerk. The investment in Griffwerk is consequently valued using the equity method.

#### 7. Financial debts

The first tranche of the promissory note loan of EUR 56 million was repaid on schedule in April 2023. During the reporting period, net CHF 114 million of the syndicated loan were drawn. As of 30 June 2023, CHF 168 million of the syndicated loan has been utilised.

## 8. Capitalised pension surplus and employee benefit obligations

As of 30 June 2023, revaluations of the benefit obligations and the actual return on plan assets were carried out for the Swiss pension plans, as the discount rate decreased from 2.3% as at 31 December 2022 to 1.85% as at 30 June 2023. The effect of the change in this actuarial assumption less the realised return on plan assets amounted to a net CHF 1.5 million before tax and was charged to other comprehensive income in the statement of comprehensive income. Due to the lower discount rate compared to the balance sheet date as of 31 December 2022, the asset ceiling was also reduced. The resulting pre-tax effect of CHF 9.8 million was credited to other comprehensive income.

#### 9. Financial instruments

The financial instruments measured at fair value relate to interest rate swaps, which are assigned to hierarchy level 2. As of 30 June 2023, the fair value of the interest rate swaps amounts to CHF 0.05 million (receivable). There were no reclassifications between the hierarchy levels during the reporting period.

#### 10. Share capital

On 21 April 2023, the Annual General Meeting of Arbonia AG had approved amongst others the following: To authorise the Board of Directors, within the scope of the capital band pursuant to the Swiss Corporate Law, to increase the share capital during a period ending on 20 April 2028 1.) by issuing a maximum of 13'800'000 fully paid registered shares with a par value of CHF 4.20 each in one or more steps to a maximum of CHF 349'747'620.60 and 2.) to reduce the share capital in one or more steps to not less than CHF 277'297'620.60 either by cancelling a maximum of 3'450'000 registered shares or by reducing the nominal value of the registered shares to not less than CHF 3.992.

# 11. Dividends and distribution from capital contribution reserves

On 21 April 2023, the Annual General Meeting approved a dividend and distribution respectively of CHF 0.30 in total per registered share. The payment occurred on 27 April 2023.

#### 12. Treasury shares

Compared to 31 December 2022, the balance of treasury shares has decreased by net 988'881 to 122'141 shares. In the reporting period, 248'073 shares were purchased on the market, 88'153 shares were used for the share-based compensation plans and 1'148'801 shares were used for the acquisition of Griffwerk GmbH.

#### 13. Capital commitments

As of 30 June 2023, capital commitments for the purchase of property, plant and equipment and intangible assets amount to CHF 47.0 million.

#### 14. Contingencies

No significant changes have occurred from those disclosed in the consolidated financial statements 2022.



#### 15. Global minimum tax

In December 2021, the OECD published model rules to introduce a global minimum tax rate of 15% for large multinational corporations (so-called Pillar Two model rules). As of 30 June 2023, Arbonia did not have sufficient information to determine the potential quantitative impact. Arbonia has applied the temporary mandatory relief from deferred tax accounting arising from the introduction of global minimum taxation.

#### 16. Events after the balance sheet date

On 20 July 2023, the HVAC Division announced the relocation of the production of designer radiators from the Belgian Vascoproduction site in Dilsen to its plant in Stříbro (CZ). Arbonia expects one-off costs of around CHF 10 million to be incurred in the second half of 2023 due to the closure and relocation of production.

Arbonia also intends to implement further cost-cutting measures at personnel level in the HVAC and Doors Divisions, which will lead to one-off costs of around CHF 5 million in the second half of 2023.

No other events occurred between the balance sheet date and the date of this report which could have a significant influence on the 2023 interim consolidated financial statements.



## Alternative Performance Measures

Arbonia uses alternative performance measures (APM) as guidance measures for both internal reporting to management and external reporting to stakeholders. The APM used by Arbonia have not been prepared in accordance with IFRS accounting policies and are discussed in detail below. The APM serve as supplementary information components and should therefore always be read and interpreted in conjunction with the consolidated financial statements prepared in accordance with IFRS. The APM used by Arbonia do not necessarily agree with the same or similar titled measures of other or comparable companies.

#### EBITDA without one-time effects/adjusted

The elimination of one-time effects provides an adjusted and thus better comparable presentation of the operating result over time. Discontinued operations as defined by IFRS 5 are not included. The following one-time effects are eliminated by Arbonia:

- Costs resulting from creation of provisions or income resulting from reversal of provisions for restructurings and reorganisation as well as closure costs
- Ramp-up costs for new production sites
- Consultancy and integration costs from acquisitions
- Consultancy costs with greater cost implications for acquisitions that did not materialise
- Consultancy costs from disposal of subsidiaries
- Gains and losses from sale of properties and associated companies
- Real estate development costs
- Costs in connection with personnel changes/leave of absence in Group and Division management

#### EBITA without one-time effects/adjusted

- Impairments
- Reversal of impairments

#### EBIT without one-time effects/adjusted

- Impairments on intangible assets from acquisitions

## Group result before income tax without one-time effects/adjusted

 Impairments and reversal of impairments on loans granted

## Group result after taxes without one-time effects/ adjusted

- Tax effect on one-time effects
- Tax consequences from disposal of subsidiaries

#### Reconciliation Group and Divisions from IFRS-result to result without one-time effects/Adjusted

in 1 000 CHF **Consultancy and integration** IFRS % costs from acquisitions 28 370 HVAC EBITDA 9.4 EBITA 12 809 4.2 EBIT 10 064 3.3 EBITDA 21 107 7.9 Doors 123 EBITA 7 874 3.0 EBIT 1 856 0.7 Corporate **EBITDA** - 4 603 Services **EBITA** - 5 723 EBIT - 5 723 Group 570 439 100.0 Net revenues Other operating income and capitalised own services 11 177 2.0 Changes in inventories of semi-finished and finished 2 720 0.5 goods - 268 622 Cost of material and goods - 47.1 Personnel expenses - 175 221 - 30.7 Other operating expenses - 95 614 - 16.8 123 EBITDA 44 879 7.9 Depreciation and amortisation - 29 914 - 5.2 EBITA 14 965 2.6 Amortisation of intangible assets from acquisitions - 8 763 - 1.5 EBIT 6 202 1.1 -7971 Net financial result - 1.4 Group result before income tax - 0.3 - 1 769 Income tax expense -270 - 0.0 Group result - 2 039 - 0.4

Presentation of the respective one-time effects on the immediate result line without disclosure of the impact on the subsequent line items.

There were no one-time effects in the first half of 2022.



## Six months ended 30/06/23

%	without one-time effects/ adjusted	Tax effects on one-time effects	Costs for restructurings and reorganisation	Costs for leave of absence in Division management
9.4	28 644		138	136
4.3	13 083			
3.4	10 338			
8.0	21 230			
3.0	7 997			
0.7	1 979			
	- 4 603			
	- 5 723			
	- 5 723			
100.0	570 439			
2.0	11 177			
0.5	2 720			
0.5	2 720			
- 47.1	- 268 622			125
- 30.7	- 174 947		138	136
- 16.7	- 95 491			
7.9	45 276			
- 5.2	- 29 914			
2.7	15 362			
– 1.5	- 8 763			
1.2	6 599			
- 1.4	- 7 971			
- 0.2	– 1 372			
- 0.1	- 333	- 63		
- 0.3	– 1 705			



## Acquisition and currency adjusted growth (organic growth)

Acquisition and currency adjusted growth excludes effects from acquisitions and disposals of companies and currency effects.

In the acquisition adjusted growth, revenues of the acquired companies are eliminated in the year of acquisition. For companies acquired in the previous year, revenues of the current year are included for the same period as in the previous year. Discontinued operations within the meaning of IFRS 5 are eliminated.

In the currency adjusted growth, revenues of the current year in the functional currency of the respective company are translated at the average exchange rates of the same previous year period.

#### Net debt

Current and non-current financial debts plus current and non-current lease liabilities minus cash and cash equivalents

#### Leverage ratio

Net debt divided by EBITDA

#### Free cash flow

Cash flow from operating and investing activities

#### Operational free cash flow

Cash flow from operating and investing activities without acquisitions/disposals of subsidiaries/financial assets and expansion capital expenditures

#### **Capital expenditures**

Maintenance and expansion capital expenditures

## Supplementary Information for Investors

	30/06/2023	30/06/2022	30/06/2021	30/06/2020	30/06/2019
Number of shares					
Registered par value CHF 4.20	69 473 243	69 473 243	69 473 243	69 473 243	69 473 243
Stock market prices in CHF					
Highest price during reporting period	14.7	22.9	17.7	13.8	13.3
Lowest price during reporting period	9.9	12.5	13.6	5.8	10.0
Share price at 30/06	10.1	12.8	17.7	9.8	12.9
Market capitalisation in CHF million	703	886	1 228	679	898

## Dates

#### 27 February 2024

Financial media orientation and Analysts' conference on the 2023 financial year

## 19 April 2024

37 Annual General Meeting

#### 27 August 2024

Publication of first semester results for 2024 financial year