



Semi-annual Report October 2023

ESGTI AG

ESGTI

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Publication date

This report was released for publication on 29 February 2024.

Amounts in this report are stated in Swiss Francs ("CHF") unless otherwise stated.

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Chairman's note

Dear Shareholders of ESGTI

Herein you will find our 2023 semi-annual financial statements; May 1st - October 31st, 2023. At ESGTI, we are aware that it may seem strange that we are publishing the half-year financial statements before the 2022/2023 annual financial statements, but these are the rules of the BX Swiss stock exchange to which we are bound. As such, we feel it important to provide you with an insight of the activities during the reporting period and briefly address the reasons for the delayed publication of the 2022/2023 annual financial statements – with associated suspension of trading of our shares.

In operational terms, the company's predominant focus since spring 2023 has been on the developments of our Italian subsidiary, ESG Eko Agro Group (EEAG). This subsidiary has made considerable progress in the sector of agriphotovoltaics, enabling concrete negotiations with potential partners and investors. We communicated on the first promising negotiations, held with the German energy group RWE, but contrary to expected timelines, these have not yet resulted in the conclusion of a contract. Fortunately, subsequent negotiations with the Romanian company Romelectro Investments have led to a signed investment agreement to develop 405 MWp of renewable energy, equivalent to an estimated investment volume of EUR 420M – news shared on our website in February 2024. We are also in the last stages of concluding a joint venture agreement to develop all associated APV plants and will disclose further details when finalised. These are the first major milestones in the implementation of APV solutions for EEAG and subsequently for ESGTI AG.

Despite these positive steps, the lengthy negotiations with APV investors ultimately led to prolonged audit discussions and delays in the publication of the 2022/2023 annual financial statements – with a subsequent suspension of trading by BX Swiss AG. The company is currently finalising the audit process, aiming to publish the 2022/2023 annual financial statements as soon as possible, and is in contact with BX Swiss AG in order to lift the suspension or avert potential delisting due to the long suspension period. For this process, we are also dependent on BX Swiss AG's understanding for the delays that have occurred.

In order to restore “business as usual”, hard work is being done behind the scenes on all fronts to rectify the existing deficiencies. We are all optimistic for these steps and that the company can look forward to a promising future thanks to the traction and timeliness of APV development in Italy.

In these very demanding and challenging times, we greatly appreciate the support and trust of our shareholders.

Hünenberg, February 29, 2024

Andreas R. Bihrer, Chairman

Statement of comprehensive income (unaudited)

(all amounts in CHF unless otherwise stated)

	Note	01.05.2023-31.10.2023	01.01.2022-30.06.2022
Net change in value of investments through profit or loss	3	5,613,335	2,261,624
Unrealised gain on loan receivable at fair value through profit or loss	6	1,837,131	1,797,193
Result from investments		7,450,466	4,058,818
Investment advisory fees		-529,575	-495,957
Directors Fees		-163,080	-138,320
Administration fees		-57,579	-53,739
Legal fees		-145,588	-58,968
Audit fees		-93,683	-90,735
Equity and debt issuance related costs		-	-80,018
Financial income		38,368	88,116
Other administrative and operational expenses		-27,808	-83,687
Operating result before financial result and taxes		6,471,521	3,145,509
FX gain / loss		-74,287	-69,113
Financial expenses		-1,676,493	-1,689,568
Proportionate result of Associate	4	92,457	-44,256
Earnings before tax		4,813,198	1,342,572
Income taxes	11	-	-
Net result for the period		4,813,198	1,342,572
Total comprehensive income attributable to:			
Shareholders		4,813,198	1,342,572
Earnings per share attributable to Shareholders			
Weighted average number of shares outstanding during the period		25,985,369	25,985,369
Basic earnings per share (CHF)		0.19	0.05
Diluted earnings per share attributable to Shareholders	2.6		
Weighted average number of outstanding and potential shares outstanding during the period		34,530,702	34,530,702
Diluted earnings per share (CHF)		0.18	0.08

The accompanying notes form an integral part of these financial statements.

Balance sheet (unaudited)

all amounts in CHF unless otherwise stated

	Notes	31.10.2023	30.06.2022
Assets			
Current assets:			
Cash and cash equivalents		331	10,105
Receivables and other assets	8	158,010	1,346,275
Total current assets		158,341	1,356,380
Non-current assets:			
Current accounts with investments	5	1,017,313	33,053,578
Investment in Associate	4	1,028,058	522,524
Investments at fair value through profit and loss	3	156,128,901	111,297,103
Loan receivable	6	67,046,815	62,184,408
Asset held for distribution to owners	7	21,000,000	-
Total non-current assets		246,221,087	207,057,613
Total assets		246,379,427	208,413,993
Liabilities			
Current liabilities:			
Accrued expenses and other payables	9	9,471,937	5,384,972
Short-term financial liabilities	10	15,146,332	10,462,569
Provisions direct taxes		-	132,559
Total current liabilities		24,618,269	15,980,101
Non-current liabilities:			
Long term financial liabilities	10	51,272,000	51,272,000
Total non-current liabilities		51,272,000	51,272,000
Equity			
Shareholders' equity:			
Share capital	11	40,537,176	40,537,176
Capital reserves		41,828,493	50,289,300
Retained earnings		83,310,292	48,992,844
Result of the period		4,813,198	1,342,572
Total shareholders' equity		170,489,158	141,161,893
Total liabilities and shareholders' equity		246,379,427	208,413,993
Number of outstanding shares		25,985,369	25,985,369
Net asset value (NAV) per share (CHF)	2.7	6.56	5.43

The accompanying notes form an integral part of these financial statements.

Statement of cash flows (unaudited)

(all amounts in CHF unless otherwise stated)

Note	01.05.2023-31.10.2023	01.01.2022-30.06.2022
Proceeds from sale of investment	-	732,823
Expenses paid (administrative and other operating expenses)	-295,107	-352,439
Loans repaid / financing provided	-243,220	-400,304
Net cash flows from operating activities	-538,327	-19,920
Interest paid	-	-230,630
Loans received	537,071	252,477
Net cash flows from financing activities	537,071	21,846
Currency translation differences on cash and cash equivalents	-549	-26
Net change in cash and cash equivalents	-1,805	1,900
Cash and cash equivalents at beginning of period	-1,076	8,205
Cash and cash equivalents at end of period	331	10,105

The accompanying notes form an integral part of these financial statements.

For non-cash transactions refer to note 10.

Statement of changes in equity (unaudited)

(all amounts in CHF unless otherwise stated)

	Note	Share capital	Capital reserve	Retained earnings	Total shareholders' equity
Balance as per 1 January 2022		40,537,176	2,579,790	86,780,918	129,897,883
Comprehensive result				1,342,572	1,342,572
Balance as per 30 June 2022		40,537,176	2,579,790	88,123,490	131,240,456
Balance as per 1 May 2023		40,537,176	2,579,790	82,668,491	125,785,456
Comprehensive result				4,813,198	4,813,198
Balance as per 30 October 2023		-	-	87,481,689	87,481,689

The accompanying notes form an integral part of these financial statements.

Notes to the consolidated condensed interim financial statements (unaudited)

1. Organisation and business activity

ESGTI Ltd. ("ESGTI" or the "Company") is domiciled at Rothusstrasse 21, Hünenberg, Switzerland.

ESGTI's investment objective is to provide shareholders with long term capital growth by investing in or financing, directly or through investment companies, early-stage companies or projects with transformative impact objectives. Investments may include investments in private equity and private equity related instruments and opportunistically in certain categories of credit products. Net profits generated upon realizations will typically be re-invested.

2. Summary of accounting policies for the financial statements

The significant accounting policies adopted in the preparation of these condensed interim financial statements ("Interim Financial Statements", "IFS") are set out below. The Interim Financial Statements comprise ESGTI, and the non-consolidated investments in (i) ESG EKO AGRO GROUP s.r.l., Bologna, Italy ("ESG EA IT"), (ii) Sky Energy Ltd, Hünenberg, Switzerland ("Sky"), (iii) AltEnergis plc, London, United Kingdom ("AltEnergis"). The non-consolidated investee companies are referred to as Investment or Investments respectively if not addressed by name.

In the comparative period, ESG LifeSciences Ltd ("ESG-LS") was also considered a non-consolidated investment, in the reporting period, ESG-LS is an asset held for sale and presented separately.

ESGTI further holds a minority equity stake in ESG Engineering & Consulting Ltd., Zürich, Switzerland ("ESG E&C"). ESG E&C acts as the investment advisor of ESGTI and is accounted for at equity, see note 2.7. ESG E&C is referred to as Associate or Investment Adviser if not addressed by name.

2.1. Basis of preparation

The Interim Financial Statements as per 30 October 2023 have been prepared in accordance with IAS 34 Interim Financial Reporting of the International Financial Reporting Standards ("IFRS") as published by the International Accounting Standards Board ("IASB").

These Interim Financial Statements do not include all the information and disclosures required in annual financial statements. Accordingly, this report is to be read in conjunction with the annual report for the reporting period ended 30 April 2023. Unless indicated otherwise, the values are in Swiss Francs ("CHF"); the reporting and functional currency of the Company.

2.2. Change in the end of the reporting period

The Company made the decision to adjust the end of its business period from 31 December to 30 April, the first period covering this adjustment is 1 January 2022 to 30 April 2023. Consequently, the interim financial reporting period also changed, newly the period 1 May to 31 October is reported in the interim report. The comparative period remains unchanged (1 January 2022 to 30 June 2022).

As a result of the change in the Company's business period, it is important to note that the amounts presented in the financial statements may not be entirely comparable. The financial data contained within the statements may reflect different timeframes and accounting periods compared to the comparative period. It is crucial for

stakeholders to consider this factor when analysing and interpreting the financial information, as it may impact the period-on-period comparisons and the overall assessment of the Company's financial performance and position.

2.3. New or amended standards and interpretations applied for the first time during the reporting period

These Interim Financial Statements are interim financial statements covering the period from 1 May 2023 to 31 October 2023.

ESGTI complies with the standards and amendments to published standards that are mandatory for the reporting period beginning on or after 1 May 2023. There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on 1 May 2023 that have a material effect on the financial statements of the Company.

New standards, amendments to standards and interpretations that are effective for periods starting on or after 1 November 2023 have not been early adopted in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Company.

2.4. Significant accounting judgements, estimates and assumptions

The preparation of the Group Financial Statements requires the Board of Directors to make estimates which affect reported earnings, expenditure, assets, liabilities, and investment commitments as at the balance sheet date. If the estimates made by the Board of Directors to the best of their knowledge at the balance sheet date are subsequently shown to differ from actual circumstances, the original estimates will be adjusted accordingly during the reporting year in which circumstances have changed.

A high degree of uncertainty is attached specifically to estimating the fair value of the Investments as those Investments are in private companies and funds which are not actively traded. The fair value of investments that are not traded in an active market are determined by using appropriate methods in accordance with the valuation policies. The use of valuation techniques requires estimates made by the Board of Directors. Changes in assumptions could affect the disclosed fair value of these investments. Valuation policies are disclosed in the latest annual financial statements.

2.5. Foreign currencies

The functional currency for the Company is the Swiss Franc ("CHF"). Transactions in foreign currencies are accounted for at the exchange rate on the date of the transaction. Monetary assets and liabilities in foreign currencies are converted into Swiss francs at the exchange rates prevailing on the balance sheet date. The resulting foreign currency gains or losses are accounted for through profit and loss.

The following exchange rates were used in the preparation of these Interim Financial Statements:

Exchange rates to CHF	31.10.2023	30.06.2022
EUR	0.9624	1.0008
USD	0.9097	0.9551
GBP	1.1053	1.1625

2.6. Significant accounting policies

2.6.1. Investments

Investments in private companies and their valuation

The Company's investments in private companies are presented as non-current financial assets. ESGTI currently only holds investments not traded on an active market. Such investments are either held directly or indirectly through fully owned investment companies. Investments held directly are governed by the Board of Directors where ESGTI has engaged ESG E&C as its investment advisor. Investments held indirectly are governed by the Board of Directors of the corresponding investment company as advised by their investment advisors.

The investments are initially recognised at fair value and subsequently carried at fair value through profit or loss. If an investment is in a very early stage, this transaction is carried at the transaction price which is considered the closest approximation to fair value.

The responsibility for determining the fair values lies with the Board of Directors. While the investment advisors of either ESGTI or the investment companies provide valuations of these investments, the Board of Directors reviews and discusses these valuations initially as at the purchase date and subsequently at least annually. Adjustments to the reported values are performed by the Board of Directors when considered necessary, especially when the Board of Directors is aware of any significant fact that is not or not fully reflected in the valuations.

The basis of the Investment Advisor's valuation is usually a third-party valuation of the investment. If no third-party valuation was performed, the valuation is performed by the Investment Advisor using suitable valuation techniques. Valuations by a third party and by the Investment Advisor are usually based upon a discounted cash flow ("DCF") with the usage of observable inputs wherever possible.

The Investment Advisor adjusts this basis of valuation using the International Private Equity and Venture Capital Valuation (IPEV) guidelines. The most important valuation factors are technology validation, last prices paid, market potential and the position within the market, and the experience and performance of the management of the investment. The original costs or the subsequent capital increase price is considered an approximation of the fair value at the time of the transaction.

Current accounts with Investments (loans receivable)

ESGTI may finance its Investments and recognize a receivable from such loans, presented as current accounts with Investments on the balance sheet. The Investments consequently have a liability towards ESGTI. Any liability of such Investments is fully taken into account when the fair value of the Investment is determined. The objective of these loans is to collect the contractual cash flows which are solely payments of principal and interest, scheduled collection date is at the latest the exit date of the Investment. The current accounts with Investments are valued at amortised costs. ESGTI applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance.

Recognition of additions and disposals

All purchases and sales of investments in companies, investment companies and funds are recognised on the settlement date, i.e., on the date on which the assets are delivered to ESGTI and ESGTI is the future beneficiary of the Investment and has an obligation to settle the purchase price.

Realised and unrealised gains / losses

The impact from the fair valuation is presented in the statement of comprehensive income as the net change in value of investments through profit and loss. When an Investment is sold the "Realised gains or losses on investments" is disclosed separately. It is calculated as the difference between the sale proceeds of an investment and the capital invested. Unrealised gains and losses recorded in previous years on investments sold are eliminated and, together with the value adjustments on investment holdings for the current fiscal year, are reported under "Changes in unrealised gains and losses".

2.6.2. Asset held for distribution to owners

ESGTI classifies assets held for distribution to owners if it is committed to distribute these assets. Actions to distribute were initiated and it is expected to be completed within one year from the date of classifications. The probability of shareholders' approval was considered as part of the assessment. Asset held for distribution is measured at the lower of its carrying amount and fair value less its costs to distribute.

2.6.3. Loan receivable

ESGTI agreed on a long-term financing, due in financial year 2030. ESGTI's purpose, as an investment company, in entering into the loan is to maximise fair value gains and to generate value. Under IFRS 9, the loan receivable is therefore valued at fair value through profit or loss.

For private debt valuation models, the Company considers the original transaction price, recent transactions in the same or similar instruments, and completed third-party transactions for comparable instruments, and it adjusts the model as deemed necessary.

2.6.4. Other accounting policies

All other accounting policies are disclosed in the latest annual financial statements and were also applied in these Interim Financial Statements.

2.7. Earnings per share

Earnings per share are calculated by dividing the net result for the year that is due to shareholders by the time-weighted average number of shares in circulation during the same period.

Diluted earnings per share are calculated by dividing the net result for the year adjusted for income related to potential outstanding shares that is due to shareholders by the sum of the time-weighted average number of shares in circulation during the same period, adjusted for costs and for the potential issue of new shares in connection with outstanding convertible bonds, share options and similar instruments if those costs are material.

	Note	31.10.2023	30.06.2022
Diluted earnings per share			
Net result for the period		4,813,198	1,342,572
Adjusted for interest savings on convertible bonds	9	1,478,109	1,459,071
Adjusted net result for the period		6,291,306	2,801,644
Weighted average number of ordinary shares outstanding		25,985,369	25,985,369
Adjustments for potential shares outstanding for convertible bonds	9	8,545,333	8,545,333
Total of ordinary and potential shares outstanding		34,530,702	34,530,702
Diluted earnings per share		0.18	0.08

2.8. Net asset value

The net asset value per share ("NAV", "NAV per share") is calculated from the shareholders' equity reported as at the balance sheet date, divided by the number of shares outstanding on that date.

2.9. Segment reporting

ESGTI's business purpose is the long-term capital growth for shareholders under the consideration of Impact / ESG principles. The portfolio is managed as a whole on a fair value basis and therefore is only one operating segment.

3. Investments

Name, Domicile	Note	Purchase	Cost (kCHF)	Fair Value (kCHF) (30.06.22)	Fair Value (kCHF) (31.10.23)	gain/ loss(-) (current period)	gain/ loss(-) (since purchase)	latest valuation year and method
ESG Eko Agro Group s.r.l., IT	3.2	2020	1,415	3,506	50,046	27,552	48,631	2023 - DCF
AltEnergis plc, UK	3.3	2020	23,701	91,267	105,898	-27,002	82,197	2023 - DCF
SkyEnergy Ltd, CH	3.4	2020	400	300	185	-	-215	2020 - latest transaction price
Total			25,516	95,072	156,129	549	130,613	

For the current period, the company presents a net change in value of investments through profit or loss amounting to kCHF 549. This change is based on the fair value increase of ESG Eko Agro Group (+ CHF 27.5m) and fair value decrease of AltEnergis (- CHF 27m).

Debt restructuring of ESG LifeSciences resulted in a loss of 14.7mCHF, this restructuring also resulted in a reversal of prior period fair value adjustments of ESG LifeSciences of 19.7mCHF.

	31.10.2023	30.06.2022
Reconciliation of gain/loss(-) of Investments to statement of comprehensive income		
Impact of valuation of ESG Eko Agro as per period end	27,551,825	265,620
Impact of valuation of AltEnergis as per period end	-27,002,481	7,485,224
Impact of valuation of ESG LifeSciences	-	-5,489,675
Impact of valuation of Sky Energy	-	455
Subtotal	549,344	2,261,624
Net impact on debt restructuring of ESG LifeSciences ("ESG-LS")	-14,716,662	-
Net impact on fair value determination of ESG-LS after debt restructuring of ESG-LS	19,780,652	-
Subtotal	5,063,990	-
Total net change in value of investments through profit or loss	5,613,335	2,261,624

Compared to the initial cost of ESG LifeSciences (29.3mCHF), the Company realised a loss of 15.3mCHF in the period from 1 January 2020 to 31 October 2023 through this investment.

3.1. ESG Eko Agro Group s.r.l., Bologna, Italy

ESG Eko Agro Group s.r.l. is an Italian investment company focusing on agricultural and energy projects. As per 31 October 2023, the company was 66.6% owned by ESGTI (30 June 2022: 66.6%).

3.2. AltEnergis plc, London, UK

AltEnergis plc is a UK-based, privately funded technology development and commercialisation company.

ESGTI holds 100% of AltEnergis as per 31 October 2023 (30 June 2022: 100%).

3.3. Sky Energy Ltd, Hünenberg, Switzerland

Sky Energy Ltd is a Swiss-based energy company with the purpose to acquire and operate renewable energy parks and to supply the generated wind- and solar energy to commercial and residential customers. As per 31 October 2023, ESGTI holds 100% of Sky (30 June 2022: 100% of Sky).

4. Investment in Associate

ESG Engineering & Consulting Ltd. is a Swiss company with registered office in Zurich, Switzerland. ESG E&C is the Investment Advisor for ESGTI, ESGTI holds 40% of ESG E&C as per 31 October 2023 and as per 30 June 2022.

	31.10.2023	30.06.2022
Associated company at equity:		
ESG Engineering & Consulting Ltd., Zurich, Switzerland, voting/capital rights: 40%		
Purchase price	200,000	200,000
Accumulated proportionate result until beginning of the current period	735,601	366,780
Proportionate result of the current period	92,457	-44,256
Total associated company	1,028,058	522,524

5. Loan accounts with Investments and Associate

ESGTI has loan accounts with its Investments and its Associate. Details and movements of these accounts are outlined below.

All loan accounts are unsecured. All loan accounts with Investments are subject to interest of 7.1% as per 31 October 2023. The loan accounts are repayable on demand.

	2023	2022
Loan accounts with Investments		
ESG LifeSciences Ltd		
Beginning of the reporting period	31,453,766	31,502,568
Increase / (-)decrease	-31,455,258	108,929
Change from Investment to Assets held for sale	1,493	-
End of the reporting period	-	31,611,497
ESG Eko Agro Group s.r.l		
Beginning of the reporting period	20,715	744,724
Increase / (-)decrease	105,171	188
End of the reporting period	125,886	744,912
AltEnergis plc		
Beginning of the reporting period	754,420	453,497
Increase / (-)decrease	119,734	231,726
End of the reporting period	874,154	685,223
Sky Energy Ltd		
Beginning of the reporting period	12,793	11,947
Increase / (-)decrease	4,480	-
End of the reporting period	17,273	11,947
Total loan accounts with Investments	1,017,313	33,053,578

6. Loan receivable

	31.10.2023	30.06.2022
Loan receivable		
Loan receivable at cost	49,632,386	49,632,386
Unrealised gain on loan receivable	17,414,429	12,552,022
Total loan receivable	67,046,815	62,184,408

The loan receivable matures as per 31 October 2030 and is held at fair value through profit or loss. The loan is subject to 6.75% interest, the first interest payment is due as per 3 January 2025 with subsequent annual interest payments.

Unrealised gain on loan receivable of CHF 12.6m comprise of an unrealised gain amounting to CHF 1.8m for the current period as disclosed in the statement of comprehensive income and unrealised gain amounting to CHF 15.5m related to prior periods.

7. Asset held for distribution to owners

ESG LifeSciences Ltd. ("ESG-LS") is an asset held for sale since 1 October 2023. ESGTI owns 100% of the shares of ESG-LS since 1 January 2020. As per 1 October 2023, it is measured at fair value of itself and its holding investments (SynDermix Ltd., Énielle Ltd, and Rhéon Medical SA) less expected distribution costs.

As per Company decision announced 14 November 2023 (see note 14.), ESGTI evolved into a holding company structure. As part of this transition, ESG-LS does not longer correlate with the long-term goals of the Company and it is planned to distribute this assets at its fair value to its shareholders.

To restore ESG-LS to a favourable status as part of this transition, the Company waived a receivable of 31mCHF (see note 5) of which 16.7mCHF were already impaired at the beginning of the reporting period. Fair value determination after this waiver resulted in a reversal of an impairment of net 19.8m.

As per 31 October 2023, ESG-LifeSciences is valued at 14mCHF.

8. Receivables and other assets

	31.10.2023	30.06.2022
Receivables and other assets		
Receivables from third parties	158,010	1,346,275
Total receivables and other assets	158,010	1,346,275

9. Accrued expenses and other payables

	31.10.2023	30.06.2022
Accrued expenses and other payables		
Payables to and accruals for service providers	-2,790,644	-1,799,373
Payables to governmental institutions	-179,709	-213,951
Payables and accruals for Investment Advisor	-5,150,939	-2,604,407
Accruals for directors' fees	-982,718	-528,080
Payable to Asset held for distribution	-1,493	-
Other accruals and payables	-366,435	-239,161
Total payables	-9,471,937	-5,384,972

10. Financial liabilities

	31.10.2023	30.06.2022
Financial liabilities		
Short-term loan from shareholder	-4,062,848	-2,696,188
Short-term loan from others	-4,084,536	-3,628,606
Interest payable from bonds issued	-6,998,948	-4,137,774
Financial liabilities payable within 12 months	-15,146,332	-10,462,569
Long-term loan from bonds issued	-51,272,000	-51,272,000
Financial liabilities payable after 12 months	-51,272,000	-51,272,000

All financial liabilities are measured at amortised cost.

Short-term loan from shareholder and short-term loan from others are current accounts for financing purposes with shareholders and third parties.

The long-term loan from bonds issued is a tradeable bond, identified with ISIN XS2158598354. The semi-annually payable interest is 5.75%, payment dates are end of April / end of October each year until maturity. ESGTI offered a buyback of the bonds issued.

11. Shareholders' equity

11.1. Share capital and capital reserves

The Company's share capital amounts to CHF 40.5 million, divided into 25,985,369 registered shares at a par value of CHF 1.56 each. All shares are authorised, issued and fully paid-up (comparative period: CHF 40.5 million share capital, 25,985,369 registered shares, par value CHF 1.56, authorised, issued and fully paid-up).

Capital reserves of the Company amount to CHF 50.2 million (comparative period: CHF 50.2 million). Pending approval from Swiss tax authorities, capital reserves are withholding tax exempt when distributed to the shareholders.

11.2. Significant shareholders

The following major shareholders were known by the Company at balance sheet date:

	31.10.2023	30.06.2022
More than 20%	Fund Advisers (Cayman) SPC obo Aspect Capital SP; George Town, Cayman Islands	Fund Advisers (Cayman) SPC obo Aspect Capital SP; George Town, Cayman Islands
Between 10% and 20%	-	-
Between 5% and 10%	WP Multi Strategy Fund; George Town, Cayman Islands	WP Multi Strategy Fund; George Town, Cayman Islands
Below 5% (free float)	57.60%	57.60%

12. Taxes

Income taxes for the reporting and the comparative period are zero as it is considered unlikely that the Company will generate income subject to income taxes. Presented tax provisions for direct taxes are accruals for capital taxes.

13. Related party transactions

	01.05.2023-31.10.2023	01.01.2021-30.06.2021
Related party transactions		
Remuneration of the Board of Directors		
Chairman	30,000	30,000
Members	100,000	60,000
Waiver of board fee	-	-40,000
Related social security expenses	13,080	-
Investment Advisor ESG Engineering & Consulting Ltd		
Investment and performance fees	366,478	365,067
downpayments on open invoices	-6,000	-370,570
Transactions with Investments		
Financing provided to Investments	381,797	807,273
Repayment of loan by ESG LifeSciences (net)	-48,827	-
Sale of SynDermix shares to ESG-LS	-	17,080,560
Transactions with Shareholders		
Financing received from shareholders	507,718	297,161

Related parties are individuals and companies where the individual or company has the ability, directly or indirectly, to control the other party or to exercise significant influence over the other party in making financial or operational decisions. All related party transactions have been carried out within the normal course of business.

Remuneration of the Board of Directors comprise the agreed fees to the members of the Board of Directors, social security contributions are presented separately.

The comparative figure of “financing provided to Investments” includes transactions with ESG LifeSciences AG. For the reporting period, these transactions are presented separately.

14. Subsequent events

On 3rd November 2023, the Admission Board BX Swiss denied exemption from the regular reporting obligations in accordance with Section 20.1 of the Listing Rules. ESGTI indeed missed the 6-month deadline to publish its annual financial statements as of April 30th, 2023. This was due to discussions with the auditors regarding liquidity-related concerns about the company's treatment as a going concern. Due to various financing commitments and the imminent conclusion of significant contracts, the Board of Directors was always of the opinion that accounting at going concern values was and is justified and therefore no further measures pursuant to Article 725 of the Swiss Code of Obligations are necessary. The company is not and has never been overindebted, even when reported at liquidation value.

As a result of the exceptional approval not being granted, the stock exchange suspended trading in ESGTI shares.

On 14th November 2023, ESGTI announced the evolution into a holding company structure to sharpen the strategic focus of the Company on Clean Technology. The Company ceases to be an investment company

under IFRS from 1 November 2023 onwards (the “Transition Date”). At Transition Date, the fair value of the former Investments (see note 2) will represent the transferred deemed consideration when measuring any goodwill. From Transition Date onwards, all subsidiaries will be consolidated in accordance with IFRS.

On February 20th, 2024, the ESG EKO AGRO Group announced the conclusion of an important cooperation and investment agreement, now making the ESGTI investment the Group's main investment and the EKO AGRO Group a predominant player in the field of agrivoltaics in Italy.

At the time of the release of this report, the auditor's work on the annual financial statements as of April 30th, 2023 is still ongoing and trading in ESGTI shares is still suspended.

According to the listing rules of the BX Swiss, the company is at risk of delisting. The Board of Directors has applied for an exemption, not least due to the changing business situation. At the time of publication of this report, the response from the BX is still pending.

Since the balance sheet date of 31st October 2023, there have been no other material events that could impair the integrity of the information presented in these financial statements.

Investors information

Shares

ISIN CH0298294981

Valor 29829498

WKN A1409X

Ticker ESGTI

Listing

BX Swiss

Publication of net asset value

www.esgti.com

Registered office

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Board of Directors

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Brunella Pavesi, PhD, Rome, Italy

Dimitri Dimitriou, MSc, FRSC, FRSB, FIBMS, Freienbach, Switzerland

Kourniaktis, Jessica, DPhil, Zurich, Switzerland

Kimberley Marty, BSc, Dübendorf, Switzerland (until 15 December 2023)

Wolfgang Werlé, BA, Zumikon, Switzerland

Hermann Wirz, BA, Pully, Switzerland

Auditor

PricewaterhouseCoopers AG, Birchstrasse 160, Zurich, Switzerland

Investment Advisors

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Manage Mind AG, Voltastrasse 61, 8044 Zurich, Switzerland

Administrator

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