GFJ ESG Acquisition I SE Société européenne

Accounts
For the financial period ended June 30, 2022

Registered office: 5 Heienhaff L-1736 Luxembourg RCS: B255487

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GFJ ESG Acquisition I SE

Société européenne BALANCE SHEET As at June 30, 2022 (Expressed in EUR)

ASS	ETS			Notes	June 30, 2022	December 31, 2021
A.	Sub	scrib	ed capital unpaid			
	I.	Sub	oscribed capital not called			
	II.	Sub	oscribed capital called but unpaid			
В.	For	matic	on expenses			
C.	Fixe	d as	sets			
	l.	Inta	ingible assets			
		1.	Costs of development			
		2.	Concessions, patens, licences, trade marks and similar rights and assets, if they were:			
			a) acquired for valuable consideration and need not to be shown under C.I.3			
			b) created by the undertaking itself			
		3.	Goodwill, to the extent that it was acquired for valuable consideration			
		4.	Payments on account and intangible assets under development			
	II.	Tar	ngible assets			
		1.	Land and buildings			
		2.	Plant and machinery			
		3.	Other fixtures and fittings, tools and equipment			
		4.	Payments on account and tangible tangible assets in the course of construction			
	III.	Fin	ancial assets			
		1.	Shares in affiliated undertakings	3	31,300	31,300
		2.	Loans to affiliated undertakings			
		3.	Participating interests			
		4.	Loans to undertakings with which the undertaking is linked by virtue of participating interests	;		
		5.	Investments held as fixed assets			
		6.	Other loans			
D.	Cur	rent a	assets			
	I.	Sto	cks			
		1.	Raw materials and consumables			
		2.	Work in progress			
		3.	Finished goods and goods for resale			
		4.	Payments on account			
	II.	Del	otors			
		1.	Trade debtors			
			a) becoming due and payable within one year			
			b) becoming due and payable after more than one year			
		2.	Amounts owed by affiliated undertakings			
			a) becoming due and payable within one year	4	154,351,032	154,221,550
			b) becoming due and payable after more than one year			
		3.	Amounts owed by undertakings with which the undertaking is linked by virtue of participating	interests		
			a) becoming due and payable within one year			
			b) becoming due and payable after more than one year			
		4.	Other debtors			
			a) becoming due and payable within one year			
			b) becoming due and payable after more than one year			
	III.	Inve	estments			
		1.	Shares in affiliated undertakings			
		2.	Own shares			
		3.	Other investments			
	IV.		sh at bank and cash in hand	5	55,253	1,428,649
E.	Pre	paym	ents	6	323,548	524,062

154,761,133

156,205,561

Total Assets

LIABILITIES

A. Capi		d reserves			
I.	Subs	scribed capital	7	720,000	720,000
II.	Shar	e premium account	7	149,805,000	149,805,000
III.	Reva	aluation reserve			
IV.	Rese	erves			
	1.	Legal reserve			
		Legal reserve			
	2.	Reserve for own shares			
	3.	Reserves provided for by the articles of association			
	4.	Other reserves, including the fair value reserve			
		a) other available reserves			
		b) other non available reserves	7	10,793,749	10,793,749
V.	Profi	t or loss brought forward		-5,856,918	
VI.		t or loss for the financial year	7	-1,612,001	-5,856,918
VII.		im dividends	•	1,012,001	3,030,320
		tal investments subsidies			
		Total Capital and Reserves	-	153,849,830	155,461,831
B. Prov					
	1.	Provisions for pensions and similar obligations			
	2.	Provisions for taxation			
	3.	Other provisions	8	471,028	542,667
C. Cred	litors				
	1.	Debenture loans			
		a) Convertible loans			
		i) becoming due and payable within one year			
		ii) becoming due and payable after more than one year			
		b) Non convertible loans			
		i) becoming due and payable within one year			
		ii) becoming due and payable after more than one year			
	2.	Amounts owed to credit institutions			
		a) becoming due and payable within one year			
		b) becoming due and payable after more than one year			
	3.	Payments received on account of orders in so far as they are shown separately as deductions	from s	stocks	
		a) becoming due and payable within one year			
		b) becoming due and payable after more than one year			
	4.	Trade creditors			
		a) becoming due and payable within one year	9	88,997	156,922
		b) becoming due and payable after more than one year		55,55	
	5.	Bills of exchange payable			
	٥.	a) becoming due and payable within one year			
		b) becoming due and payable after more than one year			
	6.	Amounts owed to affiliated undertakings			
	0.	a) becoming due and payable within one year	9	1,278	44,141
			9	1,270	44,141
		Amounts owed to AU < 1		350,000	
	-	b) becoming due and payable after more than one year		350,000	
	7.	Amounts owed to undertakings with which the undertaking is linked by virtue of participating in	iterest	5	
		a) becoming due and payable within one year			
		b) becoming due and payable after more than one year			
	8.	Other creditors			
		a) Tax authorities			
		b) Social security authorities			
		c) Other creditors			
		i) becoming due and payable within one year			
		ii) becoming due and payable after more than one year			
).	Defe	erred income			
		Total Liabilities	-	911,302	743,730
			_	484 801 100	450 000 000
		Total Capital, Reserves and Liabilities	_	154,761,133	156,205,561

PROFIT AND LOSS ACCOUNT

For the financial period ended December 31, 2021

June 8, 2021 to December 31, 2021 1. Net turnover 2. Variation in stocks of finished goods and in work in progress 3. Work performed by the undertaking for its own purposes and capitalised 4 Other operating income Raw materials and consumables and other external expenses a) Raw materials and consumables b) Other external expenses 10 -1,471,923 -5,711,939 Staff costs a) Wages and salaries b) Social security costs i) relating to pensions ii) other social security costs c) Other staff costs Value adjustments a) in respect of formation expenses and of tangible and intangible fixed assets b) in respect of current assets 8 Other operating expenses 11 -138,800 -140,887 Income from participating interests a) derived from affiliated undertakings b) other income from participating interests 10. Income from other investments and loans forming part of the fixed assets a) derived from affiliated undertakings b) other income not included under a) 11. Other interest receivable and similar income a) derived from affiliated undertakings 12 18,486 b) other interest and similar income 12. Share of profit or loss of undertakings accounted for under the equity method 13. Value adjustments in respect of financial assets and of investments held as current assets 14. Interest payable and similar expenses a) concerning affiliated undertakings 13 (1,278)-18,486 b) other interest and similar expenses 13 -4,092 15. Tax on profit or loss 16. Profit or loss after taxation -1,612,001 -5,856,918 17. Other taxes not shown under items 1 to 16 18. Profit or loss for the financial year -1,612,001 -5,856,918

ABRIDGED BALANCE SHEET As at June 30, 2022 (Expressed in EUR)

<u>ASSETS</u>	<u>Notes</u>	June 30, 2022	December 31, 2021
FIXED ASSETS			
Financial assets	3	31,300	31,300
CURRENT ASSETS			
Debtors becoming due and payable within one year	4	154,351,032	154,221,550
Cash at bank and in hand	5	55,253	1,428,649
Prepayments	6	323,548	524,062
TOTAL ASSETS	_	154,761,133	156,205,561
CAPITAL, RESERVES AND LIABILITIES			
CAPITAL AND RESERVES Subscribed capital Share premium Reserves Profit or (loss) brought forward Loss for the financial period	7	720,000 149,805,000 10,793,749 (5,856,918) (1,612,001) 153,849,830	720,000 149,805,000 10,793,749 - (5,856,918) 155,461,831
PROVISIONS	8	471,028	542,667
CREDITORS a) becoming due and payable after less than one year b) becoming due and payable after more than one year	9	90,275 350,000	201,063 -
TOTAL CAPITAL, RESERVES AND LIABILITIES	_	154,761,133	156,205,561

ABRIDGED PROFIT AND LOSS ACCOUNT For the financial period ended June 30, 2022 (Expressed in EUR)

	<u>Notes</u>	January 1, 2022 to June 30, 2022 t	June 8, 2021 o December 31, 2021
Gross profit/(loss)	10	(1,471,923)	(5,711,939)
Other operating expenses	11	(138,800)	(140,887)
Other interest receivable and similar income derived from affiliated undertakings	12	-	18,486
Interest payable and similar expenses a) concerning affiliated undertakings b) other interest and similar expenses	13	(1,278) -	(18,486) (4,092)
Tax on profit or loss	14	-	-
Loss after taxation	•	(1,612,001)	(5,856,918)
Other taxes not included in the previous caption	14	-	-
LOSS FOR THE FINANCIAL PERIOD		(1,612,001)	(5,856,918)

The accompanying notes form an integral part of these annual accounts.

NOTES TO THE ANNUAL ACCOUNTS For the financial period ended June 30, 2022 (Expressed in EUR)

1. General

GFJ ESG Acquisition I SE (the "Company") was incorporated on June 2, 2021 in Luxembourg as a European company (Société Européenne or "SE") based on the laws of the Grand Duchy of Luxembourg ("Luxembourg") for an unlimited period of time. The Company is registered with the Luxembourg Trade and Companies Register under number B255487.

The registered office of the Company is located at 5, Heienhaff, L-1736 Niederanven, Luxembourg.

The purpose of the company is the creation, holding, development and realisation of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities in the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, by purchase, sale, or exchange of securities or rights of any kind whatsoever, such as equity instruments, debt instruments as well as the administration and control of such portfolio.

Since October 19, 2021 the Company has been listed on the regulated market on the Frankfurt stock exchange in Germany.

The Company's financial year starts on January 1 and ends on December 31 of each year, with the exception of the first financial year which starts on June 8, 2021 (date of registration with the RCS) and ends on December 31, 2021.

2. Summary of Significant Accounting Policies

2.1 Basis of preparation

The annual accounts are prepared in accordance and compliance with Luxembourg legal and regulatory requirements applicable to the preparation of financial statements and are prepared under the historical cost convention.

The Company drew up its balance sheet and profit and loss account in an abridged form referring to article 35 and article 47 of the law of 19 December 2002 as amended (small-sized companies).

2.2 Assets and liabilities

Unless stated otherwise, assets and liabilities have been stated at their historical cost, expressed in euro

2.3 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at bank and deposits held at call with bank.

2.4 Debtors and creditors

Debtors and creditors are recorded at their nominal value. A value adjustment is recorded at the end of each year in case the recoverable value is estimated to be lower than the nominal value, in case the diminution in value is considered as permanent by the Managers.

2.5 Prepayments

Prepayments include expenditure incurred during the financial year but relating to a subsequent financial year.

NOTES TO THE ANNUAL ACCOUNTS (continued) For the financial period ended June 30, 2022 (Expressed in EUR)

2. Summary of Significant Accounting Policies (continued)

2.6 Provisions for liabilities and charges

Provisions for liabilities and charges are intended to cover losses or debts the nature of which is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.

Provisions relating to previous periods are regularly reviewed and released if the reasons for which the provisions were recorded have ceased to apply.

2.7 IPO fees

Fees and expenses related to the intended IPO of the Company have been fully expensed.

NOTES TO THE ANNUAL ACCOUNTS (continued) For the financial period ended June 30, 2022 (Expressed in EUR)

Note 3. Financial assets	2022	2021
Net book value as at December 31, 2021	31,300	-
Acquisitions during the period	-	31,300
Value adjustment during the period	-	-
Net book value as at June 30, 2022	31,300	31,300

In June 2021, the Company acquired two subsidiaries in Germany: Blitz 21-733 GmbH which has been renamed to GFJ Advisors I GmbH and Blitz 21-734 GmbH & Co. KG which has been renamed to GFJ Advisors I GmbH & Co. KG. GFJ Advisors I GmbH & Co. KG.

Note 4. Debtors	2022	2021
becoming due and payable within one year		
Amounts owed by affiliated undertakings		
Current account GFJ ESG Advisors I GmbH & Co. KG	154,318,741	154,218,750
Current account AFT Invest AG	2,800	2,800
	154,321,541	154,221,550

The Company has transferred all of the gross proceeds from the private placement or IPO of the public units of GFJ ESG Acquisition I SE to investors for the benefit of the public shareholders into an escrow account with a German bank (the "Escrow Account") opened by the Company's affiliate GFJ Advisors I GmbH & Co. KG. The proceeds will remain on the Escrow Account until conclusion of the acquisition of a business combination.

Other debtors

Deposit for subscription in an equity investment	29,491	-
Total Debtors	154,351,032	154,221,550
Note 5. Cash at bank and in hand	2022	2021
Deutsche Bank AG - current EUR account	54,548	1,427,752
Banque Internationale à Luxembourg S.A current EUR account	705	897
	55,253	1,428,649

Note 6. Prepayments

Prepayments are composed mainly of insurance costs and regulator fees invoiced before the balance sheet date for services applicable in subsequent periods.

NOTES TO THE ANNUAL ACCOUNTS (continued) For the financial period ended June 30, 2022 (Expressed in EUR)

Note 7. Capital and reserves

As at incorporation the share capital of the Company was EUR 120,000 represented by 12,000,000 redeemable class B shares without nominal value.

On October 13, 2021, the sole shareholder resolved to convert the existing twelve million (12,000,000) class B shares into three million one hundred twenty-five thousand (3,125,000) class B shares divided into one million forty-one thousand six hundred sixty-seven (1,041,667) Class B1 shares, (ii) one million forty-one thousand six hundred sixty-seven (1,041,667) Class B2 shares and (iii) one million forty-one thousand six hundred sixty-six (1,041,666) Class B3 shares.

On October 13, 2021, the sole shareholder decided to contribute an amount of EUR 380,000 to the equity of the Company without issuance of shares, account 115. These monies were used to cover the operating expenses as well as due diligence costs.

On October 18, 2021, the management board of the Company decided, to increase the Company's share capital by an amount of five hundred seventy-six thousand euro (EUR 576,000) to an amount of six hundred ninety-six thousand euro (EUR 696,000) through the issuance of fifteen million (15,000,000) new redeemable class A shares, each without nominal value, for an aggregate price of one hundred forty-nine million nine hundred twenty-five thousand euro (EUR 149,925,000).

The total contribution in the amount of one hundred forty-nine million nine hundred twenty-five thousand euro (EUR 149,925,000) consists of five hundred seventy-six thousand euro (EUR 576,000) for the share capital and one hundred forty-nine million three hundred fortynine thousand euro (EUR 149,349,000) for the share premium.

At the same date the management board of the Company has decided, to increase the Company's share capital by an amount of twenty-four thousand euro (EUR 24,000) to an amount of seven hundred twenty thousand euro (EUR 720,000) through the issuance of two hundred eight thousand three hundred thirty-three (208,333) Class B1 Shares, two hundred eight thousand three hundred thirty-four (208,334) Class B3 Shares for an aggregate price of one hundred thousand euro (EUR 100,000).

The contribution in cash consisting of one hundred thousand euro (EUR 100,000) consists of twenty-four thousand euro (EUR 24,000) for the share capital and seventy-six thousand euro (EUR 76,000) for the share premium.

As at December 31, 2021, 3,750,000 Class B shares and 15,000,000 Class A shares were issued and fully paid.

NOTES TO THE ANNUAL ACCOUNTS (continued) For the financial period ended June 30, 2022 (Expressed in EUR)

Note 7. Capital and reserves (continued)

The movements for the period are as follows:

	Subscribed capital	Share premium account	Reserves	Result for the financial period	Total
Balance as at December 31, 2021	720,000	149,805,000	10,793,749	(5,856,918)	155,461,831
Share capital increase	-	-	-	-	-
Share premium increase	-	-	-	-	-
Capital contributions not					
remunerated in shares	-	-	-	-	-
Other reserves*	-	-	-	-	-
Result for the period	-	-	-	(1,612,001)	(1,612,001)
Balance as at June 30, 2020	720,000	149,805,000	10,793,749	(7,468,919)	153,849,830

Legal reserve

Luxembourg companies are required to appropriate to the legal reserve a minimum of 5% of the net profit for the year after deduction of any losses brought forward, until this reserve equals 10% of the subscribed capital. This reserve may not be distributed in the form of cash dividends, or otherwise, during the life of the Company. The appropriation to legal reserve is effected after approval at the general meeting of shareholders.

Other reserves, including the fair value reserve*

On October 15, 2021 it was resolved to acknowledge, approve, and authorise in the name and on behalf of the Supervisory Board the issuance, within the framework of the authorised capital of seven million five hundred thousand (7,500,000) new Class A Warrants in accordance with the terms and conditions of Class A Warrants, for a subscription price of seventy-five thousand euro (EUR 75,000); and to acknowledge, approve and ratify in the name and on behalf of the Supervisory Board the issuance within the framework of the authorised capital of (i) six million four hundred ten thousand four hundred seventeen (6,410,417) new Class B Warrants for an aggregate subscription price of nine million six hundred fifteen thousand six hundred twenty five euro and fifty cents (EUR 9,615,625.50), which has been settled by set off against an amount of one million nine hundred thousand euro (EUR 1,900,000) drawn down under the shareholder loan granted by GFJ Holding GmbH & Co. KG to the Company which loan shall be terminated following such set off and seven million seven hundred fifteen thousand six hundred twenty-five euro and fifty cents (EUR 7,715,625.50) paid in cash, and, (ii) under the additional sponsor subscription of Class B Warrants, an additional number of seven hundred thirty-five thousand four hundred sixteen (735,416) Class B Warrants for the price of one million one hundred three thousand one hundred twenty-five euro (EUR 1,103,125) in accordance with the terms and conditions of Class B Warrants.

NOTES TO THE ANNUAL ACCOUNTS (continued) For the financial period ended June 30, 2022 (Expressed in EUR)

Note 8. Provisions	2022	2021
Accrued audit fees	49,140	98,280
Accrued IPO fees	93,600	178,600
Accrued commercial due diligence fees	239,488	239,488
Accrued administration fees	14,625	-
Accrued director fees	65,000	-
Accrued fees other	9,175	26,299
	471,028	542,667
Note 9. Creditors	2022	2021
a) becoming due and payable within one year		
Trade creditors	88,997	156,922
Amounts owed to affiliated undertakings	1,278	44,141
	90,275	201,063
b) becoming due and payable after more than one year Amounts owed to affiliated undertakings	350,000	
Note 10. Gross profit/(loss)	2022	2021
Other external expenses:		
IPO fees	(236,416)	(5,003,693)
Legal and professional fees	(998,318)	(289,979)
Audit fees	(55,692)	(98,280)
Administration fees	(34,018)	(39,691)
Tax advisory fees	(112,030)	-
Contributions to professional associations	(22,478)	(17,124)
Agency services	-	(5,000)
Bank charges	(2,235)	(1,690)
Other expenses	(10,737)	(256,482)
	(1,471,923)	(5,711,939)
Note 11. Other operating expenses	2022	2021
Director fees	138,800	140,887

The management board consisting of 3 and the supervisory board consisting of 4 members are entitled, based on a shareholder resolution from July 5, 2021, to an aggregate remuneration of EUR 255,000 per annum payable on a quarterly basis for providing director/advisory services to the Company. (see note 17)

NOTES TO THE ANNUAL ACCOUNTS (continued) For the financial period ended June 30, 2022 (Expressed in EUR)

Note 12. Other interest receivable and similar income	2022	2021
derived from affiliated undertakings		

In August 2021 the Company borrowed EUR 1,900,000 from its shareholder as lender with effect on June 15, 2021 ("shareholder loan") which was then set of against a subscription price of new class B warrants as at October 13, 2021. Accrued interest amounted to EUR 18,486 have been waived by the sole shareholder. (see note 13)

On June 30, 2022, the outstanding loan and interest were nil (December 31, 2022: nil).

Note 13. Interest payable and similar expenses	2022	2021
a) concerning affiliated undertakings	4 270	10.405
Shareholder loan interest expense	<u> 1,278</u>	18,486
b) other interest and similar expenses		
Bank debit interest	-	2,133
Fees on escrow account	-	1,959
	-	4,092

Note 14. Tax on profit and loss

Waiver on shareholder loan interest

The Company is subject to all income taxes applicable to Luxembourg companies.

Note 15. Staff

During the period under review, the Company did not employ any personnel and, consequently, no payment for wages, salaries or social securities were made.

Note 16. Related party transactions

During the financial period under review no further significant transactions were entered into with related parties apart from those with affiliated undertakings disclosed under notes 3, 4, 9, 12 and 13.

Note 17. Emoluments

The board of directors, which consists of 3 members, did receive remuneration in the amount of EUR 67,550 (2021: EUR 73,179) during the period ended on June 30, 2022. (see note 11)

18,486

NOTES TO THE ANNUAL ACCOUNTS (continued) For the financial period ended June 30, 2022 (Expressed in EUR)

Note 18. Post balance sheet events

On February 9, 2022, the management board and the supervisory board held meetings and resolved to convene an extraordinary general meeting of shareholders of the Company in order to approve the acquisition of tado GmbH. During the ongoing discussions with tado GmbH and its shareholders no agreement on terms of a business combination could be reached, so that the Company decided to withdraw from the letter of intent and watch for other targets.

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

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

The Company regards these events as non-adjusting events after the reporting period. Although neither the Company's performance and going concern nor operations, at the date of this report, have been significantly impacted by the above, the Manager continues to monitor the evolving situation and its impact on the financial position and results of the Company.

No other events have taken place since balance sheet date that had a significant impact on the financial position of the Company as at the date of the balance sheet.