# **AFE S.A. SICAV-RAIF**

Unaudited Interim Condensed Consolidated Financial Statements For the Three Months Ended 31 March 2023

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### **General Information**

#### **Fund**

AFE S.A. SICAV-RAIF 26-30, Avenue du Dix Septembre L-2550 Luxembourg Grand Duchy of Luxembourg R.C.S. Luxembourg: B216080

#### AIFM

Carne Global Fund Managers (Luxembourg) S.A. 3, rue Jean Piret L-2350 Luxembourg Grand Duchy of Luxembourg

#### **Portfolio Manager**

Carne Global Fund Managers (Luxembourg) S.A. 3, rue Jean Piret L-2350 Luxembourg Grand Duchy of Luxembourg

#### **Administrative Agent**

Belasko Luxembourg S.a.r.l 26-30, Avenue du Dix Septembre L-2550 Luxembourg Grand Duchy of Luxembourg

#### Auditor

PricewaterhouseCoopers 2, rue Gerhard Mercator B.P. 1443 L-1014 Luxembourg Grand Duchy of Luxembourg

#### **Board of Directors**

- Edward Green (resigned 28 February 2023);
- Audrey Lewis;
- Graham Parry-Dew;
- Christopher Ross-Roberts;
- Eric Verret.

#### **Board of Directors of the AIFM**

- Anouk Agnes;
- John Alldis;
- William Blackwell;
- Veronica Buffoni;
- John Donohoe;
- Jacqueline O'Connor.

#### **Board of Directors of the Portfolio Manager**

- Anouk Agnes;
- John Alldis;
- William Blackwell:
- Veronica Buffoni;
- John Donohoe;
- Jacqueline O'Connor.

#### **Depositary**

RBS International Depositary Services S.A. Luxembourg Branch The Square, Building A – 40 Avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg

#### **Investment Advisor**

Veld Capital Limited Since 21 March 2023: 105 Wigmore Street London W1U 1QY

Until 21 March 2023: 1 Stephen Street London W1T 1AL

# **Directors' Report**

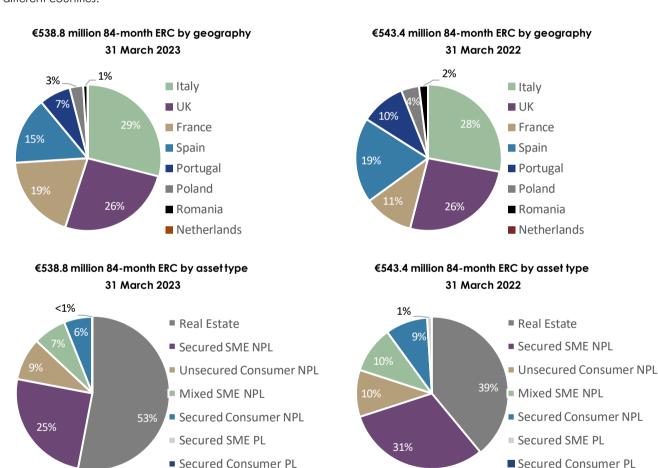
The Directors of AFE S.A. SICAV-RAIF ("AFE") are pleased to present the Directors' Report and Unaudited Interim Condensed Consolidated Annual Report (the "Financial Statements") on the activities and financial performance of AFE and its subsidiaries (together, the "Group") for the period from 1 January 2023 to 31 March 2023. The Financial Statements incorporate the assets, liabilities, revenue and expenses of the Group.

#### **Business Overview**

AFE purchases and invests in a diverse range of performing and non-performing debt across Europe. AFE has the capability to price and purchase a wide range of debt, consisting of portfolios of unsecured and secured consumer, SME, mortgage and real estate backed debt\*, including mixed portfolios. The Directors believe this ability is a key competitive advantage in originating new investment opportunities and further penetrating current markets and unlocking new ones, providing it with the opportunity to generate strong risk-adjusted returns on an ongoing basis. During the first three months of 2023, AFE provided c.€4.6m of funding to existing assets in the UK, France, Italy and the Netherlands.

In its debt investment portfolio, AFE has a diverse portfolio of seasoned and granular consumer, SME, mortgage debt and real estate backed debt which is differentiated among debt purchasers with its significant collateral backing as well as the level of borrower diversification, asset types and geographies.

The following charts illustrate the diversification of AFE's 84-month estimated remaining collections ("ERC") from existing purchased loan portfolios, purchased loan notes, investments in joint ventures and inventory (together, the "Group's Assets") by asset type and geography as of 31 March 2023. Geographic and asset diversity provides resilience throughout the cycle in different countries.



<sup>\*</sup> AFE invests in real estate assets through joint venture arrangements, the invested capital is provided to the joint venture through loan instruments alongside equity.

#### **Key Performance Indicators**

The Directors use a variety of key performance indicators ("KPI's") to monitor, assess and evaluate the performance of the Group, as well as providing the Directors with key financial data to aid with key decision making. The KPI's included within the Directors' Report have been prepared on a basis consistent with the financial data contained in the Offering Memorandum. The data below is based on the Group for the three-months periods ended 31 March 2023 and 31 March 2022. The Directors are satisfied that the financial data in the Financial Statements, and therefore the financial data also used to compute these KPIs, gives a fair and materially accurate reflection of the Group's performance for the period.

		Quarter Ended 31 March 2023	Quarter Ended 31 March 2022	% change
84-month ERC (€'000s)	1	538,759	543,374	-0.8%
84-month Gross ERC (€'000s)	2	559,231	567,583	-1.5%
Cumulative purchases of loan portfolios and loan notes (€'000s)	3	715,744	708,198	1.1%
Number of investments	4	67	55	21.8%
Number of accounts	5	207,996	209,501	-0.7%
Total attributable collections (€'000s)	6	16,080	18,984	-15.3%
Total gross collections (€'000s)	7	16,073	18,312	-12.2%
Core collections (€'000s)	8	16,073	18,312	-12.2%
Operating expenses (€'000s)	9	10,859	7,324	48.3%
Core collection cost ratio	10	67.6%	40.0%	68.9%
Adjusted EBITDA (€'000s)	11	6,231	11,703	-46.8%
Normalised Adjusted EBITDA (€'000s)	12	6,231	11,703	-46.8%

- (1) 84-month ERC ("ERC") means AFE's estimated remaining collections on the Group's Assets over an 84-month period, assuming no additional purchases are made and on an undiscounted basis.
- (2) 84-month Gross ERC means 84-month ERC plus any proportionate share of remaining cash collections that may be payable to a co-investor holding secured loan notes.
- (3) Cumulative purchases of the Group's Assets includes the original purchase price of assets made by the Portfolio Business, plus the purchase price of subsequent portfolio and real estate backed debt by AFE, related capitalised costs (including due diligence, legal and other fees relating to the acquisition but excluding future litigation costs) less pre-determination cash (consisting of collections during the period between pricing of a portfolio and the closing of its acquisition) up to the specified date, less the purchase price for all fully sold portfolios prior to the specified date.
- (4) Number of investments represents the number of real estate backed debt investments and individual debt portfolios as of the specified date, including portfolios held by entities which are not under the control of AFE, but give AFE proportionate rights to the cash flows from such portfolios through loan notes.
- (5) Number of accounts represent the number of individual accounts acquired at the time of purchase or investment with respect to loan portfolios and real estate backed debt investments, including portfolios held by entities which are not under the control of AFE, but give AFE proportionate rights to the cash flows from such portfolios through loan notes.
- (6) Total attributable collections represent total cash collections gross of servicer fees and other costs to collect for all investments comprising the Group's Assets, excluding any share of cash collections that relate to the interests of co-investors holding secured loan notes.
- (7) Total gross collections represent cash collected from debtors in connection with purchased loan portfolios and net cash collections (after servicing costs) for purchased loan notes and investments in joint ventures, as well as any disposals of the Groups Assets. Total gross collections include any proportionate share of cash collections that relate to the interests of coinvestors holdings of secured loan notes.
- (8) Core collections represent total gross collections, less any disposals of the Group's Assets.
- (9) Operating expenses represent direct costs of collections related to purchased loan portfolios and other operating expenses, excluding impairment of the Group's Assets, net foreign currency (losses)/gains and non-recurring items.
- (10) Core collection cost ratio represent the ratio of operating expenses to core collections.
- (11) Adjusted EBITDA represents (loss)/profit before tax adjusted to exclude the effects of finance costs and finance income, share of profit/(loss) in associates, share of profit/(loss) in joint ventures, net foreign currency losses/(gains), impairment of the Group's Assets, disposals and repayments of secured loan notes, and non-recurring items. Revenue on the Group's Assets and costs on secured loan notes calculated using the effective interest rate method are replaced with total gross collections in the period.

#### Key Performance Indicators (continued)

(12) Normalised Adjusted EBITDA represents Adjusted EBITDA excluding disposals of the Group's Assets.

#### Asset base and returns on portfolios purchased

The table below reflects historical capital deployment of the Portfolio Business from 2012 to 27 June 2017 plus capital that has been deployed since the incorporation of AFE; a total of €868 million has been deployed through acquisitions of 78 investments with an aggregate face value of €13.5 billion. Since 2012, 12 portfolios have been fully sold. As of 31 March 2023, the portfolios held by AFE had an aggregate face value of €11.0 billion following the historical sale of deals with a face value of €3.6 billion, with an 84-month ERC of €538.8 million.

		Actual			
Portfolios purchased in the period ended:	Purchase price (13)	collections to 31 March 2023	84-month ERC	Total estimated collections (14)	Gross money multiple (15)
	€000	€000	€000	€000	
Year ended 31 December 2012	75,084	174,952	13,307	188,259	2.5x
Year ended 31 December 2013	77,386	161,566	8,560	170,126	2.2x
Year ended 31 December 2014	59,025	128,145	11,308	139,453	2.4x
Year ended 31 December 2015	47,806	61,519	12,265	73,784	1.5x
Year ended 31 December 2016	125,617	202,920	54,955	257,875	2.1x
Year ended 31 December 2017	65,017	96,132	17,825	113,957	1.8x
Year ended 31 December 2018	161,652	161,788	75,410	237,198	1.5x
Year ended 31 December 2019	36,119	24,276	33,411	57,687	1.6x
Year ended 31 December 2020	22,950	22,145	25,837	47,982	2.1x
Year ended 31 December 2021	107,467	56,236	125,731	181,967	1.7x
Year ended 31 December 2022	90,132	10,734	160,150	170,884	1.9x
Total	868,255	1,100,413	538,759	1,639,172	1.9x

For real estate investments AFE will be required to fund its share of capital expenditure and other working capital needs. Additional invested capital for real estate investments is recognised in the year that the investment was completed rather than the year it was funded. In parallel, ERC will be recognised over the duration of the investment such that the gross money multiple at any given time reflects the expected returns AFE anticipates to generate upon exit.

(13) Purchase price represents the aggregate amount paid plus costs less any cash received between the cut-off date for pricing an asset and the completion date of the purchase for all portfolio purchases in the period indicated.

(14) Total estimated collections represent actual collections to 31 March 2023 plus forecast collections for the following 84 months.

(15) The Gross money multiple is total estimated collections divided by purchase price, although collections can extend beyond the period covered for total estimated collections.

#### Net debt

Net debt represents third-party indebtedness, including bank guarantees, less cash and cash equivalents excluding unamortised debt issue costs, facility fees and amounts due to co-investors under secured loan notes.

			Quarter Ended
			31 March 2023
			€000
Borrowings:	The Notes		307,500
	Revolving Credit Facilit	у	79,002
	Term Facility		3,325
Less:	Cash at bank		(13,745)
	Cash held on AFE's acc	count at servicers'	(6,784)
	Less cash deposits paid	i	(206)
Add back:	Cash collected on beh	nalf of secured loan note holders	223
Net debt			369,315
LTV ratio at period	l end	16	68.5%
Adjusted EBITDA le	everage ratio	17	3.32
LTM Adjusted EBITI	DA	18	111,301
Net interest exper	nse	19	21,198
Fixed charge cov	er ratio ("FCCR")	20	5.25

- (16) LTV ratio means the aggregate secured indebtedness of the Group less cash and cash equivalents (including cash and cash equivalents in servicers' accounts or otherwise that are due from servicers but not yet paid by servicers to the Group, less cash collections due to be paid to co-investors under secured loan notes) divided by 84-month ERC.
- (17) Adjusted EBITDA leverage ratio means net debt divided by the Adjusted EBITDA for the 12 months ended 31 March 2023. Two portfolio tails completed in May 2022 with proceeds of c.€1.1m compared to an ERC of c.€1.2m. In August 2022 a real estate asset was disposed of realising proceeds of c.€2.2m against ERC of c.€2.2m. In December 2022 AFE's 30% holding in Phoenix Asset Management ("PAM") was sold with proceeds of €12.3m, in addition two portfolio tails were disposed of for €4.2m against ERC of €4.8m. Excluding these sales brings Normalised Adjusted EBITDA leverage ratio to 4.04.
- (18) LTM Adjusted EBITDA means Adjusted EBITDA for the 12 months ended 31 March 2023.
- (19) Net interest expense means interest expense on total debt for the 12 months ended 31 March 2023.
- (20) FCCR is calculated as LTM Adjusted EBITDA divided by net interest expense.

Borrowings used in calculating net debt can be reconciled to the Financial Statements as follows:

		Quarter Ended
		31 March 2023
		€000
Borrowings:	The Notes	307,500
	Unamortised discount on issuance of the Notes	(379)
	Unamortised transaction fees	(1,694)
	Per Financial Statements (non-current liability)	305,427
	Interest payable at 31 March 2023 (current liability)	3,771
	Revolving credit facility - amount drawn	79,002
	Term Facility - current liability	3,325
Total borrowings		391,525

#### Significant recent developments

#### Russian Invasion of Ukraine

The ongoing military invasion of Ukraine and the related sanctions targeted against the Russian Federation may have impact on the European economies and globally. The Group does not have any direct exposure to Ukraine, Russia or Belarus. However, the impact on the general economic situation may require revisions of certain assumptions and estimates. This may lead to material adjustments to the carrying value of certain assets and liabilities within the next financial year. As at quarter ended 31st March 2023 no material impacts of the ongoing conflict have been identified.

#### 2023 Performance

In 2023, AFE continued to successfully execute on its strategy, demonstrating the resilience of its business model and strong cash generation, with strong financial performance and leverage below its long term target. The group reported total attributable collections of  $\le 16.1$ m against a target of  $\le 14.8$ m, set in December 2022, this represents a  $\le 1.3$ m or 9.7% overperformance.

#### New investments

During the quarter ended 31st March 2023, AFE made follow on investments of c.€4.3m in existing real estate backed debt investments in France, Italy and the United Kingdom and c.€0.3m in an existing performing loans investment in the Netherlands.

#### Signed transactions

Under the business plan of the signed and acquired real estate assets, the Group is expected to fund an additional c.€35.5m for its share of capital expenditure over the next three years.

#### Environmental, Social and Governance:

As AFE is deemed to fall within the scope of Article 6 of SFDR, the investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities. The AIFM is required to make certain disclosures under SFDR in respect of its approach to the integration of sustainability risks in the investment decision-making process, as well as an explanation of the likely impacts of sustainability risks on returns. The AIFM relies upon the Investment Adviser's approach to sustainability risks to satisfy these requirements.

Sustainable investing is integral to the Investment Adviser's business and culture. The Investment Advisor seeks to invest responsibly, taking relevant sustainability risks and factors into account throughout its investment process. The Investment Adviser's environmental, social and governance ("ESG") policy is compliant with SFDR. In 2022, the Investment Adviser (as part of the AnaCap group at the time of assessment) was awarded a Gold medal from Ecovadis (an external ESG consultant) for its assessment. The Investment Adviser's approach to the integration of sustainability risks thought the investment process is integral to the way in which the Investment Adviser operates and is relevant to AFE assets.

As part of its ongoing commitment to ESG, the Investment Adviser recently became a signatory to the United Nations Principles for Responsible Investment ("UNPRI"), demonstrating its commitment to responsible investing by incorporating ESG factors into investment decision-making.

#### Going Concern

The Group continues to actively monitor its liquidity and covenant adherence. The Group's liquidity position remains strong, with available cash as of the date of signing of the Financial Statements of c.€17.9m. The group has assessed its expected operating performance and liquidity requirements for 2023. Despite the outlook the Board of Directors remain confident that AFE can continue to trade for a period of at least 12 months from the date of signing the Financial Statements and will have sufficient liquidity to manage its operations during that time. Cash management and asset management will be critical throughout the year to help drive performance. AFE's Revolving Credit Facility ("RCF") matures on 31st December 2023; the fund has to repay the draws under the RCF at the maturity date. The extension is subject to customary conditions precedent and other closing conditions being satisfied.

#### <u>Outlook</u>

Net debt to adjusted EBITDA is below target range with stable cash collections, deployment of capital is set to slow during 2023 to preserve liquidity. AFE has a locally embedded platform with 27 FTE equivalents across 5 local geographies, a resilient and low fixed cost operating model which is expected to drive strong performance into 2023. The development of AFEs master servicing model will provide an opportunity to generate incremental capital-light income from the credit portfolio. AFE will continue to co-invest in mid-market investments (€10M-€50M) focusing on hard asset backing (real estate secured NPLs and performing real estate backed debt) with a focus on continued diversification across a broader range of asset types and geographies.

Graham Parry Dew Director 25 May 2023



#### Report on Review of Interim Condensed Consolidated Financial Statements

To the Board of Directors of AFE S.A. SICAV-RAIF

We have reviewed the accompanying interim condensed consolidated financial statements of AFE S.A. SICAV-RAIF (the "Fund"), which comprise interim condensed consolidated statement of financial position as at 31 March 2023, and the interim condensed consolidated statement of comprehensive income, the interim condensed consolidated statement of cash flows and the interim condensed consolidated statement of changes in equity for the three-month period then ended, and a summary of significant accounting policies and other explanatory information.

#### Board of Directors' responsibility for the interim condensed consolidated financial statements

The Board of Directors is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of interim condensed consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Responsibility of the "Réviseur d'entreprises agréé"

Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review. We conducted our review in accordance with International Standard on Review Engagements (ISRE 2410) as adopted for Luxembourg by the "Institut des Réviseurs d'Entreprises". This standard requires us to comply with relevant ethical requirements and conclude whether anything has come to our attention that causes us to believe that the interim condensed consolidated financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework.

A review of interim condensed financial statements in accordance with ISRE 2410 is a limited assurance engagement. The "Réviseur d'entreprises agréé" performs procedures, primarily consisting of making inquiries of management and others within the Fund, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these interim condensed consolidated financial statements.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union.

PricewaterhouseCoopers, Société coopérative Represented by

Luxembourg, 25 May 2023

#### Thierry Salagnac

# Interim Condensed Consolidated Statement of Comprehensive Income for the Three Months Ended 31 March 2023

			Quarter ended 31 March 2022
	Notes	€000	€000
Revenue			
Interest income from purchased loan portfolios	10	7,937	10,034
Interest income from purchased loan notes	10	212	249
Interest income on loans to joint ventures at amortised cost	10	3,075	2,536
Fair value gain on investments in joint ventures at FVPL	10	4,414	-
Other income		1,240	1,133
Total revenue	5	16,878	13,952
Operating expenses			
Collection activity costs		(5,647)	(3,405)
Net foreign currency gain/(loss)	6	1,055	(105)
Other operating expenses	6	(5,212)	(3,919)
Total operating expenses		(9,804)	(7,429)
Operating profit		7,074	6,523
Finance costs	7	(8,700)	(5,773)
Share of profit in joint venture accounted for using equity method	11	-	56
Profit from discontinued operation		-	265
(Loss)/profit before tax		(1,626)	1,071
Tax charge	8	(39)	(52)
Comprehensive (loss)/income for the period		(1,665)	1,019

The above Unaudited Interim Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

# Interim Condensed Consolidated Statement of Financial Position as at 31 March 2023

		As at	As at
		31 March 2023	31 December 2022
	Notes	€000	€000
Assets			
Non-current assets			
Property, plant and equipment		148	221
Investments in joint ventures at amortised cost	10	47,046	45,420
Investments in joint ventures at FVPL	10	86,055	80,061
Participation in joint ventures	11	49,630	47,926
Goodwill	9	1,836	1,836
Total non-current assets		184,715	175,464
Current assets			
Cash and cash equivalents		13,745	18,806
Trade and other receivables	13	23,782	42,296
Tax receivable		80	68
Other assets	13	4,648	2,984
Purchased loan portfolios	10	121,543	127,392
Purchased loan notes	10	8,196	7,683
Investments in joint ventures at amortised cost	10	50,124	50,773
Inventory	12	18,837	18,856
Total current assets		240,955	268,858
Total assets		425,670	444,322
Liabilities			
Non-current liabilities			
Borrowings	20	305,427	305,039
Total non-current liabilities		305,427	305,039
Current liabilities			
Borrowings	20	86,098	98,504
Secured loan notes	20	12,364	12,145
Trade and other payables	14	6,804	11,792
Other liabilities	14	1,066	1,066
Tax provisions	21	4,677	4,877
Total current liabilities		111,009	128,384
Total liabilities		416,436	433,423
Equity			
Share capital	15	1,250	1,250
Retained earnings		7,984	9,649
Total equity		9,234	10,899
Total equity and liabilities		425,670	444,322

The above Unaudited Interim Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

The Unaudited Interim Condensed Consolidated Financial Statements for the period ended 31 March 2023 were approved by the Board of Directors and authorised for issue on its behalf by:

Graham Parry Dew

Director

25 May 2023

# Interim Condensed Consolidated Statement of Cash Flows for the Three Months Ended 31 March 2023

	Notes	Quarter ended 31 March 2023	Quarter ended 31 March 2022
		€000	€000
Cash flows from operating activities			
(Loss)/profit before tax		(1,626)	1,071
Adjustments for:			
Interest income from purchased loan portfolios	10	(7,937)	(10,034)
Interest income from purchased loan notes	10	(212)	(249)
Interest income from joint ventures	10	(3,075)	(2,536)
Fair value movement of investment in joint ventures at FVPL	10	(4,414)	-
Finance costs	7	8,700	5,773
Unrealised foreign currency (gains)/losses	6	(1,132)	487
Share of profit in joint venture accounted for using equity method	11	-	(56)
Share of profit in associate classified as held for sale		-	(265)
Operating cash flows before movements in working capital		(9,696)	(5,809)
Change in trade and other receivables*		17,931	9,189
Change in trade and other payables*		(4,988)	(690)
Cash generated from operating activities before collections and		3,247	2,690
Taxes paid		(319)	(415)
Collections in the period - sale of inventory	10	1,469	2,612
Collections in the period - loans	10	11,628	11,202
Collections in the period - joint ventures	10	2,976	4,498
Acquisition of purchased loan notes	10	(312)	-
Acquisition of joint ventures	10	(4,300)	(10,598)
Net cash generated from operating activities		14,389	9,989
Cash flows from financing activities			
Proceeds from borrowings		1,137	2,191
Repayment of borrowings		(13,696)	(8,823)
Repayment of secured loan notes		(245)	(759)
Finance costs paid		(6,646)	(4,690)
Net cash used in financing activities		(19,450)	(12,081)
Natural and the control of the contr		(5.0.1)	10.000
Net movements in cash and cash equivalents		(5,061)	(2,092)
Cash and cash equivalents at the beginning of the period		18,806	21,438
Cash and cash equivalents at the end of the period		13,745	19,346

<sup>\*</sup>Movement in working capital is net of accruals and prepayments related to the Notes and the Revolving Credit Facility. The above Unaudited Interim Condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

# Interim Condensed Consolidated Statement of Changes in Equity for the Three Months Ended 31 March 2023

	Share	Retained	Total equity
	capital	earnings	
	€000	€000	€000
Balance as at 1 January 2023	1,250	9,649	10,899
Comprehensive loss for the period	-	(1,665)	(1,665)
Balance as at 31 March 2023	1,250	7,984	9,234

Comparative figures from 1 January to 31 March 2022:

	Share capital	Retained earnings	Total equity
	€000	€000	€000
Balance as at 1 January 2022	1,250	(14,945)	(13,695)
Comprehensive income for the period	-	1,019	1,019
Balance as at 31 March 2022	1,250	(13,926)	(12,676)

The above Unaudited Interim Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

#### Notes to the Consolidated Financial Statements

#### 1. General information

AFE S.A. SICAV-RAIF ("AFE", "Fund"), a public limited liability company (société anonyme), was incorporated on 28 June 2017 under the laws of Luxembourg as a reserved alternative investment fund (fonds d'investissement alternatif réservé) in the form of an investment company with variable capital (société d'investissement à capital variable). On 30 September 2022 the fund changed its registered name from AnaCap Financial Europe S.A. SICAV-RAIF to AFE S.A. SICAV-RAIF.

On 28 June 2017, AFE entered into an alternative investment fund management agreement with Carne Global Fund Managers (Luxembourg) S.A. ("Carne") to appoint Carne to be its alternative investment fund manager ("AIFM"). In its capacity as AIFM Carne will perform functions in accordance with AIFM law and reserved alternative investment fund law ("RAIF law"). On 30 September 2022 the AIFM became the portfolio manager and Veld Capital Limited ("Veld") acts as investment advisor to the Portfolio Manager.

The principal activity of AFE and its subsidiaries as listed in note 17 (together, the "Group") is to seek risk adjusted investment returns by acquiring, holding, servicing, and disposing of portfolio investments comprising of loans, leases, or other credit-related obligations, including primarily diversified portfolios of unsecured and secured consumer debts, SME debt, and mortgages, as well as seek opportunities in the direct real estate backed debt market.

The Interim Condensed Consolidated Financial Statements (hereafter the "Financial Statements") are prepared in accordance with IAS34 "Interim Financial Reporting" and do not contain all disclosures required for annual consolidated financial statements and should therefore be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2022. The principal accounting policies that have been applied to the Financial Statements have been applied consistently throughout the period unless otherwise stated.

#### Significant changes in the current reporting period

#### New Investments

During the quarter ended 31st March 2023, AFE made follow on investments of c.€4.3m in existing real estate backed debt investments in France, Italy and the United Kingdom and c.€0.3m in an existing performing loans investment in the Netherlands.

#### Signed Transactions

Under the business plan of the signed and acquired real estate assets, the Group is expected to fund an additional c.€35.5m for its share of capital expenditure over the next three years.

#### Market developments

An increasingly challenging economic backdrop relating to persistent inflationary pressures and rising interest rates has developed over 2022 and continued in 2023. The group closely monitors market developments and mitigates risks through regular monitoring of the group's liquidity position and business plan. Whilst the group acknowledges increasing macro risks arising from climate change, no material impact has been assessed on AFE's operations at the reporting date. Additionally, no material impact has been identified from the ongoing war in Ukraine or related sanctions.

#### 2. Adoption of new and amended International Financial Reporting Standards and changes in accounting policies

A number of other new and amended standards became applicable for the current reporting period but did not have any impact on the Group's accounting policies and did not require retrospective adjustments.

Amendments to IAS 1, Presentation of financial statements', on classification of liabilities (effective on annual periods on or after 1 January 2024) clarify that liabilities are classified as either current or noncurrent, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability. Other new standards and amendments have been published from IASB but are not yet applicable. The Group do not expect there to be material impact on the Financial Statements due to the adoption of these standards and amendments.

#### 3. Significant accounting policies adopted in the period

There are no new accounting policy adoption or amendments during the period impacting the financial statemets.

#### 4. Critical accounting judgments and estimates

In the application of the Group's accounting policies, the Board of Directors is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised.

#### Critical judgments in applying accounting policies

The following are the critical judgments that have been made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the Financial Statements.

The carrying values of non-derivative financial assets and financial liabilities are derived using the forecasted cash flows over the expected life of the underlying instruments. Due to the nature of the business, the expected cash flows are measured using an 84-month rolling expected life from the date of the Interim Condensed Consolidated Statement of Financial Position. An expected life of 84 months has been used as this most appropriately reflects the period over which cash flows are expected to be received based on management experience.

In relation to non-paying accounts, judgments will be made as to which operational strategy is the most appropriate to move the account to paying status, which may include placing these accounts into litigation. Operational factors, that may impact future estimated cash flows, are also considered such as improved collections processes and systems. The Board of Directors also reviews the model on a portfolio basis to take into account external factors, which have impacted historical or will impact future performance and, where necessary, the carrying amount is adjusted to take into account these known factors.

#### Critical estimates

The following are the key sources of assumption and estimation uncertainty that have been made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the Financial Statements.

Due to the nature of the business, the expected cash flows on financial assets are measured using an 84-month rolling expected life from the date of the Interim Condensed Consolidated Statement of Financial Position. 84-month cash flow forecasts are prepared for each portfolio. For larger balances, these forecasts are manually evaluated and underwritten based on the expected cash flows from reviews of underlying detailed loan documentation and the availability of security against the balance. For smaller balances, these forecasts are generated using statistical models incorporating a number of factors, including predictions of payments, which are informed by customer and account level data, credit agency data and historic experience with accounts which have similar key attributes. Valuations are performed for each individual portfolio in order to assess potential changes in forecasted cash-flows compared to current targets based on underlying macro-economic, credit, behavioural, legal, collateral, and operational cost assumptions driving liquidation performance and ultimate exit value if applicable. Macro-economic assumptions that are incorporated into the forecasts include factors such as GDP growth rates, unemployment rates and inflation. A further key model input is previous payments made by a customer. The assumptions and estimates made are specific to the characteristics of each portfolio.

Given the distressed nature of some of the assets acquired, NPL assets are acquired significantly below the gross book value of the portfolio and are priced at a level that meets the Group's risk-adjusted return targets, with the Group being able to leverage off of both internal expertise within the Group's asset management platform and trusted and established relationships with third parties to support pricing assumptions to ensure that expected credit losses and the full distressed nature of the NPL portfolio are fully baked into pricing at acquisition.

The portfolio cash flow projections are assessed on at least a bi-annual basis where credit loss is assessed at loan level, with adjustments made to future cash flows to reflect any changes to management assumptions on anticipated credit loss for a portfolio.

AFE has deployed capital into real estate investments, the fair value of these investments is determined using discounted cashflow ("DCF") methodology. Valuations are based on analysis of the underlying investments guided by the investment advisor's valuation principles and observable market evidence. Assumptions and estimations are made regarding the discount rate and the timing of cashflows. AFE reassess the assumptions in the DCF methodology on a bi-annual basis.

#### Changes in estimates

The expected cash flows created from the forecasting models are regularly benchmarked at a portfolio level against actual performance; this informs the decision as to whether a change in carrying value of the portfolio may be required. The estimated future cash flows generated by the above process are the key estimate and judgment in the Financial Statements. When assessing the future cash flows at portfolio level there are many macro level indicators that are considered when building expectations and assumptions. Two of the main drivers behind estimating cash flow forecasts include:

- time to collect on certain positions. Asset management strategies are tailored to segments or certain positions across the portfolio in order to optimise recoveries. However due to the nature of the majority of the Group's portfolio (nonperforming loans) estimating timing of recoveries include various assumptions, including timing to push through judicial cases, timing of foreclosures and other legal processes.
- 2) collateral values. On acquisition of secured debt portfolios, the underlying collateral securing the debt is valued by an independent 3rd party valuer. The asset valuations are reviewed on at least an annual basis and updated as necessary to ensure that the asset price used in the cash flow forecasts fairly reflects the price at which the asset will be sold for based on the Group's best estimates.

A change in the expected future cash flows by +10% would increase the carrying value of financial assets as at 31 March 2023 by €22.1m. A change in the expected future cash flows by -10% would reduce the carrying value of financial assets as at 31 March 2023 by €18.7m.

#### Changes in estimates (continued)

Following completion of an investment the cash flow forecast is reviewed each quarter for a rolling 84-month period for material movements and a formal full reforecast is undertaken on a loan by loan basis for larger secured positions and a statistical model used for smaller positions every June and December. If any material indicators are identified for any portfolio group, AFE adjusts the corresponding cash flow and a possible impairment charge or revaluation gain may be applied.

#### **Going Concern**

The group has assessed its expected operating performance and liquidity requirements for 2023 considering the impact of the Russian invasion of Ukraine and macroeconomic uncertainty. Despite the ongoing market uncertainty the Board of Directors remains confident that AFE can continue to trade for a period of at least 12 months from the date of signing these Financial Statements and will have sufficient liquidity to manage its operations during that time. Cash management and asset management will be critical throughout the year to help drive performance. AFE's Revolving Credit Facility ("RCF") matures on 31st December 2023; the fund has to repay the draws under the RCF at the maturity date. The extension is subject to customary conditions precedent and other closing conditions being satisfied.

#### 5. Segmental reporting

The Group represents two reportable segments. The first segment is performing and non-performing loans, the second is real estate backed debt investments. The Group entities are all managed through Luxembourg with subsidiaries and portfolio investments across Europe. The below tables summarise the information in line with the internal reporting.

	As at	As at
	31 March 2023	31 December 2022
	€000	€000
Purchased loan portfolios	121,543	127,392
Purchased loan notes	8,196	7,683
Investments in joint ventures	232,855	224,180
Inventory	18,837	18,856
Consolidated Statement of Financial Position		
Total segment assets	425,670	444,322
Total segment liabilities	(416,436)	(433,423)
Segment net assets	9,234	10,899

The table below represents the total revenue of the Group by geography, excluding revenue derived from real estate:

	Quarter ended	Quarter ended
	31 March 2023	31 March 2022
	€000	€000
- United Kingdom	-	4
- Romania	104	190
- Poland	495	619
- Netherlands	35	-
- Italy, Spain, Portugal	10,776	12,483
Total revenue	11,410	13,296

The table below represents the total revenue of the Group by geography from real estate:

	Quarter ended	Quarter ended
	31 March 2023	31 March 2022
	€000	€000
- United Kingdom	3,972	-
- France	1,055	645
- Italy	441	11
Total revenue	5,468	656

#### 5. Segmental reporting (continued)

The table below represents the carrying value of the purchased loan portfolios, purchased loan notes, investments in joint ventures, investments in associates held for sale and inventory by geography, excluding real estate:

	As at	As at 31 December 2022
	31 March 2023	
	€000	€000
- Romania	4,014	3,980
- Poland	12,153	13,539
- Netherlands	1,437	1,089
- Italy, Spain, Portugal	181,096	196,034
Total	198,700	214,642

The table below represents the carrying value of real estate by geography:

	As at	As at	
	31 March 2023	31 December 2022	
	€000	€000	
- United Kingdom	91,774	83,000	
- France	66,927	60,137	
- Italy	24,030	20,332	
Total	182,731	163,469	

The table below represents the 84-month Gross ERC and the 84-month ERC of the Group's Assets by geography, excluding real estate:

	Gross ERC	ERC 31 March 2023
	31 March 2023	
	€000	€000
- Romania	5,076	5,076
- Italy	109,909	109,909
- Spain	99,504	81,765
- Portugal	38,649	35,916
- Poland	15,742	15,742
- Netherlands	2,171	2,171
Total	271,051	250,579

Comparative figures for the period ended 31 December 2022:

	Gross ERC	ERC	
	31 December 2022	31 December 2022	
	€000	€000	
- Romania	5,145	5,145	
- Italy	113,874	113,874	
- Spain	105,083	86,825	
- Portugal	43,380	40,496	
- Poland	16,449	16,449	
- Netherlands	1,695	1,695	
Total	285,626	264,484	

#### 5. Segmental reporting (continued)

The table below represents the 84-month Gross ERC and the 84-month ERC of the Group's real estate Assets by geography:

	Gross ERC	ERC 31 March 2023
	31 March 2023	
	€000	€000
- United Kingdom	137,888	137,888
- Italy	45,956	45,956
- France	104,336	104,336
Total	288,180	288,180

Comparative figures for the period ended 31 December 2022:

	Gross ERC	ERC
	31 December 2022	31 December 2022
	€000	€000
- United Kingdom	141,870	141,870
- Italy	43,430	43,430
- France	102,764	102,764
Total	288,064	288,064

Estimated remaining collections ("ERC") represents AFE's estimated remaining collections on the Group's Assets over an 84-month period on an undiscounted basis, excluding any proportionate share of remaining cash collections that may be payable to a co-investor holding secured loan notes (Gross ERC includes this proportionate share). ERC can be attributed to the Group's financial instruments and reconciled as such:

- Purchased loan portfolios purchased loan portfolios comprise of different groups of homogenous assets. The carrying value of each purchased loan portfolio group is calculated by discounting future cash flows (Gross ERC) using the EIR method.
- 2) Purchased loan notes the Group invests in portfolios held by entities which are not under the control of the Group via loan notes, which gives the Group proportionate rights to the cash flows from the underlying portfolios. The carrying value of each purchased loan note group is calculated by discounting the Groups forecast share of cash flows (ERC less the Group's proportionate share of costs) using the EIR method.
- 3) Investments in joint ventures measured at amortised cost Investment in joint ventures are measured at amortised cost where cash flows comprise solely of principal and interest, with an intention to hold to collect and where the Group has joint control over the arrangement. The Group is entitled to its share of the collections of the underlying investment after deduction of collection and overhead costs in the joint venture. The carrying value of each investment in joint venture is calculated by discounting the net collections attributable to the Group using the EIR method.
- 4) For financial instruments measured at FVPL, the carrying values are calculated by discounting the Groups share of future cash flows using a prevailing market rate, whereas ERC represents the Groups share of estimated remaining collections undiscounted.

#### 6. Other operating expenses and foreign exchange of the Group's Assets

Other operating expenses and foreign exchange losses of the Group's Assets are as follows:

	Quarter	Quarter ended
	ended	
	31 March 2023	31 March 2022
	€000	€000
Management fees	2,084	1,429
Directors' fees	38	43
Legal and professional fees	239	231
Administration fees	341	316
Audit fees	81	50
Depositary charges	8	15
Staff costs	1,444	936
Other expenses	977	899
Other operating expenses	5,212	3,919
Realised foreign currency losses/(gains)	77	(382)
Unrealised foreign currency (gains)/losses	(1,132)	487
Net foreign currency (gains)/losses	(1,055)	105

Staff costs include the total remuneration cost of all employees within the Group during the period. As at 31 March 2023, the Group had 27 employees (31 March 2022: 23). Other expenses include €0.8m borne by the Group from Veld Capital Limited in accordance with the Support Services agreement (see note 16 related party transactions), (quarter ended 31 March 2022 €0.5m from Anacap Financial Partners Limited).

#### 7. Finance costs

	Quarter ended 31 March 2023	Quarter ended 31 March 2022
	€000	€000
Fees on Revolving Credit Facility	3	79
Interest on borrowings	2,324	990
Interest on Senior Secured Notes and related Charges	5,932	4,209
Interest expense - secured loan notes	441	495
Total finance costs - borrowings	8,700	5,773

#### 8. Taxation

The Group's activities are subject to local income taxes, which are mainly incurred in jurisdictions such as Luxembourg, Spain, Portugal, Romania and UK.

AFE is subject to the Luxembourg subscription tax which is imposed at the rate of 0.01% per annum based on the aggregate Net Asset Value ("NAV") of the Fund at the end of the relevant quarter, calculated and paid quarterly, subject to certain exceptions (e.g. to the extent that the NAV of the Fund is represented by investments made by the Fund in other undertakings for collective investments, which have already borne the Luxembourg subscription tax).

For the period ended 31 March 2023, the Group's tax charge of €0.2m (31 March 2022: €0.1m) comprised Portuguese and other local tax charges. Further information on the Portuguese tax charges or credits can be found in note 21 'Commitments and contingencies'.

Tax charges or credits in the Financial Statements have been determined based on tax charges or credits recorded in the legal entities comprising the Group in the relevant geographies.

#### 9. Goodwill

As at 31 March 2023, the Group's goodwill amounts to €1.84m (as at 31 December 2022: €1.84m). Goodwill arose in 2018 on the acquisition of 100% of the share capital in a Spanish asset manager, Galata Asset Management S.L.

The Group has reviewed the carrying value of the goodwill in the Financial Statements to determine whether any impairment ought to be recognised. Following an assessment on the current financial performance and position of Galata Asset Management S.L. and a review of its business plan and outlook, the Group is comfortable that no impairment is required.

#### 10. Financial assets

The maturity profile for the Group's financial assets (excluding cash and trade receivables) is as follows:

	As at	As at
	31 March 2023	31 December 2022
	€000	€000
Expected falling due after one year:		
Purchased loan portfolios	52,584	71,104
Purchased loan notes	3,600	3,187
Investments in joint ventures at amortised cost	81,570	83,806
Investments in joint ventures at FVPL	70,130	66,036
Total	207,884	224,133
Expected falling due within one year:		
Purchased loan portfolios	68,959	56,288
Purchased loan notes	4,596	4,496
Investments in joint ventures at amortised cost	15,600	12,387
Investments in joint ventures at FVPL	15,925	14,025
Total	105,080	87,196

The movements in purchased loan notes in the period were as follows:

	As at	
	31 March 2023	
	€000	
Purchased loan notes as at beginning of period	7,683	
Loan notes acquired during the period	312	
Interest income from purchased loan notes	212	
Collections in the period	(11)	
Purchased loan notes at the end of the period	8,196	

Purchased loan notes represent the interests of the Group in investment vehicles (or compartments in these investment vehicles) where the Group does not exercise control, with each vehicle/compartment holding a single underlying loan portfolio. The Group has exposure to the underlying portfolios by way of purchasing notes issued by these entities as a mechanism to fund the original purchase of the loan portfolios and thereafter to distribute cash generated on loan collections. Purchased loan notes in the Unaudited Condensed Consolidated Statement of Financial Position represent the Group's total interest in these entities measured at amortised cost, using the EIR method.

Seasonal factors, including the number of working days in a given month, the propensity of customers to take holidays at particular times of the year, annual cycles in disposable income as well as seasonal interruptions of court calendars can impact collections. Collections within portfolios tend to have high seasonal variances, resulting in high variances of collections between periods. In addition, the timing of asset acquisitions by the Group is likely to be uneven during the fiscal year which can lead to fluctuations in collections and carrying values of the Group's Assets between periods. Typically, the last quarter in the fiscal year sees strong collections and capital deployment as judicial matters are settled and selling banks prepare for year-end close.

#### 10. Financial assets (continued)

The movements in purchased loan portfolios in the period were as follows:

	As at
	31 March 2023
	€000
Purchased loan portfolios as at beginning of period	127,392
Interest income from purchased loan portfolios	7,937
Collections in the period - sale of inventory	(1,469)
Collections in the period - loans	(10,678)
Add: movement in inventory and other receivables	(1,639)
Purchased loan portfolios at the end of the period	121,543

The movements in investments in joint ventures at amortised cost in the period were as follows:

	As at
	31 March 2023
	€000
Joint ventures at amortised cost as at beginning of period	96,193
Investments acquired in joint ventures at amortised cost	851
Interest income from joint ventures	3,075
Collections in the period	(2,976)
Net foreign currency gain	27
Joint ventures at amortised cost at the end of the period	97,170

The movements in investments in joint ventures at FVPL in the period were as follows:

	As at
	31 March 2023
	€000
Loans to joint ventures at FVPL as at beginning of period	80,061
Investment in loans to joint ventures at FVPL	1,744
Collections in the period	(939)
Movement in fair value	4,414
Net foreign currency gain	775
Loans to joint ventures at FVPL at the end of the period	86,055

Where a contractual arrangement gives the Group and another party collective control of the arrangement, and where unanimous consent is required for both strategic and financial decision making, the arrangement is deemed to be jointly controlled. As such the transactions are deemed to be joint ventures and have been accounted for as such. Investments in joint ventures in the Unaudited Interim Condensed Consolidated Statement of Financial Position represent the Group's total interest in these entities.

As at 31 March 2023, the carrying value of investments in joint ventures at FVPL is €86.1m (31 December 2022: €80.1m).

#### 11. Participation in joint ventures

	As at 31 March 2023 €000	As at 31 December 2022 €000
Participation in joint ventures at the beginning of the period	47,926	11,956
Participation acquired during the period	1,704	27,622
Share of net profit of joint ventures using equity method	-	8,348
Participation in joint ventures at the end of the period	49,630	47,926

The share of net profit is the fair value gain attributable to AFE's economic interest in the equity participation in joint ventures of the group.

#### 12. Inventory

Inventory comprises collateral assets, mainly real estate, repossessed as part of the management of secured non-performing loan portfolios. All inventory within the Group is held through real estate owned companies ("REOCOs") in the jurisdiction in which the asset resides.

The following table shows the movements in inventory during the period:

	As at 31 March 2023	As at 31 December 2022
	€000	€000
Opening inventory	18,856	22,707
Re-possessions	1,141	7,871
Disposals	(1,160)	(11,722)
Closing balance at the end of the period	18,837	18,856

#### 13. Trade and other receivables

	As at	As at	
	31 March 2023	31 December 2022	
	€000	€000	
Collections receivable	6,784	27,338	
Other receivables *	16,998	14,958	
Other assets	4,648	2,984	
Total	28,430	45,280	

<sup>\*</sup>Includes €8.1m provided as a cash guarantee.

Collections receivable relate to amounts held by servicers which are owed to the Group. Other receivables include prepaid expenses in relation to fees incurred in obtaining the revolving credit facility and set up costs of the master servicing platform, as well as VAT receivable, prepayments, deposits on signed transactions and cash guarantees. Other assets include advances made by REOCOs for properties which are held as a receivable until all legal documentation is in place confirming the asset title has transferred to the REOCO.

#### 14. Trade and other payables

	Notes	As at 31 March 2023 €000	As at 31 December 2022 €000
Trade payables		745	558
Deferred and contingent consideration		1,066	1,066
Amounts due to related parties	16	2,494	7,810
Accrued expenses		3,565	3,424
Total trade and other payables		7,870	12,858

#### 15. Share capital

	As at	As at
	31 March 2023	31 December 2022
	€000	€000
Share capital at 1 January 2023	1,250	1,250
Total share capital at 31 March 2023	1,250	1,250

There are 1,250k Class A shares in issue, which were fully issued for a total amount of €1,250k. These shares were fully subscribed to by AFE Holding SCSp SICAV-RAIF, its sole shareholder.

#### 16. Related party transactions

#### **Management fees**

The AIFM is entitled to receive a management fee on a quarterly basis, based on 1.75% of AFE's NAV (as defined in the Offering Memorandum, pro-rated for the number of days in each period), which includes fees payable to Veld Capital Limited, acting as Portfolio Manager since 30 September 2022. The management fee for the reporting period was €2,084k, all of which has been fully paid.

The management fee for the three months ended 31 March 2022 was €1,429k (€1,389k paid to AnaCap Investment Management Limited, acting as Portfolio Manager until 30 September 2022 and €40k paid to Carne Global Fund Managers (Luxembourg) S.A. in relation to management company services).

#### Master servicing income

During the period the Group recognised €0.2m, €0.8m and €0.1m of income from the Veld Credit Opportunities III L.P. (formerly AnaCap Credit Opportunities III L.P.), Veld Credit SCSp SICAV RAIF (formerly AnaCap Credit SCSp SICAV RAIF), and Veld Real Estate Co-Invest L.P. (formerly AnaCap Veld Real Estate Co-Invest L.P.) fund structures respectively in relation to master servicing activities provided by the Group to each fund structure (quarter ended 31 March 2022: €0.1m, €0.7m and €0.2m respectively).

#### Fees payable to Veld Luxembourg S.à r.l.

During the period, the Group incurred charges of €8k (quarter ended 31 March 2022: €20k) to Veld Luxembourg S.à r.l. (formerly AnaCap Luxembourg S.à r.l.) in relation to support functions and services provided to the master servicing platform.

#### Fees payable to Veld Capital Limited

During the period, the Group incurred charges of €828k (quarter ended 31 March 2022: €nil) to Veld Capital Limited in relation to support functions and services provided to the Group. This includes central functions, HR, office rent and staff costs, all of which has been fully paid.

#### Fees payable to Belasko UK Limited

During the period, the Group incurred charges of €303k (quarter ended 31 March 2022: €170k) to Belasko UK Limited in respect of accountancy services provided to the Group.

	As at	As at
	31 March 2023	31 December 2022
	€000	€000
Due to related parties		
Carne Global Fund Managers (Luxembourg) S.A.	39	-
Veld Credit SCSp SICAV RAIF	-	4,320
Veld Capital Limited	563	645
AnaCap Financial Partners Limited	30	607
Equipped A.I. Limited	139	500
Prime Credit Solutions 4 S.à r.l.	15	15
Prime Credit Solutions 19 S.à r.I.	1,700	1,700
AFE Holdings SCSp SICAV RAIF	-	23
Belasko UK Limited	8	-
Total	2,494	7,810

#### 16. Related party transactions (continued)

#### Directors' fees

Fees payable

Directors' fees payable

Directors' fees payable at the end of the period

Each of the Group entities has a Board of Directors who receives Directors' fees on a fixed basis. The table below shows the payment to the Directors during the period and the balances due to them at the end of the period.

	Quarter	Quarter	
	ended	ended	
	31 March 2023	31 March 2022	
	€000	€000	
Fees charged			
Directors' fees	38	43	
Total fees charged during the period	38	43	
	As at	As at	
	31 March 2023	31 December 2022	
	€000	€000	

47

47

73

73

#### 17. Investments in subsidiaries and controlled entities

Details of the Group's subsidiaries and controlled entities are as follows:

	Place of	Ownership % as at	Ownership % as at	Current
	incorporation	31 March 2023	31 December 2022	status
ACOF II Portugal Limited	Guernsey	100% **	100% **	Active
AFE Spain Limited	Guernsey	100%	100%	Active
AFE Asset Solutions S.à r.l.	Luxembourg	100%	100%	Active
Alpha Credit Holdings S.à r.l.	Luxembourg	100%	100%	Active
Alpha Credit Holdings 3 S.à r.l.	Luxembourg	100%	100%	Active
Alpha Credit Holdings 7 S.à r.l.	Luxembourg	100%	100%	Active
Alpha Credit Solutions 1 S.à r.l.	Luxembourg	100%	100%	Active
Alpha Credit Solutions 2 S.à r.l.	Luxembourg	100%	100%	Active
Alpha Credit Solutions 4 S.à r.l.	Luxembourg	100%	100%	Active
Alpha Credit Solutions 5 S.à r.l.	Luxembourg	100%	100%	Active
Alpha Credit Solutions 6 S.à r.l.	Luxembourg	100%	100%	Active
Veld Asset Solutions Limited	United Kingdom	100%	100%	Active
Aurora Reo S.r.l.	Italy	100%	100%	Active
Aurora SPV S.r.I.*	Italy	0%	0%	Active
Augustus SPV S.r.I.*	Italy	0%	0%	Active
Veld Asset Solutions Italy S.r.l.	Italy	100%	100%	Active
Mountrock S.L.U.	Spain	100%	100%	Active
Prime Credit 3 S.à r.l.	Luxembourg	100%	100%	Active
Prime Credit 6 S.à r.l.	Luxembourg	100%	100%	Active
Prime Credit 7 S.à r.l.	Luxembourg	100%	100%	Active
Sagres Holdings Limited*	Malta	0%	0%	Active
Silview S.L.U.	Spain	100%	100%	Active
Tiberius SPV S.r.I.* (Compartments 1-4)	Italy	0%	0%	Active
Tiberius III REOCO S.R.L	Italy	100%	100%	Active
Thor SPV S.r.I.*	Italy	0%	0%	Active
Belice ITG, S.L.U.	Spain	100%	100%	Active
Veld Asset Solutions, S.L.U.	Spain	100%	100%	Active
Galata Asset Management, S.L.	Spain	100%	100%	Active
Episódio Válido - S.A.	Portugal	100%	100%	Active
Atticus STC, S.A.	Portugal	100%	100%	Active
Átila, Unipessoal LDA	Portugal	100%	100%	Active
APM 2 sp. Z.o.o.	Poland	60%	60%	Active

As of 31 March 2023 the Group had 27 employees spread across 5 different subsidiaries:

- Veld Asset Solutions Limited: 6 (2022: 5)
- AFE Asset Solutions S.a r.l.: 2 (2022: 2)
- Galata Asset Management, S.L: 12 (2022: 13)
- Atila, Unipessoal LDA: 6 (2022: 6)
- Veld Asset Solutions Italy S.r.l.: 1 (2022: 0)

<sup>\*</sup> In accordance with IFRS 10 these entities have been deemed to be under the control of the Group and have therefore been consolidated in the Financial Statements. IFRS 10 determines there to be control when the Group is exposed to the majority of the variable returns and has the ability to affect those returns through power over an investee.

<sup>\*\*</sup> Represents 100% ownership and 100% of the voting and controlling rights of the A shares. A co-investor owns the B shares in ACOF II Portugal Limited, but the B shares have no voting or controlling rights. Both the A shares and the B shares track the Portuguese Group Assets, through inter-company funding loan notes and equity.

#### 18. Financial risk management

#### Credit risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to pay for its obligations.

The Group's principal activity is the acquisition and monetisation of pools of non-performing loan portfolios and is therefore subject to significant counterparty risk. Most of the loan portfolios are purchased at a deep discount and hence are impaired by nature at acquisition and classified as POCI (Purchased or Originated Credit-Impaired) financial assets. Subsequent to acquisition the expected cash flows are regularly benchmarked against actual performance and market and proprietary data which in turn leads to a revision up or down to the estimated remaining collections that forms the basis for the carrying value estimation at the reporting date. The carrying value estimation also takes into account collaterals, whenever applicable. Further details of the forecasting process are given in note 4.

The below table shows how the Group's financial assets can be classified into different stages and a reconciliation from the opening balance to the closing balance of the loss allowance:

Financial instrument	Stage 1	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	POCI	Total
Tillaneta ilisiomeni	€'000	€'000	€'000	€'000	€'000
Purchased loan portfolios	-	-	-	201,653	201,653
Purchased loan notes	8,665	-	-	-	8,665
Investments in joint ventures at amortised cost	100,929	-	-	-	100,929
Gross carrying amount	109,594	-	-	201,653	311,247
Loss allowance	(4,228)	-	-	(80,110)	(84,338)
Carrying amount	105,366	-	-	121,543	226,909

Comparative figures for the year ended 31 December 2022:

Financial instrument	Stage 1	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	POCI	Total
	€'000	€'000	€'000	€'000	€'000
Purchased loan portfolios	-	-	-	207,502	207,502
Purchased loan notes	8,152	-	-	-	8,152
Investments in joint ventures at amortised cost	99,952	-	-	-	99,952
Gross carrying amount	108,104	-	-	207,502	315,606
Loss allowance	(4,228)	-	-	(80,110)	(84,338)
Carrying amount	103,876	-	-	127,392	231,268

#### 19. Valuation of financial assets, liabilities and other instruments

The fair value hierarchy, fair value and book value of financial assets and financial liabilities of the Group are set out below (the below analysis does not include inventory as this is not considered a financial asset under IFRS):

Financial assets	Fair value hierarchy	Fair Value 31 March 2023	Book value 31 March 2023
	Hierarchy	€000	€000
Purchased loan portfolios*	Level 3	107,599	121,543
Purchased loan notes	Level 3	7,987	8,196
Investments in joint ventures at amortised cost	Level 3	96,360	97,170
Investments in joint ventures at FVPL	Level 3	86,055	86,055
Cash and cash equivalents	Level 2	13,745	13,745
Trade and other receivables	Level 2	23,782	23,782
Total		335,528	350,491

#### 19. Valuation of financial assets, liabilities, and other instruments (continued)

Financial liabilities	Fair value	Fair Value	Book value
	hierarchy	31 March 2023	31 March 2023
		€000	€000
Senior Secured Notes	Level 1	250,926	309,198
Revolving Credit Facility	Level 2	79,002	79,002
Term Facility	Level 2	3,325	3,325
Secured loan notes	Level 3	12,364	12,364
Trade and other payables	Level 2	6,804	6,804
Total		352,421	410,693

Comparative figures as at 31 December 2022:

Financial assets	Fair value hierarchy	Fair Value 31 December 2022 31 D	Book value ecember 2022
		€000	€000
Purchased loan portfolios*	Level 3	108,357	127,392
Purchased loan notes	Level 3	7,413	7,683
Investments in joint ventures at amortised cost	Level 3	94,399	96,193
Loan to joint venture at FVPL	Level 3	80,061	80,061
Cash and cash equivalents	Level 2	18,806	18,806
Trade and other receivables	Level 2	42,296	42,296
Total		351,332	372,431

Financial liabilities	Fair value hierarchy	Fair Value 31 December 2022 31 D	Book value
	Hierarchy	\$1 December 2022 \$1 D	€000
Senior Secured Notes	Level 1	262,928	308,520
Revolving Credit Facility	Level 2	88,518	88,518
Term Facility	Level 2	6,505	6,505
Secured loan notes	Level 3	12,145	12,145
Trade and other payables	Level 2	11,792	11,792
Total		381,888	427,480

<sup>\*</sup> The fair value of purchased loan portfolios is net of amounts owing to secured loan note holders and the term facility, whereas the book value of purchased loan portfolios is gross of amounts owing to secured loan note holders.

For the Group, the carrying value of financial assets and financial liabilities is considered to be the best estimate of fair value, with the exception of purchased loan portfolios, purchased loan notes, investments in joint ventures and secured loan notes.

The fair values of financial assets accounted for at amortised cost are calculated using the discounted cash flow method, with discount rates applied accurately reflecting the economic environment and prevailing market conditions as at 31 March 2023. The book values of these assets are calculated using EIR accounting where the EIR remains fixed.

The three main influencing factors in calculating the fair value of purchased loan portfolios, purchased loan notes and investments in joint ventures are: (i) gross collections forecast, (ii) the cost level, and (iii) the market discount rate. On a quarterly basis, the Group assesses net collection forecasts for all portfolios and discounts the forecasts to present value, which serves as the basis for calculating the reported fair value for each portfolio.

The Group has gained considerable experience from the many portfolio transactions in which it has participated in or has knowledge providing the expertise to estimate a market discount rate. The discount rate corresponding to the market's required return is updated on a bi-annual basis (or on a quarterly basis if the change is considered material) and reflects actual return on relevant and comparable transactions in the market.

#### Fair value estimation

The fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Group determines fair values using other valuation techniques.

#### 19. Valuation of financial assets, liabilities, and other instruments (continued)

#### Fair value estimation (continued)

For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgment depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

#### Valuation models

The Group measures fair values using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements.

Level 1: inputs that are quoted market prices (unadjusted) in active markets for identical instruments.

Level 2: inputs other than quoted market prices within level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

Level 3: inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

The Group measures certain loan investments into joint venture vehicles at FVPL. Investments which are classified at FVPL are classified at level 3, with the investments valued using the discounted cash flow model technique. The valuations of these investments/assets are performed by the Investment Advisor, Veld, on at least a bi-annual basis, with the valuations subsequently approved by Carne as Portfolio Manager.

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

Valuation techniques include net present value and discounted cash flow models, using prices from observable current market transactions and dealer quotes for similar instruments and unobservable inputs such as historic performance data.

The Unaudited Interim Condensed Consolidated Statement of Financial Position value of the Group's Assets is derived from discounted cash flows generated by an 84-month ERC model. The inputs into the ERC model are historic portfolio collection performance data. This ERC is updated with the core collections experience to date on a monthly basis. The Group has an established control framework with respect to the measurement of the Group's Assets values. This includes regular monitoring of portfolio performance overseen by the Group, which considers actual versus forecast results at an individual portfolio level and re-forecasting cash flows on a 3-6 monthly basis.

Derivative financial instruments are initially recognised, and subsequently measured, at fair value. The fair values of derivative instruments are calculated using quoted prices. Borrowings are initially measured at fair value and are subsequently measured at amortised cost, there have been no movement between levels.

For loans to joint ventures measured at FVPL whose value is determined by the fair value changes underlying real estate assets held by the joint venture, the following key factors are critical when assessing future cash flows and the fair value of the asset:

- 1) The forecast sales price of the real estate assets
- 2) The forecast date of sale of the real estate assets

When assessing these factors, the Investment Advisor will look at the following factors to help support its assumptions used on future cash flows:

- 1) Market conditions and prevailing market prices for similar properties in the same location and exit prices achieved
- 2) Yields achieved in the market for similar assets in the same location
- 3) Tenancy rates and the impact prevailing market conditions may have on this (e.g. inflation)

For assets whose fair value is linked to the performance of real estate investments, a 10% reduction to sales price would have a  $\leq$ 16.3m impact to the carrying value as of 31 March 2023, and a 12 month delay in forecast exit dates would have a  $\leq$ 22.9m impact to the carrying value as of 31 March 2023.

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

Valuation techniques include net present value and discounted cash flow models, using prices from observable current market transactions and dealer quotes for similar instruments and unobservable inputs such as historic performance data.

#### 19. Valuation of financial assets, liabilities, and other instruments (continued)

The carrying values of the Term Facility, Revolving Credit Facility and Secured Loan Notes are reasonable approximation of their fair values. The fair value of the Senior Secured Notes was determined using the quoted market price at Euro MTF Market of Luxembourg Stock Exchange (Level 1) as at 31 March 2023 €250.9m (as at 31 December 2022; €262.9m).

A reconciliation of the closing balances for the year of the purchased loan portfolios, purchased loan notes and investments in joint ventures can be seen in note 10.

The Group did not hold any other financial instruments not measured at fair value for which a fair value needs to be calculated in the period.

#### 20. Borrowings and facilities

	As at	As at
	31 March 2023	31 December 2022
	€000	€000
Expected falling due after one year		
Senior Secured Notes	305,427	305,039
Secured loan notes	9,629	10,223
Total	315,056	315,262
Expected falling due within one year		
Revolving Credit Facility	79,002	88,518
Term Facility	3,325	6,505
Senior Secured Notes	3,771	3,481
Secured loan notes	2,735	1,922
Total	88,833	100,426

Secured loan notes represent amounts owed to external parties which invest in portfolios held by entities which are under the control of the Group via subscriptions to secured loan notes and shares issued by entities within the Group. The secured loan notes in the above table are carried at amortised cost using the EIR method.

On 21 July 2017 AFE issued Senior Secured Floating Rate Notes for a value of €325.0m (the "Notes"). The Notes will mature on 1 August 2024, and at any time on or after 1 August 2019 AFE may redeem all or a portion of the Notes. Interest is charged at annual interest rate of 5.00% plus EURIBOR (subject to 0% floor). On 3 May 2019 AFE repurchased Senior Secured Notes with a nominal value of €10.0m with a carrying value per the Financial Statements of c.€9.8m for a total consideration of c.€9.0m. On 25 June 2019 AFE repurchased Senior Secured Notes with a nominal value of €7.5m with a carrying value per the Financial Statements of c.€7.4m for a total consideration of c.€6.5m. On repurchase the Senior Secured Notes were cancelled with immediate effect.

The Notes are guaranteed on a senior secured basis (the "Guarantees") by ACOF II Portugal Limited, AFE Spain Limited, Alpha Credit Holdings S.à r.I., Alpha Credit Solutions 1 S.à r.I., Alpha Credit Solutions 4 S.à r.I., Prime Credit 3 S.à r.I., Prime Credit 6 S.à r.I. and Prime Credit 7 S.à r.I. (together, the "Guarantors") and the Facility is guaranteed by the Guarantors and by AFE.

AFE's and the Guarantors' obligations are secured on a first-ranking basis, (i) the outstanding capital stock of AFE that is held by its direct parent, AFE Holdings SCSp SICAV-RAIF, (ii) all capital stock of each of the Guarantors that is owned by AFE or another Guarantor, (iii) certain bank accounts of AFE and of the Guarantors and (iv) receivables from certain inter-company loan notes and securitisation notes that are held by AFE and by one of the Guarantors and receivables from a participation agreement due to another of the Guarantors.

The assets of the Group, excluding amounts owing to secured loan note holders, have been pledged as security for the Senior Secured Notes, the Super Senior Revolving Credit Facility, and the Term Facility. For the period ended 31 March 2023 the Group remained compliant with all covenants outlined on the Senior Secured Notes and the Super Senior Revolving Credit Facility.

As at 31 March 2023 AFE had a €90.0m (2022: €90.0m) Super Senior Revolving Credit Facility available to use to help facilitate its working capital requirements (the "Facility"). The Facility can be increased up to an amount equal to the higher of €90.0m and 17.5% of ERC. Interest accrues on the Facility at a rate of 3.50% p.a. plus Euribor for amounts drawn (the "Margin"), with commitment fees being 35% of the Margin. As at 31 March 2023, €78.8m (31 December 2022: €88.5m) had been drawn as a loan from the Facility. The total amount available to draw upon as at 31 March 2023 is equal to €11.2m (31 December 2022: €1.5m). The Revolving Credit Facility ("RCF") initial maturity was 7 July 2022, the maturity date has been extended to 31 December 2023 with RCF expected to reduce to €60m by June end.

#### 20. Borrowings and facilities (continued)

In accordance with the Facility agreement, AFE is required to ensure that at each quarter end date i) the LTV Ratio does not exceed 0.75:1 and ii) the SSRCF LTV Ratio does not exceed 0.25:1. As at 31 March 2023, the LTV Ratio was 68.5% and the SSRCF LTV Ratio was 11.9%.

On 17 January 2020, Alpha Credit Solutions 6 S.a r.l. ("ACS6") upsized the Term Facility by €6.3m, increasing the total Term Facility available to draw on to €31.3m, due to mature 17 July 2023. As at 31 March 2023, €3.4m (31 December 2022: €6.5m) had been drawn. Interest accrues at a rate equal to the Margin and EURIBOR. At 31 March 2023 the applicable Margin was 3.0%. In accordance with the Term Facility agreement, ACS6 was required to ensure that leverage as at 31 March 2023 did not exceed 50.0%; as at 31 March 2023, leverage was 8.00%. The Term Facility agreement was amended in July 2021 to account for the change in collections forecast.

The Board of Directors remain confident that all liabilities and obligations of the Group will be met for a period of at least 12 months from the date the Financial Statements are signed.

#### 21. Commitments and contingencies

#### Portuguese tax liability

On 14 January 2021, the Group received a notification issued by the Portuguese Tax Authorities ("PTA") referring to tax audit proceedings in relation to the Portuguese assets held within the Group for the financial years 2016 – 2018. This notification has been expected in light of the Portuguese tax charge that was settled in 2018 relating to financial years 2013 – 2015. A settlement of €0.3m was made in relation to this notification in 2022.

The total tax provision reflected in the Financial Statements as at 31 March 2023 is €4.7m (31 December 2022: €4.9m).

#### Real estate investments

Under the business plan of the signed and acquired real estate assets, as at 31 March 2023, the Group is expected to fund c.€35.5m (c.€39.5m as at 31 December 2022) for its share of acquisition cost and capital expenditure over the next three years.

#### 22. Ultimate parent entity

The ultimate parent entity of the Group is Veld Offshore LLP.

#### 23. Subsequent events

#### Signed and Completed transactions

During the period from 31st March 2023 to the signing of the interim condensed consolidated annual report AFE made follow on investments in existing real estate backed debt investments for an aggregate amount of c.€3.2m.

#### 24. Adjusted EBITDA and Normalised EBITDA

Adjusted and Normalised EBITDA is the profit before interest, tax, depreciation, amortisation, non-recurring items, foreign exchange gains or losses and share of associates profit or loss. Revenue and costs on purchased loan portfolios, purchased loan notes, investments in joint ventures and secured loan notes that are calculated using the EIR method or at fair value are also replaced with actual cash collections in the period. Collections in the period represent cash received by the Group and/or the servicers engaged by the Group within that year and include deferred consideration on a received basis.

Normalised EBITDA eliminates the impact of portfolio disposals.

The Adjusted EBITDA and Normalised EBITDA reconciliations for the relevant periods are shown below.

#### 24. Adjusted EBITDA and Normalised EBITDA (continued)

Reconciliation of profit before tax to Normalised and Adjusted EBITDA:

	Quarter	Quarter
	ended	ended
	31 March 2023	31 March 2022
	€000	€000
Profit before tax	(1,626)	1,071
Finance costs	8,700	5,773
Share of profit in associate and joint ventures	-	(321)
Net foreign currency movements	(1,055)	105
Collections from portfolios	16,073	18,312
Revenue	(16,878)	(13,952)
Other income	1,240	1,122
Cash collected on behalf of secured loan noteholders	(223)	(407)
Adjusted EBITDA	6,231	11,703
Normalised Adjusted EBITDA	6,231	11,703

Reconciliation of net cash used in operating activities to Normalised and Adjusted EBITDA:

	Quarter	Quarter
	ended	ended
	31 March 2023	31 March 2022
	€000	€000
Net cash generated from/(used in) operating activities	14,389	9,989
Portfolio acquisitions	4,612	10,598
Taxation paid	319	415
Cash collected on behalf of secured loan noteholders	(223)	(407)
Working capital adjustments	(12,943)	(8,510)
Realised foreign currency (gains)/losses	77	(382)
Adjusted EBITDA	6,231	11,703
Normalised Adjusted EBITDA	6,231	11,703

Reconciliation of core collections to Normalised and Adjusted EBITDA:

	Quarter	Quarter
	ended	ended
	31 March 2023	31 March 2022
	€000	€000
Core Collections in the period	16,073	18,312
Other income	1,240	1,122
Operating expenses	(9,804)	(7,429)
Net foreign currency movements	(1,055)	105
Cash collected on behalf of secured loan noteholders	(223)	(407)
Adjusted EBITDA	6,231	11,703
Normalised Adjusted EBITDA	6,231	11,703