



Gamma Infrastructure II HoldCo B.V.

Annual Report

for the year ended 31 December 2023



KPMG Audit

Document to which our report
2929756-24W00192990BRD dated

17 May 2024

also refers.

KPMG Accountants N.V.

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Management Board report



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Introduction by the CEO



Marco Visser CEO

It is DELTA Fiber's vision to enable a digital society and connect the Netherlands. We are ideally placed to create such a connection for both work and pleasure. And we consider it our mission to connect people to the fastest fiber network available in both rural and suburban areas.

We have rolled out a state of the art XGS-PON fiber network that guarantees energy-efficient connectivity for our customers, enabling them to participate in a rapidly changing society. This year our network has passed 1.6 million Dutch households and companies. Our ambition is to serve 2 million households and companies in total. To that end, we are passing some 30,000 new homes each month.

Solid financial performance

In 2023, DELTA Fiber showed a solid financial performance, again delivering beyond its promises. We have not only reached a record number of 1.6 million homes passed but also reached 1 million homes connected by year end. And our number of active customers rose from

500.000 to 600.000. In 2023 alone we invested more than € 600 million in our fiber network. In May, we signed a long-term wholesale agreement with Odido, formerly T-Mobile, to provide fixed services across our fiber network. This offers consumers more freedom of choice for affordable fixed internet on DELTA Fiber's fiber optic network. Furthermore, in the business market we played a leading role in the fiber roll-out in business parcs throughout the entire country.

Introduction of multigig speeds

In 2023, we increased our internet speed from two to five Gbps by offering our customers a new five Gig subscription on DELTA's entire fiber network. Since January 2024, we further increased our internet speeds up to eight Gbps, clearly demonstrating our leadership in providing the best internet services in The Netherlands. With some 1200 FTE by the end of 2023, our workforce has been growing steadily. We will continue to build and roll out our network while putting even more focus on customer acquisition and retention as well as to

improving our customer satisfaction. The latter yielded results in 2023 because our NPS increased significantly.

Recognition

Our performance did not pass unnoticed. We received several awards throughout the year. In February, benchmark organization Umlaut judged that DELTA scores best on download speed, upload speed and stability. After we made our XGS-PON network available to our customers, in April we received an NPERF Gold Medal Broadband AWARD H2 2022 – H1 2023 for the best fixed-line Internet performance, making DELTA the fastest internet provider in The Netherlands. Last but not least, in November according to ProviderCheck DELTA was the provider with the fastest customer service in The Netherlands.



Addressing a hybrid market model

Document to which our report also refers.
At the Telecom Insights conference in June I explained why I consider double fiber construction or 'overbuild' socially irresponsible. I believe in a hybrid market model in which all

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telecom providers offer their services over each other's networks, similarly to the electricity network. Dual fiber connections mean that two network parties carry out the same excavation work, lay the same type of fiber cables and install similar equipment, which will eventually require double maintenance. This is a waste of resources, time and the huge investments involved and can ultimately have a negative effect on the price consumers have to pay for their internet services. Having just one fiber network results in high occupancy, reducing the costs per active connection.

Fiber first

Dutch telecom providers share the responsibility to enable a better digital world in our country. If we want all our citizens to participate in society, we must make sure that it remains affordable for them. We can do this by avoiding overbuild and offering an open network to other telecom providers. For DELTA Fiber this means that we construct the latest generation of XGS-PON fiber network that will allow internet speeds of up to 25 Gbps in the future. This step is in line with our strategy to provide two million addresses with the fastest fiber optics, based on an open network over which as many internet providers as possible can

offer their services.

Corporate Social Responsibility

DELTA Fiber also made great progress in the area of sustainability and Corporate Social Responsibility. In order to make a positive contribution to society, these are important parts of our business operations and our strategy. In September, to create a baseline for further improvements, we applied for an EcoVadis rating to assess our ESG (Environmental, Social and Governance) activities. This baseline has now been set and we are aiming for a bronze medal in 2024. In December the Science Based Targets initiative (SBTi) validated our near-term emission reduction targets meaning that from now on we will work on climate goals that have a scientifically proven effect. We want to work towards reducing our CO₂ emissions to net zero by 2040.

Forecast

For 2024, we forecast a continuation of our strong growth both in revenue and EBITDA, supported by the continuously rapid expansion of our network and increasing customer base across all our customer segments (B2C, B2B and wholesale).

I wish to end this message with a



big thank you to our customers, our employees, shareholders and partners for their support and trust that have resulted in yet another successful year for DELTA Fiber. I look forward to continue to work with you in 2024 as DELTA Fiber carries on connecting people to the fastest fiber network available in both rural and suburban areas in The Netherlands.

Marco Visser, CEO



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DELTA Fiber At a glance

DELTA Fiber is a Dutch telecom company with networks throughout the Netherlands. We are constantly expanding our network, enabling more and more people to have access to fast internet. With 1.6 million homes and companies already able to connect to our multi-Gig fiber network, our ambition is to serve about 2 million homes and businesses.



1.6m
Homes passed

3,000

people work for our
network on a daily basis

30,000

new homes passed
each month

500k+

customers benefit from
our services

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8 Gbps

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max speed available on
our network
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Who we are

1,200
internal and external FTE

+5
NPS (Customer score)

+32
eNPS (Employee score)

€ 393m
in annual revenue

€ 194m*
EBITDA

€ 1,999m
of our financing is
sustainability-linked

€ 600m
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Document to which our report
annual CAPEX on our digital
infrastructure
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also refers.

* EBITDA including normalized costs € 180m



With years of experience as a fiber expert we have rolled out our network from rural areas to city centers. Both consumers and businesses benefit from XGS-PON, the latest generation of fiber technology. We operate an open network, which means that other internet service providers can also deliver their services over our network.

We provide internet, TV, fixed telephony and mobile services in the Netherlands by using our newest generation of fiber technology. Users connecting to our fiber network can benefit from our fast fiber services.

DELTA Fiber is known for the brands DELTA and Caiway.



What we stand for

Our purpose, mission, ambition and values serve as a touchstone for our daily work. They enhance a clear and shared identity and drive the behavior required to successfully execute our strategy.

Our purpose

Enabling a digital society

Our mission

Connecting people to the fastest fiber network

Our ambition

Serve two million homes and businesses with the fastest fiber option

Our values

ENGAGED

We are engaged with the environment and invest in both a more sustainable future and in our relationships with our customers and other stakeholders. Our leadership is closely involved with every part of our business as we look after one another, provide room to grow and work together on our personal development.

RELIABLE

Fiber is part of our DNA: we are the experts in building and maintaining fiber optic networks, providing a reliable infrastructure for data connections. We go for the best quality and service. We actively ask for feedback so we can continuously improve. Our customers can rely on us.

AMBITIOUS

DELTA Fiber goes the extra mile, we enable as many people as possible to benefit from the possibilities offered by the fastest fiber internet available and so get the best out of themselves. This is also how we lay the foundation for further innovation and sustainable development. We go above and beyond for our customers and create a working environment that challenges our employees.

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Our timeline

Fiber first

DELTA Fiber is the second-largest operator of fiber optic networks in the Netherlands delivering services under the brand names DELTA, DELTA Zakelijk, and Caiway. We believe that fiber optics is the technology that allows customers to maximize the benefits of their internet connection and we want as many people as possible to benefit from this. That is why we pioneered the widespread rollout of fiber optic networks in rural areas. Using the latest generation of fiber technology, XGS-PON, we are building a network that outperforms other techniques in terms of speed and is the most energy-efficient currently available. DELTA Fiber employs 1,200 people and is owned by EQT and StonePeak, both leading and engaged investors.



2017

1 March

DELTA Comfort
B.V. becomes an independent company and is bought by EQT

2018

9 January
CIF/Caiway

becomes part of
DELTA Comfort B.V.

1 August

DELTA Comfort B.V. is
legally renamed
DELTA Fiber Nederland

2019

19 January

DELTA Energie is sold
to **Vattenfall**

20 February

Acquisition of CBizz,
which is rebranded as
DELTA Zakelijk

2022

21 April

Acquisition of
DELTA Fiber by
EQT Infrastructure
and Stonepeak.

May

DELTA Fiber's
footprint exceeds
1,000,000
homes passed

2022

22 September

DELTA Fiber links
the financing of its
expansion to its
sustainability goals

December

DELTA Fiber's
footprint exceeds
1,200,000
homes passed



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Highlights of 2023

February

According to benchmark organization Umlaut, DELTA Fiber scores best in Zeeland, Zuid-Holland and Overijssel on download speed, upload speed and stability. Umlaut CEO Telecommunication Hakan Ekmen: "DELTA Fiber has shown the strongest results in three provinces. In addition, the high scores for stability are excellent news for Dutch customers."



July

According to nPERF's annual report DELTA Fiber has the fastest network in the Netherlands, with the DELTA Fiber, DELTA and Caiway brands scoring highest on the key indicators for internet performance download speed, upload speed and latency.

September

1.5 million homes passed.



April

XGS-PON technology made available on our network

NPERF Gold Medal Broadband Award H2 2022 – H1 2023:

DELTA Fiber named best for fixed-line internet performance, making it the fastest internet provider in the Netherlands in that period. Multimedia campaign to introduce 2 Gbps internet proposition introduced on the Dutch market. DELTA Fiber is the first provider with multi-Gig speeds and thus the fastest internet.



October

Launch of new 5 Gig subscription (5 Gbps) across DELTA's entire fiber network, again the fastest fiber in the country.



May

Long-term wholesale agreement signed with Odido (formerly T-Mobile) to provide fixed services across our fiber network. This gives consumers more freedom of choice for affordable fixed internet on DELTA Fiber's fiber optic network and mobile services via Odido's 5G network.

November

ProviderCheck names DELTA as the provider with the fastest customer service in the Netherlands.

DELTA Fiber signs the Code of Conduct for Safe Construction of Digital Infrastructure (GVAD). The purpose of this code is to further reduce the risks of accidents during the construction of digital fiber infrastructure.



December

The Science Based Targets initiative (SBTi) validates our near-term emission reduction targets.

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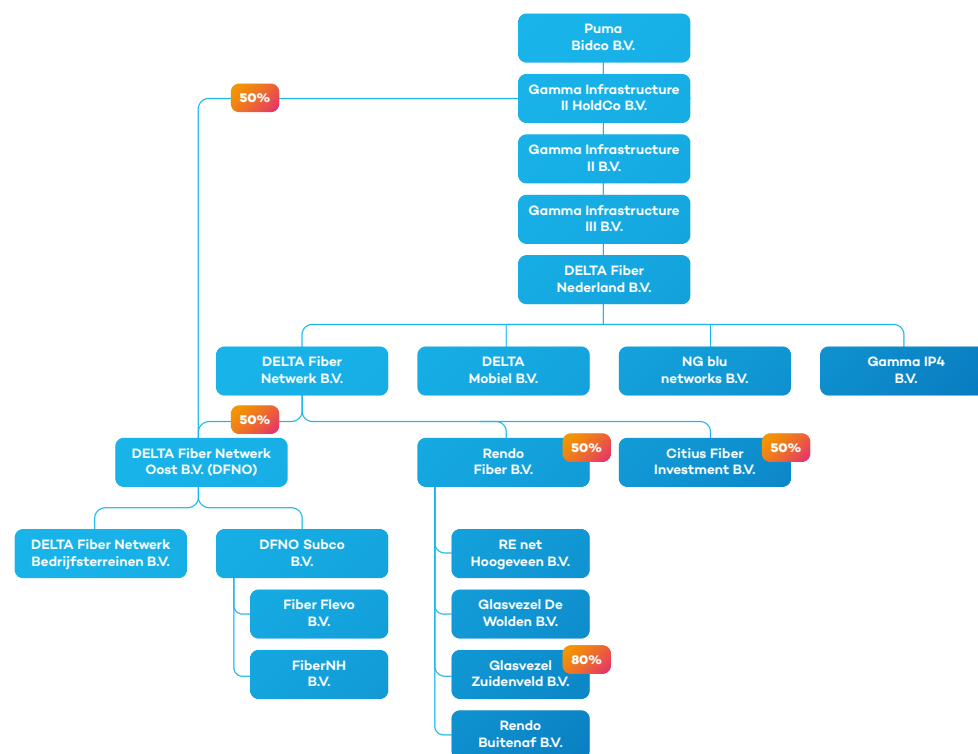
Our organization

Gamma Infrastructure II HoldCo B.V., (the 'Company'), having its legal address in Cornelis Schuytstraat 74, Amsterdam and having its office in Overschie 203, Schiedam is a private limited liability Company under Dutch law and is registered as a financial holding under number 78389682 in the Trade Register.

100% Of the shares of the Company are held by Puma Bidco B.V. and is the ultimate parent of the Company in the Netherlands.

The Company is a holding Company and is established for, among other, investment and financing activities. The main activities of the group of which the Company is the parent, consist of the roll out and delivery of Telecom services on its own Fiber Network.

The legal structure of the Company at 31 December 2023:



Advisory Board

The Company is managed by its managing directors. The Company has an Industrial board acting as Advisory Board on the level of Puma Bidco B.V. and consists of:

- Mr. R. Verhelst (chairman),
- Mr. M. Fackler,
- Mr. J. Schulte-Bockum
- Mrs. A. Reich
- Mr. A. Barron
- Mr. C. Gentry



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During 2023 the Industrial board has not been altered. The Advisory Board advises the Management Board of the Company, guided by the interests of the company and the enterprise connected with it, and taking into account the interests of the stakeholders. It is closely involved in setting the strategy - including any ESG related items - and monitors the implementation of that strategy, including the operational and financial results thereof. Major investments, acquisitions and various corporate matters are subject to Advisory Board approval. No date have been set when the Company will reach the 30% female in the board of Management. In 2023 there is one female members and 6 male members represented in the Board of Management. In 2023 there is one female member and 6 male members represented in the Board of Management.

Mission and vision

Company vision

Main focus and company vision is: to create a sizable last mile telecom infrastructure operator with the fastest fiber network in the Netherlands.

Group vision

- Accelerate fiber roll-out and serve 2 million homes passed in villages, towns and business areas.
- To grow our customer base with strong branding & go-to-market, and products and services of good quality.
- To grow our B2C, B2B and Wholesale business, based on an open network

Strategic objectives

In order to capture the vision, the following strategic objectives are formulated:

1. Expansion of the fiber network to serve 2 million homes

- Safeguard start penetration for finalized projects with construction / 2nd wave campaigns
- Complete network constructions ramping down HP production and focussing on handover and continuing existing HC production.
- Improving expansion HA funnel activation

2. Strengthening our brand and services in order to increase our consumer customer base.

- Strengthen brand recognition for our nationwide brand DELTA.
- Refine our B2C target proposition en differentiate acquisitions approach.
- Pro-active manage our base retaining high risk churn customers, boost mobile and defend Zeeland.

3. Improving quality of our products and services in order to increase customer satisfaction:

- Build stable & future-proof network, preventing outages, supporting speed and building IP capabilities to boost customer satisfaction.
- Deliver high quality products, increasing the quality of our key products IPTV, Wi-Fi and mobile to build brand trust & retain customers.

* Ensure effortless customer interactions, improving our customer activation-, incident resolution- and engagement-journeys.

- Digitalize customer service, empowering our customer with self-service, automation and data to ensure effortless, personalized customer experience.

4. Growing in Business by expanding the B2B footprint and customer base by:

- Smartly target SOHO (Small business) segment with joint B2C – B2B approach
- Target existing & new MLE (Mid- Large business) accounts with differentiated commercial approach
- Standardize products & services introducing SD-WAN solution, rationalizing our legacy offerings & optimizing B2B customer service
-

5. Growing our Wholesale Business by:

- Commercialisation of our open Network.
- Optimize our FttO & others and professionalize wholesale operations to optimally service wholesale partners and end customers
- Set up our FttO operating model to optimally attract and service B2B premium customers

also refers.

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Financial performance

We look back at a financial strong performance in 2023 and delivered most of our objectives, with double digit growth in revenues and EBITDA. We continued to further roll out our optical fiber network in the Netherlands. By opening our network to third party operators such as Odido we increase the penetration on our XGS-pon network bringing value to our shareholders.

Network increase

In 2023 we expanded our Fiber Network from 1.2 million homes passed to almost 1.6 million homes passed throughout the Netherlands with 374 thousand homes passed production as one of this year's highlight.

As one of the largest Fiber companies in the Netherlands we have given a lot of media attention to our view on the fiber market in the Netherlands and the need hybrid market model. Two fiber connections mean that two network parties carry out the same excavation work, lay the same type of fiber cables and install similar equipment, which later will also require double maintenance. This is a waste of resources, of time and

of the huge investments involved and can ultimately have a negative effect on the price for consumers.

Revenues

Our revenue increased with 13% year-on-year driven by an increase in customer base on all segments B2C, B2B and Wholesale. We added 57 thousand new broadband customers in 2023.

Revenues in B2C grew year-on-year with 14% driven by solid base developments.

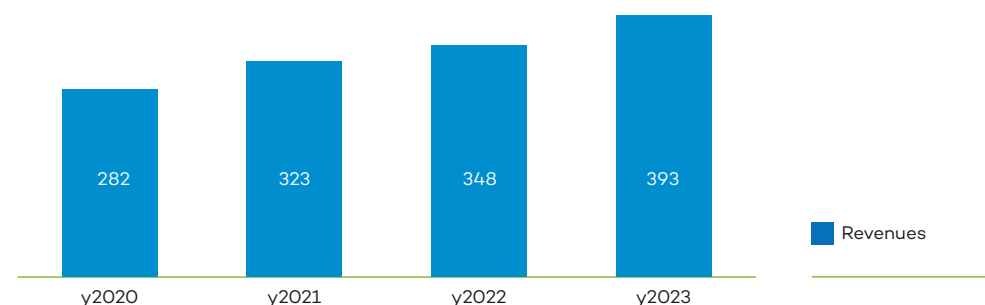
In 2023 we increased our fiber footprint, our customer base and adjusted our pricing (inflation based). We remained the B2C speed leader of broadband in the Netherlands after introduction of 2G/bits and 5 G/Bits speed in 2023.

In January 2024 we even introduced speeds of 8 G/Bits.

Broadband and mobile were the main products that contributed to the growth while the voice traffic decreased in line with market trends.

Revenues in B2B / wholesale grew by 9% year-on-year, primarily driven by growth in Small enterprises and increase wholesale. In 2023 we have signed a long-term wholesale agreement with

Revenue development (in €m)

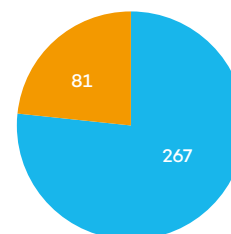


Odido, formerly T-Mobile, to provide fixed services across our fiber network. This agreement contributes to the growth of Wholesale.

EBITDA

EBITDA including one offs increased by 16% and yielded 50% of revenues. An increase of 2bps compared to last year

Revenue per segment in 2022 (in €m)



Revenue per segment in 2023 (in €m)



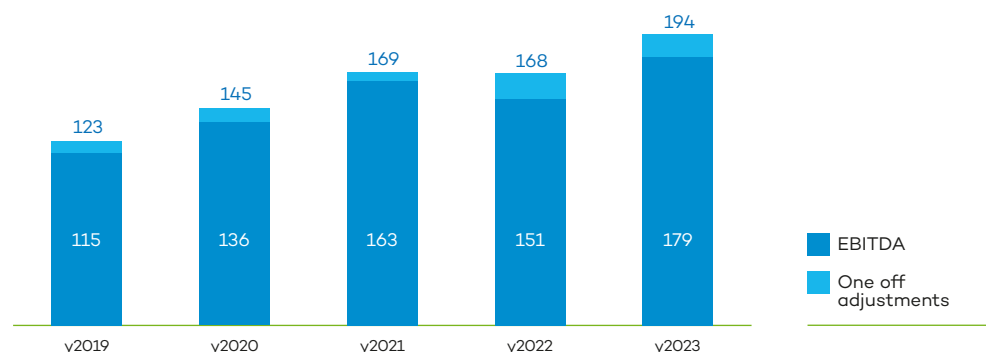
driven by revenue growth partly offset by higher Operating expenses. In 2023 industry-wide inflation increased costs, specific network & IT costs (energy). We continued our ATL campaign increasing brand awareness while the marketing spend for demand bundling decreased by shifting from wave campaigns to always-on marketing.

Capex additions

In 2023 we have invested over EUR ~600m in capital expenditures related to our digital infrastructure (HAS/BIS, expansion), demand bundling activities and some small acquisitions. This amount equals 152 % of our revenues.

Financing

EBITDA (in €m)



In 2022 we linked the financing of the rollout of our optical fiber network to sustainability goals. We achieved the sustainability goals in 2022 and 2023 lowering our interest costs and underline our ambitions regarding ESG.

With the renewal of the DFNO financing in 2023 we also linked this loan to our green ambitions. In 2023 interest rates increased. While we had hedged ~ 80 % of our interest risk we've experienced an increase of our interest costs by increased rates and as a result of CAPEX funding.

Resilient balance sheet

Our solvency, liquidity and cashflows developed in line with our outlook for 2023, and fit a growing CAPEX intensive company like DELTA fiber.

NPS

In 2023 we continued to invest in the quality of our products and services to ensure an increase in our Net promoter Score (NPS), which increased compared to 2022 with 5 points from 0 to +5. We rolled out several initiatives such as finishing our network upgrade, improving our digital customer service channels, and ensuring a consistent and effortless experience by improving, simplifying and digitizing our key journeys. We will continue to improve our NPS in 2024.

Outlook

Our strong financial performance in 2023 will continue in 2024 and we expect further growth in our customer base while we expand our optical fiber network, leading to double digit growth

in EBITDA and Revenues in 2024.

We are aware that in achieving our ambitious targets in 2024 we are dependent on, amongs other things, continued success of our wholesale customer Odido, limited network overbuild and rational behavior of our competitors.

Investment in Capital expansion will be lower in 2024 than in 2023, also as a percentage of revenues as we come near to our ambition of 2 million Homes passed. We have sufficient financing in place to finalize our roll-out.



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Delta Fiber's Tax strategy

DELTA Fiber's Management Board (hereafter the Board) oversees DELTA Fiber's taxation and tax compliance as a core part of corporate responsibility and governance. At all times, we respect the spirit of the law. Where alternative routes exist to achieve the same commercial results, DELTA Fiber will pursue the most tax efficient and responsible approach in the interest of all stakeholders, while remaining compliant with all relevant laws, regulations, international standards and public opinion. The Board sees tax not as a cost factor only, but as a means for social economic cohesion, sustainable growth and long-term prosperity. DELTA Fiber's tax policy, which has been approved by the Board, provides the guiding tax principles to exercise this tax strategy.

DELTA Fiber's Tax principles

DELTA Fiber's Tax Policy is embedded in five principles: Accountability & tax governance, Tax compliance, Business structure, Relationship with tax authorities, and Tax Transparency.

1. Accountability & tax governance

Tax is a core part of corporate social responsibility and governance and is overseen by the Board. The Board is accountable for the tax strategy, tax principles and tax risk management. DELTA Fiber's in-house Tax Specialist is responsible for all tax related matters and tax risk management. On a monthly basis, the Tax Specialist reports to the CFO on adherence to our Tax Policy. This ensures that the Board is engaged and involved in all relevant tax matters. Tax specials are reported by the Board to the shareholders on an ad hoc basis.

2. Tax compliance

We commit ourselves to behave responsibly at all times which is integral to ensuring the long-term sustainability of our business. We act in accordance with applicable tax laws and regulations and are guided if applicable by relevant international standards, guidelines. Where tax laws do not give clear guidance, prudence and transparency shall be the guiding principles. We prepare and file all tax returns required, providing complete, accurate and timely

disclosures to all relevant tax authorities. We also expect our (internal & external) tax advisors to take into account these guiding principles. The Tax Specialist prepares the CIT and VAT returns after which the returns are reviewed, finalized and filed. An external tax advisor is peer reviewing the CIT returns before submitting. In case of ad hoc tax matters external tax advisors are asked for their second opinion.

3. Business structure

Tax is one of the elements we take into account in our commercial and economic activities. Tax follows the business. We have clear procedures in relation to tax risk management and carry out risk assessments as part of any tax planning on significant transactions. We do not enter into aggressive and contrived tax planning structures. We therefore do not use secrecy jurisdictions or so-called 'tax havens' for tax avoidance, nor artificial tax structures that have no commercial or operational substance. Our Tax Specialist is aligned with the business and is not a profitcenter by itself. We

aim for certainty on tax positions, but where tax law is unclear or subject to interpretation, we evaluate the likelihood and where appropriate seek an external opinion, to ensure that our position would, more likely than not, be upheld. In doing so, we take due care of a sustainable relationship with relevant tax authorities.

4. Relationship with Dutch tax authorities

We seek to maintain an open, honest and constructive dialog with tax authorities based on transparency, respect and trust. Consequently we disclose all relevant facts and circumstances. In The Netherlands we engage proactively with the Dutch Tax Authorities where we aim to enhance clarity and upfront certainty around tax. Our in house Tax Specialist will contact the Dutch Tax Authorities to ensure that our business dealings are better understood and to exchange views and insights on various (tax) matters. This open, two-way "practicable" communication enables us to minimize uncertain tax positions.

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5. Tax transparency

We believe that tax transparency is a cornerstone of good tax governance. We fulfil our disclosure obligations and are transparent to the tax authorities. We regularly put forward understandable and timely communication about our approach to tax, our tax position, and total tax payments. We welcome constructive debate on taxation. We aim to show good corporate citizenship in the way we handle tax issues and communicate clearly about our strategy and policy on tax governance.

DELTA Fiber's tax risk management & tax control framework

Tax is a core part of corporate social responsibility and governance and is overseen by the Board. We have embraced the increasingly global view that tax risk management should be a part of good corporate governance. The Board is accountable for the tax risk management. DELTA Fiber's in house Tax Specialist is responsible for the tax risk management. The Tax Control Framework that sets out the tax controls and risk management is currently work in progress and expected to be ready in the 2nd quarter of 2024.

DELTA Fiber's fiscal structure

DELTA Fiber has currently three separate Corporate Income Tax (CIT) Fiscal Unity's. The following CIT Fiscal Unity's are in place per 31 December 2023.

Puma Bidco CIT fiscal unity per April 22 2022

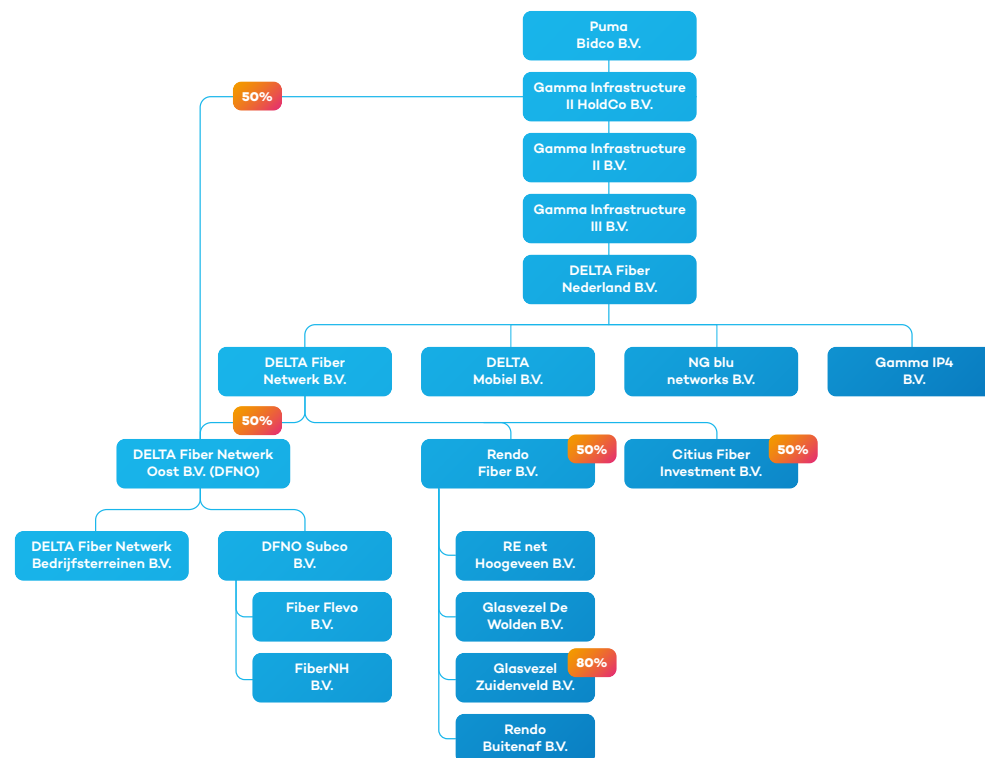
Per 20 April 2022 a new CIT fiscal unity was established ('Puma Bidco CIT fiscal unity') between Puma Bidco BV (as parent) and the Gamma Infra II Holdco CIT fiscal unity. This fiscal unity covers all entities except the Rendo, the DFNO subco and Citius Fiber fiscal entities

Rendo CIT fiscal unity per January 1st 2022

Per 1 January 2022 a new CIT fiscal unity was established, headed by Rendo Fiber BV, including Glasvezel de Wolden BV and Rendo Buitenaf BV ("Rendo CIT fiscal unity"). Glasvezel Zuidenveld BV was acquired per 28 December 2022 (80% shares)

DFNO Subco CIT fiscal unity per January 1st 2023

Per 1 January 2023 a new CIT fiscal unity was established, headed by DFNO Subco BV (as parent), including FiberNH BV and FiberFlevo BV ('DFNO Subco CIT fiscal unity') (Delta Fiber Network Bedrijfsterreinen BV was founded on 15 February 2023)



(Citius CIT fiscal unity ended per January 1st 2023

Per 18 July 2023 Citius Fiber Prinsenbeek BV was legally merged with retrospectively date 1 January 2023 into Citius Fiber Investments BV (parent) and therefore this fiscal unity automatically ceased to exist)

DELTA Fiber's main fiscal developments in 2023

In 2023, the following main developments and projects were

relevant from a tax perspective: Corporate Income Tax (CIT)

- In **February** 2023 a request to the Dutch Tax Authorities was filed to establish a new CIT fiscal unity ('DFNO Subco') between DFNO Subco BV (as parent) and its daughters FiberFlevo BV & FiberNH BV per January 1st. **Document to which our report 2929756-24W00192990BRD dated 17 May 2024**
- The formal positive confirmatory decision of the Dutch Tax Authorities was issued per 31 **March** 2023; **also refers.**
- In **March** 2023 an updated agreement **KPMG Accountants N.V.**

(VSO) was signed with the Dutch Tax Authorities for the practical settlement of all remaining prefiscal unity and pre-merger losses;

- In **June** 2023 the final CIT 2019 assessment for Gamma III CIT fiscal unity was received in accordance with the tax return 2019 filed. With this final assessment we obtained a fiscal loss relief of more than 90% of the tax losses of the PUMA Bidco CIT fiscal unity.
- There is currently no backlog in filing of CIT returns, up to and including FY22 the CIT returns were all submitted in 2023;

Value Added Tax (VAT)

Delta Fiber has currently 2 separate Value Added Tax (hereafter VAT) Fiscal Unity's per 31-12-2023:

- In **May** 2023 a request to the Dutch Tax Authorities was filed to extend Fiscal unity VAT Rendo Fiber with Glasvezel Zuidenveld BV.-
- The formal positive confirmatory decision of the Dutch Tax Authorities was issued per 16 June 2023;
- In **March & June** 2023 a request to the Dutch Tax Authorities was filed to extend Fiscal unity Puma Bidco with DFNO Subco BV, FiberFlevo BV, FiberNH BV & DFN Bedrijfsterreinen BV.

- The formal positive confirmatory decision of the Dutch Tax Authorities was issued per 30 June 2023;
- In **March** 2022 a so called "third party tax inquiry" was performed by the Dutch Tax Authorities regarding chain liability & used (sub)contractors by Delta Fiber Network. After the information provided in 2022 further questions were raised by the authorities in January 2023. In **March** 2023 answers were collected and send to the Dutch Tax Authorities;
- Delta Fiber has made use of Covid-19 measures offered by the Dutch government. The original extended payment of c.€8.3m VAT relates to the period 1&2 Quarter 2020 of the Gamma Infrastructure III VAT fiscal Unity. As from October 2022, every month payment is made according to a repayment schedule of 60 months from the Dutch Tax Authorities. Per **the end of** 2023, the amount of deferred payment for VAT will be c.€6.0 million;

General

- The Dutch Tax Authorities are in the process of transferring all the Delta Fiber client files from their tax office in Arnhem to probably their tax office in Rotterdam. The Arnhem office is specialised in Energy and not Telecom, and as we no longer carry

any energy business a transfer to the Rotterdam office seems logical.



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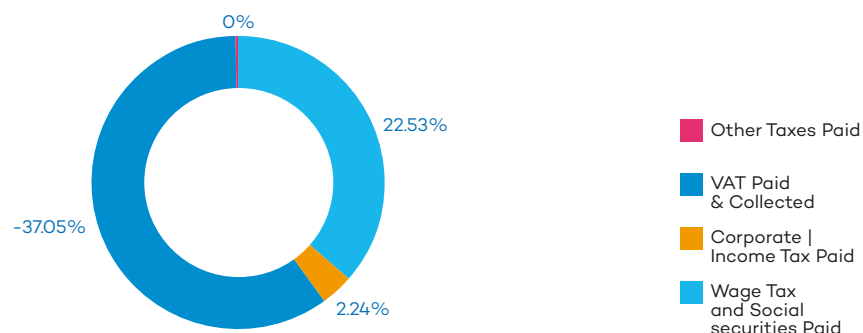
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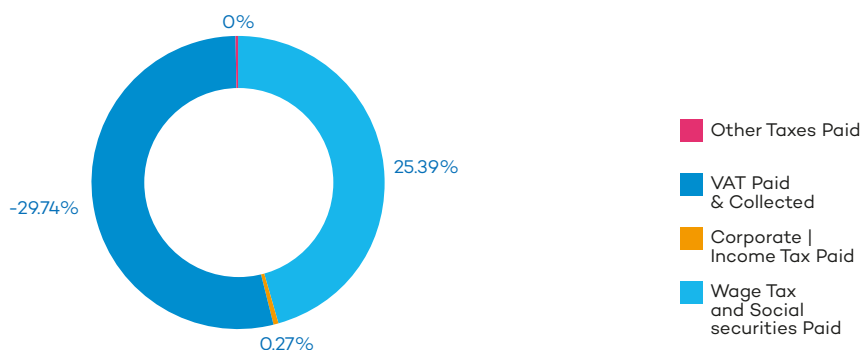
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FISCAL CONTRIBUTION BY DELTA FIBER IN THE NETHERLANDS TAXES PAID AND COLLECTED IN MIO EUR	2023	2022
Wage Tax and Social Securities Paid	25.3	22.5
Corporate Income Tax Paid	0.2	2.2
VAT Paid & Collected	-29.7	-37.0
Other Taxes Paid	0.0	0.1
Fiscal contribution	-4.0	-12.2

YTDDEC 2022 (in €m)



YTDDEC 2023 (in €m)



Corporate Income Tax explanation

- Per YE23, the CIT paid in 2023 amounts to c.€0.3 million and is primarily relating to the **DFNO Subco Group** (c.€0.1 million) & the **Rendo Fiber CIT fiscal unity** (c.€0.2 million)
- The **Puma Bidco CIT fiscal unity** has not been in a tax paying position in 2022 & 2023

VAT explanation

- The main business activities of Delta Fiber consists of providing internet, television, telephone and mobile services to B2B and B2C customers in the Netherlands (i.e., providing telecommunication services through their own or a third-party network in the Netherlands). Delta Fiber is currently expanding her business continuously In the Netherlands. Big investments are made together with acquisitions.

As a result, in 2022 & 2023 the Gamma Infrastructure III VAT fiscal unity was and will be in a VAT receivable position



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Risk and opportunity management system

As one of the fastest growing providers in the telecommunications industry in the Netherlands, we are subject to all kinds of uncertainties and changes. In order to operate successfully in this ongoing dynamic environment, we anticipate potential developments at an early stage and are working on a system to systematically identify, assess and manage the resulting risks and opportunities. Therefore, we consider a functioning risk and opportunity management system to become a central element of value-oriented corporate governance.

Risk appetite

DELTA Fiber has a generally prudent risk appetite, which can be described per risk category as follows:

- Strategic risks: DELTA Fiber is willing to accept reasonable risks in a responsible way, taking into account our stakeholder's interest.
- Operational risks: DELTA Fiber is committed to a high quality of customer service. We aim to limit

the number of interruptions in our networks and services as much as possible.

- Financial risks: we strive for the right balance between a prudent financial policy, sufficient investments in our network and healthy financial results.
- Compliance risks: we are committed to compliance with relevant laws and regulations and have a zero tolerance approach to bribery, corruption and fraud.

DELTA Fiber reviews its risk appetite on the basis of the risk assessments that determine the probability and impact of each individual risk. If either or both are elevated, we will take additional mitigating action. If residual risks remain elevated, we may take further action. We foresee a limited number of risks in conducting our operation and implementing our strategy. DELTA Fiber has categorized possible risks in order to make sure that sufficient countermeasures are in place.

DELTA Fiber's most important risks are:

- Increasing competition from current network and ISP competitors, new market entrants or market consolidation. This risk could lead to a smaller network footprint, overbuild and consequently lower profitability or lower growth in certain roll out areas. Main countermeasures for this risk are:

- offer bundled series and competitive price/ portfolio combinations;
- introducing new innovative products;
- speed up demand bundling;
- strategic partnership with third parties;
- continuous focus on an effective organization.

- Damage, service interruptions, DDoS attacks, cyber-attacks, operational issues in DELTA Fiber's technical infrastructure and IT. Incidents could negatively impact DELTA Fiber's reputation, customer satisfaction (NPS) and profitability. Main countermeasures for this risk are:

- investing in a new network and equipment;
- continuously monitoring of performance of network infrastructure;
- simplifying IT structure and rationalizing IT systems;
- backup and recovery plans in case of emergency procedures;
- partnerships with specialists to provide support in case of a cyber attack;
- survey to provide insides for possible future cyber insurance.

- Global health risk: DELTA Fiber is exposed to global health risks. In case of a pandemic outbreak the company might face an impact on its business volume as well as challenges in hiring its workforce and mobilizing subcontractors and suppliers in its expansion roll out. The Corona virus has shown that we are capable to ensure continuation of our service to our customers, even if our employees have to work from home. Main countermeasures for this risk are:



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- continuously monitoring of performance of suppliers;
- increase stock and widen the group of suppliers in case of supply chain issues;
- ability to work from home for almost all employees.
- Safety risk for employees working at (sub) contractors when rolling out fiber. To mitigate the safety risks for these employees, we only contract (sub)contractors with a good reputation for safety. Additionally, our (sub) contractors are required to give prominent attention to safety, ensuring that their employees are able to work in a safe and secure environment.
- Threats to the confidentiality, integrity or availability of the Company's networks, systems of data including fraud. Incidents could lead to loss or theft of customer data, penalties and reputational damage. Main countermeasures for this risk are:
 - o continuing reinforcement of strategic security programs;
 - increase awareness of employees through continuous education;
 - increasing our screening policies for existing and new employees;
 - continue and strengthen Security Operations Center to improve security measures;
 - fraud risk assessment, including the identified (gross) fraud risks that are discussed in GMT yearly, internal controls at organizational level (such as presence of codes of conduct and whistleblowing procedures ("Zo werken we bij DELTA" available on intranet)). Main fraud risk are financial reporting fraud, misappropriation of assets, theft, bribery, corruption and other overrides of internal controls. In 2023 we further increased internal control at a process level including procedures to mitigate the risks
- Non-compliance to regulations, including privacy regulation. This risk could affect DELTA Fiber's future operations and profitability. Main countermeasures for this risk are:
 - maintaining and improving internal controls;
 - continuous communication with regulators;
 - investigating internal compliance proactively;
- Dependence on suppliers and outsourcing/offshoring partners. This risk could lead to an inability to deliver the required services to our customers at the right price and quality level. Main countermeasures for this risk are:
 - further developing strategic relations with our main suppliers/contractors;
 - include a right-to-audit clause in supplier contracts;
 - assess and reevaluate contracts/way of working with vendors to reduce the supplier-security-risk where necessary apply an actual vendor strategy.



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Our value creation model

We create value for our stakeholders...

Customer value

Secure, reliable and seamless connectivity



Enabling a better digital life

Employee value

Employment and employability for our workforce



Taking responsibility towards society

Shareholder value

Sustainable growth in profitability and returns



Respecting our planet

... with a long-term sustainable impact on our society and planet





Enabling a better digital life

It is our ambition to create a better digital life for everyone in the areas where we roll out our fiber network.
It's our ambition to serve two million homes and businesses.

Our network can easily handle the higher speeds which will be needed in the future. In addition, we continue to invest heavily in our existing network in order to optimize its quality and our services: This year we enabled the latest fiber technology, XGS-PON, across our entire fiber network footprint. As of January 2024 we offer speeds up to 8 Gbps and expect to be able to offer speeds up to 25 Gbps in the future.

We deliver high-quality, high-speed internet connectivity to care homes, paving the way for future care innovations such as healthcare robots and remote surgery.

A better digital life is also a secure digital life and we therefore provide our employees with ongoing cybersecurity training. Additionally, we constantly learn from monitoring cyberattacks by sharing insights at every level of our organization, up to and including the board. We also offer cybersecurity solutions to our internet subscribers.

In this way we contribute to United Nations' Sustainable Development Goals (SDG) 9 and 11.



1.6m

Homes passed

2 Gbps

most chosen speed
by customers

8 Gbps

Top speed provided

~2.0m

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Homes and businesses
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Building a future-proof network

In early 2021 DELTA Fiber drafted a plan to create the most advanced fiber network available to be able to service our customers in the future.

At the time of inception, when the European Commission published the Digital Decade, its vision and strategy for Europe's digital transformation, we had some 300k customers using our FTTH network. Our vendors and worldwide suppliers, set out to future-proof the DELTA Fiber network and achieve the second main goal of the Digital Decade: secure, high-performing and sustainable digital infrastructure facilities. An ambitious goal and one that the company had to scale up to scale up to service our growing customer base. DELTA Fiber was the first Dutch telecom company to deliver XGS-PON on its entire footprint.

Two and a half years later, in June 2023, all new DELTA Fiber customers on our FTTH footprint received an XGS-PON connection that is capable of multi-gigabit speeds while using up to 85% less energy, according to the Prysmian Group survey 'Energy consumption of telecommunication access networks'. All our existing customers now benefit from a faster and more stable network than ever before, even when still using pre-2023 FTTH technology. With the XGS-PON technology and our Network 2030 capacity program (see page 24), DELTA Fiber made a conscious choice to deploy future-proof cutting-edge equipment and technology.

As such DELTA Fiber has consciously chosen to purchase equipment that will be in use for the longest possible time without being affected by changes and developments in the technology landscape.

The European Digital Decade

In 2021 the European Commission presented its vision and strategy for Europe's digital transformation in the period up to 2030. This plan is called the Digital Decade.

In March 2021 the Commission published the 2030 Digital Compass, defining the policy objectives of the Digital Decade and setting out four clear objectives that should be achieved by 2030:

1) A digitally skilled population and highly skilled digital professionals

At least 80% of adults should have basic digital skills, and there should be 20 million employed ICT specialists in the EU, with a balance between men and women.

2) Secure, performant and sustainable digital infrastructure facilities

All households in the EU should have gigabit connectivity so that all businesses and citizens in Europe have excellent and secure connectivity. In addition, all populated areas should have 5G

mobile coverage. The production of advanced and sustainable semiconductors in Europe should represent at least 20% of world production. Furthermore, Europe should have its first quantum computer by 2025.

3) Digital transformation of businesses

Three out of four of European companies should be using cloud computing services, big data and Artificial Intelligence. More than 90% of small and medium-sized businesses should reach at least basic level of digital intensity. The number of EU start-up companies with a value of \$1 billion ('unicorns') should double compared to 2021.

4) Digitalization of government services

All key public services should be available online. All citizens should have access to their electronic medical records. In addition, 80% of citizens should use an eID solution.

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Source: <https://europadecentraal.nl/onderwerp/digitale-overheid/digitale-samenleving/digital-decade/>
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The step to 25G is minimal and XGS-PON and 25G PON can coexist without the need for additional equipment. Working closely with suppliers on the development of new functionality has enabled us to stay ahead of the curve for the next five to 10 years without significant additional capital expenditure.

An additional benefit of the program has been that DELTA Fiber has had to look to the international market for experts in the telecom sector, allowing us to

strengthen the team with employees who have a wide range of expertise and cultural backgrounds.

XGS-PON

Introducing XGS-PON (10 Gigabit-capable Symmetrical Passive Optical Network) benefits our ESG targets in several key ways. First and foremost, XGS-PON offers remarkable energy efficiency. The technology minimizes power consumption by transmitting data efficiently, thus reducing the carbon footprint associated with network

operations. Compared to older point-to-point FTTH technologies the savings in the access network per one thousand customers amount to a reduction of energy use of up to 85%.

DELTA Fiber prolongs the lifetime of its older point-to-point technology, minimizing the impact of technology-forced migrations like waste hardware, carbon-footprint heavy logistics as well as service interruptions.

The technology deployed by DELTA Fiber is ready for a step-up to 25G services without significant investment in new equipment. Moreover, this technology can co-exist with the XGS-PON services, eliminating the need for customer migrations in the future when a higher bandwidth is required. We will be able to introduce more advanced services and higher speeds in the future and already made a head start with the latter by introducing 5Gps to the market in October, thus maintaining our position in the Dutch telecom sector as the country's fastest internet provider at that point in time. We followed this with the introduction of 8Gps in January 2024.



Our Network 2030 program

DELTA Fiber's XGS-PON access technology is supported by a new IP network. The Network 2030 program was started in 2020 to build an IP Core network and move all new and existing services to this core. The program has introduced new routing hardware and high-capacity transport technologies with an expected service lifetime of at least 10 years to ensure that there are no bandwidth bottlenecks between our customers and the internet.

In the coming months and years, all DELTA Fiber's services will be delivered by Network 2030, regardless of access technology. With this network we can further reduce our carbon footprint by using a scalable, unified always-on IP core, ensuring the resiliency and capacity of the network is available for all users.

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4.4m
km
of Fiber
strings

Enabling a better digital life

Frontrunner in Dutch rural areas

DELTA Fiber has always been forward-thinking and ambitious, so when we saw a growing demand for internet connectivity in rural areas we decided to speed up the rollout of fiber there. Against the odds. Reliable internet is important for quality of life as well as employment because in our largely digitalized world people need to be connected. Michiel Admiraal, Director Business Development, explains a case in Friesland where DELTA Fiber deployed fiber first and overcame issues by thinking in solutions.

In 2015 Dirk Strijker, at the time Professor of Rural Development at the University of Groningen, published research indicating that people were moving from the countryside to cities because of the lack of a proper digital infrastructure in rural areas. At the time this infrastructure consisted of a copper connection with low bandwidth capabilities for consumers and businesses. DELTA Fiber immediately saw opportunities for a viable business case.

Fiber first

The stunning result: in less than five years DELTA Fiber deployed a fiber infrastructure to 175,000 out of a total 250,000 rural households, making it the frontrunner in fiber in Dutch rural areas. This has had quite a positive social impact in terms of the digital inclusion of these households because the Netherlands is currently experiencing two-way migration streams: not only from the countryside to the cities but also the other way around. The latter is mainly since Covid because people are now able to work from home more often and for longer thanks to a stable fiber connection.

Fiber
infrastructure in
175,000
rural households



The Netherlands ranks third in the Digital Economy and Society Index (DESI) 2022. As in previous years, the Netherlands, together with the Scandinavian countries, is a leader in the field of digitalization. Since 2014 the European Commission has used the DESI to monitor digital progress in the EU and the index is a spearhead of the Digital Decade strategic policy plan. According to the DESI 2022 nearly 80% of Dutch people have basic digital skills. The digital transition is also having administrative consequences in

the Netherlands with the country having appointed a Minister for Digitalization, Alexandra van Huffelen, in 2022 as well as installing a Parliamentary Standing Committee on Digital Affairs and adopting a new digitalization policy. The Netherlands has taken steps to comply with the EU cyber sanctions, imposed partly in light of the war in Ukraine and possible cyber attacks by Russia.

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Source: <https://www.nl-prov.eu/nederland-blijft-digitale-kopioer-van-de-eu/>

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Michiel Admiraal Director Business Development

“We deployed fiber in places where nobody was doing it due to the high investment costs involved”

DELTA Fiber now has a presence in all 12 provinces of the Netherlands, the last one being Flevoland. We are market leader in rural area connections. In addition to rural households there was great demand for fiber in small villages and towns. DELTA Fiber now also provides smaller cities with fiber, aiming to reach ~2 million households in total (25% of the total in the Netherlands).

Michiel Admiraal, Director Business Development: “As a business development team, we achieved something that no other company had done before at the time. We deployed fiber in places where nobody was doing it due to the high investment costs involved and the realization challenges often involved. A recent example of DELTA Fiber’s forward-thinking

mentality is the case of the small village Kornwerderzand in the province of Friesland. We managed to bring several parties together and deploy fiber there against the odds. The village is situated on the Afsluitdijk, right between the Wadden Sea and the IJsselmeer. For a long time fiber was unthinkable due to the location. Thanks to early coordination between the village, DELTA Network and the province, construction of the connection was combined with work on provincial projects in the area. This unique combination made the fiber connection possible against all expectations. We really think in solutions and act in a pragmatic and creative way in order to overcome issues.”

The construction of a fiber network in rural areas did not happen all by itself,

it took quite some perseverance and clever thinking to achieve this ambitious goal. It was this attitude that enables DELTA Fiber to be the first to deploy fiber in rural areas of the Netherlands, thus contributing to their digitalization.

We are proud to have contributed to the high ranking of the Netherlands in the Digital Economy and Society Index (DESI) 2022 in this way.



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Enabling a better digital life

Cybersecurity: one of our crown jewels

Accelerated digitalization, hybrid working and cloud services make cybersecurity indispensable. Nowadays one in five entrepreneurs is affected by cybercrime. Cybersecurity has always been a top priority at DELTA Fiber and with our growing scale it is becoming even more important than before, because the larger a company grows, the more attractive it is for cybercriminals. DELTA Fiber's two key priorities in the security domain are to keep our customers online and to keep their and our information safe.



Keeping our customers online

From a cybersecurity point of view keeping these important stakeholders online means that we keep them resilient against DDoS and complex hacking attacks. For example: we managed to mitigate a 166 Gbit attack towards educational organizations on 20 June. We could do this thanks to our anti DDoS network service and our website protection solution.

Keeping information safe

This means we are resilient against stealing information and ransomware attacks. We have mitigated this risk by implementing strong Multi Factor Authentication (MFA) access on all our systems while our Immutable backup system makes us less vulnerable for ransomware attacks. Despite all these measures, hacks can still occur. But we are well prepared to counter these.

In the course of 2023, DELTA Fiber managed to reduce its risk exposure significantly so that by the end of the year it had reached its target level for

2023. The systematic risk management system was effective to identify, register, and handle security risks adequately.

Several large security improvements were implemented to further increase DELTA Fiber's security resilience. We started our bug-bounty program in March this year for example. A bug bounty program, also known as a vulnerability rewards program (VRP), offers rewards to individuals for uncovering and reporting software bugs.

Currently there are over 100 cyber defense measures in place to risk domains (ISO27001). And 26 more security risks have been identified in these domains to mitigate assessed vulnerabilities, resulting in 26 new defending controls to reach our 2023 targets.

Cybersecurity is not the task of the security team alone. It's a joint effort that includes all employees.

Thanks to a monthly online, intensive security awareness training our employee awareness grew steadily in 2023. We conducted phishing tests in July and results were on par. We will therefore continue these trainings. Security awareness is also part of our Onboarding of new employees.

The observations of an external IT architecture assessment in the second quarter of 2023 confirmed our security strategy. According to this assessment our target state would provide DELTA Fiber with the possibility to go beyond and above its peers.

Before end Q2 2024, we will offer our customers multi-factor identification (MFA) to use in their self-service environment, thus mitigating security risks even further. Despite all actions taken, we are aware that we will always remain a potential target for cybercrime and must continue to further invest in preventive actions.

Examples of security improvements in 2023

- MFA on all externally reachable information systems
- Backup and immutable backup
- Implementation of a critical vendor management assessment process
- Reinforcement of our security team with two information security officers (ISOs)
- Implementation of ISO 27001 certification for our business2business services

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Taking responsibility towards society

We want to ensure we behave responsibly towards society and all our stakeholders, including our employees, customers, suppliers, shareholders and regulators. Besides keeping our customers safe online, we engage with them to learn how we can further improve our services. Our employees play a pivotal role in delivering on our ambitions towards our customers, suppliers and shareholders.

Everyone contributes to customer satisfaction

We believe that everyone in our company has impact on customer experience and satisfaction, from our customer service teams, retail stores and service technicians to all those employees who do not interact with customers directly. To engage everyone we launched a company-wide program to improve the quality of products, networks, services, customer service and communications as well as our culture. In 2023 we rolled out several initiatives to improve our NPS aimed for example at:

- Completing the network upgrade and integrating UPS (Uninterruptible Power Supply) in our network to mitigate the impact of power supply failures.
- Ensuring a consistent and effortless customer experience.
- Improving our digital customer service channels.

They already resulted in a 5-point increase in NPS in 2023 and we expect this increase to continue in 2024.

Engaged employees make happy customers

Since 2021 we have been focusing on improving our employee engagement as we believe that engaged employees improve customer satisfaction. In 2023 we once again lived up to this conviction: in line with the improvement in our customer NPS our employee NPS improved further from +29 in 2022 to +32 in 2023.



33%

women employed

100%

participation on ethics and anti-corruption training



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Taking responsibility towards society

Listening to customers

In 2023 we intensified the relationship with our customers. Every single week of the year we asked a selection of our customers to indicate how they experience DELTA and what we can do to improve their experience with us. Over the year, more than 15% of our customers were willing to share their opinion and advice about what we can improve. This customer feedback largely determines our improvement agenda. A selection of customer quotes are posted on our intranet to share customer opinions with all employees throughout the company.



Jeroen de Gier is Program Manager Customer Experience. His specific role is to create a distinct competitive advantage for DELTA by building sustainable customer relationships through customer experiences.

In the fourth quarter of 2023 Jeroen launched a DELTA customer panel with the goal of understanding our customers even better. Within just two days of registration opening, the upper limit of 500 panel members was exceeded. Since customer panel members do not receive any compensation for their participation, this indicated to us just how committed many DELTA customers are to the company.

The DELTA customer panel forms a community of committed DELTA customers who want to help the company along. Panel members are invited to participate in certain tasks, which range from answering a simple question to testing new products or taking part in a DELTA meeting or workshop. The aim is always to improve our products and services by better



tailoring them to the wishes and needs of our customers.

Since the successful launch of the DELTA customer panel there have already been plenty of co-creations, the highlight being a user test for the new MijnDELTA environment. Many new co-creations are on the agenda for 2024.



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Mr. Litjens from Winssen:
“DELTA is important in our lives because we are retired and TV and the internet connect us with the world around us. We couldn't live without it.”

Customer-focused approach increases NPS

At DELTA Fiber our primary focus is on ensuring customer satisfaction through an approach that encompasses network improvement, product innovation and efficient customer journeys. We firmly believe that happy customers are key to both long-term success and making an impact on society. To consistently monitor and enhance customer satisfaction we measure the Net Promoter Score (NPS) among our customers. Our proactive efforts have yielded results: our NPS increased by 5 points this year, indicating that our services resonate positively with our customer base.

Embracing cutting-edge technology

Over the past two years DELTA Fiber has undertaken a network overhaul to implement XGS-PON technology. This upgrade enables internet speeds of up to 25 Gbps and a more reliable network with fewer major disruptions. The improved stability of our network has resulted in a **23-point increase in the NPS** for our internet product, clearly demonstrating the positive impact of these enhancements on customer satisfaction. To further bolster stability and ensure the protection of our active customer base, we have upgraded our existing Points of Presence (POPs) by installing new Uninterruptible Power Supply (UPS) systems and replacing older UPS units. This ensures internet connectivity during power outages in multiple neighborhoods.

Improved product quality

We have made improvements to the stability and image quality of our television offering, resulting in fewer disruptions and a much better experience. Additionally, we have

introduced smart TV apps, which offer our customers a higher level of convenience. The **NPS** for our interactive television **product improved by 21 points**.

Customer experiences

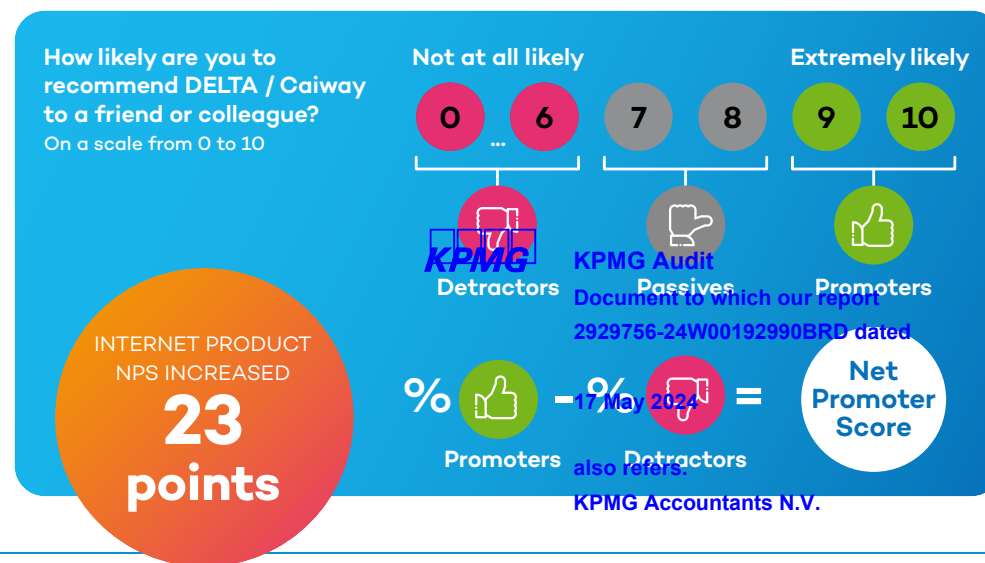
We have improved key customer journeys, focusing on clear communication for onboarding new customers in areas where the network is still under construction to ensure a positive experience despite challenges. We are also working on enhancing the incident resolution process, reducing common disruptions and quickly restoring online connectivity.

Enhanced digital service channels

Our service app and chatbot have been upgraded to enable improved self-

service and more personalized support, with further enhancements underway to boost the customer experience.

These improvements reflect our dedication to ensuring customer satisfaction and fulfilling our social and governance responsibilities. The positive impact of these enhancements is evident in our NPS scores, which currently stand at +5. This further reinforces our commitment to provide value for our customers and to establish a solid foundation for responsible and customer-focused business practices. At DELTA Fiber we remain committed to delivering our services and innovative products while actively listening to and addressing the feedback from our valued customers to enhance their overall experience.





Hello 24/7

accessibility helpline to support employees

Mental health support

Mental health is a crucial aspect of vitality. To assist employees with issues such as stress, financial problems, loneliness, work-life balance and lifestyle we provide a helpline in collaboration with GIMD that employees can access 24/7. To support our colleagues who are informal caregivers we made the informal care app Hello 24/7 available free of charge from 10 November, Informal Care Day. Providing informal care takes a lot of time and energy and, above all, requires strict time management. The app offers an accessible way to easily divide care tasks and make the informal caregiver's life a little easier.

Continuous listening

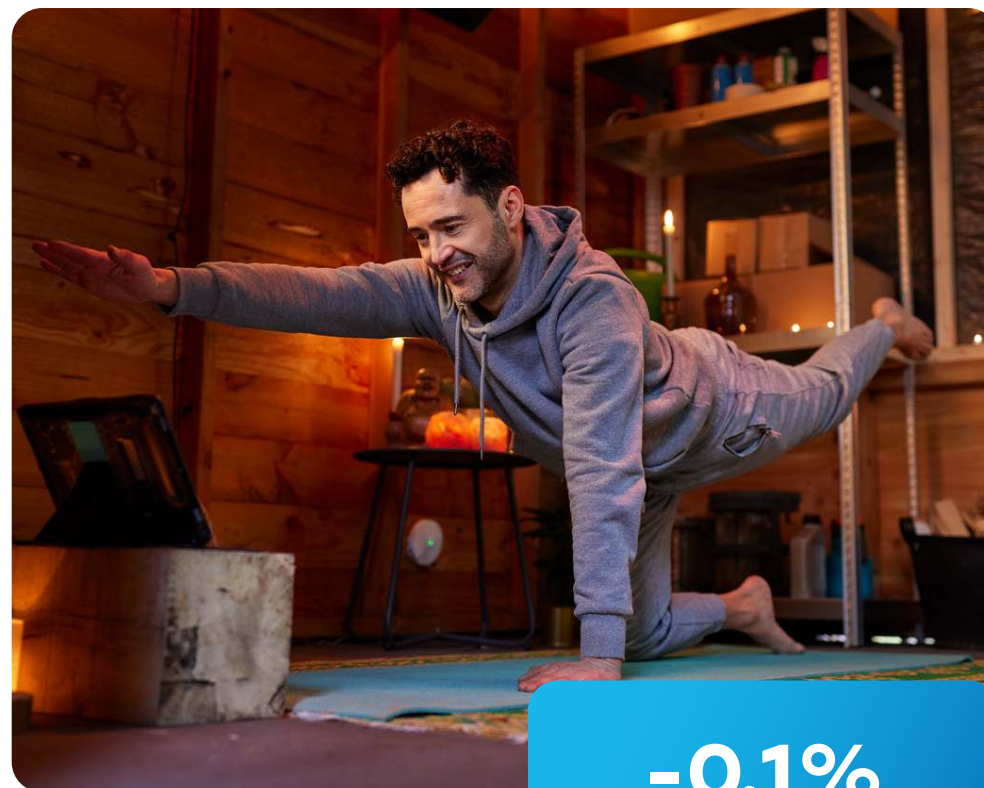
At DELTA Fiber, we believe in gathering continuous feedback through Peakon. This enables us to proactively address matters that concern employees at both the organizational and team levels, creating a positive working environment for everyone.

Preventive health consultations

Even employees who are not currently ill can benefit from our health service, which provides proactive lifestyle and health assessments and can help prevent staff becoming completely unable to work. We also offer a more comprehensive preventive medical examination.

Absenteeism data

Absenteeism decreased to 3.8% in 2023 from 3.9% in 2022 and we saw a reduction in long-term absenteeism cases. We are closely involved in these cases and carefully monitor them to provide employees with the best possible support during their reintegration and recovery process. Through these efforts we are able to keep absenteeism fairly stable at well below the 4% range, which is considerably better than the average for the Netherlands (last 12 months: 4.6%).



-0.1%

decrease in absenteeism

Safety at the workplace

Everyone who works at DELTA Fiber should feel comfortable and safe. However, it can happen that employees are faced with a situation in which they no longer know what to do best. Think of a conflict with a manager, disagreements among colleagues, doubts about whether you are in the right place or undesirable behavior. When employees find themselves in such a situation, they can discuss it



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with their supervisor or with HR. If this is unwanted, they can discuss it with one of the confidential counsellors within our organization. They support employees within an organization in a multitude of situations. They have an independent and neutral position within the organization and possess the necessary knowledge and skills in the field of communication, conflict management, mediation, laws and regulations and psychosocial workload. Our confidential counsellors thus help to prevent or resolve conflicts, complaints or problems at the workplace.

Giving back to society

DELTA Fiber supports several social organizations throughout the year:

- DELTA Ride for the Roses: the main purpose of this bike tour is to raise money for cancer research and treatment methods. In 2023 we raised a record amount of 314,374 euros for the Dutch Cancer Society KWF and extended our contract for another three years.
- Coastal Marathon Zeeland: DELTA Fiber is the gold sponsor of this event and name sponsor of the Light Coast run.
- Film by the Sea: a leading film festival in the Netherlands, with 140 films and 44,000 visitors. The festival can also be watched at home via the online program.
- DELTA Fiber Fat Tire Races: an opportunity for 3 to 13-year-olds to get acquainted with cycling. In this way we help motivate the youngest generation to work on their physical condition.
- DELTA Fiber Fund: a fund that gives financial support to several charities, such as the Schouwen-Duiveland Nature and Environmental Education Foundation, the Semmy Foundation, Kulturhus Borne, the Maritime Museum Zeeland Foundation, the Nofam Foundation and Formula Student Team Delft.

Last but not least, in view of the dire situation in Ukraine we have been offering free mobile data in that country as well as free text messaging and calling from and to Ukraine since 2022.

With these initiatives we contribute to United Nations' Sustainable Development Goals 4, 5, 8 and 11.



KPMG Audit
Document to which our report
2929756-24W001929908RD dated
17 May 2024

also refers.
KPMG Accountants N.V.

Taking responsibility towards society

Customer Service Center employees more engaged

Our Customer Service Center (CSC) is a very important point of contact with our customers, both the front office and the online team. Half of the online team and 20% of the frontline office employees are students, who do this work alongside their studies. In 2022 there was an increasing shortage of staff. The reason for this was threefold: DELTA Fiber was growing extremely fast thanks to a huge increase in customers, we were faced with a particularly tight labor market and we were facing a high outflow of staff. This presented us with a major challenge: how could we attract the right employees and motivate them to stay with us for longer? We laid the foundation for improvements in 2022 and fully implemented and optimized our plan in 2023.

Othman Bouchtaui, operational improvement manager Quality and Support said: "We asked ourselves what we could do. A high outflow puts enormous pressure on our operational performance in terms of accessibility and service levels. Training new employees takes a lot of time and money, and limited experience in our customer service organization has a direct negative impact on customer satisfaction. So should we further improve our work culture or rather increase salaries, for example? What are our core values and how do we test whether people fit into our culture? This led us to think about the way we work. Do we do what we say we do? We promise that we are super flexible, are alert to people's needs, offer career opportunities, are open and transparent. So we checked with our employees to what extent their expectations were being met and learned from their replies. We described our employee journey, including the selection process and onboarding. To what extent is all this consistent with our corporate identity? Who has contact with the employees and do we keep our promises



to them? We also considered salary: one of the factors that played a role."

Package of measures

In August 2022 the outcome of this research resulted in a package of measures: a plan to bind people to the company and enable them to get more energy from their work. An important part of the plan was to focus on ownership in the organization. Othman Bouchtaui: "We improved clarity of roles, tasks and responsibilities. We appointed a Happiness Team consisting of CSC employees, for example, to organize fun events around public holidays and who helped translate the core values into what CSC employees understood and was right for them."

The goal was to reduce the CSC's employee turnover by 50% and sure enough: within six months both the front office and online customer service employees were happier in their work, which in turn led to higher employee retention in both departments. Othman Bouchtaui: "We continue to work on keeping our eNPS up and our employee turnover low by listening to our employees and keeping them happy." The deployment of a happiness team and a full focus on the outcome of our Peakon surveys to continuously adjust and act on the input of our employees clearly paid off in 2023 and we expect this to continue in the coming years.

also refers.

KPMG Accountants N.V.

Taking responsibility towards society

Our approach to ESG, Diversity, Equity and Inclusion

At DELTA Fiber we take the 'continuous listening' approach. This involves measuring our employee engagement every six weeks, allowing us to consistently gather feedback. These measurements are benchmarked against other engagement assessments within the technology sector, comprising approximately 500 comparable companies. In addition this year we integrated the Diversity, Equity and Inclusion (DE&I) module into our survey.



Approximately 84% of our workforce consistently participate in the Peakon employee survey*. As of July, we introduced an additional module in Peakon dedicated to Diversity & Inclusion. Various statements related to this theme will be included in all our regular surveys going forward.

DE&I findings and comments

Initial responses have been predominantly positive although there is still room for improvement in terms of communicating about this theme. Some of our employees are unfamiliar with it, do not understand why our organization is addressing it, or simply do not consider it important. To address this, we are actively responding to comments and providing regular updates on Diversity & Inclusion on our intranet to make it a more prominent topic of discussion and seamlessly integrate it into our processes.

Employees who are already familiar with this topic value our commitment to it. Our scores indicate that we are performing above the benchmark

on statements like "I feel a sense of belonging at DELTA Fiber" and "I'm confident I won't be discriminated against at DELTA Fiber." At the same time there is room for improvement in efforts to support diversity and inclusion. Some feedback suggests that we might be placing too much emphasis on this issue, which could be skewing the scores. The DE&I project group is working on various initiatives covering facilities, HRM, recruitment and management levels to better address these concerns.

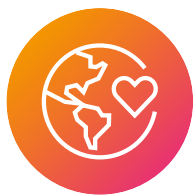
We are also experimenting with anonymous job applications, aiming to minimize unconscious bias in our recruitment and selection processes. Within DELTA we are actively working on the theme of DE&I using the diversity nudges approach. This involves integrating DE&I into our day-to-day business and processes in a non-coercive and approachable manner. Examples of this include implementing 'silent writing'** during meetings, rotating workspaces to promote social mixing, hosting multicultural celebrations such as an Iftar at our Customer Service Center during Ramadan for example, and publishing interviews about DE&I on our intranet.

Diversity is about recognizing differences in gender identity, ethnicity, sexuality, disability and religion. The working environment must reflect a diverse society and population.

Inclusivity is about valuing differences so that everyone can be the best they can be. In an inclusive work environment, all employees feel that they can contribute, that their opinions count and that they can get the best out of themselves by being themselves.

* **Peakon surveys** Peakon gives employees a way to make their opinions known. This enables companies to pinpoint areas with problems and troubleshoot them as well as to identify the best performing teams, analyze what makes them productive and apply their insights to other teams. The system identifies each employee's latest score for each engagement question and averages these scores to get an overall engagement score. **Document to which our report refers** KPMG Audit 2929756-24W00192990BRB dated 19 May 2024

** **Silent writing** gives everyone the opportunity to write down their opinion/answer and then discuss it individually so that everyone has a say and all opinions are collected. This approach prevents group conformity. **Document to which our report refers** KPMG Accountants N.V.



Respecting our planet

It is our ambition to be a Net Zero company by 2040.
Reaching net zero emissions means removing the same amount of CO₂ from the atmosphere as we release into it.

Our decarbonization journey

We are building the technology of the future by using state-of-the-art fiber. At DELTA Fiber we also strive for a livable planet so that we can enjoy our future. Where we expand our footprint in terms of network coverage, we make serious efforts to minimize our CO₂ footprint. The impact of climate change is becoming increasingly noticeable, and we will also experience it in the Netherlands the coming decades.

Our ambition:
Net Zero by
2040

Further decreasing our CO₂ footprint

Every year we take steps to further decrease our CO₂ footprint. Since our new car policy came into effect in January 2023, almost all of the new lease contracts are for electrical vehicles. This is an important step towards the full electrification of our lease fleet by 2028. Employees who use the lease policy are provided with a home charger and at the office we have invested in additional charging stations to meet the growing demand.

To reduce natural gas consumption in the offices, we cooperate with our property owners to implement more energy-efficient and smart solutions. At our head office in Schiedam, for example, we installed a system that enables residual heat from our test lab to be reused in part of the building instead of being lost outside. The CO₂ we still emit and are not yet able to reduce, for example from car fuels and gas for heating our offices, is fully



100%

of CO₂ emissions in own operations are compensated

100%

renewable electricity used

100%

electric vehicle company fleet per 2028

KPMG Audit
Document to which our report
2929756-24W001929903RD dated

17 May 2024

also refers.
KPMG Accountants N.V.

compensated for by Gold standard carbon offsets*.

100% green power

While fiber optic and XGS-PON in particular are the most energy-efficient technologies, electricity is still the main energy source in our operations. Our main energy contract consists of 100% green electricity. For smaller subcontracts which do not use green electricity we work with Energy Attribute Certificates (EACs) to ensure a green origin.

DELTA Fiber engages with its suppliers

Most of our emissions are caused by the supply chain we operate in. In 2023 we started a pilot with 15 suppliers on their decarbonization performance and goals. We mapped our various suppliers into different levels of maturity and will engage with them appropriately, i.e. in accordance with their level of maturity. This engagement varies from creating awareness and introducing carbon reporting to more advanced methods of data collection and alignment

* GoldStandard carbon offsets were retired on behalf of DELTA Fiber B.V. in relation to a project whereby methane gas is captured and electricity is produced at Kubratovo wastewater treatment plant in Sofia, Bulgaria (GS4238).
<https://registry.goldstandard.org/credit-blocks>

on target-setting. We are currently developing a way to integrate concrete measures and requirements in our procurement policies. Decarbonization is no longer optional; in the future it will be the base for doing business in our supply chain. We will cooperate closely with our suppliers to reach our CO₂ emission reduction targets and ambitions.

Our Net Zero ambition by 2040

We started preparations for our net zero ambition and set official Science-Based Targets in June. In December our near-term targets to reduce our greenhouse gas (CO₂) emissions in line with the 2015 Paris Agreement were validated by the Science Based Targets initiative (SBTi). We will further develop the roadmap and implementation plan which will enable us to set the right ambition and ultimately reach our net zero target by 2040.

By doing so we contribute to United Nations' Sustainable Development Goals 12 and 13.

Dutch KNMI climate scenarios

In October 2023 the Dutch national weather service KNMI published four climate scenarios for the Netherlands showing what the country can expect in terms of climate change in the coming decades. Even in the most optimistic scenarios the climate continues to change, with major consequences for our country. All seasons will get warmer, with more tropical days and fewer frost

days. Winters will become wetter, summers will become drier and heavier showers will occur. Sea levels will continue to rise. The scenarios show that the amount of greenhouse gases we continue to emit will make a major difference to further climate change. The higher the emissions, the greater the warming and the more extreme the weather. Therefore we must continue to limit our emissions of greenhouse gasses.



Respecting our planet

Smooth handling of refurbishments

DELTA Fiber has been partnering with Drake & Farrell for its circular refurbishment solutions since 2017. Since then, all our Customer Premises Equipment (CPE) such as modems, set-top boxes and Wi-Fi extenders have been refurbished by them, significantly extending the products' usable life. Returned hardware is restored to an 'as good as new' state, ready to be sent out to new DELTA Fiber customers. Our percentage of refurbished CPEs rose from 68% in 2022 to 88% in 2023.

A refurbishment process involves verification of all relevant hardware components, including fiber, ethernet, HDMI, power ports and adapters. Devices are upgraded to the latest available firmware version and the device case is visually checked and cleaned and replaced if necessary (i.e. if the device itself is not damaged). If a device cannot be refurbished, its individual components are recycled.

New devices

In 2022 we introduced several new devices, such as the XGS-PON modems and TP-Link Wi-Fi extenders. We

introduced the vendors to our refurb partner and had the vendors visit their premises so that they could gain a good understanding of what is needed from them in order to refurbish their hardware. All necessary spare parts are ordered directly from the vendor.

Refurbishment of TP-link Wi-Fi extenders became operational in Q4 2023. When these new devices were introduced a group of DELTA Fiber employees learned the key essentials in the refurb process and how design and engineering are key in enabling the smooth handling of refurbishments. This has inspired the DELTA team to engage more proactively with their suppliers early on in the equipment selection phase.

Refurbishment requirements

At our request our refurbishment partner has documented a set of refurbishment requirements relating to the ease of dismantling, assembly and cleaning or the possibility to exchange or coat (top and bottom) covers, for example. These requirements have been shared with all relevant equipment vendors and are now a standard part of our vendor and equipment selection process. This is critical as minor changes in the production process often make a significant difference for refurbishment

PHASED OUT
20,000
interactive tv boxes

if caught early on. For example, the use of non-metallic screws significantly enhances the ability to recycle a product quickly and reduces waste. Furthermore the refurbishment requirements have created awareness about sustainable design principles for future engineering.

DELTA Fiber has decided that going forward our refurbishment partner will assess any new CPE against these refurb requirements as part of our selection process. As a result of this renewed focus on refurbishment and energy consumption, 20,000 set-top boxes were phased out because they did not meet the new refurb requirements and used twice as much power as our previous boxes.



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**Document to which our report
2929756-24W00192990BRD dated**

17 May 2024

**also refers.
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Respecting our planet

Generating energy saving

On 22 March 2022 project manager Omar Fatah received an important assignment: to migrate our old data center in Naaldwijk to two data centers in Rotterdam and Goes. Much of the equipment was outdated and the aim was to evacuate the building by 1 September 2023.

335
servers
transferred /
replaced

DELTA Fiber participated in the 2023 SDG Challenge

In the first half of 2023 six students participated in the SDG Challenge by seeking answers to the question: how can DELTA advise its customers on saving energy in the home, especially in relation to the customer equipment DELTA uses? This provided us with some useful insights to help customers reduce their at-home power consumption.

The project took off in April 2022. It was quite an undertaking because the project team had to completely empty the huge building, which occupied three street numbers and at the time was still packed with all sorts of equipment. For example, 17 large satellite dishes were mounted on top of the roof while inside the building they had to remove all the hardware and metal cabinets of the data center. The team also had to disconnect the air conditioners, remove all the fire extinguishers and take out the floors of the three technical rooms. During the migration the project team transferred or replaced no fewer than 335 servers, including those of our head office in Schiedam and the flower parade in Honselerdijk. On 8 June 2023,

all remaining data center facilities were switched off – well before the 31 August deadline.

Resulting proceeds donated

The data center migration was executed sustainably where possible, for instance by looking for opportunities to recycle the hardware that was removed. In the end a metal recycling company took over and disabled all our hardware. DELTA Fiber donated the resulting proceeds, amounting to more than 2,350 euros, to the foundation 'Friends of the Sophia Children's Hospital' in Rotterdam to buy iPads for children to play on while waiting for surgery. Research shows that relaxation and distraction beforehand reduces children's stress and tension, allowing recovery to proceed more smoothly. The migration has resulted in annual energy savings at our datacenters, as our new equipment is much more energy-efficient and we no longer have to cool the large, outdated data center.

Energy savings

The migration was not only carried out sustainably and fast, it also resulted in considerable savings on both gas and electricity.

- We saved an amount of gas of (approximately 6,000 m3).
- We also saved on electricity:

- The total electricity consumption of our Naaldwijk datacenter running at full capacity was > 1GWh, of which an estimated 50% was used for air conditioning.
- We saved energy by phasing out old equipment that did not have to be moved.
- The datacenter equipment was moved to a more energy-efficient location and can now piggyback on the air conditioning that is already running there.



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Document to which our report
2023756-24W00192990BRD dated
17 May 2024
also refers.
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Identifying our top 5 sustainability topics

We conducted a double materiality assessment to further shape and strengthen our sustainability strategy and roadmap. We not only care about how ESG topics affect our bottom line, we also have responsibility for the impact of our operations on the planet and society.

In the assessment we applied the double materiality principle. Double materiality refers to those ESG topics which DELTA Fiber is able to impact (inside-out approach) and which may impact DELTA Fiber (outside-in approach).

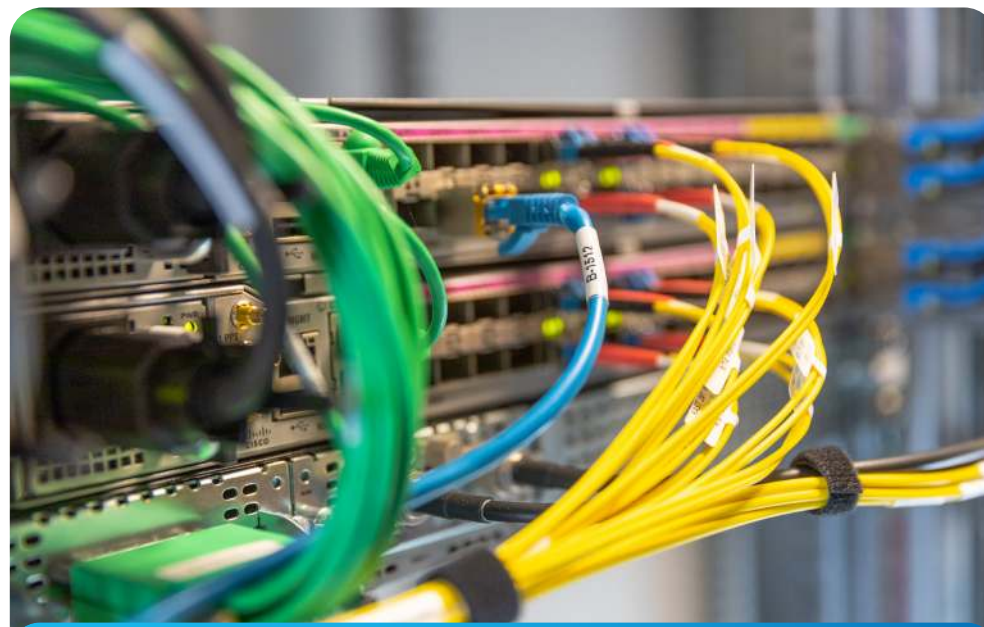
We engaged with our internal and external stakeholders to find out how important specific ESG topics are to them:

- Participation: almost 600 stakeholders from different groups (employees, customers, suppliers, governments, regulators, industry associations etc.) participated in the materiality assessment.
- Response rate: approx. 40% of which 50/50 internal/external to the company.

During the assessment we identified the key areas of improvement within our ESG strategy. Integrating these insights into our ESG strategy and roadmap will ensure we have the right focus and that we allocate our resources most effectively. In this way we continuously improve and develop DELTA Fiber and make our business future-proof.

Since the CSRD will be effective as from the Integrated report 2025 we embarked on a journey based on our commitments to the sustainability goals.

It is important to acknowledge that this journey will provide us with new insights going forward.



Our top 5 sustainability topics

We identified the top 5 sustainability themes (see our materiality matrix on the next page) which carry the highest risks but also offer the best opportunities for our business and stakeholders:



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- 1 **Data security**
- 2 **Customer privacy (GDPR)**
- 3 **Product Quality (& Safety)**
- 4 **Systemic risk management (technology disruptions)**
- 5 **Employee engagement, Diversity & Inclusion**

**Document to which our report
2929756-24W00192990BRD dated**

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Double materiality assessment



Environmental challenges

- 1 Energy management
- 2 Emissions
- 3 Waste and hazardous materials management
- 4 Climate change adaptation
- 5 Pollution prevention and control
- 6 Protection and restoration of biodiversity and ecosystems
- 7 Sustainable use and protection of water and marine resources

Governance challenges

- 1 Systemic risk management
- 2 Supply chain management
- 3 Business ethics
- 4 Product Design & Lifecycle Management
- 5 Management of the legal and regulatory environment
- 6 Competitive behavior
- 7 Business model resilience

Social challenges

- 1 Data security
- 2 Customer privacy
- 3 Product Quality & Safety
- 4 Employee engagement, Diversity & Inclusion
- 5 Employee Health & Safety
- 6 Access and affordability
- 7 Human Rights and Community Relations
- 8 Labor practices



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also refers.

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How we deliver on our ESG focus areas

This overview shows how we are delivering on our ESG focus areas' objectives.



Enabling a better digital life

KPI	UNIT OF MEASUREMENT	2020	2021	2022	2023
Digital society					
Homes passed	1,000	802	928	1,220	1,575
Broadband Customers	1,000	440	465	507	527
Average speed (contracted)	Mb p/s	250	351	431	569
Average speed (available)	Mb p/s	n/a	975	980	4,078
Digital inclusion					
Homes passed in total rural areas	%	59%	63%	66%	66%

¹ The unadjusted gender pay gap is defined as the difference between the average gross hourly earnings of men and women expressed as a percentage of average male gross hourly earnings. ESG report 2022

² The adjusted gender pay gap includes an adjustment for salary scales. The remaining difference can be attributed to a lower age and fewer years of service for women compared to men (2 years and 4 months younger and six months' less service, respectively). The adjusted gender pay gap 2022 (2.7%) recalculated using the same method as 2023.



Taking responsibility towards society

KPI	UNIT OF MEASUREMENT	2020	2021	2022	2023
Gender diversity & equality					
Women employed	%	31.4%	33.0%	33.2%	33.5%
Women in management	%	21.6%	20.8%	22.6%	27.3%
Women in management board	%	0.0%	33.3%	33.3%	33.3%
Unadjusted gender pay gap ¹	%	21.5%	23.2%	20.9%	18.3%
Adjusted gender pay gap ²	%	N/A	N/A	0.9%	0.4%
Employee well-being and engagement					
Employees (Internal and external FTE)	#/FTE	897	980	1,249	1,199
Employee engagement score (eNPS)	score	+8	+31	+29	+32
Employee – sickness absence	%	3.3%	3.3%	3.9%	3.8%
Work related injuries	#	3	0	1	0
Employee turnover - intake	FTE	143	147	202	157
Employee turnover - exit	FTE	49	56	79	99
Customer satisfaction					
NPS blended		KPMG Audit	0	0	+5
Document to which our report 2929756-24W00192990BRD dated 17 May 2024					
Legal & business ethics					
Participation Ethics & anti-corruption training	rate %	75%	90%	100%	100%
Notifications/warnings received from Supervisory bodies	#	0	0	0	0
also refers.					

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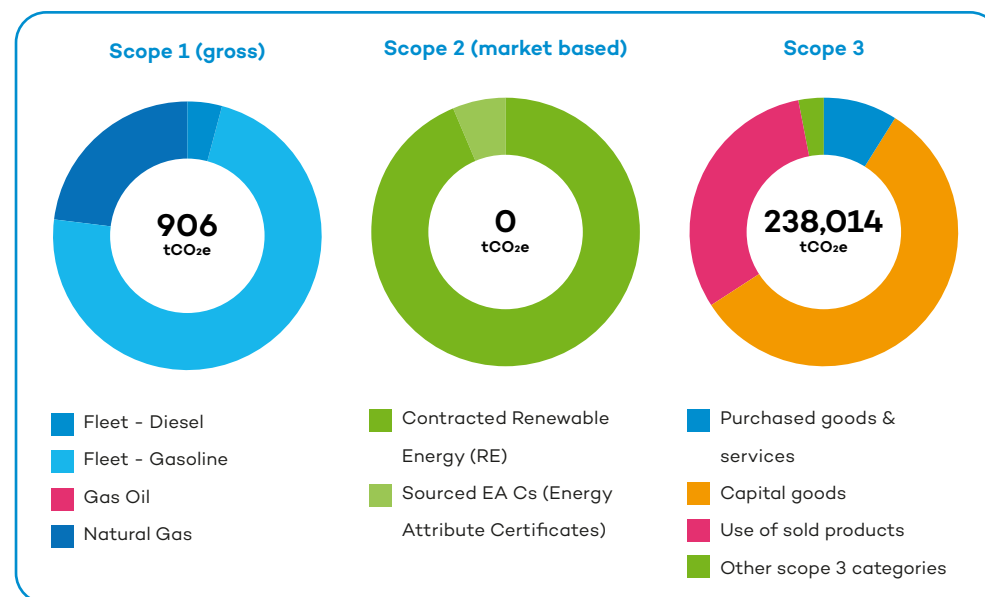
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Respecting our planet

KPI	UNIT OF MEASUREMENT	2020	2021	2022	2023
Energy consumption					
Electricity	GWh	16.2	21.8	25.0	24.8
Natural gas	M ³	110,921	129,893	164,133	106,717
Diesel & gasoline	liters	163,192	264,942	330,956	334,830
Gas oil (emergency power generators)	liters	570	321	631	418
Greenhouse gas emissions					
Scope 1 (net)	tCO _{2e}	581	0	0	0
Scope 2 (market based)	tCO _{2e}	245	0	0	0
Scope 3	tCO _{2e}	274,531	388,103	481,317	238,014
Total DFN	tCO _{2e}	275,357	388,103	481,317	238,014
Scope 1 (gross)	tCO _{2e}	581	850	1,053	906
Scope 2 (location based)	tCO _{2e}	6,746	8,113	7,570	7,757
Total DFN own operation	tCO _{2e}	7,372	8,963	8,612	8,664
Renewable energy & compensation					
Electricity - Renewable Energy use	%	97%	100%	100%	100%
Carbon offsets ¹		-	950	1,100	1,000
Circularity					
Customer Premise Equipment refurbished	% of CPE types	81%	77%	68%	88%
Lease vehicles					
Ordered Electric Vehicles rate	% of total new lease cars	N/A	N/A	N/A	92.0%

¹ GoldStandard carbon offsets were retired on behalf of DELTA Fiber B.V. in relation to a project whereby methane gas is captured and electricity is produced at Kubratovo wastewater treatment plant in Sofia, Bulgaria (GS4238). <https://registry.goldstandard.org/credit-blocks>



The three scopes explained

The accurate tracking and measurement of CO₂ emissions is the basis for any efficient climate strategy

Scope 1 - direct emissions

Scope 1 includes direct emissions from sources that a company owns or controls. This includes onsite energy such as natural gas and fuel, refrigerants and emissions from combustion in boilers which are owned or under management as well as emissions from vehicles in the fleet.

Scope 2 - indirect emissions from purchased energy

Scope 2 emissions include indirect

greenhouse gas emissions associated with the purchase of electricity, heat or cooling, that is generated off-site and consumed by the reporting company.

Scope 3 - indirect emissions in the value chain

Scope 3 includes all indirect emissions that occur in the value chain of a reporting company. Although these emissions are beyond a company's control, they can represent the majority of its greenhouse gas emissions inventory.



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Document to which our report
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Source: What are scope 1, 2, and 3 emissions? |
ClimatePartner
KPMG Accountants N.V.

Financial statements 2023



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Document to which our report
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Consolidated balance sheet

as at 31 December 2023

(EUR '000)	NOTE	31 DECEMBER 2023	31 DECEMBER 2022
Fixed assets			
Intangible fixed assets	1	592,471	620,643
Tangible fixed assets	2	2,268,642	1,809,467
Right of use assets	3	56,494	40,235
Financial fixed assets	4	83,472	58,226
		3,001,077	2,528,571
Current assets			
Inventories	5	3,837	6,470
Trade and other receivables	6	42,831	72,082
Cash and cash equivalents	7	24,291	110,134
		70,959	188,686
		3,072,036	2,717,257
Group equity			
	8		
Shareholders equity		745,697	816,364
Minority interests		279	431
		745,976	816,795
Provisions			
	9	4,051	1,526
Non-current liabilities			
	10	2,108,283	1,662,000
Current liabilities			
	11	213,725	236,936
		2,326,060	1,900,462
		3,072,036	2,717,257



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The notes on pages 48 to 82 are an integral part of these consolidated financial statements

Consolidated profit and loss account for 2023

(EUR '000)	NOTE	2023	2022
Net turnover	14	392,576	348,280
Total operating income		392,576	348,280
Cost of raw materials and consumables		67,149	60,596
Cost of outsourced work and other external costs	15	85,566	84,351
Wages and salaries	16	44,750	38,598
Social security and pension charges	17	15,746	14,394
Amortisation and depreciation on intangible and tangible fixed assets	18	168,088	143,603
Total operating expenses		381,298	341,542
Operating result		11,278	6,738
Interest income and similar income	19	30,839	3,678
Interest expenses and similar charges	20	(137,554)	(57,985)
Total financial income and expenses		(106,715)	(54,307)
Result before tax		(95,437)	(47,569)
Tax on result	21	24,640	13,727
		24,640	13,727
Result after tax		(70,797)	(33,842)
Minority interests		(11)	-
Net result		(70,808)	(33,842)

The notes on pages 48 to 82 are an integral part of these consolidated financial statements



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Consolidated cash flow statement for 2023

(EUR '000)	NOTE	2023	2022
Operating result		11,288	6,738
Adjusted for:			
* Depreciation / amortization	1-3	168,088	143,603
* Other value adjustments		-	3,858
Changes in working capital	5,6,11	8,865	(30,977)
		176,953	116,484
Cash flow from business operations		188,241	123,222
Interest received on swaps		32,271	-
Interest paid		(116,441)	(28,809)
Interest paid on swaps		(4,962)	-
Income tax paid		(274)	(1,290)
		(89,406)	(30,099)
Cash flows from operating activities		98,835	93,123
Investments in:			
* Intangible fixed assets	1	(39,714)	(30,179)
* Tangible fixed assets	2	(550,602)	(506,115)
* Acquisition of group companies		-	(27,390)
* Financial fixed assets	4	(2,947)	(1,545)
Disposals of:			
* Intangible fixed assets	1	47	66
* Tangible fixed assets	2	7	-
* Financial fixed assets	4	-	835
Cash flow from investing activities		(593,209)	(564,328)



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Consolidated cash flow statement for 2023

continued

(EUR '000)	NOTE	2023	2022
Repayment of borrowings	10	(1,619)	(216)
Repayments of lease due to IFRS 16	9	(8,261)	(8,332)
Interest expense for IFRS 16		(3,998)	(2,308)
Take-up of non-current debt	10	422,409	382,031
Share premium received	8	-	200,000
Cash flow from financing activities		408,531	571,175
Net Cash flow		(85,843)	99,970
Cash per 31-12		24,291	110,134
Cash per 01-01		110,134	10,164
Movement		(85,843)	99,970



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Notes to the 2023 consolidated financial statements

General

Gamma Infrastructure II Holdco B.V., (the Company) is a private company with exclusion of liability incorporated in Amsterdam (KvK No. 78389682), The Netherlands, on 24 June 2020. The registered address of the Company is Cornelis Schuytstraat 74, 1071 JL Amsterdam, The Netherlands.

100% of the shares of the Company are held by Puma Bidco in Cornelis Schuytstraat 74, Amsterdam.

These financial statements contain the financial information of both the separate and the consolidated companies of the Company (the 'Group').

The Company is a holding Company and is established for, among other, investment and financing activities. The main activities of the group of which the Company is the parent, consist of the roll out and delivery of Telecom services on its owned Fiber Network.

Activities

The activities of the Company and the Group are carried out in the Netherlands in 2023.

Financial reporting period

These financial statements cover the period starting 1 Jan. 2023 and ending at the balance sheet date of 31 December 2023. The comparative period covered the period starting 1 Jan. 2022 and ending at 31 Dec. 2022.

Basis of preparation

The consolidated financial statements of the Company are part of the statutory financial statements of the Company and have been prepared in accordance with Title 9, Book 2 of the Netherlands Civil Code and the edition 2022 of the Annual Reporting Guidelines (RJs) (applicable to financial years starting on or after 1 January 2023).

The accounting policies applied for measurement of assets and liabilities and determination of results are based on the historical cost convention, unless otherwise stated in the below mentioned accounting principles.

IFRS 16 Leasing

The RJ provides the option amongst others to account for lease contracts in accordance with IFRS 16. This is facilitated in RJ 292.101. The Company has elected to use RJ 292.101 as of 2019. In preparing its financial statements, a legal entity is permitted to use the provisions of IFRS 16 that are applicable under IFRS instead of the provisions in this Standard, provided that the application of this standard is complete and consistent.

Application of Section 402, Book 2 of the Netherlands Civil Code

The financial information of the Company is included in the consolidated financial statements. For this reason, in accordance with Section 402, Book 2 of the Netherlands Civil Code, the separate profit and loss account of the Company exclusively states the share of the result of participating interests after tax and the other income and expenses after tax.

Going concern

The financial statements of the Company have been prepared on the basis of the going concern assumption.

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Accounting policies for the measurement of assets and liabilities and the determination of the result

Assets and liabilities are measured at historical costs, unless otherwise stated in the further principles.

An asset is recognized in the balance sheet when it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the asset has a cost price or value of which the amount can be measured reliably. Assets that are not recognized in the balance sheet are considered off-balance sheet assets.

A liability is recognized in the balance sheet when it is expected that the settlement of an existing obligation will result in an outflow of resources embodying economic benefits and the amount necessary to settle this obligation can be measured reliably. Provisions are included in the liabilities of the Company. Liabilities that are not recognized in the balance sheet are considered off-balance sheet liabilities.

An asset or liability that is recognized in the balance sheet, remains recognized on the balance sheet if a transaction (with respect to the asset or liability) does not lead to a major change in the economic reality with respect to the asset or liability. Such transactions will not result in the recognition of results.

When assessing whether there is a significant change in the economic circumstances, the economic benefits and risks that are likely to occur in practice are taken into account. The benefits and risks that are not reasonably expected to occur, are not taken into account in this assessment.

An asset or liability is no longer recognized in the balance sheet, and thus derecognized, when a transaction results in all or substantially all rights to economic benefits and all or substantially all of the risks related to the asset or liability are transferred to a third party. In such cases, the results of the transaction are directly recognized in the profit and loss account, taking into account any provisions related to the transaction.

If assets are recognized of which the Company does not have the legal ownership, this fact is being disclosed.

Income is recognized in the profit and loss account when an increase in future economic potential related to an increase in an asset or a decrease of a liability arises, of which the size can be measured reliably. Expenses are recognized when a decrease in the economic potential related to a decrease in an asset or an increase of a liability arises, of which the size can be measured with sufficient reliability.

Revenues and expenses are allocated to the respective period to which they relate. Revenues are recognized when the Company has transferred the significant risks and rewards of ownership of the goods to the buyer.

Functional and presentation currency

The financial statements are presented in euros (EUR), which is the Company's functional currency. All amounts have been rounded to the nearest thousand.

Use of estimates and judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of the accounting principles and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates are mostly used in the notes 1,2 (impairment triggers), 4 (DTA), 6 (allowance doubtful debts) and 9 (provisions). Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to estimates are recognized prospectively.

Changes in accounting estimates

The Company has consistently applied the accounting estimates to all periods presented in these consolidated financial statements.



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Consolidation principles

Consolidation scope

The consolidated financial statements include the financial information of the Company, its subsidiaries in the group, other group companies and other companies over which the Company can exercise control or of which it conducts the central management. Subsidiaries are participating interests in which the Company (and/ or one or more of its subsidiaries) can exercise more than half of the voting rights in the general meeting, or can appoint or dismiss more than half of the managing directors or supervisory directors.

Group companies are participating interests in which the Company has a majority interest, or in which it can exercise decisive influence (control) by other means. In assessing whether the Company has control, potential voting rights are taken into account that can be exercised in such a way that they will provide the Company with more or less influence.

Newly acquired participating interests are consolidated as from the date that decisive influence (control) can be exercised. Participating interests disposed of remain included in the consolidation until the date of loss of this influence. For an overview of the consolidated group companies, please refer to note 26 'Financial fixed assets'.

Business combinations A business combination is a transaction whereby the group obtains control over the assets and liabilities and the activities of the acquired party.

Business combinations are accounted for using the 'purchase accounting' method on the date that control is transferred to the group (the acquisition date).

The transaction price is the cash consideration or equivalent agreed as part of the acquisition, or the fair value of the consideration transferred at the acquisition date. Transaction costs that are directly attributable to the business combination are allocated to the transaction price. In case of deferred payment of the consideration, the transaction price is the discounted value of the consideration.

The group recognizes the identifiable assets and liabilities of the acquiree at the acquisition-date. These assets and liabilities are recognized individually at their fair values, provided that it is probable that future economic benefits will flow to the group (assets) or settlement will result in an outflow of resources embodying economic benefits (liabilities), and the cost or fair value of it can be measured with reliability.

Refer to the accounting policy under the heading 'Intangible fixed assets' for the recognition of positive or negative goodwill resulting from a business combination.

An agreed possible adjustment to the purchase price that is contingent on future events is included in the purchase price if the adjustment is probable and the amount can be measured reliably. It is also possible that a previous estimate of the adjustment to the purchase price must be revised.

Such adjustments to the purchase price, that are recorded as changes in estimates, will also result in an adjustment to (positive or negative) goodwill. The adjusted goodwill is amortized prospectively from the date of the adjustment of the purchase price. Comparative figures are not adjusted.

Consolidation method

The consolidated financial statements are prepared by using uniform accounting policies for measurement and determination of result of the group.

In the consolidated financial statements, intragroup shareholdings, liabilities, receivables and transactions are eliminated. Also, the results on transactions between group companies are eliminated to the extent that the results are not realized through transactions with third parties outside the group and no impairment loss is applicable. For a transaction whereby the Company has a less than a 100% interest in the selling group company, the elimination from the group result is allocated pro rata to the minority interest based on the interest of the minority in the selling group company.

Subsidiaries are consolidated in full, whereby minority interest is presented separately within group equity. If losses to be allocated to the minority interest exceed the

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minority interest within equity of the consolidated entity, the difference, including any further losses, is fully charged to the majority shareholder, except to the extent that the minority shareholder has the obligation to, and is able to, compensate for the losses. The minority interest in the result is deducted from group result on a separate line item in the consolidated profit and loss account.

Comparative figures

To improve the provided insight via these financial statements the offsetting for the deferred tax asset and deferred tax liabilities should be applied and the comparative figures are adjusted for this change. This change is included in the balance sheet as per 31 December 2023 and the comparative figures. This change has no impact on equity or result.

The effect of this change on the consolidated comparative figures is as follows:

- Financial fixed assets (deferred tax asset) reported 2022: 98,555
- Effect adjusted presentation: -43,945
- Financial fixed assets (deferred tax asset) adjusted 2022: 54,610
- Provisions (deferred tax liabilities) reported 2022: 44,440
- Effect adjusted presentation: -43,945
- Provisions (deferred tax liabilities) adjusted 2022: 495

The effect of adjusted presentation (-43,945) is equal for both the consolidated as the separate financial statements.

Uniting of interests

A uniting of interests is a business combination in which the parties involved combine control over the whole, or effectively the whole, of their net assets and operations, such that neither party can be identified as the acquirer.

Uniting of interests is accounted for by use of the 'pooling of interests' method. In this respect, the assets and liabilities of the combining entities, as well as their income and expenses, for the period in which the combination has occurred and for the comparative period disclosed are included in the financial statements of the combined entity as if they had been combined from the beginning of the comparative period. The carrying amounts of the assets and liabilities are combined, no revaluation to fair value takes place. Any differences between the accounting

policies of the combined entities are unified through a change in accounting policies.

In the situation that the date of merger is not the date of the start of the reporting period, the results of the acquired entity are recognised pro forma at the start of the financial year in the profit and loss account of the acquiring entity.

Any difference between the nominal amount of the share capital issued as a result of the combination (plus any additional consideration in the form of cash or other assets) and the carrying amount of the assets and liabilities underlying the share capital acquired, is recognised in share premium.

Business combinations under common control

A business combination under common control is a business combination of an entity that is under common control with the acquirer. Such business combinations are also referred to as common control transactions.

Business combinations under common control are accounted for using the 'carry over accounting' method.

The 'carry over accounting' method follows the same accounting procedures as the 'pooling of interests' method (see under the heading 'Uniting of interests'), except that the figures before the acquisition or combining date are not restated.

Principles for the translation of foreign currencies

Transactions in foreign currencies

At initial recognition, transactions denominated in a foreign currency are translated into the functional currency of the Company at the exchange rates at the date of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the balance sheet date into the functional currency at the exchange rate applying on that date. Exchange differences resulting from the settlement of monetary items, or resulting from the translation of monetary items denominated in foreign currency, are recognized in profit and loss in the period in which the exchange difference arise.

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Non-monetary assets and liabilities denominated in foreign currency that are measured based on historical cost, are translated into the functional currency at the exchange rates at the date of the transactions.

Financial instruments

Financial instruments include investments in shares and bonds, trade and other receivables, cash items, loans and other financing commitments, derivative financial instruments, trade payables and other amounts payable. These financial statements contain the following financial instruments: receivables, other financial liabilities and derivatives.

Financial assets and liabilities are recognized in the balance sheet at the moment that the contractual risks or rewards with respect to that financial instrument originate. Financial instruments are derecognized if a transaction results in a considerable part of the contractual risks or rewards with respect to that financial instrument being transferred to a third party.

Financial instruments (and individual components of financial instruments) are presented in the consolidated financial statements in accordance with the economic substance of the contractual terms. Presentation of the financial instruments is based on the individual components of financial instruments as a financial asset, financial liability or equity instrument.

Financial and non-financial contracts may contain terms and conditions that meet the definition of derivative financial instruments. Such an agreement is separated from the host contract if its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract, a separate instrument with the same terms and conditions as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value with changes in fair value recognized in the profit and loss account.

Financial instruments embedded in contracts that are not separated from the host contract are recognized in accordance with the host contract.

Derivatives separated from the host contract are, in accordance with the measurement

policy for derivatives for which no cost price hedge accounting is applied, measured at cost or lower fair value.

Financial instruments are initially measured at fair value, including discount or premium and directly attributable transaction costs. However, if financial instruments are subsequently measured at fair value through profit and loss, then directly attributable transaction costs are directly recognized in the profit and loss account at the initial recognition.

The fair value of a financial instrument is the amount for which an asset can be sold or a liability settled, involving parties who are well informed regarding the matter, willing to enter into a transaction and are independent from each other.

- The fair value of non-listed financial instruments is determined by discounting the expected cash flows to their present value, applying a discount rate that is equal to the current risk-free market interest rate for the remaining term, plus credit and liquidity surcharges.
- The fair value of derivatives that do not involve exchange of collateral is determined by discounting the cash flows to present value, applying the relevant swap curve plus credit and liquidity surcharges.

After initial recognition, financial instruments are valued in the manner described below.

Loans granted and other receivables

Receivables are carried at amortized cost on the basis of the effective interest method, less impairment losses. The effective interest and impairment losses, if any, are directly recognized in the profit and loss account. Purchases and sales of financial assets that belong to the category other receivables are accounted for at the transaction date.

Non-current and current liabilities

Non-current and current liabilities and other financial commitments are measured after their initial recognition at amortized cost on the basis of the effective interest rate method. The effective interest is directly recorded in the profit and loss account.



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Redemption payments regarding non-current liabilities that are due next year, are presented under current liabilities.

Derivatives

Derivatives are carried after their initial recognition at the lower of cost or market value, no cost model for hedge accounting is applied. Purchases and sales of financial assets that belong to the category derivatives are accounted for at the transaction date.

If derivative financial instruments or portfolios of derivative financial instruments belong to a subcategory of financial instruments, the derivative financial instruments are measured after initial recognition in accordance with that subcategory.

Impairment of financial assets

A financial asset that is not measured at (1) fair value with value changes reflected in the profit and loss account, or at (2) amortized cost or lower market value, is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, with negative impact on the estimated future cash flows of that asset, which can be estimated reliably.

Objective evidence that financial assets are impaired includes significant financial difficulty of the issuer or obligor, breach of contract such as default or delinquency in interest or principal payments, granting to the borrower a concession that the Company would not otherwise consider, indications that a debtor or issuer will enter bankruptcy or other financial restructuring, the disappearance of an active market for that financial asset because of financial difficulties or observable data indicating that there is a measurable decrease in the estimated future cash flow, including adverse changes in the payment status of borrowers or issuers, indications that a debtor or issuer is approaching bankruptcy, and the disappearance of an active market for a security.

Indicators for subjective evidence are also considered together with objective evidence of impairments, such as the disappearance of an active market because an entity's financial instruments are no longer publicly traded, a downgrade of an entity's credit rating or a decline in the fair value of a financial asset below its cost or amortized cost.

The entity considers evidence of impairment for financial assets measured at amortized cost (loans and receivables) both individually and on a portfolio basis. All individually significant assets are assessed individually for impairment. The individually significant assets that are not found to be individually impaired and assets that are not individually significant are then collectively assessed for impairment by grouping together assets with similar risk characteristics.

In assessing collective impairment, the Company uses historical trends of the probability of default, the timing of collections and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or lesser than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

Impairment losses are recognized in the profit and loss account and reflected in an allowance account against loans and receivables. Receivables that appear to be irrecoverable are written off against the allowance. Interest on the impaired asset continues to be recognized by using the asset's original effective interest rate.

When, in a subsequent period, the amount of an impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized, the decrease in impairment loss is reversed through profit or loss (up to the amount of the original cost).

Offsetting financial instruments

A financial asset and a financial liability are offset when the entity has a legally enforceable right to set off the financial asset and financial liability and the Company has the firm intention to settle the balance on a net basis, or to settle the asset and the liability simultaneously.

If there is a transfer of a financial asset that does not qualify for derecognition in the balance sheet, the transferred asset and the associated liability are not offset.

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1. Intangible fixed assets

Accounting policy Intangible fixed assets

Intangible fixed assets are only recognized in the balance sheet when it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of that asset can be measured reliably.

Intangible fixed assets are measured at acquisition or construction cost, less accumulated Amortization and impairment losses.

Expenditures made after the initial recognition of an acquired or constructed intangible fixed asset are included to the acquisition or construction cost if it is probable that the expenditures will lead to an increase in the expected future economic benefits, and the expenditures and the allocation to the asset can be measured reliably. If expenditures do not meet these conditions, they are recognized as an expense in the profit and loss account.

The accounting principles for the determination and recognition of impairments are included under the section Impairments of fixed assets.

Software and other internally developed property

Internally developed and acquired software, not being an integral part of property, plant and equipment, is capitalized on the basis of the costs incurred. Development costs are capitalized in so far as incurred in respect of potentially profitable projects. The development of an intangible fixed asset is considered commercially profitable if the following conditions are met: the completion of the asset is technically feasible, the Company has the intention of completing the asset and then of using it (including the availability of adequate technical, financial and other resources to achieve this), the Company has the ability to use the asset, it is probable that the asset will generate future economic benefits, and the costs during the development phase can be determined reliably. Development costs are measured at construction cost, less accumulated Amortization and impairment losses.

The construction cost comprises mainly salaries of staff involved; the capitalized costs are amortized over the estimated useful life after completion of the development phase

(asset ready for usage), which is 5 years. Amortization is calculated using the straight-line method. The costs of research and other development costs are charged to the result in the period in which they are incurred. A legal reserve is formed for the capitalized development costs that have not yet been amortized.

Intellectual property rights / other

The capitalized amount is amortized on a straight-line basis. Due to the Company's low churn loyal customer base and its competition not offering a technically better quality propositions, the Company expects that the full period of the intellectual property rights can be utilized. Due to this fact the Amortization period for the brand name is 20 years and for the customer base between 17.8 and 19.8 years.

Goodwill

Goodwill represents the excess of the cost of the acquisition of the participating interest (including transaction costs directly related to the acquisition) over the Company's interest in the net realizable value of the assets acquired and the liabilities assumed of the acquired entity, less cumulative amortization and impairment losses. Internally generated goodwill is not capitalized.

The capitalized positive goodwill is amortized on a straight-line basis over the estimated useful life, which is determined at 10 or 20 years. The estimated useful life of the goodwill is based on the underlying acquired assets of which the goodwill applies to. In case of a full or partial sale of a participating interest, the positive goodwill that can be allocated to the sold part is written off proportionally.

The negative goodwill does not relate to expected future losses and expenses that can be determined reliably at the acquisition date, the portion of the negative goodwill not exceeding the fair values of the identifiable non-monetary assets is systematically credited to the profit and loss account over the weighted average useful life of the acquired amortizable assets, and the portion that exceeds the fair values of the identifiable non-monetary assets is immediately credited to the profit and loss account.

Prepayments on intangible fixed assets

Prepayments on intangible fixed assets are valued at cost. Prepayments on intangible fixed assets are not amortized.

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EUR ('000)	SOFTWARE	INTEL- LECTUAL PROPERTY RIGHTS	GOODWILL	PREPAY- MENTS ON INTANGI- BLE FIXED ASSETS	TOTAL
Balance as at 1 January					
Purchase price	121,976	369,353	465,039	9,442	965,810
Accumulated amortization and impairment	(62,238)	(124,995)	(157,935)	-	(345,168)
Carrying amount	59,738	244,358	307,104	9,442	620,642
Changes in carrying amount					
Investments - purchase price	-	83	87	39,561	39,731
Disposals	-	(47)	-	-	(47)
Other movements	-	1,311	(3,410)	-	(2,099)
Transfer of assets (purchase price)	41,299	6,783	-	(42,014)	6,067
Amortization	(17,413)	(24,421)	(29,991)	-	(71,825)
Total changes	23,886	(16,291)	(33,313)	(2,454)	(28,172)
Balance as at 31 December					
Purchase price	163,275	377,484	461,716	6,988	1,009,464
Accumulated amortization and impairment	(79,652)	(149,416)	(187,926)	-	(416,994)
Carrying amount	83,623	228,069	273,790	6,988	592,471

Software

Software consists of capitalized hours and costs for deployment on, among others, self-deployed Software.

Intellectual property rights

At year end, the book value of the customer base 'DELTA', 'CAIWAY', 'CBIZZ', 'NG-BLU' and FiberFlevo / Fiber NH" has a total book value of EUR 179.8 million (2022: total EUR 195.1 million). The book values of the brand names 'ZeelandNet', 'CAIWAY', 'DELTA', 'NG Blu' and 'FiberFlevo / Fiber NH' are EUR 39.6 million (2022: EUR 46.6 million), both are presented in category 'Intellectual property rights'.

During the acquisitions of 'CAIW/CIF' (2018) and 'CBizz' and 'NG-Blu' (2019) and Fiber Flevo / FiberNH (2022), the customer base and brand names have been valued by a third party valuator. The Customer base has been valued based on the Excess Earnings Method, which uses discounted cash flows to estimate the net cash flows directly attributable to the customer base. The Brand names have been valued based on the Relief-from Royalty Method, which estimates the value of an asset by capitalizing the royalties saved as a result of owning the asset. We have estimated the "excess" value of 'ZeelandNet', 'DELTA' and 'CAIWAY' over generic brand names by utilizing the cost savings method, a variant of the Income Approach.

Prepayments on intangible fixed assets

Prepaid amounts on intangible fixed assets consists of capitalized costs for which the Company does not have the economic benefits yet.

Legal reserve

The legal reserves consist of an amount of EUR 91.0 million (2022: EUR 67.4 million) regarding capitalized costs, decreased with Amortization, on Intangible fixed assets in Software and prepayments on Intangible fixed assets (goodwill excluded).

Impairment loss

In and prior to the financial year, no impairment losses were recognized with respect to intangible fixed assets.

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2. Tangible fixed assets

Accounting policy Tangible fixed assets

Tangible fixed assets are recognized in the balance sheet when it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of that asset can be measured reliably. Buildings, plant and equipment, other fixed operating assets, tangible fixed assets under construction and prepayments on tangible fixed assets are measured at cost, less accumulated depreciation and impairment losses.

The cost comprises the price of acquisition, plus other costs that are necessary to get the assets to their location and condition for their intended use. Expenditure is only capitalized when it extends the useful life of the asset.

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each item of the tangible fixed assets assuming no residual value. Land, tangible fixed assets under construction and prepayments on tangible fixed assets are not depreciated. Depreciation starts as soon as the asset is available for its intended use, and ends at decommissioning or divestment.

The following rates of depreciation are applied:

- Buildings: 5%
- Plant and equipment: 3-20%
- Other fixed operating assets: 20-25%

If an item of tangible fixed assets comprises individual components for which different depreciation methods or rates are appropriate, then each component is depreciated separately.

Maintenance expenditures are only capitalized when the maintenance leads to extension of the useful life of the asset and/or future performance units regarding the asset.

Assets retired from active use are measured at the lower of book value or net realizable value, no provision for asset retirement obligations is formed (we refer to note Contingent Liabilities).

Demand bundling

The spend of a successful demand bundling campaign including roll-out communication is recognized as a tangible fixed asset in the balance sheet when it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of that asset can be measured reliably. The demand bundling spend is measured at cost, less accumulated depreciation and impairment losses.

The spend of roll out communication and the demand bundling costs are needed to receive permission of the households. Without the permission the Company is not allowed to connect the homes to the fiber infrastructure. The permission is therefore necessary to get the assets to their location and condition for their intended use. Based on the Company's experience it is economically beneficial to receive the individual permission in a demand bundling campaign. Therefore all costs of a successful demand bundling campaign are capitalized and presented in the balance sheet as property, plant and equipment.

The costs of a non-successful demand bundling campaign and the marketing costs of the ISP's for new broadband contracts are presented as costs of outsourced work and other external costs in the profit and loss statement.

Impairments of fixed assets

Tangible and intangible fixed assets are assessed at each reporting date whether there is any indication of an impairment. If any such indication exists, the recoverable amount of the asset is estimated. The recoverable amount is the higher of value in use and net realizable value. If it is not possible to assess the recoverable amount for an individual asset, the recoverable amount is assessed for the cash-generating unit to which the asset belongs.

When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, an impairment loss is recognized for the difference between the carrying amount and the recoverable amount.

If there is an impairment loss for a cash-generating unit, the loss is first allocated to goodwill allocated to the cash-generating unit. Any residual loss is allocated to the other assets of the unit pro rata to their book values.



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Subsequently, at each reporting date, the entity assesses whether there is any indication that an impairment loss that was recorded in previous years has been decreased. If any such indication exists, then the recoverable amount of the asset or cash-generating unit is estimated.

Reversal of a previously recognized impairment loss only takes place when there is a change in the assessment used to determine the recoverable amount since the recognition of the last impairment loss. In such case, the carrying amount of the asset (or cash-generating unit) is increased to its recoverable amount, but not higher than the carrying amount that would have applied (net of depreciation) if no impairment loss had been recognized in previous years for the asset (or cash-generating unit).

An impairment loss of goodwill is not reversed in a subsequent period.

At each reporting date the recoverable amount is assessed for the following assets (irrespective of whether there is any indicator of an impairment):

- intangible assets that have not been put into use yet;
- intangible assets that are amortized over a useful life of more than 20 years (counting from the moment of initial operation/use).

Disposal of fixed assets

Fixed assets available for sale are measured at the lower of their carrying amount and net realizable value.

(EUR '000)	BUILDINGS	PLANT, PROPERTY AND EQUIPMENT	OTHER FIXED OPERATING ASSETS	PREPAYMENTS AND OPERATING ASSETS UNDER CONSTRUCTION	TOTAL
Balance as at 1 January					
Purchase price	1,027	1,507,118	28,112	587,534	2,123,790
Accumulated depreciation and impairment	(599)	(303,895)	(9,831)	-	(314,323)
Carrying amount	429	1,203,223	18,281	587,534	1,809,467
Changes in carrying amount					
Investments	-	21,044	30	529,692	550,766
Disposals	-	(7)	-	-	(7)
Transfer of assets (purchase price)	140	432,008	1,288	(439,503)	(6,067)
Other movements	-	2,983	-	(1,313)	1,670
Depreciation	(29)	(85,802)	(1,356)	-	(87,187)
Total changes	111	370,226	(39)	88,876	459,174
Balance as at 31 December					
Purchase price	1,167	1,963,144	23,817	682,023	2,670,151
Accumulated depreciation and impairment	(628)	(389,694)	(11,188)	-	(401,510)
Carrying amount	539	1,573,450	12,630	682,023	2,268,641

Total spend of demand bundling costs in 2023 including roll-out communication amounts to EUR 21.7 million (2022: EUR 30.8 million) resulting in a total book value of EUR 84.6 million (2022: EUR 64.6 million) at 31 December 2023. Of this book value per 31-12-2023 EUR 31.8 million (2022: EUR 24.8 million) is presented under Property, Plant and Equipment the remaining part is presented under assets under construction.

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All assets have been pledged, we refer to note 10.

also refers.

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3. Right of use assets

Accounting policy Leasing

The Company has applied IFRS 16 Leasing as of 1 Jan. 2019. At inception of an arrangement, the Company determines whether the arrangement is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in IFRS 16 Leasing.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, the Company has elected to separate identifiable non-lease components and are recognized them as operating expenses. However, circumstances were where the lease components cannot be distinguished from the non-lease components, the Company accounts for the lease and associated non-lease components as a single lease component.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if the Company changes its assessment of whether it will exercise an extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets separately from other assets on the balance sheet and lease liabilities in 'Non-current liabilities' in the balance sheet.

Low-value assets

The Company has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets such as IT equipment. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.



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(EUR '000)	BUILDINGS	PLANT, PROPER- TY AND EQUIPMENT	OTHER FIXED OPERATING ASSETS	TOTAL
Balance as at 1 January				
Purchase price	10,277	53,277	7,402	70,956
Accumulated depreciation and impairment	(4,043)	(23,142)	(3,537)	(30,721)
Carrying amount	6,235	30,135	3,865	40,234
Changes in carrying amount				
Investments	138	13,560	2,083	15,781
Disposals	(1,495)	(13,054)	(1,629)	(16,179)
Depreciation	(1,405)	(5,947)	(1,724)	(9,076)
Revaluations	373	9,055	127	9,555
Disposals - accumulated depreciations	1,495	13,054	1,629	16,179
Total changes	(895)	16,668	486	16,260
Balance as at 31 December				
Purchase price	9,293	62,837	7,983	80,113
Accumulated depreciation and impairment	(3,953)	(16,034)	(3,632)	(23,619)
Carrying amount	5,340	46,803	4,351	56,494

The Right of use assets have increased with EUR 16.3m mainly by new lease contracts for network lines

Leases as lessee

The Company leases a number of buildings, networks & data center space and vehicles under operating leases. The leases run for a variety of periods with options to renew the leases after that date.

4. Financial fixed assets

Accounting policy Financial fixed assets

Participating interests with significant influence

Participating interests where significant influence can be exercised over the business and financial policies are valued according to the equity method on the basis of net asset value.

In assessing whether the Company has significant influence over the business and financial policies of a participating interest, all facts and circumstances and contractual relationships, including potential voting rights, are taken into account.

The net asset value is calculated on the basis of the Company's accounting policies.

If the Company transfers an asset or a liability to a participating interest that is measured according to the equity method, the gain or loss resulting from this transfer is recognized to the extent of the relative interests of third parties in the participating interest (proportionate determination of result).

Any loss that results from the transfer of current assets or an impairment of fixed assets is fully recognized. Results on transactions involving transfer of assets and liabilities between the Company and its participating interests and mutually between participating interests are eliminated to the extent that these cannot be regarded as having been realized.

Unrealized profits on transactions with participating interests that are accounted for at net asset value are eliminated to the extent of the Company's share in the participating interest.

This elimination is allocated to net turnover and recognition of deferred income/the share of result from participating interests and the net asset value of the participating interest (choose the one that is applicable).



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The Company realizes the eliminated result as a result of sale to third parties, depreciation or impairment of the transferred assets recognized by the participating interest.

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A share in the profits of the participating interest in subsequent years will only be recognized if and to the extent that the cumulative unrecognized share of loss has been absorbed. If the Company fully or partially guarantees the debts of the relevant

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participating interest, or if has the constructive obligation to enable the participating interest to pay its debts (for its share therein), then a provision is recognized accordingly to the amount of the estimated payments by the Company on behalf of the participating interest.

Joint arrangements

Participating interests where the Company exercises control along with other participants, such as in joint ventures, are valued according to the equity method on the basis of net asset value.

In case of cooperation by conducting joint activities whereby each participant holds exclusive control of the assets, the Company recognizes the assets which it controls as well as its liabilities, expenses and share in the result of the sales and/or services by the joint venture.

In case of cooperation by conducting joint activities using assets to which the participants have joint control, the Company proportionally recognizes the joint assets, liabilities, expenses and revenue.

In case of contribution in or sale of assets by the Company to a joint venture, the Company recognizes the part of the result in the profit and loss account that corresponds to the relative share of the other participants in the joint venture. No result is recognized if the non-monetary assets contributed by the participants approximately equal each other in terms of type, use (same business activity) and fair value. Any unrecognized results are charged to the net asset value of the joint venture. Any losses on current assets or impairments of fixed assets are recognized immediately and in full.

In case of sale of assets by the joint venture to the Company, the Company recognizes its share in the profit or loss of the joint venture on that sale in its profit and loss account only when the asset is (re)sold to a third party. However, the Company immediately recognizes its share in losses on current assets or impairments of fixed assets.

EUR ('000)	ACCOUNTS RECEIVABLE FROM PARTICIPATING INTERESTS	DEFERRED TAX ASSETS	TOTAL
Balance as at 1 January			
Cost price	3,616	54,610	58,226
Reverse offsetting	-	43,945	43,945
Carrying amount	3,616	98,555	102,171
Changes in carrying amount			
Changes in accounting policy (IFRS 16)	-	10,103	10,103
Newly granted loans	2,947	-	2,947
Movement in temporary differences	-	-4,924	-4,924
Other movements	(1,443)	-	(1,443)
Adjustment of prior year fiscal acquisition values	-	3,474	3,474
Recognition of prior year taxlosses	-	335	335
Recognition of current year taxlosses	-	4,232	4,232
Recognition of current year carried forward interest	-	14,868	14,868
Total changes	1,504	28,088	29,592
Balance as at 31 December			
Cost price	5,120	126,643	131,763
Offsetting	-	(48,291)	(48,291)
Carrying amount	5,120	78,352	83,472

Deferred tax assets

As of 1 January 2022 Gamma Infrastructure III B.V. is included, with all of its direct and indirect wholly owned subsidiaries and Delta Fiber Network Oost B.V. (DFNO), in the fiscal unity Gamma Infrastructure II B.V. and as of 1 April 2022 all the members of this fiscal unity are included in the fiscal unity Puma Bidco B.V. Consequently the result of all the members of the fiscal unity are included in the tax return of Puma Bidco B.V. The members of the fiscal unity agreed that the Company bears the tax costs for itself and for its direct and indirect wholly owned subsidiaries and Puma Bidco B.V. bears the tax costs for the other members in the fiscal unity. The deferred tax assets relates to the recognized unused tax loss carry-forward for an amount of

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EUR 49.5 million (2022: EUR 45.5 million), carried forward interest (interest earnings stripping) for an amount of EUR 12.9 million (2022: EUR 7.9 million) and include deductible temporary differences due to differences in fiscal and commercial valuation mainly relating to the valuation of property plant and equipment (networks) EUR 50.7 million (2022: EUR 43.7 million). The temporary difference relating to the RoU liability amounts to EUR 14.4 million of deferred tax asset (2022: EUR 10.4 million), the related RoU asset amounts to EUR 10.4 million of deferred tax liability (2022: EUR 10.3 million). It is expected that EUR 8.2 million (2022: EUR 2.6 million) of the current account and the deferred tax assets will be offset within one year. The tax loss carry-forward and deductible temporary differences which have not been included in the valuation amounts to EUR 0.5 million (2022: EUR 0.5 million).

5. Inventories

Accounting policy Inventories

Inventories are measured at the lower of cost, determined in accordance with the first-in, first-out (FIFO) principle, and net realizable value. Cost includes the expenses for acquisition plus other expenditure to bring the inventories to their present location and condition. Net realizable value is based on the most reliable estimate of the amount the inventories will generate at the most, less costs still to make.

The costs of purchase include the purchase price and additional expenditure, such as import duties, transport and other costs directly attributable to the acquisition of inventory. Trade discounts, rebates and indemnities (to be) received in connection with purchasing are deducted from the costs of purchase.

(EUR '000)	2023	2022
Raw materials and consumables	3,837	6,470
Total	3,837	6,470

The inventory includes handhelds mobile and other equipment used for sale in the shops and installation material for telecom. In the amount of Inventory a provision for obsolescence is included for an amount of EUR 166,000 (2022: EUR 20,000). Due to non-usable inventory, during the year a loss of EUR 180,000 has been booked in the profit and loss statement (2022: EUR nil).

6. Trade and other receivables

Accounting policy Trade and other receivables

The accounting policies applied for the valuation of trade and other receivables are described under the heading 'Financial instruments'.

(EUR '000)	2023	2022
Trade receivables	17,963	17,030
Value added taxes	4,469	26,473
Current tax assets	203	16
Other receivables	7,597	6,717
Prepayments and accrued income	12,599	21,846
Total	42,831	72,082

All trade and other receivables and prepayments and accrued income have an estimated maturity shorter than one year.

The carrying values of the recognized receivables approximate their fair values, given the short maturities of the positions and the fact that allowances for doubtful debts have been recognized, if necessary.

Trade receivables

(EUR '000)	2023	2022
Amortized cost of outstanding receivables	19,798	18,938
Less: Allowance for doubtful debts	(1,835)	(1,908)
Total	17,963	17,030



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During the financial year, an allowance for doubtful debts for an amount of EUR 0.6 million (2022: EUR 1.1 million) was charged to the profit and loss account.

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Prepayments and accrued income

(EUR '000)	2023	2022
Prepaid other	7,672	16,871
Prepayments and accrued income	4,927	4,975
Total	12,599	21,846

The full amount of EUR 12.5 million relates to 2024. In prepayments and amounts to be invoiced in accrued income, an amount of EUR nil (2022: EUR nil) is included with a maturity longer than one year.

7. Cash and cash equivalents

Accounting policy cash and cash equivalents

Cash and cash equivalents are measured at nominal value. If cash and cash equivalents are not readily available, this fact is taken into account in the measurement.

(EUR '000)	2023	2022
Cash funds	24,291	110,134
Total	24,291	110,134

The cash and cash equivalents balance includes an amount of EUR nil (2022: EUR nil) that is not immediately accessible.

8. Group equity

Accounting policy equity

Shareholder equity

Financial instruments that are designated as equity instruments by virtue of the economic reality are presented under shareholder equity. Payments to holders of these instruments are deducted from the shareholder equity as part of the profit distribution. Financial instruments that are designated as a financial liability by virtue of the economic reality are presented under liabilities. Interest, dividends, income and

expenditure with respect to these financial instruments are recognized in the profit and loss as financial income or expense.

Share premium

Amounts contributed by the shareholder of the Company in excess of the nominal share capital, are accounted for as share premium. This also includes additional capital contributions by existing shareholder without the issue of shares or issue of rights to acquire or acquire shares of the Company.

Costs and capital taxes associated with the issue of shares that are not capitalized are deducted from share premium, after taken into account tax effects. If the share premium is insufficient for such deductions, the amounts are deducted from retained earnings.

Minority interests

Minority interests are valued at the proportionate share of third parties in the net value of the assets and liabilities of a consolidated entity, determined in accordance with the Company's measurement principles.

For a detailed explanation of the share of the Company in group equity, reference is made to note 29 Shareholders equity in the separate financial statements.

Minority interest

The movements in minority interests are as follows:

(EUR '000)	2023	2022
Balance as at 1 January	431	3,901
New consolidations (Acquisition)	-	287
Decrease due to acquisition of minority share	-	(3,910)
Third-party share in result	(11)	-
Other mutations	153	153
Balance as at 31 December	431	431

The minority interest in 2022 contained a minority interest of NG Blu (33%) and Glasvezel Zuidenveld B.V. which is acquired for 80% in December 2022. In 2022 the minority interest of NG Blu was acquired.

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9. Provisions

Accounting policy provisions

General

A provision is recognized if the following applies:

- the Company has a legal or constructive obligation, arising from a past event; and
- the amount can be estimated reliably;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Rights and obligations resulting from contracts under which neither party has performed any of its obligations or both parties have partially performed their obligations to an equal extent, are not recognized. Recognition occurs when the consideration to be received is not (or no longer) in balance with the performance obligation of the Company and this imbalance has adverse effects for the Company.

If the time value of money is material and the period over which the cash outflows are discounted is more than one year, provisions are measured at the present value of the best estimate of the cash outflows that are expected to be required to settle the liabilities and losses. Provisions are measured at the nominal value if the time value of money is not material or if the period over which the cash outflows are discounted is no longer than one year.

Jubilee provision

The jubilee provision is the provision for future long service awards. The provision is recognized for the estimated amount of future long-service awards, which is calculated on the basis of the commitments made, the likelihood of the staff concerned remaining with the Company, and their age.

Provision for restructuring costs

A restructuring provision is recognized when at the balance sheet date the entity has a detailed formal plan, and ultimately at the date of preparation of the financial statements a valid expectation of implementation of the plan has been raised in those that will be impacted by the reorganization.

A valid expectation exists when the implementation of the reorganization has been

started, or when the main elements of the plan have been announced to those for whom the reorganization will have consequences. The provision for restructuring costs includes the costs that are directly associated with the restructuring, which are not associated with the ongoing activities of the Company.

(EUR '000)	DEFERRED TAX LIABILITIES	RESTRUC- TURING	JUBILEE PROVISION	TOTAL
Cost Price	495	504	527	1,526
Reverse offsetting	43,945	-	-	43,945
Balance as at 1 January 2023:	44,440	504	527	45,471
Changes				
Change in accounting policy (IFRS 16)	10,103	-	-	10,103
Provisions made during the year	-	1,241	32	1,273
Movement of temporary differences	(4,838)	-	-	(4,838)
Correction of previous years	333	-	-	333
Costprice	50,038	1,745	559	52,342
Offsetting	(48,291)	-	-	(48,291)
Balance as at 31 December 2023	1,747	1,745	559	4,051

Provision for deferred tax liabilities

As of 21 April 2022 all the members of this fiscal unity are included in the fiscal unity Puma Bidco B.V. As result thereof the result of all the members of the fiscal unity are included in the tax return of Puma Bidco B.V. The members of the fiscal unity agreed that the Company bears the tax costs for itself and for its direct and indirect wholly owned subsidiaries and Puma Bidco B.V. bears the tax costs for the other members in the fiscal unity.

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Restructuring provision

The provision for restructuring pertains to a restructuring plan that was formalized in 2022, which calls for a reduction of the number of employees in the network department. The employees in question have been supported in finding new employment with a contractor. This contractor will be compensated for additional

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labor costs. This arrangement is dependent on their salary and years of service with the Company. The provision covers these estimated costs.

In 2023 the reorganisation of the Business development department has been presented to the employees. The implementation will take place in 2024. In 2022 EUR 1,241 thousands (2022 EUR 504 thousands) has been recognized in the profit and loss account included in wages and salaries.

Jubilee provision

The provision for long service relates to payments to employees on the basis of years of service. This provision has a mainly non-current nature. The Company expects to incur approximately EUR 3,000 (2022: EUR 3,000) over the next year. The provision reflects the estimated amount of the long service awards in the future. The calculation is based on commitments made, retention rates and ages. The following assumptions have been used in determining the provision:

- historic details regarding movement of new employees versus employees leaving the organization and their number of years of employment.
- Discount rate of 3% (2022: 3%)
- Mortality rates

10. Non-current liabilities

Accounting policy Non-current liabilities

The valuation of non-current liabilities is explained under the heading 'Financial instruments'.

The non current liabilities per 31 December 2023 can be further disclosed as follows:

(EUR '000)	2023	2022
Debts to credit institutions	2,048,458	1,622,983
Lease obligations	50,356	33,676
(Negative) goodwill	4,197	4,443
Debts to shareholders	355	164
Debts to participating interests	695	734
Long term VAT tax debt (corona uitstelregeling)	4,222	-
Total	2,108,283	1,662,000

(EUR '000)	2023	REPAYMENT OBLI- GATION CURRENT YEAR	REMAINING DURATION >1 YEAR	REMAI- NING DU- RATION >5 YEAR
Debts to credit institutions	2,048,458	(3,935)	2,033,340	19,352
Finance lease obligations - IFRS16	50,356	7,745	25,489	24,866
Debts to shareholders/participants	695	77	154	541
Long term VAT tax debt (corona uitstelregeling)	4,222	1,795	4,222	-
Total	2,103,731	5,682	2,063,205	44,759

Collateral

For the debts to credit institutions mentioned above (both 2023 and 2022) collateral has been provided consisting of:

- right of pledge on tangible fixed assets including inventories;
- right of pledge on bank accounts;
- right of pledge on intercompany receivables;
- right of pledge on shares in group companies.

This applies for companies Gamma Infrastructure II Holdco B.V. and it's subsidiaries, except DELTA Fiber Network Oost (and it's subsidiaries) and Rendo Fiber (and its subsidiaries)

For the debt to credit institutions for Rendo Fiber (and its subsidiaries) collateral has been provided consisting of:

- right of pledge on tangible fixed assets;
- right of pledge on receivables



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Debts to credit institutions

This item relates to debt to credit institutions. Movements were as follows:

(EUR '000)	DEBT	TRANS-ACTION COSTS	TOTAL
Outstanding principal amount as at 1 January:	1,650,721	(31,799)	1,618,922
Current as at 1 January:	(1,747)	5,807	4,060
Non-current as at 1 January	1,648,974	(25,992)	1,622,983
Withdrawals during financial year	422,409	-	422,409
Repayments during financial year	(1,618)	-	(1,618)
Non-amortised transaction costs	-	(1,399)	(1,399)
Release non-amortised transaction costs	-	277	277
Amortisation of transaction costs during financial year	-	5,920	5,920
Outstanding principal amount as at 31 December:	2,071,522	(26,999)	2,044,523
Current as at 31 December	(2,009)	5,945	3,935
Non-current as at 31 December:	2,069,513	(21,054)	2,048,458

LOAN TYPE INCLUDING PERCENTAGE	MATURITY DATE	AMOUNT UTILIZED PER 31 DECEMBER 2023 (IN EUR MILLION)	HEAD-ROOM (IN EUR MILLION)
Long term			
Bullet, EURIBOR + 7,25% (GI II Holdco)	18-12-2028	193,3	-
Bullet, EURIBOR + 2,5% (GI III)	31-7-2028	1,435	15,0
Bullet, EURIBOR + 2,5% (GI III)	31-7-2028	240	145
Bullet, EURIBOR + 2,5% (GI III)	31-7-2028	-	15,0
Bullet, EURIBOR + 1,75% (DFNO)	31-12-2028	149,0	-
Bullet, EURIBOR + 1,90% (Rendo Buitenaf)	31-12-2026	15,1	-
Bullet, EURIBOR + 2,00% (Rendo Buitenaf)	31-12-2026	10,0	12,5
Fixed interest 4,50% / 0,795% (De Wolden)	31-03-2034 / 31-03-2041	6,7	-
Fixed interest 0,82% (Hoogeveen)	31-12-2038	1,8	-
Fixed interest 3,50% / 2,60% (FiberFlevo)	01-04-2028 / 01-07-2031	9,2	-
Fixed interest 2,75% (FiberNH)	1-7-2030	7,0	-
Fixed interest 4,5% / 0,65% (Zuidenveld)	31-1-2043	4,2	-
		2,070	187,5

Gamma Infrastructure II Holdco B.V.

As from 3 July 2020 a loan facility has been given out by the bank AMP to Gamma Infrastructure II Holdco. This facility has a maturity date of 18 december 2028. The yearly interest rate is 7.25%.

Gamma Infrastructure III B.V.

The long term loan of Gamma Infrastructure III B.V. is a facility for a total amount of EUR 1,850 million of which EUR 1,675 million is currently utilized. The interest rate is 2.5% until July 2024. The interest rate will increase by 0.25% yearly to a maximum of 3.5% in the last year until the maturity date of 31 July 2028.

As at December 2022 an additional facility of EUR 400 million had been added to the loan. The interest rate for the additional facility is 2.75% until December 2024. The rate then increases by 0.25% yearly to a maximum of 3.75% in the last year until the maturity date of 31 July 2028.

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The loan has a sustainability margin adjustment clause, with adjustment of the margin between +0.05% and -0.05% based on the performance against key performance indicators (KPIs) in accordance with the sustainability performance targets in relation to each KPI.

Rendo Buitenaf B.V.

The debts also include a loan facility for Rendo Buitenaf B.V. This loan facility with ABN AMRO N.V. has been arranged with a total facility amount of EUR 75 million of which EUR 50.7 million is currently utilized. The interest rate is a base rate of 1.9% plus Euribor rate with an Euribor floor of 0% on the first part of EUR 30.1 million. On the second part of the loan for EUR 44.9 million, the interest base rate is 2%. The maturity date is 31 December 2026. Rendo Buitenaf B.V. is proportionally consolidated for 50%.

Glasvezel De Wolden B.V.

This loan consists of various smaller loans with different interest percentages between 0.8% and 4.5% and an average maturity date in the year of 2037. Glasvezel De Wolden B.V. is proportionally consolidated for 50%.

The existing loan for Glasvezel De Wolden B.V. increased by EUR 0.1 million due to interest being added to the existing loans. The total amount as at 31 December 2023 is EUR 6.7 million.

Delta Fiber Netwerk Oost B.V.

As at October 2023 the existing loan has been refinanced. The total capacity of the loan has been expanded to 149 million (of which EUR 149 million is utilized) with a new maturity date of 31 December 2028. The interest rate on this loan is a base rate of 1.75% plus Euribor rate with an Euribor-floor of 0%.

The loan has a sustainability margin adjustment clause, with adjustment of the margin between +0.05% and -0.05% based on the performance against key performance indicators (KPIs) in accordance with the sustainability performance targets in relation to each KPI.

Re-net Hoogeveen B.V.

The loan from Provincie Drenthe for Re-Net Hoogeveen B.V. concerns a total amount

of EUR 3.6 million with an interest rate of 0.82% and a maturity date of 31 December 2038. Re-Net Hoogeveen B.V. is proportionally consolidated for 50%.

FiberFlevo B.V. / Fiber NH B.V.

The loan agreement for FiberFlevo B.V. and Fiber NH represents a maximum amount of EUR 16.8 million (of which 14.7 million is utilized) and consists of three parts. Part 1 has a maturity date of 1 April 2028 and the interest rate on this loan is a base rate of 3.5%. Part 2 has a maturity date of 1 July 2030 and the interest rate on this loan is a base rate of 2.75%. Part 3 has a maturity date of 1 July 2031 and the interest rate on this loan is a base rate of 2.6%.

Glasvezel Zuidenveld B.V.

The loans of Zuidenveld B.V., represent various smaller loans for a total amount of EUR 4.2 million. The loans have a maturity date of 31 January 2043 and have fixed rates between 0.65% and 4.5%.

Covenants

Below, the covenants for Gamma infrastructure II Holdco B.V., Gamma Infrastructure III B.V., Delta Fiber Netwerk Oost B.V., Rendo Buitenaf B.V., FiberFlevo B.V. and FiberNH B.V. are specified.

Gamma Infrastructure II Holdco B.V.

The following covenants are related to loan with a principal amount of EUR 150,0 million: Testing periode: Net debt coverage ratio: 31 December 2021 and eight and a half year thereafter 11.00:1 the net debt coverage ratio is defined as follows: net debt / LTM EBITDA. LTM stands for last twelve months and the EBITDA is defined as an adjusted EBITDA for specific one-off and other incidental costs. The net debt coverage is 9.3 per 31 December 2023. No breach is expected within 12 months after the date of these financial statements.

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Gamma Infrastructure III B.V.

The following covenants are related to the bullet loan with a principal amount of EUR 1,450 million (2022: EUR 1,450 million) and the additional loan facility II with a principal amount of EUR 400 million (2022: EUR 400 million):

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TESTING PERIOD:	NET DEBT COVERAGE RATIO :
30 June 2023	11.30 : 1
31 December 2023	11.50 : 1
30 June 2024	11.50 : 1
31 December 2024	11.20 : 1
30 June 2025	10.70 : 1
31 December 2025	10.20 : 1
30 June 2026	9.00 : 1
31 December 2026	7.80 : 1
30 June 2027	7.30 : 1
31 December 2027	6.70 : 1
30 June 2028	6.10 : 1
31 December 2028	5.50 : 1

The net debt coverage ratio is defined as follows: net debt / LTM EBITDA. LTM stands for last twelve months and the EBITDA is defined as an adjusted EBITDA where the adjustments relate to specific one-off and other incidental costs. As from 30 June 2022 every six months financial testing takes place.

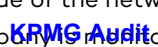
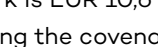
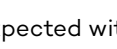
TESTING PERIOD:	INTEREST COVERAGE RATIO
30 June 2023	2.70 : 1
31 December 2023	2.40 : 1
30 June 2024	2.30 : 1
31 December 2024	2.30 : 1
30 June 2025	2.10 : 1
31 December 2025	2.00 : 1
30 June 2026	2.00 : 1
31 December 2026	2.00 : 1
30 June 2027	2.10 : 1
31 December 2027	2.20 : 1
30 June 2028	2.30 : 1
31 December 2028	2.50 : 1

The interest coverage ratio is defined as follows: LTM EBITDA / net finance charges. LTM stands for last twelve months and the EBITDA is defined as an adjusted EBITDA for specific one-off and other incidental costs. As from 30 June 2022 each six months financial testing takes place. Besides the financial covenants there are more general representations, warranties information undertakings and events of default included in the Senior Facilities Agreement. At year-end, all covenants were met. The net debt coverage is 8,5 per 31 December 2023 and the Interest coverage ratio was 3,2. No breach is expected within 12 months after the date of these financial statements.

Delta Fiber Network Oost B.V.

The following financial covenants are applicable to the debts to lending institutions and include valuation of investment property at fair value:

- Loan-to-value ratio (LTV): the ratio of Senior Debt to Fixed Line Cable Infrastructure Value (valued at fair value), at such time;
- Interest Coverage Ratio (ICR): the ratio of EBITDA (minus cash Taxes paid by the Borrower and Maintenance Capital Expenditure during that Relevant Period) to Finance Charges;
- Net Debt Cover: The ratio of consolidated total net debt on the last day of that relevant period to EBITDA for that relevant period;
- LTV shall not exceed 60%. The LTV is 57.6% per 31 December 2023 (57.1% December 2022);
- Net debt cover needs not exceed 10.82. The net debt cover is 7.5 per 31 December 2023. This ratio is added in the restated loan agreement per 5 October 2023;
- ICR needs to be at least 2.5. The ICR is 4.8 per 31 December 2023 (6,5 December 2022).
- No breach is expected within 12 months after the date of these financial statements.

At 31 December 2023 the LTV ratio is below to the maximum limit of 60% as agreed in the loan agreement. Headroom of the fair value of the network is EUR 10,6 Million to the maximum limit of the LTV ratio.    also refers.    Document to which our report 2929756-24W00192990BRD dated 17 May 2024

Rendo Buitenaf B.V.

The following financial covenants are applicable to the debts to lending institutions:

- LTV shall not exceed 60%. The LTV is 48% per 31 December 2023 (52% December 2022); 

- Loan to CAPEX shall not exceed 60%. The Loan to CAPEX is 52% per 31 December 2023 (53% December 2022);
- ICR needs to be at least 2.0. The ICR is 2.8 per 31 December 2023 (2,36 December 2022).

All ratios are within their limits as per 31 Dec. 2023.

* no breach is expected within 12 months after the date of these financial statements

FiberFlevo B.V. and FiberNH B.V.

The following financial covenants are applicable to the debts to lending institutions:

- Loan-to-value ratio (LTV): the ratio of Senior Debt to Fixed Line Cable Infrastructure Value (valued at fair value), at such time;
- Debt Service Cover Ratio (DSCR): the ratio of EBITDA (minus cash Taxes paid by the Borrower and Maintenance Capital Expenditure during that Relevant Period) to Finance Charges and redemptions;
- LTV shall not exceed 55%. The LTV is 47.9% per 31 December 2023 (48,43% December 2022);
- CAPEX shall not exceed EUR 7.7 million for the project Dorpskernen. The CAPEX for the project dorpskernen is EUR 7.6 million per 31 December 2023 (7.6 million per 31 December 2022);
- Historic DSCR needs to be at least 1.05. The consolidated DSCR for FiberFlevo B.V. and for FiberNH B.V. is 1.19 per 31 December 2023 (1,58 and 1,95 per 31 December 2022).

Expected DSCR needs to be at least 1.10. All ratios are within their limits as per 31 Dec. 2023.

* no breach is expected within 12 months after the date of these financial statements

Lease obligations and other liabilities

This item relates to Lease obligations and other liabilities. Movements were as follows:

Accounting policy Leasing

The Company has applied IFRS 16 Leasing as of 1 January 2019. At inception of an arrangement, the Company determines whether the arrangement is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether

a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in IFRS 16 Leasing. At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, the Company has elected to separate identifiable non-lease components and are recognized them as operating expenses. However, circumstances were where the lease components cannot be distinguished from the non-lease components, the Company accounts for the lease and associated nonlease components as a single lease component.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.



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The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if the Company changes its assessment of whether it will exercise an extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets separately from other assets on the balance sheet and lease liabilities in 'Non-current liabilities' in the balance sheet.

Low-value assets

The Company has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets such as IT equipment. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

This item relates to Lease obligations and other liabilities. Movements were as follows:

(EUR '000)	LEASE OBLIGATIONS
Balance as at 1 January 2023	41,041
Current as at 1 January 2023	(7,365)
Non-current as at 1 January 2023	33,676
Additional borrowings during financial year	15,781
Repayments during financial year	(12,259)
Revaluations	9,540
Interest	3,998
Outstanding principal amount as at 31 December 2023	58,101
Current as at 31 December 2023	(7,745)
Ending balance as at 31 December 2023	50,356

The Company has not committed itself to restrictions or covenants imposed by leases. The Company's lease portfolio consists of real estate, vehicles, Network & IT-leases and Partnership agreements. The following amounts are recognized in the profit or loss:

(EUR'000)	2023	2022
Depreciation of right-of-use assets	(9,061)	(7,828)
Interest on lease liabilities	(3,998)	(2,812)
Total amount recognized in profit or loss	(13,059)	(10,640)

Extension options

The majority of leases contain extension options exercisable by the Company. Both at commencement date and annually at balance sheet date, the Company (re)assesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

Most of the network & data center leases contain tacit renewals and only those deemed reasonable certain are included in the lease term and therefore in the right-of-use assets and lease liability.

(Negative) goodwill

The Company was able to negotiate a favorable enterprise purchase price in the past with one of the acquisitions, creating a negative goodwill. This negative goodwill is amortized in 20 years.

Debts to participating interests

As at December 2022 a long-term loan facility of EUR 1.56 million (50%) has been granted by Re-Net B.V. to Rendo Fiber B.V. with a maturity date of 1 August 2039. The interest rate on this loan is 4.5% annually and the repayments obligations EUR 39,000 annually. Rendo Fiber B.V. is proportionally consolidated for 50%.

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LENDER	LOAN TYPE INCLUDING PERCENTAGE	MATURITY DATE	AMOUNT UTILIZED PER 31 DECEMBER 2023 (IN EUR MILLION)	HEAD-ROOM (IN EUR MILLION)
Re-Net B.V.	Term loan 4,5%	1-8-2039	0,7	0,9
Total long term debts to participating interests			0,7	0,9

11. Current liabilities

Current liabilities

The valuation of current liabilities is explained under the heading 'Financial instruments'.

(EUR '000)	2023	2022
Current part of non-current liabilities	5,682	3,344
Accounts payable to suppliers and trade creditors	75,641	82,711
Debts to participating interests	-	11,828
Income tax liability	287	509
Other taxes and social security contributions due	5,160	12,833
Other liabilities	21,119	9,175
Accruals and deferred income	105,836	116,536
Total	213,725	236,936

The current part of non-current liabilities is the interest to be paid to credit institutions.

The current part of non-current liabilities consists of an amount of EUR 7.7 million current part of lease liability (IFRS16 Leasing) and the Amortization 2024 of transactions costs.

Unless stated otherwise, all current liabilities have an estimated maturity shorter than one year.

The carrying values of the recognized current liabilities approximate their respective fair values, given the short maturities of the positions.

Accounts payable include creditor positions of suppliers invoices.

Other taxes and social security contributions due

(EUR '000)	2023	2022
Wage tax	5,160	2,989
Value-added tax	-	9,844
Total	5,160	12,833

The other taxes and social security contributions due also include suspended payments of VAT. Due to the agreement with the Dutch tax authority in 2023 the overdue amount has been presented as non-current liability at 31-12-2023. We refer to note 10.

Other liabilities

(EUR '000)	2023	2022
Personnel related liabilities	3,678	3,576
Interest to be paid	6,925	5,599
Negative fair value interest rate swaps	9,592	-
Other liabilities	924	-
Total	21,119	9,175

Interest to be paid includes interest compensation of financial derivatives of an amount of EUR 3.5 million.

Other liabilities include a negative Bank account of EUR 0.9 million with ABN bank.



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Accruals and deferred income

(EUR '000)	2023	2022
Holiday allowance and holidays	2,758	1,713
Deferred income	66,376	62,474
Prepaid amounts	(1,191)	-
Accrued costs	37,893	52,349
Total	105,836	116,536

The deferred income exists out of telecom services which are invoiced in advance (EUR 19 million per year-end 2023) and infra fees charged to customers (EUR 45,5 million per year-end 2023). These infra fees are one-off charges invoiced to customers which are recognized in the profit and loss account over a period of 30 years. The non-current part of the total one off charge infra fee is per the end of 2023 EUR 44 million, the current part per the end of 2023 EUR 1,5 million and EUR 37,9 million will be recognized in the profit and loss account over 5 years or more.

The accruals include an amount of EUR nil (2022: EUR nil) with a residual term of more than one year.

12. Financial instruments

General

During the normal course of business, the Company uses limited financial instruments that expose it to the foreseen, but manageable market, currency, interest, cash flow, credit and liquidity risks. To control these risks, the Company has a yearly assessment to identify and if needed mitigate these risks in order to limit the risks of unpredictable adverse developments in the financial markets and thus for the financial performance of the Company. The Company applies derivatives, including interest rate swaps to control its interest risks. The Company does not trade in financial derivatives. The Company hedges at least 70% of the original amount of the outstanding gross debt of EUR 2,071 million.

Credit risk

Credit risk arises principally from trade and other receivables and the positive fair value of derivatives. Concentrations of credit risk with respect to trade receivables are limited due to the Company's unrelated customer base. The credit risk is concentrated to retail customers. Each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only after transferring a deposit.

The maximum amount of credit risk that the Company incurs is EUR 43,8 million (trade receivables and other receivables, refer to note 6). Regarding this credit risk, the Company recognized a provision of EUR 1,835 million (2022: EUR 1,908 million) for doubtful debt based on a credit risk assessment of these individual receivables. The Company has no significant credit risks, other than those which have already been provided for.

The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents Company's maximum exposure to credit risk without taking account of the value of any collateral obtained.

Interest rate risk and cash-flow risk

The Company runs an interest rate risk on interest bearing assets and liabilities and on the refinancing of existing loans. For assets and liabilities with variable interest rate agreements, the Group runs a risk of future cash flows. The Group incurs a fair value risk related to fixed interest rate loans. The Company uses interest rate derivatives to reduce the interest risk of variable interest rate loans.



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At year end the outstanding derivative instruments are as follows.

	OUTSTANDING AMOUNT	INTEREST PAYABLE	INTEREST RECEIVABLE	START DATE	END DATE	MARKET VALUE
CAP Option	400,000	0,00%	MIN(MAX(3M EURIBOR;0,25%))	30-11-2021	31-08-2025	16,920
CAP Option	600,000	0,00%	MIN(MAX(3M EURIBOR;0,25%))	30-11-2021	31-08-2025	26,934
CAP Option	42,000	0,00%	MIN(MAX(3M EURIBOR;0,25%))	18-12-2019	16-12-2024	1,239
CAP Option	69,000	0,00%	MIN(MAX(3M EURIBOR;0,25%))	18-12-2019	16-12-2024	2,028
CAP Option(50%)	12,197	0,00%	MIN(MAX(3M EURIBOR;0,5%))	30-06-2021	31-12-2026	0,756
CAP Option(50%)	12,197	0,00%	MIN(MAX(3M EURIBOR;0,5%))	30-06-2021	31-12-2026	0,756
IRS / Floor	114,550	2,69%	MIN(MAX(3M EURIBOR;0,0%))	28-02-2023	27-02-2026	(2,366)
IRS / Floor	68,730	2,99%	MIN(MAX(3M EURIBOR;0,0%))	28-02-2023	27-02-2026	(2,785)
IRS / Floor	45,820	2,76%	MIN(MAX(3M EURIBOR;0,0%))	28-02-2023	27-0-2026	(1,066)

As at 31 November 2023 , two new derivative contracts have been signed (IRS/ Floor). The effective date of these contracts are 16 December 2024. At year end the outstanding derivative instruments are as follows :

	OUTSTANDING AMOUNT	INTEREST PAYABLE	INTEREST RECEIVABLE	START DATE	END DATE	MARKET VALUE
IRS / Floor	32,184	2,89%	MIN(MAX(3M EURIBOR;0,0%))	16-12-2024	12-12-2028	(0,822)
IRS / Floor	101,916	2,88%	MIN(MAX(3M EURIBOR;0,0%))	16-12-2024	12-12-2028	(2,552)

The interest rate risk is presented by the interest payment schedule presented below for the fixed interest rate loans:

	1 YEAR OR LESS	2-3 YEARS	4-5 YEARS	6-10 YEARS
Fixed interest rate				
loans payable	(708,011)	(1.255,992)	(1.044,882)	(1.647,204)

The interest rate risk is limited due to the derivative portfolio resulting in a 72,7% hedge of which 60,5% CAP and 12,2% Floor (2022 76,3% all CAP) of the term loans.



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Currency risk

The Group is exposed to currency risk on purchases that are denominated in a currency other than the euro. The currencies in which these transactions primarily are denominated are USD and GBP. Because of the limited number and volume of such transactions, currency risk is very low and therefore no hedging instruments are in place.

Liquidity risk

The Group monitors its cash position by using successive liquidity budgets. The management ensures that the cash position is sufficient to meet the Company's financial obligations toward creditors and to stay within the limits of its loan covenants.

The undiscounted contractual financial obligations as of 31 December 2023 are:

(EUR '000)	1 YEAR OR LESS	1-5 YEARS	MORE THAN 5 YEARS	TOTAL
Term Loans principal amounts	2,009	2,050,172	19,352	2,071,533
Other loans	1,795	4,222	-	6,017
Lease obligations	7,745	25,489	24,866	58,100
Interest	6,925	-	-	6,925
Trade and other payables	181,477	-	-	181,477
Total	199,951	2,079,883	44,218	2,324,052
Trade and other receivables	42,817	-	-	42,817
Cash and cash equivalents	24,291	-	-	24,291
Total	67,108	-	-	67,108
Net amount as of 31 Dec 2023:	(132,843)	(2,079,883)	(44,218)	(2,256,944)

All available cash is freely available to the Company and there are no collateral obligations which result from the current negative value of derivative financial instruments. The Company runs no significant liquidity risks following from conditions attached to derivative financial instruments, namely interest rate swaps. Interest

rate swaps have been entered into to hedge the interest risk on variable interest rate loans.

Liquidity risk mitigating measures

The Company shall ensure that sufficient balances are available for a period of minimum 30 days to cover the expected operational costs, including meeting the financial obligations. The potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters, are not taken into account.

In addition, the Company has the following lines of credit available:

- Loan facilities with in total 172,15 million headroom including a revolving credit facility of EUR 15 million.

Fair value

The fair value of most of the financial instruments recognized on the balance sheet, including receivables, cash and cash equivalents and current liabilities, is approximately equal to their carrying amount except for the interest derivatives.

The estimated market value and the total contract value principal amounts of the interest derivatives as at 31 December 2023 are specified below:

(EUR '000)	ESTIMATED FAIR VALUE 2023	ESTIMATED FAIR VALUE 2022
Interest rate Swap	(10,869)	2,247
Interest rate Cap	48,636	88,267
Interest rate Floor	1,277	615
Total estimated market value	39,043	91,129



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13. Off-balance sheet assets and liabilities

Claims

The Company and/or its group companies have received various claims that are contested by it/them. Although the outcome of these disputes cannot be predicted with any certainty, it is assumed – partly on the basis of legal advice – that these will not have any material unfavorable impact on the consolidated financial position.

Long-term financial commitments

Long-term unconditional commitments have been entered into in respect of long-term leases and operating leases (including ground rent and building rent). The operating leasing costs were recognized on a straight-line basis in the profit and loss account over the lease period. Due to implementation of IFRS 16 no remaining lease commitments were recognized.

Contingent liabilities

The provision for asset retirement obligations is based on assumptions of the estimated costs of removal, discount rate and estimated period of removal. As defined in the Telecommunications Act, the obligation for landlords to tolerate cables terminates as soon as those cables have been idle for a continuous period of 10 years. Because the date when the cables will become idle is uncertain and management is not able to predict whether and when a landlord will place a request for removal, management is not able to make a reliable estimate of the impact and therefore no provision was recognized at 31 December 2023.

Other off-balance sheet liabilities

The risk policy of the Company aims at managing the risks following from long term obligations in an active way. In relation to RJ 290.202 these contracts are not measured as a financial instrument. The Company provides telecom services, there are several obligations with content suppliers. The amounts of the fixed obligations are as follows:

(EUR '000)	FIXED CONTENT OBLIGATIONS
2024	5,970
2025	3,401
2026	1,025
Sum of content obligation 2023	10,396
	(2022 EUR 12.810)

Due to the expansion strategy, the Company has several obligations regarding future investments in its telecom network infrastructure (contracts for roll out production). The amount of obligations is EUR 342.6 million (2022: EUR 505.8 million). Based on the production planning the obligations are not longer than 1 year.

14. Net turnover

Accounting policy Revenue recognition

Revenue is recognized at the level of a group of contracts, to reflect economic reality. Amounts that the Company receives for its own account (as principal) are recognized as revenue. The Company recognizes revenue for the amount to which the Company expects to be entitled in exchange for transferring promised goods or services, which is the transaction price. The transaction price may consist of a fixed fee, a variable fee or a combination thereof. When determining the transaction price, the Company does not take credit risk into account. Any write-downs as a result of the credit risk are charged to the profit and loss account. In determining the transaction price, the Company assumes that the goods or services will be provided in accordance with the relevant agreement and that this agreement will not be cancelled, extended or otherwise modified. The Company measures a non-monetary consideration at fair value. When determining the transaction price, the Company takes into account, among other things, the effects of variable fees, due to discounts or other similar elements that may vary in size. The Company estimates the amount of variable compensation as part of the total compensation and applies the prudence principle in doing so. No revenue is recognized for all amounts received – or receivable – to which the Company does not expect to be entitled. The Company treats these received – or receivable – amounts in these cases as a repayment obligation.

also refers.

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The Company recognizes revenue per separate performance obligation. A performance obligation is a commitment in a contract to supply:

- a distinct good or service or a combination of goods or services which are collectively distinguishable from other commitments in the contract; or
- a range of distinct services that are largely the same.

A promised good or promised service can be distinguished if the following criteria are met:

- the buyer can use the benefits of the goods or services independently, whether or not jointly with resources that the buyer has or can obtain; and the commitment to provide the goods or services is distinct from the other commitments contained in the contract.

If two or more commitments in a contract by the Company to provide goods or services are indistinguishable separately, the commitments are combined into a combination of goods or services that are collectively distinct from other commitments in the agreement. In the event of multiple performance obligations in a contract, the total transaction price is allocated to the performance obligations in proportion to the value of the performance obligations. The Company bases this value on the stand-alone selling price per performance obligation.

Accounting policy Rendering of services

Revenue from services rendered is accounted for in net turnover at the fair value of the consideration received or receivable, net of allowances and rebates.

Revenues from services (telecom services) rendered are recognized in the profit and loss account when the amount of the revenue can be determined reliably, collection of the related compensation to be received is probable, the extent to which the services have been performed on the balance sheet date can be determined reliably, and the costs already incurred and (possibly) yet to be incurred to complete the service can be determined reliably. If the result from a specific service contract cannot be determined reliably, then revenues are recognized up to the amount of the service costs that are covered by the revenues.

Rendering of services includes:

- Subscription fees for the usage of the network recognized as revenues over the subscription period;
 - Traffic fees, charged at an agreed tariff for a fixed duration of time or capacity and recognized as revenue based upon usage of the network and facilities;
- Revenue related to airtime is recognized as revenue based on the actual usage of airtime per proposition or expected usage when actual usage is not yet known.

All turnover is realized from customers in the Netherlands. The breakdown of net turnover by industry sector is as follows:

(EUR '000)	2023	2022
B2C telecom services	299,000	267,200
B2B and Wholesale telecom services	93,576	81,080
Total	392,576	348,280

15. Cost of outsourced work and other external costs

Accounting policy costs of outsourced work and other costs

This includes costs incurred in order to generate operating income, insofar as these costs have been charged by third parties and are not to be regarded as costs of raw materials and consumables, namely external staff and third party services.

(EUR '000)	2023	2022
Third party services	78,192	76,587
Temporary staff	52,752	46,944
Capitalized cost of outsourced work	(45,379)	(39,180)
Total	292,756	290,651

The capitalized cost of outsourced work relates to hours worked on both IT projects and Fiber Roll out projects, and are presented in the balance sheet under item intangible (EUR 20.7 million) and tangible (EUR 24.7 million) fixed assets.

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16. Wages and salaries

Employee benefits/pensions

Employee benefits are charged to the profit and loss account in the period in which the employee services are rendered and, to the extent not already paid, as a liability on the balance sheet.

If the amount already paid exceeds the benefits owed, the excess is recognized as a current asset to the extent that there will be a reimbursement by the employees or a reduction in future payments by the Company.

For bonuses the projected costs are taken into account during the employment. An expected payment resulting from bonus payments is recognized if the obligation for that payment has arisen on or before the balance sheet date and a reliable estimate of the liabilities can be made.

If a benefit is paid in case of non-accumulating rights (e.g., continued payment in case of sickness or disability), the projected costs are recognized in the period in which such benefit is payable. For existing commitments at the balance sheet date to continue the payment of benefits (including termination benefits) to employees who are expected to be unable to perform work wholly or partly due to sickness or disability in the future, a provision is recognized.

The recognized liability relates to the best estimate of the expenditure necessary to settle the obligation at the balance sheet date. The best estimate is based on contractual agreements with employees (collective agreement and individual employment contract). Additions to and reversals of liabilities are charged or credited to the profit and loss account.

For disability risks that are insured, a provision is recognized for the part of the insurance premiums payable in the future that is directly attributable to the individual claims record of the Company. If no reliable estimate can be made of the part of the insurance premiums payable in the future that is directly attributable to the individual claims record of the entity to be paid in the future, no provision is recognized.

Dutch pension plans

Basic principle is that the pension charge to be recognized for the reporting period is equal to the pension contributions payable to the pension provider over the period. In so far as the payable contributions have not yet been paid as at balance sheet date, a liability is recognized. If the contributions already paid at balance sheet date exceed the payable contributions, a receivable is recognized to account for any repayment by the fund or settlement with contributions payable in future.

If, on the basis of an administration agreement with respect to a group plan/multi-employer plan, there is an obligation at balance sheet date, a provision is recognized when it is probable that the measures, which are necessary for the recovery of the existing funding ratio at balance sheet date, will result in an outflow of resources and the amount thereof can be estimated reliably. The employees in the Netherlands have a pension scheme which is administered by an independent organization APG ("Algemene Pensioen Groep N.V."). The pension scheme is a conditionally indexed average-salary scheme. Entitlements and rights granted are only indexed (adjusted in line with increase in prices) if and to the extent that the pension provider has sufficient resources and has decided accordingly. The APG board may decide to reduce the entitlements if the pension provider's position so dictates.

The pension scheme is classified as a defined-benefit agreement under the Pensions Act. The administration agreement with the pension provider runs for 5 years. The main arrangements in the agreement are:

- indexation does not result in a change in contributions;
- reduction or refund of contributions will occur if and to the extent that the funding ratio, measured by the standards of DNB, is 150% and the board of the fund has decided accordingly;
- the maximum contribution is 25% of pensionable salary;
- in case of a funding shortfall at the pension provider, the Company accepts its agreed proportionate share therein.

As a result of increasing interest rates the funding ratio (market value of the assets expressed as a percentage of the provision for pension commitments measured according to DNB's principles) on the reporting date was 110.5% (31-12-2022 110.9%).

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The adjusted funding ration (12 month average funding ratio has increased from 118.6 to 113.9. The adjusted funding ratio must be higher than 110.0 or 105.0 for pension funds that will shift to the new pension system. Currently, the company has no other obligation towards the pension provider than to pay the annual pension premiums.

Accounting policy Termination benefits

Termination benefits are employee benefits provided in exchange for the termination of the employment. A termination benefit is recognized as a liability and an expense when the Company is demonstrably and unconditionally committed to make the payment of the benefit. If the termination is part of a restructuring, the costs of the termination benefits as part of the restructuring provision.

Termination benefits are measured in accordance with their nature. When the termination benefit is an enhancement to post-employment benefits, measurement is done according to the same policies as applied to post-employment plans. Other termination benefits are measured at the best estimate of the expenditures required to settle the liability.

(EUR '000)	2023	2022
Wages and salaries	59,406	51,925
Capitalized cost of wages and salaries	(14,656)	(13,327)
Total	44,750	38,598

The capitalized wages and salaries relates to hours worked on both IT projects and Fiber Roll out projects, and are presented in the balance sheet under item intangible (EUR 5.3 million) and tangible (EUR 9.4 million) fixed assets.

Staffing level

During the financial year, the average number of staff employed in the group, converted into full-time equivalents, amounted to 807 people (2022: 718), of which nil (2022: EUR nil) were employed outside the Netherlands. This staffing level (average number of staff) can be divided into the following business segments.

FTE	2023	2022
Management	7	8
Telecom	454	417
Networks and IT Services	294	245
Staff department	52	49
Total	807	719

17. Social security and pension charges

(EUR '000)	2023	2022
Social security charges	8,743	7,396
Pension costs	7,003	6,998
Total	15,746	14,394

The pension charges, EUR 7.0 millions (2022: EUR 7.0 millions), represent the pension contribution payable to the pension provider for 2023, while EUR nil (2022: EUR nil) consists of the recovery premium agreed with the pension provider in relation to the recovery plan.



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18. Amortization and depreciation on intangible and tangible fixed assets

(EUR '000)	2023	2022
Intangible fixed assets		
Software	17,413	14,894
Concessions, licences and intellectual property rights	24,421	21,510
Goodwill	29,991	29,697
	71,825	66,101
Tangible fixed assets		
Land and Buildings	29	150
Plant, property and equipment	85,802	67,812
Other operating assets	1,356	1,714
	87,187	69,674
Right of use assets		
Right of use assets (IFRS 16)	9,076	7,828
	9,076	7,828
Total	168,088	143,603

19. Interest income

Accounting policy Interest income and similar income and interest expenses and similar charges

Interest income is recognized in the profit and loss account on an accrual basis, using the effective interest rate method. Interest expenses and similar charges are recognized in the period to which they belong.

(EUR '000)	2023	2022
Derivatives	30,839	3,678
Total	30,839	3,678

The company has entered into various derivative instruments to manage our interest rate as explained in note 12. The realised gains from those derivatives are presented in the table above. The unrealised gains or losses are presented as interest expenses and similar charges if the fair market value of the instrument has become less than the cost value.

The interest income related to derivatives consists of EUR 5.5 million interest rate swap expenses and EUR 36.3 million interest rate swap income.

20. Interest expenses and similar charges

(EUR '000)	2023	2022
Debt to credit institutions	117,712	50,793
Negative fair value interest swaps	9,592	-
Amortized costs	6,201	4,544
IFRS16	3,998	2,308
Other	51	340
Total	137,554	57,985

21. Tax on result

Accounting policy Corporate income tax

Corporate income tax comprises the current and deferred corporate income tax payable and deductible for the reporting period. Corporate income tax is recognized in the profit and loss account except to the extent that it relates to items recognized directly to equity, in which case it is recognized in equity, or to business combinations.

Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the financial year, calculated using tax rates enacted or substantively enacted at the reporting date, and any adjustments to tax payable in respect of previous years.

For taxable temporary differences, a provision for deferred tax liabilities is recognised.

For deductible temporary differences, available tax losses and unused tax credits, a deferred tax asset is recognised, but only to the extent that it is probable that future taxable profits will be available for set-off or compensation.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

For taxable temporary differences related to group companies and interests in joint ventures, a deferred tax liability is recognised, unless the Company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

For deductible temporary differences regarding group companies and interests in joint ventures, a deferred tax asset is only recognised in so far as it is probable that the temporary difference will reverse in the foreseeable future and that taxable profit will be available to offset the temporary difference can be utilised.

Deferred tax assets and deferred tax liabilities are offset in the balance sheet if the Company has a legally enforceable right to offset current tax assets against current tax liabilities, insofar as they relate to the same financial year and deferred tax assets relate to income taxes levied by the same tax authority on the same taxable Company, or the same fiscal unity.

The measurement of deferred tax liabilities and deferred tax assets is based on the tax consequences following from the manner in which the Company expects, at the balance sheet date, to realise or settle its assets, provisions, debts and accrued liabilities.

Deferred tax assets and liabilities are measured at nominal value.

The Company and its subsidiaries forms a fiscal unity for corporate income tax purposes together with DELTA Fiber Network Oost B.V., Gamma Infrastructure II, Gamma Infrastructure II Holdco B.V. and as of 1 June 2022 Puma Bidco B.V. Each of the companies recognizes the portion of corporate income tax that the relevant company would owe as an independent tax payer, taking into account the allocation of the advantages of the fiscal unity to the various companies. The head of the fiscal unity is Gamma II Holdco B.V. as of 1 January 2022 and: Puma Bidco B.V. as of 1 June 2022.

All the members of this fiscal unity are included in the fiscal unity Puma Bidco B.V. As result thereof the result of all the members of the fiscal unity are included in the tax return of Puma Bidco B.V. The members of the fiscal unity agreed that the Company bears the tax costs for itself and for its direct and indirect wholly owned subsidiaries and Puma Bidco B.V. bears the tax costs for the other members in the fiscal unity. DFNO Subco B.V., Citius Investments B.V., Rendo Fiber B.V. and NG-Blu

Networks B.V. are excluded from the fiscal unity for corporate income tax and value-added tax purposes. DELTA Mobiel B.V. is excluded from the fiscal unity for value-added tax purposes. The Company presents its tax position for it's part of the Group. The major components of the tax charge are as follows:

(EUR '000)	2023	2022
Tax expense for current financial year	(228)	1,892
Correction previous years	5,519	1,510
Movement in temporary differences	(635)	(2,889)
Recognition of current year tax losses	8,032	4,258
Recognition of current year tax carried forward interest (earnings stripping)	11,970	6,185
Adjustment in valuation of deductible losses	-	2,915
Release of prior year tax losses	(18)	(144)
Income tax costs / benefit	24,640	13,727

The applicable weighted average tax rate is 26.4% (2022: 35.8%), whereby the weighted average tax rate has been calculated based on the results before taxes in the various tax jurisdictions. The actual tax expense payable recognized in the profit and loss account for 2023 amounts to EUR 228,000, or approx. 0.2% of the result before tax (2022: EUR 13,727,000 or approx. 0.4%). The applicable average tax rate is 25.8% (2022: 25.8%) in the Netherlands. The numerical reconciliation between the applicable and the effective tax rate is as follows:

(EUR '000)	2023	2022
Result before tax	(95,437)	(47,569)
Income tax using the applicable tax rate in the Netherlands	24,623	12,273
Tax effect of:		
• Permanent differences (amortisation goodwill)	(4,486)	(3,900)
• Tax losses not recognized current year	(643)	-
• Recognition of prior recognised tax losses	437	2,771
• Other	4,709	2,583
Income tax benefit	24,640	13,727

22. Cash flow statement

Accounting policy Cash flow statement

The cash flow statement is prepared using the indirect method. Cash and cash equivalents include cash and investments that are readily convertible to a known amount of cash without a significant risk of changes in value.

Receipts and payments of interest, receipts of dividends and income taxes are presented within the cash flows from operating activities. Payments of dividends are presented within the cash flows from financing activities.

The consideration of acquired group companies is presented under the cash flows from investment activities, for the considerations paid in cash and cash equivalents. The cash and cash equivalents obtained through the acquired group companies at the acquisition date, are deducted from the consideration paid.

Transactions that do not include an exchange of cash and cash equivalents are not included in the cash flow statement.

Cash flows from derivative financial instruments that are accounted for as fair value hedges or cash flow hedges, are classified in the same category as the cash flows from the hedged balance sheet items. Cash flows from derivative financial instruments whereby hedge accounting is no longer applied, are classified in accordance with the nature of the instrument, from the date at which hedge accounting is ended.

The Company has classified:

- cash payments for the principal portion of lease payments as financing activities;
- cash payments for the interest portion as operating activities consistent with the presentation of interest payments chosen by the Company; and
- short-term lease payments and payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability as operating activities.

In some cases, the movements in balance sheet items as presented in the cash flow statement differ from the changes between the balance sheets at the beginning and the end of the period.

It concerns the following significant differences (and their reasons):

- Regarding tax paid: difference with tax expense in P&L mainly relates to the non-cash adjustment of deferred tax assets and liabilities to the future tax rates which have been enacted in December 2022, and to the non-cash recalculation of deferred tax asset regarding fiscal loss compensation based on revised expectation of future fiscal profits.
- Transactions without exchange of cash are not presented into their components in the cash flow statement. In 2023, recognized right-of-use assets and a lease liabilities at the lease commencement dates. Regarding repayment of leases: right of use assets have been recognized in the balance sheet but not in the cash flow statements, as only the lease payments resulted in cash transactions.

23. Transactions with related parties

Accounting policy Related parties

Transactions with related parties (refer to note 33 for the identified related parties) are disclosed if they have not been entered into at arm's length. Disclosed are the nature and amounts involved with such transactions, and other information that is deemed necessary for an insight into the transactions.

Transactions with related parties are assumed when a relationship exists between the Company and a natural person or entity that is affiliated with the Company. This includes, amongst others, the relationship between the Company and its subsidiaries, shareholders, directors and key management personnel. Transactions are transfers of resources, services or obligations, regardless whether anything has been charged.

The remuneration of the managing and supervisory directors is included in note 34.

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24. Auditor's fees

The following fees were charged by KPMG Accountants N.V. to the Company, its subsidiaries and other consolidated companies, as referred to in Section 2:382a(1) and (2) of the Netherlands Civil Code.

(EUR '000)	KPMG ACCOUNTANTS N.V.	
	2023	2022
Audit of the financial statements	649	577
Other audit engagements	12	5
Other non-audit services	311	-
Total	972	582

The fees mentioned in the table for the audit of the financial statements 2023 relate to the total fees for the audit of the financial statements 2023, irrespective of whether the activities have been performed during the financial year 2023.

25. Subsequent events

Accounting policy Subsequent events

Events that provide further information on the actual situation at the balance sheet date and that appear before the financial statements are being prepared, are recognized in the financial statements. Events that provide no information on the actual situation at the balance sheet date are not recognized in the financial statements. When those events are relevant for the economic decisions of users of the financial statements, the nature and the estimated financial effects of the events are disclosed in the financial statements.

There have been no subsequent events that would materially affect the Balance Sheet and the Profit and Loss Statement herewith presented.



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Separate balance sheet as at 31 December 2023

(BEFORE PROFIT APPROPRIATION) (EUR '000)		2023	2022
Fixed assets			
Intangible fixed assets	26	9,657	10,225
Financial fixed assets	27	927,302	989,313
		936,959	999,538
Current assets			
Receivables	28	3,533	56
Cash and cash equivalents		3	15
		3,536	71
Total assets		940,495	999,609
Shareholders' equity			
Issued capital	29	261	261
Share premium		937,389	937,389
Other legal reserves		91,006	68,137
Other reserves		(212,150)	(151,401)
Unappropriated profit		(70,808)	(33,842)
		745,698	820,544
Provisions		2,954	6,924
Non-current liabilities	30	192,062	172,124
Current liabilities		(162)	17
Total equity and liabilities		940,495	999,609

The notes on "Notes to the 2023 separate financial statements" op pagina 84 - 90 are an integral part of these consolidated financial statements



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Separate profit and loss account for 2023

(EUR '000)	NOTE	2023	2022
Share of result of participating interests, after tax	27	(61,468)	(29,779)
Other income and expenses, after tax		(9,340)	(4,063)
Net result		(70,808)	(33,842)

The notes on “Notes to the 2023 separate financial statements” op pagina 84 - 90 are an integral part of these consolidated financial statements



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Notes to the 2023 separate financial statements

General

The separate financial statements are part of the 2023 statutory financial statements of the Company. The financial information of the Company is included in the Company's consolidated financial statements. In so far as no further explanation is provided of items in the separate balance sheet and the separate profit and loss account, please refer to the notes to the consolidated balance sheet and profit and loss account.

Accounting policies

The principles for the valuation of assets and liabilities and the determination of the result are the same as those applied to the consolidated profit and loss account.

Financial instruments

In the separate financial statements, financial instruments are presented on the basis of their legal form.

Participating interests in group companies

Participating interests in group companies are accounted for in the separate financial statements according to the equity accounting method on the basis of net asset value. For details we refer to the accounting policy for financial fixed assets in the consolidated financial statements.

Share of result of participating interests

This item concerns the Company's share of the profit or loss of these participating interests determined on the basis of the Company's accounting principles. Results on transactions involving the transfer of assets and liabilities between the Company and its participating interests and mutually between participating interests themselves, are eliminated to the extent that they can be considered as not realized. The results of participating interests acquired or sold during the financial year are measured from the date of acquisition or until the date of sale respectively.

Corporate income tax

As of 1 January 2021 Gamma Infrastructure III B.V. is included, with all of its direct and indirect wholly owned subsidiaries and Delta Fiber Netwerk Oost B.V. (DFNO), in the fiscal unity Gamma Infrastructure II Holdco B.V. and as of 21 April 2022 all the members of this fiscal unity are included in the fiscal unity Puma Bidco B.V. As result thereof the result of all the members of the fiscal unity are included in the tax return of Puma Bidco B.V. The members of the fiscal unity agreed that the Company bears the tax costs for itself and for its direct and indirect wholly owned subsidiaries and Puma Bidco B.V. bears the tax costs for the other members in the fiscal unity.



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26. Intangible fixed assets

Movement in intangible fixed assets were as follows

(EUR '000)	GOODWILL
Balance as at 1 January:	
Purchase price	11,361
Accumulated amortisation and impairment	(1,136)
Carrying amount	10,225
Changes in carrying amount:	
Amortization	(568)
Total changes	(568)
Balance as at 31 December:	
Purchase price	11,361
Accumulated amortization and impairment	(1,704)
Carrying amount	9,657

The goodwill relates to the acquisition of 50% of the shares in Delta Fiber Network Oost B.V. (2020)

27. Financial fixed assets

Movement in financial fixed assets were as follows:

(EUR '000)	2023	2022
Participating interests in group companies	815,629	881,991
Accounts receivable from shareholders	-	3,752
Deferred tax assets	-	1,413
Loan to group companies	111,673	103,570
Total	927,302	990,726

(EUR '000)	PARTICI- PATING INTERESTS IN GROUP COMPANIES	ACCOUNTS RECEIVA- BLE FROM SHARE- HOLDERS	DEFERRED TAX ASSETS	LOAN TO GROUP COMPANIES	TOTAL
Cost price	881,991	3,752	-	103,570	989,313
Reverse offsetting	-	-	1,413	-	1,413
Balance as at 1 January:	881,991	3,752	1,413	103,570	990,726
Adjustment of opening balance	(4,180)	-	-	-	(4,180)
Adjusted balance as at 1 January 2023	877,811	3,752	1,413	103,570	986,546
• Disposals	-	(3,752)	-	-	(3,752)
• Share in result of participating interests	(61,468)	-	-	-	(61,468)
• Other	(657)	-	3,373	8,103	10,819
Cost price	815,629	-	4,786	111,673	932,145
Offsetting	-	-	(4,786)	-	(4,786)
Balance as at 31 December:	815,629	-	-	111,673	927,302



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Participating interests in group companies

Gamma Infrastructure III, located in Schiedam, is at the head of the group and has the following (in)direct capital interests:

NAME	LEGALL ADDRESS	2023 SHARE OF ISSUED CAPITAL %	2022 SHARE OF ISSUED CAPITAL %
Consolidated participating interests			
- Gamma infrastructure II B.V.	Schiedam	100	100
- Gamma Infrastructure III B.V.	Schiedam	100	100
- DELTA Fiber Nederland B.V.	Schiedam	100	100
- DELTA Fiber Netwerk B.V.	Schiedam	100	100
- DELTA Mobiel B.V.	Schiedam	100	100
- NG-BLU Networks B.V.	Meppel	100	100
- DELTA Fiber Netwerk Oost B.V. (former Cogas Kabel Infra B.V.)	Almelo	100	100
- DFNOSubco B.V.	Schiedam	100*	100*
• FiberFlevo B.V.	Emmeloord	100*	100*
• FiberNH B.V.	Emmeloord	100*	100*
- DELTA Fiber Netwerk Bedrijventerreinen B.V.	Schiedam	100*	0
- Gamma IP4 B.V.	Schiedam	100	100
Proportionally consolidated participating interests			
- Rendo Fiber B.V.	Meppel	50	50
- Rendo Buitenaf B.V.	Meppel	100*	100*
- Re-net Hoogeveen B.V.	Meppel	100*	100*
- Glasvezel de Wolden B.V.	Meppel	100*	100*
- Zuidenveld Glasvezel B.V.	Meppel	80*	80*
- Citius Fiber Investment B.V.	Bunnik	50	50
- Citius Fiber Prinsenbeek B.V. (merged in Citius Fiber Investment as per 01 January 2023)	Bunnik	0	100*

A long-term loan facility is granted from Gamma Infrastructure II Holdco B.V. to Gamma III Infrastructure B.V. with a maturity date of 17 December 2028. The loan represents a maximum of EUR 150 million (fully utilized). The interest rate on this

loan is 7.50% annually. Gamma Infrastructure II Holdco owns 100% of the Shares of Gamma Infrastructure II B.V., which owns 100% of the shares in the Company.

Deferred tax assets

As of 1 January 2021 Gamma Infrastructure III B.V. is included, with all of its direct and indirect wholly owned subsidiaries and Delta Fiber Netwerk Oost B.V. (DFNO), in the fiscal unity Gamma Infrastructure II Holdco B.V. and as of 21 April 2022 all the members of this fiscal unity are included in the fiscal unity Puma Bidco B.V. As result thereof the result of all the members of the fiscal unity are included in the tax return of Puma Bidco B.V. The members of the fiscal unity agreed that the Company bears the tax costs for itself and for its direct and indirect wholly owned subsidiaries and Puma Bidco B.V. bears the tax costs for the other members in the fiscal unity.

28. Receivables

(EUR '000)	2023	2022
From group companies	3,523	-
Other receivables	10	56
Total	3,533	56

All receivables have an estimated maturity shorter than one year. To an amount of EUR 3,523 million (2022: EUR 56 million), receivables relate to amounts receivable from associated companies in which the Company can exercise significant influence. EUR nil (2022: EUR nil) of this amount has a noncurrent nature. The receivables from group companies bear an interest of 2.5% (2022: 2.5%), without repayment obligations (2021: no repayment obligations).



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29. Shareholder's equity

There is no difference between the Comprehensive income and Net result for the Company.

(EUR '000)	ISSUED CAPITAL	SHARE PREMIUM	OTHER LEGAL RESERVES	OTHER RESERVES	UNAPPROPRIATED RESULT	TOTAL
Balance as at 1 January 2022 (previously reported)	261	737,389	48,502	(112,694)	(17,572)	655,886
Changes in financial year:						
Capital contribution	-	200,000	-	-	-	200,000
Dividends paid	-	-	-	(1,500)	-	(1,500)
Changes in other legal reserves	-	-	19,635	(19,635)	-	-
Appropriation of result	-	-	-	(17,572)	17,572	-
Result for the year	-	-	-	-	(33,842)	(33,842)
Balance as at 1 January 2023:	261	937,389	68,137	(151,401)	(33,842)	820,544

(EUR '000)	ISSUED CAPITAL	SHARE PREMIUM	OTHER LEGAL RESERVES	OTHER RESERVES	UNAPPROPRIATED RESULT	TOTAL
Balance as at 1 January 2023:	261	937,389	68,137	(151,401)	(33,842)	820,544
Adjustment in opening balance:	-	-	-	(4,180)	-	(4,180)
Restated balance as at 1 January 2023:	261	937,389	68,137	(155,581)	(33,842)	816,364
Changes in financial year:						
Changes in other legal reserves	-	-	22,869	(22,869)	-	-
Appropriation of result	-	-	-	(33,842)	33,842	-
Result for the year	-	-	-	-	(70,808)	(70,808)
Other	-	-	-	142	-	142
Balance as at 31 December 2023:	261	937,389	91,006	(182,150)	(70,808)	745,698

In accordance with the Articles of Association, the Company has an authorised share capital of EUR 260,955 divided into 1,242,645 ordinary shares and 24,852,895 preference shares with a par value of EUR 0.01 each. All shares have been issued and fully paid up.



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Shares of preferred shares I and preferred shares II have preferred right to dividends equal to 8% per annum.”

Share premium

The share premium concerns the income from the issuing of shares in so far as this exceeds the nominal value of the shares (above par income). Of share premium, an amount of EUR nil is not freely distributable as the amount is not considered as contributed capital from a tax perspective.

Other legal reserves

Other legal reserves consist of a legal reserve for participating interests and a legal reserve for capitalized development costs.

The legal reserve for participating interests, which amounts to EUR 816 million (2022: EUR 762 million), pertains to participating interests that are measured at net asset value. The reserve is equal to the share in the results and direct changes in equity (both calculated on the basis of the Company's accounting policies) of the participating interests since the first measurement at net asset value, less the distributions that the Company has been entitled to since the first measurement at net asset value, and less distributions that the Company may effect without restrictions.

As to the latter share, this takes into account any profits that may not be distributable by participating interests that are Dutch limited companies based on the distribution tests to be performed by the management of those companies. The legal reserve is determined on an individual basis.

In accordance with applicable legal provisions, a legal reserve for the carrying amount of EUR 90,0 million (2022: EUR 67,4 million) regarding capitalized costs.

Unappropriated profit 2023

Proposal for profit appropriation 2023

The Board of Management proposes to the General Meeting to deduct the result after tax for 2023 of EUR 70,8 million (2022: EUR 33,8 million loss) from the other reserves.

The result after tax for 2023 is included in the item unappropriated result within equity. The Company can only make payments to the shareholder and other parties entitled to the distributable profit in so far as (1) the Company can continue to pay its outstanding debts after the distribution (the so-called distribution test), and (2) the shareholders equity exceeds the legal reserves and statutory reserves under the articles of association to be maintained (the so-called balance sheet test). If not, management of the Company cannot approve the distribution.

30. Non-current liabilities

The non-current liabilities as per 31 December 2023 can be further disclosed as follows:

(EUR '000)	2023	2022
Debts to credit institutions	191,844	171,960
Debts to shareholders	218	164
Total	192,062	172,124

Total debt to credit institution consists of the loans and the amortized transactions costs on those loans. We refer to note 11 regarding the covenants of Gamma Infrastructure II Holdco B.V.



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Debts to credit institutions

This item relates to debt to credit institutions. Movements were as follows:

(EUR '000)	DEBT	TRANSACTION COSTS	TOTAL
Outstanding principal amount as at 1 January 2023:	174,184	(2,224)	171,960
Current as at 1 January 2023	-	-	-
Non-current as at 1 January 2023	174,184	(2,224)	171,960
Withdrawals during financial year	19,143	-	19,143
Amortisation of transaction costs during financial year	-	371	371
Outstanding principal amount as at 31 December 2023:	193,327	(1,853)	191,473
Current as at 31 December 2023	-	371	371
Non-current as at 31 December 2023	193,327	(1,482)	191,844

Liquidity risk

The Company monitors its cash position by using successive liquidity budgets. The management ensures that the cash position is sufficient to meet the Company's financial obligations towards creditors and to stay within the limits of its loan covenants.

The undiscounted contracted financial obligations as per 31 December 2023 are:

(EUR '000)	1 YEAR OR LESS	1-5 YEARS	MORE THAN 5 YEARS	TOTAL
Term loan principal amounts	-	193,327	0	193,327
Interest	-	-	-	-
Trade and other payables	-	-	-	-
Total	0	193,327	0	193,327
Trade and other receivables	3,533	-	-	3,533
Cash and cash equivalents	3	-	-	3
Total	3,536	-	-	3,536
Net amount as of Dec 2023:	3,536	(193,327)	-	(189,791)

All available cash is freely available to the Company and there are no collateral obligations.

Liquidity risk mitigating measures

The Company shall ensure that sufficient balances are available for a period of minimum 30 days to cover the expected operational costs, including meeting the financial obligations. The potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters, are not taken into account.

Credit risk

The credit risk arises principally from trade and other receivables.

Reference is made to note 31 Non-current Liabilities under the same heading. also refers.

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31. Financial instruments

For the disclosure on Financial instruments that are relevant to the Company, reference is made to the disclosure on Financial instruments in the notes to the consolidated financial statements.

32. Off-balance sheet assets and liabilities

Declaration of joint and several liability

Pursuant to Article 2:403 Dutch Civil Code declarations of liability have been issued for the following subsidiaries.

- Gamma Infrastructure II B.V.
- Delta Fiber Netwerk Oost B.V.

33. Employee benefits and number of employees

During 2023 financial year the Company has no employees (2022 nil).

34. Remuneration of managing directors

The emoluments, including pension costs as referred to in 2:383(1) of the Netherlands Civil Code, charged in the financial year to the Company, its subsidiaries and consolidated other companies amounted to EUR 1,290 million (2022: EUR 1,330 million) for managing directors.

35. Related party transactions

Transactions with related parties are assumed when a relationship exists between the Company and a natural person or entity that is affiliated with the Company. This includes, amongst others, the relationship between the Company and its subsidiaries, shareholders, directors and key management personnel.

Transactions are transfers of resources, services or obligations, regardless whether anything has been charged. There have been no transactions with related parties that were not on a commercial basis.

36. Subsequent events

For the disclosure on subsequent events that are relevant to the Company, reference is made to the disclosure on subsequent events in the notes to the consolidated financial statements.

Amsterdam, 17 May 2024

The Management Board:

M.E. Visser (CEO) H. Costermans (CFO)



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Other information



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Other information

Auditor's report

The auditor's report with respect to consolidated and the separate financial statements is set out on the pages 44 through 90.

Provisions in the Articles of Association governing the appropriation of profit

Under article 19 sub 2 of the Company's Articles of Association, the profit is at the disposal of the General Meeting, which can allocate said profit either wholly or partly to the formation of – or addition to – one or more general or special reserve funds.

Independent auditor's report

To: the General Meeting of Gamma Infrastructure II Holdco B.V.

Report on the audit of the accompanying financial statements

Our opinion

We have audited the financial statements 2023 of Gamma Infrastructure II Holdco B.V., based in Amsterdam.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Gamma Infrastructure II Holdco B.V. as at 31 December 2023 and of its result for 2023 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the consolidated and separate balance sheet as at 31 December 2023;
2. the consolidated and separate profit and loss account for 2023; and
3. the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report. We are independent of Gamma Infrastructure II Holdco B.V. in accordance with

the 'Wet toezicht accountantsorganisaties' (Wta, 'Audit firms supervision act'), the 'Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten' (ViO, 'Code of Ethics for Professional Accountants, a regulation with respect to independence') and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, 'Dutch Code of Ethics').

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The information in respect of fraud and non-compliance with laws and regulations and going concern was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

Audit response to the risk of fraud and non-compliance with laws and regulations

In chapter 'Risk and opportunity management system' on page 19 and 20 of the Management Board Report, the Board of Management describes its procedures in respect of the risk of fraud and non-compliance with laws and regulations.

As part of our audit, we have gained insights into the Company and its business environment, and assessed the design and implementation of the Company's risk management in relation to fraud and non-compliance. Our procedures included, among other things, assessing the Company's code of conduct, whistleblowing procedures and its procedures to investigate indications of possible fraud and non-compliance. Furthermore, we performed relevant inquiries with the Board of Management and other relevant functions, such as the Legal Counsel. As part of our audit procedures, we:

- obtained an understanding of how the Company uses information technology (IT) and the impact of IT on the financial statements, including the potential for cybersecurity incidents to have a material impact on the financial statements;

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- assessed other positions held by management board members and paid special attention to procedures and governance in view of possible conflicts of interest;
- obtained legal confirmation letters from the Company's legal advisors.

As a result from our risk assessment we identified the following laws and regulations as those most likely to have a material effect on the financial statements in case of non-compliance:

- Telecommunications law.
- Data privacy legislation.

We evaluated the fraud and non-compliance risk factors to consider whether those factors indicate a risk of material misstatement in the financial statements.

Based on the above and on the auditing standards, we identified the following fraud risks that are relevant to our audit, including the relevant presumed risks laid down in the auditing standards as follows:

Management override of controls (a presumed risk)

Risk:

- Management is in a unique position to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.

Responses:

- We evaluated the design and the implementation of internal controls that mitigate fraud and non-compliance risks, such as processes related to journal entries.
- We performed a data analysis of high-risk journal entries related to (1) non-routine entries positively affecting EBITDA (via reclassifications within the profit and loss accounts or via entries made on seldom-used accounts) and (2) non-routine entries related to capitalization of operational expenditures as tangible fixed assets. Where we identified instances of unexpected journal entries or other risks through our data analytics, we performed additional audit procedures to address each identified risk, including testing of transactions back to source information.
- We incorporated elements of unpredictability in our audit by extending the scope of our audit to an entity for a specific account (cost of outsourced work and other external costs).

Revenue recognition

Risk:

Given that the Company applies many types of discounts and the material amount for discounts we note a significant risk on discounts within the subscription revenues.

This risk is twofold:

- Application of an incorrect amount of discount (lower discount paid out than client is entitled to) leading to overstatement of revenues.
- Application of action discounts to the incorrect period: in the manual allocation of action discounts to the correct period, management may record an incorrect adjustment based on incentives in order to overstate revenues.

This risk inherently includes the fraud risk that management deliberately overstates revenue, throughout the period, as management may feel pressure to achieve planned results for the current year.

Responses:

- We evaluated the design and the implementation of internal controls related to the revenue process.
- We performed risk assessment procedures on the month-over-month movements, both throughout the year and in the cut off period, in amount of gross revenues and discounts recorded to verify there are no unusual unexplained patterns contradicting our understanding and risk assessment of the revenue account.
- We performed risk assessment procedures on the month-over-month movements, both throughout the year and in the cut off period, on customer level to verify there are no unusual unexplained patterns contradicting our understanding and risk assessment of the revenue account.
- We performed substantive audit procedures throughout the period of revenues by selecting recorded discounts and determining that the correct type and amount discount is applied and the discount is recorded in the correct period.

We communicated our risk assessment, audit responses and results to management. Our audit procedures did not reveal indications and/or reasonable suspicion of fraud and non-compliance that are considered material for our audit.

also refers.

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Audit response to going concern

The Board of Management has performed its going concern assessment and has not identified any going concern risks. To assess the Board of Management's assessment, we have performed, inter alia, the following procedures:

- we considered whether the Board of Management's assessment of the going concern risks includes all relevant information of which we are aware as a result of our audit;
- we inspected the financing agreement in terms of conditions that could lead to going concern risks, including the term of the agreement and any covenants;
- we analyzed the Company's financial position as at year-end and compared it to the previous financial year in terms of indicators that could identify going concern risks.

The outcome of our risk assessment procedures did not give reason to perform additional audit procedures on the Board of Management's going concern assessment.

Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is less than the scope of those performed in our audit of the financial statements.

The Board of Management is responsible for the preparation of the other information,

including the management report, in accordance with Part 9 of Book 2 of the Dutch Civil Code, and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Description of the responsibilities for the financial statements

Responsibilities of the Board of Management for the financial statements

The Board of Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the Board of Management is responsible for such internal control as the Board of Management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the Board of Management is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the Board of Management should prepare the financial statements using the going concern basis of accounting unless the Board of Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Management should disclose events and circumstances that may cast significant doubt on the Company's ability to continue as a going concern in the financial statements.

The Board of Management is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not have detected all material errors and fraud during our audit.

Misstatements can arise from fraud or errors and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. The materiality affects the nature, timing and extent of our audit procedures and the

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evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to errors or fraud, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from errors, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Management;
- concluding on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company ceasing to continue as a going concern;
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We are solely responsible for the opinion and therefore responsible to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the financial statements. In this respect we are also responsible for directing, supervising and performing the group audit.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Breda, 17 May 2024
KPMG Accountants N.V.

R.J.H.A. Jansen RA



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