



## *Annual Report & Financial Statements 2023*

**DEKEL**  
AGRI  **VISION**

[www.dekelagrivision.com](http://www.dekelagrivision.com)

**DEKEL AGRI-VISION PLC**

**CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF 31 DECEMBER 2023**

**EUROS IN THOUSANDS**

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## **CHAIRMAN'S STATEMENT**

### *Palm Oil Operation*

2023 saw a significant rebound in CPO production increasing 51.7% in FY 2023 compared to FY 2022. The improvement in production volumes is largely due to a much stronger FFB harvesting season compared to 2022 and a period of smooth operating performance from our logistics and milling teams who have been able to take full advantage of improved market volumes. CPO sales volumes in FY 2023 also increased 49.5% compared to FY 2022.

CPO sales prices traded well above historically averages, albeit 15.2% lower than the record levels achieved in 2022. Local CPO prices continue to trade approximately €100 per tonne below international prices as in country efforts to minimise food inflation continued throughout 2023. We are seeing local prices slowly and gradually increase towards the international CPO price which remains historically high and supportive of our Palm Oil Operation.

The combined balance of strong CPO production and relatively high CPO prices resulted in the Palm Oil Operation delivering EBITDA of €4.8m in FY 2023, a 4.2% increase compared to FY 2022.

### *Cashew Operation*

The Cashew Operation commenced commercial production in early FY 2023. However, the anticipated ramp up of daily production rates during FY 2023 was hampered by ongoing technical issues primarily in the shelling and peeling sections due to underperforming machinery provided by our supplier.

During Q4 2023, an independent expert was appointed to assess the equipment performance and full production chain. This expert recommended replacing of parts of the shelling and peeling sections which required an investment of c.€250,000 from existing cash resources. All new shelling and peeling equipment was ordered in January 2024, with latest shipping time tables showing deliveries are expected shortly. With optimal performance of the shelling and peeling stations working in tandem with the other 10 well performing stations, we expect to see a material improvement in cashew production volumes and quality during H2 2024.

The Cashew Operation ramp up remains the key catalyst to drive both our short and medium term growth plans and remains the main drag on our share price performance. We are buoyed by the fact one of the other local Cashew Operations in our regions experienced almost identical issues with their equipment from the same supplier and their recent shift over to alternate shelling and peeling equipment, with the oversight of the same expert consultant we engaged, has resulted in a drastic improvement in operational and financial performance. We are therefore doing everything we can to deliver the same outcome as quickly as possible.

### *Other Projects*

Whilst we have further expansion plans, including the processing of a third commodity in addition to clean energy aspirations, these projects are on hold as we focus on enhancing the production volumes of the Cashew Operation.

### *Group Financial Performance*

A summary of the Group financial performance for FY2023, in addition to the comparatives for the previous 5 years, is outlined in the table below.

	<b>FY2023</b>	<b>FY2022</b>	<b>FY2021</b>	<b>FY 2020</b>	<b>FY 2019</b>	<b>FY 2018</b>
FFB collected (tonnes)	182,362	116,733	190,020	154,151	176,019	146,036
CPO production (tonnes)	39,073	25,751	39,953	34,002	37,649	33,077
CPO sales (tonnes)	38,896	26,016	39,092	34,008	37,713	32,692
Average CPO price per tonne	€869	€1,025	€868	€602	€491	€542
Total Revenue (all products)	€38.3m	€31.2m	€37.4m	€22.5m	€20.9m	€20.9m
Gross Margin	€2.1m	€5.1m	€6.5m	€2.3m	€1.7m	€1.7m
Gross Margin %	5.5%	16.7%	17.4%	10.2%	8.1%	8.3%
Overheads	€3.6m	€3.9m	€3.8m	€2.8m	€3.2m	€3.2m
EBITDA	€2.6m	€2.7m	€4.8m	€1.2m	€0.2m	(€0.2m)
EBITDA %	6.8%	9.3%	12.8%	5.3%	1.0%	-
Net Profit / (Loss) After Tax	(€4.5m)	(€1.3m)	€0.6m	(€2.2m)	(€3.3m)	(€3.3m)
Net Profit / (Loss) After Tax %	-	-	1.6%	-	-	-
Total Assets	€50.6m	€54.7m	€51.7m	€43.3m	€33.6m	€33.4m
Total Liabilities	€39.6m	€39.4m	€35.5m	€30.8m	€20.8m	€21.8m
Total Equity	€11.0m	€15.3m	€16.3m	€12.5m	€12.8m	€11.6m

Dekel reported FY 2023 EBITDA of €2.6m compared to €2.7m FR 2023 EBITDA. The €0.1m decrease in EBITDA was driven by:

- A €0.2m increase in the Palm Oil Operation EBITDA was largely due to the increase in CPO sales volumes and well maintained overhead expense more than offsetting lower CPO prices and CPO extraction rates.
- A €0.3m increase in the Cashew Operation EBITDA loss due to operating inefficiencies resulting ongoing technical issues with the peeling and shelling section provided by our original supplier.

Dekel reported a FY 2023 Net Loss after Tax of €4.5m compared to a Net Loss after Tax of €1.3m. This increase in loss of €2.5m was primarily driven by:

- The first full year inclusion of FY 2023 of depreciation from the Cashew Operation increasing Group depreciation by €2.5m.
- An increase in Cashew Operations interest expense of €0.5m in FY 2023 which was previously capitalised in FY 2022 prior to the commencement of commercial production.

As detailed in Note 20 the Company entered the following refinancing arrangements to ensure the Group is well funded during the expected period of ramp up of the Cashew Operations and to ensure the group has committed facilities to cover loans maturing over the next 12 months:

- AgDevco Refinance
  - Deferment of AgDevCo first principal repayment due on 9th August 2024 of €900,000 to be paid over 6 months from 9th September 2025.
  - Interest rate to increase from 7.00% to 9.00% per annum in respect of the outstanding balance from 9th August 2024.
- Loan from Youval Rasin, CEO
  - c.€2.3m loan with interest of 10% per annum
  - Principal and interest repayable in 2 years.

#### *Outlook*

Looking ahead, the Palm Oil Operation continues to be a very solid performer for the Group. The real catalyst for enhanced financial results relates to the rectification of the performance issues of the Cashew Operation. We are working to implement new equipment as soon as possible over the coming months to ensure it becomes a positive contributor to Group performance and ultimately drives a rebound in share price performance.

I extend my gratitude to the Board, Management, employees, and advisors for their support and hard work throughout the year.



Andrew Tillery  
Non-Executive Chairman

Date: 28 June 2024

## **COMPANY INFORMATION**

Directors	Andrew James Tillery, Non-Executive Chairman Youval Rasin, Chief Executive Officer Yehoshua Shai Kol, Chief Financial Officer Lincoln John Moore, Executive Director Aristide Achybrou, Non-Executive Director
Secretary	Absolute Trust Nominees Ltd
Registered Office	38 Agias Fylaxeos, Nicolas Court First Floor, Office 101 P.C. 3025
Company Registration	HE 210981
Country of Incorporation	Cyprus

## **INFORMATION ON THE BOARD OF DIRECTORS**

### **Andrew Tillery, Non-Executive Chairman**

Mr Tillery is an experienced project manager and investment executive with over 25 years' operational management and private equity experience in Africa and other emerging markets. This includes eight years (1996-2003) as a CEO in Côte d'Ivoire, West Africa where he had responsibility for managing a group of oil palm operations and also founding a natural rubber business. Mr Tillery has an MA and MSc from Oxford University, an MBA from the University of Chicago and worked with CDC Group Plc (the UK Government development finance institution) from 1989 until 2004. Following this he spent several years in emerging markets investment management. He is currently on the board of a number of African agribusiness and adviser to several agribusiness investment funds in sub-Saharan Africa.

### **Youval Rasin, Chief Executive Officer**

Mr Rasin is the co-founder of Dekel and has held senior management positions in various companies within the Rina Group, a family holding company with diverse interests including agriculture, mining and hotels in Africa and Europe. By profession, Mr Rasin is a qualified lawyer and has been active in Côte d'Ivoire since 2002, with 10 years' experience in agro-industrial projects including 15 years in the palm oil industry with Dekel.

### **Yehoshua Shai Kol, Deputy CEO and Chief Financial Officer**

Mr Kol is the co-founder of Dekel. By profession, Mr Kol is a Chartered Accountant, and has an MBA from Tel Aviv University. Mr Kol worked for 13 years in finance, with significant business & international exposure. Mr Kol is a former employee of KPMG Corporate Finance and Professional Practice. He was also the Financial Director for Europe, Middle East and Africa for an international software company, Director of Finance and Business Development for Yellow Pages Ltd in Israel, during which time he led fund raising and M&A.

### **Lincoln John Moore, Executive Director**

For the past 12 years Mr Moore has been actively involved in establishing and developing oil palm projects in Liberia, Sierra Leone and Côte d'Ivoire. Mr Moore was the former Chief Financial Officer of Sierra Leone Agriculture Ltd until September 2011 and a co-founder and former director of Ragnar Capital Ltd. He has played key roles in raising funding and developing early stage oil palm projects in West Africa. Mr Moore is a Chartered Accountant and former senior manager in the restructuring division of Deloitte.

### **Aristide ("Aris") C. Achy Brou, Non-Executive Director**

Over the last 20 years Aristide has held senior positions in the commodity and derivative trading divisions at Citadel, British Petroleum, JP Morgan and Goldman Sachs. A native of Côte d'Ivoire, Aristide and his family have been involved in rubber plantations and processing operations in the country for over 40 years. Aristide grew up in both France and Côte d'Ivoire and after graduating from the leading aerospace engineering school in France, he moved to the US where he obtained a Master of Science at MIT and received a PhD in Applied Statistics from Johns Hopkins University. Additionally, he holds an MBA from the Wharton Business School, with a focus on Finance and Operational Management of Corporations.



## **PROFESSIONAL ADVISERS**

### **Nominated Adviser and Joint Broker**

WH Ireland Limited  
24 Martin Lane,  
London EC4R 0DR

### **Joint Brokers**

Optiva Securities Limited  
49 Berkeley Square, Mayfair  
London W1J 5AZ

### **Auditor**

Kost Forer Gabbay & Kasierer  
(a member of Ernst & Young Global)  
3 Aminadav St.  
Tel-Aviv 67067  
Israel

### **Solicitors**

Hill Dickinson LLP  
The Broadgate Tower  
20 Primrose Street  
London EC2A 2EW  
United Kingdom

### **Depositary**

Computershare Investor Services PLC  
The Pavilions  
Bridgewater Road  
Bristol BS99 6ZZ  
United Kingdom

### **Registrars**

Cymain Registrars Ltd  
26 Vyronos Avenue  
1096 Nicosia  
Cyprus

## DIRECTORS' REPORT

The Directors present their annual report and the audited Financial Statements for the year ended 31 December 2023.

### Principal Activities

Dekel Public Ltd. is a Cyprus based holding company which owns 100% per cent. of, and is the operator of, Dekel Cote d'Ivoire SA, an oil palm production company established in the Republic of Cote d'Ivoire.

Dekel Public Ltd. also holds a 100% interest in Pearlside Holdings Ltd who through its 100% owned subsidiary Capro CI. which operates a cashew processing operation in the Republic of Cote d'Ivoire.

### Group Results

The Group results are set out later in this report and are stated in thousands Euros. The Group made operating net loss after tax of €4.5 million (2022 – net loss after tax of €1.3 million). The Directors do not recommend the payment of a dividend (2021 - nil).

### Review of the Business

A review of the business for the year is set out in the Chairman's Statement.

### Key Performance Indicators

The Group implemented the following key performance indicators during 2023:

<b>Key Performance Indicator</b>	<b>Budget</b>	<b>Actual</b>
Fresh Fruit Bunches ('FFB') Received	180,000 tn	182,362 tn
Crude Palm Oil ('CPO') Extraction Rate	22.0%	21.4%
CPO Produced	39,600 tn	39,073 tn

### Future Developments

Future Developments are outlined in the Outlook section of the Chairman's Statement.

## Going Concern

The Directors have prepared cash flow forecasts and budgets that show that, for a period of at least twelve months from the date of signing these Financial Statements, the Group expects to have sufficient resources to continue its business. Accordingly, the Directors believe that it is appropriate to prepare the Financial Statements on a going concern basis. See Note 1 for further details.

## Events After the Reporting Period

See note 20 of the accounts.

## Directors' Remuneration

Details of Directors' Remuneration for 2023 and 2022 are set out in the table below.

	<b>Salaries and Fees</b>	<b>Benefits</b>	<b>Bonuses</b>	<b>Total</b>
<i>Executive Directors</i>	€'000	€'000	€'000	€'000
<b>Youval Rasin</b>				
2023	223	26	-	<b>249</b>
2022	182	33	-	<b>215</b>
<b>Shai Kol</b>				
2023	205	27	-	<b>232</b>
2022	183	34	-	<b>217</b>
<b>Lincoln Moore</b>				
2023	120	-	-	<b>120</b>
2022	98	-	-	<b>98</b>
<b>Non Executive Directors</b>				
<b>Andrew Tillery</b>				
2023	28	-	-	<b>28</b>
2022	27	-	-	<b>28</b>
<b>Aristide Achybrou</b>				
2023	28	-	-	<b>28</b>
2022	27	-	-	<b>27</b>

## Directors' Shares and Options

Details of Directors' interests as at 28 June 2024 in share options and warrants are set out in the table below:

Director	Number of Ordinary Shares	Number of Vested Options	Number of Unvested Options
Andrew Tillery	-	1,800,000	-
Youval Rasin	68,406,705	6,933,333	1,566,667
Yehoshua Shai Kol	28,221,861	6,933,333	1,566,667
Lincoln John Moore	7,209,791	6,933,333	1,566,667
Aristide Achy Brou	24,924,324	-	-

## Substantial Shareholding

As at 28 June 2024, the Company had been notified of the following substantial shareholdings in the ordinary share capital:

<b>Directors</b>		
Youval Rasin	68,406,705	12.21%
Shai Kol	28,221,861	5.04%
Aristide Achy Brou	24,924,324	4.45%
Lincoln Moore	7,209,791	1.29%
<b>Over 3%</b>		
Armstrong Investments Ltd	57,750,000	10.31%
Miton Group plc	52,892,394	9.44%
AgDevCo Ltd	41,188,990	7.35%
Biopalm Energy Limited	35,455,111	6.33%
Kilik & Co LLP	21,522,000	3.84%

## **Corporate Governance**

Audit and Remuneration Committees have been established and in each case comprise Andrew Tillery, Aristide Achybrou and Lincoln Moore.

The role of the Remuneration Committee is to review the performance of the executive Directors and to set the scale and structure of their remuneration, including bonus arrangements. The Remuneration Committee also administers and establishes performance targets for the Group's employee share schemes and executive incentive schemes for key management. In exercising this role, the terms of reference of the Remuneration Committee require it to comply with the Code of Best Practice published in the Combined Code.

The Audit Committee is responsible for making recommendations to the Board on the appointment of the auditors and the audit fee, and receives and reviews reports from management and the Company's auditors on the internal control systems in use throughout the Group and its accounting policies.

## **Suppliers' Payment Policy**

It is the Group's policy to agree appropriate terms and conditions for its transactions with suppliers by means ranging from standard terms and conditions to individually negotiated contracts and to pay suppliers according to agreed terms and conditions, provided that the supplier meets those terms and conditions. The Group does not have a standard or code dealing specifically with the payment of suppliers.

Trade payables at the year end all relate to sundry administrative overheads and disclosure of the number of days purchases represented by year end payables is therefore not meaningful.

## **Directors' Indemnities**

In accordance with the Companies (Audit Investigations and Community Enterprise) Act 2004, which came into force on 6 April 2005, the Company has indemnified the Directors against liability to third parties, and undertaken to pay Directors' legal costs as incurred, provided that they are reimbursed to the Company if the individual is convicted.

By Order of the Board



Lincoln Moore, Executive Director

Date: 28 June 2024

## **CHAIRMAN'S STATEMENT ON CORPORATE GOVERNANCE**

### **Introduction**

The Board of Directors of the Company recognises the importance of sound corporate governance and applies The Quoted Companies Alliance Corporate Governance Code (2018) (the 'QCA Code'), which they believe is the most appropriate recognised governance code for a company with shares admitted to trading on the AIM market of the London Stock Exchange. The QCA Code provides the Company with the framework to help ensure that a strong level of governance is maintained, enabling the Company to embed the governance culture that exists within the organisation as part of building a successful and sustainable business for all its stakeholders.

The QCA Code has ten principles of corporate governance that the Company has committed to apply within the foundations of the business. Full details can be found on the company's website: [www.dekelagrivision.com](http://www.dekelagrivision.com).

We have outlined below a short explanation of how the Company applies each of the principles at the time of preparation of this report. The Company will continually reassess and strengthen its policies and associated execution of the aforementioned policies.

### **Principle One**

#### **Establish a strategy and business model which promote long-term value for shareholders**

Dekel is a large-scale palm oil producer that works in close partnership with the communities and authorities in its areas of operation. The establishment of such partnerships enables Dekel to pursue its strategy of building sustainable, inclusive and environmentally sensitive palm oil production centres in the Ivory Coast. Full details are provided on the Company's website.

At the core of our immediate strategy is working to defend and increase our market share of the quantity of FFB from our small holder suppliers and increase the market size of FFB from small holders in our region. To increase market share we apply best practise supplier payment systems and assist our small holders with logistics. This is evident in the 7 logistic centres we have established to ease the transportation burden on small holders delivering FFB to our Mill. We have also implemented both a sustainable fertiliser programme with our small holder farmers and a health care programme.

We are also working hard to apply best in practise environmental processes in our existing operations. An example of this is our effluent treatment plant operation which we understand is one of the only fully compliant system operating in our country of operations. We are also a fully committed member of the Round Table for Sustainable Palm Oil and we are well advanced to full certification.

The falls in CPO prices through 2018 to 2020 (which has currently corrected to materially higher prices),

highlighted a need to further diversify our operations. We therefore commenced the Cashew Operation project applying our small holder business model. The Cashew Operation commenced pilot production in early 2022 and commercial production in early 2023.

Dekel will continue to assess opportunities to diversify its commodity base and in time, the countries it operates to deliver long term sustainable and diversified revenue streams. However, the primary focus for 2024 and 2025 will be to materially improve the operational performance of the Cashew Operation.

## **Principle Two**

### **Seek to understand and meet shareholder needs and expectations**

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders in order to communicate Dekel's strategy and progress and to understand the needs and expectations of shareholders. In 2023 this included monthly Palm Oil Operational updates, quarterly Cashew Operational updates, increased our use of social media (primarily Twitter), regular interviews to explain key announcements and shareholder dial in calls to communicate with our shareholders. See the Dekel website for further details.

## **Principle Three**

### **Take into account wider stakeholder and social responsibilities and their implications for long-term success**

The Group's operations in Côte d'Ivoire to date have created over 300 new jobs at the Palm Oil Operation and over 200 new jobs at the Cashew Operation. It is also expected that our market entry as a reliable sales partner for palm oil and cashew small holders will continue to encourage the improvement of existing farm yields, enhance farmers' income, revitalise the Co-operatives and accelerate the development of social infrastructure in the local community.

Dekel Côte d'Ivoire's activity affects the lives of more than 6,000 families directly and indirectly. Dekel Côte d'Ivoire has completed an Environmental and Social Impact Assessment ("ESIA") which is in line with the International Finance Corporation ("IFC") requirements and Ivorian law. Dekel Côte d'Ivoire is committed to adopt and operate in accordance with the recommendations provided by the ESIA.

The aim of the ESIA report was to satisfy both legal and institutional obligations under the Ivorian environmental protection laws (Arrêté no 00972 du 14 Novembre 2007 relatif à l' application du décret no 96 894 du 8 Novembre 1996), and also comply with the IFC standards on the environment.

Dekel Côte d'Ivoire is a member of the Roundtable of Sustainable Palm Oil ("RSPO"). The RSPO was established in 2004 to promote the production and use of sustainable palm oil. The RSPO is an association created by organisations carrying out activities in and around the entire supply chain for palm oil to promote

the growth and use of sustainable palm oil. The Directors are committed to compliance with its code of conduct where applicable and are well advanced towards full RSPO certification.

#### **Principle Four**

##### **Embed effective risk management, considering both opportunities and threats, throughout the organization**

The Board is responsible for ensuring that procedures are in place and being implemented effectively to identify, evaluate and manage the significant risks faced by the Company. A list of the key operational and business risks is outlined on the Dekel website.

In terms of internal processes, the Company operates pursuant to internally created processes and procedures, ensures all key strategy decisions are reviewed and approved by the Board and operates board committees for both the Audit Committee and Remuneration Committee.

#### **Principle Five**

##### **Maintain the Board as a well-functioning, balanced team led by the Chair**

All of the Directors are subject to election by shareholders at the first Annual General Meeting after their appointment to the Board and will continue to seek re-election at least once every three years. To date in the current financial year, the Directors have a 100% record of attendance at meetings. Directors meet formally and informally both in person and by telephone. The Board is responsible to the shareholders for the proper management of the Group. The Board undertakes the following meeting process:

- Strategy and Budgeting meeting once per year
- Monthly circulation of operational and financial results
- Weekly board update calls

Andrew Tillery and Aristide Achybrou are considered to be Independent Directors (applying the principles on independence set out in Section B.1.1. of the UK Corporate Governance Code published by the Financial Reporting Council).

The Company also recognises that from time to time board changes are appropriate to bring new a fresh review of operations and strategy. In 2020 Aristide Achybrou replaced Bernard Francois as part of this strategy.

#### **Principle Six**

##### **Ensure that between them, the Directors have the necessary up-to-date experience, skills and**



## capabilities

Our multi-disciplinary management team of executives, entrepreneurs and agronomists can call upon more than 30 years of experience in the international agro-industry. Team members have driven the planning, implementation and management of large-scale agricultural and agri-industrial projects across several continents. The Board considers that all of the Directors and Non-Executive Directors are of sufficient competence and calibre to add strength and objectivity to its activities, and bring considerable experience in scientific, operational and financial development of food products and companies. The Board regularly reviews the composition of the Board to ensure that it has the necessary breadth and depth of skills to support the ongoing development of the Company. The Board ensures its knowledge is kept up to date on key issues and developments pertaining to the Company, its operational environment and to the Directors' responsibilities as members of the Board. During the course of the year, Directors receive updates from various external advisers on a number of industry and corporate governance matters.

Audit and Remuneration Committees have been established and in each case comprise Andrew Tillery, Lincoln Moore and Aristide Achybrou. The audit and remuneration committees comprise a majority of non-executives and that they are chaired by non executives.

The role of the Remuneration Committee is to review the performance of the executive Directors and to set the scale and structure of their remuneration, including bonus arrangements. The Remuneration Committee also administers and establishes performance targets for the Group's employee share schemes and executive incentive schemes for key management. In exercising this role, the terms of reference of the Remuneration Committee require it to comply with the Code of Best Practice published in the Combined Code.

The Audit Committee is responsible for making recommendations to the Board on the appointment of the auditors and the audit fee, and receives and reviews reports from management and the Company's auditors on the internal control systems in use throughout the Group and its accounting policies.

The Directors' biographies and details are set out earlier in this report and further information for the Directors is summarised in the table below.

<b>Name</b>	<b>Role</b>	<b>Time</b>	<b>Dekel Shareholder</b>
Andrew Tillery	Non-Executive Chairman	2 days per month	No
Youval Rasin	Chief Executive Office	Full time	Yes
Yehohua Shai Kol	Deputy CEO and Chief Financial Officer	Full time	Yes
Lincoln Moore	Executive Director	Full time	Yes
Aristide Achybrou	Non-Executive Director	2 days per month	Yes

## Principle Seven

### **Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement**

Internal evaluation of the Board, the Committees and individual Directors is undertaken on an annual basis in the form of peer appraisal and discussions to determine the effectiveness and performance against targets and objectives, as well as the Directors' continued independence. As a part of the appraisal the appropriateness and opportunity for continuing professional development whether formal or informal is discussed and assessed.

The Board may utilise the results of the evaluation process when considering the adequacy of the composition of the Board and for succession planning. Succession planning is formally considered by the Board on an annual basis in conjunction with the appraisal process. See principal 5 for 2020 board change implemented.

### **Principle Eight**

#### **Promote a corporate culture that is based on ethical values and behaviours**

The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Company as a whole which in turn will impact Company's performance. The Directors are very aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole and the way that consultants or other representatives behave.

The Board seeks to maintain the highest standards of integrity and probity in the conduct of the Group's operations. These values are enshrined in the written policies and working practices adopted by all employees in the Group. An open culture is encouraged within the Group, with regular communications to staff regarding progress and staff feedback regularly sought. The Executives regularly monitors the Group's cultural environment and seeks to address any concerns than may arise, escalating these to Board level as necessary.

The Group is committed to providing a safe environment for its staff and all other parties for which the Group has a legal or moral responsibility in this area. The Group's health and safety policies and procedures encompass all aspects of the Group's day-to-day operations.

Issues of bribery and corruption are taken seriously. The Company has a zero-tolerance approach to bribery and corruption and has an anti-bribery and corruption policy in place to protect the Company, its employees and those third parties to which the business engages with. The policy is provided to staff upon joining the business and training is provided to ensure that all employees within the business are aware of the importance of preventing bribery and corruption. Each employment contract specifies that the employee will comply with the policies.

There were no issues to note during the 2023 financial year.

### **Principle Nine**

## **Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board**

Ultimate authority for all aspects of the Company's activities rests with the Board, the respective responsibilities of the Chairman and Non-Executive Directors arising as a consequence of delegation by the Board. The Board has adopted appropriate delegations of authority which set out matters which are reserved for the Board. The Chairman is responsible for the effectiveness of the Board as well as primary contact with shareholders.

The Board has overall responsibility for promoting the success of the Group. The Executive Directors have day-to-day responsibility for the operational management of the Group's activities. The Non-executive Directors are responsible for bringing independent and objective judgment to Board decisions.

There is a clear separation of the roles of Chief Executive Officer and Non-executive Chairman. The Chairman is responsible for overseeing the running of the Board, ensuring that no individual or group dominates the Board's decision-making and ensuring the Non-executive Directors are properly briefed on matters. The Chairman has overall responsibility for corporate governance matters in the Group and chairs the Nominations and Corporate Governance Committee. The Chief Executive Officer has the responsibility for implementing the strategy of the Board and managing the day-to-day business activities of the Group. The Company Secretary is responsible for ensuring that Board procedures are followed and applicable rules and regulations are complied with.

The Board has established an Audit Committee and Remuneration Committee with formally delegated duties and responsibilities.

### **Audit Committee**

The Audit Committee comprises three Directors, Andrew Tillery, Lincoln Moore and Aristide Achybrou, and is chaired by Andrew Tillery. The Audit Committee will meet at the time of preparation of the annual and interim accounts of the Company at such other times as the chairman of the Audit Committee shall deem necessary. The Audit Committee receives and reviews reports from management of the Company's auditors relating to the interim and annual accounts and keeps under review the accounting and internal controls which the Company has in place.

### **Remuneration Committee**

The Remuneration Committee comprises three Directors, Andrew Tillery, Lincoln Moore and Aristide Achybrou, and is chaired by Andrew Tillery. The Remuneration Committee will meet at such times as the chairman of the Remuneration Committee or the Board deem necessary. The Remuneration Committee will determine and review (in consultation with the Board) the terms and conditions of service of the executive directors and non-executive directors. The Remuneration Committee will also review the terms and conditions of any proposed share incentive plans, to be approved by the Board and the Company's shareholders.

In setting remuneration packages, the Committee ensured that individual compensation levels, and total board compensation, were comparable with those of other AIM-listed companies where appropriate.

Further details are set out in the Director's Report and notes to the accounts.

## **Principle Ten**

### **Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders**

The Company places a high priority on regular communications with its various stakeholder groups and aims to ensure that all communications concerning the Group's activities are clear, fair and accurate. Full details of how the Company maintains a dialogue with shareholders and other stakeholders is set out on the Company's website and in Principal 2 above.



Andrew Tillery  
Non-Executive Chairman

Date: 28 June 2024

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Group Financial Statements under the International Financial Reporting Standards ('IFRS'). The Financial Statements are required by law to give a true and fair view of the state of affairs of the Group and Company, in addition to the profit or loss of the Group for that period.

In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departure disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis, unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Group and to enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as each of the Directors are aware:

- there is no relevant audit information of which the Group's auditors are unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

## **INDEPENDENT AUDITORS' REPORT**

**To the Shareholders of**

**DEKEL AGRI-VISION PLC.**

### **Opinion**

We have audited the consolidated financial statements of Dekel Agri-Vision PLC. and its subsidiaries ("the Group"), which comprise the consolidated statements of financial position as of 31 December 2023 and 2022, and the related consolidated statements of comprehensive income, changes in equity and cash flows for each of the years then ended, and the related notes (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as of 31 December 2023 and 2022, and the results of its operations and its cash flows for the each of the years then ended in accordance with International Financial Reporting Standards as adopted by the European Union

### **Basis for Opinion**

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Responsibilities of Management for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free of material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain 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. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.



**KOST FORER GABBAY & KASIERER**  
A Member of Ernst & Young Global

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	<u>Note</u>	<u>31 December</u>	
		<u>2023</u>	<u>2022</u>
		<u>Euros in thousands</u>	
<b>ASSETS</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents		209	2,240
Trade receivables		1,571	1,568
Inventory	4	3,037	3,158
Bank deposits - restricted	10	673	679
Other accounts receivable	5	1,017	950
Total current assets		<u>6,507</u>	<u>8,595</u>
<b>NON-CURRENT ASSETS:</b>			
Bank deposits - restricted	10	1,025	850
Property and equipment, net	7	<u>43,084</u>	<u>45,235</u>
Total non-current assets		<u>44,109</u>	<u>46,085</u>
Total assets		<u><u>50,616</u></u>	<u><u>54,680</u></u>




The accompanying notes are an integral part of the consolidated financial statements.



**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	Note	31 December	
		2023	2022
Euros in thousands			
<b>LIABILITIES AND EQUITY</b>			
<b>CURRENT LIABILITIES:</b>			
Short-term loans and current maturities of long-term loans	10b	8,470	5,671
Trade payables		2,795	1,359
Advances from customers		499	346
Other accounts payable	8	3,451	3,852
Total current liabilities		15,215	11,228
<b>NON-CURRENT LIABILITIES:</b>			
Long-term lease liabilities	9	128	128
Accrued severance pay, net		72	127
Loan from shareholder	6	679	630
Long-term loans	10	23,572	27,241
Total non-current liabilities		24,451	28,126
Total liabilities		39,666	39,354
<b>EQUITY:</b>			
Share capital	11	178	177
Additional paid-in capital		40,817	40,736
Accumulated deficit		(23,262)	(18,804)
Capital reserve		2,532	2,532
Capital reserve from transactions with non-controlling interests		(9,315)	(9,315)
Total equity		10,950	15,326
Total liabilities and equity		50,616	54,680

The accompanying notes are an integral part of the consolidated financial statements.

28 June, 2024			
Date of approval of the financial statements	Youval Rasin Director and Chief Executive Officer	Yehoshua Shai Kol Director and Chief Finance Officer	Lincoln John Moore Executive Director

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Note	Year ended 31 December	
		2023	2022
Euros in thousands (except per share amounts)			
Revenues	12	38,299	31,205
Cost of revenues	15a	36,239	26,185
Gross profit		2,060	5,020
General and administrative expenses	15b	3,562	3,845
Operating profit		(1,502)	1,175
Other income		-	103
Finance cost	15c	(2,881)	(2,475)
Income (loss) before taxes on income		(4,383)	(1,197)
Taxes on income	14	(75)	141
Net income (loss) and total comprehensive income (loss)		<u>(4,458)</u>	<u>(1,338)</u>
Attributable to:			
Equity holders of the Company		(4,458)	(833)
Non-controlling interests		-	(505)
Net income (loss) and total comprehensive income (loss)		<u>(4,458)</u>	<u>(1,338)</u>
Net earnings (loss) per share attributable to equity holders of the Company:			
Basic and diluted net earnings (loss) per share	16	<u>(0.01)</u>	<u>0.00</u>

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

	Attributable to equity holders of the Company					Total	Non-controlling interests	Total equity
	Share capital	Additional paid-in capital	Accumulated deficit	Capital reserve	Capital reserve from transactions with non-controlling interests			
Balance as of 1 January 2022	170	39,985	(17,971)	2,532	(8,710)	16,006	329	16,335
Net loss and total comprehensive loss	-	-	(833)	-	-	(833)	(505)	(1,338)
Issue of shares for services provided (Note 11)	-	44	-	-	-	44	-	44
Issue of shares upon acquisition of non-controlling interests (Note 6)	7	707	-	-	(605)	109	176	285
Balance as of 31 December 2022	177	40,736	(18,804)	2,532	(9,315)	15,326	-	15,326
Net loss and total comprehensive loss	-	-	(4,458)	-	-	(4,458)	-	(4,458)
Issue of shares for services provided (Note 11)	1	81	-	-	-	82	-	82
Balance as of 31 December 2023	178	40,817	(23,262)	2,532	(9,315)	10,950	-	10,950

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Year ended</b>	
	<b>31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>Euros in thousands</b>	
<b><u>Cash flows from operating activities:</u></b>		
Net income (loss)	(4,458)	(1,338)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Adjustments to the profit or loss items:		
Depreciation	4,103	1,554
Share based compensation	55	-
Accrued interest on long-term loans and non-current liabilities	3,470	1,421
Change in employee benefit liabilities, net	(55)	(8)
Gain from sale of property and equipment	-	(103)
Changes in asset and liability items:		
Decrease in inventories	121	82
Increase in other accounts receivable	(33)	(531)
Increase in trade payables	1,436	28
Increase (decrease) in advances from customers	153	238
Increase (decrease) in other accounts payable	(374)	1,206
	<u>8,876</u>	<u>3,887</u>
Cash paid during the year for:		
Income taxes	(37)	(135)
Interest	(2,424)	(1,848)
	<u>(2,461)</u>	<u>(1,983)</u>
Net cash provided by (used in) operating activities	<u>1,957</u>	<u>566</u>

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Year ended</b>	
	<b>31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>Euros in thousands</b>	
<u>Cash flows from investing activities:</u>		
Investment in bank deposits	(149)	(433)
Sale of property and equipment	-	206
Purchase of property and equipment	(1,952)	(2,566)
Net cash used in investing activities	(2,101)	(2,793)
<u>Cash flows from financing activities:</u>		
Long-term lease, net	-	(41)
Receipt (repayments) of short-term loans, net	1,367	(1,668)
Receipt of long-term loans	-	10,577
Repayment of long-term loans	(3,254)	(5,995)
Net cash provided by (used in) financing activities	(1,887)	2,873
Increase (decrease) in cash and cash equivalents	(2,031)	645
Cash and cash equivalents at beginning of year	2,240	1,595
Cash and cash equivalents at end of year	209	2,240
<u>Supplemental disclosure of non-cash activities:</u>		
Issuance of shares to director and service providers	27	-
Issuance of shares in consideration for non-controlling interest in Pearlside	-	714

The accompanying notes are an integral part of the consolidated financial information.

## NOTE 1:- GENERAL

- a. Dekel Agri-Vision PLC ("the Company") is a public limited company incorporated in Cyprus on 24 October 2007. The Company's Ordinary shares are admitted for trading on the AIM, a market operated by the London Stock Exchange. The Company is engaged through its subsidiaries in developing and cultivating palm oil plantations in Cote d'Ivoire for the purpose of producing and marketing Crude Palm Oil ("CPO"), as well as constructing a Raw Cashew Nut ("RCN") processing plant, which is currently in the initial production phase. The Company's registered office is in Limassol, Cyprus.
- b. CS DekelOil Siva Ltd. ("DekelOil Siva"), a company incorporated in Cyprus, is a wholly owned subsidiary of the Company. DekelOil CI SA, a subsidiary in Cote d'Ivoire currently held 99.85% by DekelOil Siva, is engaged in developing and cultivating palm oil plantations for the purpose of producing and marketing CPO. DekelOil CI SA constructed and is currently operating its palm oil mill.
- c. Pearlside Holdings Ltd. ("Pearlside"), a company incorporated in Cyprus, is a subsidiary of the Company since December 2020. The Company holds 100% interest since December 2022 (previously 70.7% interest since February 2021). Pearlside has a wholly owned subsidiary in Cote d'Ivoire, Capro CI SA ("Capro"). Capro is currently engaged in the initial production phase of its RCN processing plant in Cote d'Ivoire near the village of Tiabisu (see also Note 11).
- d. DekelOil Consulting Ltd. a company located in Israel and a wholly owned subsidiary of DekelOil Siva, is engaged in providing services to the Company and its subsidiaries.
- e. Going concern:

In 2023 the Company generated a positive cash flow from operations of €2.0 million which is a significant increase as compared to the positive cash flow of €0.5 million in 2022. Palm Oil activity continued to be strong and continued to generate positive operating cash flow, which was offset by the negative operating cash flow from the RCN activity which operated in limited capacity. In recent months some modifications and additions were made, and the operational capacity of the RCN processing plant is expected to increase materially over the coming months. The Group has prepared detailed forecasted cash flows through the end of 2025, which tentatively indicates that the Group may continue to have positive cash flows from its operations. However, the operations of the RCN processing plant are currently subject to technical production difficulties that may not be resolved in the foreseeable future, which may have an adverse effect on future cash flows from operations.

The Group working capital deficiency as of 31 December 2023 increased to €8.7 million from €2.6 million as of 31 December 2022, which is mainly due to the increase in current maturities of long-term loans for which the principal repayment grace period has ended.

## **NOTE 1:- GENERAL (Cont.)**

As described in Note 20, in June 2024 a lender has agreed to postpone the first loan principal instalment in the amount of €900 thousand due in August 2024 by one year, such that the loan will be repayable over 6 months from September 2025. In addition, as described in Note 20, in June 2024 a principal shareholder, and a director, has provided the Company an immediate loan in the amount of €2.3 million and a loan facility in the amount of €900 thousand which facility will be available for withdrawal from 1 December 2024.

Based on the above, the Company's management believes it will have sufficient funds necessary to continue its operations and to meet its obligations as they become due for at least a period of twelve months from the date of approval of the financial statements.

## **NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES**

The following accounting policies have been applied consistently in the financial statements for all periods presented, unless otherwise stated.

### **a. Basis of presentation of the financial statements:**

These financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

The financial statements have been prepared on a cost basis.

The Company has elected to present profit or loss items using the function of expense method.

### **b. Consolidated financial statements:**

The consolidated financial statements comprise the financial statements of companies that are controlled by the Company (subsidiaries). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Potential voting rights are considered when assessing whether an entity has control. The consolidation of the financial statements commences on the date on which control is obtained and ends when such control ceases.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as a change in equity by adjusting the carrying amount of the non-controlling interests with a corresponding adjustment of the equity attributable to equity holders of the Company less / plus the consideration paid or received.

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

d. Functional currency, presentation currency and foreign currency:

The local currency used in Cote d'Ivoire is the West African CFA Franc ("FCFA"), which has a fixed exchange rate with the Euro (Euro 1 = FCFA 655.957). A substantial portion of the Group's revenues and expenses is incurred in or linked to the Euro. The Group obtains debt financing mostly in FCFA linked to Euros and the funds of the Group are held in FCFA. Therefore, the Company's management has determined that the Euro is the currency of the primary economic environment of the Company and its subsidiaries, and thus its functional currency. The presentation currency is Euro.

e. Cash equivalents:

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of acquisition.

f. Financial instruments:

1. Financial assets:

Financial assets are measured upon initial recognition at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets, except for financial assets measured at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

The Company classifies and measures debt instruments in the financial statements based on the following criteria:

- The Company's business model for managing financial assets; and
- The contractual cash flow terms of the financial asset.



## NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

- a) Debt instruments are measured at amortized cost when:

The Company's business model is to hold the financial assets in order to collect their contractual cash flows, and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial recognition, the instruments in this category are measured according to their terms at amortized cost using the effective interest rate method, less any provision for impairment.

- b) Equity instruments and other financial assets held for trading:

Investments in equity instruments do not meet the above criteria and accordingly are measured at fair value through profit or loss.

Other financial assets held for trading, including derivatives, are measured at fair value through profit or loss unless they are designated as effective hedging instruments.

Dividends from investments in equity instruments are recognized in profit or loss when the right to receive the dividends is established.

2. Impairment of financial assets:

The Company evaluates at the end of each reporting period the loss allowance for financial debt instruments which are not measured at fair value through profit or loss.

The Company has short-term financial assets such as trade receivables in respect of which the Company applies a simplified approach and measures the loss allowance in an amount equal to the lifetime expected credit losses. An impairment loss on debt instruments measured at amortized cost is recognized in profit or loss with a corresponding loss allowance that is offset from the carrying amount of the financial asset.

As of 31 December 2023 and 2022, there were no past-due trade receivables.

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

3. Financial liabilities:

Financial liabilities measured at amortized cost:

Financial liabilities are initially recognized at fair value less transaction costs that are directly attributable to the issue of the financial liability.

After initial recognition, the Company measures all financial liabilities at amortized cost using the effective interest rate method.

g. Borrowing costs:

The Group capitalizes borrowing costs that are attributable to the acquisition, construction, or production of qualifying assets which necessarily take a substantial period of time to get ready for their intended use or sale.

The capitalization of borrowing costs commences when expenditures for the asset are incurred, the activities to prepare the asset are in progress and borrowing costs are incurred and ceases when substantially all the activities to prepare the qualifying asset for its intended use or sale are complete. The amount of borrowing costs capitalized in a reporting period includes specific borrowing costs and general borrowing costs based on a weighted capitalization rate.

h. Leases:

The Company accounts for a contract as a lease when the contract terms convey the right to control the use of an identified asset for a period of time in exchange for consideration.

## NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

### *The Group as a lessee:*

For leases in which the Company is the lessee, the Company recognizes on the commencement date of the lease a right-of-use asset and a lease liability, excluding leases whose term is up to 12 months and leases for which the underlying asset is of low value. For these excluded leases, the Company has elected to recognize the lease payments as an expense in profit or loss on a straight-line basis over the lease term. In measuring the lease liability, the Company has elected to apply the practical expedient in the Standard and does not separate the lease components from the non-lease components (such as management and maintenance services, etc.) included in a single contract.

On the commencement date, the lease liability includes all unpaid lease payments discounted at the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate. After the commencement date, the Group measures the lease liability using the effective interest rate method.

On the commencement date, the right-of-use asset is recognized in an amount equal to the lease liability plus lease payments already made on or before the commencement date and initial direct costs incurred. The right-of-use asset is measured applying the cost model and depreciated over the shorter of its useful life or the lease term.

Following are the periods of depreciation of the right-of-use assets by class of underlying asset:

	<u>Years</u>
Land	99

The Group tests for impairment of the right-of-use asset whenever there are indications of impairment pursuant to the provisions of IAS 36.

i. Biological assets:

Biological assets of the Company are fresh fruit bunches (FFB) that grow on palm oil trees. The period of biological transformation of FFB from blossom to harvest and then conversion to inventory and sale is relatively short (about 2 months). Accordingly, any changes in fair value at each reporting date are generally immaterial.

j. Property and equipment:

Property and equipment are stated at cost, net of accumulated depreciation. Palm oil trees before maturity are measured at accumulated cost, and depreciation commences upon reaching maturity.

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

Depreciation is calculated by the straight-line method over the estimated useful lives of the assets at the following annual rates:

	<u>%</u>
Extraction mill	2.5
Palm oil plantations	3.33
Computers and peripheral equipment	33
Equipment and furniture	15 – 20
RCN processing mill	20
Motor vehicles	25
Agriculture equipment	15

The useful life, depreciation method and residual value of an asset are reviewed at least each year-end and any changes are accounted for prospectively as a change in accounting estimate. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized.

k. Impairment of non-financial assets:

The Company evaluates the need to record an impairment of non-financial assets whenever events or changes in circumstances indicate that the carrying amount is not recoverable.

If the carrying amount of non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value less costs of sale and value in use. In measuring value in use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

l. Revenue recognition:

Revenue from contracts with customers is recognized when the control over the services is transferred to the customer. The transaction price is the amount of the consideration that is expected to be received based on the contract terms.

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

*Revenue from the sale of goods:*

Revenue from sale of goods is recognized in profit or loss at the point in time when the control of the goods is transferred to the customer, generally upon delivery of the goods to the customer.

*Contract balances:*

Amounts received from customers in advance of performance by the Company are recorded as contract liabilities/advance payments from customers and recognized as revenue in profit or loss when the work is performed. For all years presented in these financial statements, such advances were recognized as revenues in the year subsequent to their receipt.

m. Inventories:

Inventories are measured at the lower of cost and net realizable value. The cost of inventories comprises costs of purchase and costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale. The Company periodically evaluates the condition and age of inventories and makes provisions for slow moving inventories accordingly.

Cost of finished goods inventories is determined on the basis of average costs including materials, labor and other direct and indirect manufacturing costs based on normal capacity.

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):**

n. Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the assumption that the transaction will take place in the asset's or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities measured at fair value or for which fair value is disclosed are categorized into levels within the fair value hierarchy based on the lowest level input that is significant to the entire fair value measurement:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - inputs other than quoted prices included within Level 1 that are observable either directly or indirectly.
- Level 3 - inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

- o. Share-based payment transactions:

*Equity-settled transactions:*

The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date on which they are granted. The fair value is determined using an acceptable option model.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

- p. Taxes on income:

Current or deferred taxes are recognized in profit or loss, except to the extent that they relate to items which are recognized in other comprehensive income or equity.

1. Current taxes:

The current tax liability is measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period as well as adjustments required in connection with the tax liability in respect of previous years.

2. Deferred taxes:

Deferred taxes are computed in respect of temporary differences between the carrying amounts in the financial statements and the amounts attributed for tax purposes.

Deferred taxes are measured at the tax rate that is expected to apply when the asset is realized or the liability is settled, based on tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is not probable that they will be utilized. Temporary differences for which deferred tax assets had not been recognized are reviewed at each reporting date and a respective deferred tax asset is recognized to the extent that their utilization is probable.

## NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Taxes that would apply in the event of the disposal of investments in investees have not been taken into account in computing deferred taxes, as long as the disposal of the investments in investees is not probable in the foreseeable future.

Also, deferred taxes that would apply in the event of distribution of earnings by investees as dividends have not been taken into account in computing deferred taxes, since the distribution of dividends does not involve an additional tax liability or since it is the Company's policy not to initiate distribution of dividends from a subsidiary that would trigger an additional tax liability.

- q. Significant accounting estimates and assumptions used in the preparation of the financial statements:

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. Changes in accounting estimates are reported in the period of the change in estimate.

- r. Changes in accounting policies - initial application of new financial reporting and accounting standards and amendments to existing financial reporting and accounting standards:

Amendment to IAS 8, "Accounting Policies, Changes to Accounting Estimates and Errors":

In February 2021, the IASB issued an amendment to IAS 8, "Accounting Policies, Changes to Accounting Estimates and Errors" ("the Amendment"), in which it introduces a new definition of "accounting estimates".

Accounting estimates are defined as "monetary amounts in financial statements that are subject to measurement uncertainty". The Amendment clarifies the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors.

The Amendment is applied prospectively for annual reporting periods beginning on January 1, 2023 and is applicable to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The application of the Amendment did not have a material impact on the Company's consolidated financial statements.

2. Amendment to IAS 1, "Disclosure of Accounting Policies":

In February 2021, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" ("the Amendment"), which replaces the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. One of the main reasons for the Amendment



is the absence of a definition of the term 'significant' in IFRS whereas the term 'material' is defined in several standards and particularly in IAS 1.

The Amendment is applicable for annual periods beginning on January 1, 2023.

The application of the above Amendment had an effect on the disclosures of the Company's accounting policies, but did not affect the measurement, recognition or presentation of any items in the Company's consolidated financial statements.

### **NOTE 3:- DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION**

a. Amendment to IAS 1, "Presentation of Financial Statements":

In January 2020, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" regarding the criteria for determining the classification of liabilities as current or non-current ("the Original Amendment"). In October 2022, the IASB issued a subsequent amendment ("the Subsequent Amendment").

According to the Subsequent Amendment:

Only covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or non-current.

An entity should provide disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months from the reporting date. This disclosure is required to include information about the covenants and the related liabilities. The disclosures must include information about the nature of the future covenants and when compliance is applicable, as well as the carrying amount of the related liabilities. The purpose of this information is to allow users to understand the nature of the future covenants and to assess the risk that a liability classified as non-current could become repayable within twelve months. Furthermore, if facts and circumstances indicate that an entity may have difficulty in complying with such covenants, those facts and circumstances should be disclosed.

According to the Original Amendment, the conversion option of a liability affects the classification of the entire liability as current or non-current unless the conversion component is an equity instrument.

The Original Amendment and Subsequent Amendment are both effective for annual periods beginning on or after 1 January 2024 and must be applied retrospectively. Early application is permitted.

The Company is evaluating the possible impact of the Amendment on its current loan agreements.

b. IFRS 18, "Presentation and Disclosure in Financial Statements":

In April 2024, the International Accounting Standards Board ("the IASB") issued IFRS 18, "Presentation and Disclosure in Financial Statements" ("IFRS 18") which replaces IAS 1, "Presentation of Financial Statements".

IFRS 18 is aimed at improving comparability and transparency of communication in financial statements.

IFRS 18 retains certain existing requirements of IAS 1 and introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information. IFRS 18 does not modify the recognition and measurement provisions of items in the financial statements. However, since items within the statement of profit or loss must be classified into one of five categories (operating, investing, financing, taxes on income and discontinued operations), it may change the entity's operating profit. Moreover, the publication of IFRS 18 resulted in consequential narrow scope amendments to other accounting standards, including IAS 7, "Statement of Cash Flows", and IAS 34, "Interim Financial Reporting".

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, and is to be applied retrospectively. Early adoption is permitted but will need to be disclosed.

The Company is evaluating the effects of IFRS 18, including the effects of the consequential amendments to other accounting standards, on its consolidated financial statements.

**NOTE 4:- INVENTORY**

	31 December	
	2023	2022
	Euros in thousands	
Raw cashew nuts	1,022	1,248
Spare parts, tools and materials	1,367	986
Kernel cashew nuts	300	350
Palm oil mill final products	291	334
Plants	57	240
	<u>3,037</u>	<u>3,158</u>

**NOTE 5:- OTHER ACCOUNTS RECEIVABLE**

	31 December	
	2023	2022
	Euros in thousands	
Advance payment to suppliers and prepaid expenses	885	904
Loans to employees	50	38
Government authorities (VAT)	6	5
Other receivables	76	3
	<u>1,017</u>	<u>950</u>

**NOTE 6:- INVESTMENT IN PEARLSIDE HOLDINGS LTD.**

As described in Note 1c, Pearlside Holdings Ltd. ("Pearlside") is a subsidiary of the Company. As of 1 January 2022, the Company had a 70.7% equity interest in Pearlside.

On 30 December 2022, the Company signed an agreement to purchase the remaining 29.3% held by the non-controlling interests by way of issuing 19,968,701 Ordinary shares of the Company. Based on the market price of the Company's shares on the date of the purchase, the total fair value of the shares amounts to €714 thousand.

Following this acquisition, the Company holds 100% of Pearlside.

Concurrently, it was agreed that the loan in the amount of €915 thousand provided by the non-controlling interests, would only be repaid from the available cash flow from Pearlside, as to be determined in the sole discretion of the board of directors of Pearlside. The Company believes that no repayments of the loan will be made prior to 1 January 2025, and accordingly, the loan has been classified as a non-current loan from a shareholder. As the loan bears no interest, the fair value of the loan in the amount of €630 thousand was calculated based on the present value of estimated future repayments discounted using the prevailing market rate of interest (7.75%) for a similar type of loan.

**NOTE 6:- INVESTMENT IN PEARLSIDE HOLDINGS LTD. (Cont.)**

Of the total fair value of the shares issued in the amount of €714 thousand, €285 thousand is attributed to the difference (discount) between the nominal amount of the loan from the shareholder and the fair value of the loan. The aggregation of remaining portion of the fair value (€429 thousand) and the negative carrying amount (€176 thousand) of the non-controlling interests, in the amount of €605 thousand, has been recorded as a charge to “capital reserve from transactions with non-controlling interests” in equity.

**NOTE 7:- PROPERTY AND EQUIPMENT, NET**

Composition and movement:

	Computers and peripheral equipment	Equipment and furniture	Motor vehicles	Agriculture equipment	Extraction mill and land	Palm oil plantations	Cashew processing mill under construction and land	Total
	Euros in thousands							
Cost:								
Balance as of 1 January, 2022	369	559	2,126	490	26,528	7,632	15,212	52,916
Additions during the year	22	302	482	292	105	-	1,797	3,000
Disposals during the year	-	-	(352)	-	(57)	-	-	(409)
Balance as of 31 December, 2022	391	861	2,256	782	26,576	7,632	17,009	55,507
Additions during the year	18	-	245	-	48	1,386	225	1,952
Disposals during the year	-	-	(68)	-	-	-	-	(68)
Balance as of 31 December, 2023	409	861	2,433	782	26,624	9,018	17,264	57,391
Accumulated depreciation:								
Balance as of 1 January 2022	208	114	1,033	435	5,430	1,804	-	9,024
Depreciation	55	88	281	68	737	320	5	1,554
Disposals during the year	-	-	(306)	-	-	-	-	(306)
Balance as of 31 December 2022	263	202	1,008	503	6,167	2,124	5	10,272
Depreciation	56	95	355	41	846	355	2,355	4,103
Disposals during the year	-	-	(68)	-	-	-	-	(68)
Balance as of 31 December 2023	319	297	1,295	544	7,013	2,479	2,360	14,307
Depreciated cost at 31 December 2023	90	564	1,138	238	19,611	6,539	14,904	43,084
Depreciated cost at 31 December 2022	128	659	1,249	278	20,409	5,508	17,004	45,235

Substantially all property and equipment are located in Coite d'Ivoire.

**NOTE 8:- OTHER ACCOUNTS PAYABLE**

	<b>31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>Euros in thousands</b>	
Employees and payroll accruals	641	1,015
VAT payable	231	467
Other accounts payable and accrued expenses	2,579	2,370
	<u>3,451</u>	<u>3,852</u>

**NOTE 9:- RIGHT-OF-USE ASSETS AND LEASE LIABILITIES**

On 24 June 2008, DekelOil CI SA signed a lease agreement for 42 hectares near the village of Ayenouan, Cote d'Ivoire. The agreement is with the village of Adao and the people occupying the land in Ayenouan. The lease is for 90 years and the payment for the lease is FCFA 3,000,000 (app. €4,573) per annum.

A subsidiary signed a lease agreement with the government authorities for 6 hectares near the village of Tiabissuo, Cote d'Ivoire. The agreement is for a lease of 99 years with an annual lease payment of 6 million FCFA (app. €9,146)

The right-of-use assets in respect of the above leases are included in Property and Equipment (Note 7). The balance of the lease liabilities at 31 December 2023 amounted to €128 (2022 - €128).

**NOTE 10:- LOANS**

a. Long-term loans:

	<b>Currency</b>	<b>Interest 31 December 2023</b>	<b>31 December</b>	
			<b>2023</b>	<b>2022</b>
			<b>Euros in thousands</b>	
SOGEBOURSE		8.4%		
(c.1)	In FCFA		931	2,750
SIB (c.2)	In FCFA	6.85%	-	124
AgDevCo (c.3)	In Euro	7%	3,600	3,600
BGFI (c.4)	In FCFA	7.5%	462	711
BIDC (c.5)	In FCFA	7.25%	4,350	4,573
NSIA (c.6)	In FCFA	8.5%	1,833	2,287
NSIA (c.7)	In FCFA	7.75%	635	762
BGFI (c.8)	In FCFA	7.75%	1,174	1,441
HUDSON (c.9)	In FCFA	7.5%	15,138	15,138
Poalim (c.10)	In NIS	4.2%	57	76
Mizrachi (c.10)	In NIS	4.2%	50	72
			<u>28,280</u>	<u>31,534</u>
Total loans				
			<u>(4,708)</u>	<u>(4,293)</u>
Less - current				

maturities

<u>23,572</u>	<u>27,241</u>
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b. Short-term loans and current maturities:

	<b>31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>Euros in thousands</b>	
Bank credit line (c.11)	3,762	1,378
Current maturities - per a. above	<u>4,708</u>	<u>4,293</u>
	<u>8,470</u>	<u>5,671</u>

c. 1. In September 2016 DekelOil CI SA signed a long-term financing facility agreement with a consortium of institutional investors arranged by SOGEBOURSE for a long-term loan of up to FCFA 10 billion (approximately €15.2 million). Of this amount, FCFA 5.5 billion (approximately €8.4 million) was utilized to refinance the West Africa Development Bank ("BOAD") loan. The loan is repayable over 7 years in fourteen semi annual payments and bears interest at a rate of 6.85% per annum.

On 22 October 2016 SOGEBOURSE transferred the funds and the BOAD loan was repaid in full.

On 1 February 2018 the DekelOil CI SA drew down a second tranche of FCFA 2.8 billion (€4.34 million) from its FCFA 10 billion (€15.2 million) long-term Syndicated Loan Facility with Sogebourse CI. On the same terms as the first tranche. Part of the funds were used to repay a short-term loan in the amount of €1,524 thousand and a long-term loan in the amount of €497 thousand.

2. In October 2018 DekelOil CI SA signed a loan agreement with Societe Ivoirienne de Banque ("SIB") for FCFA 400 million (approximately €610 thousand). The loan is for 5 years and bears interest at a rate of 8.2% per annum. One of the boilers in the CPO extraction mill serves as a security for the loan. The loan was repaid in 2023.

3. In July 2019 DekelOil CI SA signed an agreement with AgDevCo Limited ("AgDevCo"), a leading African agriculture sector impact investor for a €7.2 million loan for a term of 10 years, 4 years of principal grace and 6 years of repayment, with a gross interest rate of 7.5% per annum, variable and based on 12-month Euro Short Term Rate published by the European Central Bank (which replaced the Euro Libor used previously) plus a pre-defined spread, and collared with a minimum rate of 6% per annum and a maximum rate of 9% per annum. In August 2022 DekelOil CI SA repaid €3.6 million out of the €7.2 million. Following this repayment, it was agreed that the interest will be fixed at 7% per annum, and that the remaining loan will be paid in 4 equal annual instalments starting in July 2024. It was also agreed that all financial covenants were canceled. The fixed assets of DekelOil CI SA serves as a security for this loan.

## NOTE 10:- LOANS (Cont.)

4. On 7 July 2020 DekelOil CI SA signed a loan agreement with Banque Gabonaise Francaise International (“BGFI”) for FCFA 800 million (approximately €1,220 thousand). The loan is for 5 years and bears interest at a rate of 7.25% per annum.
5. On 16 March 2016 Capro CI SA signed a loan agreement with the Bank of Investment and Development of CEDEAO (“EBID”) according to which EBID agreed to grant Capro CI SA a facility of 3,000 million FCFA (€4,573 thousand). During 2022 Capro CI SA made the last withdrawal under this loan agreement of the amount of €520.

The EBID loan shall bear interest at a rate of 8.5% per annum. The loan has a tenure of seven years and shall be repaid in 20 quarterly installments over five years, commencing after a grace period on principal payments of two years. Principal payments start in January 2022. According to the loan agreement as a security for this loan there is a lien over the equipment of Capro CI SA and an amount of €97 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

6. In 2018 Capro CI SA signed a loan agreement with NSIA bank, Togo (“NSIA Togo”) according to which NSIA Togo agreed to grant Capro CI SA a facility of 1,500 million FCFA (€2,278 thousand).

NSIA Togo loan shall bear interest at a rate of 7.25% per annum. The loan has a tenure of seven years and shall be repaid in 20 quarterly installments over five years, commencing after a grace period on principal payments of two years from the first withdrawal made on 20 February 2020. As a security for this loan there is a lien over the equipment of Capro CI SA and an amount of €49 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

7. On 30 March 2020 Capro CI SA signed a loan agreement with NSIA bank Cote d’Ivoire (“NSIA”) according to which NSIA agreed to grant Capro CI SA a facility of 500 million FCFA (€762 thousand).

NSIA loan shall bear interest at a rate of 7.25% per annum. The loan is for two years with one year grace period on principal payments. The loan was fully repaid in 2022.

In August 2022 Capro CI SA signed a new loan agreement with NSIA for the same amount. The loan will bear interest at a rate of 7.75%. The loan is for two years with one year grace period on principal payments.

8. On 3 February 2020 Capro CI SA signed a loan agreement with Banque Gabonaise Francaise International (“BGFI”) for FCFA 1,000 million (approximately €1,542 thousand). The loan shall bear interest at a rate of 7.5% per annum. The loan has a tenure of seven years and shall be repaid in monthly installments over five years, commencing after a grace period on principal payments of two years from the first withdrawal made in September 2020. According to the loan agreement as a security for this loan an amount of €114 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

## NOTE 10:- LOANS (Cont.)

9. On 25 January 2021 DekelOil CI SA signed an agreement with Hudson for issuance of a long-term bond of up to 10,000 million FCFA (€15.2 million). The first tranche of 3,930 million FCFA (€6 million) was received on 27 January 2021, and the second tranche of 6 billion FCFA (€9.1 million) was received on 24 July 2022. The bond is for 7 years with a 3-year grace for principal repayments. The first tranche of the bond bears annual interest of 7.75% and the second tranche of the bond bears annual interest of 7.25%. According to the agreement DekelOil CI SA accumulates the funds for each payment prior to each payment by a monthly payment to be made for that purpose to a designated deposit account. In addition, a fixed amount has been deposited in a separate bank account. As of 31 December 2023, the current deposit amounts to €661 thousand (2022 - €649 thousand) and the non-current deposit amounts to €763 thousand (€588 thousand), respectively.
10. In August and in October 2022 a subsidiary of the Company signed two loan agreements for two vehicles in the amount of €148 thousand (denominated in NIS). The loan is for 5 years with annual interest of 4.2% which is linked to the prime interest rate in Israel.
11. The Company has a line of credit of €3.5 million from various banks in Cote d'Ivoire. The lines of credit are revolving annually and bear an annual interest rate of 7.75%.

## NOTE 11:- EQUITY

- a. Composition of share capital:

	<u>Authorized</u>		<u>Issued and outstanding</u>	
	<u>31 December</u>		<u>31 December</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>Number of shares</u>			
Ordinary shares of €0.0003367 par value each	<u>1,000,000,000</u>	<u>1,000,000,000</u>	<u>559,404,153</u>	<u>557,373,476</u>

Each Ordinary share confers upon its holder voting rights, the right to receive cash and share dividends, and the right to share in excess assets upon liquidation of the Company.

Commencing from December 2019, pursuant to his remuneration contract, the General Manager of the company's subsidiary, shall be issued 400,000 Ordinary Shares per year at par value over the next 3 years, vesting on a monthly basis. The fair value of the Ordinary shares to be issued at the date of grant amounts to €34 thousand. As of 31 December 2023, all 1,200,000 Ordinary shares were issued.



## NOTE 11:- EQUITY (Cont.)

In 2022 the Company issued 645,037 ordinary shares to certain brokers and suppliers in consideration for services provided and issued 496,169 ordinary shares to a director as a remuneration for his services. The fair value of the shares issued amounting to €44 thousand was recorded in general and administrative expenses.

See Note 6 for details of issuance of 19,968,701 Ordinary shares valued at €714 thousand (based on the market price of the shares) upon acquisition of non-controlling interest in Pearlside.

In 2023 the Company issued 867,800 ordinary shares to certain brokers and suppliers in consideration for services provided and issued 1,162,877 ordinary shares to a director as a remuneration for his services. The fair value of the shares issued amounting to €82 thousand was recorded in general and administrative expenses.

### b. Share option plan:

As of 31 December 2023 and 2022 there are 35,522,314 options outstanding to purchase Ordinary shares at a weighted average exercise price of €0.033.

There are 5,866,667 options outstanding with a weighted average exercise price of €0.023 that may only be exercised if at any point following the date of grant, the 30-day Volume Weighted Average Price of the Ordinary Shares achieves a price per share equal to or exceeding 6.0 pence. This condition has not been met as of 31 December 2023.

Accordingly, as of 31 December 2023 and 2022 there are 29,655,647 options that are exercisable at a weighted average exercise price of €0.035.

During 2023 and 2022, no options were granted, exercised, forfeited or expired.

### c. Capital reserve:

The capital reserve comprises the contribution to equity of the Company by the controlling shareholders.

## NOTE 12:- REVENUES

- a. Substantially all the revenues are derived from the sales of Palm Oil, Palm Kernel Oil and Palm Kernel Cake in Cote d'Ivoire, see also Note 19.
- b. Major customers:

	Year ended 31 December	
	2023	2022
	Euros in thousands	
Revenues from major customers which each account for 10% or more of total revenues reported in the financial statements:		
Customer A	15,170	9,403
Customer B	6,124	8,811
Customer C	5,515	-
Customer D	3,952	-

## NOTE 13:- FAIR VALUE MEASUREMENT

The fair value of accounts and other receivables, loans, and trade and other payables approximates their carrying amount due to their short-term maturities. The fair value of long-term loans with a carrying amount of €28,280 thousands and €31,534 thousands (including current maturities) as of 31 December, 2023 and 2022, respectively, approximates their fair value (level 3 of the fair value hierarchy).

## NOTE 14:- INCOME TAXES

- a. Tax rates applicable to the income of the Company and its subsidiaries:

The Company and its subsidiaries, CS DekelOil Siva Ltd. and Pearlside Holdings Ltd., were incorporated in Cyprus and are taxed according to Cyprus tax laws. The statutory tax rate is 12.5%.

The carryforward losses (which may be carried forward indefinitely) of the Company are approx. €43 thousand of CS DekelOil Siva Ltd. are approximately €20 thousand, and of Pearlside are approximately €16 thousand.

The subsidiary, DekelOil CI SA, was incorporated in Cote d'Ivoire and is taxed according to Cote d'Ivoire tax laws. Based on its investment plan, DekelOil CI SA received a full tax exemption from local income tax, "Tax on Industrial and Commercial profits," for the thirteen years starting 1 January 2014, 50% tax exemption for the fourteenth year and 25% tax exemption for the fifteenth year.

The tax exemptions were conditional upon meeting the terms of the investment plan, which the Group has met.

**NOTE 14:- INCOME TAXES (Cont.)**

The subsidiary, Capro CI SA, was incorporated in Cote d'Ivoire and is taxed according to Cote d'Ivoire tax laws. Based on its investment plan, Capro CI SA received a full tax exemption from local income tax, "Tax on Industrial and Commercial profits," for the thirteen years starting from commencement of production, 50% tax exemption for the fourteenth year and 25% tax exemption for the fifteenth year.

The tax exemptions were conditional upon meeting the terms of the investment plan, which the Group has met.

The subsidiary DekelOil Consulting Ltd. was incorporated in Israel and is taxed according to Israeli tax laws.

b. Tax assessments:

The Company's subsidiaries, DekelOil CI SA and Capro CI SA received a final tax assessment through 2021.

As of 31 December 2023, the Company had not yet received final tax assessments. For DekelOil Consulting Ltd. the tax assessment prior to 2015 is deemed to be final.

c. The tax expense during the year ended 31 December, 2023, relates to tax of the Company's subsidiaries DekelOil CI SA and DekelOil Consulting Ltd.

**NOTE 15:- SUPPLEMENTARY INFORMATION TO THE STATEMENT OF COMPREHENSIVE INCOME**

	<b>Year ended 31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>Euros in thousands</b>	
a. Cost of revenues:		
Cost of fruit	25,454	19,072
Maintenance and other operating costs	3,594	3,092
Salaries and related benefits	2,326	1,788
Depreciation	3,947	1,304
Cultivation and nursery costs	510	717
Vehicles	408	212
	<b>36,239</b>	<b>26,185</b>

**NOTE 15:- SUPPLEMENTARY INFORMATION TO THE STATEMENT OF COMPREHENSIVE INCOME (Cont.)**

	<b>Year ended 31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>Euros in thousands</b>	
b. General and administrative expenses:		
Salaries and related benefits	2,044	1,741
Subcontractors	97	515
Legal, accounting, and professional fees	336	274
Depreciation	156	250
Office expenses	204	182
Travel expenses	153	167
Vehicle maintenance	160	148
Insurance	90	111
Brokerage and nominated advisor fees	69	56
Other	253	401
	<u>3,562</u>	<u>3,845</u>
c. Finance cost:		
Interest on loans	2,230	1,675(*)
Bank fees	645	638
Exchange rate differences	6	162
	<u>2,881</u>	<u>2,475</u>

\*) Net of interest capitalized of €434 thousand

**NOTE 16:- INCOME (LOSS) PER SHARE**

The following reflects the income (loss) and share data used in the basic and diluted earnings per share computations:

	<b>Year ended 31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>Euros in thousands</b>	
Net income (loss) attributable to equity holders of the Company	<u>(4,458)</u>	<u>(833)</u>
Weighted average number of Ordinary shares used for computation of:		
Basic earnings (loss) per share	<u>558,623,932</u>	<u>537,209,718</u>
Diluted earnings (loss) per share	<u>558,623,932</u>	<u>537,209,718</u>

In 2023 and 2022, share options are excluded from the calculation of diluted loss per share as their effect is antidilutive.

## NOTE 17:- BALANCES AND TRANSACTIONS WITH RELATED PARTIES

a. Balances:

	31 December	
	2023	2022
	Euros in thousands	
Current:		
Other accounts payable	173	286
Non-current:		
Loan from shareholder (see Note 6)	679	630

b. Compensation of key management personnel of the Company:

	Year ended 31 December	
	2023	2022
	Euros in thousands	
Short-term employee benefits	933	820

c. Significant agreements with related parties:

1. In February 2008, DekelOil Consulting Limited ("Consulting") signed an employment agreement with a shareholder, who is a director of the Company, the CEO of the Company and the chairman of the Board of Directors of DekelOil CI SA. Under the employment agreement, the CEO is entitled to a monthly salary of €20,000 per month. The agreement is terminable by the Company with 24 months' notice. The total annual salary, social benefits, bonuses and management fee paid to the CEO during 2023 and 2022 was approximately €249 thousand and €239 thousand, respectively.
2. In March 2008, DekelOil Consulting Limited signed an employment agreement with a shareholder, who is a director of the Company, its Deputy CEO and Chief Financial Officer. The agreement was amended on 11 July 2014, by the board of the subsidiary to reflect the same salary terms as those of the CEO described in c (1) above. The total annual salary and social benefits paid to the employee during 2023 and 2022 was approximately €232 thousand and €239 thousand, respectively.

## NOTE 18:- FINANCIAL INSTRUMENTS

### a. Classification of financial liabilities:

The financial liabilities in the statement of financial position are classified by groups of financial instruments pursuant to IFRS 9:

	<b>31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>Euros in thousands</b>	
Financial liabilities measured at amortized cost:		
Trade and other payables	2,795	5,211
Short-term loans	5,125	1,378
Long-term lease liabilities	128	128
Loan from shareholder	679	630
Long-term loans (including current maturities)	<u>28,280</u>	<u>31,534</u>
<b>Total</b>	<b><u>37,007</u></b>	<b><u>38,881</u></b>

### b. Financial risks factors:

The Group's activities expose it to market risk (foreign exchange risk).

#### *Foreign exchange risk:*

The Company is exposed to foreign exchange risk resulting from the exposure to different currencies, mainly, NIS and GBP. Since the FCFA is fixed to the Euro, the Group is not exposed to foreign exchange risk in respect of the FCFA. As of 31 December 2023, the foreign exchange risk is immaterial.

#### *Liquidity risk:*

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments (including interest payments):

### 31 December 2023

	<b>Less than one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
	<b>Euros in thousands</b>						
Long-term loans (1)	5,956	7,189	8,863	6,784	4,639	2,342	35,773
Loan from shareholder					915		915
Short-term loan	5,125						5,125
Trade payables and other accounts payable	6,249						6,249
Long-term lease liabilities	<u>15</u>	<u>15</u>	<u>15</u>	<u>15</u>	<u>15</u>	<u>1,344</u>	<u>1,419</u>
	<b><u>17,342</u></b>	<b><u>7,204</u></b>	<b><u>8,878</u></b>	<b><u>6,799</u></b>	<b><u>4,654</u></b>	<b><u>4,601</u></b>	<b><u>48,479</u></b>

**NOTE 18:- FINANCIAL INSTRUMENTS (Cont.)**

**31 December 2022**

	<b>Less than one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
<b>Euros in thousands</b>							
Long-term loans (1)	6,519	6,942	6,487	7,931	5,423	3,262	36,564
Loan from shareholder	-	-	-	-	-	915	915
Short-term loan	1,378	-	-	-	-	-	1,378
Trade payables and other accounts payable	5,211	-	-	-	-	-	5,211
Long-term lease liabilities	44	44	44	44	34	1,350	1,559
	<u>13,152</u>	<u>6,986</u>	<u>6,531</u>	<u>7,975</u>	<u>5,457</u>	<u>5,527</u>	<u>45,627</u>

Movement in financial liabilities:

	<b>Short term loans</b>	<b>Long term loans (1)</b>	<b>Lease liabilities</b>	<b>Loan from non- controlling interest (2)</b>	<b>Total</b>
<b>Euros in thousands</b>					
Balance as of 1 January 2021	3,040	26,943	169	915	31,067
Receipt of short-term loan	1,378	-	-	-	1,378
Receipt of long-term loan	-	4,591	-	-	4,591
Repayment of long-term lease	-	-	(41)	-	(41)
Repayment of loans	(3,040)	-	-	-	(3,040)
Loan discount (2)	-	-	-	(285)	(285)
Balance as of 31 December 2022	1,378	31,534	128	630	33,670
Receipt of short-term loan	5,125	-	-	-	5,125
Receipt of long-term loan	-	-	-	-	-
Repayment of loans	(1,378)	(3,254)	-	-	(4,632)
Loan discount (2)	-	-	-	49	49
Receipt of long-term loans	-	-	-	-	-
Balance as of 31 December 2023	<u>5,125</u>	<u>28,280</u>	<u>128</u>	<u>679</u>	<u>34,212</u>

(1) Including current maturities and accrued interest.

(2) Loan from shareholder, see Note 6.

## NOTE 19:- OPERATING SEGMENTS

a. General:

The operating segments are identified based on information that is reviewed by the Company's management to make decisions about resources to be allocated and assess its performance. Accordingly, for management purposes, the Group is organized into two operating segments based on the two business units the Group has. The two business units are incorporated under two separate subsidiaries of the Company, the CPO production unit is incorporated under CS DekelOil Siva Ltd. and its subsidiary and the RCN processing plant in the initial production phase is incorporated under Pearlside Holdings Ltd. and its subsidiary (see Note 1).

Segment performance (segment income (loss)) and the segment assets and liabilities are derived from the financial statements of each separate group of entities as described above. Unallocated items are mainly the Group's headquarter costs.

b. Reporting operating segments:

	<b>Crude palm oil</b>	<b>Raw cashew nut</b>	<b>Unallocated</b>	<b>Total</b>
	<b>Euros in thousands</b>			
<b>Year ended 31 December 2023:</b>				
Revenues-external customers	<u>37,220</u>	<u>1,079</u>	<u>          </u>	<u>38,299</u>
Segment operating profit (loss)	<u>3,741</u>	<u>(4,207)</u>	<u>(1,036)</u>	<u>(1,502)</u>
Finance cost	<u>(1,976)</u>	<u>(884)</u>	<u>(21)</u>	<u>(2,878)</u>
Profit (loss) before taxes on income	<u>1,765</u>	<u>(5,091)</u>	<u>(1,057)</u>	<u>(4,383)</u>
Depreciation and amortization	<u>1,566</u>	<u>2,508</u>	<u>29</u>	<u>4,103</u>



**NOTE 19:- OPERATING SEGMENTS (Cont.)**

	<b>Crude palm oil</b>	<b>Raw cashew nut</b>	<b>Unallocated</b>	<b>Total</b>
	<b>Euros in thousands</b>			
<b>Year ended 31 December 2022:</b>				
Revenues-external customers	30,459	746	-	31,205
Segment operating profit (loss)	3,727	(1,430)	(1,122)	1,175
Finance cost	(2,182)	(265)	(28)	(2,475)
Other income	103	-	-	103
Profit (loss) before taxes on income	1,648	(1,695)	(1,150)	(1,197)
Depreciation and amortization	1,383	146	25	1,554
	<b>Crude palm oil</b>	<b>Raw cashew nut</b>	<b>Unallocated</b>	<b>Total</b>
	<b>Euros in thousands</b>			
<b>As of 31 December 2023:</b>				
Segment assets	34,815	15,616	185	50,616
Segment liabilities	28,665	10,568	433	39,666
<b>As of 31 December 2022:</b>				
Segment assets	36,055	18,291	334	54,680
Segment liabilities	28,935	10,927	492	39,354

## **NOTE 20:- EVENTS AFTER THE REPORTING DATE**

1. As described in Note 10, a subsidiary of the Company has an outstanding loan in the amount of €3.6 million from AgDevCo. In June 2024 AgDevCo agreed to postpone the first principal installment of €900 thousand due in August 2024 by one year, such that the first principal installment will be repayable over 6 months from September 2025. The remaining principal installments will continue as per the loan agreement. Interest will increase from 7% to 9% per annum of the outstanding balance from August 2024. Proceeds of any IPO of the subsidiary or group restructuring will be partly used to reduce the AgDevCo loan to a maximum of €1.8 million. The interest rate will step down back to 7% if the loan balance is reduced to €1.8 million by 9 July 2025.

2. In June 2024, a principal shareholder of the Company has provided an immediate loan to the Company in the amount of €2.3 million. The loan bears interest at an annual rate of 10%. The principal and accrued interest are repayable in two years from the date of receipt of the loan. The loan may be prepaid, in whole or in part, at any time at the sole discretion of the Company.

In addition, the shareholder has agreed to provide a loan facility in the amount of €900 thousand which will be available from 1 December 2024. The terms of the loan facility are identical to those of the loan discussed above.