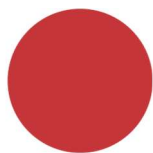




ESG CORE INVESTMENTS

Annual report 2022



Contents

Report of the Management Board

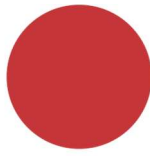
Report of the Supervisory Board

Consolidated Financial Statements

Company Financial Statements

Other Information

Independent auditor's report



Report of the Management Board

This annual report of ESG Core Investments B.V. (**ESG Core Investments** or the **Company**) for the financial year ended 31 December 2022 consists of the report of the management board of the Company (the **Management Board**), including the responsibility statement and other mandatory statements by the Management Board, the report of the supervisory board (the **Supervisory Board**), and the Consolidated Financial Statements, the company accounts, and the accompanying notes.

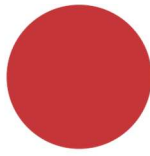
General

ESG Core Investments B.V. is a private limited liability company incorporated under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), with its statutory seat in Amsterdam, the Netherlands. ESG Core Investments was admitted to listing and trading on Euronext Amsterdam on 12 February 2021 pursuant to an initial public offering (**IPO**) in which it raised €250 million in gross proceeds (the **Proceeds**).

ESG Core Investments is a Special Purpose Acquisition Company (**SPAC**) and was founded with the aim to unlock a unique investment opportunity in Europe within industries that benefit from strong Environmental, Social and Governance (**ESG**) profiles. Since the IPO, ESG has sought to identify and acquire a stake in a company with a clear ESG focus in the core of its business, preferably headquartered in North-Western Europe and enjoying a strong competitive position within its industry, ideally based on unique technology.

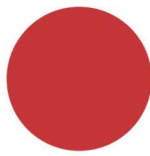
Since the IPO, we have been focusing on finding the right target company for our SPAC. Whilst we have reviewed, and are currently still reviewing, potential target companies, at the date of this annual report, we have not yet selected a target company that could be proposed to the BC-EGM (as defined below). The Company currently believes that the consummation of a suitable Business Combination is highly improbable. Since its IPO, the Company has reviewed more than hundred of potential targets, and had advanced discussions with multiple of them. Despite extensive efforts to date, none of these discussions has resulted in the consummation of a Business Combination. Certain prospective targets were, through investigation, found not to meet the Company's target business criteria, or otherwise would not result in a Business Combination at an acceptable valuation, while others elected to pursue other strategic avenues like a stand-alone IPO or full or partial private sale. Some targets seemed hesitant to pursue a Business Combination due to macro-economic events impacting valuations and disappointing stock price performance in capital markets generally.

Although it is highly probable that the Company will not be able to complete a suitable Business Combination before the Business Combination Deadline, being 16 February 2023, the Company is continuing its search process in earnest, in a disciplined manner, and will continue to do so up until the Business Combination Deadline. This in parallel with preparations for its dissolution and liquidation, such that the amount held in the Escrow Account can be returned to shareholders as soon as possible after the Business Combination Deadline, taking into account a statutory creditor opposition period of two months after the liquidation process commences.



Should the search process result in a suitable Business Combination target being identified, an extension of the Business Combination Deadline would be required, and as such a general meeting would be convened and the corresponding Business Combination put to shareholder vote. More information can be found in the Company's press release dated 4 January 2022.

ESG Core Investments has not recorded any operational revenues. The result is attributable to the net interest rate expense on the Escrow Account (see below) plus a change in the market value of the warrants and office expenses. Due to the fact that the negative interest was partly off-set by a positive interest, as announced on 20 September 2022, the Proceeds held in escrow have marginally decreased to €248.9 at 31 December 2022. ESG Core Investments suffered an after-tax loss of €2.8 million over the financial year ending 31 December 2022.



About ESG Core Investments B.V.

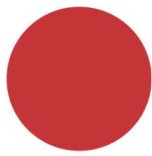
Capital structure

At incorporation, the Company issued 5,000,000 ordinary shares, each with a nominal value of €0.01, to Infestos Sustainability B.V. (the **Sponsor**). Prior to settlement of the IPO these ordinary shares became founder shares and the number of founder shares has been increased to 6,250,000, each with a nominal value of €0.01. The Sponsor holds all of the founder shares. In case of a successful Business Combination only, each founder share will convert into one ordinary share.

Upon completion of the IPO, the Company issued 25,000,000 units for a price of €10 per unit. Each unit consists of (i) one ordinary share with a nominal value of €0.01 per share (the **Ordinary Shares**); and (ii) one-eighth (0.125) market warrant that has been allotted concurrently with, and for, each corresponding Ordinary Share (such market warrants, the **IPO-Market Warrants**) and, following completion of the Business Combination, one-eighth (0.125) market warrant shall be allotted for each Ordinary Share that is held by a holder of Ordinary Shares on the day that is two trading days after the date of completion of a Business Combination (such market warrants, the **BC-Market Warrants**, and together with the IPO-Market Warrants, the **Market Warrants**). Consequently, the Company issued 25,000,000 Ordinary Shares and 6,250,000 Market Warrants in aggregate. Each of the Market Warrants will be exercisable after completion of a Business Combination. Furthermore, the Company issued 4,166,666 founder warrants at a price of €1.50 per founder warrant (the **Founder Warrants**) to the Sponsor, exercisable after completion of a Business Combination. Each whole Market Warrant or Founder Warrant entitles the holder thereof to exercise such warrant into an ordinary share at an exercise price of €11.50. The Sponsor has the option to exercise the Founder Warrants on a cashless basis in which case it would receive a certain amount of Ordinary Shares based on the fair market value of the Ordinary Shares without being obliged to pay cash, as further set out in the Prospectus.

Furthermore, the Sponsor purchased 1,500,000 units (consisting of 1,500,000 Ordinary Shares, 187,500 IPO-Market Warrants and 187,500 BC-Market Warrants) at the settlement date of the IPO as a cornerstone investment for a total consideration of €15 million on the terms and conditions as set out in the Prospectus.

If the Company does not complete a business combination within 24 months from the settlement date of the IPO (the **Business Combination Deadline**), the Company shall, within no more than three months after such 24-month period, convene a general meeting for the purpose of adopting a resolution to dissolve and liquidate the Company and to delist the Ordinary Shares and Market Warrants. To this end, the Company today convenes the Annual General Meeting (**AGM**) such that it will take place on 16 February 2023, to also facilitate voting on the dissolution and liquidation of the Company in accordance with its articles of association and article 2:19 of the Dutch Civil Code as further set out in the agenda, explanatory notes and convocation for the AGM, which are published today as well. In the event of a liquidation, the distribution of the Company's assets and the allocation of the liquidation surplus shall be completed, after payment of the Company's creditors and settlement of its liabilities, in accordance with the rights of the Founder Shares and the Ordinary Shares and in accordance with a pre-determined order of priority.



There will be no distribution of proceeds or otherwise with respect to any of the Market Warrants or the Founder Warrants, and all such Market Warrants and Founder Warrants will automatically expire without value upon occurrence of such a liquidation.

The Company has convened a general meeting to be held at 16 February 2023 for the purpose of adopting a resolution to dissolve and liquidate the Company and to delist the Ordinary Shares and Market Warrants. Considering, the remaining time left between the balance sheet date and 16 February 2023, it is highly likely that the Company will be delisted, liquidated and dissolved. However, the Company is continuing its search process in earnest, in a disciplined manner, and will continue to do so up until the Business Combination Deadline. These conditions indicate the existence of a material uncertainty, which may cast significant doubt about the company's ability to continue as a going concern.

Escrow

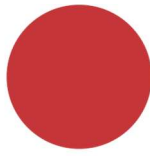
100% of the Proceeds are held on an escrow account as described in the Prospectus. The escrow account was subject to a negative interest rate of 0.4% on an annual basis from 16 February 2021 up to and including 15 February 2022 and a negative interest rate of 0.5% on an annual basis from 16 February 2022 up to and including 30 July 2022. Following a change in market circumstances, the interest rate was subsequently adjusted to a negative interest rate of 0.25% on an annual basis from 1 August 2022 up to and including 31 August 2022. The escrow account was subject to an interest of 0.0% on an annual basis from 1 September 2022 up to and including 18 September 2022. The escrow account was subject to a positive interest rate of 0.8% on an annual basis from 19 September 2022 up to and including 19 December 2022 and a positive interest rate of 1.793% on an annual basis from 20 December 2022, which will be the interest rate up to and including 16 April 2023.

Costs

The Sponsor has provided €6.25 million to ESG Core Investments through the purchase of Founder Warrants to cover the costs (the **Costs Cover**) for the IPO and as initial working capital of ESG Core Investments (i.e. costs relating to the search for a business combination and other running costs). The offering expenses and the initial working capital will be fully at risk for the Sponsor in the event no successful Business Combination is completed by the Business Combination Deadline.

Management Structure

The Company maintains a two-tier board structure consisting of the Management Board and the Supervisory Board. The Management Board is responsible for the Company's day-to-day management, which includes, among other things, formulating the strategies and policies and setting and achieving the Company's objectives. The Supervisory Board supervises and advises the Management Board. Each Managing Director and Supervisory Director has a duty to the Company to properly perform the duties assigned to each member and to act in the Company's corporate interest. Under Dutch law, the corporate interest extends to the interests of all the Company's stakeholders, including the Company securities holders, creditors and employees. In addition to the Management Board and the Supervisory Board, the Company has an Audit Committee, which exercises the duties as prescribed in the Decree establishment



audit committee in organisations of public interest (*Besluit instelling auditcommissie bij organisaties van openbaar belang*).

The Management Board and the Supervisory Board are jointly responsible for the governance structure of the Company. As at the date of this annual report, the provisions in Dutch law, which are commonly referred to as the "large company regime" (structuurregime), do not apply to the Company. The Company does not intend to voluntarily apply the "large company regime".

The Management Board

Mr Frank van Roij and Mr Hans Slootweg are the managing directors (bestuurders) of ESG Core Investments.

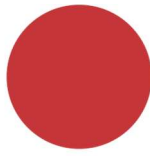
Mr F.C.P. (Frank) van Roij (born 1982, Dutch) is a managing director since incorporation of the Company. Since 2015 Mr Frank van Roij works at Infestos Nederland B.V. (**Infestos**) (which is an affiliate of the Sponsor) where he currently holds the role of investment director. Mr Frank van Roij's expertise is in supporting companies on areas including strategy, (international) business development, sales and marketing and investor communication. Mr Frank van Roij played an instrumental role in the value creation, related to, amongst others, the abovementioned areas of support, of Infestos' portfolio companies including Alfen and NX Filtration. Mr Frank van Roij is a member of the Supervisory Board of Neways Electronics International N.V. Prior to joining Infestos, Mr Frank van Roij worked as strategy consultant at Booz & Company (currently Strategy&, part of the PwC network) (2007-2015). Mr Frank van Roij holds a master's degree in civil engineering from Delft University of Technology in Delft, the Netherlands and a bilingual (English and Spanish) MBA degree from IESE Business School in Barcelona, Spain.

Mr J.G. (Hans) Slootweg (born 1979, Dutch) is a Managing Director of the Company since incorporation of the Company. Since 2014, Mr Hans Slootweg works at Infestos (which is an affiliate of the Sponsor), where he currently holds the role of investment director. Mr Hans Slootweg's expertise is in supporting companies on areas including technology, R&D, finance and accounting. Mr Hans Slootweg played an instrumental role in the value creation, related to, amongst others, the abovementioned areas of support, of Infestos' portfolio companies including Alfen and NX Filtration. Prior to joining Infestos, Mr Hans Slootweg worked as manager at Scotch & Soda (2012-2014) and as senior manager at KPMG (2003-2012). Mr Hans Slootweg is a certified public accountant (CPA) and holds a master's degree in accountancy from Nyenrode University in the Netherlands.

Background and Strategy

The Company applies the following guidelines for selecting and evaluating prospective target businesses (these guidelines together the **Target Business Profile**):

a) the Company will seek to obtain a majority (or otherwise controlling) stake in a single target business that is preferably headquartered in (North-Western) Europe, but could have either global or European operations, by means of a (legal) merger, share exchange, share purchase, contribution in kind, asset acquisition or combination of these methods;



b) the Company's efforts in identifying a prospective target business will focus on, but will not be limited to, companies with a clear ESG focus in their core business (e.g. in their products and/or services offering), which contributes to the objectives of one or more Sustainable Development Goals, as set by the United Nations General Assembly in 2015 (the UN SDGs);

c) the Company will seek to obtain a majority (or otherwise controlling) stake in a single target business (i) enjoying a strong competitive position within its industry, which is ideally based on unique technology (e.g. unparalleled technological features in products and/or services offerings), (ii) with a proven business model, (iii) with high top-line growth and (iv) for a consideration of a substantial amount of the Proceeds;

d) the Company will also focus on a target business that is likely to gain from and be tangibly improved by leveraging the collective operating, strategic and technical expertise, extensive networks, insights, hands-on mentality and expertise from the Management Board and the Sponsor;

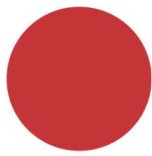
e) the Company may seek to complete the Business Combination with a company or target business that may be in its early stages of development or growth and have a negative underlying EBITDA, but in such case, would, according to the Company, have an outlook of profitable growth; and

f) the Company will not pursue a Business Combination with a financial institution (*financiële instelling*), an investment institution (*beleggingsonderneming*) or a company active in the weapons, tobacco, alcohol, adult entertainment, gambling, fast food or fossil fuel sectors.

These guidelines that the Company will consider are not intended to be exhaustive. Any evaluation relating to the merits of a particular acquisition will be based, to the extent relevant, on some or all of the above factors as well as other considerations deemed relevant to the Company's business objectives by the Management Board. For reasons of transparency, the Company elects to disclose the Target Business Profile as set out above. Such disclosure is without prejudice to the fact that the Company explicitly retains the flexibility to propose to its Ordinary Shareholders a Business Combination with a target business that does not meet one or more of the criteria, provided that the Company will not seek to invest in multiple targets at the same time in the context of the Business Combination. See also Risk Factors - Because the Company is not limited to a particular industry, sector or any specific target businesses with which to pursue the Business Combination, you will be unable to ascertain the merits or risks of any particular target business' operations.

Progress and Outlook

Throughout 2022, the Management Board has assessed a wide variety of companies in multiple sectors, mainly across EV (charging), Energy Transition (solar, wind), Clean Water and Sustainable Food. The Management Board sources leads to potential target companies from e.g. their own network, efforts by the Supervisory Board, investment banks, inbounds and the broader advisory network. As the Business Combination Deadline, being 16 February 2023, is rapidly approaching, the Company announces today



that it currently believes that the consummation of a suitable Business Combination before the Business Combination Deadline is highly improbable.

Although it is highly probable that the Company will not be able to complete a suitable Business Combination before the Business Combination Deadline, the Company is continuing its search process in earnest and will continue to do so up until the Business Combination Deadline. This in parallel with preparations for its dissolution and liquidation in the event the search process is unsuccessful, such that the amount held in the Escrow Account can be returned to shareholders as soon as possible after the Business Combination Deadline, taking into account a statutory creditor opposition period of two months after the liquidation process commences. The focus of ESG Core remains on niches or unique technologies and it will always seek to form a Business Combination with a target company at an acceptable valuation for our shareholders.

Financial developments 2022

The Company did not generate any revenues in the financial year 2022. The expenses incurred by the Company in the financial year 2022 include amongst others office costs, audit and advisory cost, management fee, bank costs and net interest. This has resulted in an after-tax loss of €2.8 million for the financial year ending 31 December 2022. The result is attributable to the net interest rate expense on the Escrow Account (see below) plus a change in the market value of the warrants and office expenses. Due to the negative interest, the Proceeds held in escrow have marginally decreased to €248.9 million at 31 December 2022.

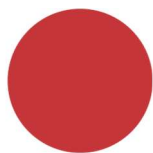
Corporate Social Responsibility

If the Company would be able to complete a Business Combination, the target business should have a clear ESG focus in its core business that aims to contribute to the objectives of one or more Sustainable Development Goals, as set by the United Nations General Assembly in 2015 (the **UN SDGs**). Within this context, the Company sees an increased focus on sustainability and impact to achieve the UN SDGs. This focus is driving various attractive and high-growth business opportunities that can contribute to the solution of complex global challenges, e.g. transitioning to sustainable energy, access to clean water, quality health services, education and reskilling, industrial innovation, reduction of waste and fighting climate change.

In identifying a prospective target business for the Company, the Management Board has amongst others used the lens of the UN SDGs, which reflect social and environmental trends that are re-shaping the world. The Management Board believes that the most successful companies of the next decade will find scalable solutions to challenges that contribute to positive outcomes and unlock lasting economic value. The Management Board believes that by investing in a more inclusive and sustainable future, a company can consistently create both long-term economic value and measurable societal impact.

Research and Development

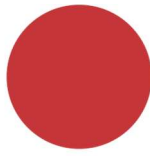
Due to the nature of the Company as a SPAC it does not conduct any research and development activities.



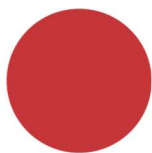
Risks and Uncertainties

Below is a summary of our risks, particularly as a SPAC prior to the completion of a Business Combination, our risk appetite, the likelihood and potential impact thereof. Further reference is made to the description of risks relating to the Company included in the Prospectus, particularly risks that may be of relevance to the Company after the completion of a Business Combination, risks in the event of no completion of a Business Combination and risks relating to our securities. Additional risks not known to us, or currently believed not to be material, could later turn out to have a material impact on our business, revenue, assets, liquidity, capital resources or net income. The Company's risk management objectives and policies are consistent with those disclosed in the Prospectus.

Risk category	Risk description	Risk appetite	Likelihood	Potential impact
Strategic	The Company has faced and may face significant competition for Business Combination opportunities	High	High	High
Strategic	It is highly probable that the Company will not identify a suitable Business Combination opportunity by the Business Combination Deadline	High	High	High
Strategic	The ability of the Company to negotiate a Business Combination on favorable terms could be affected by the limited time to complete the Business Combination	Low	High	High



Financial	The Company will be constrained by the potential need to finance repurchases of Ordinary Shares in connection with a Business Combination	Low	Medium	Medium
Financial	The Company may need to arrange third-party financing and there can be no assurance that it will be able to obtain such financing, which could compel the Company to restructure or abandon a particular proposed Business Combination	Medium	Medium	Medium
Financial	If the proceeds from the sale of the Founder Warrants are insufficient to allow the Company to operate for at least until the Business Combination Deadline, it could limit the amount available to fund the Company's search for a target business and the Company may be unable to complete a Business Combination	Low	Low	Medium



Operational	The Company's success is dependent upon a small group of individuals and other key personnel	High	High	Low
Operational	Harm to the reputation of the Company, the Sponsor (or any of its affiliates) or the Managing Directors may materially adversely affect the Company	Low	Low	High

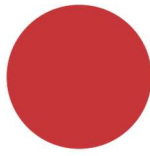
To the extent possible, for each risk factor described below, we set out how we believe we mitigate these risks. However, we may not be successful in deploying some or all of these mitigating actions effectively. If circumstances occur or are not sufficiently mitigated, our business, financial condition, results of operations and prospects could be material adversely affected. In addition, risks and uncertainties could cause actual results to vary from those described, which may include forward-looking statements, or could impact our ability to meet our objectives or be detrimental to our financial condition or reputation.

The Company has faced and may face significant competition for Business Combination opportunities

The Company has faced and may face significant competition in some or all of the Business Combination opportunities that the Company may explore. The Company has faced competition from strategic buyers other SPACs and public and private investment funds, many of which are well established and have extensive experience in identifying and completing acquisitions and business combinations. Such competition will remain up to the Business Combination Deadline. A number of these competitors may possess greater technical, financial, human, other resources than the Company and may have more time to complete a transaction. Furthermore, these competitors may be able to facilitate a more expedited acquisition process as they, unlike the Company, may not require the approval of a shareholders' meeting of a publicly listed company. Any of these or other factors may place the Company at a competitive disadvantage in successfully negotiating or completing an attractive Business Combination.

It is highly probable that the Company will not identify a suitable Business Combination opportunity by the Business Combination Deadline

The success of the Company's business strategy is dependent on its ability to identify sufficient suitable Business Combination opportunities. The Company believes it is highly probable that the Company will not identify a Business Combination opportunity.



The Company will likely liquidate and distribute the amounts held in the Escrow Account, after payment of the Company's creditors and settlement of its liabilities. There can be no assurance as to the particular amount or value of the remaining assets of any such distribution either as a result of costs from an unsuccessful Business Combination or from other factors, including disputes or legal claims which the Company is required to pay out, the cost of the liquidation and dissolution process, applicable tax liabilities or amounts due to third-party creditors.

This (financial) risk for our shareholders is largely mitigated by the fact that the Company holds € 250 million (less net interest, if any) in an escrow account, which can only be released upon meeting strict requirements. Furthermore, the Company has raised proceeds from the sale of the Founder Warrants amounting to €6.25 million, which is considered to be sufficient to cover working capital and other running costs and expenses. If no Business Combination is completed, the exposure of Ordinary Shareholders is generally limited to the net interest (if any) incurred by the Company over the amounts held in the Escrow Account and, if any, (liquidation) costs that are not covered by the Costs Cover. The costs relating to the search for a target company (up until the Business Combination Deadline) and a potential liquidation and dissolution of the Company are expected to be covered by the proceeds from the issuance of the Founder Warrants.

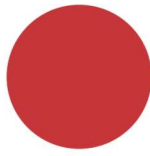
The ability of the Company to negotiate a Business Combination on favorable terms could be affected by the limited time to complete the Business Combination

Sellers of potential target businesses are most likely aware that the Company must complete a Business Combination by the Business Combination Deadline, or it will wind up and liquidate. Consequently, such target businesses may obtain leverage over the Company in negotiating a Business Combination, knowing that if the Company does not complete a Business Combination with that particular target business, the Company may be unable to complete a Business Combination with any target business. This risk has now increased as the Company is rapidly approaching the Business Combination Deadline. This could affect the ability of the Company to negotiate a Business Combination on favorable terms and disadvantage the Company against other potential buyers. As a consequence, the Company may be unable to complete a Business Combination.

To mitigate this risk, the Company will not compromise on key deal terms solely because of the limited time left to complete a Business Combination. The Managing Directors view time pressure not to be a significant determining factor for their decisions in identifying and selecting a target business.

The Company will be constrained by the potential need to finance repurchases of Ordinary Shares in connection with a Business Combination

The Company may only proceed with a Business Combination if it can confirm that it has sufficient financial resources to pay the cash consideration required for such Business Combination plus all amounts due to the Ordinary Shareholders who voted against the Business Combination at the BC-EGM and exercise their right to sell their Ordinary Shares to the Company (the **Dissenting Shareholders**).



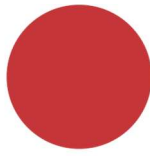
Considering a Business Combination only requires a majority of at least 70% of the votes cast at the BC-EGM subject to the Business Combination Quorum, such Business Combination could be approved with Dissenting Shareholders representing up to 30% of votes cast at the BC-EGM. Under such circumstances, financing the repurchase of Ordinary Shares held by Dissenting Shareholders could constrain the amount the Company is able to pay in acquiring the target business.

If the Company would be able to propose a potential Business Combination to the BC-EGM, the Company will seek to mitigate this risk by working with multiple scenarios in its discussions with potential target companies and will generally seek Ordinary Shareholders' concessions, under strict wall-crossing procedures, prior to formally proposing a potential Business Combination to the BC-EGM.

The Company may need to arrange third-party financing and there can be no assurance that it will be able to obtain such financing, which could compel the Company to restructure or abandon a particular proposed Business Combination

Although the Company has not yet identified any specific prospective target business and cannot currently predict the amount of additional capital that may be required, the €250 million (less net interest, if any) and the proceeds from the sale of the Founder Warrants in combination with its possible repurchase obligations vis-à-vis Dissenting Shareholders, may not be sufficient to complete the Business Combination. If the Company has insufficient funds available, the Company may be required to seek additional financing by issuing new equity or debt securities or securing debt financing. The Company may not receive sufficient support from its existing shareholders to raise additional equity, and lenders may be unwilling to extend debt financing to the Company on attractive terms, or at all. To the extent additional financing is necessary to complete a Business Combination and such financing remains unavailable or only available on terms that are unacceptable to the Company, the Company may be required to either restructure or abandon the proposed Business Combination, or proceed with the Business Combination on less favorable terms, which may reduce the Company's return on investment.

In the unlikely event that the Company would be able to propose a potential Business Combination to the BC-EGM, the Company will seek to mitigate this risk by generally seeking Ordinary Shareholders' concessions, under strict wall-crossing procedures, prior to formally proposing a potential Business Combination to the BC-EGM. Generally, the Company aims to complete a Business Combination that does not require additional financing, but if it does, it would conduct a comprehensive analysis in close consultation with investment banks on the feasibility of an equity raise or debt financing prior to proposing the Business Combination opportunity to the BC-EGM.



If the proceeds from the sale of the Founder Warrants are insufficient to allow the Company to operate for at least until the Business Combination Deadline, it could limit the amount available to fund the Company's search for a target business and the Company may be unable to complete a Business Combination, in which case the Ordinary Shareholders may receive €10.00 per Ordinary Share, or less than such amount, and the Market Warrants will expire worthless

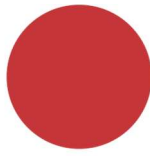
The Company believes that the remaining proceeds from the sale of the Founder Warrants will be sufficient to allow the Company to operate for at least until the Business Combination Deadline. However, the Company cannot assure any investor in the Company that its estimate is accurate. Of the funds available to it, the Company could use a portion to pay fees to investment banks, consultants and lawyers to assist the Company with its search for a target business or a potential liquidation process. If the Company would enter into a letter of intent where the Company will pay for the right to receive exclusivity from a target business and were subsequently required to forfeit such funds, the Company might not have sufficient funds to continue searching for, or conduct due diligence with respect to, a target business. If the Company is required to seek additional capital in such a case, the Company would need to borrow funds from the Sponsor or any of its affiliates as the Company does not believe other third parties will be willing to loan such funds and provide a waiver against any and all rights to seek access to funds in the Escrow Account. None of the Sponsor or any of its affiliates is under any obligation to advance funds to the Company and the Company may not be able to raise additional financing from unaffiliated parties necessary to fund the Company's costs and expenses. If the Company is unable to complete a Business Combination because the Company does not have sufficient funds available to it, the Company will be forced to cease operations and liquidate. Consequently, the Ordinary Shareholders may receive €10.00 per Ordinary Share minus the net interest (if any), and liquidation costs (if any), upon the liquidation and the Market Warrants will expire worthless in any event.

The Company's success is dependent upon a small group of individuals and other key personnel

The Company's success depends, in part, on the performance of a small group of individuals, including in particular the Managing Directors Mr Frank van Roij and Mr Hans Slootweg. Although they each possess significant experience in targeting potential business opportunities, there can be no assurance that they will succeed in finding a suitable target company for a Business Combination. They are of key importance for the identification of potential Business Combination opportunities and to complete the Business Combination. However, the Company does not have an employment agreement with, or key-man insurance on the lives of, any of the Managing Directors. The loss of any of these individuals could materially adversely impact the Company's business, its business relationships, its reputation and its ability to complete a Business Combination.

Harm to the reputation of the Company, the Sponsor (or any of its affiliates) or the Managing Directors may materially adversely affect the Company

The ability of the Company to complete a Business Combination and to perform its operations is in part dependent on the reputation of the Sponsor (and any of its affiliates) and the Managing Directors.



The Sponsor and the Managing Directors cannot offer any assurance that they will not be exposed to reputational risks resulting from events, including but not limited to, litigation, allegations of misconduct or other negative publicity or press speculation, which, whether or not accurate, may harm their reputation and, ultimately, the reputation of the Company and its competitiveness compared to other SPACs and may have a material adverse effect completing a Business Combination.

Risk management and control systems

The Management Board is responsible for the control environment, including risk management and internal control systems in order to properly manage the strategic, operational and other risks and uncertainties that could have a material adverse effect on the Company's business and day-to-day operations. The applicable risks and uncertainties for the Company are evaluated on a periodic basis by the Management Board and discussed with the Supervisory Board.

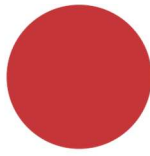
The Company considers the risk of fraud and other dishonest activities within the Company to be limited *inter alia* because it does not have any employees that may enrich themselves by misappropriating resources and the Company does not engage with customers. Moreover, the proceeds from the IPO are held on an escrow account and may only be released under very strict conditions amongst which the approval of an independent civil law notary. The Company has a set of internal control measures and compliance policies, including amongst others, an authorization policy, sufficient level of segregation of duties, approval of bank payments, and a reporting and monitoring framework.

In accordance with best practice 1.4.3 of the Dutch Corporate Governance Code, the Management Board is of the opinion that, to the best of its knowledge:

- the report of the Management Board provides sufficient insights into any deficiencies in the effectiveness of the internal risk and control systems, and no deficiencies in the effectiveness of the internal risk and control systems have been identified;
- the internal risk management and control systems of the Company provide reasonable assurance that the financial reporting as included in the financial statements do not contain any material inaccuracies; and
- there is a reasonable expectation that the Company will discontinue its operations within at least twelve months, as further set out in the going concern paragraph of the Consolidated Financial Statements.

Dutch Corporate Governance Code

The Company is subject to the Dutch Corporate Governance Code. The Dutch Corporate Governance Code is based on a "comply or explain" principle. The deviations from the Dutch Corporate Governance Code are:



Best practice provision 2.1.6: diversity

The Supervisory Board presently does not meet the prescribed ratio between male and female members. When the members of the Supervisory Board were selected, the Company could only find one female that met the requirements for a position on the Supervisory Board. The Company fully recognises the benefits of having a diverse Supervisory Board, but it is of the opinion that the current composition of the Supervisory Board does not impact its functioning.

Best practice provision 2.1.8: independence of Supervisory Directors

One Supervisory Director, Mr Erwin Riefel, is not considered independent pursuant to best practice provision 2.1.8, more specifically sub (iii) and sub (vii) thereof. He had an important business relationship with companies associated with the Company in the year prior to his appointment. Mr Erwin Riefel is a representative of the Sponsor as he holds a management position at Infestos. Infestos indirectly holds more than 10% of the issued and outstanding share capital of the Company. He has extensive deal sourcing experience with a deep network of senior level contacts and has a strong understanding of key ESG markets. As such, the Company considers it to be important that Mr Erwin Riefel is part of the Supervisory Board.

Best practice provision 2.1.9: independence of the chairman of the Supervisory Board

Although Mr Erwin Riefel is not considered independent within the meaning of best practice provision 2.1.8, Mr Erwin Riefel was appointed chairman of the Supervisory Board, as he turned out to be best equipped to fulfil this role.

Best practice provision 2.3.10: Secretary to the Supervisory Board

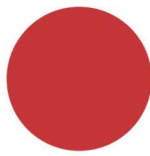
As long as the Company has not completed a Business Combination, the Supervisory Board has no need for a Secretary to the Supervisory Board.

Best practice provision 3.3.3: Shares held by a Supervisory Director in the company on whose supervisory board they serve should be long-term investments

The securities of the Company indirectly held by Supervisory Director Mr Erwin Riefel, are not necessarily held on behalf of him as long-term investments as his investment horizon shall be determined following completion of the Business Combination. This is partly inherent to the fact that it is uncertain that Mr Erwin Riefel will remain a Supervisory Director of the Company after completion of the Business Combination. Furthermore, the Company considers the fact that Mr Erwin Riefel's indirectly held securities do not have a strict long-term investment horizon to be in line with market practice for SPACs.

Best practice provision 4.3.3: cancelling the binding nature of a nomination or dismissal

The general meeting may pass a resolution to suspend or remove a Managing Director or a Supervisory Director other than pursuant to a proposal by the Supervisory Board by two-thirds of the votes cast representing at least half of the Company's issued capital.



This quorum condition exceeds the threshold of one-third of the Company's issued capital, as set out in the Dutch Corporate Governance Code, but is allowed under the Dutch Civil Code. Furthermore, if such quorum is not met, the Company is not entitled to convene a second meeting where no quorum shall apply. The Company believes it is of key importance to apply the maximum allowed threshold in this regard, in accordance with the Dutch Civil Code, to ensure that the composition of the Management Board and Supervisory Board remains intact as much as possible given the nature of the SPAC, at least until the Business Combination Deadline.

Takeover Directive (Article 10)

In the context of the EU Takeover Directive (Article 10) Decree, the following notifications must be given insofar as they are not included in this annual report.

Limitations on the transfer of shares

The Company has not imposed any limitations on the transfer of its shares and therefore there are no outstanding or potential protection measures against a takeover of control of the Company.

The Sponsor is bound by a contractual lock-up undertaking with respect to the Founder Shares, Founder Warrants, the Ordinary Shares obtained by it as a result of converting Founder Shares and exercising Founder Warrants, and the Ordinary Shares and Market Warrants, which undertakings are set out in the Prospectus.

Substantial holdings

The Company and its shareholders are not subject to the substantial shareholdings and voting rights notification obligations under the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

Material Subsidiaries

The Company does not have any subsidiary. For purposes of the consolidated financial statements, the Company consolidates Stichting ESG Core Investments Escrow, as further explained in the consolidated financial statements.

Special controlling rights

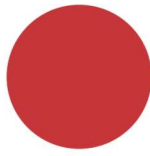
No special controlling rights are attached to the shares in the Company.

System of control for equity incentive plans

The Company does not have any equity incentive plans.

Limitations on voting rights

Each share confers the right to cast one vote. The voting rights attached to the shares in the Company are not restricted, and neither are the terms in which voting rights may be exercised restricted. The Sponsor will be entitled to cast a vote on any of its Ordinary Shares at the BC-EGM, including on a resolution to effect a Business Combination.



The Sponsor entered into a relationship agreement with the Company dated 11 February 2021, pursuant to which the Sponsor has undertaken it will not cast a vote on any of its Founder Shares at the BC-EGM on a resolution to effect a Business Combination.

Appointment and dismissal of Management Board members and Supervisory Directors and amendment of the Articles of Association

The general meeting appoints the Managing Directors. A resolution of the general meeting to appoint a Managing Director can be adopted by two-thirds of the votes cast representing at least half of the Company's issued capital. If such quorum is not met, the Company is not entitled to convene a second meeting where no quorum shall apply.

The Articles of Association provide that a Managing Director may be suspended or dismissed by the general meeting at any time. A resolution of the general meeting to suspend or dismiss a Managing Director can be adopted by two-thirds of the votes cast representing at least half of the Company's issued capital. If such quorum is not met, the Company is not entitled to convene a second meeting where no quorum shall apply.

A Managing Director may also be suspended by the Supervisory Board. A suspension by the Supervisory Board may, at any time, be discontinued by the general meeting.

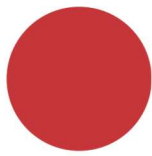
The Articles of Association provide that the number of Managing Directors is determined by the Supervisory Board after consultation with the Management Board, but there will be at least two Managing Directors.

The Supervisory Board Rules provide that the Supervisory Board must consist of a minimum of three and a maximum of five members. The exact number of Supervisory Directors shall be determined by the Supervisory Board. As of the date of this annual report, the Supervisory Board consists of four members. Only natural persons may be appointed as Supervisory Directors.

According to the Articles of Association, the Supervisory Board must prepare a profile (*profielschets*) for its size and composition, taking account of the nature and activities of the business, the desired expertise and background of the Supervisory Directors, the desired mixed composition and the size of the Supervisory Board and the independence of the Supervisory Directors. The Company's diversity policy should also be taken into account.

The general meeting appoints the Supervisory Directors. A resolution of the general meeting to appoint a Supervisory Director can be adopted by two-thirds of the votes cast representing at least half of the Company's issued capital. If such quorum is not met, the Company is not entitled to convene a second meeting where no quorum shall apply. A Supervisory Director may be suspended or dismissed by the general meeting at any time.

The general meeting may pass a resolution to amend the Articles of Association or to dissolve the Company with an absolute majority of the votes cast but only on a proposal of the Management Board that has been approved by the Supervisory Board. In the absence of such proposal, the resolution requires the explicit approval of the Management Board and the Supervisory Board. Any such proposal must be stated in the notice of the general meeting.



In the event of a proposal to the general meeting to amend the Articles of Association, a copy of such proposal containing the verbatim text of the proposed amendment will be deposited at the Company's office for inspection by shareholders and other persons holding meeting rights until the end of the meeting. Furthermore, a copy of the proposal will be made available free of charge to shareholders and other persons holding meeting rights from the day it was deposited until the day of the meeting. A resolution of the general meeting to amend the Articles of Association that has the effect of reducing the rights attributable to holders of shares of a particular class is subject to approval of the meeting of holders of shares of that class.

The Management Board's powers especially to issue shares

Pursuant to the Articles of Association that will be in force as of Settlement, the Management Board has the authority to resolve to issue shares (either in the form of a stock dividend or otherwise) and/or grant rights to acquire shares immediately following Settlement. The resolution to issue shares requires the approval of the Supervisory Board. A resolution by the Management Board to issue Founder Shares is subject to the prior approval by the meeting of holders of Founder Shares. The foregoing also applies to the granting of rights to subscribe for shares, such as options, but does not apply to the issue of shares to a person exercising a previously acquired right to subscribe for shares.

Significant agreements and changes in the control of the Company

The Company does not have any such agreements.

Redundancy agreements in the event of a public takeover bid

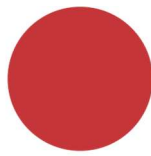
The Company has not concluded any agreements with a Managing Director or employee that provides for any severance pay in the case of a termination of employment in connection with a public bid within the meaning of Article 5:70 of the Dutch Financial Supervision Act.

Statement of Managing Directors' responsibilities

The Managing Directors are responsible for preparing this annual report in accordance with applicable laws and regulations. This annual report comprises the Management Board Report, the Supervisory Board Report, the Consolidated Financial Statements and some other information.

The Managing Directors have prepared the annual report in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and the relevant provisions of the Dutch Civil Code. In preparing the annual report, the Managing Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRS as adopted by the European Union and the relevant provisions of the Dutch Civil Code have been followed, subject to any material deviations disclosed and explained in the annual report; and



- prepare the annual report on a going concern basis, unless it is inappropriate to presume that the Company will continue in business, see the going concern paragraph in the Consolidated Financial Statements.

The Managing Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose, with reasonable accuracy at any time, the financial position of the Company and enable them to ensure that the annual report complies with applicable law. The Managing Directors have assessed whether the risk assessment executed showed any material failings in the effectiveness of the Company's internal risk management and control systems. Though such systems are designed to manage and control risks, they can provide reasonable, but not absolute, assurance against material misstatements. Based on this assessment, to the best of our knowledge and belief, no material failings of the effectiveness of the Company's internal risk management and control systems occurred and the internal risk and control systems provide reasonable assurance that the Consolidated Financial Statements do not contain any errors of material importance.

With reference to section 5:25c of the Dutch Financial Supervision Act, each of the Managing Directors, confirms that, to the best of its knowledge:

- the Company's financial statements and the consolidated financial statements, which have been prepared in accordance with IFRS as adopted by the European Union and the relevant provisions of the Dutch Civil Code, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the report of the Management Board gives a true and fair view on the situation on the balance sheet date, the development and performance of the business and the position of the Company of which the financial information is included in the report of the Management Board and includes a description of the principal risks and uncertainties that the Company faces;
- and having taken all matters considered by the Management Board and brought to the attention of the Management Board during the financial year into account, the Managing Directors consider that the annual report, taken as a whole is fair, balanced and understandable. The Managing Directors believe that the disclosures set out in this annual report provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

After conducting a review of management analysis, the Managing Directors have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. However, reference is made to the going concern paragraph in the Consolidated Financial Statements.

Amsterdam, 4 January 2023

On behalf of the Management Board

F.C.P van Roij

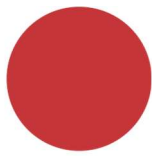
Managing Director

ESG Core Investments B.V.

J.G. Slootweg

Managing Director

ESG Core Investments B.V.



Report of the Supervisory Board

The Supervisory Board's main responsibility is to supervise and advise the Management Board in its search for a Business Combination and the manner in which its strategy is implemented. The Supervisory Board also focuses on the effectiveness of the Company's internal risk management and control systems and the integrity and quality of the financial reporting.

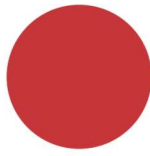
Composition

The Supervisory Board consists of the following four members:

Mr D.W.E. (Erwin) Riefel, Chairman (born 1966, Dutch) has more than 30 years of experience in the financial sector, of which more than 15 years in M&A. He has extensive deal sourcing experience with a deep network of senior level contacts and has a strong understanding of key ESG markets. Since 2008, Mr Erwin Riefel is an investment director at Infestos (which is an affiliate of the Sponsor). Mr Erwin Riefel played an instrumental role in the value creation related to Infestos' portfolio companies including Alfen and NX Filtration. Mr Erwin Riefel is a member of the Supervisory Board of Neways Electronics International N.V. Prior to joining Infestos, Mr Erwin Riefel worked as senior relationship manager for corporate clients at Rabobank (formerly known as Rabobank Nederland). Mr Erwin Riefel holds a master's degree in finance small and medium sized enterprises from TIAS Business School in Tilburg, the Netherlands.

Ms A.D. (Anja) Vijselaar (born 1964, Dutch) is well-connected in the North-Western European energy and technology sector, for example through her roles at Dutch Power. Currently, Ms Anja Vijselaar is aldermen (*wethouder*) at the municipality of De Ronde Venen. Prior thereto, Ms Anja Vijselaar was a director in the Business Unit Energy at WSP, one of the world's leading professional services firms and from its Energy department supporting clients in solutions for high voltage and the energy transition. She also worked at Joulz, a provider of energy infrastructure solutions, where she held various positions including the position of CEO of Joulz Energy Solutions. Before joining Joulz, Ms Anja Vijselaar held several management positions at Dura Vermeer. Ms Anja Vijselaar is founder of the WSP Women 66 Network and the Energy Safety Festival. Ms Anja Vijselaar holds a master's degree in Civil Engineering and a master's degree in Change Management from SIOO in Utrecht, the Netherlands.

Mr H. (Hugo) Peek (born 1969, Dutch) has a background in general management, corporate finance, capital markets and lending and he has been a highly prominent M&A banker in the Dutch market for many years. He has an outstanding track record in the financial sector with over 25 years of experience and a deep network of senior level contacts. Mr Hugo Peek has spent most of his career at ABN AMRO, where his last role was Head of Corporate & Institutional Banking EMEA. Within ABN AMRO Corporate & Institutional Banking, Mr Hugo Peek held responsibility for all sustainability efforts. Before that, Mr Hugo Peek led the global Corporate & Institutional Clients and the Corporate Finance & Capital Markets businesses and has been global head of Energy Advisory at ABN AMRO. Currently, Mr Hugo Peek is a partner with DIF Capital Partners, a €8.5 billion alternative fund manager based in Amsterdam, where he is in charge of the private debt strategy. Mr Hugo Peek also worked as managing director at Kempen & Co (2008-2011).



Mr Hugo Peek holds a master's degree in Financial Economics from Erasmus University in Rotterdam, and followed executive education programmes at Cambridge University, London Business School and Columbia University. He currently holds non-executive directorships at ParkBee B.V. (chair) and Bethmann Bank AG.

Mr R. (Richard) Govers, Vice-chairman (born 1975, Dutch) has been a highly prominent M&A banker in the Dutch and North-Western European market for many years. Mr Richard Govers has spent most of his career at Goldman Sachs Investment Banking Division (1998-2020), where his last role was head of the Netherlands region in addition to senior coverage responsibilities within the Global Industrials Group and the Nordics region. Currently, Mr Richard Govers is a partner in the Strategic Advisory Group at PJT Partners in London, delivering advisory and capital raising solutions. Mr. Richard Govers has extensive experience in clean energy and renewables working on various high-profile transactions. Mr Richard Govers holds a master's degree in Mechanical Engineering from Delft University of Technology, Netherlands.

The Supervisory Board operates independently of the Management Board, any other participating interests and each other. Each of the Supervisory Board members has the necessary expertise, experience and background to perform his or her tasks and responsibilities. Three of the four members of the Supervisory Board are independent within the meaning of the Dutch Corporate Governance Code as, in the opinion of the Supervisory Board, the requirements referred to in best practice provisions 2.1.7 to 2.1.9 inclusive of the Dutch Corporate Governance Code have been fulfilled.

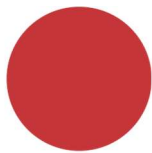
Meetings and attendance

The Supervisory Board held 6 regular meetings in 2022. All such meetings were attended by the members of the Management Board. In addition, a few meetings were held without the members of the Management Board, such as the meeting where the Supervisory Board discussed its own functioning. All members of the Supervisory Board attended all the meetings, as such the absenteeism rate is zero.

The Supervisory Board, together with the Management Board, has actively participated in re-evaluating the search criteria to broaden the scope for a potential Business Combination. It was concluded that the search criteria used at the time of the IPO are still largely relevant. The only possible deviations should be (i) the geographic focus, which includes looking more explicitly outside northwestern Europe for those propositions that are more mature and would require less hands-on post-merger support of the Sponsor team on-site, and (ii) the importance of a controlling interest. The Supervisory Board believes this to be a criterion that shareholders in ESG Core also value least, as long as the proposed proposition does meet the other criteria (e.g. a clear ESG focus in the core business of the target and an outlook on profitable growth).

During the preparations for a potential unwind of the Company, the Supervisory Board has actively challenged the Management Board to come to the right steps.

Other than the Audit Committee, the Supervisory Board has not installed any standing committees as this is not required under Dutch law or the Dutch Corporate Governance Code based on the current composition



of the Supervisory Board. If the Supervisory Board would in the future consist of more than four members, it should, in addition to the existing Audit Committee, appoint from among its members a remuneration committee and a selection and appointment committee to remain in compliance with the Dutch Corporate Governance Code.

Audit Committee

The Company has an Audit Committee, consisting of Ms Anja Vijselaar and Mr Hugo Peek. The duties of the Audit Committee include:

- informing the Supervisory Board of the results of the statutory audit and explaining how the statutory audit has contributed to the integrity of the financial reporting and how the Audit Committee has fulfilled this process;
- monitoring the financial reporting process and making proposals to safeguard the integrity of the process;
- monitoring the effectiveness of the internal control systems, the internal audit system and the risk management system with respect to financial reporting;
- monitoring the statutory audit of the annual accounts, and in particular the process of such audit
- monitoring the independence of the external auditor; and
- adopting procedures with respect to the selection of the independent external auditor.

Internal audit function

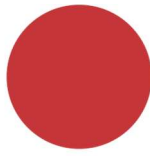
The Company does not have an internal audit function. The need for an internal audit function is assessed on a yearly basis by the Supervisory Board. The Supervisory Board concluded that an internal audit function is not necessary due to the nature of the Company as a SPAC.

Independent external auditor

The Management Board and the Supervisory Board have evaluated the activities performed for the Company by PricewaterhouseCoopers Accountants N.V. It is apparent that PricewaterhouseCoopers Accountants N.V. is capable of forming an independent judgment concerning all matters that fall within the scope of its auditing task; there is a good balance between the effectiveness and efficiency of their actions, for example in relation to auditing costs, risk management and reliability.

Functioning of the Supervisory Board and the Management Board

The Supervisory Board discussed, in the absence of the Management Board, its own functioning. The evaluation was performed by the Chairman of the Supervisory Board, by means of a structured questionnaire, which was subsequently discussed with the rest of the Supervisory Board. The Management Board also filled in a questionnaire and addressed items such as: team effectiveness, interaction, transparency, composition and profile, competences, effectiveness of individual members, quality of



information and the relationship with the Management Board. The outcome of the evaluation is positive. There is a good level of transparency amongst both the Management Board and the Supervisory Board. The Supervisory Board has conducted an annual review to identify any aspects with regard to which the Supervisory Board members require further training or education during their term of office. Given the nature of the Company as a SPAC and the various backgrounds and expertises from the members of the Supervisory Board, each member has an own responsibility to train and educate itself on such topics as may be required.

Remuneration

The Managing Directors and Mr D.W.E. Riefel as Supervisory Director are not entitled to any cash remuneration or compensation prior to completion of a Business Combination. The independent Supervisory Directors are entitled to a cash compensation prior to completion of a Business Combination of each €30,000 per year.

The remuneration of the Managing Directors and Supervisory Directors following a Business Combination, if any, shall be disclosed in the shareholder circular published in connection with the BC-EGM and is expected to be in line with market practice for small to medium sized companies.

The Managing Directors and Supervisory Directors have not entered into any type of employment or service agreement with the Company. As such, there are no severance arrangements between the Managing Directors and Supervisory Directors. Since the majority of the Managing Directors and Supervisory Directors will not be remunerated, there is no remuneration committee.

Shareholdings of Managing Directors and Supervisory Directors

Mr van Roij, Mr Slootweg and Mr Riefel indirectly hold financial instruments in the Company.

Mr F.C.P. Van Roij holds, indirectly through the Sponsor, 37,500 Ordinary Shares, 9,375 Market Warrants, 156,250 Founder Shares and 104,166 Founder Warrants;

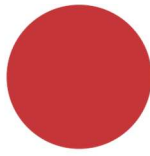
Mr J.G. Slootweg holds, indirectly through the Sponsor, 37,500 Ordinary Shares, 9,375 Market Warrants, 156,250 Founder Shares and 104,166 Founder Warrants;

Mr D.W.E. Riefel holds, indirectly through the Sponsor, 37,500 Ordinary Shares, 9,375 Market Warrants, 156,250 Founder Shares and 104,166 Founder Warrants.

The Sponsor is controlled by Infestos and Stichting Administratiekantoor Infestos Sustainability (the **STAK**). Mr Van Roij, Mr Slootweg and Mr Riefel participate and each hold 2.5% in the Sponsor through the STAK. The number of shares and warrants are calculated with reference to the ordinary shares of the STAK in the Sponsor.

Financial statements and independent auditor's opinion

The Consolidated Financial Statements included in this annual report have been audited and PricewaterhouseCoopers Accountants N.V. has issued an unqualified opinion on them. The Consolidated



Financial Statements were extensively discussed with the Supervisory Board, in the presence of the independent external auditor, and the Management Board. The Supervisory Board is of the opinion that the Consolidated Financial Statements meet all requirements for transparency and correctness. Therefore, the Supervisory Board recommends that the General Meeting of Shareholders to be held on 16 February 2023 adopts the Consolidated Financial Statements and the appropriation of the result.

Result appropriation ESG Core Investments realised a loss of €2.8 million.

The proposal to the General Meeting of Shareholders is to recognise this loss in other reserves. The members of the Supervisory Board have signed the financial statements to comply with their statutory obligation pursuant to article 2:101, paragraph 2, of the Dutch Civil Code.

Looking ahead

The members of the Supervisory Board wish to thank the Management Board for their dedication and commitment in aiming to realize a Business Combination prior to the Business Combination Deadline. Although it is highly probable that the Company will not be able to complete a suitable Business Combination, the Supervisory Board will continue to support the Management Board up until the Business Combination Deadline. The Supervisory Board has been fully involved with the preparations for the dissolution and liquidation of the Company in the event the search process is unsuccessful and supports Management Board's strategy in this respect, such that the amount held in the Escrow Account can be returned to shareholders as soon as possible after the Business Combination Deadline, taking into account a statutory creditor opposition period of two months after the liquidation process commences.

Amsterdam, 4 January 2023

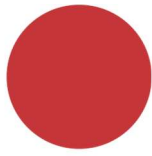
The Supervisory Board

Erwin Riefel (Chairman)

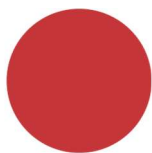
Hugo Peek

Anja Vijselaar

Richard Govers

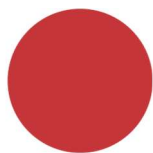


Consolidated financial statements for the year ended 31 December 2022



Consolidated statement of comprehensive income

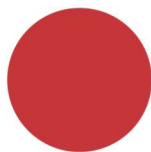
In EUR '000	Notes	2022	2021
Other expenses	4	(872)	(612)
Operating expenses		(872)	(612)
Operating Loss		(872)	(612)
Fair value adjustment of Market Warrant	15	4,021	2,229
Effective interest on ordinary shares subject to redemption	5/15	(5,857)	(3,789)
Interest expenses	6	(127)	(884)
Finance income and expenses		(1,963)	(2,444)
Net loss before income tax		(2,835)	(3,056)
Income tax	7	-	-
Net loss for the period		(2,835)	(3,056)
Other comprehensive result for the period		-	-
Total comprehensive loss for the period		(2,835)	(3,056)
Earnings per share			
Basic earnings per share (EUR)		(0.11)	(0.12)
Diluted earnings per share (EUR)		(0.11)	(0.12)



Consolidated statement of financial position

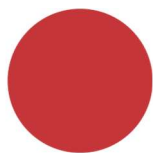
(Before profit appropriation)

In EUR '000	Notes	31 December 2022	31 December 2021
Assets			
Current assets			
Other receivables	12	153	69
Cash and cash equivalents	13	249,213	250,623
Total current assets		249,366	250,692
Total assets		249,366	250,692
Group equity			
Issued share capital	14	63	63
Share premium		-	-
Other reserves	14	3,194	6,250
Result for the year		(2,835)	(3,056)
Total equity		422	3,257
Liabilities			
Non-current liabilities			
Redeemable ordinary shares	15	-	242,926
Market warrants	15	-	4,083
Total non-current liabilities		-	247,009
Current liabilities			
Current portion of non-current liabilities	15	248,846	-
Trade and other payables	16	67	41
Interest payable		-	378
Current taxes payables		31	7
Total current liabilities		248,944	426
Total liabilities		248,944	247,435
Total equity and liabilities		249,366	250,692



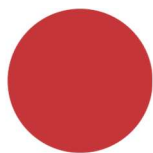
Consolidated statement of changes in equity

In EUR '000	Notes	Attributable to equity owners of ESG Core Investments B.V.				
		Issued share capital	Share premium	Other reserves	Result for the year	Total equity
Opening Balance - 21 January 2021		50	-	-	-	50
Loss for the period		-	-	-	(3,056)	(3,056)
Other comprehensive result		-	-	-	-	-
Total comprehensive loss for the period		-	-	-	(3,056)	(3,056)
Transactions with shareholders						
Issuance of founder shares		13	-	-	-	13
Issuance of founder warrants		-	-	6,250	-	6,250
Allocation of loss		-	-	-	-	-
Closing Balance - 31 December 2021		63	-	6,250	(3,056)	3,257
Opening Balance - 1 January 2022	14	63	-	6,250	(3,056)	3,257
Loss for the period		-	-	-	(2,835)	(2,835)
Other comprehensive result		-	-	-	-	-
Total comprehensive loss for the period		-	-	-	(2,835)	(2,835)
Transactions with shareholders						
Allocation of loss		-	-	(3,056)	3,056	-
Closing Balance - 31 December 2022		63	-	3,194	(2,835)	422



Consolidated statement of cash flows

In EUR '000	Notes	2022	2021
Cash flows from operating activities			
Operating Loss		(872)	(612)
Interest paid		(1,141)	(507)
Interest received		502	-
<i>Adjustments to reconcile loss before taxation to net cash flows:</i>			
Share-based payment expenses		-	-
Changes in working capital:			
- Decrease (increase) other receivables (excluding interest receivable)		51	(69)
- Increase in trade and other payables		26	41
- Increase in current tax payable		24	7
Net cash outflow from operating activities		(1,410)	(1,140)
Cash flows from financing activities			
Proceeds from issuance of founder shares	14	-	63
Proceeds from issuance of ordinary shares	15	-	250,000
Transaction cost related to the issuance of ordinary shares	15	-	(4,550)
Proceeds from issuance of founder warrants	14	-	6,250
Net cash inflow from financing activities		-	251,763
Net (decrease) increase in cash and cash equivalents		(1,410)	250,623
Cash and cash equivalents at the beginning of the financial year		250,623	-
Effects of exchange rate changes on cash and cash equivalents		-	-
Cash and cash equivalents at the end of the financial period		249,213	250,623



Notes to the Consolidated Financial Statements

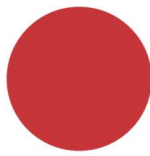
General information

ESG Core Investments B.V. is a limited liability company incorporated under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), with its statutory seat in Amsterdam, the Netherlands (**ESG Core Investments** or the **Company**). ESG Core Investments was admitted to listing and trading on Euronext Amsterdam on 12 February 2021 pursuant to an initial public offering (IPO) in which it raised € 250 million in gross proceeds in accordance with the terms and conditions set out in the Company's prospectus dated 11 February 2021 (the **Prospectus**).

The Company has the legal ownership of the gross cash proceeds and the Management Board has the authority and power to spend such amounts. In order to ensure that the gross proceeds are used for no other purpose than the situations as disclosed in the going concern paragraph in this annual report, the Company entered into an escrow agreement with Intertrust Escrow and Settlements B.V., a private company with corporate seat in Amsterdam, the Netherlands and having its address at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, acting under its trade name Intertrust Escrow Services (the **Escrow Agent**) and Stichting ESG Core Investments Escrow with corporate seat in Amsterdam, the Netherlands and having its corporate address at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands (the **Foundation**). Following the IPO, 100% of the gross proceeds have been transferred to the escrow account. Pursuant to the escrow agreement, the amounts held in the escrow account will generally not be released unless and until the occurrence of the earlier of a Business Combination or Liquidation, as disclosed in the going concern paragraph in this annual report and as further set out in the Prospectus. The Foundation holds the escrow amount on a designated bank account. These consolidated financial statements comprise the Company and the Foundation (the **Group**).

ESG Core Investments is a Special Purpose Acquisition Company (SPAC) and was founded with the aim to unlock a unique investment opportunity in Europe within industries that benefit from strong Environmental, Social and Governance (ESG) profiles. Since the IPO, ESG has sought to identify and acquire a stake in a company with a clear ESG focus in the core of its business, preferably headquartered in North-Western Europe and enjoying a strong competitive position within its industry, ideally based on unique technology. The Company is registered in the Chamber of Commerce (*Kamer van Koophandel*) under number 81647034 with its registered office at Oldenzaalsestraat 500, 7524 AE Enschede, the Netherlands. The Company's Ordinary Shares and Market Warrants are publicly traded on the regulated market of Euronext Amsterdam.

The Company has been incorporated on 21 January 2021. The Company's statutory financial year is the calendar year.



1. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

Basis of preparation

These consolidated financial statements have been prepared in accordance and comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the European Union, where effective, for financial years beginning 1 January 2022 and also comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code.

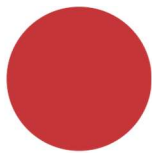
These consolidated financial statements have been prepared on a going concern basis under the assumptions described in the going concern paragraph below. Following the IPO and prior to a potential completion of the acquisition of a target business by means of a (legal) merger, share exchange, share purchase, contribution in kind, asset acquisition or combination of these methods (a **Business Combination**) or a potential liquidation and dissolution of the Company, the Company will not engage in any operations, other than in connection with the selection, structuring and completion of a Business Combination, or liquidation and dissolution of the Company (as is highly likely on the date hereof). Following the IPO, the Company has a 24-month period to complete a Business Combination.

Going concern

As communicated on the date hereof, the Company currently believes that the consummation of a suitable business combination is highly improbable. Since its IPO, the Company has reviewed more than hundred potential targets, and had advanced discussions with multiple of them. Despite extensive efforts to date, none of these discussions has resulted in the consummation of a Business Combination.

Certain prospective targets were, through investigation, found not to meet the Company's target business criteria, or otherwise would not result in a Business Combination at an acceptable valuation, while others elected to pursue other strategic avenues like a stand-alone IPO or full or partial private sale. Some targets seemed hesitant to pursue a Business Combination due to macro-economic events impacting valuations and disappointing stock price performance in capital markets generally.

Although it is highly probable that the Company will not be able to complete a suitable Business Combination before the Business Combination Deadline, being 16 February 2023, the Company is continuing its search process in earnest, in a disciplined manner, and will continue to do so up until the Business Combination Deadline. This in parallel with preparations for its dissolution and liquidation, such that the amount held in the Escrow Account can be returned to shareholders as soon as possible after the Business Combination Deadline, taking into account a statutory creditor opposition period of two months after the liquidation process commences. The Company has convened a general meeting to be held at 16 February 2023 for the purpose of adopting a resolution to dissolve and liquidate the Company and to delist the Ordinary Shares and Market Warrants. Considering, the remaining time left between the balance sheet



date and 16 February 2023, it is highly likely that the Company will be delisted, liquidated and dissolved. These conditions indicate the existence of a material uncertainty, which may cast significant doubt about the company's ability to continue as a going concern.

The Management Board expects that the Company will be able to fulfil its obligations. The costs relating to the search for a target company (up until the Business Combination Deadline) and a potential liquidation and dissolution of the Company are expected to be covered by the proceeds from the issuance of the Founder Warrants. The distribution of the Company's assets and the allocation of the liquidation surplus shall be completed, after payment of the Company's creditors and settlement of its liabilities, in accordance with the rights of the Founder Shares and the Ordinary Shares and in accordance with a pre-determined order of priority and taking into account statutory creditor opposition period of two months. There will be no distribution of proceeds or otherwise with respect to any of the Market Warrants or the Founder Warrants, and all such Market Warrants and Founder Warrants will automatically expire without value upon occurrence of such a liquidation.

Functional and presentation currency

These consolidated financial statements are presented in euro, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

Basis of measurement

These consolidated financial statements have been prepared on a historical cost convention, unless stated otherwise.

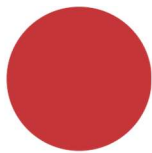
Use of judgements and estimates

The preparation of these consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are the following:

- Note 10 Share based payments. The classification as share-based payments and the determination of the grant date.

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. IFRS establishes a three tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;



- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

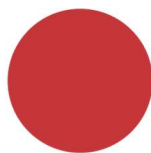
New and amended standards not adopted by the group

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2. Critical accounting policies

Principles for consolidation

Subsidiaries are all entities over which the Company has control. The Company controls an entity where the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. For purposes of the consolidated financial statements, ESG Core Investments B.V. forms a group together with Stichting ESG Core Investments Escrow, a foundation that holds the IPO proceeds in escrow on designated bank account. The IPO proceeds may only be released from escrow (i) upon receipt of (a) a joint and written instruction signed by the Company's management board and the chairman of the supervisory board, confirming that the conditions, if any, to completing of the business combination are satisfied or waived in accordance with the transaction documentation in effect between the Company and the target business and (b) a written confirmation of a civil law notary or deputy civil law notary (*notaris of kandidaat-notaris*) that the general meeting has adopted a resolution to approve the business combination; (ii) upon receipt of a written confirmation of a civil law notary or deputy civil law notary (*notaris of kandidaat-notaris*) that (a) the deadline to complete a business combination has passed without the Company completing a business combination and (b) a written resolution by the general meeting to pursue a liquidation of the Company was adopted; (iii) on the first business day 3 years after the execution date of the escrow agreement; or (iv) upon receipt by the Intertrust Escrow Services, acting as the escrow agent, of a final (*in kracht van gewijsde*) judgment from a competent court or arbitral tribunal, confirmed to be enforceable in the Netherlands by a reputable law firm, requiring payment by ESG Core Investments Escrow of all or part of the amounts held in the escrow account to the Company or to any party that is designated in such judgment. As such, the Company can control the date on which the Foundation needs to pay out the cash held in escrow by proposing a Business Combination or waiting until the date the 24-months period ends and the funds need to be repaid. Therefore, the foundation is considered a group company and included in these consolidated financial statements.



Subsidiaries are deconsolidated from the date that control ceases. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Other receivables

Other receivables are recognized initially at their transaction price, the amount of consideration that is unconditional, unless they contain significant financing components when they are recognized at fair value. They are subsequently measured at amortized cost using the effective interest method, less loss allowance (if any).

Other payables

These amounts represent liabilities provided to the Company prior to the end of the financial year which are unpaid. Other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value. And subsequent measurement at amortized cost using the effective interest method.

Financial instruments

Financial assets – Classification and measurement

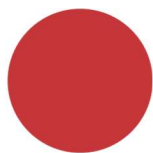
The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss), and
- those to be measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets - Recognition and derecognition

Regular purchases and sales of financial assets are recognized on the trade-date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.



Financial assets – Initial recognition

At initial recognition the Company measures a financial asset at its fair value plus, in the case of a financial asset not carried at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets – Subsequent Measurements

Subsequent measurement depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its instruments: (i) Amortised cost, (ii) Fair value through profit or loss; and (iii) Fair value through other comprehensive income.

The Company makes no use of derivative financial instruments. Besides cash and cash equivalents that are measured at fair value, the Company's receivables are measured at amortised costs. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss.

Financial assets – Impairment

The Company assesses on a forward-looking basis the expected credit losses associated with its financial instruments carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

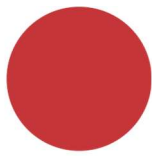
The Company has no trade receivables nor amounts due from customers for contract work including a significant finance component and is therefore allowed to apply the simplified approach under IFRS 9, in which the credit losses are measured using a lifetime expected loss allowance for all trade receivables.

Financial liabilities - Recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. The Company makes no use of derivative financial instruments.

Financial liabilities at amortized costs

Financial liabilities at amortized cost include redeemable Ordinary Shares and other payables. These financial liabilities are initially recognized at fair value equaling the amount required to be paid, less, when material, a discount to reduce the payables to fair value. Subsequently, trade and other payables are measured at amortized cost using the effective interest method. Other payables are classified as current liabilities due to their short- term nature, except for maturities greater than 12 months after the end of the reporting period.



Financial liabilities at fair value through other comprehensive income

Financial liabilities at fair value through other comprehensive income include the Market Warrants. These financial liabilities are initially recognised at fair value with subsequent changes in fair value being recognised in the income statement.

Financial liabilities – Derecognition

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the consolidated statement of comprehensive income.

The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. However, when the cash flows of the modified liability are not substantially different, the Company (i) recalculates the amortized cost of the modified financial liability by discounting the modified contractual cash flows using the original effective interest rate and (ii) recognizes any adjustment in the consolidated statement of comprehensive income.

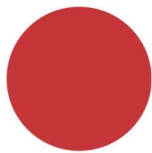
Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The Company does not have any legally enforceable right to offset the recognized amounts in the balance sheet.

Founder Shares and Founder Warrants

The Company has issued Founder Shares and Founder Warrants to the Sponsor. The Sponsor performs services to the Company under a consultancy agreement in relation to the search for a Business Combination within the 24-month period. Management has exercised judgement in determining whether these instruments should be treated as financial instruments or share based payments (IFRS 2) and concluded that the instruments fall in scope of IFRS 2 as equity settled instruments, since there is an estimated difference in the fair value of the instruments issued and the amount paid.

The grant-date fair value of equity-settled share-based payment awards granted is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. Management has exercised judgement in determining the grant date and concluded that the grant date should be the Business Combination date (if any), or the Business Combination Deadline if no Business Combination has been completed, as only at such point in time there is clarity over the value of the awarded Founder Shares and Founder Warrants. As a result, no expense is recognized in the statement of comprehensive income over the period ending 31 December 2022 and 31 December 2021.



Ordinary Shares

Since the holders of Ordinary Shares have the right to demand cash (€ 10.00 per share minus net interest (if any) and liquidation costs (if any)) at the earlier of i) the date of an approved Business Combination in case the shareholder votes against such Business Combination and ii) when no Business Combination materializes within 24 months from IPO, the Ordinary Shares are classified as a financial liability in accordance with IAS 32.18 until the point when this redemption feature lapses. These financial liabilities are classified as measured at amortized cost using the effective interest method. Interest expense are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Market Warrants

The Market Warrants classify as a financial liability under IFRS and are initially measured at their fair value. Subsequent to initial recognition, the Market Warrants are measured at fair value, and changes therein are recognised in profit or loss.

Expenses

Expenses arising from the Company's operations are accounted for in the year incurred.

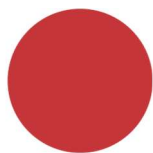
Finance income and expenses

Finance expenses include interest incurred on borrowings calculated using the effective interest method and interest on the Company's cash and cash equivalent balances.

Corporate income tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.



Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Notes to the cash flow statement

The cash flow statement has been prepared using the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Non-cash transactions are not included in the statement of cash flows. ESG Core Investments has chosen to present interest paid on cash and cash equivalents as operating cash flows.

Operating Segments

The activities of the Company are considered to be a single operating segment under IFRS 8. Hence no further segmental disclosures are included in the financial statements.

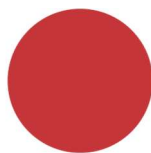
3. Financial instruments and risk management

I. Accounting classification

The carrying amount of the redeemable Ordinary Shares is determined based upon amortized cost calculation, using the effective interest rate method, considering the transaction cost paid to issue the instrument and the net interest that will be deducted from the repayment in case a shareholder redeems it investment. The fair value of the redeemable Ordinary Shares is determined based on the listed market price of these shares at Euronext Amsterdam as per 31 December 2022 and 31 December 2021.

The Market Warrants initial value is determined based on a Level 3 valuation using a binominal tree option pricing model, that does not assume any dividend and considers credit risk to be negligible. No marketability discounts haven been applied to the fair value calculated. The fair value per 31 December 2022 and 31 December 2021 is based on a Level 1 valuation using the listed market price of these Market Warrants at Euronext Amsterdam.

The fair value of the other financial liabilities is determined based upon a discounted cash flow technique. The valuation model considers the present value of expected payments, discounted using a risk-adjusted discount rate.



II. Risk management

The Company's management board has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

Credit risk

Credit risk is the risk of financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables. The Company's credit risk mainly relates to its cash- and cash equivalents that are placed with a number of banks. The Company determines the credit risk of cash- and cash equivalents that are placed with these banks as low, by solely doing business with highly respectable banks.

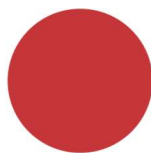
Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's objective when managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. As at 31 December 2022, the Company has sufficient funds to pay its obligations for the next year. In case of a liquidation and dissolution of the Company, the funds available in the Company's escrow account are designated to be used to repay the redeemable ordinary shares.

In EUR '000	Carrying amount	Total	< 1 year	1-2 years	> 2 years
Redeemable ordinary shares	248,783	248,783	248,783	-	-
Market warrants	63	63	63	-	-
Trade and other payables	67	67	67	-	-
Current tax payable	31	31	31	-	-
Total	248,944	248,944	248,944	-	-

Market risk

Market risk is the risk that changes in market prices – e.g. interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.



4. Other expenses

In EUR '000	2022	2021
Tax and legal advise	(36)	(12)
Audit & accounting cost	(57)	(127)
Listing and transaction cost	(70)	(118)
Management fee Sponsor	(150)	(133)
Supervisory board remuneration	(90)	(79)
Insurance cost	(160)	(142)
Other cost	(309)	(1)
Total other expenses	(872)	(612)

Other cost in 2022 include a VAT adjustment for previous years, as based on interpretations issued by the Dutch tax authorities in 2022 it appeared that VAT on purchases and services is not refundable.

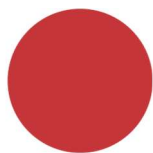
5. Effective interest on Ordinary Shares subject to redemption

The effective interest on the Ordinary Shares amounts €5.9 million in 2022 (2021: €3.8 million) and is recognized in the statement of comprehensive income. In 2021, the IPO transaction costs of €4.7 million are allocated pro rata to the Ordinary Shares and to the Market Warrants for the amounts of €4.6 million and €0.1 million respectively. The IPO transaction costs charged to the Market Warrants are directly recognized in the statement of comprehensive income as part of other expenses (see note 4).

6. Interest expenses

In EUR '000	2022	2021
Interest expenses escrow account	(123)	(881)
Other interest expenses	(4)	(3)
Total interest expenses	(127)	(884)

See note 13 for further explanation in respect of the escrow account.



7. Income tax

The Company's tax jurisdiction is the Netherlands. As it is uncertain if current tax losses can be utilized against future tax profits, the company did not recognise a deferred tax assets for its tax losses. The Company's tax losses amounts to €5.9 million as per 31 December 2022 (2021: €3.1 million).

Reconciliation of the effective tax rate:

In EUR '000	2022	2021
Loss before income tax	(2,835)	(3,056)
Tax calculated based on Dutch tax rate	25.0%	25.0%
Tax effect of:		
Non-deductible expenses	0.0%	-1.0%
Current year losses for which no deferred tax asset was recognised	-25.0%	-24.0%
Effective tax rate	0.0%	0.0%

8. Earnings per share

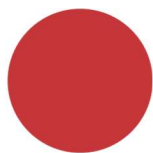
The calculation of basic and diluted EPS has been based on the following loss attributable to ordinary shareholders and weighted-average number of Ordinary Shares outstanding.

	2022	2021
Net loss attributable to equity holders (EUR '000)	(2,835)	(3,056)
Outstanding number of shares for the basic earnings per share at the beginning of the fiscal year	25,000,000	25,000,000
Effect of issued ordinary shares	-	-
Weighted-average number of shares outstanding for the purpose of basic earnings per share	25,000,000	25,000,000
Incremental shares for assumed conversion of market warrants, founder shares and founder	16,666,557	16,666,557
Weighted-average number of shares outstanding for the purpose of diluted earnings per share	41,666,557	41,666,557

As the Company is loss making, the diluted earnings per share are considered to be equal to the basic earnings per share, as the impact of incremental shares on earning per share is anti-dilutive.

9. Numbers of employees

The company has no employees at 31 December 2022 and 31 December 2021.



10. Share based payments

As disclosed under the significant accounting policies section the Group has accounted for share-based payment arrangements for Founder Shares and Founder Warrants.

	Founder Shares
Number of shares	6,250,000
	Founder Warrants
Number of warrants	4,166,667

Only upon completion of a business combination the Founder Shares will, and the Founder Warrants may, convert into Ordinary Shares. In case the Company does not complete a Business Combination within 24 months from the settlement date of the IPO the Company will be dissolved and be liquidated. The Founder Warrants will automatically expire without value upon occurrence of such a liquidation and the Founder Shares will not convert into Ordinary Shares.

Only as of the Business Combination date there is clarity among all parties about the value of the awarded Founders Shares and Founder Warrants, as such, the Business Combination date (if any), or the Business Combination Deadline if no Business Combination has been completed, is considered to be the grant date of these instruments. As a result, no expense has been recognized in the consolidated statement of comprehensive income over the period ending 31 December 2022 and 31 December 2021.

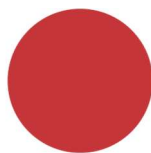
11. Remuneration of the management board and supervisory board

The Managing Directors and Mr Riefel as Supervisory Director are not entitled to any cash remuneration or compensation prior to completion of a Business Combination. The independent Supervisory Directors Ms Vijselaar, Mr Peek and Mr Govers are entitled to a cash compensation prior to completion of a Business Combination, which has been set at €30,000 per year.

The Managing Directors and Mr Riefel indirectly participate in the Company's shareholder structure, which can be specified as follows:

- Both Managing Directors indirectly through the Sponsor, hold 37,500 Ordinary Shares, 9,375 Market Warrants, 156,250 Founder Shares, 104,166 Founder Warrants.
- Mr Riefel, indirectly through the Sponsor, hold 37,500 Ordinary Shares, 9,375 Market Warrants, 156,250 Founder Shares, 104,166 Founder Warrants.

The Sponsor is controlled by Infestos and Stichting Administratiekantoor Infestos Sustainability (STAK). The Managing Directors and Mr Riefel participate and each hold 2.5% in the Sponsor through the STAK. The number of shares and warrants are calculated with reference to the Ordinary Shares of the STAK in the Sponsor.



12. Other receivables

In EUR '000	2022	2021
VAT tax receivable	-	50
Interest receivable	135	-
Other receivables	19	19
Total	154	69

The fair value of the receivables approximates the carrying amounts. No breakdown of the fair values of trade and other receivables and the non-current portion of the receivables has been included as the differences between the carrying amounts and the fair values are insignificant.

13. Cash

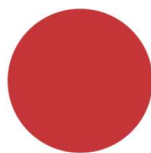
In EUR '000	2022	2021
Bank balances	351	1,126
Cash in escrow	248,862	249,497
Total	249,213	250,623

The gross proceeds of the IPO have been deposited in an escrow account held by the Foundation. These amounts will be released only in accordance with the terms of an escrow agreement between the Company, Intertrust Escrow and Settlements B.V., acting under its trade name Intertrust Escrow Services and the Foundation. As such the cash in the escrow account is restricted and not freely available to the Company.

The escrow account was subject to a negative interest rate of 0.4% on an annual basis from 16 February 2021 up to and including 15 February 2022 and a negative interest rate of 0.5% on an annual basis from 16 February 2022 up to and including 30 July 2022. Following a change in market circumstances, the interest rate was subsequently adjusted to a negative interest rate of 0.25% on an annual basis from 1 August 2022 up to and including 31 August 2022. The escrow account was subject to an interest of 0.0% on an annual basis from 1 September 2022 up to and including 18 September 2022. The escrow account was subject to a positive interest rate of 0.8% on an annual basis from 19 September 2022 up to and including 19 December 2022 and a positive interest rate of 1.793% on an annual basis from 20 December 2022, which will be the interest rate up to and including 16 April 2023.

14. Group Equity

	Number of Founder Shares	Par value EUR '000	Share premium EUR '000	Total EUR '000
Opening balance 21 January 2021	5,000,000	50	-	50
Share issuance	1,250,000	13	-	13
Balance 31 December 2021	6,250,000	63	-	63
Share issuance	-	-	-	-
Balance 31 December 2022	6,250,000	63	-	63



Share capital at 21 January 2021 was divided into 5,000,000 ordinary shares with a par value of €0.01 each. These ordinary shares were issued and paid for the nominal value of €50,000 in aggregate. On 29 January 2021, the Company issued 1,250,000 additional ordinary shares to Infestos Sustainability B.V. at a par value of €0.01 each against payment of €12,500 in aggregate. These 6,250,000 ordinary shares were converted at IPO to Founder Shares.

On 29 January 2021, the Company issued 80,000,000 Ordinary Shares at a par value of €0.01 and 3,125,000 transferable rights (warrants) to Infestos Sustainability B.V. against payment of €800,000 which on the same date have been repurchased by the Company as treasury shares and treasury warrants against payment of €800,000 in aggregate. Such treasury shares and treasury warrants are held for the purpose of allotting these shares and warrants to investors around the time of a potential Business Combination.

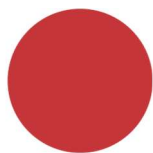
At IPO the Company issued 4,166,666 Founder Warrants to the Sponsor at a price of €1.50 per Founder Warrant. Only after completion of a Business Combination, each Founder Warrant is exercisable to purchase one Ordinary Share at €11.50, but the Sponsor may elect a cashless exercise in which case it would receive a certain amount of Ordinary Shares based on the fair market value of the Ordinary Shares without being obliged to pay cash, as further set out in the Prospectus. The proceeds from the sale of the Founder Warrants amounting to €6,250,000 were deposited into a bank account of the Company. The issuance of Founder Warrants is recognised in other reserves.

Under Dutch law, the Company is not required to have, and does not have, an authorised share capital (*maatschappelijk kapitaal*), because it is a private company with limited liability.

The proposal to the General Meeting is that the 2022 loss for the period will be recognized in other reserves.

15. Redeemable Ordinary Shares and Market Warrants

In EUR '000	Redeemable Ordinary Shares
IPO proceeds based on sale of Units	250,000
Less: initial recognition of the Market Warrants	(6,313)
Less: transaction cost	(4,550)
Carrying amount at 11 February 2021	239,137
Effective interest accretion 2021	3,789
Carrying amount per 31 December 2021	242,926
Effective interest accretion 2022	5,857
Carrying amount per 31 December 2022	248,783
Current portion	(248,783)
Non-current portion per 31 December 2022	-



At IPO in 2021, the Company issued 25,000,000 Ordinary Shares and 6,250,000 Market Warrants as part of a unit for an offer price of €10 per unit. One unit consists of 1 Ordinary Share, 0.125 Market Warrant issuable at IPO and 0.125 Market Warrant only allottable after completion of a Business Combination.

Instrument	Number	Initial value	Fair value at 31 December 2022	Total value as per 31 December 2022
Market warrants	6,250,000	1.01	0.01	63,000

Each of the Market Warrants will only be exercisable after completion of a Business Combination, which is highly unlikely. The value of the Market Warrants is presented as current portion of non-current liabilities, considering the expected expiration within 1 year.

The Company has 24 months to complete a Business Combination. If the Company does not successfully complete a Business Combination within such time, the Company will be liquidated and the proceeds raised pursuant to the IPO will be refunded to the Ordinary Shareholders minus any net interest (if any) and liquidation costs (if any), see going concern paragraph in note 1 above.

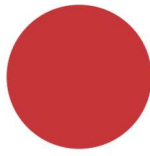
16. Trade and other payables

In EUR '000	2022	2021
Trade payables	33	6
Other liabilities	34	35
Total	67	41

All current liabilities fall due in less than one year. The fair value of the current liabilities approximates the carrying amount due to its short-term character.

17. Contingencies and commitments

As disclosed in the Prospectus the underwriters are potentially entitled to a BC Underwriting Fee in the unlikely event that the Company would complete a Business Combination. This fee is only payable upon completion of a Business Combination and will not be paid out of the Costs Cover, but from the funds held in the Escrow Account. As of 31 December 2022 and 31 December 2021, the BC Underwriting Fee is considered a contingent liability under IAS 37, amounting to maximum of €4.1 million.



18.Related party transactions

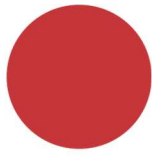
Transactions with related parties are assumed when a relationship exists between the Company and a natural person or entity that is affiliated with the Company. This includes, amongst others, the relationship between the Company and its subsidiaries, shareholders, directors and key management personnel. Transactions are transfers of resources, services or obligations, regardless whether anything has been charged. For transactions with key management personnel refer to note 11.

Transaction with the Sponsors

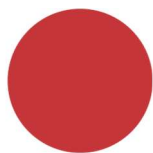
- the agreed service fee for the services provided under the consultancy agreement as disclosed in the Prospectus, which amounts to €150 thousand (2021: €133 thousand).

19.Events after the balance sheet date

No such events identified.



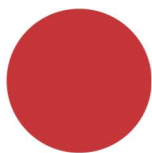
Company financial statements for the year ended 31 December 2022



Company balance sheet

(Before profit appropriation)

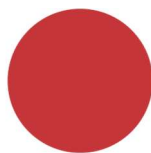
In EUR '000	Notes	31 December 2022	31 December 2021
Assets			
Current assets			
Other receivables	1	249,016	249,566
Cash and cash equivalents		350	1,126
Total current assets		249,366	250,692
Total assets		249,366	250,692
Equity			
Issued share capital	2	63	63
Share premium	2	-	-
Other reserves		3,194	6,250
Result for the year		(2,835)	(3,056)
Total equity		422	3,257
Liabilities			
Non-current liabilities			
Redeemable ordinary shares		-	242,926
Market warrants		-	4,083
Total non-current liabilities		-	247,009
Current liabilities			
Current portion of non-current liabilities		248,846	-
Trade and other payables		67	41
Interest payable		-	378
Current taxes payables		31	7
Total current liabilities		248,944	426
Total liabilities		248,944	247,435
Total equity and liabilities		249,366	250,692



Company income statement

In EUR '000	2022	2021
Other expenses	(872)	(612)
Operating expenses	(872)	(612)
Operating Loss	(872)	(612)
Fair value adjustment of Market Warrant	4,021	2,229
Effective interest on ordinary shares subject to redemption	(5,857)	(3,789)
Interest expenses	(127)	(884)
Finance costs - net	(1,963)	(2,444)
Net loss before income tax	(2,835)	(3,056)
Income tax	-	-
Net loss for the period	(2,835)	(3,056)
Other comprehensive result for the period	-	-
Total comprehensive loss for the period	(2,835)	(3,056)
Earnings per share		
Basic earnings per share (EUR)	(0.11)	(0.12)
Diluted earnings per share (EUR)	(0.11)	(0.12)

Reference is made to the notes of the consolidated financial statements as there are no differences between the consolidated statement of comprehensive income and company income statement



Notes to the Company financial statements

General information

The company financial statements are part of the consolidated financial statements of ESG Core Investments B.V.

Basis of preparation

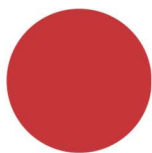
The Company financial statements of ESG Core Investments B.V. have been prepared in accordance with Part 9, Book 2 of the Dutch Civil Code. In accordance with sub 8 of article 362, Book 2 of the Dutch Civil Code, the Company financial statements are prepared based on the accounting principles of recognition, measurement and determination of profit, as applied in the consolidated financial statements. These principles also include the classification and presentation of financial instruments, being equity instruments or financial liabilities. In case no other policies are mentioned, refer to the accounting policies as described in the accounting policies in the consolidated financial statements of this Annual report.

For an appropriate interpretation, the company financial statements of ESG Core Investments B.V. should be read in conjunction with the consolidated financial statements. All amounts have been rounded to the nearest thousand, unless otherwise indicated. The balance sheet and income statement include references. These refer to the notes.

1. Other receivables

In EUR '000	2022	2021
VAT tax receivable	-	51
Receivable Stichting ESG Core Investments Escrow	248,862	249,497
Interest receivable	135	-
Other receivables	19	18
Total	249,016	249,566

The gross proceeds of the IPO have been deposited in an escrow account held by the Foundation. These amounts will be released only in accordance with the terms of an escrow agreement between the Company, Intertrust Escrow and Settlements B.V., acting under its trade name Intertrust Escrow Services and the Foundation.



2. Equity

	Number of Founder Shares	Par value EUR '000	Share premium EUR '000	Total EUR '000
Opening balance 21 January 2021	5,000,000	50	-	50
Share issuance	1,250,000	13	-	13
Balance 31 December 2021	6,250,000	63	-	63
Share issuance	-	-	-	-
Balance 31 December 2022	6,250,000	63	-	63

For further details on movements in the different components of the shareholders equity, we refer to the consolidated statement of changes in equity.

Under Dutch law, the Company is not required to have, and does not have, an authorised share capital (*maatschappelijk kapitaal*), because it is a private company with limited liability.

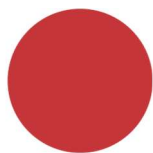
The proposal to the General Meeting is that the 2022 loss for the period will be recognized in other reserves.

Audit fees

The Company incurred the following audit expenses. Note that part of the 2021 expenses are included in the IPO transaction costs.

In EUR '000	Pricewaterhouse- Coopers Accountants					
	N.V.		Other network		Total network	
	2022	2021	2022	2021	2022	2021
Audit of the financial statements	51	40	-	-	51	40
Other audit procedures	-	119	-	-	-	119
Tax services	-	-	-	-	-	-
Other non-audit services	-	-	-	-	-	-
Total	51	159	-	-	51	159

The fees listed above relate to the services provided to the Company by accounting firms and external independent auditor as referred to in Section 1(a) of the Dutch Accounting Firms Oversight Act (*Wta*). Other audit procedures relate to work done in respect of the Prospectus and half year report.



Authorization of the financial statements

Signed for approval on 4 January 2023

F.C.P van Roij

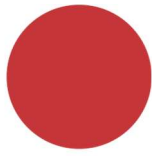
Managing Director

ESG Core Investments B.V.

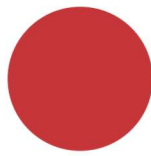
J.G. Slootweg

Managing Director

ESG Core Investments B.V.



Other Information



Provision in the Articles of Association relating to profit appropriation

Article 34. Profits and Distributions.

34.1 The Management Board, with the approval of the Supervisory Board, may decide that the profits realised during a financial year fully or partially be appropriated to increase and/or form reserves.

34.2 Without prejudice to Article 10.3, the profits remaining after application of Article 34.1 shall be put at the disposal of the General Meeting. The Management Board, with the approval of the Supervisory Board, shall make a proposal for that purpose. A proposal to pay a dividend shall be dealt with as a separate agenda item at the General Meeting of Shareholders.

34.3 Distributions from the Company's distributable reserves are made pursuant to a resolution of the Management Board, with the approval of the Supervisory Board.

34.4 The Management Board may, with the approval of the Supervisory Board, decide that a distribution on Shares shall not take place as a cash payment but as a payment in Shares, or decide that holders of Shares shall have the option to receive a distribution as a cash payment and/or as a payment in Shares, out of the profit and/or at the expense of reserves.

34.5 The Company's policy on reserves and dividends shall be determined and can be amended by the Management Board, subject to the approval of the Supervisory Board. The adoption and thereafter each amendment of the policy on reserves and dividends shall be discussed and accounted for at the General Meeting of Shareholders under a separate agenda item.

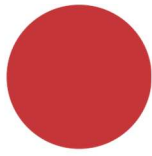
34.6 A resolution to make a distribution will not be effective until approved by the Management Board. The Management Board may only refuse to grant such approval if it knows or reasonably should foresee that after the distribution the Company would not be able to continue to pay its debts as they fall due.

Article 35. Payment of and Entitlement to Distributions.

35.1 Dividends and other distributions will be made payable pursuant to a resolution of the Management Board within four weeks after adoption, unless the Management Board sets another date for payment.

35.2 A claim of a Shareholder for payment of a distribution shall be barred after five years have elapsed after the day of payment.

35.3 For all dividends and other distributions in respect of Ordinary Shares included in the Statutory Giro System the Company will be discharged from all obligations towards the relevant Shareholders by placing those dividends or other distributions at the disposal of, or in accordance with the regulations of, Euroclear Netherlands.



Independent Auditor's Report



Independent auditor's report

To: the general meeting and the supervisory board of ESG Core Investments B.V.

Report on the financial statements 2022

Our opinion

In our opinion:

- the consolidated financial statements of ESG Core Investments B.V. together with its subsidiary ('the Group') give a true and fair view of the financial position of the Group as at 31 December 2022 and of its result and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union ('EU-IFRS') and with Part 9 of Book 2 of the Dutch Civil Code;
- the company financial statements of ESG Core Investments B.V. ('the Company') give a true and fair view of the financial position of the Company as at 31 December 2022 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

What we have audited

We have audited the accompanying financial statements 2022 of ESG Core Investments B.V., Enschede. The financial statements comprise the consolidated financial statements of the Group and the company financial statements.

The consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the following statements for 2022: the consolidated statements of comprehensive income, changes in equity and cash flows; and
- the notes, comprising a summary of the significant accounting policies and other explanatory information.

The company financial statements comprise:

- the company balance sheet as at 31 December 2022;
- the company income statement for the year then ended;
- the notes, comprising a summary of the accounting policies applied and other explanatory information.

The financial reporting framework applied in the preparation of the financial statements is EU-IFRS and the relevant provisions of Part 9 of Book 2 of the Dutch Civil Code for the consolidated financial statements and Part 9 of Book 2 of the Dutch Civil Code for the company financial statements.



The basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. We have further described our responsibilities under those standards in the section ‘Our responsibilities for the audit of the financial statements’ of our report.

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

Independence

We are independent of ESG Core Investments B.V. in accordance with the European Union Regulation on specific requirements regarding statutory audit of public-interest entities, the ‘Wet toezicht accountantsorganisaties’ (Wta, Audit firms supervision act), the ‘Verordening inzake de onafhankelijkheid van accountants bij assuranceopdrachten’ (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the ‘Verordening gedrags- en beroepsregels accountants’ (VGBA, Dutch Code of Ethics).

Material uncertainty related to going concern

We draw attention to note going concern of the (consolidated) financial statements which indicates that if the Company does not complete a business combination within 24 months after the settlement of the IPO, being 16 February 2023, the company must be dissolved and liquidated, and the Ordinary Shares and Market Warrants will be delisted. Therefore, the Company has convened a meeting to be held at 16 February 2023 for the purpose of adopting a resolution to dissolve and liquidate and to delist the Ordinary Shares and Market Warrants, despite the Company continuing its search for a suitable business combination until the Business Combination Deadline. These conditions indicate the existence of a material uncertainty, which may cast significant doubt about the company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

We refer to section ‘Audit approach going concern’ for further information on our audit procedures regarding the going concern assumption.

Our audit approach

We designed our audit approach with respect to the key audit matters and fraud, and the matters resulting from that, in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The information in support of our opinion, like our findings and observations related to individual key audit matters and the audit approach fraud risks was addressed in this context, and we do not provide separate opinions or conclusions on these matters.

Overview and context

ESG Core Investments B.V. is a Special Purpose Acquisition Company (‘SPAC’) and obtained a listing on Euronext Amsterdam on 12 February 2021 pursuant to an initial public offering in which it raised €250 million in gross proceeds (the ‘IPO-proceeds’). The Company aims to unlock a unique investment opportunity in Europe within industries that benefit from strong Environmental, Social and Governance profiles.

ESG Core Investments B.V. forms a group together with Stichting ESG Core Investments Escrow, a foundation that holds the IPO proceeds in escrow on a designated bank account.

The focus on finding a suitable target business to complete a business combination characterised the year 2022. Until 31 December 2022, despite multiple targets being reviewed, the Company was unable to find a suitable target business. As the business combination deadline is reached on 16 February 2023, the management board decided to convene an extraordinary shareholders' meeting on 16 February 2023 to decide on the liquidation and dissolution of the Company. This affected our audit procedures on the ability of the Company to continue as a going concern as described in section 'Our audit approach to going concern'.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where the management board made important judgements, for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. In paragraph paragraph 1 – use of judgements and estimates of the financial statements, the Company describes the areas of judgement in applying accounting policies and the key sources of estimation uncertainty.

Considering the expected liquidation of the company and the fact that there are limited activities in ESG Core Investments B.V. we did not assess the effects of climate change on the company.

We ensured that the audit team included the appropriate skills and competences which are needed for the audit of a SPAC. We therefore included accounting specialists in our team.

The outline of our audit approach was as follows:



Materiality

Overall materiality: €2.5 million.

Audit scope

We performed a full scope audit on both ESG Core Investments B.V. and Stichting ESG Core Investments Escrow.

Key audit matters

We have determined that there are no key audit matters to communicate in our report.

Materiality

The scope of our audit was influenced by the application of materiality, which is further explained in the section 'Our responsibilities for the audit of the financial statements'.

Based on our professional judgement we determined certain quantitative thresholds for materiality, including the overall materiality for the financial statements as a whole as set out in the table below.



These, together with qualitative considerations, helped us to determine the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and to evaluate the effect of identified misstatements, both individually and in aggregate, on the financial statements as a whole and on our opinion.

Overall group materiality	€2.5 million (2021: €2.5 million).
Basis for determining materiality	We used our professional judgement to determine overall materiality. As a basis for our judgement we used 1% of total assets.
Rationale for benchmark applied	We used total assets as the primary benchmark based on our analysis of the common information needs of users of the financial statements. On this basis, we believe that total assets is an important metric for the financial performance of the Company, as total assets provides insight in the ability of the Company to repay the initial investments to its investors.

We also take misstatements and/or possible misstatements into account that, in our judgement, are material for qualitative reasons.

We agreed with the supervisory board that we would report to them any misstatement identified during our audit above €125,000 (2021: €125,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Audit approach fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the components of the internal control system. This included management's risk assessment process, management's process for responding to the risks of fraud and monitoring the internal control system and how the supervisory board exercised oversight, as well as the outcomes.

We evaluated the design and relevant aspects of the internal control system and in particular the fraud risk assessment, as well as the code of conduct and whistle blower procedures. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness of internal controls designed to mitigate fraud risks.

We asked members of the management board and the supervisory board whether they are aware of any actual or suspected fraud. This did not result in signals of actual or suspected fraud that may lead to a material misstatement.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting on fraud, misappropriation of assets and bribery and corruption. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We identified the following fraud risks and performed the following specific procedures:

Identified fraud risks	Our audit work and observations
<i>Risk of misappropriation of assets – unauthorised payments</i>	
In our audit we identified the risk for unauthorised payments made from the	We gained an understanding of and evaluated ESG Core Investment's internal controls and processes with respect to payments. We conclude



cash balances, given the large amount of cash received from the IPO.

that, in the context of our audit, we were able to rely on the internal control procedures for payments, relevant to this risk.

We obtained and reviewed the escrow agreement between ESG Core Investments B.V. and Stichting ESG Core Investments Escrow. We determined that the gross proceeds of €250 million upon listing were put on an Escrow account and can only be released under strict conditions.

Subsequently, we obtained bank confirmations from all banks where the group held bank accounts and reviewed the authorisation rights on the bank accounts.

We selected a sample of outgoing payments and traced the payments back to the underlying invoices, verified the bank account number and assessed the business rationale of these outgoing payments as well as whether payments are allowed under the escrow agreement (if applicable).

Finally, we reconciled the closing balance of the cash and cash equivalents to the balance as included on the bank statements as at 31 December 2022.

Our procedures did not reveal any material misstatement of the information provided by management in the financial statements and the management report compared with the financial statements.

Our work did not reveal any specific indications of fraud or suspicion of fraud in respect of unauthorised payments.

Risk of management override of controls

As in all our audits, we addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by management that may represent a risk of material misstatement due to fraud. In this context, we paid particular attention to the significant estimates and judgements made by management.

Where relevant to our audit, we have evaluated the design of the internal control measures that are intended to mitigate the risk of management override of controls and assessed the effectiveness of those measures in the processes of generating and processing journal entries and making estimates. We also paid specific attention to the access safeguards in the IT system and the possibility of functional segregation as a result. We conclude that, in the context of our audit, we were able to rely on the internal control procedures relevant to this risk.

We selected journal entries on the basis of risk criteria and performed specific audit procedures on them.

We assessed significant judgements made by management, especially for the classification as share-based payments.

Our procedures did not reveal any material misstatement of the information provided by management in the financial statements and the management report compared with the financial statements.

Our work did not reveal any specific indications of fraud or suspicion of fraud in respect of management override of controls.

We incorporated an element of unpredictability in our audit. During the audit we remained alert to indications of fraud. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance of laws and regulations. Whenever we identify any indications of fraud, we re-evaluate our fraud risk assessment and its impact on our audit procedures.

Our audit approach to going concern

In the note going concern of the financial statements management discloses the fact that the entity has until 16 February 2023 to find a suitable business combination. Despite the efforts of management, the company has not been able to find one yet. Given that the business combination deadline is approaching rapidly, it is highly likely that the initial investment made by the Ordinary Shareholders needs to be repaid and the Company will be subsequently liquidated and dissolved. The company convened a general meeting to be held on 16 February 2023 for the purpose of adopting a resolution to dissolve and liquidate and to delist the Ordinary Shares and Market Warrants. This implies a material uncertainty with respect to going concern.

The management board expects that the Company will be able to fulfil all its obligations in case the company will be liquidated and dissolved. Management's most significant assumptions underlying their plan to address this material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern (hereafter: going-concern risk) are:

- the funds acquired from the normal shareholders upon listing of €250 million have been put in an Escrow account. As disclosed in the note going concern, the Escrow account will only be released upon a completed business combination or a liquidation.
- the cash balance per 31 December 2022 amounts € 0.4 million, which is expected to be sufficient to fund all (future) liquidation expenses.

In order to evaluate the appropriateness of management's use of the going-concern basis of accounting, including management's expectation that their plans sufficiently address the identified going-concern risk and the adequacy of the related disclosures, we amongst others, performed the following procedures:

- We inquired with key members of the management board and the supervisory board to understand the Company's ability to continue as a going concern;
- We reviewed the plans with respect to the liquidation of the Company, in case the Company is not able to find a suitable business combination before 16 February 2023;
- We reviewed the Prospectus of the Company dated 11 February 2021 and escrow agreement with Intertrust dated 11 February 2021 and noted that the funds held in escrow can only be used for the acquisition of a business combination or the distribution of funds upon liquidation;
- We determined that in case the general meeting would vote in favour of liquidation of the Company, this can be effectuated per April 2023. Therefore, we obtained the cash flow forecast until April 2023 from the management board;
- We traced the cash balance as at 31 December 2022, as included in the cash flow forecast, back to the financial statements;
- We challenged the forecasted cash flows Until April 2023 by comparing them to the actual expenses incurred in 2022 and to what is contractually agreed in the consultancy agreement with the Sponsor. Additionally, we assessed the reasonableness of the forecasted expenses by comparing them to what is common in the market on cost to be incurred for acquiring a Company; and
- We reviewed the adequacy and appropriateness of the management board's disclosures in the annual accounts for consistency with the results of our audit procedures.



We evaluated whether the going-concern risk including management's plan to address the identified risk and the most significant underlying assumptions have been sufficiently described in the notes to the financial statements. We found the disclosure going concern in the financial statements, where management disclosed conditions that indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern to be adequate.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements. In addition to the matter described in the section 'Material uncertainty related to going concern' we have determined that there are no other key audit matters to be communicated in our report.

Report on the other information included in the annual report

The annual report contains other information. This includes all information in the annual report in addition to the financial statements and our auditor's report thereon.

Based on the procedures performed as set out below, we conclude that the other information:

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

We have read the other information. Based on our knowledge and the understanding obtained in our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing our procedures, we comply with the requirements of Part 9 of Book 2 and the Dutch Standard 720. The scope of such procedures was substantially less than the scope of those procedures performed in our audit of the financial statements.

The management board is responsible for the preparation of the other information, including the directors' report and the other information in accordance with Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements and ESEF

Our appointment

We were appointed as auditors of ESG Core Investments B.V. on 18 November 2021 by the supervisory board. This followed the passing of a resolution by the shareholders at the annual general meeting held on 18 November 2021. Our appointment has been renewed annually by shareholders and now represents a total period of uninterrupted engagement of 2 years.

European Single Electronic Format (ESEF)

ESG Core Investments B.V. has prepared the annual report, including the financial statements, in ESEF. The requirements for this format are set out in the Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (these requirements are hereinafter referred to as: the RTS on ESEF).



In our opinion, the annual report prepared in XHTML format, including the partially marked-up consolidated financial statements, as included in the reporting package by ESG Core Investments B.V., complies, in all material respects, with the RTS on ESEF.

The management board is responsible for preparing the annual report, including the financial statements, in accordance with the RTS on ESEF, whereby the management board combines the various components into a single reporting package. Our responsibility is to obtain reasonable assurance for our opinion on whether the annual report in this reporting package complies with the RTS on ESEF.

We performed our examination in accordance with Dutch law, including Dutch Standard 3950N 'Assurance-opdrachten inzake het voldoen aan de criteria voor het opstellen van een digitaal verantwoordingsdocument' (assurance engagements relating to compliance with criteria for digital reporting).

Our procedures, taking into account Alert 43 of the NBA (Royal Netherlands Institute of Chartered Accountants), examination included amongst among others:

- Obtaining an understanding of the entity's financial reporting process, including the preparation of the reporting package.
- Identifying and assessing the risks that the annual report does not comply in all material respects with the RTs on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including:
 - Obtaining the reporting package and performing validations to determine whether the reporting package, containing the Inline XBRL instance document and the XBRL extension taxonomy files, has been prepared, in all material respects, in accordance with the technical specifications as included in the RTS on ESEF.
 - Examining the information related to the consolidated financial statements in the reporting package to determine whether all required mark-ups have been applied and whether these are in accordance with the RTS on ESEF.

No prohibited non-audit services

To the best of our knowledge and belief, we have not provided prohibited non-audit services as referred to in article 5(1) of the European Regulation on specific requirements regarding statutory audit of public-interest entities.

Services rendered

The services, in addition to the audit, that we have provided to the Company or its controlled entities, for the period to which our statutory audit relates, are disclosed in note audit fees to the company financial statements.

Responsibilities for the financial statements and the audit

Responsibilities of the management board and the supervisory board for the financial statements

The management board is responsible for:

- the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code; and for
- such internal control as the management board determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

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

The supervisory board is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our responsibility is to plan and perform an audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high but not absolute level of assurance, which makes it possible that we may not detect all material misstatements. Misstatements may arise due to fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

A more detailed description of our responsibilities is set out in the appendix to our report.

Zwolle, 4 January 2023
PricewaterhouseCoopers Accountants N.V.

F.S. van der Ploeg RA

Appendix to our auditor's report on the financial statements 2022 of ESG Core Investments B.V.

In addition to what is included in our auditor's report, we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

The auditor's responsibilities for the audit of the financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit consisted, among other things of the following:

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

Considering our ultimate responsibility for the opinion on the consolidated financial statements, we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the Group to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole. Determining factors are the geographic structure of the Group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the Group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. In this respect, we also issue an additional report to the audit committee in accordance with article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.



We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related actions taken to eliminate threats or safeguards applied.

From the matters communicated with the supervisory board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.