

**Distribuidora de Electricidad de Oriente, S.A. and
Distribuidora de Electricidad de Occidente, S.A.**

Combined Financial Statements

**As of and for the year ended
December 31, 2023**

(With Independent Auditors' Report Thereon)



Content

Independent Auditors' Report

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Independent Auditors' Report

To the Shareholders of Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A.:

Opinion

We have audited the accompanying combined financial statements of Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A. (hereinafter the “Group”), which comprise the combined statement of financial position as of December 31, 2023 and the combined statements of profit or loss, comprehensive income, changes in net parent investment and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the combined financial position of Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A. as of December 31, 2023, and its combined financial performance and its combined cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the “*Auditors' Responsibilities for the Audit of the Combined Financial Statements*” section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the combined financial statements in Guatemala, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Basis of Combination

We draw attention to Note 3a to the combined financial statements, which describes their basis of preparation, including the approach to and the purpose for preparing them. The combined financial statements were prepared for the use of Parent Company and to comply with a debt covenant. Our opinion is not modified in respect of this matter.

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit to the combined financial statements of the current period. These matters were addressed in the context of our audit to the combined financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters:

1) Verification of Impairment of Cash Generating Units that Include Goodwill

<i>The key audit matter</i>	<i>How the matter was addressed in our audit</i>
As of December 31, 2023, the Group has recorded a goodwill in the amount of US\$116,271 thousand and it follows the practice of submitting this goodwill to annual impairment tests or more frequently if there is any indication of impairment. The goodwill is allocated to the cash generating units (CGUs) that represent the lower level within the Group, in which the goodwill is allocated and supervised for internal managing purposes. An estimate of the recoverable amount of the net assets related to the cash generating units associated with goodwill, was performed by the Group. It is considered that the annual impairment tests of goodwill are a key audit matter due to the complexity of the accounting requirements and the significant judgment required to determine what the assumptions would be to estimate the recoverable amount. The recoverable amount of the CGUs, based on the greater amount between the value in use and the fair value, less cost disposal, has derived from discounted projected cash flows models. These models use several key assumptions including estimates of volumes and future sales prices, operating costs, growth rates of terminal value and weighted average cost of capital (discount rate).	Our audit procedures in this area include, among others: – involve our own specialist to assist us in the evaluation of the adequacy of the applied discount rates; – evaluate the adequacy of the assumptions applied to the key input data as volumes and sales prices, operating costs, inflation and long-term historical growth rates, which included our own evaluation based on our knowledge of the Group and the energy industry; – review the sensitivity analysis performed by the management, which included evaluating the effect of the reasonably possible reductions on the growth rates and the projected cash flows in order to assess the impact on the margin currently estimated for the CGUs for distribution of energy, and assess the adequacy of the disclosures in the combined financial statements, including disclosures of key assumptions, judgments, and sensitivity analysis.

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2) Allowance for Uncollectible Trade Accounts

<i>The key audit matter</i>	<i>How the matter was addressed in our audit</i>
As of December 31, 2023, the Group has recorded a provision for expected credit losses amounting to US\$178,587 thousand. This provision is based on two customer portfolios, these being the client portfolio without a payment plan agreement and the portfolio of agreements that includes a payment plan. For each of the categories and subcategories, the provision for uncollectible accounts is estimated using a documented and systematic methodology that uses their respective expected loss rates (PD and LGD) that are based on the historical trend of the turnover rates for each delinquency category. The Group exercises significant judgements using key assumptions considering that credit losses according to IFRS 9 are based on expected losses rather than an incurred loss model. The Group considers certain information that is relevant and available without undue cost, both quantitative and qualitative, and analysis, based on the Group's historical experience and forward-looking information.	Our audit procedures in this area include, among others: – involve our own specialist to assist us with: • the evaluation of the adequacy of the key data sources and assumptions for data used in the Expected Credit Loss (ECL) model used by the Group in order to determine the provision, including forward-looking information; • the appropriateness of the calculation of the Probability of Default (PD) used in the ECL model; • checking the calculation of the Loss Given Default (LGD) used by the Group in the ECL calculation; • checking the consistency of various inputs and assumptions used by the management to determine the provision for expected credit losses. – evaluate the financial statements disclosures arising on disclosures required by IFRS 9.

Responsibilities of Group's Management and Those Charged with Governance for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of the combined financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of combined financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Combined Financial Statements

Our objectives are to obtain reasonable assurance about whether the combined financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these combined financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the combined financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain 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 override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the combined 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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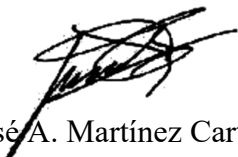
***Distribuidora de Electricidad de Oriente, S.A. and
Distribuidora de Electricidad de Occidente, S.A.***

- Evaluate the overall presentation, structure and content of the combined financial statements, including the disclosures, and whether the combined financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the combined financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the combined financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



José A. Martínez Cartagena
Director

Guatemala, March 7, 2024

Combined Statements of Financial Position

As of December 31, 2023 and 2022

(Stated in thousands of US dollars, except otherwise indicated)

	2023	2022
	US\$	US\$
Assets		
Non-current:		
Property, plant and equipment, net (note 16)	799,864	797,755
Intangible assets, net (note 17)	119,564	118,055
Non-current tax assets (note 21)	71,836	71,606
Right of use of assets (note 14)	2,260	3,191
Trade receivables, net (note 19)	24,826	25,148
Other receivables (note 20)	31,374	31,335
Total non-current assets	<u>1,049,724</u>	<u>1,047,090</u>
Current:		
Inventory, net (note 18)	9,493	12,473
Trade receivables, net (note 19)	99,728	95,337
Other receivables (note 20)	2,273	1,637
Accounts receivable from related parties (note 23)	1,246	1,344
Cash (note 22)	37,860	21,449
Total current assets	<u>150,600</u>	<u>132,240</u>
Total assets	<u><u>1,200,324</u></u>	<u><u>1,179,330</u></u>
Net Parent Investment and Liabilities		
Net parent investment (note 24)	<u>192,635</u>	<u>55,010</u>
Non-current liabilities:		
Debt with financial entities-long term (note 25)	652,953	607,587
Deferred revenues, net (note 26)	79,240	87,584
Accounts payable to related parties, long-term (note 23)	-	85,333
Provision for contingencies (note 27)	8,444	8,660
Deferred income tax liability (note 15)	2,569	730
Provision for labor indemnities (note 28)	11,253	8,918
Lease liabilities	1,612	2,568
Total non-current liabilities	<u>756,071</u>	<u>801,380</u>
Carried forward	756,071	801,380

Combined Statements of Financial Position

	2023 US\$	2022 US\$
Brought forward	<u>756,071</u>	<u>801,380</u>
Current liabilities:		
Debt with financial entities-short term (note 25)	-	55,938
Accounts payable to related parties (note 23)	3,010	21,343
Trade and other accounts payables (note 29)	118,993	123,520
Income tax payable (note 21)	11,477	10,809
Other liabilities (note 30)	<u>118,138</u>	<u>111,330</u>
Total current liabilities	<u>251,618</u>	<u>322,940</u>
Total liabilities	<u>1,007,689</u>	<u>1,124,320</u>
Commitments and contingencies (note 31)	<u> </u>	<u> </u>
Total net parent investment and liabilities	<u>1,200,324</u>	<u>1,179,330</u>

See notes accompanying the combined financial statements.

Combined Statements of Profit or Loss

Years ended December 31, 2023 and 2022

(Stated in thousands of US dollars, except otherwise indicated)

	2023	2022
	US\$	US\$
Revenue:		
Energy sales (note 4)	846,191	766,847
Services rendered (note 5)	22,737	21,008
Other revenue (note 6)	14,279	12,009
Total revenue	<u>883,207</u>	<u>799,864</u>
Cost of sales:		
Energy purchases (note 7)	(522,547)	(515,487)
Other costs of sales (note 8)	(123,914)	(116,340)
Total cost of sales	<u>(646,461)</u>	<u>(631,827)</u>
Gross profit	236,746	168,037
General, selling and administrative expenses (note 10)	(35,195)	(31,591)
Impairment loss on trade receivables (note 19)	(13,385)	(16,146)
Other expenses, net (note 9)	(4,634)	(4,876)
Other income (note 11)	19,393	16,665
Operating profit	<u>202,925</u>	<u>132,089</u>
Finance income (note 12)	3,202	3,753
Finance costs (note 13)	(51,224)	(55,427)
Net finance costs	<u>(48,022)</u>	<u>(51,674)</u>
Profit before income tax	154,903	80,415
Income tax:		
Current (note 15)	(45,028)	(29,555)
Deferred expense (note 15)	(2,752)	(650)
Expense income tax (note 15)	<u>(47,780)</u>	<u>(30,205)</u>
Net profit for the year	<u>107,123</u>	<u>50,210</u>

See notes accompanying the combined financial statements.

Combined Statements of Comprehensive Income

Years ended December 31, 2023 and 2022

(Stated in thousands of US dollars, except otherwise indicated)

	2023 US\$	2022 US\$
Net profit for the year	<u>107,123</u>	<u>50,210</u>
Other comprehensive loss, net of income tax:		
Items that will not be reclassified subsequently to profit or loss:		
Disposal of revalued assets	(1,211)	(2,199)
Translation differences	(1,031)	(988)
Remeasurement of defined benefit obligation	<u>(1,538)</u>	<u>(2,006)</u>
Other comprehensive loss for the year, net of income tax	<u>(3,780)</u>	<u>(5,193)</u>
Total comprehensive income for the year	<u>103,343</u>	<u>45,017</u>

See notes accompanying the combined financial statements.

Combined Statements of Net Parent Investment

Years ended December 31, 2023 and 2022

(Stated in thousands of US dollars, except otherwise indicated)

	2023 US\$	2022 US\$
Balance at beginning of year	<u>55,010</u>	<u>286,670</u>
Transactions with the owners		
Dividends	(52,751)	(116,301)
Capital reduction	<u>-</u>	<u>(160,376)</u>
	<u>(52,751)</u>	<u>(276,677)</u>
Comprehensive income for the year		
Net profit for the year	<u>107,123</u>	<u>50,210</u>
Disposal of revalued assets	(1,211)	(2,199)
Remeasurement of defined benefit obligation, net of income tax	(1,538)	(2,006)
Foreign currency translation effect for the year	<u>(1,031)</u>	<u>(988)</u>
Total other comprehensive loss for the year	<u>(3,780)</u>	<u>(5,193)</u>
Total comprehensive income for the year	<u>103,343</u>	<u>45,017</u>
Transactions with shareholders recorded directly against shareholders' equity		
Reversal of account payable to stockholders (note 31a) xiii)	<u>87,033</u>	<u>-</u>
Balance at end of year	<u>192,635</u>	<u>55,010</u>

See notes accompanying the combined financial statements.

Combined Statements of Cash Flows

Years ended December 31, 2023 and 2022

(Stated in thousands of US dollars, except otherwise indicated)

	2023 US\$	2022 US\$
Cash flows from operating activities:		
Net profit for the year	107,123	50,210
Reconciliation items between net profit for the year and net cash flows provided by operating activities:		
Depreciation and amortization	63,123	61,498
Depreciation of right of use assets	1,112	1,074
Accrued revenue - government grants	(8,619)	(8,814)
Impairment loss on trade receivables	13,385	16,146
Loss on disposal of property, plant and equipment	4,600	4,860
Provisions for labor indemnities	863	369
(Reversal of) provision for contingencies	189	(291)
Interest of labor benefits	536	489
Interest from deposits received from consumers	8,037	6,512
Financial (income) discount on long-term payment agreements	52	(779)
Collection of interest	(2,506)	(2,948)
Finance costs recognized in profit or loss	42,046	40,138
Exchange differences	(1,425)	5,268
Current income tax	45,028	29,555
Deferred income tax	2,752	650
Assets donated	(9,046)	(6,170)
Interest expenses on liabilities for leases	273	338
Reserve for inventory obsolescence	10	-
	<u>267,533</u>	<u>198,105</u>
Net changes in assets and liabilities:		
Inventory	562	(23,619)
Trade receivables	(17,114)	(29,349)
Other receivables	(568)	495
Related parties payables	674	823
Payments of labor indemnities	(1,147)	(1,736)
Payments of provisions for contingencies	(434)	(30)
Other liabilities	4,194	1,457
Related parties receivables	103	(301)
Trade and other accounts payable	(4,863)	4,636
Carried forward	<u>248,940</u>	<u>150,481</u>

Combined Statements of Cash Flows

	2023 US\$	2022 US\$
Brought forward	248,940	150,481
Income tax payments	(44,382)	(23,687)
Net cash flows provided by operating activities	<u>204,558</u>	<u>126,794</u>
Cash flows from investing activities:		
Acquisition of property, plant and equipment	(57,005)	(57,208)
Payments for intangible assets	(1,510)	(1,168)
Collection of interest	2,506	2,948
Proceeds from disposal of property, plant and equipment	4	117
Net cash flows used in investing activities	<u>(56,005)</u>	<u>(55,311)</u>
Cash flows from financing activities:		
Loans obtained from Banks - Short term borrowings	384,028	133,000
Loans obtained from Banks - Long term debt	329,116	-
Transactions Cost Debt	(1,668)	-
Payment of interest	(39,318)	(38,661)
Payment of capital reduction	(14,872)	(144,010)
Payment of lease liabilities	(1,447)	(1,365)
Dividends paid	(62,332)	(111,107)
Payment of bank loans – Short term borrowings	(424,031)	(93,000)
Payment of bank loans – Long term borrowings	(301,445)	(16,305)
Net cash flows used in financing activities	<u>(131,969)</u>	<u>(271,448)</u>
Net increase (decrease) in cash	16,584	(199,965)
Cash at beginning of year	21,449	221,283
Effect of exchange rate fluctuations on cash held	(173)	131
Cash at end of year	<u><u>37,860</u></u>	<u><u>21,449</u></u>

Non-cash transactions:

During 2023 the Group recorded the following transactions:

- Recognized revenues on assets received from customers in the amount of US\$9,046 (US\$6,170 as of December 31,2022), and inventory transfers of US\$2,550 (US\$18,290 as of December 31,2022), (see note 11).
- Approved the distribution of dividends of US\$52,751, the balance pending to pay is US\$3,164 and generated an exchange difference amounting to US\$171.
- Derecognized accounts payable to related companies by debiting other capital reserves in the amount of US \$87,033.

See notes accompanying the combined financial statements.

Notes to the Combined Financial Statements

As of December 31, 2023 and 2022

(Stated in thousands of US Dollars unless otherwise indicated)

1 Reporting Entity

Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. were incorporated on October 28, 1998 in the Republic of Guatemala in accordance with the commercial laws of the country and was authorized to operate for an indefinite term. As of December 28, 2023, the majority shareholder of the Company was Deocsa B.V. and Deorsa B.V. and as of that date the majority shareholder changed, being currently Estrella Energy B.V. Unless otherwise specifically indicated in the notes, the above companies will be referred to collectively as the “Group”. The Group’s main activity is the distribution of electricity to end consumers in the western and eastern departments of the Republic of Guatemala, such as Quetzaltenango, San Marcos, Totonicapán, Huehuetenango, Chimaltenango, Sololá, Suchitepéquez, Retalhuleu, Quiché, El Progreso, Santa Rosa, Jalapa, Jutiapa, Chiquimula, Zacapa, Izabal, Baja Verapaz, Alta Verapaz and El Petén.

Its registered office is at Diagonal 6, 10-50 zona 10, Interaméricas World Business Center, Guatemala City.

All revenue and non-current assets of the Group are generated and are located, respectively, in Guatemala.

The Group’s end customers are residential, commercial, and industrial customers, municipalities and government entities. In order to carry out its activity, the Group buys electricity from mainly Jaguar Energy Guatemala, LLC, Instituto Nacional de Electrificación – INDE (National Institute of Electrification), Hidro Xacbal, S.A., Renace, S.A., Biomass Energy, S.A., Duke Energy Guatemala, Compañía, S.C.A. and others.

Under agreements No.401-98 and 381-98 of the Ministry of Energy and Mining dated December 14, 1998 and November 23, 1998 respectively, the Empresa de Distribución de Energía Eléctrica del INDE (the Electric Energy Distribution Company of INDE) – Western Region – EDEEROC and – Eastern Region – EDEEROR, was authorized to transfer to the Group for a fifty-year period the service of final distribution of electricity in the above mentioned departments in the western and eastern region of the Republic of Guatemala (the “Concession”).

The authorization granted for the Concessions can either be terminated (i) at the end of the original term or (ii) by the regulatory authorities due to non-compliance of the obligations assumed in the Concessions, in accordance with the procedures set in the Title III, Chapter III of the General Electricity Law.

Notes to the Combined Financial Statements

Once the authorization is terminated, rights and assets relating to the Concessions will be auctioned publicly as an economic unit, within one hundred and eighty (180) days.

The former holder/holders of the Concessions can participate of the auction process except in the event the authorization had been terminated due to poor quality of the service. From the value obtained in the auction process, the Ministry of Energy and Mining will deduct the expenses incurred and debts that the former holder/holders of the Concessions may have and the remaining amount will be transferred to the former holder/holders of the Concessions.

Under the General Electricity Law and the regulations of the National Commission of Electric Energy (CNEE in Spanish), the tariffs that the Group charges to its customers are subject to the approval of the CNEE. The Group charges distribution tariffs for all electricity delivered through its distribution system, whether to its customers or wholesale electricity brokers. There are seven different tariffs that are applicable to the Group's customers.

The Group's tariffs are comprised of: (1) an electricity charge designed to reimburse the distribution company for the cost of electricity and capacity that it purchases and transmission tolls, and (2) a Value Added Distribution (VAD) charge designed to permit the Group to cover its operating expenses, complete its capital expenditure plans and recover its cost of capital. The electricity charge consists of a base tariff and an electricity adjustment surcharge. Under the General Electricity Law and the regulations of the CNEE, the base tariff is adjusted annually each May 1 to reflect anticipated changes in the cost of electricity to be purchased by the Group during the following year. The electricity adjustment surcharge is adjusted quarterly by the CNEE to reflect variations in the actual cost of electricity purchased by the Group from the projected cost. Any resulting variation in each quarter is considered by the CNEE in the determination of the applicable tariffs for the next quarter or even in subsequent periods, in the latter case if such differences were to be considered significant by the CNEE and agreement with distributors were obtained.

The authorization given by CNEE to increase or decrease tariffs in the future is merely a pricing mechanism that regulates tariffs for the following periods, and does not give rise to an asset or liability and additional or less revenue in the current period. The recovery of the operating loss or the payment of the operating income is included in the calculation of the tariff that the Group may charge to its customers and should be recognized only when such revenues are received or receivable. It is appropriate to recognize an asset for the recovery of actual costs incurred or a liability for the refund of amounts over billed whenever the right or obligation exists independently of the delivery of future services. It is difficult to determine whether the rights and obligations exist independently, particularly when there is no history of recovery or refund other than through invoices for future service.

Notes to the Combined Financial Statements

The results of this tariff adjustment process is reflected by the CNEE through quarterly resolutions and communicated to the Group for its application in subsequent periods.

The "VAD" component of the tariff is revised every five years with semi-annual adjustments for inflation and local currency exchange rates against the US dollar. The VAD charges are set by a panel of three regulators who are appointed based on certain technical and professional criteria. The VAD charge was last set in July 2019 and will expire in October 2024.

The following events are relevant to understand the entities shareholders' composition:

- Electric Energy Distribution Company "INDE" was the former majority shareholder of the Group; on December 15, 1998, INDE sold its shares in the Group to Compañía Distribuidora Eléctrica del Caribe, S.A. – DECSA, a subsidiary of Unión Fenosa Internacional (an international operator that owned 99.99% of DECSA and subsidiary of Union Fenosa, S.A.). As part of the obligations assumed by Unión Fenosa Internacional, the Group will implement the rural electrification projects included in the "Agreement of Management Trust – INDE-Western and Eastern Rural Works" and the "Agreement of Construction of Electric Energy Transmission Works" signed between the Group and INDE.
- In October 2004 Compañía Distribuidora Eléctrica del Caribe, S.A. transferred its 90.83% ownership in Distribuidora de Electricidad de Occidente, S.A. and its 92.84% ownership in Distribuidora de Electricidad de Oriente, S.A. to Unión Fenosa Internacional. As a consequence, Unión Fenosa Internacional became the parent company of the Group.
- Gas Natural SDG, S. A. acquired 95.2% of Unión Fenosa, S.A. during the first quarter of 2009, accordingly, beginning on April 23, 2009, Gas Natural, SDG, S.A. took over the management of the financial and exploitation policies of the Group.
- On May 19, 2011, Actis Investment Fund acquired 90.70% ownership in Distribuidora de Electricidad de Occidente, S.A. and 92.70% ownership in Distribuidora Electricidad de Oriente, S.A. The ownership in Distribuidora de Electricidad de Occidente, S.A. was held through ASCOED S.A. (which is wholly owned by DEOCSA B.V.) while the ownership in Distribuidora de Electricidad de Oriente, S.A. was held through ASROED S.A. (which is wholly owned by DEORSA B.V.).

Notes to the Combined Financial Statements

Both DEOCSA B.V. and DEORSA B.V. are organized under the laws of The Netherlands and were wholly owned by Actis Investing Fund.

- On June 17, 2011 the General Shareholders' Meeting of Distribuidora de Electricidad de Occidente, S.A. agreed to merge the entity with ASCOED, S.A. and the General Shareholders' Meeting of Distribuidora de Electricidad de Oriente, S.A. agreed to merge the entity with ASROED, S.A. through the acquisition of the latter and the acceptance of the inherent rights and obligations from the entities, respectively. The mergers took effect on November 2, 2011 and November 3, 2011, respectively.

As a result of the acquisition, the Group ceased as being part of the group Gas Natural Fenosa and the operations kept with the companies of such group stopped having effect in 2011.

- On January 22, 2016, IC Power Ltd., a subsidiary of Kenon Holdings Ltd ("Kenon"), acquired all of the shares of DEOCSA B.V, owner of 90.70% of Distribuidora de Electricidad de Occidente, S.A.'s capital stock and all of the shares of DEORSA BV, owner of 92.70% of Distribuidora de Electricidad de Oriente, S.A.'s capital stock.
- On November 24, 2017 the Group's indirect parent company, Inkia Energy and one of its subsidiaries (collectively, the "Sellers"), entered into a Share Purchase Agreement pursuant to which the Sellers sold, effective December 31, 2017, substantially all of their Latin American and Caribbean businesses to Nautilus Inkia Holdings LLC, and other newly formed holding companies that are indirectly owned by certain funds managed by I Squared Capital Advisors (US) LLC and one or more minority co investors.
- On September 1st, 2023, Inkia Energy sold the capital stock of Estrella Coöperatief B.A., parent company of Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A., to Threelands Energy Ltd. The Transfer resulted in a change of control, consequently, as of that date, I Squared Capital Advisors (US) LLC ceased to be the ultimate parent company of the Companies.
- On December 28, 2023, the company that owned Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. Deocsa, B.V. and Deorsa B.V., was absorbed by Estrella Energy B.V. through a merger, leaving Estrella Energy B.V. as the direct majority shareholder.

Notes to the Combined Financial Statements

2 Basis of Preparation

a Basis of Accounting

The combined financial statements as of and for the year ended December 31, 2023 were prepared according to International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standard Board (IASB) and were approved for issue by the Board of Directors of the Group on January 22 2024.

b Basis of Measurement

The accompanying combined financial statements have been prepared on the historical cost basis, except for fixed asset measured at revalued cost and certain financial instruments, the technical installations and the provision for labor indemnities that are measured at fair values at the end of each reporting period, as explained in the accounting policies described in note 3.

c Functional and Presentation Currency

Group’s functional currency is the Quetzal (Q), which is the currency of the primary economic environment in which it operates. The Quetzal is the monetary unit of Guatemala.

These combined financial statements are presented in thousands of United States dollars (US\$) and were prepared for use of shareholders and for presentation to financial entities (note 24). Rounding differences may occur in respect of individual amounts or percentages.

d Use of Estimates and Judgments

The accounting policies of the Group require that the Management carries out certain estimates and use certain assumptions in order to determine the carrying amounts of assets and liabilities that are not readily apparent from other sources included in the combined financial statements and carry out the corresponding disclosures. Even if they differ from their actual result, Management considers that the estimates and assumptions used were adequate in the circumstances. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Group prepares estimates and assumptions with regard to the future. Actual results may differ from these estimates.

Notes to the Combined Financial Statements

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

- i. Energy purchase provision: The Group records on a monthly basis the provision of energy purchased not yet billed by estimating the energy received since the last measurement from the supplier. This provision consists in estimating the energy received since the last invoice from the supplier in the frontier spots and valuing it at the prices that the different energy suppliers define in the contract of energy purchase with the Group (note 3).
- ii. Energy supplied pending invoicing: At each monthly accounting close, the Group records in the account “Energy consumed, not billed” the amount of the accrued revenue not invoiced on the sale of electric energy. This provision consists in estimating the energy delivered since the last measurement date of the consumers and the accounting close period at the tariffs approved by the CNEE for each category of customer. (note 4).
- iii. Useful lives of property, plant and equipment: The Group reviews the estimated useful life of property, plant and equipment at the close of each annual reporting period. Estimated useful lives are detailed in note 3 1.
- iv. Leases: Whether an arrangement contains a leases.
- v. Measurement of defined benefit obligations: Key actuarial assumptions.
- vi. Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and taxes losses carried forward can be utilized.
- vii. Impairment test of intangible assets and goodwill: key assumptions underlying recoverable amounts, including the recoverability of development cost.
- viii. Recognition and measurement of provision and contingences: key assumptions about the likelihood and magnitude of an outflow of resources.
- ix. Measurement of ECL allowance for trade receivables: key assumptions in determining the weighted-average loss rate.

Notes to the Combined Financial Statements

- x. Application of IFRIC 12 “Service Concession Arrangements”: Interpretation No. 12 “Service Concession Arrangements” (IFRIC 12) establishes some accounting guidelines for private entities that provide public services under a service concession agreement or similar arrangement. IFRIC 12 is applicable to license holders depending, among other things, on the extent to which the grantor controls or regulates the services and any significant residual interest in the assets at the end of the term of the arrangement (note 26).

Considering that IFRIC 12 establishes general guidelines and principles, judgment is required to determine whether it is applicable due to the specific nature of each service concession or license and the complexity inherent in the different concepts included in its interpretation.

The Group has examined the characteristics, conditions and terms currently in effect under its electric energy distribution license and the guidelines established by IFRIC 12. On the basis of such analysis, the Group concluded that its license is outside the scope of IFRIC 12, primarily because the grantor does not control any significant residual interest in the infrastructure at the end of the term of the arrangement as explained in note 1 and the possibility of renewal.

Measurement of fair values

Some of the accounting policies and disclosures of the Group require the measurement of fair values of the financial assets and liabilities as well as the non-financial assets.

The Group has a control framework related to the measurement of fair values. This includes a valuation team that has the general responsibility to supervise all-significant measurements of fair value, including level 3 fair values, and that reports directly to the Group’s Chief Financial Officer.

This supervisory role reviews the significant observable variables and valuation adjustments at least once a year. If information from third parties is used to measure fair values, the valuation team reviews the evidence obtained from third parties to support the conclusion that valuations are in accordance with International Financial Reporting Standards, including the level within the hierarchy of fair values where these valuations belong.

Significant valuation matters are informed to the board of directors.

Notes to the Combined Financial Statements

When the fair value of an asset or liability is assessed, the Group uses observable market data whenever possible. Fair values are classified in levels within a hierarchy of fair values, based on the variables used in each valuation technique, as follows:

- Level 1: prices quoted in active markets (unadjusted) for identical assets or liabilities.
- Level 2: data different to quoted prices in Level 1, that is observable either directly (prices) or indirectly (i.e. from derived from prices) for assets or liabilities.
- Level 3: data for assets or liabilities that is not based on observable market data (unobservable variables).

If the variables used when measuring the fair value of an asset or liability may be classified in different levels of the hierarchy of fair values, then the fair value measurement is classified in its entirety in the same level as the variable belonging to the lowest level that is significant for the total measurement.

The Group records transfers between levels of the hierarchy of fair values at the end of the period it is reporting, during which the transfer occurred.

Note 32 provides a summary of financial assets and liabilities measured at fair value, either for recording purposes or for purposes of disclosure only, including their classification between the relevant level of hierarchy. In addition, note 3j provide the basis used to determine the fair value of technical installations and note 28 describes the methodology used to determine the fair value or provision for labor indemnities.

3 Summary of Significant Accounting Policies

The accounting policies described in this note have been applied consistently by each of the companies included in the combination (“the Group”) and during the periods presented in the accompanying combined financial statements except as explained in note 3c.

a Basis of Combination

The combined financial statements as of and for the years ended December 31, 2023 and 2022 have been derived from the aggregation of the assets, liabilities, income and expenses of Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A.

Notes to the Combined Financial Statements

All balances, income, expenses and unrealized gains and losses arising from transactions between the combined entities were eliminated when preparing these combined financial statements. Transactions with I Squared Capital companies, which do not belong to the Group, have been disclosed as transactions with related parties.

Management considers it is appropriated to prepare these combined financial statements because the combined entities (collectively “the Group”) are under common control and operate under common management and accounting policies, and are financially controlled by the same parent company, which starting September 1, 2023 is Threelands Energy Ltd., previously Nautilus Inkia Holdings LLC.

Besides being under a common control and having a common management, the Group’s combined entities have as main activity the distribution of electricity to end consumers in the countryside of the Republic of Guatemala.

Moreover, certain debt covenants require the presentation of combined financial statements expressed in U.S. dollars (note 24).

In determining the entities to be included in the accompanying combined financial statements, management has considered the electricity distribution entities. The Group does not have a single parent in Guatemala.

The combined financial statements may not be indicative of the Group’s future performance and do not necessarily reflect what the results of operations, financial position and cash flows would have been had the combined entities operated as a single company during all of the period presented. Management considers that the aggregation has been made on a reasonable basis.

Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A. are included in these combined financial statements using their respective historical carrying values and amounts included in each separate financial statements, not considering the adjustments made by Holding Company in its financial statement as part of the acquisitions of the combined entities accounted for using the acquisition method as required by IFRS 3.

b Foreign Currency

i. Foreign currency transactions and balances

When preparing these combined financial statements, the transactions in currencies other than the functional currency (foreign currencies) are recognized using the exchange rates prevailing at the dates of the transactions.

Notes to the Combined Financial Statements

At the end of each reporting period, monetary items denominated in foreign currency are translated at the exchange rates prevailing at that date. Non-monetary items carried at fair value, denominated in foreign currency, are translated at the exchange rate in force at the date in which the fair value was determined. Non-monetary items calculated in terms of historical cost, in foreign currency, are not translated.

Exchange differences on monetary items are recognized in the profit or loss of the period in which they occur. The foreign currency gains or losses on monetary assets and liabilities expressed in foreign currency are the difference between the amortized cost in functional currency at beginning of period, adjusted by the effective rate of interest and payments made during the period, and the amortized cost in foreign currency translated at the exchange rate at the reporting period.

Foreign currency differences resulting from this translation are recognized in the combined statement of profit or loss.

The Group has presented its combined financial statements in U.S. dollars; therefore, the combined financial statements prepared in the combined entities' functional currency were translated into the presentation currency, as per the following procedures:

- Assets and liabilities of each of the statements of financial position presented are translated using the exchange rate at the statement of financial position closing date.
- Items in the statement of profit or loss and other comprehensive income are translated using the exchange rate at the time the transactions were generated (or, for practical reasons, and provided the exchange rate has not changed significantly, using each month's average exchange rate).
- Items of the net parent investment are translated at historical cost.

All translations differences resulting from the foregoing are recognized under "Other Comprehensive Income" and accumulated in the net parent investment.

ii. Monetary unit and exchange rate

The legal currency of Guatemala is the Quetzal, represented by the "Q" symbol in the combined financial statements.

Notes to the Combined Financial Statements

The Bank of Guatemala, entity authorized by the Monetary Board to implement its monetary, exchange and credit policies, publishes periodically the reference exchange rate to be used in the banking system. According to Resolution JM 31-2009 dated March 18, 2009, the method to determine the exchange rate consists in using the weighted average exchange rate of the total sum of the purchase and sale of foreign currency carried out daily by the institutions that constitute the institutional foreign currency market. As of December 31, 2023 and 2022, the reference exchange rate published by the Bank of Guatemala was Q7.82 and Q7.85, respectively for US\$1.

There are no exchange restrictions in Guatemala for the capital repatriation, payment of debts or any other purpose; foreign currency can be freely negotiated in any amount in the banks of the system or in the authorized exchange offices, in conformity with the statutory regulation in force, according to Decree No. 94-2000 Free Foreign Currency Negotiation Act.

c Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when they transfer control over a product or service to a customer, net of value-added-tax, rebates and discounts and after eliminating sales within the combined entities which comprise the Group.

The revenue recognition model applied to contracts with customers considers a transaction analysis based on the following five steps to determine whether, how much and when revenue is recognized:

1. Identify the contract with a customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract.
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

Identify the contract with a customer and performance obligations in the Contract:

The Group has signed contracts for the provision of the electric energy service with its customers, through which the group undertakes to transfer the service and in turn the customer undertakes to pay for the service received.

Notes to the Combined Financial Statements

Determine the transaction price and allocation to the performance obligations:

The electricity distribution charges consist of a base tariff and an electricity adjustment surcharge. Under the General Electricity Law and the regulations of the National Commission of Electric Energy (CNEE in Spanish), the base tariff is adjusted annually each May 1 to reflect anticipated changes in the cost of electricity to be purchased by the Successor during the following year. The electricity adjustment surcharge is adjusted quarterly by the CNEE to reflect variations in the actual cost of electricity purchased by the Successor from the projected cost. Any resulting variation in each quarter is considered by the CNEE in the determination of the applicable tariffs for the next quarter or even in subsequent periods, in the latter case if such differences were to be considered significant by the CNEE and agreement with distributors were obtained.

The Group has concluded that the variable considerations in the revenue of the distribution do not need to be estimated and included in the transaction price when determining the revenue due to the contracts contains fixed prices for each kWh of energy supplied and capacity.

Revenue recognition:

The Group considers, based on all relevant facts and circumstances, that the obligation to deliver energy and capacity is viewed as services that are transferred consecutively over the contract term, which are simultaneously provided and consumed. That means, that the customer immediately consumes each unit of energy (kWh) and capacity.

Management evaluates the impact of the measures of progress over time. The purpose of measuring progress toward satisfaction of a performance obligation is to recognize revenue is a pattern that reflects the transfer of control of the promised good or services to the customer. Based on the contract terms, the amount that will be billed is based on the units of energy transferred to the client. Invoices are usually collected within 30 days.

d Financial Instruments

i. Recognition and initial measurement

The Group initially recognizes trade receivables and debt securities issued on the date that they are originated. All other financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provision of an instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus transaction costs, for an item not at FVTPL, that are directly attributable to its acquisition or issue, and subsequently they are measured at amortized cost. A trade receivable without a significant financing component is initially measured at the transaction price.

Notes to the Combined Financial Statements

ii. Classification and subsequent measurement

Financial assets are classified as measured at: amortized cost, fair value through profit and loss (FVTPL) and fair value through other comprehensive income (FVOCI). Classification was driven by the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if: a) it is held within a business model whose objective is to hold assets to collect contractual cash flows, and b) the contractual term give rise on specified dates to cash flows that are solely payments of principal and interest.

All financial assets not classified as measured at amortized cost are measured at FVTPL. This includes all derivative financial assets.

Financial liabilities are classified as FVTPL (derivatives) and other financial liabilities. Financial liabilities classified as other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

iii. Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control over the financial asset.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire. It 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.

On de-recognition a financial liability, the difference between the carrying amount extinguished and the consideration paid is recognized in profit or loss.

Notes to the Combined Financial Statements

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the combined statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

v. Impairment

The Group shall recognize a loss allowance for expected credit losses (ECL) on a financial asset subsequently measured at amortized cost or fair value through other comprehensive income, a contract asset or a loan commitment and a financial guarantee contract to which the impairment requirements apply.

The Group measure the loss allowance for a financial instrument, at each reporting date, at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment including forward-looking information.

The Group in the distribution business assume that the credit risk on a financial asset has increased significantly if it is more than 90 days.

The Group consider a financial asset to be in a default when: (a) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or (b) the financial asset is more than 90 days past due.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the entity expects to receive).

Lifetime ECLs are the ECL that results from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group are exposed to credit risk.

ELC are discounted at the effective interest rate of the financial asset.

Notes to the Combined Financial Statements

For the estimation of the forward-looking factor within the expected credit loss (ECL) model, regression techniques are used, which allow modeling the behavior of different risk drivers based on macroeconomic variables, in order to obtain estimates that directly impact about the Business Plan in the different scenarios that arise.

In this work, we seek to model the entity's default rate based on macroeconomic variables that impact its behavior, in order to obtain a forecasting of this risk driver, and to be able to make adjustments to the calculated default probability in the For the estimation of the forward looking factor within the expected credit loss (ECL) model, regression techniques are used, which allow modeling the behavior of different risk drivers based on macroeconomic variables, in order to obtain estimates that directly impact about the Business Plan in the different scenarios that arise. expected loss model (ECL).

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

e Government Grants – Funds provided under the Rural Electrification Program (PER in Spanish)

Government grants related to the construction of distribution assets under the Rural Electrification Program (note 16) are not recognized until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Such government grants are recognized in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, funds received under such government grants are initially recognized as deferred revenue in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related distribution assets (note 26).

The distribution assets constructed by the Group with funds coming from the Trust are recorded at their construction cost. Any difference between this value of the granted received and the actual construction cost is recognized in profit or loss of the year in which the asset is completed and ready for intended use.

f Recognition of Costs and Expenses

Costs and expenses are recognized in the combined statements of profit or loss when incurred, that is, by the accrual method.

Notes to the Combined Financial Statements

g Finance Income and Finance Cost

The Group's finance income and finance costs include:

- Interest income;
- Interest expense;
- The net gain or loss on financial assets at fair value through profit or loss (FVTPL);
- The foreign currency gain or loss on financial assets and financial liabilities;
- The reclassification of net gains previously recognized in OCI.

Interest income or expense is recognized using the effective interest method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial assets; or
- The amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability.

h Income Tax

Income tax expense comprises current, deferred tax and uncertain income tax provisions. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

The Group has determined that interest and penalties related to income taxes, do not meet the definition of income taxes, and therefore accounted for them under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

i. Current tax

Current tax payable is based on the taxable profit for the year. The taxable profit differs from the profit reported in the statement of profit or loss and other comprehensive income, due to the income or expenses items taxable or deductible in other years and items that are never taxable or deductible. Current tax liability is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

ii. Deferred taxes

They are recognized on the temporary differences between the book value of the assets and liabilities included in the combined financial statements and the related tax basis used to determine the taxable profit. Liability from deferred tax is generally recognized for all temporary taxable fiscal differences.

Notes to the Combined Financial Statements

An asset from deferred taxes will be recognized due to all temporary deductible differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liability is not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Assets and liabilities from deferred taxes are measured using the tax rates expected to be applicable in the period in which the asset is realized or the liability is cancelled, based on the rates (and tax laws) that at the end of the reporting period had been enacted or substantively enacted the process of approval.

Measurement of the liabilities and assets from deferred taxes will reflect the tax consequences which would be derived from the way in which the Group expects, at the end of the reporting period, to recover or liquidate the carrying amount of its assets and liabilities.

Current and deferred taxes are recognized in the statement of profit or loss and are included in profit or loss for the year or in other comprehensive income, as corresponds.

The assets and liabilities from deferred taxes are offset if there is a legal right of offsets the assets and liabilities from current income tax and the deferred taxes which have relation with the same Tax Authority and the same Tax jurisdiction.

iii. Uncertain income tax provision

A provision for uncertain income tax positions, including additional income tax payable or income tax receivable are recognized by the Group when it analyzes an Uncertain Tax Treatment (UTT). If the Group concludes that it is probable that the tax authority will accept an UTT that has been taken or is expected to be taken on a tax return, it should determine its accounting for income taxes consistently with that tax treatment. If the Group concludes that it is not probable that the treatment will be accepted, it should reflect the effect of the uncertainty in its income tax accounting in the period in which that determination is made as an additional income tax liability.

Notes to the Combined Financial Statements

The Group measures the impact of the uncertainty using the method that best predicts the resolution of the uncertainty; either “the most likely amount method” or “the expected value method”.

In selecting the most appropriate method, the Group uses the “most likely method” in those cases where there are binary outcomes and the concentration in one value is greater than 75%. If the outcomes are binary and the concentration in one value is 75% or less, the Group uses the “expected value method.”

Assets and liabilities balances related uncertain income tax provisions must be included in the assets and liabilities balances from current and deferred income tax; therefore, those balances are not presented as provisions nor in other lines of the Group’s combined statement of financial position as other receivable or other payables.

i Property, Plant and Equipment

Items of property, plant and equipment comprise land, constructions, technical facilities, machinery, tools, installations, spare parts and other equipment. These items are measured at historical cost less accumulated depreciation and accumulated impairment losses, except for the electrical distribution facilities which are measured at revalued values determined by independent appraisers.

The new value was calculated as the standard investment cost for electrical distribution facilities, it was calculated for the assets of the lines and networks, medium voltage line and network protection equipment, distribution substations, low voltage networks and household connections.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group’s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Property, plant, and equipment assets that require a process of construction are recorded at cost, which corresponds mainly to the following concepts:

- i. Feasibility studies: The Group has the policy of contracting an entity to carry out engineering feasibility surveys for projects of its own. Invoicing that complies with the recognition criteria is recorded as part of the property, plant and equipment.

Notes to the Combined Financial Statements

- ii. Contractor costs: Workforce for construction and start-up of the property, plant and equipment is in charge of independent contractors.

Invoicing that complies with the recognition criteria is recorded as part of the property, plant and equipment in progress.

- iii. Materials: All important materials used in the construction and that comply with the recognition criteria (for example: posts, transformers, cables, among others).
- iv. Direct costs subject to capitalization: The cost of the property, plant and equipment includes the cost of employee benefits arising directly from the construction of distribution and transmissions assets.

Indirect capitalizations are originated by the following concept:

- Works for Property, Plant and Equipment: They correspond to personnel expenses related to the construction of property, plant and equipment.

The Group allocates to property, plant and equipment personnel expenses according to the effective time dedicated by each worker to the process of construction of these assets.

During 2023 and 2022, the Group capitalized as property, plant and equipment personnel expenses in the amount of US\$3,153 and US\$3,005, respectively.

- v. Cost of expansion or improvements: Improvements that extend substantially the useful life of the property, plant and equipment are recorded increasing its value, while maintenance, repairs and minor improvements are recorded in profit or loss of the period when incurred.
- vi. Replacements or refurbishments: Replacements or refurbishments of complete elements are recognized as an addition to the item and the corresponding de-recognition of the item replaced.
- vii. Depreciation is recognized in profit or loss. Freehold land is not depreciated. Depreciation is recognized to write off the cost and revalued value of assets (other than freehold land and properties under construction) less their residual values.

Notes to the Combined Financial Statements

The property, plant, and equipment are depreciated under the straight-line method considering the estimated useful lives set out as follows:

Asset class	Subclass of asset	Estimated useful life (in range of year)
Air Distribution Lines MT/LT	Lines MT/LT	30
	Transformer MT/LT	30
	Online equipment	20
Sub distribution station MT/LT	Power transformer MT	30
	Equipment in SEE MT	20
	Communications and remote control	15
Measurement equipment and connections		15
Computer, technological and telecommunication equipment		5
Vehicles, furniture and office equipment		10
Tools and other immobilized equipment		5
Buildings and improvements		30
Improvement in leased buildings		According to contract

The estimated useful life, residual value and depreciation method are reviewed at the end of each reporting period and the effect of any change is recorded on prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

j Intangible Assets

The Group records as intangible assets the following items:

i. Goodwill

Goodwill resulting from the acquisition of a subsidiary corresponds to the excess of the consideration transferred (including the value of any non-controlling participation in the acquire, and the fair value of the acquirer's previously held equity interest in the acquire (if any), over the identifiable net fair value of the assets, liabilities, contingent considerations of the subsidiary or the entity jointly controlled, recognized at the acquisition date.

Notes to the Combined Financial Statements

Goodwill is initially recognized as an asset at cost and, subsequently, presented at cost less any accumulated impairment loss, if any.

The Group recognized goodwill that arose from the reverse merger of Distribuidora de Electricidad de Occidente, S.A. with ASCOED, S.A. (former Distribuidora de Electricidad de Occidente, S.A.'s parent) and Distribuidora de Electricidad de Oriente, S.A. with ASROED S.A. (former Distribuidora de Electricidad de Oriente, S.A.'s parent), in 2011. In such merger the Distribuidora de Electricidad de Occidente, S.A. absorbed ASCOED, S.A. and Distribuidora de Electricidad de Oriente, S.A. absorbed ASROED S.A. and hence, Distribuidora de Electricidad De Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. were the surviving entities.

These transactions were recognized as a reorganization of group entities under which the book values of ASCOED, S.A.'s assets and liabilities and the book values of ASROED, S.A.'s assets and liabilities were included in Distribuidora de Electricidad de Occidente, S.A.'s and Distribuidora de Electricidad de Oriente, S.A.'s accounting records, respectively. Goodwill, for impairment assessment purposes, is allocated to the only cash generating the Group has.

ii. Costs of licenses

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Notes to the Combined Financial Statements

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The Group records in this account the purchase of licenses and the costs of software classifying them as intangible assets which are amortized over their estimated useful life of five years.

iii. Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss when the asset is derecognized.

iv. Test of impairment of tangible and intangible assets including Goodwill

The carrying amounts of non-financial assets, other than inventories and deferred income tax assets, are reviewed at each reporting date in order to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For purposes of impairment testing, goodwill acquired in a business combination is allocated to the CGUs that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment on an annual basis, or on a shorter period if there is evidence of impairment in any of the cash generating units. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

The recoverable amount of an asset or cash-generating unit (the "cash-generating unit", or "CGU") is the greater of its value in use and its fair value less cost of disposal. The value in use corresponds to the estimated future cash flows from the continuous use of an asset and its final disposition, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the specific risks of the asset.

Notes to the Combined Financial Statements

Any impairment loss for goodwill is recognized directly to profit or loss of the period; these losses could not be reversed in the subsequent period. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

In respect of other non-financial assets, impairment losses recognized in prior periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized.

k Inventories

Inventories consist of stock of materials, accessories, and other electrical supplies are valued at the weighted average cost and do not exceed their net realizable value. Inventories are valued at the lower value between cost and net realizable value. The net realizable value is the selling price in the normal course of the business, less the costs to sell the inventory.

l Cash

Cash includes balances in cash on hand and balances in banks. Balances in banks are available on demand and there is no restriction that limits their use.

m Legal Reserve

Under Articles 36 and 37 of the Code of Commerce of the Republic of Guatemala, companies must separate annually 5% of net profits of each period to form the legal reserve. This reserve may not be distributed in any form whatsoever among shareholders before liquidation of the company; however, at the end of each year the companies may capitalize the excess over the 5% referred to above, when the accumulated legal reserve exceeds 15% of paid-in capital at the close of the immediately preceding period, although the 5% annually mentioned must continue to be reserved. The Group's policy is to transfer each year to legal reserve the 5% of the net profits for the year.

n Advanced Payments of Debtors for Third-party Construction Works

In the account "Advances from debtors for third-party works" included in "Other debts", the funds received from Redes Eléctricas de Centro América, S.A. - Recsa - for the construction of electricity transmission projects are recorded as liabilities. This liability is regularized according to the progress of the works.

o Provisions for Contingencies

The Group recognizes a provision only when it has a present obligation (legal or constructive) as a result of a past event, it is probable that Group will be required to settle the obligation and a reliable estimate of the obligation amount can be made.

Notes to the Combined Financial Statements

Provisions are revised at the combined statement of financial position date. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, considering the risks and uncertainties surrounding the obligation (note 31). When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

p Provision for Labor Indemnities

In conformity with the Labor Code of the Republic of Guatemala, the Group is obligated to pay severance compensation to employees dismissed under certain circumstances, like reorganizations, at an amount equal to one-month salary plus a twelfth part of their Christmas bonus and mid-year bonus for each year of service rendered.

The Group charges to profit or loss the severance payments when the employees are actually dismissed, except by the following cases: a) employees of INDE payroll, which are under a specific collective agreement and b) some employees who have this benefit according their labor contract, where the Group has to pay the severance compensation irrespective of the circumstances that trigger the termination of their employment with the Group (i.e. dismissal, resignation, death, etc.). The severance amount for these employees is calculated over the abovementioned basis plus an additional half monthly salary per each year of service.

As of December 31, 2023, and 2022, the Group carried out an actuarial study to determine the maximum obligation for the referred severance obligation. The Group has classified this obligation as defined benefit retirement plan. For those plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

Remeasurement, comprising actuarial gains and losses and the effect of the changes to the asset ceiling (if applicable), is reflected immediately in the combined statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Net interest is calculated by applying the discount rate to the net defined benefit liability. The Group recognizes the following changes in the net defined benefit obligation under 'cost of sales', 'administration expenses' and 'selling and distribution expenses' in the combined statement of profit or loss (by function): Service costs comprising current service costs and the interest expense or income.

Notes to the Combined Financial Statements

At December 31, 2023 and 2022, this obligation amounts to US\$11,253 and US\$8,918, respectively. The abovementioned maximum obligation represents the present value of the future benefits that the employees will receive (note 28).

q Deposits Received from Consumers

In conformity with the Regulation of the General Electricity Act, Decree No. 93-96 of November 15, 1996, which was amended by the Governmental Agreement No. 68-2007, interests must be accrued on cash deposits received from the consumers. For deposits received before March 2007, the interests are accrued at annual interest rate of 5%, and since that date at the monthly weighted average interest rate published by the Central Bank with an annual capitalization.

Deposits received and interests accrued are recorded as other liability accounts “Principal from deposits received from consumers” and “Interests from deposits received from consumers”, respectively.

These deposits represent security deposits against amount due from consumers. Deposits received from consumers, plus interest accrued and less any outstanding debt for past services, are refundable to the users when they cease using the electric energy service rendered by the Group.

The Group has classified these deposits as current liabilities based on the fact that the Group does not have legal rights to defer this payment in a period that exceed a year. However, the Group does not anticipate making significant payments in the next year.

During years ended on December 31, 2023 and 2022, deposits repaid to consumers amounted to US\$94 and US\$416 respectively; and the interests paid amounted to US\$176 and US\$334, respectively.

r Contributions to Pension Funds

Since March 2, 1990, a pension fund was created for employees of INDE and for former employees of INDE that were transferred to the Group. The Group established by INDE and despite the sale of its shares, as indicated in Note 1, transferred employees remain covered under the pension fund. The Group and such employees contribute on a monthly basis with 8.59 per cent and 5.53 per cent of such employees’ salaries.

The part of the contributions that correspond to the Group is recognized as expense at payment.

Notes to the Combined Financial Statements

Based on the Regulation of the Pension Fund for the Personnel of the National Institute of Electrification – FOPINDE, in Spanish, the fund is the sole responsibility of INDE and any insufficiency will be covered by the latter. Consequently, the Group does not have the obligation to record a provision for pension fund. During the years ended at December 31, 2023 and 2022, the Group's contributions to FOPINDE amounted to US\$645 and US\$664 respectively.

s Leases

At inception contract, the Group assess whether a contract is or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use an identified asset for a period of time in exchange of consideration.

i. As a lessee

At commencement or on modification of a contract that contain a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the lease of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognize a right of use asset and lease liability at the lease commencement date. The right of use assets initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made t or before the commencement date, plus any initial direct cost incurred and an estimate co costs to dismantle and remove the underlying asset or to restore the underlying asset or the site in which it is located, less any lease incentive received.

The right of use is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right of use asset reflects that the Group will exercise a purchase option. In that case the right of use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those property and equipment. In addition, the right of use-asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group incremental borrowing rate.

Notes to the Combined Financial Statements

The Group determined its incremental borrowing rate obtaining interest rate from various external financing sources and makes certain adjustment to reflect the terms of the lease and type of asset leased.

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

- Fixed payments, including in substance fixed payments;
- Variable lease payments that depend on an index or rate, initially measured using the index rate as the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Group are reasonably certain to exercise, lease payments in an optional renewal period if the Group are reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group are reasonably not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group estimate of the amount expected to be payable under a residual value guarantee, if the Group change its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right of use asset, or it is recorded in profit or loss if the carrying amount of the right of use asset has been reduced to zero.

The Group present right of use assets and lease liabilities in separate lines in the statement of financial position.

Short term leases and leases of low value assets:

The Group has elected not to recognize right of use assets and lease liabilities for lease of low value assets and short-term leases. The Group recognize the lease payment associated with these leases as an expense on straight line over the lease term.

ii. As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocate the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group act as a lessor, they determine at lease inception whether each lease is a finance lease or operating lease.

Notes to the Combined Financial Statements

To classify each lease, the Group make an overall assessment of whether each lease transfer substantially all of the risks and rewards incidental to ownership of the underlying assets. If this is the case, then the lease is a finance lease; if not, then it is as operating lease. As part of this assessment, the Group consider certain indicator such as whether the lease is for the major part of the economic life of the asset.

When the Group are intermediate lessor, they account for their interest in the head lease and the sub-lease separately. They assess the lease classification of a sublease with reference to the right of use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group apply the exemption described above, then they classify the sublease as operating lease.

If an arrangement contains lease and non-lease components, the Group applies IFRS 15 to allocate the consideration in the contract.

The Group recognize lease payments received under operating lease as income on a straight-line basis over the lease term as part of other revenue.

t Subsequent Events

In addition, the Group has evaluated subsequent events until the date of approval of the 2023 combined financial statements to assess the need for potential recognition or disclosure in these combined financial statements. Based on this evaluation, it was determined that there were no additionally subsequent events requiring recognition or disclosure in the combined financial statements.

u Standards Issued but not yet Effective

A number of new standards are effective for annual periods beginning after 1 January 2023 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these consolidated financial statements.

a. Classification of Liabilities or Non-Current and Non-current Liabilities with Covenants (Amendments to ISA 12)

The amendments, as issued in 2020 and 2022, aim to clarify the requirements on determining whether a liability is current or non-current, and require new disclosures for non-current liabilities that are subject to future covenants. The amendments apply for annual reporting periods beginning on or after 1 January 2024.

Notes to the Combined Financial Statements

As disposed in Notes 28, 32(iii) and 37, the Group has a secured bank loan and convertible notes that are subject to specific covenants. While both liabilities are classified as non-current at 31 December 2023, a future breach of the related covenants may require the Group to repay the liabilities earlier than the contractual maturity dates. The Group is in the process of assessing the potential impact of the amendments on the classification of these liabilities and the related disclosures.

b. Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)

The amendments introduce new disclosures relating to supplier finance arrangements that assist users of the financial statements to assess the effects of these arrangements on an entity's liabilities and cash flows and on an entity's exposure to liquidity risk. The amendments apply for annual periods beginning on or after 1 January 2024.

As disclosed in Notes 29 and 32, the Group participates in a supply chain financing arrangement for which the new disclosures will apply. The Group is in the process of assessing the impact of the amendments, particularly with respect to the collation of additional information needed to meet the new disclosure requirements.

v Other Changes to Standards and Interpretations

The following new and amended standards are not expected to have a significant impact on the Group's consolidated financial statements.

- *Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)*
- *Lack of Exchangeability (Amendments to IAS 21).*

4 Energy Sales

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Social tariff a)	511,755	469,559
Simple low voltage	201,944	178,005
Low voltage on demand off peak	62,639	55,583
Street lighting	29,173	26,494
Low voltage on demand peak	21,014	20,240
Medium voltage on demand off peak	14,527	10,438
Non-regulated tariff	1,604	3,952
Medium voltage on demand	3,489	2,179
Non-regulated special tariff	46	397
	<u>846,191</u>	<u>766,847</u>

Notes to the Combined Financial Statements

- a) Revenues from social tariff correspond to the consumption at the tariff available to regulated customers with energy consumption of less than 300 kWh per month or with an average energy consumption of less than 10 kWh per day, under which the energy charge is subsidized and directly paid by the INDE.

Subsidies are provided to users who consume 88 kWh or less per month. During years 2023 and 2022, the subsidies granted by INDE amounting to US\$115,338 thousand and US\$111,040 thousand, respectively included in revenues from social tariff.

On January 24, 2023, Decree 01-2023 was issued, extending the benefit of temporary social support to customers who consume between 89 and 125 KWH from January 1 to June 30, 2023. From July 1st to September 30th, the extension was authorized by means of resolutions of the Instituto Nacional de Electrificación, SA. INDE.

5 Services Rendered

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Tolls a)	14,583	13,128
Reconnection of electrical grids b)	8,154	7,880
	<u>22,737</u>	<u>21,008</u>

- a) It corresponds to the collection performed to generators or retailers for the use of transmission sites and main and secondary transformation.
- b) It corresponds to fees from the electrical grid re-connection services collected from end customers that have been disconnected from the supply of electricity.

Notes to the Combined Financial Statements

6 Other Revenue

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Energy consumption without prior authorization a)	6,857	6,526
Others b)	4,715	3,281
Leasing c)	2,707	2,202
	<u>14,279</u>	<u>12,009</u>

- a) For the years ended December 31, 2023 and 2022 the Group recognized revenues for energy consumption without prior authorization.
- b) Revenue received from clients through invoicing of other commercial activities.
- c) Income from rental of poles already installed within the energy supply grid for placement of advertising blankets and panels, as well as for using such infrastructure for cable lying to other companies. The value of the transfer of rights is 20% of the annual net profit after taxes obtained by Ufinet Guatemala, S.A. in each of the financial years for the time of the contract.

Notes to the Combined Financial Statements

The breakdown of revenue by category and by the region where customers are located is as follows:

	Distribuidora de Electricidad de Occidente, S.A. (Guatemalan West region) Years ended December 31		Distribuidora de Electricidad de Oriente, S.A. (Guatemalan East region) Years ended December 31		Total revenue Years ended December 31	
	2023 US\$	2022 US\$	2023 US\$	2022 US\$	2023 US\$	2022 US\$
Energy sales:						
Social tariff	306,170	279,969	205,585	189,590	511,755	469,559
Simple low voltage	95,247	86,031	106,697	91,973	201,944	178,004
Low voltage on demand off peak	30,197	27,012	32,442	28,571	62,639	55,583
Street lighting	17,044	16,407	12,129	10,087	29,173	26,494
Low voltage on demand peak	9,004	8,291	12,010	11,948	21,014	20,239
Medium voltage on demand off peak	6,261	4,665	8,266	5,776	14,527	10,441
Non-regulated tariff	50	2,200	1,554	1,752	1,604	3,952
Medium voltage on demand	3,033	780	456	1,399	3,489	2,179
Non-regulated special tariff	-	-	46	396	46	396
	<u>467,006</u>	<u>425,355</u>	<u>379,185</u>	<u>341,492</u>	<u>846,191</u>	<u>766,847</u>
Services rendered:						
Tolls	7,039	6,184	7,544	6,944	14,583	13,128
Reconnection of electrical grids	4,518	4,368	3,636	3,512	8,154	7,880
	<u>11,557</u>	<u>10,552</u>	<u>11,180</u>	<u>10,456</u>	<u>22,737</u>	<u>21,008</u>
Other revenue:						
Energy consumption without prior authorization	4,617	3,944	2,240	2,582	6,857	6,526
Others	2,867	1,995	1,848	1,286	4,715	3,281
Leasing	1,756	1,425	951	777	2,707	2,202
	<u>9,240</u>	<u>7,364</u>	<u>5,039</u>	<u>4,645</u>	<u>14,279</u>	<u>12,009</u>
	<u>487,803</u>	<u>443,271</u>	<u>395,404</u>	<u>356,593</u>	<u>883,207</u>	<u>799,864</u>

Notes to the Combined Financial Statements

7 Energy Purchases

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Contract with suppliers	461,398	433,780
In the spot market	61,149	81,707
	<u>522,547</u>	<u>515,487</u>

The Group manages an average of 60 days of credit with its suppliers from the receipt date of the invoice. Suppliers do not charge interests on the late payment of outstanding invoices.

8 Other Costs of Sales

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Depreciation and amortization	63,123	61,498
Personnel expenses a)	15,156	14,475
Maintenance expenses	14,377	12,209
Sundry services b)	13,911	12,757
Professional services	6,782	6,665
Taxes	5,013	4,459
Maintenance material	3,599	2,904
Fuel	733	843
Other ancillary expenses	552	-
Travel expenses	243	107
Advertising, marketing, and public relations	160	119
Sundry expenses	109	103
Supplies	109	80
Depreciation expense-Right of use assets	47	75
Provision	-	46
	<u>123,914</u>	<u>116,340</u>

Notes to the Combined Financial Statements

a) Personnel expenses incurred were as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Employee remuneration	15,918	15,285
Social security	1,356	1,298
Post-employment benefits	1,015	883
Social benefits	20	14
Capitalization to property, plant and equipment i)	(3,153)	(3,005)
	<u>15,156</u>	<u>14,475</u>

i. Corresponds to the amount of expenses for “Works for Property, Plant and Equipment”, which were capitalized in distribution and transmission works (note 16).

b) It corresponds mainly to residential operations, and readers and delivery contractors.

9 Other Expenses, net

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Cost of fixed assets retired	(4,604)	(4,976)
Inventory obsolescence	(10)	-
Others	(24)	(17)
	<u>(4,638)</u>	<u>(4,993)</u>
Income		
Gain on disposal of property, plant and equipment	4	117
	<u>(4,634)</u>	<u>(4,876)</u>

Notes to the Combined Financial Statements

10 General, Selling and Administrative Expenses

The summary of these accounts is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Personnel expenses a)	13,384	10,612
Sundry services b)	9,179	8,864
Professional services	3,847	3,628
Maintenance	3,182	2,473
Supplies	1,434	1,260
Advertising, marketing and public relations	1,221	2,026
Depreciation expense-Right of use assets	1,065	999
Sundry expenses	636	576
Maintenance materials	416	423
Travel expenses	262	267
Insurance premiums	242	218
Leasing and royalties	174	181
Taxes	153	64
	<u>35,195</u>	<u>31,591</u>

a) These expenses are made up of:

	Years ended December 31	
	2023	2022
	US\$	US\$
Employee remuneration	10,035	8,429
Social benefits	1,451	1,188
Post-employment benefits	1,198	313
Social security	700	682
	<u>13,384</u>	<u>10,612</u>

b) These are made up mainly of expenses incurred in the management, administration and supervision for the businesses of the Group, as well as expenses related to the security service of the commercial offices, expenses for the collection of accounts receivable from customers and commissions on collection.

Notes to the Combined Financial Statements

11 Other Income

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Assets donated b)	9,046	6,170
Accrued revenue a)	8,619	8,814
Other	1,317	1,202
Reversal of provision for contingencies	374	338
Revenue from supplier penalties	37	141
	<u>19,393</u>	<u>16,665</u>

- a) Accrued revenue relates to government grants for the construction of distribution assets under the Rural Electrification Program (PER in Spanish) (note 26).
- b) Revenue on assets and facilities received from customers in order to connect them to the network (note 16 c).
- c) Income from reversal of impairment and depreciation of assets.

12 Finance Income

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Moratorium interest	1,868	1,676
Gain on exchange difference, net	642	-
Interest income on bank accounts	638	1,272
Financial income for bad debt	24	779
Other financial income	30	26
	<u>3,202</u>	<u>3,753</u>

Notes to the Combined Financial Statements

13 Finance Costs

The summary of this account is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Interest expenses on financial debt	42,046	40,138
Interest on customers deposits	8,037	6,512
Financial expenses employee benefits	536	489
Interest on lease liabilities	273	338
Others	228	278
Fines, penalties and interest of tax contingences	28	18
Financial expenses uncollectible accounts	76	-
Loss in exchange differences	-	7,654
	<u>51,224</u>	<u>55,427</u>

14 Right of Use of Assets

The Group facilities are leased for terms ranging from 1 to 10 years, with the option to renew the lease after that date. Lease payments increase each year to reflect market rental prices, these leases were entered into many years ago and correspond to combined ground and facility leases. Previously, these leases were classified as operating leases under IAS 17.

Right-of-use assets related to leased properties that do not meet the definition of investment property consist of the following:

	December 31	
	2023	2022
	US\$	US\$
Cost of right or use assets		
Balance at January	6,708	6,994
Additions	312	321
Asset retirement	(141)	(490)
Translation differences	22	(117)
Total cost end of period	<u>6,901</u>	<u>6,708</u>
Carried forward	6,901	6,708

Notes to the Combined Financial Statements

	December 31	
	2023	2022
	US\$	US\$
Brought forward	6,901	6,708
Accumulated depreciation:		
Balance at January	(3,517)	(2,820)
Depreciation of the year	(1,112)	(1,074)
Asset retirement	-	319
Translation differences	(12)	58
Total cost end of period	(4,641)	(3,517)
Balance at end of period	2,260	3,191

	December 31	
	2023	2022
	US\$	US\$
Amounts recognized in income:		
Interest on lease liabilities (note 13)	(273)	(338)
	(273)	(338)

15 Income Tax

Income tax of the year is made up as follows:

Tax on profit recognized in profit or loss and in comprehensive income of the year:

	Years ended December 31	
	2023	2022
	US\$	US\$
Current income tax	(45,028)	(29,555)
Deferred expense income tax	(2,752)	(650)
Income tax charged to profit or loss	(47,780)	(30,205)
Income tax charged to other comprehensive income	513	669
	(47,267)	(29,536)

Since January 1, 2013 new regulations of the Income Tax are in force and are included on Book I of the Fiscal Updating Act, Decree 10-2012. These new regulations consider two regimes to pay tax since 2013:

Notes to the Combined Financial Statements

- a) Regime on Earnings from Profit Activities which consists on applying a rate of 25% on the taxable income determined from the accounting profit. Tax is paid through three (3) quarterly advance payments (April, July and October) with the remaining balance paid at year-end.
- b) Simplified Optional Regime on Income from Profit Activities consisting on applying a rate of 5% to 7% to the total amount of taxable revenues, paying this tax through final withholding or else, through payment in agencies authorized by the tax authorities. The first US\$3,878 of monthly taxable revenues are taxed at a 5% rate, and the additional balance is taxable at 7%.

For the years ended December 31, 2023 and 2022, the Group has chosen the Regime on Earnings from Profit Activities.

Income tax regulations establish a tax of 5% on the dividend and profit distributions for both residents and non-residents corporations. In addition, Regime on Capital Income, Capital Gains and Losses, sets out a rate of 10% for capital income related to movable property and real estate, as well as net capital income.

The income tax returns for the years ended December 31, 2019 to 2022 and the corresponding to 2023 are open for review by the tax authorities. The statute of limitation for review of the income tax returns expires in 4 years from the date on which payment of the obligation was due.

Reconciliation of Effective Tax Rate

For the years ended December 31, 2023 and 2022, the reconciliation of the income tax expense calculated at the statutory income tax rate and the income taxes recorded in the combined statement of profit or loss and other comprehensive income is as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Profit before income tax	154,903	80,415
Income tax expense at the statutory income tax rate (25%)	38,726	20,104
Effect from non-deductible expenses a)	9,970	9,784
Income tax on capital gains	260	258
Effect from adjustments of previous years	5	1,133
Exempt income	(1,181)	(1,074)
Income tax expense charged to profit or loss (30.84% in 2023, 37.56% in 2022)	47,780	30,205

Notes to the Combined Financial Statements

- a) For the years ended December 31, 2023 and 2022, non-deductible expenses recognized during the year to determine the taxable income, according to their nature, are set out as follows:

	December 31	
	2023	2022
	US\$	US\$
Interest on foreign debt	26,893	27,791
Interest on deposits received from customers	7,861	6,174
Translation costs of loan agreements	2,836	1,370
Others	1,139	-
Fines and penalties	1,021	42
VAT due	133	87
Foreign exchange losses	-	3,573
Sundry expenses	-	99
	39,883	39,136

For the years ended December 31, 2023 and 2022, the reconciliation of the income tax expense for the year and the income tax payable as of the end of the year is as follows:

	December 31	
	2023	2022
	US\$	US\$
Current tax of the year	45,028	29,555
(-) Adjustments of previous years	(5)	(1,133)
(-) Income tax payments from capital earnings	(260)	(258)
(-) Tax credits	(33,342)	(17,000)
(-) Translation effect	38	(371)
Tax payable (note 21)	11,459	10,793

Deferred Income Tax Benefit (Expense), Net

The income tax rate used to calculate the deferred income tax for the years ended December 31, 2023 and 2022 is 25%, which corresponds to the rate that will be in force in the years in which temporary items are expected to be reversed.

Notes to the Combined Financial Statements

Net deferred income tax is as follows:

	Years ended	
	December 31	
	2023	2022
	US\$	US\$
Deferred income tax:		
Expense	(5,212)	(4,286)
Benefit	<u>2,460</u>	<u>3,636</u>
Expense, net	<u>(2,752)</u>	<u>(650)</u>

Notes to the Combined Financial Statements

December 31, 2023:	December 31, 2022 US\$	Recognized in the results of 2023 US\$	Recognized directly in net parent investment US\$	Translation effect US\$	December 31, 2023 US\$
Asset:					
Allowance for uncollectible accounts	50,137	2,305	-	164	52,606
Provision for contingencies	913	4	-	3	920
Provision of variable Retribution	790	137	-	3	930
Government grants	5,602	(787)	-	17	4,832
Remeasurement of defined benefit obligation	1,342	(437)	513	4	1,422
Vacation period	551	6	-	2	559
Leases	145	7	-	-	152
Total deferred tax asset	<u>59,480</u>	<u>1,235</u>	<u>513</u>	<u>193</u>	<u>61,421</u>
Liability:					
Goodwill	(28,975)	-	-	(93)	(29,068)
Anticipated financial expenses	(66)	(228)	-	(1)	(295)
Property, plant and equipment	(34,680)	(1,377)	-	(113)	(36,170)
Revaluation surplus	3,512	(2,383)	404	10	1,543
Intangible	(1)	1	-	-	-
Total deferred tax liability	<u>(60,210)</u>	<u>(3,987)</u>	<u>404</u>	<u>(197)</u>	<u>(63,990)</u>
Net deferred tax liability	<u>(730)</u>	<u>(2,752)</u>	<u>917</u>	<u>(4)</u>	<u>(2,569)</u>

Notes to the Combined Financial Statements

December 31, 2022:	December 31, 2021 US\$	Recognized in the results of 2022 US\$	Recognized directly in net parent investment US\$	Translation effect US\$	December 31, 2022 US\$
Asset:					
Allowance for uncollectible accounts	47,900	3,090	-	(853)	50,137
Provision for contingencies	958	(28)	-	(17)	913
Provision of variable Retribution	828	(24)	-	(14)	790
Government grants	6,502	(800)	-	(100)	5,602
Remeasurement of defined benefit obligation	888	(195)	669	(20)	1,342
Vacation period	578	(17)	-	(10)	551
Leases	141	5	-	(1)	145
Impairment of fixed assets	(63)	63	-	-	-
Total deferred tax asset	<u>57,732</u>	<u>2,094</u>	<u>669</u>	<u>(1,015)</u>	<u>59,480</u>
Liability:					
Goodwill	(29,474)	-	-	499	(28,975)
Anticipated financial expenses	-	(67)	-	1	(66)
Property, plant and equipment	(35,752)	472	-	600	(34,680)
Revaluation surplus	6,005	(3,153)	732	(72)	3,512
Intangible	(8)	4	-	3	(1)
Total deferred tax liability	<u>(59,229)</u>	<u>(2,744)</u>	<u>732</u>	<u>1,031</u>	<u>(60,210)</u>
Net deferred tax liability	<u>(1,497)</u>	<u>(650)</u>	<u>1,401</u>	<u>16</u>	<u>(730)</u>

As of December 31, 2023, and 2022 the Group maintains US\$11,616 and US\$9,618 of unrecognized deferred tax assets related to deductible temporary differences about accumulated interests from deposits received from consumers (note 30), since it is not possible to determine with reasonable certainty the payment dates of these obligations and to establish the possibility of future taxable profit against which these credits can be utilized.

Notes to the Combined Financial Statements

16 Property, Plant and Equipment, net

The summary and the movement of this account as of and for the year ended December 31, 2023, is as follows:

	Land and construction US\$	Electrical distribution facilities at revalued value a) US\$	Other installations, machinery, tools, furniture and equipment US\$	Assets under construction b) US\$	Spare parts US\$	Total US\$
Acquisition cost:						
Balance at January 1, 2023	5,998	819,150	34,322	16,598	29,405	905,473
Additions	50	55,342	3,077	7,582	2,550	68,601
Write-downs	-	(7,628)	(209)	-	(103)	(7,940)
Transfers	149	12,589	40	(12,778)	-	-
Translation differences	19	2,688	112	50	98	2,967
Total cost end of period	<u>6,216</u>	<u>882,141</u>	<u>37,342</u>	<u>11,452</u>	<u>31,950</u>	<u>969,101</u>
Accumulated depreciation:						
Balance at January 1, 2023	(3,742)	(76,833)	(27,069)	-	(74)	(107,718)
Depreciation	(257)	(60,882)	(1,601)	-	(3)	(62,743)
Write-downs	-	1,479	140	-	1	1,620
Translation differences	(12)	(296)	(87)	-	(1)	(396)
Balance at end of period	<u>(4,011)</u>	<u>(136,532)</u>	<u>(28,617)</u>	<u>-</u>	<u>(77)</u>	<u>(169,237)</u>
Carrying amounts:						
December 31, 2022	<u>2,256</u>	<u>742,317</u>	<u>7,253</u>	<u>16,598</u>	<u>29,331</u>	<u>797,755</u>
December 31, 2023	<u>2,205</u>	<u>745,609</u>	<u>8,725</u>	<u>11,452</u>	<u>31,873</u>	<u>799,864</u>

Notes to the Combined Financial Statements

The summary and the movement of this account as of and for the year ended December 31, 2022, is as follows:

	Land and construction US\$	Electrical distribution facilities at revalued value a) US\$	Other installations, machinery, tools, furniture and equipment US\$	Assets under construction b) US\$	Spare parts US\$	Total US\$
Acquisition cost:						
Balance at January 1, 2022	5,495	784,875	32,088	13,773	11,550	847,781
Additions	266	46,894	2,633	13,585	18,290	81,668
Write-downs	-	(8,394)	(251)	-	-	(8,645)
Transfers	336	16,747	438	(17,521)	-	-
Translation differences	(99)	(20,972)	(586)	6,761	(435)	(15,331)
Total cost end of period	<u>5,998</u>	<u>819,150</u>	<u>34,322</u>	<u>16,598</u>	<u>29,405</u>	<u>905,473</u>
Accumulated depreciation:						
Balance at January 1, 2022	(3,566)	(19,076)	(26,402)	-	(79)	(49,123)
Depreciation	(240)	(59,358)	(1,360)	-	-	(60,958)
Write-downs	-	504	233	-	3	740
Translation differences	64	1,097	460	-	2	1,623
Balance at end of period	<u>(3,742)</u>	<u>(76,833)</u>	<u>(27,069)</u>	<u>-</u>	<u>(74)</u>	<u>(107,718)</u>
Carrying amounts:						
December 31, 2021	<u>1,929</u>	<u>765,799</u>	<u>5,686</u>	<u>13,773</u>	<u>11,471</u>	<u>798,658</u>
December 31, 2022	<u>2,256</u>	<u>742,317</u>	<u>7,253</u>	<u>16,598</u>	<u>29,331</u>	<u>797,755</u>

Notes to the Combined Financial Statements

- a) Assets under construction: As part of electrical distribution facilities, installations and other installations as of December 31, 2023 and 2022, the primary assets included are distribution lines, distribution substations, and metering devices for US\$11,452 and US\$16,598, respectively.
- b) Property, plant and equipment received from clients:
As of December 31, 2023 and 2022, the Group received assets from its customers for the amounts of US\$9,046 and US\$6,170, respectively. These donated assets are recognized as other income in the statement of profit or loss (note 10). These assets comprise tangible assets mainly electrical networks and transformers to be used in the electricity distribution process. The initial gross amount was estimated at fair value, taking as reference the market value of these assets on the date on which control is obtained.
- c) As of December 31, 2023, assets were written off which caused a decrease in fixed assets amounting to US\$7,940 and US\$8,645.

Notes to the Combined Financial Statements

17 Intangible Assets, net

The summary and the movement of this account as of and for the year ended December 31, 2023, is as follows:

	Goodwill a) US\$	Software applications US\$	Costs of implementation of software applications US\$	Cost of development and licenses in progress US\$	Total US\$
Acquisition cost:					
Balance at January 1, 2023	115,899	35,542	998	1,138	153,577
Additions	-	231	-	1,279	1,510
Translation differences	372	114	2	5	493
Total cost as of December 31, 2023	<u>116,271</u>	<u>35,887</u>	<u>1,000</u>	<u>2,422</u>	<u>155,580</u>
Accumulated amortization:					
Balance at January 1, 2023	-	(34,530)	(992)	-	(35,522)
Additions	-	(381)	(2)	-	(383)
Translation differences	-	(107)	(4)	-	(111)
Total accumulated amortization as of December 31, 2023	<u>-</u>	<u>(35,018)</u>	<u>(998)</u>	<u>-</u>	<u>(36,016)</u>
Carrying value at December 31, 2022	<u>115,899</u>	<u>1,012</u>	<u>6</u>	<u>1,138</u>	<u>118,055</u>
Carrying value at December 31, 2023	<u>116,271</u>	<u>869</u>	<u>2</u>	<u>2,422</u>	<u>119,564</u>

a) As of December 31, 2023 the carrying value of Goodwill corresponding to DEOCSA and DEORSA amounts to US\$72,090 and US\$44,181 respectively.

Notes to the Combined Financial Statements

The summary and the movement of this account as of and for the year ended December 31, 2022, is as follows:

	Goodwill a) US\$	Software applications US\$	Costs of implementation of software applications US\$	Cost of development and licenses in progress US\$	Total US\$
Acquisition cost:					
Balance at January 1, 2022	117,897	36,111	1,014	29	155,051
Additions	-	44	-	1,124	1,168
Translation differences	(1,998)	(613)	(16)	(15)	(2,642)
Total cost as of December 31, 2022	<u>115,899</u>	<u>35,542</u>	<u>998</u>	<u>1,138</u>	<u>153,577</u>
Accumulated amortization:					
Balance at January 1, 2022	-	(34,584)	(1,007)	-	(35,591)
Additions	-	(538)	(2)	-	(540)
Translation differences	-	592	17	-	609
Total accumulated amortization as of December 31, 2022	<u>-</u>	<u>(34,530)</u>	<u>(992)</u>	<u>-</u>	<u>(35,522)</u>
Carrying value at December 31, 2021	<u>117,897</u>	<u>1,527</u>	<u>7</u>	<u>29</u>	<u>119,460</u>
Carrying value at December 31, 2022	<u><u>115,899</u></u>	<u><u>1,012</u></u>	<u><u>6</u></u>	<u><u>1,138</u></u>	<u><u>118,055</u></u>

- a) As of December 31, 2022 the carrying value of Goodwill corresponding to DEOCSA and DEORSA amounts to US\$71,859 and US\$44,040 respectively.

Notes to the Combined Financial Statements

(a) Impairment test of Cash Generating Units that Include Goodwill

It is the Group's practice to subject the carrying amount of goodwill to impairment tests annually or more frequently if there is any indication of impairment.

For purposes of impairment testing, the goodwill is allocated to the operative division that represents the smallest level within the Group, in which it is allocated and monitored for internal management purposes.

An estimate was thus made of the recoverable amount of net assets belonging to the cash generating units associated with the goodwill derived from the acquisitions of the electricity distribution businesses, which have been defined as the cash generating units (CGUs). Each of the combined entities represent a separate CGU, thus separate impairment tests have been performed.

The recoverable amount of the cash generating units is determined by calculating the value in use. Financial projections are made in Quetzals. The calculations of the value in use are based on projections of established cash flows, on the basis of actual and projected results of operation.

For subsequent periods, these cash flow projections are extrapolated to the end of the useful life of the essential CGU asset, using a stable long-term growth rate that does not exceed the total growth of the economy of the country or the industry in which the cash generating unit operates. The values assigned to the key assumptions represent the judgments and expectations of management regarding the future trends of their business and the market for products used in the energy industry.

Specifically, the value in use was determined by discounted cash flows estimated for the continuous use of each CGUs. The assumptions used by the Group in performing the goodwill impairment test were considering the experience, the growth of the Guatemalan economy and the projected growth of the industry. Also, it was considering the following:

- Cash flows were projected in Quetzals.
- The projection period comprehends a 5-year business plan from 2024 to 2028.
- The expected devaluation of the *Quetzal* in relation to the US Dollar is 0.5% per annum on average for the valuation period (2024-2028).
- The assumptions used in the cash flow projections and the discount rate used to determine the value in use is very similar for the two CGUs since both operate in the same country and industry.

Notes to the Combined Financial Statements

- The annual revenue growth assumption, on average, for the valuation period (2024-2028) is 6.0%.
- The annual projected gross margin, on average, for the valuation period (2024-2028) is 53.6% for both CGU.
- The value of the cash flows following 2028 was calculated by using a terminal value. To calculate this value the cash flows were extrapolated until the end of the useful life of the essential asset of the cash generating unit (CGU). Also, a growth rate and a discount rate before taxes were used in the calculation. In the long term, it is expected that the cash flows will grow at a similar rate as the economy. Projections for the growth of the Guatemalan economy were used for the calculation of the long-term growth rate. The estimated cash flows were discounted using a discount rate before taxes of 11.4% for both CGUs., which is the free risk discount rate from the US sovereign debt.
- The sensitivity analysis does not show a goodwill impairment for both CGUs using annual revenue growth of 1% during the valuation period.
- According to the analysis referred to above, the estimated recovery value as of December 31, 2023 exceeds the carrying amount of goodwill by US\$1,452,060 (US\$1,166,485 for 2022). Therefore, the Group's management concluded there is no goodwill impairment.

18 Inventory, net

Stock of materials at December 31, 2023 and 2022 is as follows:

	December 31	
	2023	2022
	US\$	US\$
Spare parts and materials	9,698	12,674
Less: Net realizable value adjustment	(205)	(201)
	<u>9,493</u>	<u>12,473</u>

The movement for 2023 and 2022, is shown below:

	December 31	
	2023	2022
	US\$	US\$
Balance at beginning of year	(201)	(215)
Less:	2	10
Effect of exchange rate fluctuation	(2)	4
Impairment provision	(4)	-
Balance at end of year	<u>(205)</u>	<u>(201)</u>

Notes to the Combined Financial Statements

19 Trade Receivables, net

As of December 31, 2023 and 2022, the balance of trade receivable is composed as described below:

	December 31	
	2023	2022
	US\$	US\$
Commercial, industrial, residential zones, public lighting, rates and tariffs a)	300,943	287,753
Energy consumed not billed b)	41,827	39,216
Instituto Nacional de Electrificación-INDE c)	15,635	22,306
Client tolls	1,039	917
Other clients	3,990	3,448
	<u>363,434</u>	<u>353,640</u>
Long-term account receivables with payment agreements	(45,061)	(43,370)
Financial discount to long-term payment agreements	4,326	4,342
	<u>(40,735)</u>	<u>(39,028)</u>
Allowance for expected credit losses d)	15,909	13,880
Total non-current trade receivables, net	<u>(24,826)</u>	<u>(25,148)</u>
	322,699	314,612
Offsetting of municipalities receivables e)	(60,293)	(60,708)
Allowance for expected credit losses d)	(162,678)	(158,567)
	<u>99,728</u>	<u>95,337</u>

a) The combined trade receivable portfolio per states at December 31, 2023 and 2022 is shown as follows:

	December 31	
	2023	2022
	US\$	US\$
Normal supply clients	179,684	171,017
Interrupted supply non-payment	69,419	68,633
Administrative suspension outstanding invoice	41,449	37,263
Repeated auto reclosing	6,263	5,300
Forced power cut	3,855	5,053
Shut down non-payments	156	388
Active without charges	20	27
Voluntary power cut	97	62
Eventual supply	-	10
	<u>300,943</u>	<u>287,753</u>

Notes to the Combined Financial Statements

The credit period granted to customers on the energy sale is thirty days. There is no charge of late interests on the trade accounts receivable for the first thirty days after invoice is issued. Subsequently to that date, late interests approved every quarter by CNEE are charged. During 2023, the late interest applied 0.95% monthly on the outstanding.

Information about the Group exposure to credit and market risk, and impairment losses for trade receivables is included in note 32 ii.

- b) It corresponds to the estimated amount of services accrued, but not billed, from the sale of electric energy and toll at December 31, 2023 and 2022 net from the estimate of technical loss. This value is billed in full in the next billing cycle.
- c) Account receivable from INDE for the billing of the adjustment of Solidaridad INDE to the users benefited by the Social Tariff Act, according to the deed of INDE a-38-2013-2.A. The amount to be billed by the Group is determined by the resolutions monthly issued by the CNEE. The recovery of the amount is carried out in 30 days subsequent to issuing the invoice.
- d) Expected credit losses - The movement of the allowance for expected credit losses during years ended December 31, 2023 and 2022 is shown as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Balance at the beginning of year	172,447	167,424
Allowance charged to profit or loss for the year	13,385	16,146
Uncollectible for agreements accounts	(7,804)	(8,180)
Translation differences	559	(2,943)
	<u>178,587</u>	<u>172,447</u>
Allowance for uncollectible accounts long-term	<u>(15,909)</u>	<u>(13,880)</u>
Allowance for uncollectible accounts short-term	<u>162,678</u>	<u>158,567</u>

The allowance for expected credit losses is based on two customer portfolios, these being the client portfolio without a payment plan agreement and the portfolio of agreements that includes a payment plan.

Notes to the Combined Financial Statements

The portfolios are divided in turn into the following segments, the client portfolio without a payment plan agreement is divided into three subcategories: a) government (which includes facilities used by the Government of Guatemala for public administration); b) residential and others (which includes clients in the residential sector, commerce, industry sector, large clients and other); and c) municipalities (which includes accounts receivable from municipalities in relation to public lighting, water pumps and other buildings). Finally, each category is subdivided into good and bad clients, taking into account the collection history of distributors.

The portfolio of a payment plan is subdivided into Municipalities and rest of clients.

For each of the categories and subcategories, the provision for expected credit losses is estimated using a documented and systematic methodology that uses their respective expected loss rates (PD and LGD) that are based on the historical trend of the turnover rates for each delinquency category.

- e) The Group bills and collects the public lighting to end customers on behalf of the municipalities. Those payables to municipalities are offset with the accounts receivables from the municipalities for the energy usage.

20 Other Receivables

As of December 31, 2023 and 2022 other receivables are composed as follows:

	December 31	
	2023	2022
	US\$	US\$
Other receivables long-term:		
Fines and interest receivable a)	28,418	28,327
Judicial bonds b)	2,588	2,582
Other receivables c)	368	426
	<u>31,374</u>	<u>31,335</u>
Other receivables short-term:		
Other receivables	1,991	1,348
Advance salaries	263	245
Insurances	19	44
	<u>2,273</u>	<u>1,637</u>

Notes to the Combined Financial Statements

- a) The balances are made up of fines and interest on taxes paid under protest which were reclassified from taxes receivable as a result of the adoption of IFRIC23. The movement during the year was as follows:

	December 31	
	2023	2022
	US\$	US\$
Balance at beginning of year	28,327	28,815
Effect of exchange rate fluctuation	91	(488)
Balance at end of year	<u>28,418</u>	<u>28,327</u>

- b) Guarantees in cash made to the Judicial Department and the Regional Operator Entity.
- c) Include the balance for tariff survey expenses pending to be applied in the amount of US\$368 and US\$426 as of December 31, 2023 and 2022, respectively.

21 Tax Assets and Liabilities

At December 31, 2023 and 2022, tax assets and liabilities are composed as follows:

	December 31	
	2023	2022
	US\$	US\$
Non-current tax assets:		
Income tax paid under protest (note 31) and a)	71,774	71,544
Others	62	62
	<u>71,836</u>	<u>71,606</u>
Taxes payable:		
Income tax payable (note 15)	11,459	10,793
Others	18	16
	<u>11,477</u>	<u>10,809</u>

- a) The movement during the year was as follows:

	December 31	
	2023	2022
	US\$	US\$
Balance at beginning of year	71,544	72,777
Effect of exchange rate fluctuation	230	(1,233)
Balance at end of year	<u>71,774</u>	<u>71,544</u>

Notes to the Combined Financial Statements

22 Cash

The summary of this account is as follows:

	December 31	
	2023	2022
	US\$	US\$
In banks		
Local currency	26,608	14,741
Foreign currency	7,795	1,532
On hand	3,344	5,110
Restricted cash	113	66
	<u>37,860</u>	<u>21,449</u>

23 Related Parties

Accounts receivable from and payable to related parties are composed by the following balances:

	December 31	
	2023	2022
	US\$	US\$
Accounts receivable from affiliated companies:		
Redes Eléctricas de Centroamérica, S.A. a)	1,131	1,207
Comercializadora Guatemalteca Mayorista de Electricidad, S.A.	115	137
	<u>1,246</u>	<u>1,344</u>
Accounts payable—long-term:		
Nautilus Distribution Holding LLC	-	85,333
	<u>-</u>	<u>85,333</u>
Accounts payable short-term:		
Servicio de Valor Agregado, Limitada	3,010	2,288
DEOCSA, S.A., B.V.	-	10,720
DEORSA, S.A., B.V.	-	8,295
Inkia Chile Inversiones Limited II	-	26
Comercializadora Guatemalteca Mayorista de Electricidad, S.A.	-	14
	<u>3,010</u>	<u>21,343</u>

- a) This balance corresponds to billing of works performed on behalf of Redes Eléctricas de Centroamérica, S.A. (an affiliated company).

Notes to the Combined Financial Statements

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognized in the current or prior years for bad or doubtful debts in respect of the amounts owed by related parties.

Transactions with related parties during the year were as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Toll billing to affiliated companies:		
Comercializadora Guatemalteca Mayorista de Electricidad, S.A.	<u>1,185</u>	<u>1,130</u>
Toll billing received from affiliated companies:		
Redes Eléctricas de Centroamérica, S.A.		
Toll of secondary system in distribution lines	<u>2,182</u>	<u>1,642</u>
Energy supplied to affiliated companies:		
Redes Eléctricas de Centroamérica, S.A.	<u>5</u>	<u>5</u>
Overstock purchase to affiliated companies:		
Comercializadora Guatemalteca Mayorista de Electricidad, S.A.	<u>38</u>	<u>18</u>
Administrative Outsourcing from affiliated company:		
Servicios de Valor Agregado Limitada	<u>4,797</u>	<u>4,515</u>
Electric infrastructure lease from affiliated company:		
Comercializadora Guatemalteca Mayorista de Electricidad, S.A.	<u>18</u>	<u>16</u>

Notes to the Combined Financial Statements

	Years ended December 31	
	2023	2022
	US\$	US\$
Technical assistance from affiliated company:		
Inkia Chile Inversiones II Limited	1,150	498
Inkia Chile Inversiones Limited	-	999
	<u>1,150</u>	<u>1,497</u>
Insurance collection Guatemel		
Comercializadora Guatemalteca		
Mayorista de Electricidad, S.A.	<u>61</u>	<u>45</u>
Purchase of invoice certification services		
Comercializadora Guatemalteca		
Mayorista de Electricidad, S.A.	<u>31</u>	<u>31</u>
Reimbursable expenses from affiliated companies:		
Inkia Chile Inversiones II Limited	14	26
Inkia Chile Inversiones Limited	-	7
	<u>14</u>	<u>33</u>

The remuneration paid to executive officers by Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. amounted to US\$3,237 and US\$3,450, for 2023 and 2022 respectively. The remuneration of executive officers includes salaries, performance bonuses and severances, which is determined by the remuneration committee having regard to the performance of individuals and market trends.

Notes to the Combined Financial Statements

24 Net Parent Investment

The combined net parent investment is made up by the capital stock of Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. as well as by the summation of the other historical components of equity of each of the entities that comprise the Group. The breakdown of the combined net parent investment as of and for the year ended December 31, 2023 is as follows:

	Capital stock US\$	Remea- surement of defined benefit obligation US\$	Revaluation reserve US\$	Other reserve US\$	Legal reserve (c) US\$	Retained earnings US\$	Translation reserve US\$	Total net parent investment US\$
Balance at January 1, 2023	20,546	(10,826)	60,614	(87,033)	12,429	61,742	(2,462)	55,010
Transactions with the owners								
Dividends	-	-	-	-	-	(52,751)	-	(52,751)
Comprehensive income for the year								
Net income for the year	-	-	-	-	-	107,123	-	107,123
Other Dividends comprehensive income for the year								
Remeasurement of defined benefit obligation, net of income tax	-	(1,538)	-	-	-	-	-	(1,538)
Depreciation of revalued assets	-	-	(15,711)	-	-	15,711	-	-
Disposal of revalued assets	-	-	(1,211)	-	-	-	-	(1,211)
Foreign currency translation effect for the year	-	-	-	-	-	-	(1,031)	(1,031)
Total other comprehensive income for the year	-	(1,538)	(16,922)	-	-	15,711	(1,031)	(3,780)
Total comprehensive income for the year	-	(1,538)	(16,922)	-	-	122,834	(1,031)	103,343
Transactions with shareholders recorded directly against shareholders' equity								
Reversal of account payable to stockholders (note 31 a) vii	-	-	-	87,033	-	-	-	87,033
Transfer from legal reserve	-	-	-	-	5,356	(5,356)	-	-
	-	-	-	87,033	5,356	(5,356)	-	87,033
Balance at December 31, 2023	20,546	(12,364)	43,692	-	17,785	126,469	(3,493)	192,635

*Distribuidora de Electricidad de Occidente, S.A. and
Distribuidora de Electricidad de Oriente, S.A.*

Notes to the Combined Financial Statements

As of and for year ended December 31, 2022

	Capital stock US\$	Remea- surement of defined benefit obligation US\$	Revaluation reserve US\$	Other reserve US\$	Legal reserve (c) US\$	Retained earnings US\$	Translation reserve US\$	Total net parent investment US\$
Balance at January 1, 2022	32,578	(8,820)	207,161	(87,033)	30,095	114,163	(1,474)	286,670
Transactions with the owners								
Dividends	-	-	-	-	-	(116,301)	-	(116,301)
Capital increase	148,344	-	(128,168)	-	(20,176)	-	-	-
Capital reduction	(160,376)	-	-	-	-	-	-	(160,376)
	(12,032)	-	(128,168)	-	(20,176)	(116,301)	-	(276,677)
Comprehensive income for the year								
Net income for the year	-	-	-	-	-	50,210	-	50,210
Other Dividends comprehensive income for the year								
Remeasurement of defined benefit obligation, net of income tax	-	(2,006)	-	-	-	-	-	(2,006)
Depreciation of revalued assets	-	-	(16,180)	-	-	16,180	-	-
Disposal of revalued assets	-	-	(2,199)	-	-	-	-	(2,199)
Foreign currency translation effect for the year	-	-	-	-	-	-	(988)	(988)
Total other comprehensive income for the year	-	(2,006)	(18,379)	-	-	16,180	(988)	(5,193)
Total comprehensive income for the year	-	(2,006)	(18,379)	-	-	66,390	(988)	45,017
Transfer from legal reserve	-	-	-	-	2,510	(2,510)	-	-
	-	-	-	-	2,510	(2,510)	-	-
Balance at December 31, 2022	20,546	(10,826)	60,614	(87,033)	12,429	61,742	(2,462)	55,010

Notes to the Combined Financial Statements

i. Capital stock

At the date of its incorporation, the authorized capital of Distribuidora de Electricidad de Occidente, S.A. was US\$12,861 (Q85,000) represented by common shares with a face value of US\$0.15 (Q1) each, out of which 21,350 shares (**a/**) were subscribed and paid. At the extraordinary general shareholders' meeting held on December 4, 1998 it was agreed that Distribuidora de Electricidad de Occidente, S.A.'s authorized capital was increased in US\$17,294 (Q115,000), consequently, its authorized capital amounted up to US\$30,155 (Q200,000).

Likewise, the authorized capital of the Distribuidora de Electricidad de Oriente, S.A. was US\$14,374 (Q95,000) represented by common shares with a face value of US\$0.13 (Q1) each, out of which 21,350 shares (**a/**) were subscribed and paid. At the extraordinary general shareholders' meeting held on December 4, 1998 it was agreed that Distribuidora de Electricidad de Oriente, S.A.'s authorized capital was increased in US\$27,069 (Q180,000), consequently, its authorized capital amounted up to US\$41,442 (Q275,000).

Distribuidora de Electricidad de Occidente, S.A. according to deed AG-003-007 dated October 24, 2007, the general shareholders' meeting approved the reduction of the share capital subscribed and paid through the decrease of the face value of the entity's shares. The new face value per share turned into US\$0.04 (Q0.34), instead of US\$0.15 (Q1). Based on the reduction of the face value, the authorized capital was modified in US\$29,570 (Q195,500), represented by 575,000,000 common, nominal or bearer shares (**a/**).

Distribuidora de Electricidad de Oriente, S.A. according to deed AG-003-007 dated October 24, 2009, the general shareholders' meeting approved the reduction of the share capital subscribed and paid through the decrease of the face value of the entity's shares. The new face value per share turned into US\$0.07 (Q0.50) instead of US\$0.13 (Q1). Based on the reduction of the face value, the authorized capital was modified in US\$41,442 (Q275,000), represented by 550,000,000 common, nominal or bearer shares (**a/**).

At the General Shareholders' meeting held on June 17, 2011, it was agreed to increase Distribuidora de Electricidad de Occidente, S.A.'s authorized capital in US\$34,647 (Q268,038) and Distribuidora de Electricidad de Oriente, S.A.'s authorized capital in US\$3,882 (Q30,034), and the same was formalized through public deed No. 7 dated October 3, 2011. As a result, the subscribed and paid capital increased in US\$63,200 (Q463,5378) for Distribuidora de Electricidad de Occidente, S.A.'s and US\$44,018 (Q305,033) for Distribuidora de Electricidad de Oriente, S.A.'s, divided into and represented by 1,363,344,407 and 610,066,991 in common shares (**a/**) with a value of US\$0.04 (Q0.34) and US\$0.07 (Q0.50) cents each, respectively.

Notes to the Combined Financial Statements

On December 2, 2016, a reduction in the capital stock subscribed and paid was approved at an extraordinary shareholders' meeting through minute AG-004-2016, which approved the decrease in the nominal value of the entity's shares. The nominal value per share went from Q0.34 (US\$0.04) to Q0.10. (US\$0.01) for Distribuidora de Electricidad de Occidente, S.A. and from Q0.50 (US\$0.07) to Q0.14 (US\$0.02) for Distribuidora de Electricidad de Oriente, S.A. This implied a reduction in the capital subscribed and paid for an amount of Q327,203 (US\$44,683) for Distribuidora de Electricidad de Occidente, S.A. and Q219,624 (US\$29,957) for Distribuidora de Electricidad de Oriente, S.A. According to the Guatemala's Commerce Code the reduction of capital can be recorded when it is registered in the Commercial Register. The capital reduction was registered on July 4, 2017 for Distribuidora de Electricidad de Oriente, S.A. and on July 7, 2017 for Distribuidora de Electricidad de Occidente, S.A.

As a consequence of the above, the capital stock subscribed and paid of the of Distribuidora de Electricidad de Occidente, S.A. was reduced and modified from Q463,537 (US\$63,200) to Q136,334 (US\$18,518) divided and represented by 1,363,344,407 common, registered shares (a/), with a nominal value of Q0.10 (US\$0.014) per share and Distribuidora de Electricidad de Oriente, S.A. from Q305,033, (US\$44,018) to Q85,409 (US\$14,060) divided and represented by 610,066,991 common, registered shares (a/), with a nominal value of Q0.14 (US\$0.019) per share.

In extraordinary general meeting of shareholders on February 21, 2022, it was agreed to increase the authorized capital amounting from Q285,447 to Q748,985 (US\$98,461) represented by 7,489,846,018 common shares with a par value of Q0.10. And, in Distribuidora de Electricidad de Oriente, S.A the increase of authorized capital amounting from Q304,926 to Q609,959 (US\$82,461) represented by 4,356,852,024 ordinary shares with a par value of Q0.14.

This increase is the result of the capitalization of the revaluation reserve and the legal reserve as follows:

	Revaluation reserve US\$	Legal reserve US\$
Distribuidora de Electricidad de Occidente, S.A.	69,347	10,596
Distribuidora de Electricidad de Oriente, S.A.	58,821	9,580
	<u>128,168</u>	<u>20,176</u>

Notes to the Combined Financial Statements

As a consequence of the above, the capital stock subscribed and paid of the of was increase and modified of Q136,334 (US\$18,517) to Q748,985 (US\$98,461) represented by 7,489,846,018 common shares with a par value of Q0.10. And, of Distribuidora de Electricidad de Oriente was increase and modified of Q85,409 (US\$14,060,693) to Q609,959 (US\$82,461) represented by 4,356,852,024 ordinary shares with a par value of Q0.14.

On April 8, 2022 and April 12, 2022, the Registro Mercantil General de la República de Guatemala approved to increase the authorized capital for Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A.

On May 13, 2022, an extraordinary shareholders' meeting approved a reduction of the subscribed and paid-in capital stock, by means of act AG-003-2022, approved to reduce the authorized capital in Q674,086 (US\$87,166) to being the new subscribed and paid capital of Distribuidora de Electricidad de Occidente, S.A. Q74,898 (US\$11,295) represented by 7,489,846,018 ordinary shares and, consequently, reduce the current nominal value of the shares from Q0.10 to Q0.01, Also in Distribuidora de Electricidad de Oriente, S.A was to reduce the authorized capital in Q566,391 (US\$73,209) to Q43,569 (US\$9,251) represented by 4,356,852,024 ordinary shares of nominal value Q0.01 each, and, consequently, reduce the current nominal value of the shares from Q0.14 to Q0.01.

In accordance with the Guatemalan Commercial Code, the authorized capital decreased may be recorded in the account statements when will approved by the Commercial Registry. Such approvals were on July 27, 2022 for Distribuidora de Electricidad de Oriente, and August 05, 2022 for Distribuidora de Electricidad de Occidente.

As a consequence of the above, the capital stock subscribed and paid of the as of December 31, 2022, the authorized capital stock amounts to Q74,898 (US\$11,295) represented by 7,489,846,018 ordinary shares and for Distribuidora de Electricidad de Occidente, S.A. and Q43,568 (US\$9,251) represented by 4,356,852,024 ordinary shares.

ii. Retained earning

On April 29, 2022 in the annual ordinary general shareholders meeting was approved the distribution of dividends in deed No AG002-2022. The amount of dividends declared for distribution to the shareholders as of December 31,2021 was Q351,263 (US\$45,828) which represents Q0.257647882550 per share of Distribuidora de Electricidad de Occidente, S.A., and Q227,197, (US\$29,640) which represents Q0.257647882550 per share of Distribuidora de Electricidad de Oriente, S.A. On May 2, 2022 dividends were paid to the majority shareholder.

Notes to the Combined Financial Statements

On November 16, 2022 in the annual ordinary general shareholders meeting was approved the distribution of dividends in deed No AG004-2022. The amount of dividends declared for distribution to the shareholders as of December 31, 2021 was Q197,159 (US\$25,282) which represents Q0.0263234545 per share of Distribuidora de Electricidad de Occidente, S.A., and Q121,267 (US\$15,550) which represents Q0.0278335953 of Distribuidora de Electricidad de Oriente, S.A. On December 8, 2022 dividends were paid to the majority shareholder.

On April 18, 2023 in the annual ordinary general shareholders meeting was approved the distribution of dividends indeed No AG001-2023. The amount of dividends declared for distribution to the shareholders as of December 31, 2022 was Q267,903 (US\$34,310) which represents Q0.03576888933 per share of Distribuidora de Electricidad de Occidente, S.A., and Q143,988 (US\$18,440) which represents Q0.03304853181 of Distribuidora de Electricidad de Oriente, S.A.

Notes to the Combined Financial Statements

25 Debt with Financial Entities

The summary of this account is as follows:

				December 31			
				2023 US\$		2022 US\$	
	Nominal annual interest rate	Currency	Maturity	Current	Non- Current	Current	Non- Current
Revolving Credit Facilities:							
Banco Industrial, S.A. e)	5.50%	US\$	2023	-	-	20,000	-
	3M						
	SOFR+3.25%						
Banco General, S.A. f)	p.a.	US\$	2023	-	-	20,000	-
				-	-	40,000	-
Loan from banks:							
Banco Industrial, S.A. a)	6%	GTQ	2043	-	327,322	-	
	TAAP minus						
	6.25%						
Banco Industrial, S.A. c)	(floor 6.0%)	GTQ	2034	-	-	-	227,121
Loan from banks							
	TAAP minus						
	6.25%						
Banco Industrial, S.A. d)	(floor 6.0%)	GTQ	2027	-	-	15,938	55,979
Debentures							
Credit Suisse AG Cayman Islands b)	5.875%	US\$	2027	-	325,631	-	324,487
				-	652,953	55,938	607,587

Notes to the Combined Financial Statements

- a) On November 20th, 2023 Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. - signed a long-term loan with Banco Industrial, S.A. for a total of Q2,575 million. The loan accrues interest monthly at the variable interest rate of 6%, considers monthly capital amortizations starting in December 2025 according to the credit contract conditions and with final maturity in December 2043. The disbursement of the loan was executed on December 15th, 2023 through 3 tranches. The purpose of tranches 1 and 2 was to refinance the existing debt with Banco Industrial, S.A. and tranche 3 for financing the company's operation and cash needs.
- b) On May 3rd, 2017, the Group entered into a senior unsecured long-term loan -as Co-Borrowers- with Credit Suisse AG, Cayman Islands Branch for an aggregate principal amount of US\$330 million. Distribuidora de Electricidad de Occidente, S.A. received US\$191.4 million or 58% of the amount -of the proceeds of this transaction while Distribuidora de Electricidad de Oriente, S.A. received US\$138.6 million or 42% of the amount- of the proceeds of this transaction. The loan accrues interest at a rate of 5.875%, payable semi-annually and one single principal repayment on the final maturity date on May 3rd, 2027. The loan agreement is governed by the laws of the State of New York.

The gross proceeds from the previous loan were used to repay all amounts outstanding under the existing syndicated loan agreement (US\$309.0 million) on May 3rd, 2017, to make distributions to our shareholders in the amount of approximately US\$129.6 million, including dividend payments in an aggregate amount of Q218.9 million (approximately US\$29.1 million), approved at ordinary shareholders meetings of Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. held on November 15, 2016, dividend payments in an aggregate principal amount of Q209.2 million (approximately US\$27.8 million) approved by our shareholders at ordinary shareholders meetings of Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. held on April 25, 2017, capital reductions in an aggregate amount of Q546.8 million (approximately US\$74.6 million), approved at extraordinary shareholders meetings of Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. held on December 2, 2016, as well as for the payment of fees and expenses related to such transactions.

- c) On October 18, 2021 Distribuidora de Electricidad de Occidente, S.A. Distribuidora de Electricidad de Oriente on individual basis- signed loans with Banco Industrial, S.A. by approximately Q1,077,000, million (US\$139,261,) and Q718,000, million (US\$92,846,), respectively. The loans accrue interest on a monthly basis at the weighted average active interest rate, as published monthly by the Guatemalan central bank (Banco de Guatemala), minus 6.25% (subject to a floor rate of 6.0%) and considers monthly principal repayments beginning on November 2024, with final maturity in October 2034. Their purpose of the loan is to finance the company's operation, capital investments, cash needs, distribution to shareholders and other general corporate purposes. This loan was paid on a whole on December 15th, 2023, with new financing debt with Banco Industrial, S.A. (clause a).

Notes to the Combined Financial Statements

- d) On April 7, 2017 Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. on an individual basis as borrowers- entered into senior unsecured Quetzal-denominated loans with Banco Industrial for up to Q684.0 million (approximately US\$93.2 million) and Q456.0 million (approximately US\$62.2 million), respectively. The loans accrue interest on a monthly basis at the weighted average active interest rate (Tasa Activa Promedio Ponderada), as published monthly by the Guatemalan Central Bank, less 6.25% (subject to a floor rate of 6.0%) and quarterly principal repayments beginning on September 2020, with final maturity occurring in June 2027. The final amounts disbursed to Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. were Q528.5 million (approximately US\$71.95 million) and Q352.3 million (approximately US\$47.97 million), respectively. The loan agreements are governed by the laws of the State of New York. This loan was paid on a whole on December 15th, 2023, with new financing debt with Banco Industrial, S.A. (clause a).

The previously described transactions are subject to the compliance of certain customary covenants for transactions of this nature, including but not limited to limitations on investments and dividend payments, mergers, asset sales and the incurrence of additional debt, the latter based on compliance with incurrence tests as follows:

- i. LTM Net Leverage Ratio < 4.5x before December 31, 2018 and 4.0x thereafter and;
- ii. LTM Interest Coverage Ratio > 2.0x

The calculations of the ratios described above are carried out over a combined basis of the financial results of the Group. There were no breaches of covenants during the years ended December 31, 2023 and 2022.

Revolving Credit Facilities:

- e) On October 30, 2017, Distribuidora de Electricidad de Occidente, S.A., Distribuidora de Electricidad de Oriente, S.A. entered into a 2-year U.S. dollar denominated uncommitted revolving credit facilities for up to US\$10 million each, with Banco Industrial, S.A. Disbursements under such revolving facilities have a tenor of up to 180 days and bullet principal repayment. These lines of credit were renewed and extended on September 2022 (with the same authorized amount of US\$10 million each) with a variable interest rate of 5.50% and the extension will be valid until October 31, 2024.
- f) On October 2022, Distribuidora de Electricidad de Occidente, S. A., Distribuidora de Electricidad de Oriente, S. A. and Banco General, S. A. entered into a 1-year U.S. dollar denominated uncommitted revolving credit facility for up to US\$20 million (available indistinctively for DEOCSA or DEORSA), with tenors for up to 90 and 180 days, and interest rates of 3-month SOFR +3.25% and 6-mont SOFR +3.25% respectively. In 2023, Banco General reduced the available amount of the credit line to US\$15 million, under the same conditions.

Notes to the Combined Financial Statements

- g) On October 27, 2017, Banco G&T Continental, S.A. granted the Company two lines of credit: i) for US\$15 million (available indistinctively for DEOCSA or DEORSA) with a variable interest rate of SOFR 3M + 4.25% p.a. and with maximum terms of up to 180 days. ii) for Q200 million as a committed line of credit with a Weighted Average Active Rate (TAPP) + 4.75%, and with maximum terms of up to 180 days; for working capital. These lines of credit were renewed in July 2023 for 4 years. These contracts are governed by the laws of the Republic of Guatemala.
- h) On September 2019, Distribuidora de Electricidad de Occidente, S.A., Distribuidora de Electricidad de Oriente, S.A. and Citibank entered into a 1-year U.S. dollar denominated uncommitted revolving credit facility for up to US\$10 million (available indistinctively for DEOCSA or DEORSA). This facility was renewed and extended on June 2022 with the following terms and conditions: An amount of up to US\$20 million (available indistinctively for DEOCSA or DEORSA), disbursements with tenors of up to 30, 90 and 180 days, with interest rates of 1-month SOFR+ 2.5433%, 3-month SOFR +2.5433% and 6-month SOFR +2.5612% respectively.

As of December 31, 2023 and 2022, the amortization schedule of the financial obligations is as follows:

Year	December 31	
	2023 US\$	2022 US\$
2023	-	55,984
2024	-	19,828
2025	548	38,878
2026	6,580	38,878
2027 on wards	651,860	517,157
Sub-total	658,988	670,725
(-) Transaction costs a)	(6,035)	(7,200)
	<u>652,953</u>	<u>663,525</u>

- a) The transaction costs are being amortized over the life of the financial obligations.

Notes to the Combined Financial Statements

Reconciliation of movements of liabilities to cash flows financing activities

	Bank loans Q	Accounts payable to shareholders Q	Dividends paid Q	Lease liabilities Q	Total Q
Balance at 1 January 2023	663,525	7,976	19,015	3,770	694,286
Cambios en el flujo de efectivo por actividades de financiación:					
Loans obtained from Banks - Short term borrowings	384,028	-	-	-	384,028
Loans obtained from Banks - Long term debt	329,116	-	-	-	329,116
Payment of bank loans – Short term borrowings	(424,031)	-	-	-	(424,031)
Payment of bank loan - Log term borrowings	(301,445)	-	-	-	(301,445)
Payment of interest	(39,318)	-	-	-	(39,318)
Transactions cost debt	(1,668)	-	-	-	(1,668)
Payment of capital reduction	-	(1,983)	(12,889)	-	(14,872)
Payment of dividends	-	(5,781)	(56,551)	-	(62,332)
Payment of lease liabilities	-	-	-	(1,447)	(1,447)
Total net cash flows used in financing activities	(53,318)	(7,764)	(69,440)	(1,447)	(131,969)
Effect of exchange rate fluctuations	(1,271)	-	-	-	(1,271)
Other changes:					
Interest expense recorded in profit or loss	39,318	-	-	-	39,318
Dividends decreed	-	4,568	48,183	-	52,751
Retenciones de ISR	-	-	1,864	-	1,864
Lease interest expense	-	-	-	273	273
New lease liabilities	-	-	-	312	312
Bajas de pasivo por arrendamiento	-	-	-	(170)	(170)
Total Other changes related liabilities	39,318	4,568	50,047	415	94,348
Translation effects	196	8	378	11	593
Other changes	4,503	-	-	-	4,503
Balance at December 31, 2023	652,953	4,788	-	2,749	660,490

Notes to the Combined Financial Statements

Reconciliation of movements of liabilities to cash flows financing activities

	Bank loans Q	Accounts payable to shareholders Q	Dividends paid Q	Lease liabilities Q	Total Q
Balance at 1 January 2022	643,604	2,024	6,896	4,742	657,266
Cambios en el flujo de efectivo por actividades de financiación:					
Loans obtained from Banks - Short term borrowings	133,000	-	-	-	133,000
Payment of bank loans – Short term borrowings	(93,000)	-	-	-	(93,000)
Payment of bank loans – Long term borrowings	(16,305)	-	-	-	(16,305)
Payment of interest	(38,661)	-	-	-	(38,661)
Payment of capital reduction	-	(10,193)	(133,817)	-	(144,010)
Payment of dividends	-	(7,177)	(103,930)	-	(111,107)
Payment of lease liabilities	-	-	-	(1,365)	(1,365)
Total net cash flows used in financing activities	(14,966)	(17,370)	(237,747)	(1,365)	(271,448)
Effect of exchange rate fluctuations	5,450	-	-	-	5,450
Other changes:					
Interest expense recorded in profit or loss	38,661	-	-	-	38,661
Dividends decreed	-	9,979	106,322	-	116,301
Capital Reducction	-	13,533	146,843	-	160,376
Retenciones de ISR	-	-	(8,597)	-	(8,597)
Lease interest expense	-	-	-	333	333
New lease liabilities	-	-	-	321	321
Bajas de pasivo por arrendamiento	-	-	-	(193)	(193)
Total Other changes related liabilities	38,661	23,512	244,568	461	307,202
Translation effects	(10,594)	(190)	5,298	(68)	(5,554)
Other changes	1,370	-	-	-	1,370
Balance at December 31, 2022	663,525	7,976	19,015	3,770	694,286

Notes to the Combined Financial Statements

26 Deferred Revenues, net

As of December 31, 2023 and 2022, the Group has received government grants amounting to US\$255,518 and US\$254,698 respectively. Balances and movements of the deferred revenues are shown as follows:

	December 31	
	2023	2022
	US\$	US\$
Balance at beginning of the year	254,698	259,090
Translation differences	820	(4,392)
Total deferred revenues at year-end	255,518	254,698
Less – Accumulated accrued revenues		
Balance at the beginning of the year	(167,114)	(161,148)
Accrued revenues for the year (note 11)	(8,619)	(8,814)
Translation differences	(545)	2,848
Accumulated accrued revenues at year-end	(176,278)	(167,114)
Deferred revenues, net	79,240	87,584

27 Provision for Contingencies

Provisions recorded by the Group at December 31, 2023 and 2022 correspond mainly to penalties imposed by the National Electric Energy Commission, as well as unfavorable judgments in litigations (note 31).

The movement of this account is shown as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Balance at beginning of year	8,660	9,132
Payments	(434)	(30)
Reversal of provision (note 11)	(374)	(338)
Provision	563	47
Translation differences	29	(151)
Balance at end of year	8,444	8,660

28 Provision for Labor Indemnities

As indicated in Note 3q, the Group pays universal labor indemnities on the described basis, plus the half part of an additional salary only for employees adhered to the collective agreement (former INDE's employees and expats employees). The movement of the account is in the next page:

Notes to the Combined Financial Statements

	Years ended December 31	
	2023	2022
	US\$	US\$
Balance at beginning of year	8,918	7,268
Service cost	863	369
Interests	536	489
Paid benefits	(1,147)	(1,736)
Demographic assumptions	229	1,093
Financial assumptions	876	1,145
Experience assumptions	948	437
Translation differences	30	(147)
Balance at end of year	<u>11,253</u>	<u>8,918</u>

The following assumptions were used to assess the liabilities of the benefits covered by the plan at December 31, 2023 and 2022:

Description	Year 2023	Year 2022
Discount rate	6% for the obligations	5.88% for the obligations
Salaries increase	5.00% annual	5.00% annual
Mortality	CSO 2001 Composite Male / Female	CSO-80 Commissioner Standard Ordinary 1980
Rotation	5.46%	3.53%
% of benefit for non – voluntary retirement	55%	150%
% of benefit for voluntary retirement	45%	150%
Number of employees	146	157
Average actuarial age	53.5	53.03

Sensitivity analysis 2023 and 2022

The obligation for defined benefits in the range is calculated of the +1% 7% and (-1% 5%).

2023	Increases US\$ Discount rate (1% change) 7%	Decreases US\$ Discount rate (1% change) 5%
Distribuidora de Electricidad de Occidente, S.A.	5,915	7,373
Distribuidora de Electricidad de Oriente, S.A.	4,219	5,178
	<u>10,134</u>	<u>12,551</u>

Notes to the Combined Financial Statements

The obligation for defined benefits in the range is calculated of the +1% 6.88% and (-1% 4.88%).

2022	Increases US\$ Discount rate (1% change) 6.88%	Decreases US\$ Discount rate (1% change) 4.88%
Distribuidora de Electricidad de Occidente, S.A.	5,110	5,862
Distribuidora de Electricidad de Oriente, S.A.	3,276	3,653
	8,386	9,515

29 Trade and Other Accounts Payable

At December 31, 2023 and 2022, trade and other accounts payable with suppliers are as follows:

	December 31	
	2023	2022
	US\$	US\$
Energy suppliers	90,447	86,233
Services suppliers	26,867	35,776
Other	1,679	1,511
	118,993	123,520

The Group manages an average of 60 days of credit with its suppliers from the receipt date of the invoice. Suppliers do not charge interests on the late payment of outstanding invoices.

30 Other Liabilities

The balance of the account is as follows:

	December 31	
	2023	2022
	US\$	US\$
Accumulated interests from deposits received from consumers	64,820	56,770
Principal from deposits received from consumers	25,404	25,387
Benefits payable	6,760	6,119
Interest payable	3,070	3,177
Carried forward	100,054	91,453

Notes to the Combined Financial Statements

	December 31	
	2023	2022
	US\$	US\$
Brought forward	100,054	91,453
Others	7,645	4,207
Value added tax payable	4,160	3,024
Accounts payable to shareholders	4,788	7,976
Lease liabilities	1,137	1,202
Withholdings payable	354	3,468
	118,138	111,330

31 Commitments and Contingencies

a) Contingencies

The Group is subject to certain contingent liabilities with respect to existing or potential claims, lawsuits and other proceedings. The Group accrues liabilities when it considers probable that future disbursements will be incurred and such amounts can be reasonably estimated. The related liability is based on developments to date and historical information related to actions filed against the Group. As of December 31, 2023 and 2022, the Group had established liabilities for contingencies of US\$8,444 and US\$8,660 respectively, to cover legal actions on which management has assessed that the likelihood to obtain an adverse outcome for the Group is probable.

As of December 31, 2023 and 2022, the Group is subject to certain legal actions that their management and their legal counsel consider to be possible that a future disbursement will be incurred for an aggregate amount up to US\$169,423 and US\$117,615 respectively. No loss amount has been accrued for such possible legal actions. A description of the main contingent liabilities is detailed below.

For the purpose of the following legal claims it shall be considered that a provision has been accrued for all those processes qualified as “probable” that the Group will pay” and no provision was recorded for processes qualified as probable the Group will not pay.

Distribuidora de Electricidad de Occidente, S.A. (DEOCSA)

i. Compensations for Technical Service Quality:

Based on the current legal framework in Guatemala, Distribuidora de Electricidad de Occidente, S.A. is obliged to compensate its customers for failures in technical service quality. The CNEE establishes parameters for continuity of services (number and length of interruptions) and establishes fines for failure to comply with such parameters.

Notes to the Combined Financial Statements

As of December 31, 2023 and 2022 sanction processes initiated by the National Energy Electric Commission related to these fines in an aggregate amount of Q445,266 and Q432,041 (US\$56,888 and US\$55,022), respectively. The recognition of these compensations to customers in accordance with the regulations issued by the CNEE depends on the future events included as follows:

- That the service continues being rendered.
- The future consumption volume of the regulated customers with charge from power.
- The continuity of the regulation.
- That the customer files the claim or that CNEE obliges to compensation.
- The compensation mechanism is not applicable to most of the company's customers.

As of December 31, 2023 and 2022 in the opinion of the Group's management and their legal advisors, the chances of obtaining a negative impact in the processes by Q77,276 and Q210,437 thousand (approximately US\$9,873 and US\$26,800) respectively, is remote.

In addition, in the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Occidente, S.A. will not pay, as of December 31, 2023 and 2022, Q367,990 and Q221,604 (US\$47,015 and US\$28,222), respectively; therefore no provision has been recorded in relation to these amounts.

ii. Sanction processes initiated by the National Energy Electric Commission (CNEE) in an aggregate amount of US\$7,404 and US\$5,378 (Q57,953 and Q42,234), respectively, as of December 31, 2023 and 2022:

Based on the current legal framework, Distribuidora de Electricidad de Occidente, S.A., is required to pay the CNEE penalties for non-compliance of the Article 134 of the General Electricity Law and its Regulations.

In the opinion of the Group's management and their legal advisors it is not probable that Distribuidora de Electricidad de Occidente, S.A. will pay as December 31, 2023 and 2022 Q49,689 and Q34,168 (US\$6,348 and US\$4,351) respectively; therefore no provision has been recorded in relation to these amounts.

In addition, in the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Occidente, S.A. will pay as December 31, 2023 and 2022 Q8,264 and Q8,066 (US\$1,056 and US\$1,027 thousand), respectively; therefore, Distribuidora de Electricidad de Occidente, S.A. has recorded the provision for this amount in its financial statements.

Notes to the Combined Financial Statements

- iii. Sanction processes initiated by the National Energy Electric Commission in an aggregate amount up to US\$9,044 and US\$4,394 (Q70,785 and Q34,505) as of December 31, 2023 and 2022, respectively:**

The CNEE establishes minimum levels of quality for electricity services. In addition, the CNEE imposes certain obligations on distribution companies related to required quality levels and establishes fines for failure to comply with such quality levels and other obligations that should be compensated to users.

Sanctions included herein relates to failure of quality parameters of the supplied electricity (tension, frequency and disturbances), and minimum standards for customer service.

In the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Occidente, S.A. will not pay Q54,246 and Q17,966 (US\$6,931 and US\$2,288); therefore, no provision has been recorded in relation to these amounts.

In addition, in the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Occidente, S.A. will pay Q16,539 (US\$2,113); therefore, Distribuidora de Electricidad de Occidente, S.A., has recorded the provision for this amount in its financial statements.

- iv. Civil petitions submitted by third parties for damages and several injuries to DEOCSA in the amounts of US\$5,377 y US\$5,360 (Q42,089 and Q42,089) as of December 31, 2023 and 2022, respectively:**

In the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Occidente, S.A. will pay for Civil claims as December 31, 2023 and 2022, Q611 (US\$78 and US\$78) respectively; therefore, the company has recorded the provision for this amount in its financial statements.

The opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Occidente, S.A. will not pay as of December 31, 2023, and 2022 for all other civil claims Q41,478 and Q41,478 (US\$5,299 and US\$5,282) respectively; therefore, no provision has been recorded in relation to these amounts.

Notes to the Combined Financial Statements

v. Tax claim for Income Tax related to travel expenses:

As of December 31, 2022 and 2021, the Distribuidora de Electricidad de Occidente, S.A. has a claim from the Superintendence of Tax Administration (SAT) initiated in 2002 of additional taxes and fines related to tax obligations related to Income Tax for a total amount of Q1,010 thousand (US\$129 thousand), including fines and interest. The original evaluation without fines and interest was Q205 thousand (US\$26 thousand). This, in relation to travel expenses that, according to the SAT's criteria, does not have the necessary support documentation for the period from November 1998 to June 1999. The date of the hearing was July 8, 2002. This case is pending a ruling of the Second Administrative Law Court.

In the opinion of the Group's management and their legal advisors, it is probable that Distribuidora de Electricidad de Occidente, S.A. will not pay the indicated claim; therefore, no provision has been recorded in relation to this case.

vi. Non deductible interest on SWAP financing on years 2013 to 2015:

According to SAT, the expenses related to financial services charged on a syndicated loan which was not used for the generation of taxable income should not have been deducted. Superintendencia de Administración Tributaria also questioned the amount of withholding and fees related to such syndicated loan. To December 31, 2023 the amount under discussion is Q19,053 thousand (US\$2,434 thousand) including penalties and interest.

Management and the Company's legal advisors are of the opinion that the chances of obtaining a negative result against the company in relation to this controversy are remote.

Distribuidora de Electricidad de Oriente, S.A. (DEORSA)

vii. Compensations for Technical Service Quality:

Based on the current legal framework in Guatemala, Distribuidora de Electricidad de Oriente, S.A. is obliged to compensate its customers for failures in technical service quality. The CNEE establishes parameters for continuity of service (number and length of interruptions) and establishes fines for failure to comply with such parameters. As of December 31, 2023 and 2022 sanction processes initiated by the National Energy Electric Commission related to these fines in an aggregate amount of Q486,743, and Q485,934 (US\$62,188 and US\$61,885), respectively. The recognition of these compensations to customers in accordance with the regulations issued by the CNEE depends on the following future events:

Notes to the Combined Financial Statements

- That the service continues being rendered.
- The future consumption volume of the regulated customers with charge from power.
- The continuity of the regulation.
- That the customer files the claim or that CNEE obliges to compensation.
- The compensation mechanism is not applicable to most of the company's customers.

As of December 31, 2023, and 2022, in the opinion of the Group's management and their legal advisors, the chances of obtaining an unfavorable outcome in these processes by Q41,174 and Q199,425 (US\$5,260 and US\$25,397), respectively, is remote; therefore no provision has been recorded in relation to these amounts,

In addition, in the opinion of the Group's management and their legal advisors, it is probable that Distribuidora de Electricidad de Oriente, S.A. will not pay as December 31, 2023 and 2022 Q445,570 and Q286,509 (US\$56,927 and US\$36,488) respectively; therefore, no provision has been recorded in relation to these amounts.

viii. Sanction processes initiated by the National Energy Electric Commission (CNEE) in an aggregate amount of US\$9,119 and US\$7,217 (Q71,376 and Q56,670) as of December 31, 2023 and 2022, respectively:

Based on the current legal framework, Distribuidora de Electricidad de Oriente, S.A. is required to pay the CNEE penalties for non-compliance of the article 134 of the General Electricity Law and its Regulations.

As December 31, 2023 and 2022 in the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Oriente, S.A. will not pay Q48,677 and Q31,631 (US\$6,219 and US\$4,028) respectively; therefore, no provision has been recorded in relation to these amounts.

In addition, in the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Oriente, S.A. will pay as of December 31, 2023 and 2022 Q22,700 and Q25,039 (US\$2,900 and US\$3,189) respectively; therefore Distribuidora de Electricidad de Oriente, S.A. has recorded the provision for this amount in its financial statements.

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- ix. Sanction processes initiated by the National Energy Electric Commission in an aggregate amount up to US\$12,712 and US\$9,457 (Q99,494 and Q74,257) as of December 31, 2023 and 2022, respectively:**

The CNEE establishes minimum levels of quality for electricity services. In addition, the CNEE imposes certain obligations on distribution companies related to required quality levels and establishes fines for failure to comply with such quality levels and other obligations that should be compensated to users. Sanctions included herein relates to failure of quality parameters of the supplied electricity (tension, frequency and disturbances), and minimum standards for customer service.

In the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Oriente, S.A. will not pay Q91,964 and Q66,588 (US\$11,750 and US\$8,480) respectively; therefore, no provision has been recorded in relation to these amounts.

In addition, in the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Oriente, S.A. will pay Q7,530 (US\$962) respectively; therefore, Distribuidora de Electricidad de Oriente, S.A. has recorded the provision for this amount in its financial statements.

- x. Civil petitions submitted by third parties for damages and several injuries to DEORSA in the amounts of US\$2,505 and US\$2,496 (Q19,604 and Q19,604) as of December 31, 2023 and 2022, respectively:**

In the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Oriente, S.A. will not pay Q18,493 (US\$2,363 and US\$2,355), respectively; therefore, no provision has been recorded in relation to these amounts.

In addition, in the opinion of the Group's management and their legal advisors it is probable that Distribuidora de Electricidad de Oriente, S.A. will pay and Q1,111 (US\$142 and US\$141) respectively; therefore, Distribuidora de Electricidad de Oriente, S.A. has recorded the provision for this amount in its financial statements.

- xi. Tax claim for Value Added Tax (VAT) related to missing invoices:**

As of December 31, 2021, and 2020, the DEORSA has a claim from the Tax Administration Superintendence (SAT, in Spanish) initiated in of additional taxes and fines related to tax obligations regarding Income Tax and Value Added Tax (VAT) for a total amount of Q195,723 (US\$25,006), including assessment plus penalties and interest. The original assessment without penalties and interest was Q40,358 (US\$5,156). This, in relation to alleged missing invoices in the book of sales for the period July 1999 to December 2000. The date of the hearing was April 24, 2002. This case is pending a ruling from the Second Administrative Law Court.

Notes to the Combined Financial Statements

In the opinion of the Group's management and their legal advisor it is probable that Distribuidora de Electricidad de Oriente, S.A. will not pay as December 31, 2021 Q187,134 (US\$23,909); therefore no provision has been recorded in relation to this amount.

According to the Group's legal advisors, it is estimated that an unfavorable ruling is probable due to the fact that the evidence presented has not been accepted within the different phases of the administrative proceedings. Therefore, there is a provision recorded as of December 31, 2018 of Q8,589 (US\$1,097).

xii. Non deductible interest on SWAP financing on years 2013 to 2015:

According to SAT, the expenses related to financial services charged on a syndicated loan which was not used for the generation of taxable income should not have been deducted. SAT also questioned the amount of withholding and fees related to such syndicated loan. To December 31, 2021 the amount under discussion is Q9,102 thousand (US\$1,163 thousand) including penalties and interest. The original assessment amount was Q3,039 thousand (US\$388 thousand).

Management and the Company's legal advisors are of the opinion that the chances of obtaining a negative result against the company in relation to this controversy are remote.

xiii. The Group Joint Tax claim:

In 2011, the previous owners of Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A. acquired the companies through a leveraged buy-out transaction. Years after the transaction, the Guatemalan Tax Authority (Superintendencia de Administración Tributaria, or the "SAT") raised questions concerning tax deductions for interest expenses and amortization of goodwill that derived from that transaction. This culminated in the issuance in February 2015 of two binding tax opinions, one for Distribuidora de Electricidad de Occidente, S.A. and another for Distribuidora de Electricidad de Oriente, S.A. (the "Binding Opinions") addressing the deductions.

The government of Guatemala changed in January 2016. After the new government took power, in July 2016, the SAT filed a complaint against Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A. (the "Complaint") in disregard of its own conclusions stated in the Binding Opinions, which Opinions remain in force as of this date. The Complaint requests the payment of alleged back taxes, interest, and fines in relation to tax years 2011 and 2012.

On August 9, 2016, the court hearing the Complaint ordered the Group to pay Q130,499 (US\$17,314) in alleged back taxes immediately, plus interest and fines within 60 days following the court order, as a condition to lift an order freezing the bank accounts of the Group.

Notes to the Combined Financial Statements

Pursuant to this order and another court order of December 12, 2016, on August 10, 2016, Distribuidora de Electricidad de Oriente, S.A. and Distribuidora de Electricidad de Occidente, S.A. They paid this amount to the SAT corresponding to the alleged back taxes, and on December 13, 2016, they paid Q192,974 (US\$25,721) corresponding to alleged fines and interest. Subsequently; between the years 2016 and 2021, additional Income Tax payments were made in the amount of Q460,730 (US\$61,056).

As of December 31, 2023 and 2022, the total taxes paid under protest, including fines and interest, amounts to US\$100,192 (Q784,203) and US\$99,870 (Q784,203) respectively. These tax payments have been recorded as Non-current tax receivable (see note 21).

The Group is defending against the SAT's complaint and considering all available remedies with respect to this matter and are confident of their position under applicable legal frameworks. Also, according to the most recent opinion of the Group's legal and tax advisors it is probable that the amount of US\$99,870 will be recovered.

On December 17, 2019, Inkia Energy Limited and IC Power Distribution Holdings, together with Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A. signed a "Supplemental Agreement regarding Economic Benefits and SAT Criminal Proceedings" ("the Supplemental Agreement") related to the Group's Joint Tax Claim referred to above.

As a result of this supplemental agreement the Group recognized a long-term liability in favor of Nautilus Distribution Holdings (LLC) in the amount of US\$87,033 with debit to other capital reserves within the Net Parent Investment.

On September 1st, 2023 Nautilus Distribution Holdings LLC, signed a "Shareholder Payable Assignment and Assumption Agreement" in which irrevocable transfers and assigns to Threelands Energy Ltd (majority shareholder of Distribuidora de Electricidad de Occidente, S.A. and Distribuidora de Electricidad de Oriente, S.A.) rights with respect to the Shareholder Payable. This long-term account payable was recorded in favor of Threelands Energy Limited, the amount of this long-term account payable is US\$87,033 (Q670,052).

On December 7, Threelands Energy Limited signed a Legal Settlement Agreement effective since September 30, 2023, whereby expressly waives any claim or demand for any indemnification for subsequent damage, consequential or any other contractual or extra-contractual damages, as well as for any expectation of rights mentioned above.

b) Commitments

During its normal course of business, the Group enters into power purchase agreements to supply the electricity that it will deliver its end customers. As such, the Group's several power purchase agreements for a certain quantity of energy at agreed prices for the next years, as described below.

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These agreements do not give rise to an actual obligation to purchase that energy in each year. The Group pays only for energy they actually consumed.

<u>Contracts Load Differential Curve (DCC)</u>	<u>Power contract (KW)</u>	<u>Period supply</u>	
		<u>Start date</u>	<u>Expiration date</u>
Instituto Nacional de Electrificación-INDE de Planta	18,750	01/05/2015	30/04/2030
Biomass Energy, S.A.	5,040	01/05/2015	30/04/2030
Hidro Xacbal, S.A.	15,000	01/05/2015	30/04/2030
Oxec, S.A.	6,000	01/05/2015	30/04/2030
Oxec, S.A.	2,500	01/05/2015	30/04/2030
Oxec II, S.A.	4,410	01/05/2018	30/04/2032
Hidroeléctrica El Cóbano, S.A.	2,090	01/05/2015	30/04/2030
Energías del Ocosito, S.A.	1,248	01/05/2015	30/04/2030
Agro Comercializadora del Polochic, S.A.	5,000	01/05/2016	30/04/2030
Renace, S.A.	6,300	01/05/2015	30/04/2030
Renace, S.A.	28,350	01/05/2015	30/04/2030
Renace, S.A.	12,600	01/05/2018	30/04/2030
Renace, S.A.	5,528	01/05/2018	30/04/2033
Inversiones Pasabién, S.A.	4,895	01/05/2016	30/04/2030
Hidro Jumina, S.A.	3,000	01/05/2016	30/04/2031
Generadora de Occidente LTDA	1,131	01/05/2017	30/04/2032
Instituto Nacional de Electrificación-INDE	10,365	01/05/2017	30/04/2032
Instituto Nacional de Electrificación-INDE	3,455	01/05/2017	30/04/2032
Renovables de Guatemala, S.A.	4,060	01/05/2017	30/04/2032
Papeles Elaborados, S.A.	603	01/05/2017	30/04/2032
Energía Limpia de Guatemala, S.A.	13,230	01/05/2017	30/04/2032
Generadora San Mateo, S.A.	5,828	01/05/2016	30/04/2031
Generadora San Andrés, S.A.	3,375	01/05/2016	30/04/2031

Contract Energy Purchase (PCE)

Biomass Energy, S.A.	1,643	01/05/2015	30/04/2030
Cinco M, S.A.	2,000	01/05/2015	30/04/2030
Energía del Caribe, S.A.	37,800	01/05/2015	30/04/2030
Grupo Generador de Oriente, S.A.	6,300	01/05/2015	30/04/2030
Ingenio Magdalena, S.A.	2,073	01/05/2015	30/04/2032
Jaguar Energy Guatemala LLC	110,000	10/07/2017	30/04/2030
Servicios CM, S.A.	6,534	01/05/2018	30/04/2033
Ingenio Tululá, S. A.	6,300	01/05/2020	30/04/2025

<u>Contract of Power without energy associated (PWAC)</u>	<u>Power Contract (KW)</u>	<u>Period supply</u>	
		<u>Start date</u>	<u>Expiration date</u>
Renovables de Guatemala, S.A.	2,073	01/05/2017	30/04/2032
Térmica, S.A.	1,959	01/05/2017	30/04/2032
Generadora de Occidente, LTDA	829	01/05/2017	30/04/2032
Renovables de Guatemala, S.A.	20,000	01/05/2020	30/04/2025

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<u>Contract energy generated (EG)</u>	<u>Power contract (KW)</u>	<u>Period supply</u>	
		<u>Start date</u>	<u>Expiration date</u>
Sibo, S.A.	5,000	01/05/2015	30/04/2030
Aguilar Arimany Asociados Consultores, S.A.	5,000	01/05/2015	30/04/2030
Hidroeléctrica Samuc, S.A.	840	01/05/2015	30/04/2030
Generadora de Energía El Prado, S.A.	700	01/05/2017	30/04/2030
Visión de Águila, S.A.	1,900	01/05/2017	30/04/2030
Caudales Renovables, S.A.	2,980	01/05/2016	30/04/2030
Hidroeléctrica Maxanal, S.A.	2,100	01/05/2016	30/04/2031
Punta del Cielo, S.A.	1,000	01/05/2015	30/04/2025
Hidroeléctrica El Corozo, S.A.	900	15/01/2016	14/01/2026
Hidroeléctrica Carmen Amalia, S.A.	600	30/12/2016	31/12/2026
Hidroeléctrica Samuc, S.A.	1,500	01/05/2017	30/04/2030
Anacapri, S.A.	5,000	01/05/2017	30/04/2032
Energy Consulting, S.A.	550	01/05/2018	30/04/2033
Monte Maria, S.A.	500	01/05/2017	30/04/2032
Energías Renovables AMLO, S.A.	600	30/12/2016	30/12/2032
Hidrosacpur, S.A.	3,700	01/05/2016	30/04/2031
Agrogeneradora Santa Ana, S.A.	700	01/05/2017	30/04/2032
Compañía Agrícola O.V., S.A.	300	31/12/2016	30/12/2026

Current Supply Agreements for DEORSA

<u>Contracts Load differential Curve (DCC)</u>	<u>Power contract (KW)</u>	<u>Period supply</u>	
		<u>Start date</u>	<u>Expiration date</u>
Instituto Nacional de Electrificación-INDE de Planta	18,750	01/05/2015	30/04/2030
Biomass Energy, S.A.	2,960	01/05/2015	30/04/2030
Hidro Xacbal, S.A.	15,000	01/05/2015	30/04/2030
Oxec II, S.A.	6,000	01/05/2015	30/04/2030
Oxec, S.A.	2,500	01/05/2015	30/04/2030
Oxec II, S.A.	2,590	01/05/2018	30/04/2032
Hidroeléctrica El Cóbano, S.A.	2,090	01/05/2015	30/04/2030
Energías del Ocosito, S.A.	1,248	01/05/2015	30/04/2030
Renace, S.A.	3,700	01/05/2015	30/04/2030
Renace, S.A.	16,650	01/05/2015	30/04/2030
Generadora de Occidente LTDA	1,131	01/05/2017	30/04/2032
Renace, S.A.	7,400	01/05/2018	30/04/2030
Renace, S.A.	5,528	01/05/2018	30/04/2033
Instituto Nacional de Electrificación-INDE	10,365	01/05/2017	30/04/2032
Instituto Nacional de Electrificación-INDE	3,455	01/05/2017	30/04/2032
Papeles Elaborados, S.A.	603	01/05/2017	30/04/2032
Energía Limpia de Guatemala, S.A.	7,770	01/05/2017	30/04/2032
Generadora San Mateo, S.A.	3,423	01/05/2016	30/04/2030
Alternativa de Energía Renovable, S.A.	4,230	01/05/2020	30/04/2025

Notes to the Combined Financial Statements

<u>Contract Energy Purchase (PCE)</u>	Power contract (KW)	<u>Period supply</u>	
		Start date	Expiration date
Biomass Energy, S.A.	1,643	01/05/2015	30/04/2030
Cinco M, S.A.	2,000	01/05/2015	30/04/2030
Energía del Caribe, S.A.	22,200	01/05/2015	30/04/2030
Grupo Generador de Oriente, S.A.	3,700	01/05/2015	30/04/2030
Ingenio Magdalena, S.A.	2,073	01/05/2015	30/04/2032
Jaguar Energy Guatemala LLC	90,000	10/05/2015	30/07/2030
Servicios CM, S.A.	6,534	01/05/2018	30/04/2033
Generadora Eléctrica del Norte LTDA	6,300	01/05/2020	30/04/2025
 <u>Contract of Power without energy associated (PWAC)</u>			
Renovables de Guatemala, S.A.	2,073	01/05/2017	30/04/2032
Térmica, S.A.	1,959	01/05/2017	30/04/2032
Generadora de Occidente, LTDA	829	01/05/2017	30/04/2032
Renovables de Guatemala, S.A.	10,000	01/05/2020	30/04/2025
Generadora de Occidente, Ltda.	6,000	01/05/2023	30/04/2025
Térmica, S.A.	6,470	01/06/2023	30/04/2025
Orazul	19,000	01/06/2023	30/04/2025
Energías El Ocosito	4,300	01/06/2023	30/04/2025
Genor	9,000	01/06/2023	30/04/2025
Generadora de Occidente, Ltda.	10,000	01/06/2023	30/04/2025
Alternativa de Energía Renovable Planta 1	3,180	01/06/2023	30/04/2025
Alternativa de Energía Renovable Planta 2	2,720	01/06/2023	30/04/2025
 <u>Contract energy generated (EG)</u>			
Agropecuaria Altorr, S.A.	1,500	01/05/2017	30/04/2030
Coralito, S.A.	1,750	01/05/2017	30/04/2030
Generadora Eléctrica La Paz, S.A.	950	01/05/2015	30/04/2030
Regional Energética, S.A.	2,000	01/05/2015	30/04/2030
Hidroeléctrica Raaxha, S.A.	5,000	01/05/2015	30/04/2030
Eólico San Antonio el Sitio, S.A.	50,000	01/05/2015	30/04/2030
Tuncaj, S.A.	1,000	30/11/2016	29/11/2026
Tuncaj, S.A.	1,000	30/11/2016	29/11/2026
Tuncaj, S.A.	1,500	30/11/2016	29/11/2026
Tuncaj, S.A.	1,000	30/11/2016	29/11/2026
Tuncaj, S.A.	1,500	30/11/2016	29/11/2026
Anacapri, S.A.	5,000	30/11/2016	29/11/2026
Hidroeléctrica Sac-Ja, S.A.	2,000	03/10/2017	30/04/2030
Agroforestal El Cedro, S.A.	1,500	01/05/2018	30/04/2033
Green Project, S.A.	500	01/05/2017	30/04/2032

Notes to the Combined Financial Statements

Purchase of Materials

During the normal course of the operations, the Group issues materials purchase orders. The Group recognizes liabilities to suppliers when the materials are delivered. The amount of purchase commitments is determined based on the purchase orders issued. At December 31, 2023 and 2022, there are purchase commitments amounted to US\$9,344 and US\$16,882, respectively, and the same are irrevocable.

Services of Operation and Maintenance

The future projections of the minimum payments for those non-rescindable service contracts of operation and maintenance are shown as follows:

	Years ended December 31	
	2023	2022
	US\$	US\$
Within a year	<u>13,436</u>	<u>1,110</u>
From year 2 to year 5	<u>31,837</u>	<u>2,773</u>

32 Financial Instruments and Capital Management

Financial Risk Management

The Group is exposed to risks related to the use of financial instruments, which are described as follows:

- Credit risk
- Liquidity risk
- Market risk (exchange rate and interest rate)

i. Risk management framework

The Audit Committee is responsible for establishing and supervising the structure of the risk management of the Group. The Audit Committee is responsible for the development and supervision of the risk management policies of the Group. This committee reports on a regular basis about its activities to the Board of Directors.

Risk management policies are established with the purpose of identifying and analyzing the risks faced by the Group, fix adequate limits and risk controls, in order to monitor risks and compliance with the limits. Policies and management procedures are reviewed regularly in order that they reflect changes in the market conditions and in the activities of the Group. The Group, through training, regulations, and management procedures, is focused on developing an environment of disciplined and constructive control in which all the employees understand their duties and obligations.

Notes to the Combined Financial Statements

The Audit Committee of the Group supervises the way in which the management monitors compliance with the risk management policies and procedures of the Group and reviews if the management framework is appropriate with respect to the risks faced by it. This committee is assisted by Internal Audit in its role as supervisor. Internal Audit performs regular reviews of the risk management controls and procedures, which results are reported to the Audit Committee.

ii. Credit Risk

Credit risk is the risk to which the Group is exposed if a client or a counterpart of a financial instrument does not comply with the contractual obligations and is originated mainly from the trade receivable and the investment instruments of the Group.

The carrying amount of the financial assets represents the maximum credit risk exposure.

Accounts Receivable and Others

The exposure of the Group to the credit risk is affected mainly by the individual characteristics of each client. The risk of default of the industry and the country in which the client operates are aspects that can impact the credit risk.

The Management has established a risk policy, under which credit solvency of each new client is analyzed, before offering him/her the payment term and credit limit conditions. The maximum credit risk exposure at the reporting date is detailed below:

	Note	December 31	
		2023 US\$	2022 US\$
Trade accounts receivable	19	124,554	120,485
Cash in banks	22	34,516	16,339
Accounts receivables from related parties	23	1,246	1,344
Other receivables	20	663	570
		<u>160,979</u>	<u>138,738</u>

Notes to the Combined Financial Statements

Impairment Losses

Age of the trade receivable portfolio per days to December 31, 2023 and 2022 is shown as follows:

	December 31, 2023		December 31, 2022	
	Gross US\$	Impair- ment US\$	Gross US\$	Impair- ment US\$
Commercial, industrial, residential zones, public lighting rates and tariffs	300,943	(176,706)	287,753	(170,478)
Energy consumed not billed	41,827	(1,881)	39,216	(1,969)
	<u>342,770</u>	<u>(178,587)</u>	<u>326,969</u>	<u>(172,447)</u>

The age of the trade accounts receivable is as follows:

	December 31, 2023		December 31, 2022	
	Gross US\$	Impairment US\$	Gross US\$	Impairment US\$
Not past due	34,603	(74)	31,365	(12)
Past due to one month	9,311	(80)	7,473	(66)
Past due to two months	2,892	(87)	3,194	(72)
Past due tree to six months	6,361	(546)	5,819	(1,389)
Past due more than six months	247,776	(175,919)	239,902	(168,939)
	<u>300,943</u>	<u>(176,706)</u>	<u>287,753</u>	<u>(170,478)</u>

Cash

Cash is held with bank and financial institution of recognized solvency and liquidity.

Notes to the Combined Financial Statements

iii. Liquidity risk

Liquidity risk is when the Group has difficulties to comply with their obligations associated with its financial liabilities that are liquidated through the disbursement of cash or other financial assets. The focus of the Group to manage liquidity is to assure that, as much as possible, enough liquidity is available in order to meet obligations at maturity, either in normal conditions or in contingent circumstances, without incurring unacceptable losses or risking the reputation of the Group.

The risk of liquidity is managed centrally by the Audit Committee, which monitor constantly cash flows, establishing the date and necessary flows to comply with the obligations.

Notes to the Combined Financial Statements

Liquidity Risk

The following are the contractual due dates of financial liabilities:

December 31, 2023

	Carrying amount US\$	Contractual cash flows		
		Total US\$	Up to 1 year US\$	From 1 to 10 years US\$
Non-derivative financial liabilities:				
Debt with financial entities (note 25)	(652,953)	(992,472)	(40,485)	(951,987)
Trade and other accounts payables (note 29)	(118,993)	(118,993)	(118,993)	-
Accounts payable to related parties (note 23)	(3,010)	(3,010)	(3,010)	-
Other liabilities (note 30)	(118,138)	(118,138)	(118,138)	-
	<u>(893,094)</u>	<u>(1,232,613)</u>	<u>(280,626)</u>	<u>(951,987)</u>

December 31, 2022

	Carrying amount US\$	Contractual cash flows		
		Total US\$	Up to 1 year US\$	From 1 to 10 years US\$
Non-derivative financial liabilities:				
Debt with financial entities (note 25)	(663,525)	(816,753)	(108,895)	(707,858)
Trade and other accounts payables (note 29)	(123,520)	(123,520)	(123,520)	-
Accounts payable to related parties (note 23)	(106,676)	(106,676)	(21,343)	(85,333)
Other liabilities (note 30)	(111,330)	(111,330)	(111,330)	-
	<u>(1,005,051)</u>	<u>(1,158,279)</u>	<u>(365,088)</u>	<u>(793,191)</u>

Notes to the Combined Financial Statements

- a) The Group has classified these deposits as current liabilities based on the fact that the Group does not have legal rights to defer this payment in a period that exceed a year. However, the Group does not anticipate making significant payments in the next year.

iv. Market risk

Market risk is when changes in market prices (foreign exchange rate, interest rates and prices of supplies) might affect the income of the Group or the amount of its financial instruments. The objective of market risk management is to manage and control exposures of the Group to this type of risk, within the acceptable parameters and at the same time, optimize profitability.

Exchange Rate Risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which purchases, and borrowings are denominated and the respective functional currencies of the Group. The functional currency of the Group is the Quetzals (Q).

The Group does not have the practice to acquire derivative financial instruments to cover the losses that might arise from this risk.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

The exposure to foreign currency risk is summarized on the following page:

Notes to the Combined Financial Statements

Currency Risk

The Group's exposure to currency risk is the following:

	December 31, 2023		December 31, 2022	
	Balance in quetzals	Balance in US\$	Balance in quetzals	Balance in US\$
Cash (note 22)	235,313	7,795	156,392	1,532
Trade receivable, net (note 19)	974,887	-	946,075	-
Accounts receivables from related parties (note 23)	9,750	-	10,553	-
Trade and other accounts payables (note 29)	(727,943)	(25,990)	(640,584)	(41,940)
Account payable from related parties (note 23)	(23,562)	-	(837,643)	-
Interest payable (note 30)	(900,615)	(3,070)	(849,240)	(3,177)
Debt with financial entities (note 25)	(2,561,950)	(325,631)	(2,348,116)	(364,487)
Total net exposure	<u>(2,994,130)</u>	<u>(346,896)</u>	<u>(3,562,563)</u>	<u>(408,072)</u>

The following exchange rates were used during the year:

	Closing		Average	
	2023	2022	2023	2022
Quetzals per US\$1.00	7.82702	7.85222	7.83367	7.74884

Notes to the Combined Financial Statements

Exchange Rate Sensitivity Analysis

The strengthening or weakening of the US dollar vis-à-vis the Quetzal at December 31, 2023 and 2022 would have increased (reduced) equity and net profit by the amounts shown below:

December 31, 2023

	Equity US\$	Net profit US\$
Strengthening of the US dollar by 5%	9,174	16,519
Weakening of the US dollar by 5%	(10,138)	(18,258)

December 31, 2022

	Equity US\$	Net profit US\$
Strengthening of the US dollar by 5%	2,621	19,396
Weakening of the US dollar by 5%	(2,894)	(21,438)

Interest Rate Risk

The Group maintains important financial liabilities represented mainly by bank loans, subject to variations in the interest rates. The Group does not use to acquire derivative financial instruments to cover the losses that might arise from this risk.

The interest-bearing financial instruments are as follows:

	December 31	
	2023	2022
	US\$	US\$
Financial Instruments		
Financial assets	34,516	16,339
Financial liabilities	(771,091)	(745,682)
	<u>(736,575)</u>	<u>(729,343)</u>

Sensitivity Analysis on Interest Rates (Fixed and Floating)

If interest rates on financial liabilities at December 31, 2023 and 2022 had increased (decreased), the financial liabilities would have increased (decreased) by the following amounts:

	2023	2022
	US\$	US\$
1% decrease in variable interest rates	5,796	6,415
1% increase in variable interest rates	(5,796)	(6,415)

Notes to the Combined Financial Statements

The maturities of the interest-bearing financial assets and liabilities are shown below:

December 31, 2023:

Financial instruments at fixed rates:

	Total US\$	Up to 6 months US\$	Between 6 and 12 months US\$	Between 1 and 2 years US\$	Between 3 and 10 years US\$
Debt with financial entities (note 25)	(652,953)	(992,472)	(20,173)	(20,312)	(951,987)
Other liabilities (note 30)	(118,138)	(118,138)	(118,138)	-	-
	<u>(771,091)</u>	<u>(1,110,610)</u>	<u>(138,311)</u>	<u>(20,312)</u>	<u>(951,987)</u>

December 31, 2023:

Financial instruments at variable rates:

	Total US\$	Up to 6 months US\$	Between 6 and 12 months US\$	Between 1 and 2 years US\$	Between 3 and 10 years US\$
Cash (note 22)	34,516	34,516	34,516	-	-
	<u>34,516</u>	<u>34,516</u>	<u>34,516</u>	<u>-</u>	<u>-</u>

Notes to the Combined Financial Statements

The maturities of the interest-bearing financial assets and liabilities are shown below:

December 31, 2022:

Financial instruments at fixed rates:

	Total US\$	Up to 6 months US\$	Between 6 and 12 months US\$	Between 1 and 2 years US\$	Between 3 and 10 years US\$
Debt with financial entities (note 25)	(324,487)	(408,660)	(18,242)	(18,170)	(372,248)
Other liabilities (note 30)	(82,157)	(82,157)	(82,157)	-	-
	<u>(406,644)</u>	<u>(490,817)</u>	<u>(100,399)</u>	<u>(18,170)</u>	<u>(372,248)</u>

December 31, 2022:

Financial instruments at variable rates:

	Total US\$	Up to 6 months US\$	Between 6 and 12 months US\$	Between 1 and 2 years US\$	Between 3 and 10 years US\$
Debt with financial entities (note 25)	(339,038)	(407,153)	(34,028)	(36,847)	(336,278)
Cash (note 22)	16,339	16,339	16,339	-	-
	<u>(322,699)</u>	<u>(390,814)</u>	<u>(17,689)</u>	<u>(36,847)</u>	<u>(336,278)</u>

Notes to the Combined Financial Statements

Fair Value

Fair Value and Carrying Amount

The fair value of financial assets and liabilities and their carrying amounts are presented below, including their levels of hierarchy of fair value. Information for financial assets and liabilities that are not measured at fair value if their carrying amount reasonably approximates their fair value is not included.

December 31, 2023:

	Carrying amount			Fair value	
	Financial assets at amortized cost US\$	Other financial liabilities US\$	Total US\$	Level 2 US\$	Total US\$
<u>Financial assets not measured at fair value:</u>					
Trade receivable net (note 19)	124,554	-	124,554	-	-
Cash (note 22)	34,516	-	34,516	-	-
Accounts receivables from related parties (note 23)	1,246	-	1,246	-	-
Other receivable (note 20)	663	-	663	-	-
	<u>160,979</u>	<u>-</u>	<u>160,979</u>	<u>-</u>	<u>-</u>
<u>Financial liabilities not measured at fair value:</u>					
Debt with financial entities (note 24)	-	(652,953)	(652,953)	(544,860)	-
Trade and other accounts payables (note 29)	-	(118,993)	(118,993)	-	-
Other liabilities (note 30)	-	(118,138)	(118,138)	-	-
Accounts payable to related parties (note 23)	-	(3,010)	(3,010)	-	-
	<u>-</u>	<u>(893,094)</u>	<u>(893,094)</u>	<u>(544,860)</u>	<u>-</u>

Notes to the Combined Financial Statements

December 31, 2022:

	Carrying amount			Fair value	
	Financial assets at amortized cost US\$	Other financial liabilities US\$	Total US\$	Level 2 US\$	Total US\$
<u>Financial assets not measured at fair value:</u>					
Trade receivable net (note 19)	120,485	-	120,485	-	-
Cash (note 22)	16,339	-	16,339	-	-
Accounts receivables from related parties (note 23)	1,344	-	1,344	-	-
Other receivable (note 20)	570	-	570	-	-
	<u>138,738</u>	<u>-</u>	<u>138,738</u>	<u>-</u>	<u>-</u>
<u>Financial liabilities not measured at fair value:</u>					
Debt with financial entities (note 24)	-	(663,525)	(663,525)	(606,511)	-
Trade and other accounts payables (note 29)	-	(123,520)	(123,520)	-	-
Other liabilities (note 30)	-	(111,330)	(111,330)	-	-
Accounts payable to related parties (note 23)	-	(106,676)	(106,676)	-	-
	<u>-</u>	<u>(1,005,051)</u>	<u>(1,005,051)</u>	<u>(606,511)</u>	<u>-</u>

Notes to the Combined Financial Statements

The fair value of a financial instrument is the amount at which it can be negotiated in a current transaction without pressure between interested parties. The methods and assumptions described below were used in estimating the fair value of each class of financial instrument:

Cash: The fair value is equal to the carrying amount due to their immediate availability.

Trade accounts receivable and other accounts receivable: It is estimated that the fair value approximates their carrying amount due to their short-term recovery.

Suppliers and other accounts payable: It is estimated that the fair value approximates their carrying amount due to their short-term maturity.

Bank loans and notes payable: It is estimated that the fair value of loans bearing variable interest rate approximates their carrying amount because they have been negotiated at variable market interest rates. The fair value of bank loans and notes payable bearing fixed and floating interest rates was quantified solely for purposes of disclosure and was determined on the basis of present value of future principal and interest cash flows, discounted at market interest rate in effect at the reporting date.

v Capital management

The Group's policy is to maintain a strong net parent investment base to maintain investor, creditor and market confidence and to sustain future development of the business. The net debt-to-net parent investment ratio is defined as net debt divided by total net parent investment. Net debt is defined as total liabilities (which includes interest bearing loans and borrowings and obligations under financial leases), less cash. Net parent investment comprises all components of net parent investment (see note 24).

The Group's net debt-to-net parent investment ratio at December 31, 2023 and 2022 is follows:

	December 31	
	2023	2022
	US\$	US\$
Total liabilities	1,007,689	1,124,320
Less: cash and cash equivalents	<u>(37,860)</u>	<u>(21,449)</u>
Total net debt	969,829	1,102,871
Total net parent investment	<u>192,635</u>	<u>55,010</u>
Net debt-to-net parent investment ratio	<u>5.03</u>	<u>20.05</u>