

HALF-YEARLY ACCOUNTS

ORES SC

30TH JUNE 2025

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ORES' balance sheet as of June 30, 2025

<i>express in euros</i>	June 30, 2025	December 31, 2024	DIFFERENCE June 30, 2025 vs December 31, 2024
ASSETS			
FIXED ASSETS	2,166,298,067.54	1,969,612,387.13	196,685,680.41
Intangible fixed assets	749,779.21	1,064,098.80	-314,319.59
Tangible fixed assets	0.00	0.00	0.00
Financial fixed assets	2,165,548,288.33	1,968,548,288.33	197,000,000.00
Affiliated companies	2,165,537,500.00	1,968,537,500.00	197,000,000.00
Receivables	2,165,537,500.00	1,968,537,500.00	197,000,000.00
Other financial fixed assets	10,788.33	10,788.33	0.00
Stocks and shares	288.33	288.33	0.00
Receivables and cash guarantees	10,500.00	10,500.00	0.00
CURRENT ASSETS	454,017,341.81	463,199,239.96	-9,181,898.15
Inventories and orders in progress	110,935,392.33	98,519,370.09	12,416,022.24
Inventories	110,935,392.33	98,519,370.09	12,416,022.24
Receivables within one year	216,347,569.38	288,109,195.87	-71,761,626.49
Trade receivables	39,060,821.95	48,073,027.50	-9,012,205.55
Other receivables	177,286,747.43	240,036,168.37	-62,749,420.94
Current investments	6,043,372.24	3,172,634.97	2,870,737.27
Other investments	6,043,372.24	3,172,634.97	2,870,737.27
Cash and cash equivalents	85,603,664.10	67,244,991.29	18,358,672.81
Accruals	35,087,343.76	6,153,047.74	28,934,296.02
TOTAL ASSETS	2,620,315,409.35	2,432,811,627.09	187,503,782.26

	June 30, 2025	December 31, 2024	DIFFERENCE June 30, 2025 vs December 31,2024
LIABILITIES			
SHAREHOLDERS' EQUITY	463,660.97	465,516.29	-1,855.32
Contribution	457,560.00	457,560.00	0.00
Available	438,960.00	438,960.00	0.00
Unavailable	18,600.00	18,600.00	0.00
Profit (loss) of the period	0.00	0.00	0.00
Capital grants	6,100.97	7,956.29	-1,855.32
PROVISIONS AND DEFERRED TAX	12,042,849.87	9,524,607.93	2,518,241.94
Provisions for risks and expenses and deferred tax	12,042,849.87	9,524,607.93	2,518,241.94
Other risks and expenses	12,042,849.87	9,524,607.93	2,518,241.94
DEBTS	2,607,808,898.51	2,422,821,502.87	184,987,395.64
Debts payable after more than one year	2,165,537,500.00	1,968,537,500.00	197,000,000.00
Financial debts	2,165,537,500.00	1,968,537,500.00	197,000,000.00
Unsubordinated bond issues	630,000,000.00	380,000,000.00	250,000,000.00
Credit establishments	1,535,537,500.00	1,588,537,500.00	-53,000,000.00
Debts payable within the year	423,262,472.31	438,566,571.14	-15,304,098.83
Debts after more than one year falling due within the year	176,770,833.33	126,770,833.33	50,000,000.00
Financial debts	0.00	130,000,000.00	-130,000,000.00
Trade debts	111,521,035.38	105,634,604.11	5,886,431.27
Suppliers	111,521,035.38	105,634,604.11	5,886,431.27
Tax, remuneration and social debts	66,857,796.48	71,292,633.59	-4,434,837.11
Tax	7,044,498.05	8,737,462.43	-1,692,964.38
Remuneration and social debts	59,813,298.43	62,555,171.16	-2,741,872.73
Other debts	68,112,807.12	4,868,500.11	63,244,307.01
Accruals	19,008,926.20	15,717,431.73	3,291,494.47
TOTAL LIABILITIES	2,620,315,409.35	2,432,811,627.09	187,503,782.26

ORES' profit-and-loss account as of June 30, 2025

express in euros

	June 30, 2025	June 30, 2024	DIFFERENCE June 30, 2025 vs June 30,2024
SALES AND SERVICES	467,258,337.84	371,330,143.64	95,928,194.20
Turnover	461,754,081.87	366,085,239.48	95,668,842.39
Other operating income	5,504,255.97	5,244,904.16	259,351.81
COST OF SALES AND SERVICES	464,817,879.47	369,364,165.35	95,453,714.12
Supplies and merchandise inventory	61,432,948.59	52,702,847.21	8,730,101.38
<i>Purchases</i>	<i>73,807,660.51</i>	<i>64,572,285.29</i>	<i>9,235,375.22</i>
<i>Inventories : decrease (+), increase (-)</i>	<i>-12,374,711.92</i>	<i>-11,869,438.08</i>	<i>-505,273.84</i>
Services and miscellaneous goods	241,394,354.36	177,697,074.75	63,697,279.61
Remunerations, social charges and pensions	157,992,703.44	141,318,397.58	16,674,305.86
Depreciation and write-down on set-up costs, on intangible and tangible fixed assets	314,106.61	404,248.19	-90,141.58
Value impairment on inventory, order in progress and trade receivables: allocations (+), writebacks (-)	-7,677.52	-286,950.00	279,272.48
Provisions for risks and expenses: appropriations (+) uses & write-backs (-)	2,518,241.94	-3,120,645.59	5,638,887.53
Other operating expenses	1,173,202.05	649,193.21	524,008.84
OERATING PROFIT (LOSS)	2,440,458.37	1,965,978.29	474,480.08
FINANCIAL INCOME	23,980,602.13	20,051,930.72	3,928,671.41
Income from current assets	22,888,017.50	18,370,207.33	4,517,810.17
Other financial income	1,092,584.63	1,681,723.39	-589,138.76
FINANCIAL EXPENSES	23,980,602.13	20,051,930.72	3,928,671.41
Debts expenses	23,854,674.81	19,906,931.74	3,947,743.07
Other financial expenses	125,927.32	144,998.98	-19,071.66
CURRENT PROFIT (LOSS) FOR THE PERIOD, BEFORE TAX	2,440,458.37	1,965,978.29	474,480.08
INCOME TAX ON THE RESULT	2,440,458.37	1,965,978.29	474,480.08
PROFIT (LOSS) FOR THE PERIOD	0.00	0.00	0.00

1) Description of the company's activities

ORES sc manages, develops, and modernizes the electricity and gas distribution networks of ORES Assets, the electricity and natural gas distribution system operator, which has entrusted it with its operation. It carries out this mission in the interest of all, in the service of the energy transition and in line with the decarbonization objectives set by the Walloon Region in the framework of its "Air-Energy-Climact" plan. ORES relies on its value to carry out its missions and to be a driving force as well as a partner in the energy transition.

Operational activities carried out by ORES are as follows:

DISTRIBUTION NETWORK MANAGEMENT

ORES is responsible for the day-to-day operation of electricity and gas distribution network and municipalities' public lighting network.

CONNECTION WORKS

We make new connections to the networks we manage; we adapt existing connections, install and reinforce meters.

TROUBLESHOOTING AND REPAIRS

Our dispatching center monitors distribution networks 24 hours a day. Response teams are on call day and night to repair outages, malfunctions on networks and repair gas leaks. Calls reporting gas odors are always treated as top priority.

METER READING CONSUMPTION DATA MANAGEMENT

We record consumption index of nearly 2 million supply points and manage this data with the strictest confidence.

PUBLIC SERVICE OBLIGATIONS

We supply energy to socially protected customers who wish to be supplied by their network operator; we install prepayment meters at the request of suppliers for their customers who are in default of payment; we operate and maintain municipalities' public lighting network and promote the energy efficiency of lighting equipment.

ACCESS REGISTER MANAGEMENT

We keep the technical data of almost 2 million connections up to date in the access register, which contains the administrative data of customers and their energy supplier.

ORES sc carries out all these activities at cost price. The result as of June 30 of each financial year is therefore zero.

The accounts of ORES sc as of June 30, 2025, were prepared based on the valuation rules established at the end of 2024 and appended to the annual accounts published with the National Bank of Belgium.

2) Notes on ORES group events for the first six months of 2025

Throughout the first six months of 2025, ORES pursued the aim set out in its strategic plan, namely "Investing together in energy transition for all," and the implementation of the three axes of this strategy. The first axis, focused on massive investment in networks and data management, was a key priority for ORES. Investments made during the first six months of 2025 rose by over 40% compared to those made during the same period in 2024. In April 2025, ORES presented to its stakeholders a modernization plan for the electricity distribution networks for 2026-2030, based on projections of increased electrification driven by renewable energy, mobility, heating, and industry. This plan, which includes an increase in unit prices, especially reflecting rising costs of materials and contractors required for investments on the network, was submitted to the CWaPE on May 2, 2025. It was also submitted for public consultation and, at the time of writing this report, its review by the CWaPE is still ongoing. Following the pilot phase conducted in 2024, the vectorization of network plans is now being industrialized. A joint RESA and ORES public procurement contract for the general rollout of smart meters has been awarded. This should enable the DSO to meet its new obligations for the massive and general rollout of this type of meter. For ORES, this represents the installation of approximately 700,000 smart meters. It involves high standards of execution quality, customer satisfaction, and IT tool proficiency. ORES' IT systems have also evolved to enable the transmission of quarter-hourly data from smart meters to suppliers.

The CWaPE adopted several important decisions relating to ORES Assets during the first six months of 2025. In chronological order, we should first mention the approval, on February 13, of a revision of the transmission re-invoicing tariffs of Walloon distribution system operators (hereinafter DSOs) for 2025, to incorporate Elia's new tariffs. On February 20, marking another key milestone in the general rollout of smart meters, the CWaPE approved ORES Assets' request to adjust its authorized electricity revenue for 2025-2029 to support the financing of this rollout. On April 3, the regulator approved a limited adjustment to this authorized electricity revenue after the "RepowerEU" subsidy was redirected solely to fund the rollout of smart meters. On June 26, the CWaPE approved the periodic electricity distribution tariffs proposals for the years 2026 to 2029. Finally, the 2023 regulatory balances for electricity and gas were approved by the Walloon regulator on May 20 and May 15, 2025, respectively. The approval of the 2023 electricity regulatory balance is also the last financial element required for the payment of the balance related to the transfer of the electricity distribution network of the town of Couvin to AIESH.

Among the financial events that occurred during the first six months of 2025, we should first mention, following extensive discussions between ORES and NEOWAL, the approval by the pure intermunicipal companies associated with ORES Assets of the 2025-2039 dividend policy. The principles of this policy were incorporated into a shareholders' agreement signed by the parties in March 2025. A €250 million bond issuance involving US institutional investors and one Canadian institutional investor was finalized by ORES in April. The ORES Assets General Meeting of June 12, 2025, approved the transfer of available reserves to the unavailable contribution for an amount of €153.35 million. This transfer, which does not affect the total equity, strengthens the financial soundness of ORES Assets and, consequently, that of the ORES group. Still in relation to equity, clarifications regarding the allocation

of subsidies received from the Walloon Government in 2024 led to the recording of adjustments in the first six months of 2025 concerning assets financed during that year.

During these first six months, actions were undertaken as part of the second and third strategic axes (focused respectively on customer relations and on the modernization of the company and its tools). These include the launch of a dedicated space on the ORES website for large companies; a communication campaign encouraging low-voltage customers to register their electric car charging station; the expansion of access to the "myORES" portal to all ORES customers, with simplified login via "itsme®"; an information and exchange day for stakeholders in wind energy, industrial photovoltaic and battery storage, and a brand awareness campaign.

The following events are also noteworthy for the first six months of 2025. In March 2025, ORES obtained ISO 27001 certification for all its activities and sites. Frédéric Mallefait was appointed as the new Chief Information Officer (CIO) of ORES in May and took up his position at the end of June. Throughout the first six months of 2025, resolving the difficulties encountered during the launch of the federal data exchange platform for the gas and electricity sector (Atrias) was a priority for ORES. Following its analysis of the data exchange and blocking issues observed in the market, the CWaPE sent a letter to ORES Assets in April 2025. This letter requires ORES to comply with three requirements, under penalty of administrative fines. Additional action plans were implemented to comply with it as effectively as possible, and regular contact is maintained with the CWaPE to monitor progress. The first request concerned the resolution of certain complaints related to blockages, to be completed by May 31, 2025. At the time of writing this report, all such complaints have been resolved. The second request involves implementing a plan to clear long-standing bottlenecks, with deadlines set for July 1, September 1, and October 1, 2025. This plan is currently underway. The third request called for the submission, by May 31, 2025, of a definition, agreed with market participants, of what constitutes a return to normal market operating conditions. As this definition was submitted on time, this request, like the first one, has been fulfilled. Failure to meet these deadlines could result in administrative fines being imposed on ORES Assets. However, due to the complexity of estimating such fines, no provision has been made in the accounts as of June 30.

3) Notes on the half-yearly accounts

Balance sheet

Assets

Intangible fixed assets

They are exclusively composed of projects Switch – “smart meters” and Smart Grids – “development of smart networks”. The decrease of €314k compared with December 31, 2024, is mainly due to the depreciation charge recorded at the end of June 2025. No new acquisitions were recorded during the first half of 2025.

Financial fixed assets

This item, amounting to €2,165,548k (+€197,000k), includes the funds made available to ORES Assets (€2,165,538k) and should be compared with long-term financial debts on the liabilities side of the balance sheet. The increase is due to new loans contracted in the 1st half of 2025, amounting to €250,000k. In addition, the balance of this item includes a share in Laborelec as well as guarantees and sureties.

Inventories and orders in progress

ORES’ inventories mainly comprise supplies and merchandise inventory required for the services it provides on behalf of ORES Assets.

In line with the last two years, the value of this inventory has once again increased substantially compared with the end of 2024 (+€12,416k). This increase, driven by higher quantities, results from a strategic decision to resize the inventory of critical or sensitive items, an increase in activities, particularly in connection with the energy transition which requires appropriate inventory levels, as well as from projects currently awaiting execution.

Receivables within one year

“Trade receivables” item (€39,061k) was down compared to end-2024 (-€9,012k). This change is mainly due to:

- the decrease in the invoice to be issued for “management fees” by ORES sc to ORES Assets (- € 7,743k);
- the decrease in credit notes receivables from our suppliers (-€1,632k).

Other receivables, amounting to €177,287k (€240,036k as of December 31, 2024) are represented by :

- funds made available to ORES Assets in the amount of €176,771k (€126,771k at the end of December 2024), which are be matched with short-term financial debts on the liabilities side of the balance sheet
- miscellaneous receivables (administrative receivables, recoverable VAT, advances, etc.).

The decrease in this item is largely attributable to the change in the current account with ORES Assets, which shifted from a receivable of €112,194k in favor of ORES to a payable of €62,006k in favor of its parent company (see below for a detailed explanation).

Current investments and cash and cash equivalents

Current investments (€6,043k) were recorded at the end of the first half of the year. They are representing an increase of €2,871k compared with the end of 2024. They mainly consist of investments in mutual funds in SICAVs and term deposit accounts.

Cash and cash equivalents amount to €85,604k (compared with €67,245k at the end of 2024) and included cash held in current accounts and social funds.

Accruals

This item (€35,087k) mainly included miscellaneous expenses (insurance, rent, etc.) received during the first half of the year but relating to the second half of the year (€11,911k) and interest receivable from ORES Assets (€22,882k - main reason for the increase in this item) relating to the various loans retroceded by ORES sc, payable at the end of the year.

Liabilities

Contribution

The €457,560 contribution was made in three separate transactions (creation of the company and two branch contribution, the last of which was made in April 2009) and is split between ORES Assets (99.72%) and seven pure intercommunal financing companies (0.28%).

Provisions for risks and expenses

This item (€12,043k) includes a provision relating to social litigation and a provision of €11,787k recorded for the work to be carried out to vectorize distribution network plans. This item has increased by €2,632k, resulting from the revision of the industrialization schedule for vectorization work, partially offset by the work carried out during the first half of the year. It is also worth noting the settlement of a social litigation, which reduced this provision to €256k as of June 30, 2025.

Debts payable after more than one year

This items mainly includes funds borrowed from credit establishments (€1,535,538k) and the various bonds issued by the company (€630,000k) to finance capital expenditures in the network, cover other general corporate purposes and repay maturing loans. Movements during the first half of the year related to the issuance of new bond loans to North American investors for an amount of €250,000k, and to the transfer of €53,000k, representing the portion of borrowings maturing within the year. These funds are made available to ORES Assets and therefore generate long- and short-term receivables on the assets side of the balance sheet.

Debts payable within the year

Debts payable within the year (€423,262k) comprise the following items:

- Debts after more than one year falling due within the year (€176,771k): This amount represents the capital from various loans repayable in the short term. The increase of €50,000k results from loans repayments made (€3,000k) and the transfer of €53,000k explained above;
- Trade debts (€111,521k): They show a slight increase compared to the end of the year 2024 (+€5,886k) and include amounts of outstanding invoices to be paid to suppliers as well as invoices to be received;
- Tax, remuneration and social debts (€66,857k): This item has decreased compared with December 2024. It mainly covers VAT, estimated tax debts, National Office of Social Security, professional withholding tax, the provision for the holiday to be paid and various bonuses payable for the period ending June 30, 2025;
- Other debts (€68,113k): The change in this item is mainly due to the current account with ORES Assets, which shift from a receivable of €112,194k at the end of Decembre to a liability of €62,006k at the end of June. This change is mainly explained by an increase in revenues within ORES Assets (driven by higher tariffs and volumes), as well as by a significant loan (€250 million) contracted by ORES on behalf of ORES Assets. This was partially offset by higher operating and capital expenditures, linked to increased activity. This item also includes the social funds made available to employees.

Accruals

This item (€19,009k) mainly includes miscellaneous expenses (interest payable, etc.) relating to the first half of 2025 but not yet received at the balance sheet date.

Profit-and-loss account

Sales and services

Sales and services comprise the following items:

	30/06/2025	30/06/2024	Difference
Sales and services	467,258,337.84	371,330,143.64	95,928,194.20
Turnover	461,754,081.87	366,085,239.48	95,668,842.39
Other operating income	5,504,255.97	5,244,904.16	259,351.81

Turnover

It amounts to €461,754k and includes:

- management fees invoiced to ORES Assets (€459,098k) which increased (+€95,698€) compared with the end of June 2024, due to higher capital expenditure during the first half of 2025 (+€76,440k);
- inventories of management costs for cable television distribution (€2,656k).

Other operating income

Other operating income mainly includes re-voicing related to premises occupancy, services provided on behalf of companies within the ORES group, recovery of personnel expenses, insurance compensation or reimbursements of costs from other players in the sector. This item shows a slight increase compared to the end of June 2024 (+€259k).

Supplies and merchandise inventory

The supplies and merchandise inventory item (€61,433k) has increased significantly (+€8,730k) compared to June 30 of the previous year, mainly due to sustained growth in activity.

Services and miscellaneous goods

This item (€241,394k), up by €63,697k, mainly includes:

- investment and operational works carried out by ORES sc on behalf of ORES Assets, relating to electricity and gas distribution networks: €145,900k. This represent an increase of +€49,352k compared to June 30, 2024;
- third-party fees (€58,063k), up compared to June 2024 (+€8,101k);
- various royalties paid to third parties (mainly contractual royalties) amounting to €10,028k, showing a significant increase compared to June 2024;
- various expenses (vehicle fleet, rent and rental expenses, insurance, company-specific supplies, etc).

Remunerations, social charges and pensions

This item amounts on June 30, 2024, to €157,993k (compared to €141,318k on June 30, 2024) and comprises the following items:

- gross remunerations €112,746k (€102,555k as of June 30, 2024);
- various employer contributions: €27,564k (€24,958k as of June 30, 2024);

- various personnel expenses (insurance, meal vouchers, etc.): €17,683k (€14,165k as of June 30, 2024).

Depreciation and write-down

This item includes:

- depreciations related to the capitalization of development costs (€314k), representing a decrease of €90k compared to the end of June 2024;
- net reversals of write-down related to slow-moving inventory and electromechanical meters inventories, with a total value of -€8k.

Provisions for risks and expenses

This item (€2.518k compared to -€3.121k as of at the end of June 2024) includes the update of the provisions related to vectorization work (€3,187k), its uses during the first half of the year (-€554k), as well as the adjustment of provisions for social litigation (-€115k).

Other operating expenses

Other operating expenses, recorded in the amount of €1.173k (compared to €649k in June 2024), include various taxes and operating expenses. The increase is mainly due to higher expenses related to the financial reconciliation between energy suppliers (difference between gross volumes allocated and volumes invoiced).

Financial expenses

This item amounts to €23,981k and has increased by €3,929k compared to June 30 of the previous year. It mainly includes interest on bond and bank loans. Debt-related expenses rose by +€3,948k due to the intensified use of credit lines combined with the issuance of increasingly substantial loans, notably to finance needs related to the energy transition (€250,000k in bond loans issued during the first half of 2025). Other financial expenses amount to €126k.

Financial income

They amount to the same amount as financial expenses, i.e. €23,981k and consist mainly of transfer to ORES Assets of financial expenses related to loans, as well as capital gains or interest on investments made.

Taxes

Taxes at the end of June 2025 (€2,440k compared to €1,966k) include :

- tax provision at the end of June relating to the 2025 tax payable on expenditure not admitted for tax purpose (€2,438k);
- withholding tax related to interest on investments made (€2k).

As mentioned above, ORES sc invoices ORES Assets for services at cost price, which explain the zero result on June 30, 2025.

4) ORES sc forecasted results to Decembre 31, 2025 (in €k)

	31/12/2025	31/12/2024	Difference €	Difference %
	BUDGET	BUDGET		
Sales and services	872,928	740,877	132,052	17.82%
Supplies and merchandise inventory	125,864	96,122	29,741	30.94%
Services and miscellaneous goods	442,295	368,768	73,527	19.94%
Remunerations, social charges and pensions	302,190	276,782	25,408	9.18%
Depreciation and write-down on set-up costs, on intangible and tangible fixed assets	491	714	-223	-31.20%
Value impairment on inventories, order in progress and trade receivables: allocations (writebacks)	-2,575	-41	-2,535	
Provisions for risks and expenses: allocations (usage & writebacks)	0	-5,559	5,559	
Other operating expenses	122	145	-23	-15.90%
Non-recurring operating expenses	0	0	0	0%
Financial income	43,116	36,378	6,738	18.52%
Financial expenses	43,116	36,378	6,738	18.52%
Tax on the result	4,542	3,944	598	15.15%
Profit (loss) for the period	0	0		

The estimated result for the year is zero, as it must always be, given that services provided at cost price for ORES Assets.

The forecasted results present above do not guarantee future performance. Actual results may differ from these forward-looking statements due to a number of uncertainties and risks.

Report of the Statutory Auditor to the Board of Directors of ORES SC on the Limited Review of the Interim Financial Information for the Six-Month Period Ended the 30 June 2025

Introduction

We have performed a limited review of the accompanying interim financial information, which includes the financial position of ORES SC as at June 30, 2025, as well as the accompanying explanatory notes. The preparation and presentation of this interim financial information in accordance with the Belgian accounting framework—except for the elements relating to the appendices and the chart of accounts—are the responsibility of the Board of Directors. Our responsibility is to express a conclusion on this interim financial information based on our limited review.

Scope of our limited review

We conducted our limited review in accordance with International Standard on Review Engagements (ISRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity.” A limited review of interim financial information primarily consists of making inquiries, mainly of persons responsible for financial and accounting matters, and applying analytical and other limited review procedures. The scope of a limited review is substantially less than that of an audit conducted in accordance with International Standards on Auditing and, consequently, does not enable us to obtain assurance that we have become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our limited review, nothing has come to our attention that causes us to believe that the accompanying interim financial information has not been prepared, in all material respects, in accordance with the Belgian accounting framework, except for the elements relating to the appendices and the chart of accounts.

Battice, 16 October 2025

Christophe Colson
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BDO Réviseurs d'Entreprises SRL

Auditor

Représentée par Christophe COLSON*

Statutory auditor

*Agissant pour une société