



Future Readiness

**Connecting specialists
to pioneering projects**

Brunel International N.V.

Annual Report 2022

ESEF filing

This copy of the Brunel International N.V. 2022 annual report is not in the ESEF format as specified by the European Commission in the Regulatory Technical Standard on ESEF (Regulation (EU) 2019/815).

The annual report 2022 ESEF filing is available in the annual reports section on our corporate website (www.brunelinternational.net).

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CEO Statement

Connecting specialists to pioneering projects is what we do every day. Every Bruneller is part of bringing this value proposition to life. Every Bruneller adds value to our organisation in their own way.

Brunellers around the world, those working on client projects and those in our offices: We thank you for your passion, your curiosity and your enthusiasm. Looking at the 2022 results presented in this annual report, each of you deserves recognition for your performance.

Together we work hard to execute our multiyear strategy. In many aspects we are ahead of our plan. But we should also recognize that in some countries and with some strategic initiatives, we still have opportunities for improvement. When we also reach our full potential in markets like the US, the Netherlands and Belgium we will be even more ahead of internal and external expectations.

In 2022 we continued with our People and Planet initiatives. The Brunel Foundation celebrated its 10th anniversary and organised many events to give back to society.

One of the highlights for the foundation was the creation of the Brunel Foundation Forest. In the course of the year, we were able to plant 17,000 trees – one for each Bruneller.

We also updated our ESG strategy – including our new Diversity, Inclusion and Belonging strategy – and communicated it to all stakeholders. Another concrete result we reached with our ESG commitments is that we became a carbon neutral company in 2022.



Jilko Andringa - CEO Brunel International B.V.

Over the last few years, we have further reduced our already downsized footprint. And for those elements that cannot be reduced because they are needed for our core business (e.g. as our contractors travel to project locations), we are compensating for all unavoidable emissions in the form of high-quality carbon credits.



Brunel delivers services to science, technical, engineering and math (STEM) professionals and to the companies that need these professionals for their energy and digital transitions. In 2022 we delivered our workforce solutions, project management and mobility services to a fast-growing group of specialists and clients in strategically chosen industry segments in more than 40 countries around the world.

These global strategic segments are: Renewable Energy, Conventional Energy, Mining (metals for the digital transformation) and Life Science.

The combination of Brunel and specialist Taylor Hopkinson (acquired in 2021 and powered by Brunel) has produced a clearly recognised global leader in renewable recruitment solutions. We are very proud of this position and will continue to invest in it, having realised the highest growth rate in this industry segment in 2022. For this success, we can only praise the constructive collaboration of the Taylor Hopkinson team with the Brunel leaders in winning and executing so many new opportunities.

I would also like to mention the teams in our regions Middle East & India and Asia. Despite extended COVID regulations that heavily impacted the lives of some of our country teams in these regions, they delivered impressive, market-leading performance.

In 2022, we also added a new capability to our set of services by acquiring ICE. ICE (powered by Brunel) is a Singapore-based commissioning and project management company which has worked on complex projects with unique topics and tools. Thanks to this additional capability, we can now service our clients in all phases of their capex projects: planning, construction, commissioning, operations and maintenance.

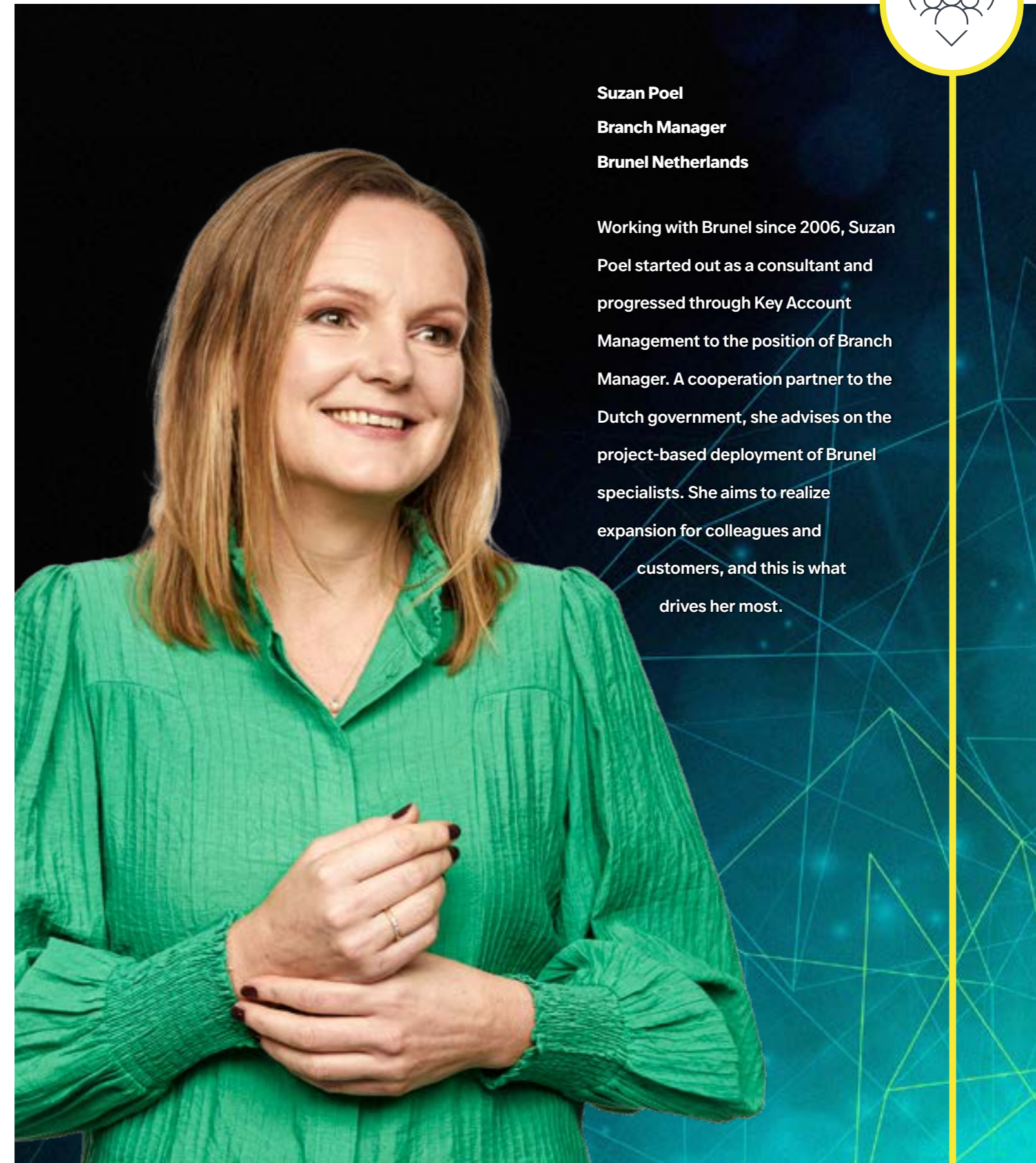
Regrettably, external events likewise impacted Brunel in the year under review. The developments in Ukraine forced us to make a very difficult decision and transfer the Russia region to local management. After more than 15 years, we lost a good and loyal team of more than 1,000 Brunellers. We explicitly wish to thank the Russian team for all the good years.

This geopolitical event has affected Brunel in other ways, too. The already positive market for renewable and conventional energy projects accelerated further as Russia was disconnected from its conventional energy clients in other countries.

Given the need to preserve an energy balance and in light of these geopolitical developments, our project pipeline is growing. We have indeed positioned Brunel so that we can deliver on all these new client needs in the conventional and renewable energy markets. This gives us even greater confidence that the strategy we presented on our capital market day in early 2021 is the right one for Brunel.

We are currently performing better than expected across all our strategic performance indicators, and we believe that this will continue throughout 2023.

Jilko Andringa
CEO Brunel International N.V.



Suzan Poel
Branch Manager
Brunel Netherlands

Working with Brunel since 2006, Suzan Poel started out as a consultant and progressed through Key Account Management to the position of Branch Manager. A cooperation partner to the Dutch government, she advises on the project-based deployment of Brunel specialists. She aims to realize expansion for colleagues and customers, and this is what drives her most.

Corporate profile

Brunel was founded in 1975 by graduate engineer Jan Brand. Starting with the placement of a single fellow engineer, the foundation was laid for what became a global provider of business services that today specialises in the flexible placement of professionals.

A powerful network of specialists

The company has continued to grow and diversify over the years, but has always maintained Jan Brand's original focus: placing highly qualified, mainly technical, specialists in challenging assignments. What began as a family-run business with strong ambitions has grown beyond all expectations and resulted in a durable and sustainable business model. Throughout repeated international expansion, Brunel has retained a company culture driven by entrepreneurship and talent. It has fostered the capability and agility to deliver globally. And it has continued to provide high-quality and fully compliant services.

Connecting Specialists to Pioneering Projects

The powerful global network connects the most talented and experienced specialists to present-day pioneering projects. With 120+ offices and more than 12,000 specialists around the world, Brunel delivers skilled talent and workforce services that transform global projects in Renewable Energy, Conventional Energy, Infrastructure, Future Mobility and Mining.

In 2021, Brunel joined forces with Taylor Hopkinson, a trusted recruitment partner for renewable energy leaders. Connecting Brunel's extensive global footprint with Taylor Hopkinson's deep sector knowledge, network and track record has significantly accelerated the company's growth within the industry – creating a world leading proposition in renewable recruitment and

contracting solutions. Together, the two companies aim to shape the future of the renewables industry through pioneering solutions and global talent, and to set a new benchmark for service and quality within the full life cycle of renewables projects. The shared vision is to enable a diverse, global workforce that will drive the world's transition to sustainable energy.

Caring about a better future

Having a passion for people and caring deeply for the environment is not only part of Brunel's DNA: It is also reflected in the company's culture and values. Social responsibility is taken very seriously, and the company's ambition is to build both a better planet and a better future for professionals. Since 2022, the company has achieved its goal of becoming carbon neutral by reducing its carbon footprint and compensating for unavoidable emissions through three projects based on community, nature and technology. By providing job opportunities for specialists and preparing them for future challenges through continuous upskilling, Brunel is contributing to a more sustainable society. By connecting specialists from all over the world, Brunel embraces diversity, inclusion and belonging. Upholding high integrity standards, the network of pioneers is redefining and shaping the future, driving and developing ground-breaking new technologies to accelerate clients' digital transformations and energy transitions.



Drs. J.T. (Jilko) Andringa

Chief Executive Officer, male (1966)

Jilko Andringa was appointed Chief Executive Officer of Brunel International N.V. on 7 December 2017 and reappointed on 11 May 2021.

His most recent position before transferring to Brunel was as President Northern Europe of ManpowerGroup. Before that Jilko Andringa held management positions at Randstad.

Andringa started his career at Exxon (Esso) Benelux. He completed his graduate degree in Business Economics and Marketing at the University of Groningen.

Other directorships: member of the supervisory board of EW Facility Services.



Drs. P.A. (Peter) de Laat, RA

Chief Financial Officer, male (1972)

Peter de Laat was appointed Chief Financial Officer of Brunel International N.V. on 1 May 2014 and reappointed on 14 May 2018 and on 19 May 2022.

After having obtained his Master Degree in Business Economics, Peter de Laat worked for sixteen years with Deloitte Accountants and was, amongst other members of the team, responsible for the audit of Brunel.

In 2012, De Laat joined Brunel and from April 2013 held the position of Director Finance and Control.



A.G. (Graeme) Maude

Chief Operating Officer, male (1967)

Graeme Maude was appointed Chief Operating Officer of Brunel International N.V. on 29 June 2020, effective 1 July 2020.

Graeme Maude has held various national and international senior positions with leading players in the market, most recently with RGF Staffing (part of Recruit Holdings) as Chief Operating Officer. Before joining RGF, he worked for 8 years at a professional staffing company, lastly as managing director.

Maude started his career at Deloitte, earning his title as a chartered accountant in 1993.

Financial highlights

x EUR million, unless stated otherwise

| | 2022 | 2021 |
|--------------------------------------|--------|--------|
| Profit | | |
| Revenue | 1,182 | 900 |
| Gross Profit | 252 | 211 |
| Operating costs | 191 | 163 |
| Operating profit (EBIT) | 61 | 48 |
| Result before tax | 48 | 47 |
| Tax | 17 | 14 |
| Group result after tax | 31 | 33 |
| Net income | 29 | 31 |
| Ratios | | |
| Change in revenue on previous year | 31.4% | 0.8% |
| Gross margin | 21.3% | 23.4% |
| Operating profit / Revenue | 5.2% | 5.3% |
| Group result after tax / Revenue | 2.6% | 3.7% |
| Balance | | |
| Working capital | 255 | 227 |
| Total equity | 318 | 302 |
| Balance sheet total | 547 | 502 |
| Net cash flow | -16 | -50 |
| Ratios | | |
| Total equity / total assets | 58.1% | 60.2% |
| Current assets / current liabilities | 2.53 | 2.40 |
| Workforce (number) | | |
| Employees total (average) | 12,639 | 11,222 |
| Employees direct (average) | 11,187 | 9,909 |
| Employees indirect (average) | 1,452 | 1,313 |
| Employees total (year-end) | 12,562 | 12,246 |
| Employees direct (year-end) | 11,083 | 10,836 |
| Employees indirect (year-end) | 1,479 | 1,410 |
| Shares in EUR | | |
| Earnings per share | 0.58 | 0.61 |
| Shareholders' equity per share | 6.05 | 5.71 |
| Dividend per share | 0.55 | 0.45 |
| Highest price | 12.6 | 12.16 |
| Lowest price | 8.31 | 7.29 |
| Closing price at 31 December | 9.58 | 11.24 |

Report from the board of directors

Long-term value creation through a sustainable strategy

At Brunel, we are guided by our core values of integrity, results-driven, entrepreneurship, and passion for people. We operate with a long-term perspective and a strong commitment to sustainability. We strive to consider the perspectives of all stakeholders and the broader societal impact of our actions. To us, sustainability means ensuring long-term success and profitability, fostering the career development of our professionals and specialists, fostering strong relationships with customers and suppliers, staying current with new technologies, meeting stakeholder expectations, and investing in the communities in which we operate.

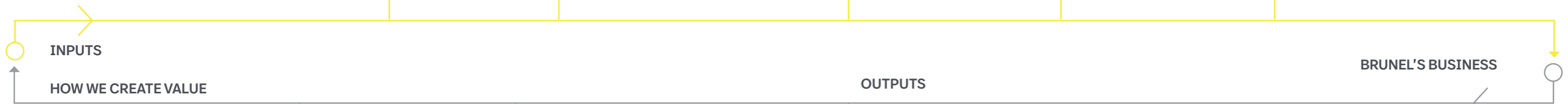
Our passion for people drives us to connect specialists with clients on a global scale. With over 12,000 employees representing nearly 100 different nationalities, we take our responsibility to them seriously and provide them with fair employment terms, safety, and security, and career development support.

To achieve success in customer engagement, experience, and loyalty, it is important to adopt data-driven, creative, and customer-centric strategies that utilize the latest technologies to provide exceptional service and value to customers. At Brunel, we have implemented initiatives such as our digital journey and innovation hub, which harness technology and creativity to enhance the connection between our customers and our business.

Business model

Our mission, vision and core values define what Brunel is aiming to achieve and how we want to conduct business. Brunel's business model has resulted in quality service delivery, manageable risks, and a business that achieves growth and creates value for our stakeholders. The diagram provides a synopsis of our business model, and should be read in conjunction with the rest of the annual report.

| | | | | |
|---|--|---|---|--|
| HUMAN ASSETS Passionate and results-driven internal employees are critical for Brunel to provide quality service to clients and career advancement opportunities for specialists Talented specialists focus on deliverables, innovation and creativity | FINANCIAL ASSETS 1997 listed on the Stock Exchange Solid balance sheet to support growth strategy with limited need for external financing Track record of good returns on capital investments | INTELLECTUAL ASSETS Local expertise and sensitivity to national differences Knowledge of global clients and talents Knowledge of regulatory compliance Streamlining processes to improve productivity and efficiency | MANUFACTURED ASSETS Robust Information Technology applications and infrastructure connecting all Brunel entities worldwide to meet business objectives in terms of availability, resilience and reliability. Established 7 regional hubs to facilitate more than 100 branch offices in over 40 countries across 6 continents Alternate operating facilities and solutions to ensure business continuity | SOCIAL AND RELATIONSHIP ASSETS A long-lasting global brand 1975 started up in the Netherlands 1980's first foreign office in Belgium 1990's founded Brunel Energy in Asia, Americas, Europe Early 2000's working on global supplier agreements |
|---|--|---|---|--|



INVEST IN STRATEGIC POSITIONING
 Becoming a leading specialist in chosen global specialisms and building accounts, knowledge, communities and specialists

DIGITAL JOURNEY
 Creating digital roadmap (e.g. investing in digital tools) to drive client and professional connectivity, improve service quality and delivery time

INNOVATION
 Providing added value in selected specialisms through distinctive knowledge and solutions

LEARNING AND DEVELOPMENT
 Improving talent attraction, development and retention through HR agenda with talent planning, management development and succession planning

OPERATIONAL EXCELLENCE
 Improving quality, speed and productivity through lean approach for high quality to clients and lower cost for delivery, digital process tools and KPI steering

PROFITABILITY AND GROWTH
 During this year, achieve the revenue of EUR 1,182 million, EBIT of EUR 61 million and a dividend to shareholders of EUR 0.55 per share.

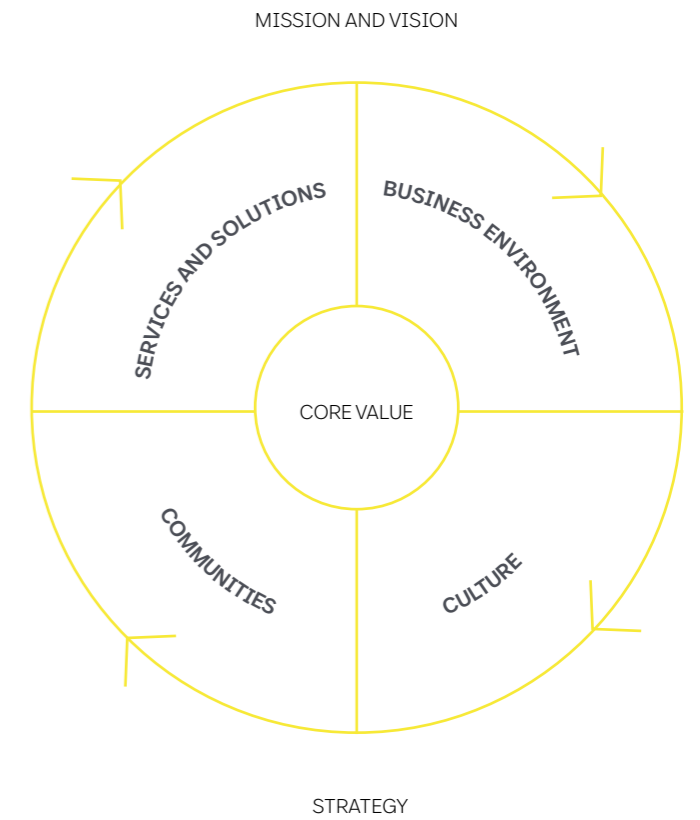
HIGHLY SKILLED WORKFORCE
 By the end of 2022, we are employing over 12,000 international and local employees with technical background in the countries where we operate in, alongside investment in the training and well-being of staff and local community

STAKEHOLDER SATISFACTION
 Engage stakeholder groups and create long-term value and satisfaction for our employees, contractors and clients.

CONTRIBUTION TO ESG TOPICS
 We help create a better future for professionals and a better planet for future professionals. We achieve this through People, Planet and Community.

IN ORDER TO ATTRACT AND RETAIN THE ASSETS, BRUNEL CONTINUES TO OPERATE:

| | |
|---|--|
| AS A SUSTAINABLE BUSINESS Generate profit and cash flow to ensure sustainable financial growth | AS A RELIABLE BUSINESS PARTNER Get things done Provide clients and projects the access to a flexible and specialised knowledge base in order to meet the rising global service demand and break down today's technical boundaries |
| AS A RESPONSIBLE EMPLOYER Accommodate specialists and professionals with pioneering assignments, competitive benefits and professional networks Take care all related administrative and operational processes so they can focus on advancing the skills that make them standout | AS A GOOD CORPORATE CITIZEN Respect fundamental human rights in the employment market and safeguarding ethical behaviour, it extends to cultivating future generations and giving back to society at large |





BRUNEL CONNECTS SPECIALISTS TO PIONEERING PROJECTS IN THE RENEWABLES INDUSTRY

Demand for renewables specialists is at an all-time high and forecasted to increase as the energy transition continues. The rapid growth of green hydrogen is one example of the sector's ability to innovate. Solar PV is experiencing significant capacity additions and could account for almost 60% of the renewables sector's expected growth and offshore wind is proving to be a resilient, long-term alternative to fossil fuels. The continued success of these new energy sources

depends heavily on a strong and stable workforce to oversee the operations long-term and continue to innovate further pioneering advances. Support is required globally, Brunel and Taylor Hopkinson are connecting specialists and logistically ensuring the right people are in the right place at the right time. The renewables industry's bankability is forecasted to continue towards 2050 and beyond and as such, the support required is key to the success of the future.

Organisational structure

Global and regional steering

The global leadership team is responsible for driving the execution of our strategy. Comprised of regional directors of our largest regions, as well as leaders in client management, verticals, human resources, marketing, IT, finance, and legal, the team reports directly to the board of directors, which includes the CEO, CFO, and COO. This transformation aims to ensure that our business can fully leverage its assets to execute our strategy effectively and position us for the next phase of growth.

We manage our business through 8 regional businesses, each supported by global functions in areas such as marketing, digital, finance, HR, sales, process, legal and commercial, and IT. The level of support and interaction between these businesses

and global functions is determined by market and client opportunities, as well as the scale and maturity of our regional business.

This operating model allows us to benefit from the strengths of both local-to-local relationships and corporate expertise, enabling us to stay agile and respond quickly to market opportunities as they arise.

| | Board of directors | | | | | | | |
|------------------------------|--------------------|-----------------|------------------|-----------------------|-----------------|----------|-------------------|------------------|
| Global and regional steering | DACH Region | The Netherlands | Australasia | Middle East and India | Asia | Americas | Rest of World | Taylor Hopkinson |
| Local ownership | Germany | | Australia | UAE | Singapore | US | Europe and Africa | Belgium |
| | Austria | | Papua New Guinea | Iraq | China | Mexico | The Netherlands* | Scotland |
| | Switzerland | | New Zealand | Oman | Japan | Canada | Denmark | Spain |
| | Czech Republic | | | Qatar | South Korea | Brazil | France | USA |
| | | | | Kuwait | Vietnam | Guyana | Italy | Taiwan |
| | | | | India | Thailand | Suriname | Norway | Singapore |
| | | | | | Malaysia | | Nigeria | |
| | | | | | Indonesia | | Albania | |
| | | | | | Myanmar | | Greece | |
| | | | | | Singapore (ICE) | | Israel | |
| | | | | | | | Romania | |
| | | | | | | | Spain | |
| | | | | | | | Mozambique | |
| | | | | | | | Poland | |

* Our Energy activities in The Netherlands are managed by the region Europe & Africa. The central hub for this region is based in The Netherlands.

Centralised support functions

Brunel has established a global infrastructure connecting all continents through regional hubs located in Amsterdam, Bremen, Doha, Houston, Rotterdam, Perth, and Singapore by sharing financial and commercial resources. This structure enables our commercial activities, business development, account management and recruitment to be fully focused on clients and candidates, while being supported by well-functioning regional hubs. This centralized model enables efficient and cost-effective operations, improves communication between employees and managers, and ensures effective risk management, internal control, and compliance activities.

| Board of directors | | | | | | | | | |
|----------------------------------|---|-------------------|-------------------------------|--------------------------------|---------------------------|------------------|-----------------------|--------------------------------|------------|
| Global support function | Global sales enablement | Global commercial | Corporate finance and control | Corporate legal and compliance | Global people and culture | Global marketing | Global IT and digital | Global capabilities enablement | Global M&A |
| Regional leadership | | | | | | | | | |
| Regional support function | Regional hubs – Amsterdam, Bremen, Doha, Houston, Perth, Rotterdam, Singapore and Glasgow | | | | | | | | |
| | Commercial team | Operations | Finance and control | HR | Marketing | IT | | | |

Business environment

Global business environment

The world around us is rapidly evolving, and to confront it we need to have a system in place to adapt to the changes and keep track of it. Employees

at different layers and in all the regions monitor key business environment indicators. The top seven indicators below are most relevant for Brunel's business worldwide.

| Indicator | Trends | Opportunities | Risks | Our response |
|--|--|--|---|---|
| Macro-economics and industry cycles | <ul style="list-style-type: none"> The global economy continues to face steep challenges, shaped by the lingering effects of three powerful forces: 1. The Russian invasion of Ukraine 2. Restore China economy 3. High inflation and rising interest rates Food and beverages and pharmaceuticals are sectors that are expected to be resilient, while the outlook for energy-intensive industries remains challenging | <ul style="list-style-type: none"> Drive growth above the economic cycle Additional opportunities when combining DACH/NL clients with other regions' infrastructure and experience Further build our contractor business | <ul style="list-style-type: none"> Business growth depends on the economy upturn in the European market Challenges of existing business models in meeting the demand for new products and services | <ul style="list-style-type: none"> "Risks, risk management and control system - Unfavourable macro-economic conditions/geo political situation", page 68 |
| Talent market | <ul style="list-style-type: none"> Labour market tightness likely to continue, despite potential increase in unemployment• Greater flexibility and mobility Non-traditional recruitment (e.g. sourcing through app-based or online talent marketplaces) becomes mainstream in response to workers choosing a non-permanent work status. Shortage of specialists and broader skills gap in engineering, manufacturing and technology sectors The shifting talent pool and changing employee experience Businesses are increasingly realising the value of a diverse workforce, from both productivity and profitability standpoints. | <ul style="list-style-type: none"> Leverage Brunel's global network to offer integrated global mobility service solutions Actively adopting technology to improve productivity Organisations shift to hiring people on a contract basis – with those contractors working remotely Boosting productivity and profitability through engagement strategies that drive cultural diversity in the workplace. Get smart and strategic to attract (and re-attract) contractors to our business as they have more choices when it comes to selecting the clients they work with and the framework in which they work. | <ul style="list-style-type: none"> Uncertainty in changing regulatory environment in local markets Fierce competition for highly-skilled talents and specialists | <ul style="list-style-type: none"> "Risks, risk management and control system - Human capital risk" page 71 |
| Client | <ul style="list-style-type: none"> Client pressure on margins Increased demand for flexible workforce Increased demand of global service providers Increased sophistication and agility Shift to total advisory. More specific service requirements | <ul style="list-style-type: none"> Increase the focus on strategic dialogues with existing clients to help them manage skilled, flexible workforce Brunel's expertise and proven service quality helps to identify customer pain points and win new clients | <ul style="list-style-type: none"> Increasing requirement on service speed and quality Stricter tender process to select suppliers and power in contract negotiation process Margin pressure and liabilities | <ul style="list-style-type: none"> "Risks, risk management and control system - Contract negotiation and management", page 75 |

| Indicator | Trends | Opportunities | Risks | Our response |
|--------------------------------------|--|---|---|--|
| Regulatory landscape | <ul style="list-style-type: none"> Complexity of regulations leads to specialisation pressure Adverse regulatory environment in local labour market regarding flexible labour and immigration policy Technology triggers the regulators to shape new game rules - e.g. to enhance privacy protection and raise a higher standard of the international companies' business practices Increased regulation to protect local labour markets | <ul style="list-style-type: none"> Strong culture of compliance and compliant operation Offer compliance as a service Participate in constructive social dialogue to find the appropriate in balance of regulations in our industry services | <ul style="list-style-type: none"> Direct impact on the costs of our clients Higher compliance risks and costs Reputational damage | <ul style="list-style-type: none"> "Risks, risk management and control system - Non-compliance with laws, regulations, local standards and codes", page 74 |
| Technology and digitalization | <ul style="list-style-type: none"> Candidate automation has not changed much in the last 5 years. Candidate & client journey automation is still in need to human touch. Staffing platforms burst into the mainstream Payroll platforms are growing – responding to the needs of globalisation of workforce, remote working, speed, accuracy and compliance AI races to the mainstream | <ul style="list-style-type: none"> Service solution innovation Develop digital recruiting Demand of new job profiles Automate repetitive and manual tasks to process documents, enter data, or take action on the use's behalf. | <ul style="list-style-type: none"> Digital disruption Rapid migration to digital technologies requires companies to accelerate digital capabilities to keep pace Security considerations could potentially slow down the pace of innovation Specific security and governance concerns are increasing as systems are becoming more integrated. | <ul style="list-style-type: none"> "Risks, risk management and control system - IT and digital risks", page 71 |
| Competition | <ul style="list-style-type: none"> Increased competition over talents Market consolidation and shake-outs with less competition from small players More competition from generalists and/or engineering procurement construction companies | <ul style="list-style-type: none"> Increase penetration rate of recruitment service in markets where Brunel has strong presence Innovation and client centric services | <ul style="list-style-type: none"> Margin pressure Quality of service Fierce competition for highly skilled talents and specialists | <ul style="list-style-type: none"> "Risks, risk management and control system - Competition", page 68 |
| ESG | <ul style="list-style-type: none"> Driven in part by regulation and in part by shifting market perception on what contributes to enterprise value, investors and other stakeholders are demanding that companies do more across all three environmental, social and governance (ESG) pillars. Government stimulus packages and "green deal" | <ul style="list-style-type: none"> Building a purposeful business, contributing to society and creating meaningful work Sharpen our corporate identity – why we exist and what we really stand for. | <ul style="list-style-type: none"> Traditional energy projects, such as upstream conventional energy projects falling out of favour as European banks are cancelling fossil fuel companies over ESG liabilities. | <ul style="list-style-type: none"> "Risks, risk management and control system - Unfavourable macro-economic conditions/ geo political situation", page 68 ESG, page 46 |

Key markets and outlook

Our local operations in the Netherlands and Germany are heavily influenced by macroeconomic trends. These markets primarily use macroeconomic trends as leading indicators. However, for other markets, we conduct additional analysis to gain a more accurate

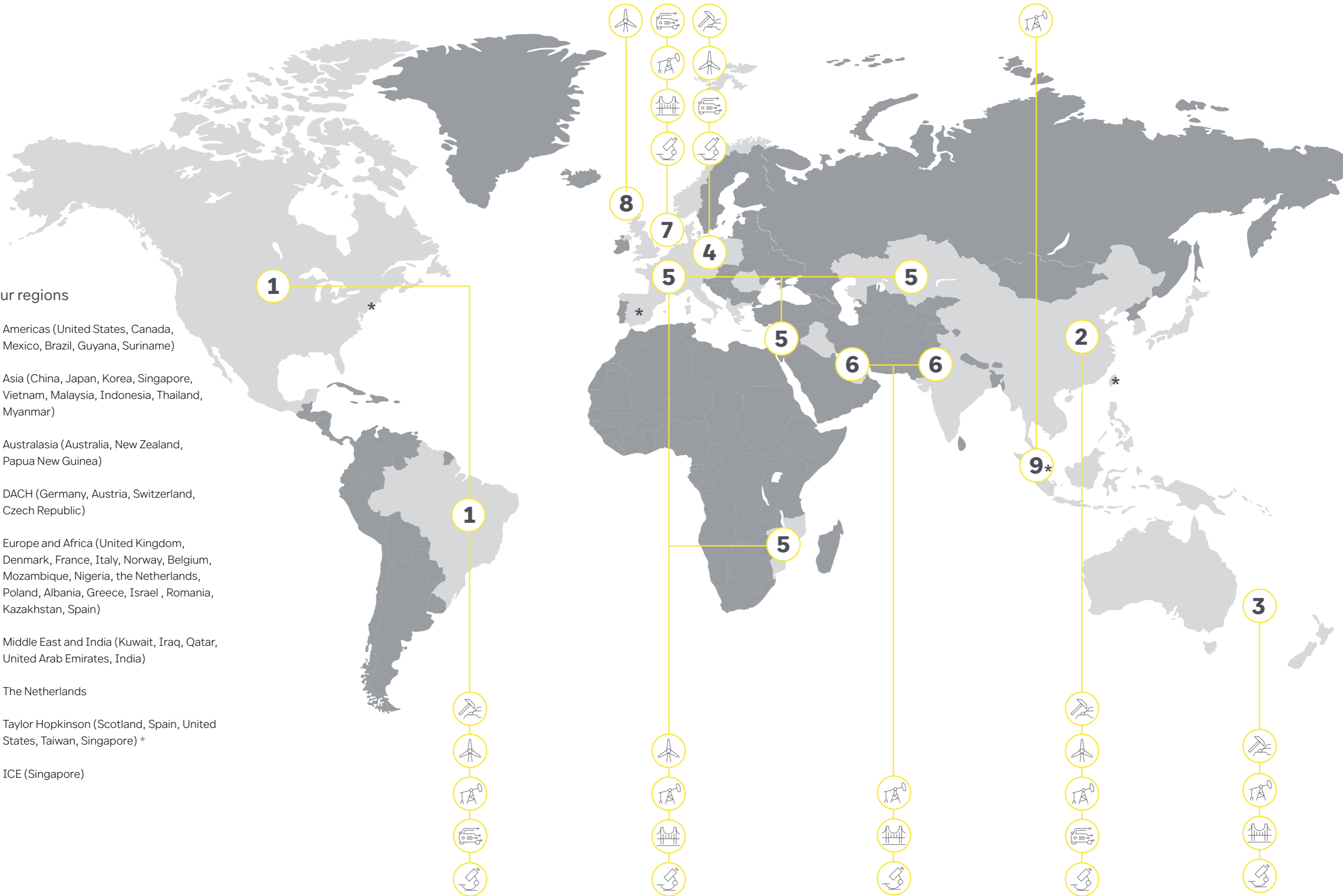
outlook. This includes analysing specific market indicators like capital investment and general business indicators. Brunel's diversification initiative has led to the growth and promising development of our Life Science market, resulting in its inclusion as a global vertical.

| Vertical | Key global themes 2023 |
|----------------------------|---|
| Conventional energy | <p>A confluence of several economic, geopolitical, trade, policy, and financial factors have exacerbated the issue of underinvestment and triggered a readjustment in the broader energy market. All three components of balanced energy equation—energy security, supply diversification, and low-carbon transition—are under severe pressure or facing a "trilemma" of concerns.</p> <p>The conventional energy industry has followed the investor mandate for measured investment and financial discipline, but this approach has reduced capital expenditures and contributed to the tight market seen in 2022. Meanwhile, the disruption of energy trade between Europe and Russia has driven global gas markets to new highs—reaching six to ten times US Henry Hub prices. Furthermore, the shortage of agricultural products for renewable fuels and supply chain challenges for low-carbon technologies have impacted the progress of energy transition. Although the immediate impact of this imbalance is high energy prices and record cash flows for conventional energy companies, how and where the industry will invest in the future remains uncertain.</p> <p>The conventional energy industry will likely enter 2023 with its healthiest balance sheet yet and with continued capital discipline. This could help companies overcome the energy underinvestment of recent years and help enable an accelerated energy transition. Mergers & Acquisitions reflect the wider trends in the market.</p> |
| Renewables | <p>Drastically lower production costs, growing concern around climate change, evolving global energy policies and increased pressure from investors on companies to adopt ESG polices are pushing renewables into the mainstream. Renewables used to just be the more sustainable—if more expensive—option. By 2023, they will actually make good business sense.</p> <ul style="list-style-type: none"> Wind power – 50% of investment 2023 is in offshore wind tech and projects Energy storage – 30% YoY growth in 2023 Clean tech investment soar - \$600 billion USD in global private investment 2023 Energy convergence – reducing carbon footprint diversify portfolios Solar power increases – surpassing a terawatt by 2023 |
| Life Science | <p>Inflation, talent, AI are top issues for Life Science industry. Talent is also expected to be a top issue for biopharma companies. Attracting the best and brightest (and retaining them) is expected to be an important issue in 2023. Other key focus themes are Growth New-Gen therapies, New Legislation, trust and Digital transformation.</p> |
| Mining | <p>After a tumultuous year for commodities in 2022 from extreme price swings to shifts in production and demand, the outlook for mining and metals is relatively more stable in 2023. Slowing global growth and still high levels of inflation will continue to threaten profitability in 2023 as the Russia-Ukraine war persists and input costs remain high. Tighter mining margins will lead to a reduction in exploration and new project capex. The energy crisis will remain in the spotlight for many markets, leading to a slower exit for coal. Mining companies will focus on the social aspect of miners' ESG strategies to mitigate mining opposition.</p> |
| Future mobility | <p>The future mobility sector is undergoing a significant transformation. Breakthroughs are happening such as the integration of advanced technology in vehicles, including connectivity and software-based systems, and even self-driving capabilities. Electric vehicles are becoming more prevalent and sustainability is increasingly prioritised. Here are some important trends to keep an eye on:</p> <ul style="list-style-type: none"> Creating sustainable, collaborative supply chains that improve resilience. Using AI and connected data to create agile business processes. Delivering personalized in-car and customer experiences. Embracing innovation with software-driven and autonomous vehicles. Designing new experiences in the metaverse that inspire, connect and empower. |

¹ This commentary is produced by Fitch solutions Country Risk and Industry Research and is not a comment about Fitch Ratings' Credit Opinions or Credit Ratings. Nor is any of the background obtained from, or in conjunction with, Fitch Ratings credit analysis.

Our regions

- ❶ Americas (United States, Canada, Mexico, Brazil, Guyana, Suriname)
- ❷ Asia (China, Japan, Korea, Singapore, Vietnam, Malaysia, Indonesia, Thailand, Myanmar)
- ❸ Australasia (Australia, New Zealand, Papua New Guinea)
- ❹ DACH (Germany, Austria, Switzerland, Czech Republic)
- ❺ Europe and Africa (United Kingdom, Denmark, France, Italy, Norway, Belgium, Mozambique, Nigeria, the Netherlands, Poland, Albania, Greece, Israel, Romania, Kazakhstan, Spain)
- ❻ Middle East and India (Kuwait, Iraq, Qatar, United Arab Emirates, India)
- ❼ The Netherlands
- ❽ Taylor Hopkinson (Scotland, Spain, United States, Taiwan, Singapore) *
- ❾ ICE (Singapore)





Stakeholders and material issues

Brunel's key stakeholders include employees, specialists, future professionals, clients, shareholders and society. We engage regularly with our stakeholders – through meetings, surveys, events and conferences.

During 2022, our stakeholder engagement plan focused on:

| WHO ARE OUR STAKEHOLDERS? | | | |
|---|---|---|--|
| Employees, Specialists and future professionals | Clients | Shareholders and financial institutions | Government, regulators, NGOs and local communities |
| WHAT ARE THEIR AREAS OF INTERESTS? | | | |
| Training, development and career opportunities | On time delivery and quality of services | Attractive and sustainable growth | Contribute to the economic and social develop in local community |
| Recognition, fair salaries and benefits | Reliable and value-adding partnership | Effective risk management and control environment | Create employment and be a major force in the economy |
| Open, collaborative, safe and healthy working environment | Proactive, relevant recruitment and project manpower advice | Responsible investment | Responsible approach to tax |
| Clear vision and direction | Availability of required skills | Environmental, social and governance (ESG) topics | High standards of ethics and integrity |
| Diversity & inclusion | Environmental, social and governance (ESG) topics | | Environmental, social and governance (ESG) topics |
| Job satisfaction and pride | | | |
| Job opportunities | | | |
| Job market information | | | |
| Environmental, social and governance (ESG) topics | | | |
| HOW WE RESPONDED? (through our strategic pillars and other frameworks) | | | |
| People and culture (page 37) | Capabilities (page 35) | Ownership (page 21) | Corporate governance (page 80) |
| Digital journey (page 42) | Sales enablement (page 42) | Capabilities (page 35) | Corporate social responsibilities (page 46) |
| Specialist community (page 35) | Quality, speed and efficiency (page 42) | Vertical diversification (page 33) | |
| | | Risk management (page 62) | |
| | | Performance (page 86) | |

Dr. André Busche-Rittich
Senior Software Engineer &
Data Scientist
Brunel DACH-CZ

André Busche-Rittich is responsible for the Big Data, Machine Learning and Predictive Maintenance department at Brunel Car Synergies in Hildesheim, Germany. His expertise in machine learning ensures time-efficient and cost-efficient maintenance by predicting problems early.

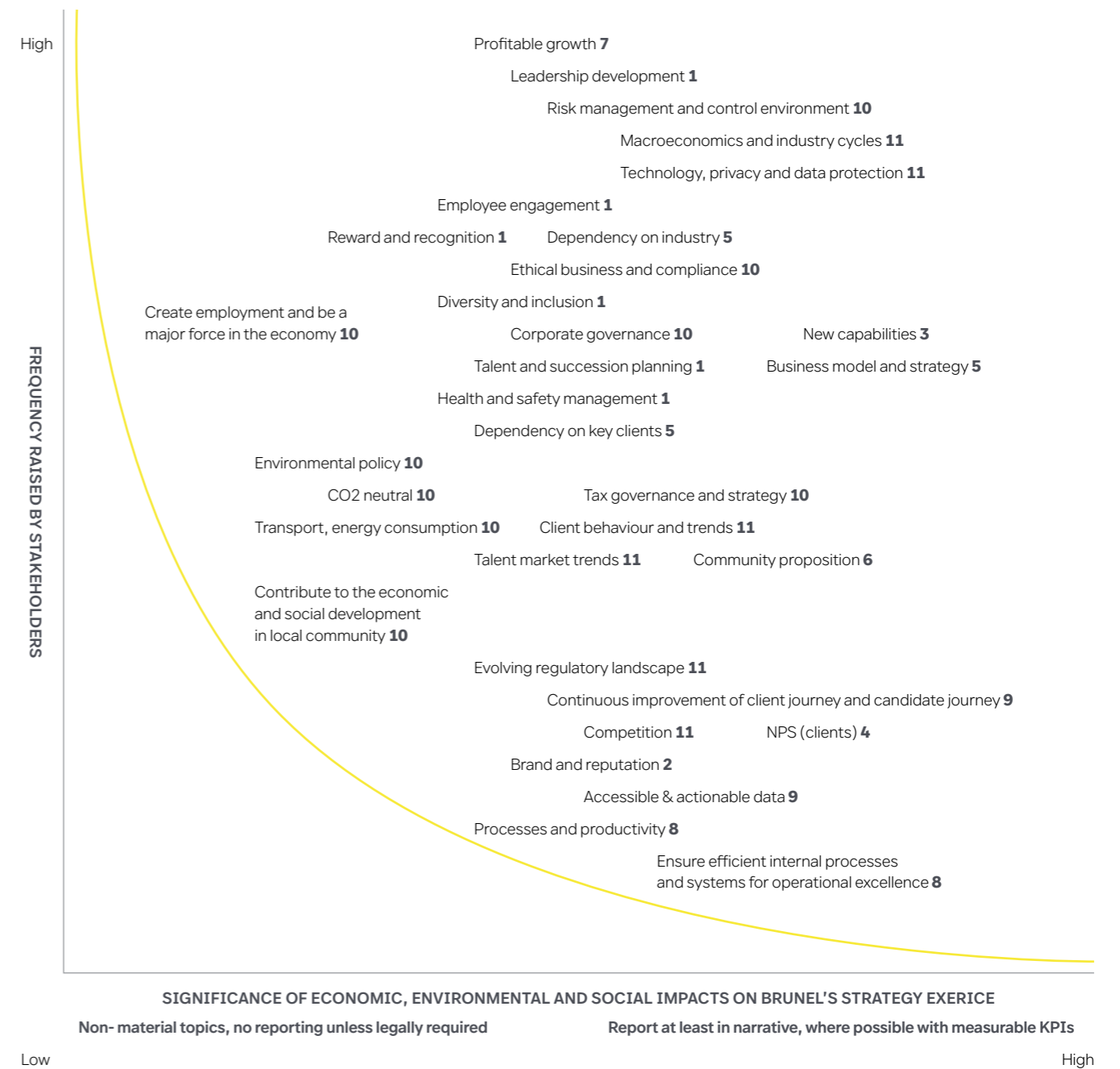


Materiality determination process

At Brunel, we begin our process of determining materiality by engaging with different stakeholders, understanding their expectations, and assessing their impact on our value creation process. This is accomplished through dialogues, interviews, and surveys, and is structured through programs such as the Net Promoter Score. Additionally, we consider relevant factors such as external business environment indicators, internal capabilities, and the impact of variables on Brunel's strategy execution and performance in the current and next business reporting cycles. During regular management discussions and business review meetings, we assess the importance of the identified matters on our strategy execution, future performance, and value creation. The matters that are most important are those with the greatest or potential long-term impact on Brunel's ability to create value, which we manage through strategic pillars.

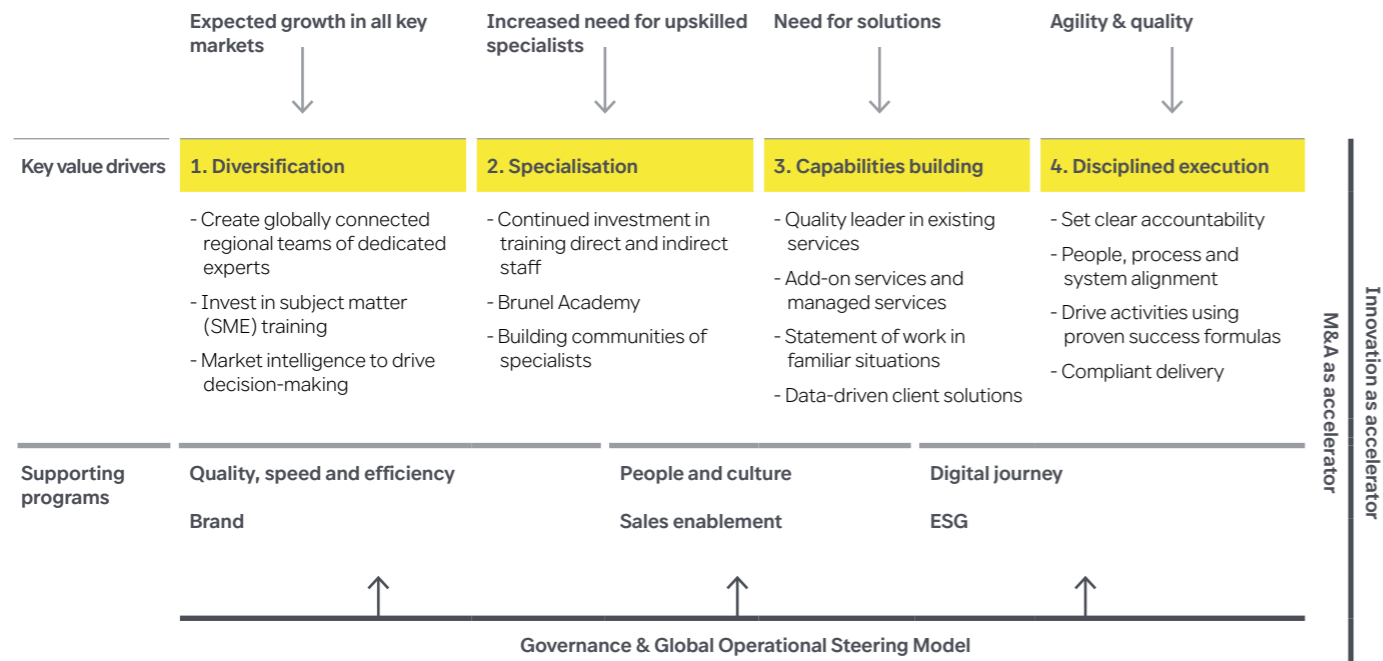
Materiality matrix and connectivity matrix

- | | | |
|-----------------------------|--|--------------------------------|
| 1 People and Culture | 5 Vertical diversification | 9 Digital journey |
| 2 Brand | 6 Specialist community | 10 ESG |
| 3 Capabilities | 7 Ownership | 11 Business environment |
| 4 Sales enablement | 8 Quality, speed and efficiency | |



Strategy overview

How do we achieve and secure success?



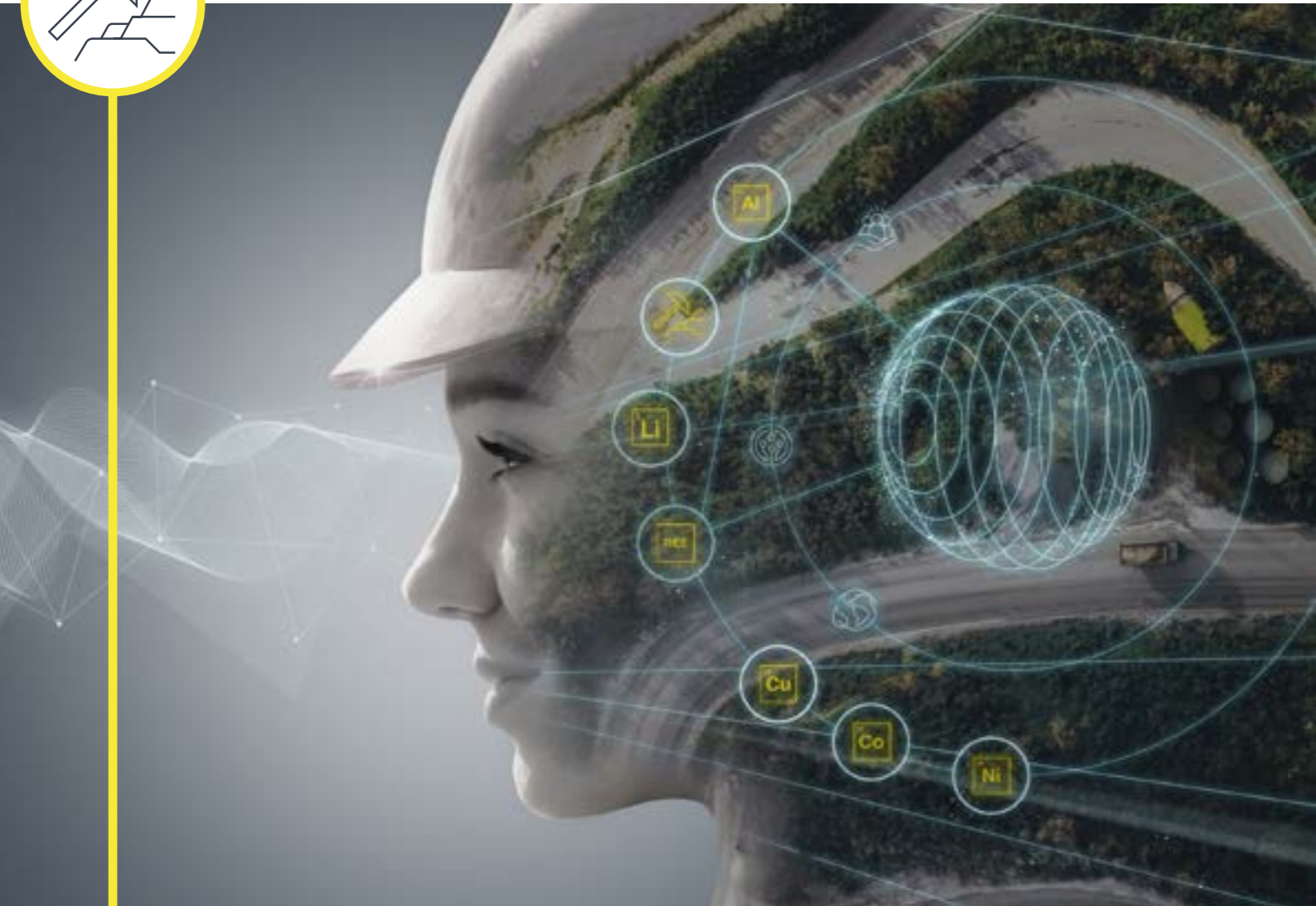
| How do we measure success? | Metric | Long term targets (2025) | Progress and results (2022) |
|--------------------------------|----------------|--|-----------------------------|
| Financial drivers | | | |
| | Revenue | Double digit growth | Page 86 |
| | GP% | YOY GP% growth in each region | Page 86 |
| | Rev/FTE | Higher billing rates each year | Page 86 |
| | EBIT/GP | Conversion ration > 30% in 2025 | Page 86 |
| Non – financial drivers | | | |
| | Nº Specialists | > 15,000 connected in 2025 | Page 15 |
| | Engagement | Client, contractor and employee > 8 (0-10) | Page 38 |
| | ESG | | Page 46 |

DIVERSIFICATION

We expand our business by entering selected market segments (verticals). By executing locally and connecting globally, we aim to achieve market-leading positions within our target markets. Utilising

our global infrastructure, we will reshape how Brunel connects to its market and capture a greater volume and diverse range of opportunities.

| Metric | Long term targets (2025) | Progress and results (2022) |
|--|--|--|
| Market Vertical selection and prioritization | Process in-place for selection of and investment in global and regional market verticals | * Both Conventional Energy vertical and Renewable Energy have achieved strong on-line presence both internal and external, e.g. social media KPIs. |
| Business model and strategy | Operating and governance model for each vertical | * Conventional Energy vertical contributes multiple clients to be selected as Strategic Global Accounts, followed by Renewable Energy vertical. |
| Clients and projects | Business development aligned with global and regional sales plans | * Tangible evidence of SME/thought leadership in traditional and online media is seen in both Conventional Energy vertical and Renewable Energy vertical |
| Marketing | Promote Brunel as thought leader within selected verticals. | |
| People | Opportunities for internal talent to become vertical SMEs | * The Life Science vertical has been elevated to a critical aspect of our global strategy, reflecting its strategic importance. We have revised its growth strategy, which will allow us to concentrate our efforts and drive growth moving forward into 2023 and beyond |
| SDGs alignment | | |



BRUNEL CONNECTS SPECIALISTS TO PIONEERING PROJECTS IN THE MINING INDUSTRY


The mining industry is going through a rapid transition to adapt and advance the future by developing more intelligent, more precision-focused and data-driven processes. The new era of mining will create a safer and more efficient industry. Sustainability is the goal and to achieve this; Brunel

specialists have become increasingly important to help design and implement innovative technology. Our specialists and our clients are working in partnership to accomplish solutions that will provide the materials to support the success of the energy transition.

SPECIALISATION

Our ability to attract the most talented specialists will form extensive and powerful communities, where like-minded people meet, knowledge can be shared and where innovative ideas emerge from everyday challenges. These communities will nurture, develop and encourage progression of talent. Combined with

our capability to connect the specialists to exceptional career opportunities in all the industries we cover, our communities will generate a strong gravitation, of leading talents and clients towards Brunel.

| Metric | Long term targets (2025) | Progress and results (2022) |
|---------------------------------|--|--|
| Selection of specialist profile | Job profile choice based on internal and external data | The Brunel Academy has been fully established with a focus on four core pillars. Different learning and development programs have been rolled out. |
| Community proposition | To attract and retain the selected specialists profiles | |
| Operating model | To create, organise and delight the community | |
| SDG alignment |  | |

CAPABILITIES BUILDING

A leading specialist within the chosen services that we provide. We are proud of the quality of service we deliver, and we are recognised by our customers and contractors for this. Our continuing focus on specialization provides us with a deep insight into the

market, allowing us to challenge our customers and make them more successful. This approach combined with our global network, positions Brunel as a valued partner to its customers.

| Metric | Long term targets (2025) | Progress and results (2022) |
|-----------------------------------|--|---|
| Capability selection and approval | Process for approval of new product or services | * A robust and simpler Capabilities 'Framework' created |
| New capabilities | Immediate access to data High value services Statement of work | * Acquisition of International Commissioning & Engineering (ICE); Business Plan created to enable rapid growth. * Global Recruitment Centre (India) support for Australia, Netherlands and USA |
| Marketing & Sales enablement | Easy access and understanding of the benefits that Brunel's capabilities bring | * Dedicated team to evaluate and develop further capabilities. |

DISCIPLINED EXECUTION

Disciplined execution is the relentless focus on executing strategy, keeping the momentum going throughout the year.


All three elements - people, process and system - must operate seamlessly in order for Brunel to develop into a truly successful and inspired enterprise.

| Three critical components | Metric |
|---------------------------|--|
| People | <p>FTE investments where opportunity is clear and outperformance is realized</p> <p>Talent development - constant improvement of (management) skills to drive higher level of specialism</p> <p>Improved training for onboarding, sales excellence etc.</p> |
| Process | <p>Disciplined governance and steering, to optimise performance and to capitalise on the growing economies and markets</p> <p>Full focus on quality of process and services through lean methodology</p> <p>Apply sales success formula's driving activities and improve sales/recruitment ratio's</p> <p>Drive conversion ratio's to industry standards</p> |
| System | <p>Optimize utilization of the capabilities of existing systems</p> <p>Leverage our full cloud system and data set up to drive improved sales conversion and financial conversion</p> <p>Improve basic sales and recruitment systems</p> |

PEOPLE & CULTURE

Brunel is powered by its talent. Individually accountable and collectively responsible, we are bound by a strong and recognisable culture and value set. We actively support and empower all our

employees to reach their full potential. Create a better future for professionals and a better planet for future professionals.

| Metric | Long term targets (2025) | Progress and results (2022) |
|------------------------------|--|---|
| Global people strategy | Induction Program, Sales Academy, Leadership Development, Digital Learning Library, Selection Assessments | Brunel Academy (page 40) |
| Leadership development | Using a Leadership Success Model, we build future leaders | Brunel Leadership Development Program 2022 (page 71) |
| Talent & succession planning | Bi-annual review cycle for all key positions. Fill 80% of all (senior) leadership positions with internal candidates in 2023 | Succession planning extends to Regional and Global Leader's direct reports (page 71) |
| Diversity | Being an inclusive organization, well represented and mixed in age, gender and cultural backgrounds | <p>Defined 4 key areas of diversity & inclusion (page 38)</p> <p>Increase in female leadership and management</p> |
| Employee engagement | Strong retention, satisfaction and pride. Engagement scores of 8+ | <p>NPS (page 38)</p> <p>Global company survey (page 39)</p> |
| Reward & Recognition | Fair compensation and performance-based payments | page 71 |
| HSE management | Providing a healthy and safe working environment | <p>Number and type of injuries, Number and type of incidents (page 55)</p> <p>Absenteeism rates 2022 (page 56)</p> |
| CSR policy - people | Creating a better future for professionals with a distance to the labour market like people with autism | page 45 |
| CSR policy - planet | Creating a better planet for future professionals - plan for zero CO2 commitment | page 52 |
| SDGs alignment |  | |

Social metric | CSR program pillar – Our people

Attracting and developing our people with the right skills remains a constant priority for Brunel. We believe that to meet our business goals and create long-term shareholder value we must continue to attract and retain the most talented through continuous learning and engage, motivate and support employee wellbeing initiatives. We continually seek ways to further embed diversity and inclusion through our culture, process and employee experience. Our updated CSR strategy chooses to focus on the following aspects:

- Education & Awareness to enable people with Autism to make meaningful work more accessible
- Build the Brunel Academy to develop our people and set industry standard
- Engage, motivate & support employee wellbeing through key initiatives

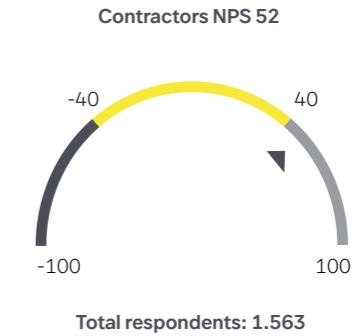
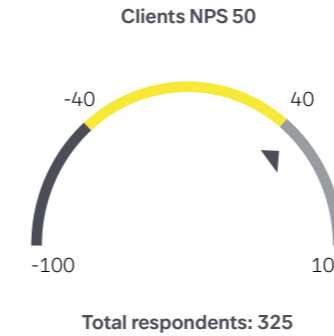
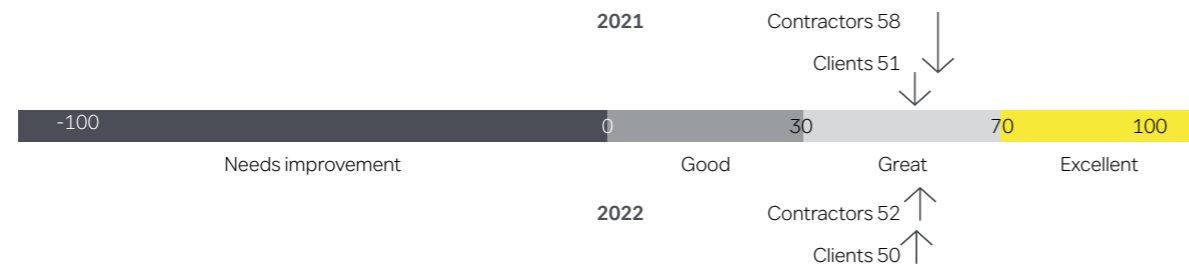
People & Culture performance dashboard 2022:

- Embed Diversity, Equity and Inclusion strategy to build a diverse and inclusive workplace

1. Female leadership and management

| | 2022 | | | | 2021 | | | |
|---|--------|-----|------|-----|--------|-----|------|-----|
| | Female | | Male | | Female | | Male | |
| | # | % | # | % | # | % | # | % |
| Global leadership team | 5 | 25% | 15 | 75% | 5 | 25% | 15 | 75% |
| Global leadership team's direct reports | 43 | 36% | 76 | 64% | 46 | 38% | 74 | 62% |

2. Global Net Promotor Score



3. Global Company Survey

| | 2022 | 2021 |
|----------------------------------|------|------|
| Participation rate (100% scale) | 88% | 90% |
| Engagement rate (10-point scale) | 8.1 | 8.1 |

Initiatives for recruiting diverse talent

Brunel aims to create and maintain a work culture that understands and promotes diversity and inclusion, which are essential elements for the success of Brunel and all its employees.

Brunel is working towards an organization where all (future) Brunellers feel empowered to develop and grow. At Brunel, we not only accept differences - we embrace them, support them, and thrive on them for the benefit of our employees, clients, and community.

In order to fulfil this challenge, Brunel has set the following goals:

- To provide employment to workers who are facing difficulties in finding work, with a goal of helping 50-75 candidates from this group find a job annually.

- To strive for a level of appreciation of the diverse and inclusive culture among employees of >8 in the employee satisfaction survey starting from 2024.

- To aim for at least 40% of senior management to be female by 2025.

This challenge will be developed into an action plan, outlining the objectives, investments, and approach. This plan will be presented to Diversity in Business within six months after the signing of the Diversity Charter.

Diversity council

Around the globe, our regions are forming their own Regional DIB Council. Our Americas and Australasia regions have already established committees for their regions and will support other regions as they build their committees.

The role of the Regional DIB Council is to provide representation from different backgrounds within the organization, who meet on a specific cadence to discuss what is being actioned on DIB, how it's working and providing advice on what to do. Our Regional DIB Councils will develop and execute their own Regional DIB Strategy aligning with the Global DIB framework set out in this communication.

Each Regional DIB Council will meet with the Board of Directors and Global People & Culture to discuss progress, actions and opportunities. Some regions we understand may require some time before a fully functional committee is set up, until such time, Regional HR will work closely with their Regional Management to adopt regional DIB goals. We aim to establish Regional DIB Councils in all regions by the end of 2023.

Unconscious bias training

Unconscious bias training is essential for Brunel as it promotes diversity and inclusiveness, improves decision-making, increases employee morale, enhances reputation, and drives innovation. By recognizing and addressing unconscious biases, employees can make objective decisions, feel valued and respected, and contribute to a diverse and innovative workplace.

The global leadership team completed unconscious bias training in late 2022, and starting February 2023, unconscious bias training will be a mandatory requirement for all Brunel employees. This commitment to reducing unconscious bias extends not only to our interactions with each other, but also to our business processes, including job descriptions, interviews, and other HR-related activities.

Training and Development Policy

The Brunel Academy has been fully established with a focus on four core pillars:

- Mandatory specialist training to establish a solid foundation for Brunel employees.
- Leadership development to cultivate the leadership that drives our strategy.
- A combination of essential competencies and fun activities to foster skill and knowledge growth.
- Functional and business expertise programs to enhance our employees' capabilities in high-demand competencies.

Our vision is to ensure Brunel continuously upskills our people to be "future-ready" by providing meaningful, impactful, and engaging first-class learning and development solutions for our specialists and employees.

Formal performance review/ feedback program to support career development

At Brunel, we believe in continuous employee development and growth. That's why we conduct employee performance appraisals twice annually to provide regular feedback and support for our employees. Additionally, we have established Personal Development Plans, Career Development Ladders, and various training programs to help our employees achieve their career goals. These tools and resources not only foster personal growth but also align our employees' skills and aspirations with the company's objectives and goals. Our commitment to providing comprehensive support for our employees' professional development demonstrates our belief in creating a positive work environment that fosters growth, innovation, and success.

Employee non-salary benefits

At Brunel, we understand that employee satisfaction extends beyond just salary compensation. That's why we offer a comprehensive range of non-salary benefits to our employees, designed to enhance their overall well-being and work-life balance. To accommodate the diverse needs of our global workforce, our non-salary benefits program is tailored to each region. Our regions have the autonomy to develop their own non-salary benefits packages, which may include but are not limited to education and training programs, insurance coverage, bike leasing options, sports activities, and discounts for cultural events.

Our commitment to providing a wide array of non-salary benefits demonstrates our dedication to creating a positive and supportive work environment for our employees. We believe that these benefits not only increase employee satisfaction but also contribute to the overall success of our company.

Employee wellbeing support

At Brunel, we recognize the importance of supporting our employees both inside and outside of the workplace. To demonstrate this commitment, we are implementing a number of programs aimed at improving their overall well-being. One example of this is the Global Employee Assistance Program (EAP) that has been introduced in Brunel Australasia for all direct and indirect employees.

The EAP is available 24/7 and offers qualified assistance to improve relationships, communication, mental health, work-life balance, and more. The program also covers a range of other issues such as addiction, grief, retirement, and elder care. Brunel fully subsidizes the EAP, ensuring that employees have access to these services at no cost. For those who require more specialized or long-term support, the EAP will assist in selecting an appropriate specialist or service.

Work-life balance

Brunel has adapted to the hybrid working trend by offering home office facilities and a flexible work schedule of three days in the office and two days from home. This flexible approach to work allows our employees to create a work-life balance that suits their individual needs and supports their productivity and overall well-being. It applies to jobs in which a hybrid working arrangement is possible without disruption to the delivery of our services.



OTHER SUPPORTING PROGRAMS

Quality, Speed and Productivity. With the Lean methodology embedded in our culture, our employees feel encouraged and empowered to continuously finding ways to improve our processes and adapt our way of working to the changing needs from our clients, contractors and candidates. Brunel deploys the latest technology to enhance productivity and service delivery. We measure our success, through proactive communication with stakeholders and where applicable, measuring ourselves against the market.

Digital journey. We aim to provide best-in-class journeys for our clients and candidates. Supported by market leading digital services we deliver a positive experience with every touch point. By mapping the digital journey of our clients we identify dissatisfiers we can improve their journey step-by-step.

Brand. Brunel is a powerful network of specialists connecting the most talented and experienced specialists with both present-day and pioneering projects. United with one goal: to deliver outstanding and intelligent solutions. Combined with our dedication to every single employee we pave the way for exceptional career opportunities.

Sales enablement. A sales enablement program has been set up with the purpose to equip our client-facing employees with the ability to consistently and systematically have a valuable conversation with the right set of customer stakeholders at each stage of the customer's problem-solving life cycle. In short, we help our sales operations to do their jobs better by giving them the training and tools they need to close deals. Sales enablement program is fully up and running for sales operations of the Strategic Global Accounts – companies which are industry shapers or leaders of their own industries. We provide them consistent high quality services and co-develop innovative solutions to tackle the workforce challenges they are facing through strategic and ongoing sales initiatives.



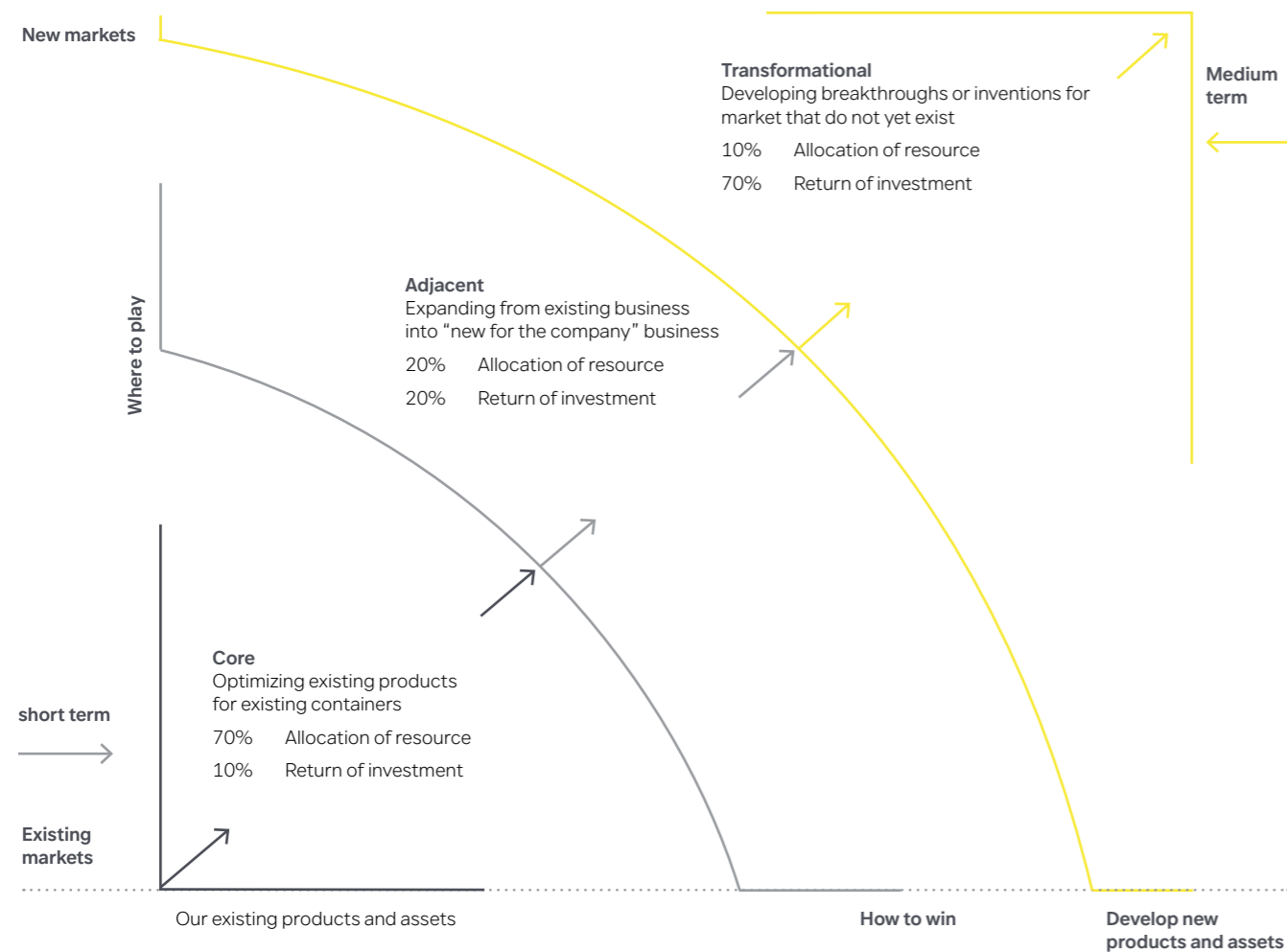
BRUNEL FOUNDATION'S 10TH ANNIVERSARY

In December 2022, the Brunel Foundation celebrated its 10th anniversary. After starting in the Netherlands, it went global in 2019 with a clear commitment to two focal issues: people and the planet. Together with its community members, the Brunel Foundation works towards a better future for professionals and a better planet for future professionals.

To celebrate its anniversary, the foundation organized Brunel's first internal auction – raising more than 14,000 euros that were donated to Seven Clean Seas, whose mission is to preserve the marine environment by ridding the ocean of plastic for good.

ACCELERATOR: INNOVATION

The focus of innovation for Brunel for the short term is to discover new services and business models close to our current service offering.



ACCELERATOR: MERGERS & ACQUISITIONS

We have an active M&A strategy in place to accelerate our strategy execution and we allocate our own capital to support it.

| M&A focus | Different reasons of acquisitions | Progress and results (2022) |
|---|--|---|
| Netherlands, DACH | Elevating Brunel's position to value-add partner in the Netherlands and DACH region through investment in high end consultancy-based engineering specialists which have high value, high margin and good reputation | * Two acquisitions completed successfully *Creation of internal M&A team supported by robust M&A process established |
| Accelerators in Renewables and Life Science | Accelerating diversification strategy and market penetration in core markets through adding renewables and Life Science companies, showing fast growth or with large market share who most likely will operate in multiple regions | *Research provided deep knowledge of target companies within our M&A focus areas |
| Value-add acquisitions in O&G | Investment in businesses that add both knowledge and provide increased capabilities to Brunel dual purpose of (i) Leveraging Brunel's O&G infrastructure and customer base (ii) Moving Brunel to a more value-add supplier and higher margin business. | *We are able to achieve a pipeline of opportunities |
| Opportunistic | We also don't eliminate other opportunities offering high returns that are not in the previous three categories. These types of targets usually are recommended by intermediaries or Brunellers. | |

Environmental, social and governance (ESG)

ESG journey

Brunel recognises ESG as the practice of considering material environmental, social and governance issues in the business process. We are encouraged to align with the ESG approaches that are most relevant to the Professional & Commercial Service industry and that best suit the strategy we manage. Brunel's ESG journey started from acknowledging the concerns about sustainability, i.e. environmental issues, labour issues and business decisions on how to not deplete the resources and how to keep our business on sound footing, followed by taking sustainability as part of Brunel's strategy formulation 2018 as the first key milestone. We have been following through on our sustainability promises by creating long-term value, i.e. maximising local employment opportunities to build local economic growth (page 58), pursuing transparent and responsible tax governance and strategy (page 59), respecting human rights (page 56).

Another key milestone in our ESG journey is creating an impactful sustainability strategy which covers the overarching social, environmental, and governance concerns in Brunel's policies, practices, and decision-making.

Our environmental commitment

Building a better planet for our future professionals

- We have successfully reached our goal to become a carbon neutral company. We have implemented an ambitious carbon reduction plan including four phases of Insight, Reduction, Offsetting, and Certification and identified several measures to further reduce our environmental footprint.
- Taking responsibility for the well-being of our

planet, we've made it our mission to support reforestation and help rid the world and the ocean of harmful plastic. To achieve this, we are supporting initiatives such as 'Trash 'n Trace' through the Brunel Foundation and have started growing the Brunel Foundation Forest. With currently 17,000 trees it is contributing to a better climate and greater biodiversity.

- Supporting our clients with their energy transition by connecting specialists to pioneering projects is part of our core business. By joining forces with Taylor Hopkinson, our diverse and global workforce will support the world's transition to sustainable energy.

Our social commitment

Build a better future for professionals

- Through continuous development, training and upskilling, Brunel provides job opportunities for specialists and prepares them for future challenges.
- Brunel creates a diverse, inclusive, and safe work environment that fosters belonging to ensure that everyone feels valued and heard.
- We positively impact the labour market for people with autism by helping them to unlock their talent and supporting them to find the right job through local autism projects and initiatives organised by the Brunel Foundation.

Responsible governance

Integrity and compliance define our leadership style

- Responsible governance is not limited to our own company and employees, and we acknowledge that it extends further to our clients, suppliers, candidates, the education sector, and society in general.
- We safeguard ethical behavior and are committed to maintaining the highest standards of integrity with a strong reporting framework to ensure full compliance with regional and national environment, social and governance legislation.
- It is our utmost priority to deliver the highest level of operational efficiency and the highest quality of services to clients, as well as the best career advancement opportunities for specialists.

In the meantime, we are fully aware that the corporate accountability is beyond implementing sustainability initiatives but also tracking their impact. In an effort to better calculate the results of our initiatives, we are moving towards more metric-based ESG criteria to track our social and ecological performance. This commitment will be executed through our updated strategy ('Strategy 2025").

In addition to measuring our own performance and direct impact, we also acknowledge that some of our clients operate in sectors with high environmental or social impact. Many of our clients in these sectors are progressively positioning themselves for the energy transition. We support our clients to take a role in transitioning to a low-carbon world by delivering the right skills.

To lead the way on the world's energy transition Brunel partnered up with Taylor Hopkinson, a trusted recruitment partner to renewable energy leaders that delivers market-leading solutions within the full life cycle of renewable energy projects. Together, we will create a diverse, global workforce that will support the world's transition to sustainable energy – vital if we want to deliver our net-zero ambition. By combining Brunel's extensive global footprint with Taylor Hopkinson's deep sector knowledge, network and track record, we can set a new benchmark for service and quality.



BRUNEL CONNECTS SPECIALISTS TO PIONEERING PROJECTS IN THE LIFE SCIENCE INDUSTRY

Life Science has always been a fast-moving and highly innovative industry, but as the world changes the need for more advanced and sustainable innovations increases. By investing in talented individuals and designing more efficient ways of working the industry will successfully deliver a new generation of life-saving and sustainable medicines, medical devices, diagnostics, and nutrition.

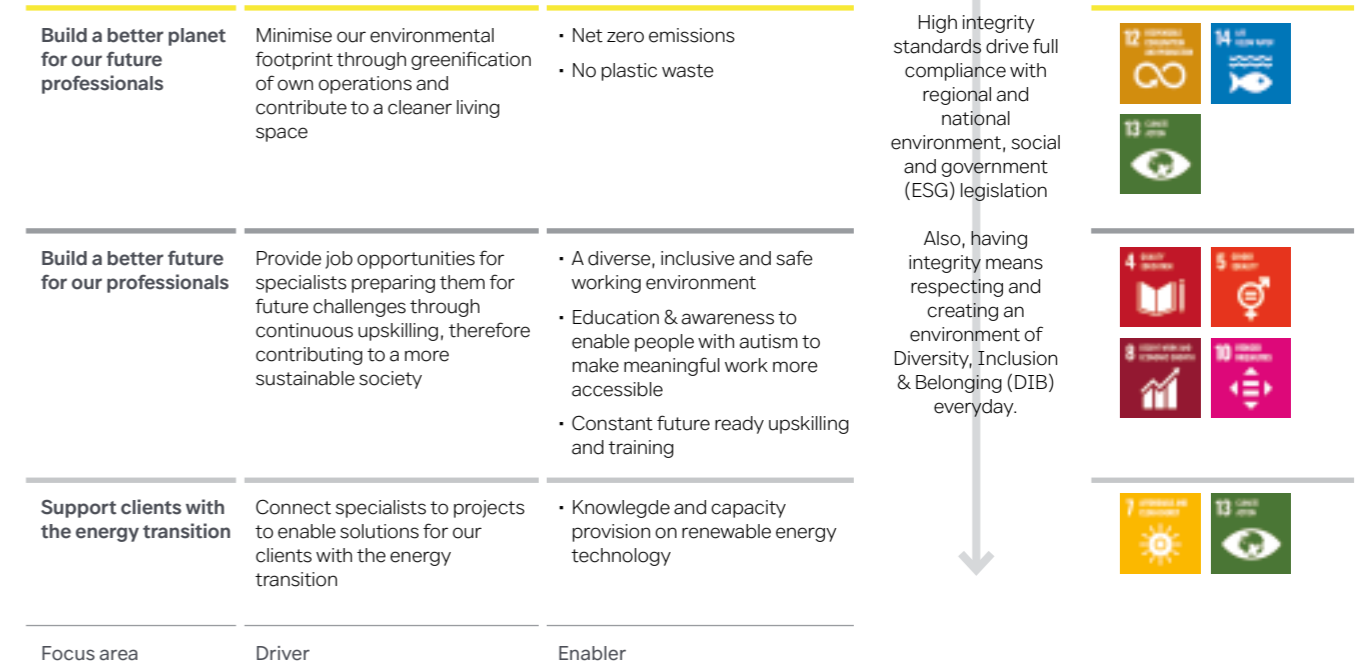
By minimising energy consumption and water usage, optimising production chains and executing sustainable methods of farming, today's specialists are preparing the industry for the needs of tomorrow. Brunel's network of talent is working across the globe, our strength to support the future lies in our ability to be able to identify and move the right talent to the right location.

ESG Framework

ESG commitment

Our sustainable business model aligns with the Sustainable Development Goals that have been set by the United Nations. These include, but are not limited to, ensuring sustainable consumption and production patterns, taking urgent action to combat climate change and its impacts, conserving oceans, and promoting lifelong learning opportunities.

Connecting Specialists



Brunel Foundation

The Brunel Foundation was founded in 2012 by Maritska Aarts and Femke Dijkstra, two passionate Brunellers who shared the goal of doing good together. It has grown into a global foundation that

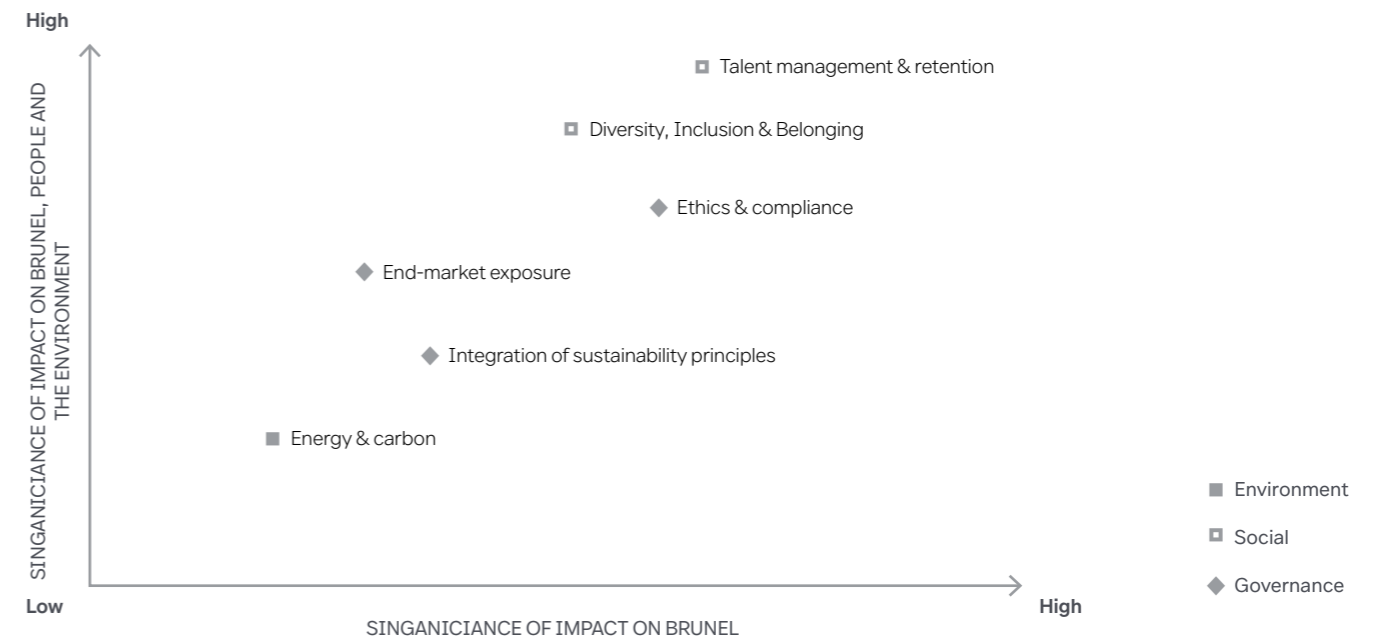
supports Brunel's ESG strategy and the UN Sustainable Development Goals, and continuously inspires us to positively impact the environment and contribute to a better society.

| People | Planet | Community |
|---|--|---|
| We build a better future for our professionals by positively influencing the labour market for people with autism. We raise awareness for people with autism by helping them unlock their talent and connect to the labour market. Creating awareness, educating, and mobilising our people to support a diverse and inclusive culture. | We build a better planet for our (future) professionals by helping increase environmental consciousness and inspire to build sustainable behaviours. This includes supporting the ecosystem through the growth of the Global Brunel Foundation Forest, as well as our Trash 'n Trace initiative to take action to reduce (plastic) waste before it reaches our waters. | We encourage our employees, candidates, clients, industries, and society to actively contribute to a more sustainable world. Creating engagement on all levels, bottom up, capturing and connecting passion, talent and intrinsic motivation. |



ESG themes

We recognise the following ESG themes in our industry and keep improving on ESG performance by tracking its related metrics.



| | Key themes | Metrics and topics | Reference |
|----------------------|--|--|-----------|
| Environmental | Energy & carbon | Carbon footprint | Page 52 |
| | | Percentage of electric cars in fleet | Page 52 |
| | | Electricity use from renewable sources (%) or renewable electricity production (MWh) | Page 52 |
| | | Energy consumption (MWh) | Page 52 |
| | | EU taxonomy regulation | Page 53 |
| Social | Talent management & retention | Leadership development | Page 71 |
| | | Absenteeism | Page 56 |
| | Diversity, Inclusion & Belonging | (near miss) incidents | Page 55 |
| | | NPS/employee satisfaction | Page 38 |
| | | Retention rate | Page 39 |
| | | Employee engagement | Page 39 |
| | | ESG criteria included in remuneration | Page 110 |
| Governance | Ethics & compliance | ESG policy | Page 46 |
| | Integration of sustainability principles | Anti-corruption/Bribery | Page 73 |
| | | Whistle-blowing | Page 74 |
| | End-market exposure | Code of Conduct | Page 63 |
| | | Health & Safety | Page 55 |
| | | Data protection & privacy | Page 58 |
| | Reduce exposure to the conventional energy industry | Page 33 | |
| | Sustainability as part of strategy – Brunel Foundation | Page 50 | |

Environmental metric | Addressing climate change

Given the potential for climate change to drive transformation across entire economic sectors, climate change plays an important role in our ESG. We retrieved insights into our own carbon emissions over the last year for which the main sources are our offices, road transport and air travel. In line with the

Greenhouse Gas Protocol, we collected the necessary data to calculate our own carbon footprint resulting in the figures below. Since the start of COVID-19 pandemic, our emissions has been considerably low due to travel limitations.

Emissions(tCO2e)

| Source | 2019 | 2020 | 2021 | 2022 |
|----------------|--------|--------|--------|--------|
| Offices | 2,200 | 1,700 | 2,109 | 2,011 |
| Road transport | 8,300 | 4,700 | 4,137 | 4,544 |
| Air travel | 9,600 | 3,900 | 4,233 | 9,482 |
| Total | 20,100 | 10,300 | 10,479 | 16,073 |

The Greenhouse Gas (GHG) Protocol splits greenhouse gas emissions into three scopes:

- Scope 1: all direct CO2 emissions caused by fuels that we ourselves purchase and consume (natural gas for office heating and the fuel for our company cars).
- Scope 2: indirect CO2 emissions from our operations (electric energy consumption).

- Scope 3: other indirect CO2 emissions from energy we did not personally purchase or emit directly, including commuting by our employees who have no company car and consumption by third parties from which we obtain services (such as air travel).

Emissions(tCO2e)

| Source | 2019 | 2020 | 2021 | 2022 |
|---------|--------|--------|--------|--------|
| Scope 1 | 9,180 | 5,280 | 4,753 | 4,974 |
| Scope 2 | 1,320 | 1,120 | 1,493 | 1,581 |
| Scope 3 | 9,600 | 3,900 | 4,233 | 9,482 |
| Total | 20,100 | 10,300 | 10,479 | 16,037 |

Following the GHG, our emissions can be scoped accordingly:

To drive down our own emissions, we have drafted a Carbon Reduction Plan outlining our actions to achieve net zero emissions. In coordination with all the offices in every region, we identified four main reduction measures that will be taken in the upcoming years:

- Electrification of the lease vehicle fleet
- Switching to green electricity to power our offices
- Reduced gas consumption through energy efficiency investments
- Behavioural change to reduce the need for air travel or use other forms of mobility.

Our aim is to realise all measures for all offices around the world. Nonetheless, we acknowledge that the context of every region is different and not every measure can be fully implemented in each region. The switch to green electricity is, for example, largely dependent on the availability of renewable energy and the charging infrastructure for electric vehicles is still in development in many countries.

Given the nature of our own operations, a complete reduction of CO2 emissions is impossible. Since our specialists work at local and international companies, where often they need to be physically present, business travel is responsible for a significant share of total emissions. To compensate for unavoidable emissions, we have developed an offsetting approach, through compensation projects. The offset portfolio consists of community-based, nature-based, and technology-based compensation projects resulting in net-zero operations from 2022 onwards.

Environmental metric | EU taxonomy regulation

The EU Taxonomy is a classification system for environmentally sustainable economic activities. The European Commission's action plan represents an important step towards achieving carbon neutrality by 2050. Article 8 Taxonomy Regulation plays a significant role in this plan with the objective to redirect capital flows towards a more sustainable economy. We recognise that the EU Taxonomy framework will develop over time. Given the urgency of the climate crisis, the Regulation currently prioritises activities with a large share of overall emissions and reduction potential, focussing on the energy, transportation, buildings and selected manufacturing sectors.

Brunel has taken the following steps to comply with the EU Taxonomy. It involved speaking with stakeholders, reviewing documents relating to the Corporate Sustainability Reporting Directive (CSRD)

and EU Taxonomy and identifying whether there were eligible activities. We have adopted the EU Taxonomy Annex and Compass as our main references.

Based on these references, Brunel had no business activities in 2022 that are EU taxonomy- eligible, as all of our economic activities consist of delivering people and workforce services to clients in Life Science, Renewables Energy, Conventional Energy, Infrastructure, Future Mobility, Mining and other verticals, but not doing construction, installation and engineering activities. As a responsible corporate citizen, in the long run we'd like to encourage our people moving from working on traditional energy solutions towards working on projects that are taxonomy-aligned and thus deemed the new sustainable energy solutions.



Passion for people

Yi Wang

System Engineer

Brunel Netherlands

After finishing the Operational Technology traineeship at Brunel, Yi Wang now works as a System Engineer. He works on positively impacting our future by making production standards more sustainable through automation and digitalization. The traineeship helped him develop his own vision and showed him how to realize it at different companies.



Governance metric | Health & safety

In 2022, we faced major challenges due to the COVID-19 pandemic, but with caution and consideration, we adapted our work style, learned from the pandemic, and improved our office equipment and hygiene. Our top priority is the safety of our colleagues, clients, and candidates and we strive to create a safe and healthy work environment, founded on the principles of care, trust, learning, ownership, and accountability.

All Brunel entities have implemented Health, Safety, and Environment (HSE) policies and procedures for emergency response, accident reporting, and incident management, and apply preventive measures for both our direct and indirect employees working with clients. Our HSE standards vary depending on country, sector, and job, so we engage with clients at an early stage to clarify their HSE laws and requirements, and apply client or sector specific standards.

During the pandemic, a global leadership committee was formed to monitor the COVID-19 impact and

make timely decisions, following WHO guidelines on travel restrictions and self-isolation. We have strengthened our global HSE(Q) Community by collaborating across borders on HSE topics and learning from each other.

In 2022, we revised our global Wellbeing, Health & Safety Strategy, setting our Mission to "continuously strive to create an environment that supports the wellbeing, health, and safety of our internal and external specialists." To support this mission, we have added several global process improvements to our agenda for 2023.

We continue to support remote work, while maintaining strong interactions with clients and candidates, providing HSE training and office hardware to create a healthy working environment, whether remote or on site.

Health & safety performance 2022:

1. Number and types of injuries

| All entities consolidated | Fatalities | Lost Time Injuries | Medical Treatment Injuries | First Aid Injuries | Restricted Work Injuries | Alternate Duties Injuries | Total Recordable Injuries |
|---------------------------|------------|--------------------|----------------------------|--------------------|--------------------------|---------------------------|---------------------------|
| 2022 | 0 | 7 | 17 | 47 | 4 | 0 | 28 |
| 2021 | 0 | 16 | 33 | 41 | 6 | 5 | 60 |

* First Aid Injuries are not included in the Total Recordable Injuries

We utilise the injuries and incident classifications which are commonly used throughout the world. In the event that Brunel is to report directly to a HSE Regulator or client then Brunel.

2. Number and types of incidents

| All entities consolidated | Near Miss Incidents | Equipment Incidents | Environmental Incidents |
|---------------------------|---------------------|---------------------|-------------------------|
| 2022 | 3 | 7 | 0 |
| 2021 | 9 | 5 | 2 |

3. Absenteeism rate for directs and indirects NL and Germany

Considering the different stakeholder requirements, companies' activities and safety related policies, the health and safety implementation in entities of Brunel Netherlands and Brunel Germany is relatively comparable. Therefore, we disclose the absenteeism (i.e. illness) rates of these entities.

| 2022 | Directs | Indirects |
|---------|---------|-----------|
| NL | 4.93% | 4.02% |
| Germany | 5.52 % | 4.11% |

Governance metric | Business Ethics – Respecting human rights

One of Brunel's core values is passion for people. We recognise our responsibility to respect the human rights of all stakeholders across our value chain. We are committed to actively assessing potential human rights impacts and taking action where needed to ensure our impact on everyone's life is as positive as possible.

As a group, we take into account the rights covering the eight fundamental human rights as identified by the industry -standard measures - International Labour Organisation (ILO) and elaborated on in the

ILO conventions. Brunel endorses all eight fundamental ILO conventions. Human rights are an integral part of Brunel's culture. Instead of managing human rights as a stand-alone issue, Brunel makes specific reference to comply with them in various Brunel policies, such as the code of conduct, equal opportunity policy, HSE policy, fitness for work and privacy policy. These policies are available on our intranet and in our employee handbook.

In this year's annual report, we report on the human rights most applicable to Brunel throughout this report:

| Human rights topics | Brunel's policies |
|---|--|
| Freedom of association and right to collective bargaining | <p>Brunel respects the right of its workers and employees to form and join organisations of their own choice, as this is an integral part of a free and open society. We also comply with countries' legal requirements.</p> <p>Brunel's operations vary in size, culture and industry. We have experienced different types of labour or industry union relationships. This means in some countries or industries, unions are more active than others. Therefore, we do not have a group policy but rather a general positive attitude towards trade union relationships. Based on mutual respect, Brunel is open to labour union activities, acknowledges the global rights of workers to form labour unions and join the labour union of their choice, and agrees to ensure union independence.</p> <p>To improve the quality of the working relationship and minimise conflicts, we respect employees' collective bargaining right and promote regular communication. For example, in Germany we have a trade union agreement in place and fully comply with the Equal Pay Act.</p> <p>In Australia, our local entity has formed enterprise agreements with various industries and workers unions under the Fair Work Act framework. These agreements include matters such as salary rates, employment conditions, consultation processes, dispute resolution procedures, and deductions from wages for any purpose authorised by an employee. The agreement implementation is a part of HR management plan specific to each project.</p> |
| Forced labour / modern slavery (including bonded labour) | <p>Within the company, applicable labour standards must be observed. Brunel and its business partners will not, under any circumstances, make use of forced labour, child labour, modern slavery or any labour in violation of the ILO conventions. Brunel has addressed this topic in its code of conduct. Brunel is determined to keep developing its approach towards preventing forced labour.</p> |
| The elimination of discrimination in respect of employment and occupation | <p>Brunel does not tolerate improper conduct such as discrimination, harassment and workplace bullying. Brunel monitors compliance with non-discrimination regulations, and no acts of noncompliance were discovered. Additionally, all employees are required to comply with policies, procedures, and systems of work including Brunel's equal opportunity, anti-discrimination, bullying and harassment standard. As a company one of our core values is a passion for people, the Brunel community is committed to equality and justice.</p> |
| Effective abolition of child labour | <p>We endorse the ILO principle of the effective abolition of child labour. This principle means ensuring that every girl and boy has the opportunity to develop physically and mentally to her or his full potential.</p> <p>In Australia, our local entity has formed enterprise agreements with various industries and workers unions under the Fair Work Act framework. These agreements include matters such as salary rates, employment conditions, consultation processes, dispute resolution procedures, and deductions from wages for any purpose authorised by an employee. The agreement implementation is a part of HR management plan specific to each project.</p> <p>Its aim is to stop all work by children that jeopardises their education and development. Considering that the business model of Brunel focuses on working with technical graduates and experienced employees, the risk of violating this principle in Brunel's business is very insignificant.</p> |
| Just work: living wage and social security | <p>As an employer, Brunel provides employment benefits including medical insurances, which cover the medical expenses, paid sick leave, annual leave and end of service benefits as required by applicable local laws. We offer life insurance to employees, accidental death and dismemberment insurance depending on specific assignments. We also provide additional benefits, not prescribed by law, such as return tickets to employees' base countries. In the Middle East, the majority of our employees are expats and they are entitled to such additional benefits.</p> <p>Brunel's business model targets highly educated or skilled workforce. Therefore, we offer competitive salaries in every country where we operate in, including India and countries in Africa and Asia. This contributes to offering our employees a high standard of living.</p> |
| Health and safety, security issues and conflict zones | <p>Security issues and conflict zones remain relevant in specific regions, such as Africa and Asia. High-risk areas are present in those regions, with (frequent) conflicts taking place. Brunel has policies and procedures to safeguard the security of our employees in these high-risk areas.</p> |

Governance metric | *Business Ethics – Data protection and privacy*

Privacy is a fundamental human right we respect. It is also an essential cultural element for Brunel to be a reliable business partner and earn the confidence of our people. Data is very relevant to Brunel's core business especially in the global trends of digital transformation and data-driven innovation.

Brunel commits to the GDPR standard as our guiding principles of data protection. Brunel has used the implementation of GDPR to strengthen our culture of privacy, for example, implementing policies and procedures to reduce human errors, actively monitoring data centre environment and maintaining it up-to-date. Moreover, we continue to raise the awareness of privacy risks among our employees when handling personal data in different business

processes ("IT and digital related risks" page 71). In 2022, we have reported zero data breaches.

ISO 27001 certification: Data Privacy & Cybersecurity

Brunel has a robust data privacy and cybersecurity framework in place, as evidenced by our ISO 27001 certification. This certification demonstrates our commitment to protecting sensitive information and ensuring the privacy and security of our stakeholders. Our certification has recently been renewed and will remain in effect until 2025, underscoring our ongoing commitment to best practices in data protection.

Governance metric | *Business Ethics - Local employment*

In some of our operating markets, there has been a focus on attracting existing local expertise and, where necessary, bringing in international specialists to train and develop the local talents of the future. Our operations in Kazakhstan, Papua New Guinea, Brazil and Thailand are good examples of maximising local employment opportunities to build local economic growth.

Governance metric | *Business Ethics - Tax governance and strategy*

At Brunel, we believe in maintaining a transparent and ethical tax policy as a fundamental aspect of doing business. Our tax strategy supports our overall business strategy of delivering stakeholder satisfaction and achieving sustainable growth. Alignment with Brunel's core value of integrity, which means adhering to both the letter and the spirit of external requirements from regulators and the law is monitored. We strive to demonstrate this level of corporate integrity in all of our actions and interactions with stakeholders, including customers, suppliers, employees, shareholders, regulators, and society. Our tax approach also takes into account our sustainability strategy, recognizing that the taxes we pay are a vital financial resource in achieving our sustainability agenda, which is updated in accordance with the framework of the United Nations Sustainable Development Goals (UN SDGs).

In the regular risk appetite discussions with both the Board of Directors and the Supervisory Board, global tax risk exposure and mitigating actions are also discussed, in conjunction with the reported compliance risks. Our tax strategy has been discussed and approved by the Board of Directors and reviewed by the Supervisory Board.

In line with our business operations, Brunel has a transparent tax structure and does not utilize tax havens (as defined by the European Commission's 'blacklist') for tax avoidance purposes. Complying with tax laws and paying our fair share of taxes is an essential component of our corporate social responsibility as it contributes to fostering economic growth in the countries in which we operate, particularly in developing countries. In addition to paying a substantial amount of corporate income tax, we also pay significant amounts in taxes such as wage taxes, withholding taxes, and value-added taxes. Given the nature of our business, wage tax is a

significant area for us in terms of both compliance and the amount paid.

As tax compliance is a crucial aspect of our service delivery, it is our policy to effectively manage associated risks and comply with all applicable tax laws, rules, and regulations. Transactions conducted between group companies located in different countries adhere to the Organization for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises and other relevant transfer pricing regulations. Our aim is to comply fully with both the letter and the spirit of the law.

To that end, we employ qualified and experienced tax professionals, implement appropriate tax policies and procedures, regularly assess tax risks as part of our risk assessment process, and apply tax risk management using the same policies, procedures, and controls that govern financial reporting risk management. We also engage reputable tax advisors at both the local and group level to provide advisory and compliance services. We strive to establish open and transparent relationships with tax authorities in all countries in which we operate to provide certainty with respect to tax matters and ensure compliance with regulations. Brunel and a tax authority may enter into consultation with each other on tax-related issues and subsequently conclude tax agreements. Such agreements create advanced certainty for Brunel and tax transparency towards the relevant tax authorities, in line with our tax policy, which requires us to act in line with the letter and spirit of the law. In the Netherlands, Brunel engages the Dutch tax authorities through regular meetings, calls, and correspondence, including discussing the potential tax impacts of future events such as business restructuring in advance. This constructive cooperation and real-time working approach results in transparency and faster and greater clarity on



Brunel's positions. To ensure consistency, our CFO monitors all significant dealings with tax authorities.

We comply with the OECD BEPS (Base Erosion and Profit Shifting) requirements, including preparing master files and country-by-country reporting. We recognize that external country-by-country reporting and local transfer pricing files provide greater insight

into our local tax contributions. The disclosures in our annual accounts regarding our corporate income tax rate and the actual corporate income tax paid reflect our tax policy execution.

Brunel published its tax strategy policy on www.brunelinternational.net.

Governance metric | *Business Ethics - Ensuring ethical standards and professional integrity*

Regular promoting ethical standards

Brunel conducts annual global employee surveys through the Meyer Monitor to assess motivation, strategy, diversity, inclusion, and business ethics as part of our commitment to regularly promoting ethical standards and accountability

Comment to professional integrity

At Brunel, we prioritize upholding professional integrity and ensuring compliance with ethical standards through our Compliance Policy and Speak-Up Line. These measures ensure that our employees are equipped to address any concerns they may have and maintain a culture of transparency and accountability. Our commitment to ethical behavior is continually updated with the latest standards to ensure that we remain a responsible and trustworthy organization. Any Speak-Up Line reports are taken seriously and discussed with the global board, with actions taken with respect and integrity.



Ancy George

Business Specialist

Brunel Middle East & India

Ancy George is a Business Specialist for a leading international communications company in Kuwait. As part of the CEO Strategy Support Team, she is adept at project management tasks. She works closely with the Planning, Cost Control and Virtual & Physical Tower Database Management Team for future-ready projects.

Risks, risk management and control systems

Strategic approach to risk management

The board of directors is responsible for managing the risks associated with Brunel's strategy and activities. Under the global and regional steering model, Brunel entities are responsible for identifying and managing risks, with support from the regional financial control function and the CFC department. The board of directors regularly reviews the risk management framework and assesses the company's top risks, and communicates and executes actions across different levels and functions within Brunel.

Brunel views risk management as a value-creating activity and aims to achieve long-term sustainable management of its business activities. The board of directors considers the ability to control strategic, operational, compliance, commercial, financial reporting, and financial risks crucial for achieving our targets and ensuring the continuity of the company. As the business context evolves, the board of directors re-evaluates Brunel's risk appetite annually to align with the strategy and re-assesses key risks that may impact the achievement of this strategy.

In particular, the company continues to strengthen its fraud risk management in light of the global increase of online business, payments, and data breaches. Identified fraud attempts in our business include phishing emails, impersonation, hacking, and

identify theft. The board of directors has implemented an incident reporting procedure and discussed this topic in-depth during the annual controllers meeting. IT security measures and other control measures (e.g. raising employee awareness) to minimise the fraud risk are key components of the updated Brunel IT strategy. The risks of internal fraud have also been discussed extensively during the annual financial controllers meeting, with a focus on internal controls required to prevent fraud.

The board of directors discusses Brunel's risk management framework and company risks with the audit committee, the supervisory board, and the external independent auditor annually. During this reporting cycle, the board of directors has not identified any material risks or uncertainties that are relevant to the expectation of Brunel's continuity for the period of twelve months after the preparation of this report.

Align risk appetite and strategy

The board of directors defines the risk appetite of Brunel, i.e. the level of risk that Brunel is willing to take in order to achieve its objectives, and sets the risk appetite by our strategy, code of conduct, company values, authority schedules and policies. The following risk categories fully align with Brunel's strategy, mission, vision and core values.

| Risk category | Risk description | Risk appetite |
|-----------------------------------|---|----------------|
| Strategic risks (S) | Risks which affect or are created by Brunel's business strategy and could affect Brunel's long-term positioning and performance | Low - moderate |
| Operational risks (O) | Risks which affect Brunel's ability to execute its strategic plan | Low - moderate |
| Compliance risks (C) | Risks of non-compliance with laws, regulations, local standards, Brunel's code of conduct | Zero tolerance |
| Financial and reporting risks (F) | Risks include areas such as financial reporting, valuation, currency, liquidity and impairment risks | Low |

Tying risk management to strategy and performance

Brunel has implemented the revised guidance of COSO ERM – Integrating Strategy and Performance, in order to integrate Brunel's risk management system further in the normal business processes and activities, including the mission, vision and core values. In the last reporting cycle, we followed the framework to improve our own practices in five interrelated aspects, namely: governance and culture; strategy and objective setting; performance; review and revision; information communication and reporting.

1. Governance and culture

Effective governance and culture are essential for effective enterprise risk management. As a company listed on the Amsterdam Stock Exchange, Brunel adheres to the guidelines of Dutch law and the Dutch Corporate Governance Code for good corporate governance. Our risk management is integrated into our governance structure, resulting in a widely accepted code of conduct, a whistleblower procedure, compliance training for new employees, refresher courses for existing employees and on-the-job training programs.

Effectiveness and compliance with the code of conduct are primarily determined through:

- Periodic activities conducted within the internal control framework
- Reports received through the whistleblowing process
- Checks included in standard operating procedures, such as the contracting procedure

The results of these activities are reported to the board of directors, and any violations are reported to the relevant corporate departments for follow-up in line with relevant policies. The board of directors is

accountable and responsible for risk oversight and possess the necessary skills, experience, and business knowledge. Periodically, the board of directors, along with a controller from CFC if needed, visit the operating companies to facilitate complex decision-making, control financial progress and monitor the realization of business objectives. In 2022, we returned to the normal level.

2. Strategy and objective setting

The Board of Directors plays a crucial role in ensuring that Brunel's risk management framework, strategy, and objective-setting are integrated seamlessly into the strategic planning process. During the strategy execution phase, the updated risk appetite statement serves as the foundation for identifying, evaluating, and responding to risks.

3. Performance

Brunel is committed to identifying all possible internal and external factors that may affect the execution of the strategy. This risk identification process includes risks arising from changes in the business environment.

Regular discussions on key risks and risk assessments are held by the Board of Directors with Brunel's global leadership team, corporate and regional controllers, and regional management. Additionally, various cross-functional meetings, business review meetings, and budget meetings with division leadership contribute to assessing the potential impact and likelihood of identified risks. With this information, Brunel is able to determine how to manage its risks and choose appropriate risk responses such as avoidance, acceptance, reduction, and/or sharing. The risks listed in this section are the main, material and company-specific risks. The set of actions that Brunel has developed is aligned with our risk appetite.



4. Review and revision

The review and revision component of our risk management process focuses on monitoring performance. By effectively monitoring risk management, we gain insight into the relationship between risk and performance. All Brunel entities are required to comply with general policies, rules, and procedures designed to control risks.

5. Information, communication, and reporting

Communicating our internal risk management and control systems throughout the organization is an

ongoing process. Effective communication also occurs at all levels of the organization, both upward and downward as well as laterally. Each year, Brunel's financial community holds an international meeting, attended by the CFO, CFC department, and all regional financial controllers, to discuss best practices and the latest developments in financial management and internal controls, and to implement action plans throughout the group.

The established policies, procedures, control, and monitoring activities include, but are not limited to the following:

| Risk category | Key risks | Monitor and control |
|-------------------------------|---|--|
| Strategic risk | <ul style="list-style-type: none"> Unfavourable macro-economic conditions / geopolitical situation Competition Dependency on key clients | <ul style="list-style-type: none"> Strategy updates Annual business reviews |
| Operational risk | <ul style="list-style-type: none"> Human capital risk IT and digital risks Productivity | <ul style="list-style-type: none"> Uniform IT systems Contracting procedures Weekly KPI reporting Monthly management reporting Quarterly business reviews Site visits Insurances |
| Compliance risk | <ul style="list-style-type: none"> Compliance Contract negotiations and management Tax | <ul style="list-style-type: none"> Reporting and disclosures Legal counselling Anti-bribery and corruption policy and training Training Contract approval policy and procedure Internal control via business control |
| Financial and reporting risks | <ul style="list-style-type: none"> Financial reporting Financial risks | <ul style="list-style-type: none"> Uniform IT systems Accounting and control manual Internal control via business control CFC department Monthly reporting Quarterly reviews Treasury Audit |
| Fraud risks | <ul style="list-style-type: none"> Internal fraud risks External fraud risks | <ul style="list-style-type: none"> Internal control Awareness |



BRUNEL CONNECTS SPECIALISTS TO PIONEERING PROJECTS IN THE INFRASTRUCTURE INDUSTRY

Infrastructure is a key driver for the growth and future of the planet. The infrastructure needed today to support a globally sustainable landscape is vastly different to traditional infrastructure. Investment in low-carbon projects to minimise and reverse the impact of climate change is already successfully being implemented. New age railway and transportation projects are significantly reducing the number of carbon-emitting vehicles. Government investments in low carbon projects have accelerated from 3% to 51% in recent years and now heavily outweigh the investment in

conventional infrastructure projects. The challenge to renew, replace and implement more innovative infrastructure lies in the ability to continually design and complete projects in a safer, cleaner, and more efficient manner. To do this requires specialist individuals with the experience and vision to constantly push the boundaries of technology to the next level. In today's market these kinds of individuals are scarce, Brunel has the capability to identify the right people ensuring that client projects proceed without delay.

Top risks and risk trends

To effectively control our current environment, Brunel assesses residual risk, which is defined as the level of risk remaining after existing risk response plans are implemented. The impact of residual risk could include a material direct or indirect adverse effect on Brunel's business, operations, volumes,

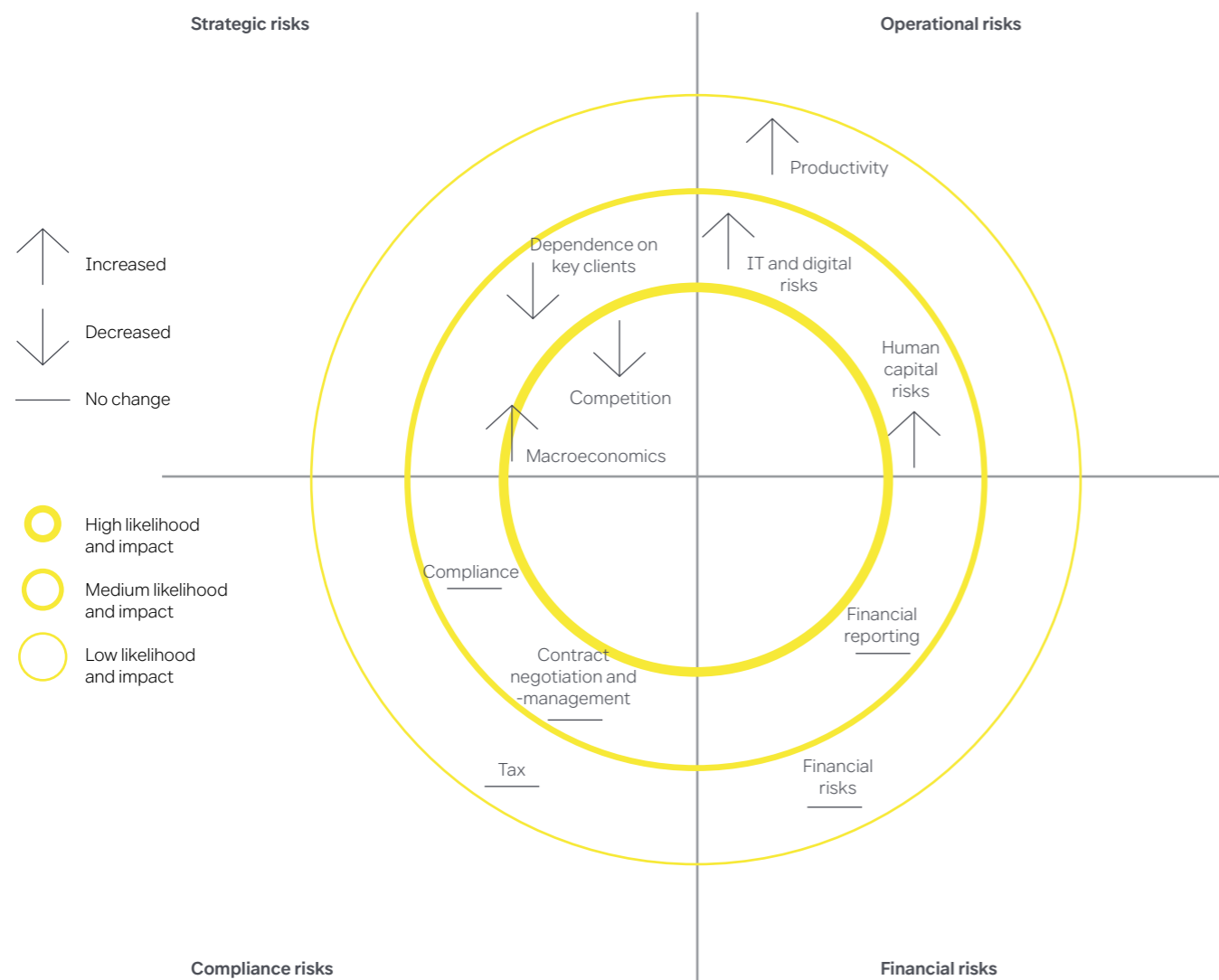
financial condition, performance, reputation, and/or other interests. On page 64, we identify and discuss our top company-specific risks and the trends of residual risk assuming our risk response plans are fully implemented. These risks and response plans are not exhaustive and may require adjustment from time to time.

Strategic risks monitoring and control

Our results of operations could be adversely affected by unfavourable macro-economic conditions and geopolitical situations in our main operating markets and globally. Competition in the various industries in which we operate and high dependence on key clients and cyclical industries could reduce our profitability and result in a decrease in our market share. We are fully aware of these risk factors when formulating and executing our business strategies. Therefore, we regularly update our strategies and review established strategies for each of our operating units annually to ensure that the performance of the business is in line with the plan and that financial and operational reporting procedures are in place.

Annual business reviews: Brunel reviews all businesses at least annually during the budget cycle. With support from the CFC department, all entities prepare their own budgets. The board of directors discusses with local management their business strategy, budget planning, and the main opportunities and threats for achieving the budget. After approval by the supervisory board, the budgets serve as a basis for setting local management targets. The board of directors maintains a list of key performance indicators that are relevant to executing Brunel's strategy successfully.

Residual risk trends



Strategy updates: The Global strategy update ("Strategy 2025") was completed in early 2021 and communicated on the Capital Markets Day. The update reintroduced Brunel's nine strategic pillars to secure baseline success and announced two strategic ambitions (M&A, service innovation) to accelerate growth. In addition to re-evaluating Brunel's operating environment and conducting a SWOT analysis, the Board of Directors has also re-assessed key risks that may impact the achievement of this strategy, adjusted risk appetite, and risk mitigation measures.



| 1. Unfavourable macro-economic conditions / geopolitical situation | 2. Competition |
|--|---|
| Risk description | Risk description |
| Unfavorable macroeconomic conditions and an inability to manage them negatively impact Brunel's business growth and margins. Adverse local economic, political, and social conditions can result in lost sales, missed opportunities, increased costs, threats to employee health and safety, and increased risk of non-compliance. Changes in environmental policies or regulations can also affect our clients and may result in project delays or cancellations. | Actions of existing international and local competitors or new types of competitors on segments of Brunel could impair the organisation's competitive advantages and could negatively affect the financial performance. |
| Key aspects: | Key aspects: |
| <ul style="list-style-type: none"> • Dependency on countries • Russia – Ukraine conflict • More major economies falling into recession • Higher inflation, slower growth and rising debt servicing costs will disrupt domestic policy making and increase political tension. • Rising expectation around ESG • Climate change and energy transition | <ul style="list-style-type: none"> • Margin pressure – intense competition puts pressure on our margins • Service delivery – competition will try to match and beat our service quality • Reputation – reputational damage for Brunel will drive our clients towards our competitors • Disruptive technologies/business models – increasing use of social media for recruitment and a trend towards outsourced recruitment models, with associated margin pressures, can also adversely impact |
| Key mitigating measures | Key mitigating measures |
| <ul style="list-style-type: none"> • Diversification and Capabilities Building: Brunel diversifies our services, acquires new clients and expands into new locations with promising business opportunities. In 2021, we completed the acquisition of renewable recruitment specialist Tailor Hopkinson, which has greatly enhanced our position in the renewable energy sector. We have also partnered with ICE in 2022 to provide commissioning and start-up services and added RPO solutions. We aim to maintain flexibility in our global cost structure by managing the mix of contractors and employees. • Price Negotiation: All regions have implemented programs to raise prices with customers. • Cost Structure Flexibility: To minimize downside risks from adverse economic conditions, we manage the mix of contractors and employees and offer temporary contracts for new hires. | <ul style="list-style-type: none"> • Identify Differentiators: Our sales teams are aware of margin pressure from competitors and are implementing measures to reduce competition risks such as focusing on core disciplines, service speed, and sourcing global talent. Our strong cash position and financial strength also sets us apart from competitors. • Improve Commercial Management: Commercial teams have been set-up per region to act as vocal points of contact for tenders and we have improved our contract approval process, risk analysis and assessment process, and inter-company procedures. • Margin Analysis: We use margin analysis as a decision-making tool on project and sales team levels to maximize profits. |
| Change in risk ↑ | Change in risk ↓ |
| In general, while the economic impact of Covid-19 has been waning, the Russia-Ukraine conflict has prevented full global economic normalization and impacted growth across several industries. | Our regions have seen reduced competition due to Brunel's service differentiations, quality, and capabilities. Brunel's global connectivity and innovative solutions set us apart from our competitors. |
| Link to strategy | Link to strategic pillars |
| <ul style="list-style-type: none"> • Capabilities • Diversification • Sales enablement | <ul style="list-style-type: none"> • Capabilities • Diversification • Sales enablement |

Operational risks monitoring and control

Our ability to attract and retain qualified employees is critical to our success. Inability to do so could harm our business and inhibit our ability to operate and achieve growth. Improving productivity is also crucial and any failure to do so could have an adverse effect on our results of operations. Information

technology systems are an essential component of our operations and any cyberattacks, systems failures, or other disruptions affecting these systems could have a negative impact on our business. The board of directors meets with the management team of each operating unit on a monthly basis to discuss performance. The agenda includes financial and operational performance, forecasts, risk management, and progress made in achieving



Eric Spoor
Commissioning and Start-Up Manager
Brunel Americas

Eric Spoor is a Brunel contractor currently working as a Commissioning and Start-Up Manager for an LNG (Liquefied Natural Gas) client. Eric, originally from the Netherlands, has been working around the world in the energy field for 36 years and has been with Brunel in the United States for 2 years.

3. Dependency on key clients

Risk description

The growth of Brunel's business depends on key clients and their willingness to continue working with us. Key considerations include:

- Client Dependency: A significant portion of our business comes from a small number of large clients, and the loss of one of these key accounts would have a significant impact on our business.
- Complacency: In the past, a large part of our business was "given" to us by large accounts, which may have led to a complacent culture and increased dependency on key accounts.

Key mitigating measures

- Strategic Global Accounts: We are enhancing our capabilities in providing added-value services and improving customer loyalty by proactively guiding projects and focusing on a group of strategic global accounts from different industries. These accounts have dedicated resources for account management.
- Diversification Strategy: To reduce our exposure to the conventional energy industry, we are developing expertise in multiple industries such as renewable energy, future mobility, mining, infrastructure, and Life Science.
- Increase Brand Awareness: To attract new clients in new industries, we are increasing Brunel's brand awareness through research, online client social media campaigns, and focused initiatives in chosen regions and industries.

Change in risk ↓

Our diversification and sales enablement strategy has been effective during economic downturns, but we need to continue to improve our execution capabilities.

Link to strategic pillars

- Capabilities
- Diversification
- Sales enablement

strategic goals. Monitoring and controlling operational risk factors is integrated into the monthly control cycle.

Reporting: We use various tools to assess our growth, productivity, profitability, working capital and cash flow as part of our planning and control cycle. Key Performance Indicators (KPIs) are used to measure and monitor performance against budgets, forecasts, the previous year, and our strategic goals. We have various reports in place to maintain full insight into performance and strategy execution.

Uniform IT systems: Brunel has established a centralized IT infrastructure and unified applications for key business processes worldwide. This global

setup ensures that all commercial and compliance information is stored and accessible in a secured Cloud environment. Key business processes are connected through customized system interfaces, enabling us to replace manual controls with automated controls. The IT organization also emphasizes the segregation of duties across all IT functions, further enhancing Brunel's internal control system when managing third-party related potential financial risks. Our IT infrastructure is regularly reviewed to ensure it has the capacity to cope with a major data or system loss or security breach. We continue to invest in software and penetration testing to mitigate these risks. As part of the annual audit of the financial statements, we request our external independent auditor to perform audit procedures over cyber and IT security.

Contracting procedures: In each region, the appointed risk manager monitors regional and local contracting procedures. The risk managers, who usually have rich experience in contracting, client requirements, and compliance with tax and other legislation, review all agreements or binding offerings to determine the risk factor. The risk depends on a number of factors such as margin, location, services, and insurance requirements. Every high-risk contract is reviewed by the global commercial team (which includes corporate legal) and must be approved by the global commercial director. The global commercial director reports to the board of directors on significant and high-risk contracts at least on a monthly basis. The global commercial team meets annually to share knowledge with each other and discuss commercial-related topics.

Insurances: Brunel has an insurance manual in place, including insurance policies in the fields of employment relationships, liabilities, and business continuity. We regularly review insurable risks and our insurance policy coverage.

4. Human capital risk

Risk description

The main risk is that we are unable to create successors for key personnel in management positions due to a lack of focus on succession planning, a small top management team, and a shortage of qualified managers within the organization. This could limit our ability to grow as we would only be able to manage our current business. This risk also includes employee engagement, talent development, skills availability and turnover.

Key aspects:

- Retain our key people and develop leadership
- Talent and succession planning
- Skill availability and competence in house • Internal communication
- Health and safety of our employees
- Diversity, Inclusion and Belonging (DIB)

Key mitigating measures

- Talent Succession and Development: In 2018, Brunel implemented a key people process to support development and succession within our Regional and Global Leadership team. In 2021, this process was extended to the direct reports of our Regional and Global Leaders. We are also training teams to create their own development plans and have implemented a bonus plan and stock appreciation scheme for key employees.
- Leadership Development: The Brunel Leadership Development Program (BLDP) is designed to promote global collaboration and personal and professional growth through coaching and group assignments. The third group of candidates will start the program in Q2 2023.
- Compensation Adjustment: All regions have taken action to create salary benchmarks and adjust employee salaries in this inflationary environment, and we offer an attractive long-term incentive plan (LTI) to key employees.

Change in risk ↑

Although we have made progress in implementing our global people strategy, we face increasing human capital risks from clients offering higher salaries and requesting solutions to attract, train and retain talent, which could also be opportunities for us.

Link to strategic pillars

- People and Culture
- Specialisation
- Brand

5. IT and digital risks

Risk description

Information technology risks are prevalent and on the rise, including risks of cyber-attacks, phishing, data fraud or theft, information mismanagement, privacy and data protection. These risks can have severe reputational, financial and operational impacts.

Key aspects:

- Privacy and data protection – include risks of data breach and inappropriate handling of personal data
- Operations – include risks arising due to inadequate controls in the operating procedures
- Technology related risks – include scalability, compatibility and accuracy of the functionality of the implemented technology
- Resilience – risk of disruption in operations or unavailability of services, due to high dependency on tightly coupled technology
- Cyber and security risks

Key mitigating measures

The most crucial ongoing infrastructure operations and innovations projects include:

- Azure 2.0
- Asset Management
- Azure Stack China

Cybersecurity –ongoing and upcoming projects include:

- Data Migration to the cloud
- Resiliency project with Fox-IT which will do a risk assessment to help create a response and recover plan from cyberattacks.
- Cybersecurity awareness training
- Outsourcing SecOps to Wortell
- Security feature implementation

Upgrade and implementation

- Merlin program: Brunel –wide implementation of Mercury. This is our biggest project at this moment. Global IT and business stakeholders are looking for improvement on our current ATS system; the Wizard. We need to improve the ATS part of the Wizard as it is no longer up to market standards and we need better ATS integration capabilities.

Develop and implement digital strategy

- All tools cloud based and up to date new Modern Workplace
- Candidate Journey Program

Change in risk ↑

We have upgraded our security and IT environment and engage PwC to conduct annual cyber and IT security audits, as part of the annual audit, to mitigate these risks.

Link to strategic pillars

- Digital journey
- Quality, speed and efficiency



BRUNEL CONNECTS SPECIALISTS TO PIONEERING PROJECTS IN THE CONVENTIONAL ENERGY INDUSTRY

The energy transition is in full swing and more than ever the need and desire to power people's lives with cleaner and greener technology is vital. Reducing emissions and developing sustainable and renewable energy sources is a must. Conventional energy is required to support this journey, an industry which is almost unrecognisable today as it accepts the responsibility to change. Powered by Brunel specialists with both

experience and vision, the industry is undergoing a revolutionary transformation. Heavy investment is being made to train and develop locals with the necessary skills to support local projects and in diverse professionals with transferable skills. The focus has shifted to projects within natural gas, carbon capture and storage as the industry dedicates itself to delivering a safer and more sustainable path to the future.

Compliance risks monitoring and control

Changes in employment-related laws and regulations in the future could result in costly compliance expenditures and increase the risk of non-compliance with applicable requirements. Accepting inappropriately high contractual liability without having a robust delivery process could have a material impact on our business results. Complex and changing tax laws could lead to lack of clarity and errors in wages, as well as a greater need for social security and payroll tax compliance, which could result in possible disputes, claims, and fines, as well as increased operational costs.

Effective monitoring and controlling of compliance risks starts at the top management level. Our internal control framework provides group-wide assurance in terms of key controls while also allowing flexibility to adapt to local business circumstances.

Brunel's internal control procedures are regularly reviewed and provide an ongoing process for identifying, evaluating, and managing significant risks. Internal controls are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, not absolute, assurance against material loss. Tax control is embedded in the internal control framework to ensure Brunel is in control of all its tax compliance obligations and does not incur any unexpected material tax charges. We encourage the use of standard contracts. High risks and non-standard contracts are always reviewed by the corporate legal department, with guidance provided by the global contract approval policy.

Business integrity is a core value at Brunel. Our leadership style and culture are firmly rooted in our core values, which are exemplified through management by example. All new employees receive eLearning in our business principles and commit to

6. Productivity

Risk description

This risk specifically applies to our secondment business in Europe (DACH region, the Netherlands, and Belgium) where employment contracts are based on agreements with clients. Early termination of deployed employees and reduced scope of work can result in a loss of productivity. Economic volatility and the pandemic have created a need for agility in managing changes. Failure to do so can negatively impact our service delivery and targets. Increased illness rates since the Covid-19 outbreak is also a key risk to productivity.

Key mitigating measures

Managing bench - Managing bench is a key risk in our European business. We have introduced programs and incentives such as bonus schemes and replacement competitions to decrease this risk.

Wellbeing strategy - Additionally, we have introduced employee wellbeing programs to support mental and physical health, family life, work issues and financial matters.

Change in risk ↑

We have seen an overall increase in productivity losses related to personal and family health problems comparing to pre-Covid-19. We are implementing plans to improve employee health and reduce the impact of disease on productivity.

Link to strategic pillars

- Digital roadmap
- Quality, speed and productivity
- People and culture

adhering to them. To ensure ongoing compliance, we provide periodic refresher training on our core values, business principles, and relevant compliance policies. These policies are mandatory components of both our induction and refresher training, and are integrated into our internal control framework.

- Anti-bribery and corruption policy and training: In order to maintain the highest ethical standards, Brunel has implemented an anti-bribery and corruption policy and training program. As a global organization, we operate in countries with varying levels of bribery and corruption risk. We take a zero tolerance approach and are committed to conducting all of our business with integrity and professionalism. Brunel is a full member of TRACE International and complies with all global anti-corruption laws. To address specific risks, such as facilitation payments, gifts, hospitality, agents, and enhanced commission, we conduct due diligence on third parties, implement training policies and

procedures on bribery and corruption. The board of directors regularly communicates Brunel's culture of integrity to all employees at all levels. We are pleased to report that no incidents of bribery or corruption were identified in 2022.

- Raising concerns at work: At Brunel, we encourage individuals to raise any concerns or suspicions of malpractice at the earliest opportunity. Our misconduct reporting system is available worldwide and can be accessed anonymously, 24 hours a day, 365 days a year in multiple languages. We are committed to protecting the privacy of all individuals involved in the misconduct reporting process and adhere to strict privacy policies. In 2022, only one minor incident was reported.

7. Compliance

Risk description

Noncompliance with laws, regulations, and local standards, including tax, can result in penalties and reputational damage due to insufficient knowledge or open-to-interpretation provisions. To prevent financial and reputational damage, Brunel complies with various regulations by:

Key aspects:

- Tax
- HR
- Legal
- Health and safety
- Anti-bribery and corruption
- Privacy and data protection
- Financial reporting

Key mitigating measures

- Increasing and retaining compliance knowledge through regular training and updates for key personnel and the use of external advisors and specialists in countries with additional requirements.
- Communicating business integrity through a strong tone at the top, based on core values and business principles, reinforced through management by example and annual knowledge sharing meetings for commercial staff and financial controllers.
- Using technology to manage compliance by regularly upgrading business operation systems, implementing data protection policies, authorization matrix and security levels, standardizing IT system access rights, and implementing an information security management system (ISMS) to minimize risk and ensure business continuity in case of a security breach.

Change in risk –

Future changes in employment laws and regulations may require costly compliance expenditures and increase the risk of noncompliance. Our mitigating measures are in place to manage this risk.

Link to strategic pillars

- People and Culture
- Quality, speed and productivity

8. Contract negotiations and management

Risk description

The potential for entering into burdensome, unenforceable or unfavourable contract terms or contracts that lack clear definition of business arrangements can result in non-compliance with contract terms and increased costs.

Key aspects:

- Margin pressure caused by burdensome and unfavorable contracts
- Liabilities
- Lack of strategic or insufficient client relationship management will cause deal sizes to go down while cost of new client acquisition is going up

Key mitigating measures

- Improving commercial management by setting up regional commercial teams as focal points of contact for tenders, with improved contract approval procedures, risk analysis and assessment processes, and intercompany procedures.
- Increasing awareness by improving awareness of client contract creation in sales operations and finance departments across different regions and standardizing contract templates. Management ensures understanding of contract risks and their potential impact during contract negotiations.
- Managing contract obligations by improving visibility and control over fulfilment, expirations, renewals, and key events tracking.

Change in risk –

By executing these initiatives on communication, procedures, and knowledge sharing, we are able to mitigate the increasing risk, resulting in no change to the residual risk.

Link to strategic pillars

- Capabilities and differentiators

9. Tax

Risk description

Brunel operates globally and is exposed to various jurisdictions and complex tax systems. As compliance is one of the most important parts of our service, tax compliance is therefore one of the major business risks within Brunel.

Key aspects:

- Additional cost
- Reputation damage

Key mitigating measures

- Formal procedures and monitoring systems around tax compliance, with updated procedures accessible by all local offices and monitoring taking place by the commercial team, the payroll team, and regional finance departments. The Corporate Finance and Control (CFC) department reviews all tax positions on a monthly basis.
- Engaging reputable tax advisors to ensure compliance with tax legislation and minimize risks, particularly in developing countries where we operate.
- Training relevant employees on tax compliance to keep local knowledge up-to-date.

Change in risk –

Our implemented mitigating measure are able to manage the current tax risk.

Link to strategic pillars

- Quality, speed and productivity
- People and Culture



25TH ANNIVERSARY OF BRUNEL'S LISTING ON THE STOCK EXCHANGE

2022 also marked the 25th anniversary of Brunel's listing on the Amsterdam Stock Exchange. In 1997, 20 years after its founding, Brunel began to expand globally and entered a decisive phase of development: its listing on the Euronext Amsterdam

Stock Exchange. This crucial step provided Brunel with a solid international reputation and showcased its strong positioning on the market.

Financial and reporting risks monitoring and control

The monitoring of internal risk management and control systems is an ongoing process of improvement at Brunel. The Board of Directors and local managers regularly review these systems through frequent communication between the Corporate Finance and Control (CFC) department and local financial management, as well as through weekly operational and monthly financial reports. The CFC department is composed of controllers with backgrounds in auditing, controlling, and consulting. The department reports directly to the Board of Directors, and its main activities include reviewing monthly reports of all entities, monitoring tax compliance, and conducting frequent visits to operating entities. During these visits, various aspects such as the accuracy of monthly reporting compliance with policies and procedures and follow-up on the external independent auditor's finding from previous years are verified. CFC visits all operating entities of Brunel at least once every two years and significant entities at least three times a year. Additionally, CFC advises local management on how to improve their internal risk management and control systems.

Brunel has implemented a comprehensive internal control framework, which is led by CFC. This framework has been shown to add value by identifying opportunities and standardizing procedures. It also serves as a basis for the internal audit department to test the operating effectiveness of controls.

The Accounting and Control Manual is designed to prescribe accounting policies and reporting requirements to ensure accurate, timely, and complete reporting in a consistent manner throughout the group in accordance with IFRS. CFC updates this manual annually. The manual includes policies on reporting, valuation principles and definitions,

- internal control activities,
- authorization rules,
- tax compliance procedures,
- contracting procedures,
- and treasury procedures.

Internal audit: To strengthen the effectiveness of Brunel's internal control system and risk management framework, an independent internal audit function has been implemented to provide objective assurance to the audit committee and senior management. This internal audit function uses a risk-based approach to assess and make recommendations on the effectiveness of existing controls.

In Q1 2022, the internal auditor moved to a different role, and a new internal auditor was appointed in Q4. As a result, activities of the internal audit department were at a low level during most of 2022. When required, audit activities were performed by other independent professionals within our organisation.

External audit: The external independent auditor is responsible for auditing Brunel's annual financial statements. The independent auditor prepares findings in the form of (interim) board reports and reports them directly to the audit committee. The external independent auditor attends all meetings of the audit committee, and is also authorized to attend the general meeting of shareholders and address any questions raised.

| 10. Financial reporting | 11. Financial risks |
|---|---|
| Risk description | Risk description |
| Brunel is exposed to financial reporting risks, which may arise from internal and external factors, and decisions made by various parties within the company. | Brunel is a reliable partner with limited goodwill as an asset. Our main financial assets are account receivables from over 2000 clients. However, the possibility of uncollectible debts cannot be excluded. |
| Key aspects: | Key aspects: |
| <ul style="list-style-type: none"> • People - skills, knowledge and responsibilities • Processes and procedures • Information systems | <ul style="list-style-type: none"> • Account receivables • Accrued income • Currency risks |
| Key mitigating measures | Key mitigating measures |
| <ul style="list-style-type: none"> • Training - Provide relevant employees trainings to keep Brunel's local knowledge up-to-date. • Continuous improvement - Regional finance teams review and improve measures and controls for financial reporting risks regularly. Actions include addressing risks such as unclear responsibilities, inadequate skills and knowledge, and improving reporting processes and procedures for accuracy and timeliness. | <ul style="list-style-type: none"> • Reduce the impact of legacy issue - To mitigate risk of delayed payments in certain regions, we have implemented an escalation matrix for accounts receivable follow-up, clear invoicing guidelines and stricter actions for outstanding accounts. • Credit rating - We also conduct regular credit risk reviews for global customers, particularly new and top clients, to improve visibility and potential mitigation. |
| Change in risk – | Change in risk – |
| Improved internal controls and monitoring are in place to manage financial reporting risks. Site visits were back at the normal level in 2022. | We have taken measures to improve the collection of account receivables to counteract potential financial risks from clients. |
| Link to strategic pillars | Link to strategic pillars |
| <ul style="list-style-type: none"> • Quality, speed and productivity • People and Culture | <ul style="list-style-type: none"> • Quality, speed and productivity • People and Culture |

| Fraud risk summary |
|--|
| Risk description |
| <p>Fraud – An intentional act by one or more individuals among management, those charged with governance, employees, or third parties, involving the use of deception to obtain an unjust or illegal advantage."</p> <p>Types of fraud:</p> <ul style="list-style-type: none"> • External fraud- coming from outside the organization • Internal fraud – coming from inside the organization <p>Key aspects:</p> <p>Internal fraud</p> <ul style="list-style-type: none"> • Asset misappropriation • Corruption • Financial statement fraud <p>External fraud</p> <ul style="list-style-type: none"> • Fake president scam • Man in the middle • Phishing • Impersonation/pretexting • Diversion theft • Ransomware • Hacking • Fraud on booking flights on Corporate Account |
| Key mitigating measures |
| <p>Internal Control</p> <ul style="list-style-type: none"> • Execute all internal control activities • During the annual controller meeting, CFO led the "fraud risk" discussion with all controllers. <p>Awareness</p> <ul style="list-style-type: none"> • IT audits, including hacking attempts and phishing emails among other approaches; • Continuous updates of fraud/phishing attempts and annual refresher courses for data protection (includes phishing) to raise awareness; • Any unusual payment requests from the members of the Board of Directors (CEO and CFO) or other Senior Management (Regional Directors, Country Directors, Regional Finance Controllers or Finance Managers) should be verified with CFC; • Requests to transfer money to unknown bank accounts will never be sent by a single director, will never be sent without any proper documentation and will never be sent without the knowledge of any of the members of CFC; • Any requests for authentication of bank details or for information on bank account details coming from bank officials should be verified with CFC and with previously known bank contact details; • Requests to change the bank account details of (direct or indirect) employees or (IC) vendors and suppliers should be verified by phone making use of the already existing contact details of the designated party; • A procedure should be in place to control changes in bank accounts for payments (four eye principle). |



Corporate governance

Brunel International N.V.'s understanding of corporate governance is based on applicable laws, the rules and regulations applicable to companies listed on the NYSE Euronext Amsterdam stock exchange and the Dutch Corporate Governance Code (the "Code"). The Code contains principles and best practices on the governance of listed companies and their accountability to their shareholders on this topic.

The full text of the Code is available on www.mccg.nl.

Compliance and continuation

This chapter describes the principal aspects of Brunel's corporate governance structure and how the Code is applied. If applicable, explanations for deviating from the Code's best practice stipulations are provided.

The Board of Directors and Supervisory Board are responsible for maintaining the corporate governance structure and for ensuring compliance with that structure. They render joint account on these issues to the General Meeting of Shareholders. The Supervisory Board and Board of Directors' regulations are published on the company's website. The key aspects of Brunel's corporate governance structure and compliance with the Code will be submitted for discussion at the 2023 Annual General Meeting.

The corporate governance structure at Brunel and the deviations from the Code are based on current conditions and views within Brunel. Conditions may change which may lead to adjustments in the structure and in the way in which Brunel complies with the Code. Every substantial change to the corporate governance structure of the company will be submitted to the General Meeting of Shareholders for discussion on a separate agenda item. Brunel's view and strategy on the central feature of long-term value creation and the realisation thereof, are explained in the report of the Board of Directors. The Board of Directors' report also describes the company's risk appetite and the integration of risk management and internal control systems into the work processes.

Diversity

At Brunel, we value diversity, and we endeavor to reflect this in our Board memberships. The Company has formulated a Diversity, Equity & Inclusion policy for the Supervisory Board and the Board of Directors. This policy seeks a balanced composition of the respective body, taking into account gender, age, knowledge, experience, and nationality / cultural background. In terms of gender diversity, we aim for at least 30% of the positions in our Supervisory Board and at least 25% of the positions in our Board of Directors to be held by women. While a diverse composition in terms of nationality / cultural background is also taken into account in the composition of the Supervisory Board and Board of Directors, no quantitative target is set here, given the relatively small number of Board members.

Our diversity policies are implemented by applying them to nominations for appointments of Supervisory Board and Board of Directors.

After the Annual Meeting of Shareholders of 2022

Fiona McRae
Chief Operating Officer
Taylor Hopkinson

Fiona joined Taylor Hopkinson in 2010 and, as COO, manages our international commercial and compliance teams. Fiona's team has more than doubled in size since 2021 to meet accelerating demand for renewables specialists. As a key part of the integration of Taylor Hopkinson and Brunel, her drive and expertise have been fundamental in setting up the business to continue its future growth.



our Supervisory Board consist for one third of women which is in line with Dutch legislation and with the company's own diversity policy. Currently the Board of Directors is all-male and does not meet our target of having at least one third of female members in the Board of Directors. The Supervisory Board will strive to ensure that any brief to external search consultants to search for candidates for appointment to the Board of Directors will include a requirement to present female candidates, female candidates are included for consideration whenever it seeks to identify a new member for appointment to the Board of Directors, and to at least nominate one female candidate for appointment to the Board of Directors in the event of a vacancy.

Board of Directors

Tasked with the management of the company, the Board of Directors is responsible for setting Brunel's mission, vision, strategy and focus on long-term value creation; execution of its implementation; taking responsibility for Brunel's overall results and addressing corporate responsibility issues. The Board of Directors operates in accordance with the interests of Brunel and is to that end required to consider all appropriate interests associated with the company. The Board of Directors is responsible for complying with all relevant primary and secondary legislation, the risk profile associated with the strategy, the corporate responsibility issues relevant to the company, its financing, and its external communications. The Board of Directors is required to report developments on the abovementioned subjects to, and discuss the internal risk management and control systems with, Brunel's Supervisory Board and its Audit Committee.

Supervisory Board

Brunel's articles of association determine that the Supervisory Board consists of a minimum of three members. The Supervisory Board is charged with supervising the Board of Directors and the general course of affairs of Brunel, as well as advising the Board of Directors. The Supervisory Board evaluates the corporate structure and the control mechanisms established by the Board of Directors. In performing its duties, the Supervisory Board takes into account the relevant interest of the company's stakeholders, and, to that end, consider all appropriate interests associated with the company. Members of the Supervisory Board perform their duties without mandate and independent of any particular interest in the business of the company. The Supervisory Board is responsible for the quality of its own performance and for this purpose annually reviews its performance. The responsibility for proper performance of its duties is vested in the Supervisory Board as a whole.

Brunel ensures that there are structured reporting lines to the Supervisory Board. The Audit Committee assists the Supervisory Board in fulfilling its supervisory responsibilities for the integrity of the financial reporting process, the system of internal business controls and risk management, the external audit process, the external independent auditor's qualifications, independence and performance.

The Chair of the Supervisory Board ensures the proper functioning of the Board and its committees and acts on behalf of the Supervisory Board as the main contact for the Board of Directors. The Vice-Chair replaces the Chair when required and acts as contact for the other Board members concerning the functioning of the Chair. The Supervisory Board regulations and the resignation schedule are posted on the company's website, www.brunelinternational.net.

Structure and shares

The authorised capital of Brunel International N.V. is EUR 5,998,000 divided into 199,600,000 ordinary shares and one priority share. The par value of the ordinary shares is EUR 0.03 each. On 31 December 2022 the number of outstanding shares was 50,400,988.

Priority share

The priority share, which has a par value of EUR 10,000, has been issued to Stichting Prioriteit Brunel, subject to the condition precedent that the majority shareholder loses its majority share in Brunel's share capital. The priority share will be fully paid up as soon as the issue becomes unconditional. The protective stipulations are included in the articles of association of Brunel and are posted on the company's website.

Major shareholder

According to The Netherlands Authority for the Financial Markets (AFM) register on notification of substantial holdings, Brunel founder Mr J. Brand directly or indirectly holds a capital interest of approximately 60,05%, with corresponding voting rights.

Annual General Meeting of Shareholders

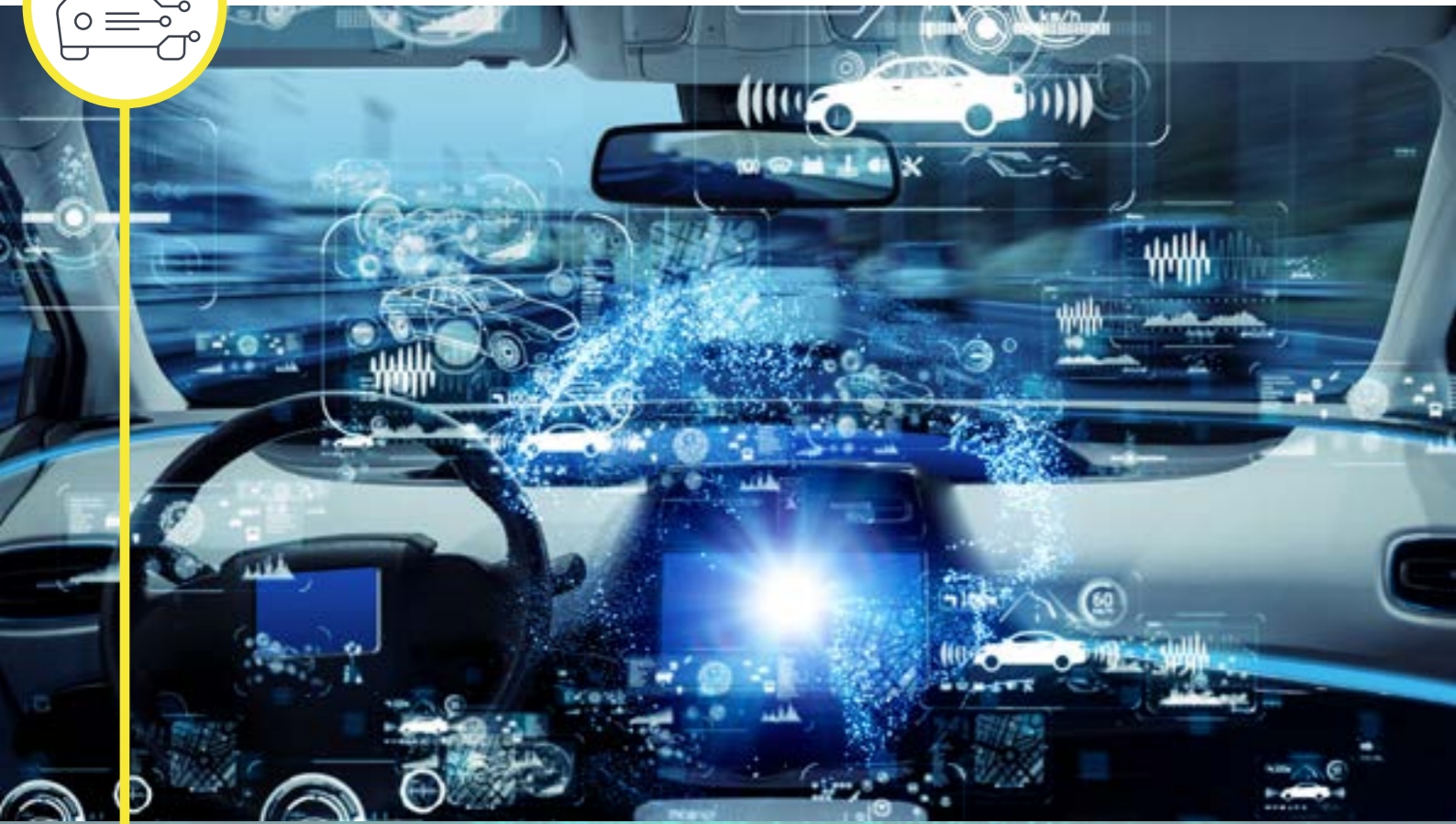
Brunel is required to hold an Annual General Meeting of Shareholders within six months after the end of the financial year in order to, among other things, adopt the annual accounts and to decide on any proposal concerning dividends. Further to Dutch law, the release from liability of the members of the Board of Directors and release from the liability of Supervisory Board members for the performance of their respective duties during the financial year are also agenda items for this meeting.

Voting rights

Each shareholder has the right to attend General Shareholder's Meetings, either in person or by written or electronic proxy, to address the meeting and to exercise voting rights, subject to the provisions of Brunel's articles of association. An eligible shareholder has the aforementioned rights if registered as shareholder on the applicable record date as set by the Board of Directors. Each of the shares in Brunel's share capital carries the right to cast one vote. Unless otherwise required by Dutch law or Brunel's articles of association, resolutions are passed by a simple majority of votes cast by the shareholders present or represented at the meeting.

External independent auditor

On 19 May 2022 the Annual General Meeting charged the external independent auditor PricewaterhouseCoopers Accountants N.V. with the task of auditing Brunel's annual accounts.



BRUNEL CONNECTS SPECIALISTS TO PIONEERING PROJECTS IN THE FUTURE MOBILITY INDUSTRY

The movement of people and goods by land, air, or sea is currently being transformed beyond recognition. This entire sector is being redesigned and reshaped by themes such as digitalisation, autonomous and connected driving, e-mobility and the associated charging infrastructure plus the intelligent management of traffic flows. For shipping, road, rail, air and even space travel, the same principles apply. Smart, sustainable, and climate-friendly solutions are being conceived

and activated. Powered by the most intelligent minds with skills and experience in technology and engineering. Countries and companies are now working together to change the future and share successful ideas and developments. With Brunel's solid network of specialists within Future Mobility and with equally strong networks of specialists outside of the industry we are partnering and sharing the knowledge needed to contribute to more intelligent and sustainable solutions.

Amendment to the articles of association

Amendment to Brunel's articles of association can take place upon a proposal of the Board of Directors approved by the Supervisory Board and adopted by the General Meeting of Shareholders. A proposal to amend the articles of association must be stated in a notice convening a General Meeting of Shareholders. The proposal shall be passed upon an absolute majority of the votes cast in the General Meeting of Shareholders. The articles of association were last amended by the general meeting of shareholders of 14 May 2020.

Governance statement

The corporate governance statement can be found on the company's website www.brunelinternational.net.

Deviations from the Dutch corporate governance code

Best practice provision 4.2.3

Information for analysts, shareholders, the press and other parties in the financial markets is provided in accordance with the relevant recommendations in the Code. However, Brunel does not entirely comply with the public nature of meetings, for example through transmission on the internet, as we believe this implies a disproportionate burden for our organisation.

Best practice provision 4.3.3

In 2005, the General Meeting of Shareholders decided to discontinue the adoption of the rules applicable to the full two-tier board structure ("structuurregime"). The Supervisory Board was granted the right to submit a binding nomination in the case of the appointment of Directors and Supervisory Directors. In deviation from best practice provision 4.3.3. such nomination may only be rejected by the General Meeting of Shareholders by means of a two-thirds majority of votes cast, representing more than half the issued capital. These criteria were prescribed as the Supervisory Board considered it necessary, considering Brunel's specific circumstances, to ensure that its position is as strong as possible in the current structure. In control statement

Performance

Brunel International

In a turbulent year with challenging economic circumstances, a war in Ukraine, high inflation and an energy crisis we successfully managed to increase both our revenue and profitability significantly. Outside Europe, our main markets continue to grow fast as a result of increasing investments and high prices for commodities. In most countries our capabilities allow us to benefit from these market conditions. In Europe we also show growth albeit at a different pace, mainly due to a lower productivity, as illness rates continued to be at a higher level. Overall, revenue increased by 31% (19% like-for-like) to EUR 1.2 billion (excluding the impact of currencies, acquisitions and divestments).

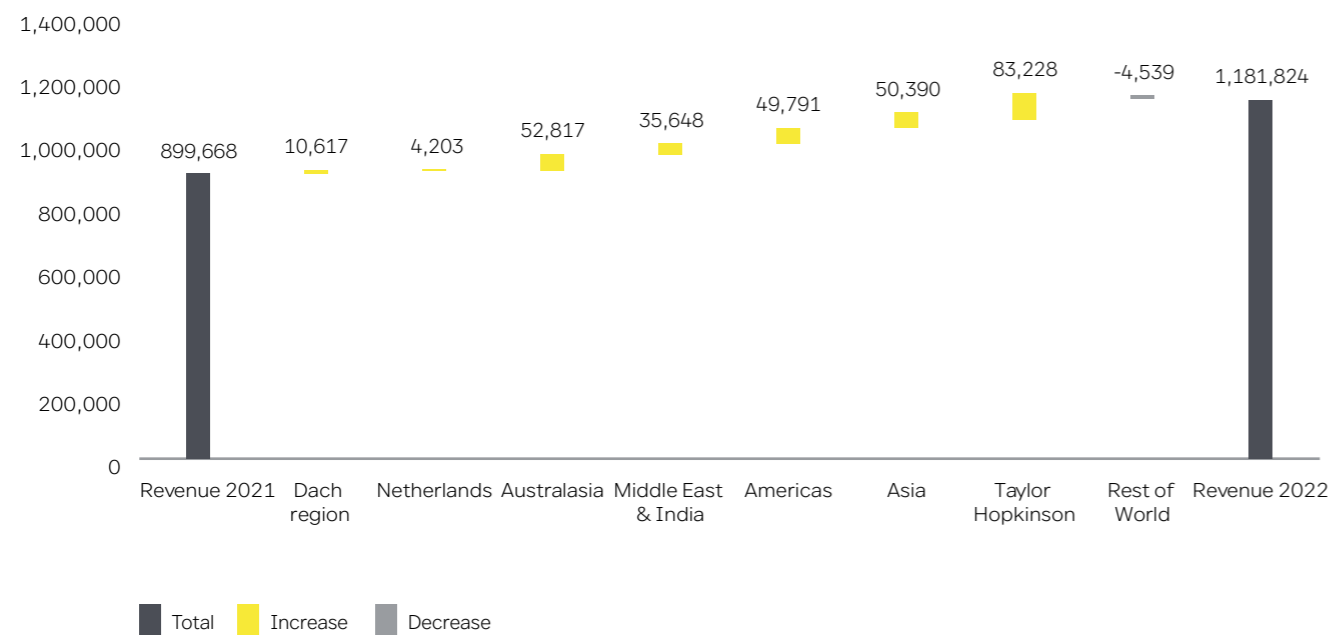
The gross margin decreased from 23.4% to 21.3%, mainly due to a change in the mix between the staffing business in Europe and the global regions. The increase in overhead expenses was 17% and is mostly driven by investments in our organisation to support continued revenue growth and inflation.

Basic and diluted earnings per share (EPS) decreased from € 0.61 in 2021 to € 0.56 in 2022.

The effective tax rate for 2022 ended at 35.2% (2021: 29.7%), the increase is mostly due to the non-deductible loss for the disposal of Russia.

The direct headcount increased from 10,836 at 31 December 2021 to 11,083 at 31 December 2022.

Revenue bridge Brunel International N.V.



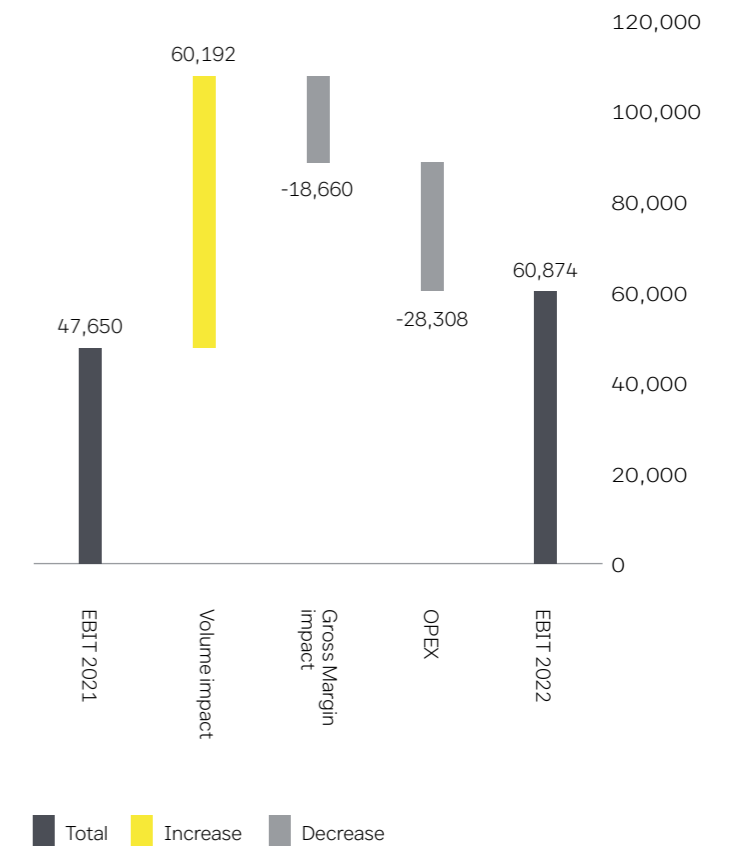
Balance sheet

Working capital increased by 12.7%. The increase is mainly driven by the higher working capital requirement to support our revenue growth. There is no material change in the (relative) amounts in the aging of accounts receivable or accrued income and based on discussions with the largest clients there is no concern on the collectability of outstanding positions (Refer to Note. 9 in the Annual Accounts, where the expected credit losses are disclosed).

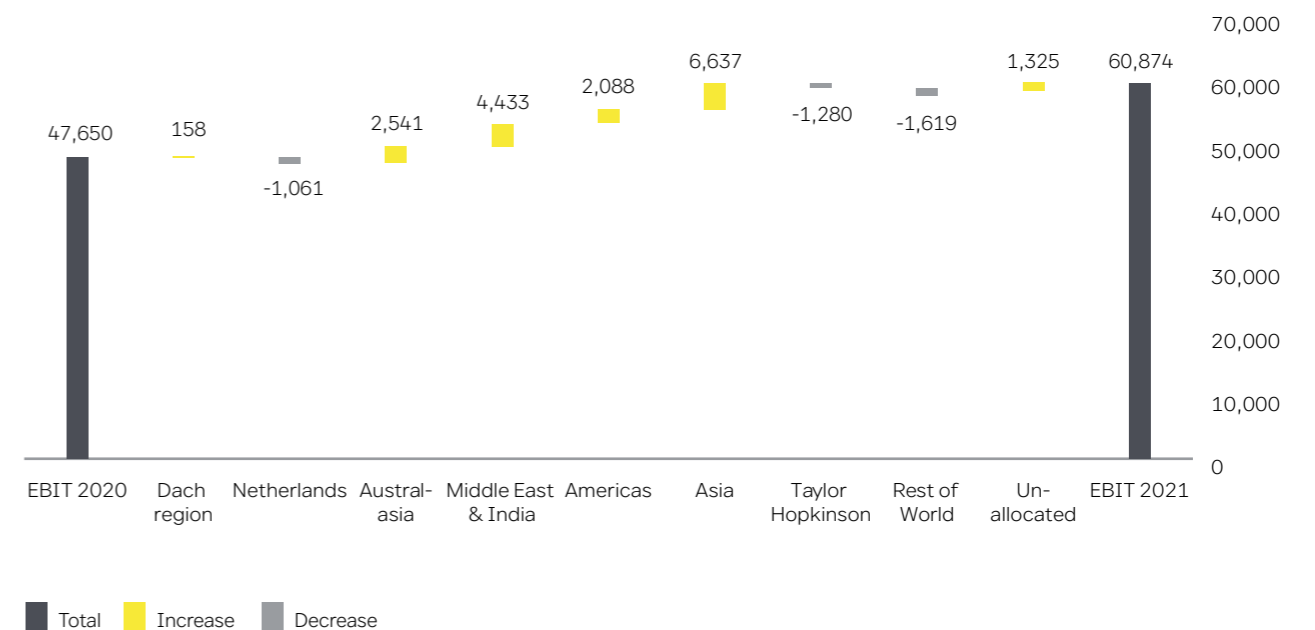
The net cash balance at 31 December 2022 is EUR 77.8 million (EUR 112.0 million per 31 December 2021), of which EUR 15.5 million is restricted (EUR 18.3 million per 31 December 2021). Overdraft facilities are in place to be able to fund continued growth or potential M&A activities.

The goodwill on the balance sheet is tested for impairment annually and has sufficient headroom.

EBIT Brunel International N.V.



EBIT bridge Brunel International N.V.





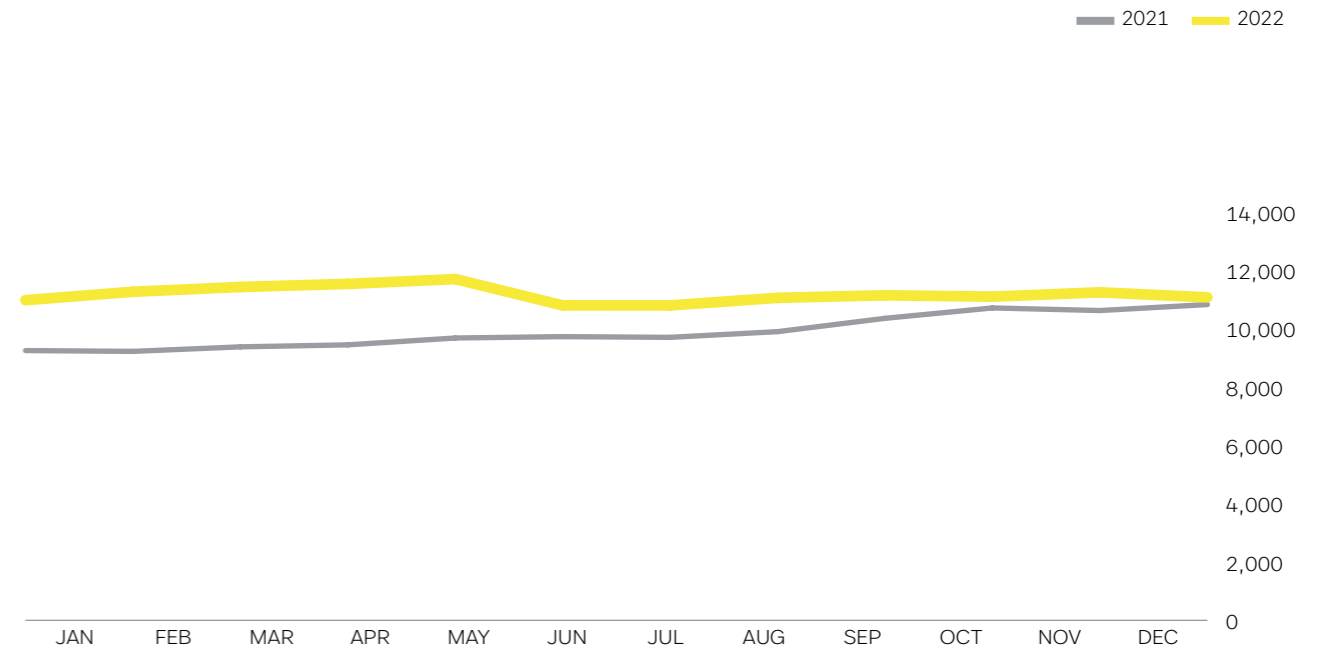
Passion for people

Jasdeep Bansal
Offshore Project Engineer
Brunel Australasia

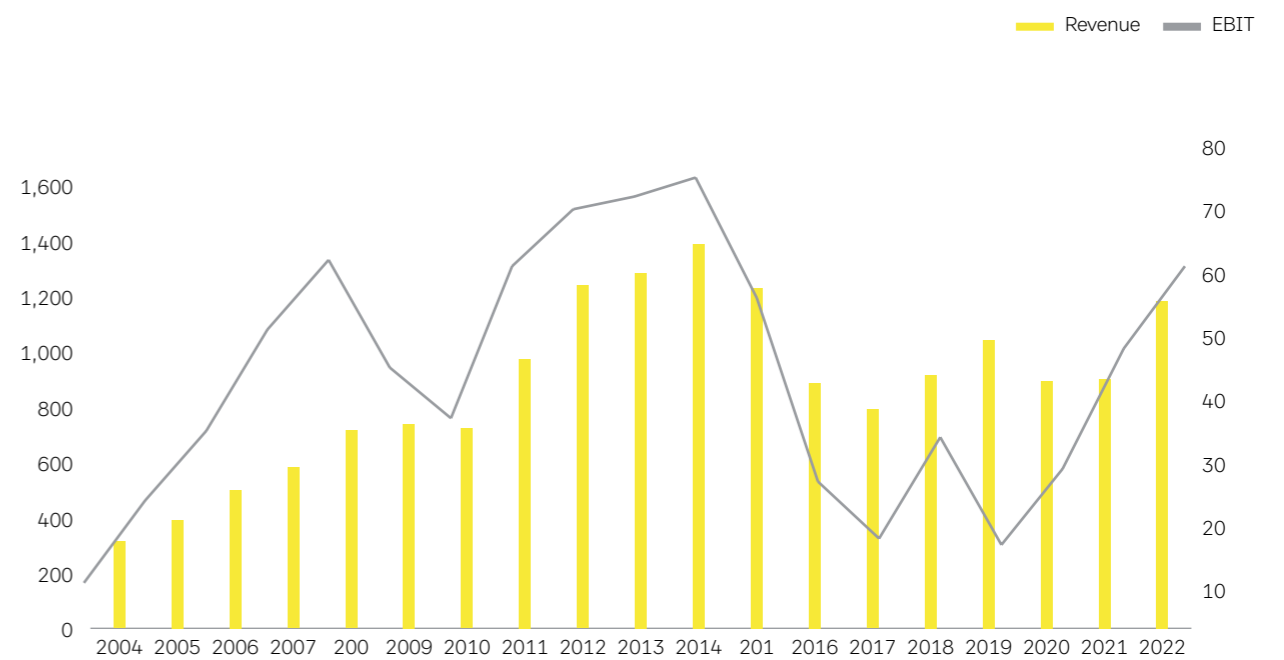
Jasdeep Bansal is an offshore project engineer at a conventional energy company in Australia. He is currently supporting the Thevenard Island Decommissioning Team in managing the safe removal of offshore oil and gas infrastructure and ensuring compliance with client and regulatory criteria.



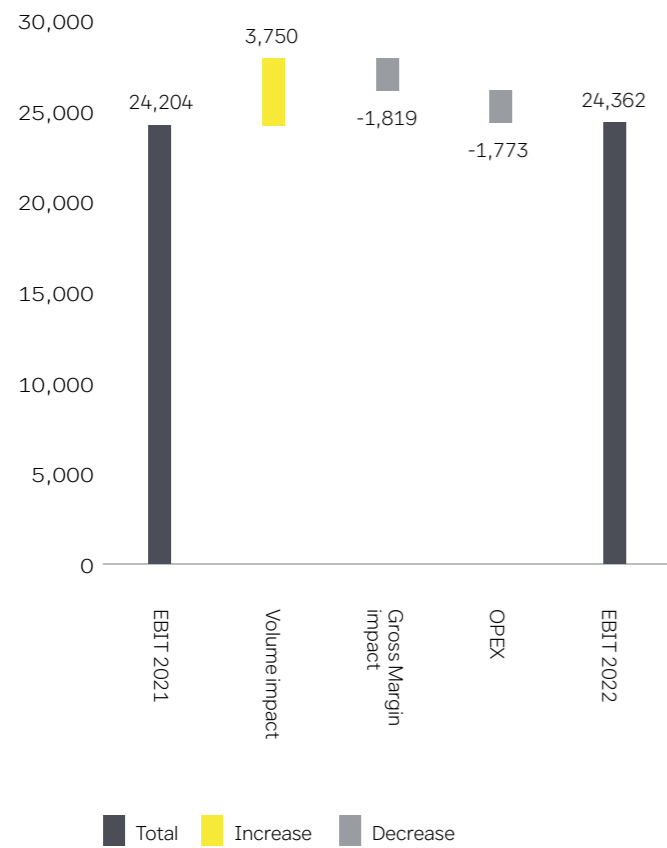
Headcount development



Revenue and EBIT development



EBIT DACH region



DACH region

This region includes Germany with both its secondment and project business, as well as Switzerland, Austria and Czech Republic. After the COVID-19 pandemic, the region faced new challenges during 2022, such as delays in the supply chain and the impact of the war in Ukraine, and our organisation has again proven to be able to swiftly adapt.

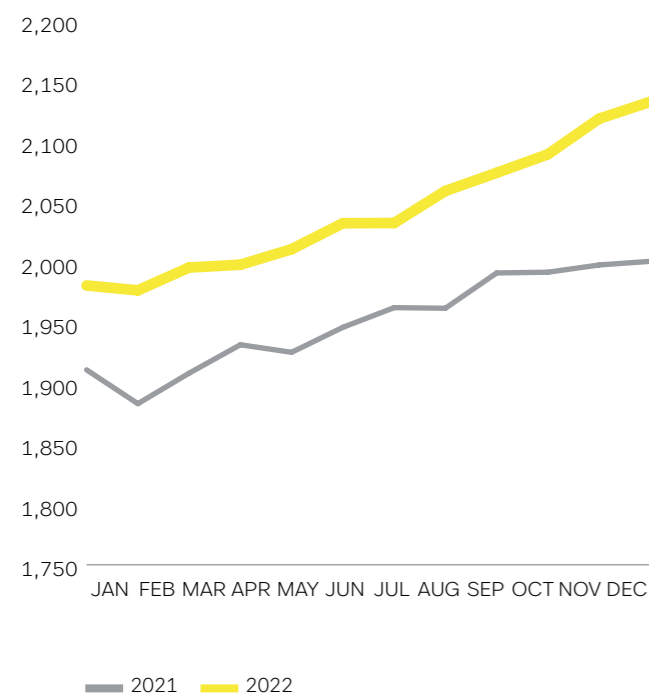
In 2022 we continued to see growth. For the full year, revenue increased by 5%. The gross margin slightly decreased 0.8 ppt. The gross margin decreased due to 2 working days less than 2021, partly compensated by a higher productivity and higher rates.

Operating expenses slightly increased by 3.2%, mainly driven by increased staff costs and marketing. As a result, EBIT slightly increased by 0.7% to EUR 24.4 million.

Outlook

We expect a high single digit headcount and related revenue growth especially in Germany, while maintaining the high level of profitability as we will continue to invest in our diversification strategy, both from a client perspective as from a service perspective.

Headcount development



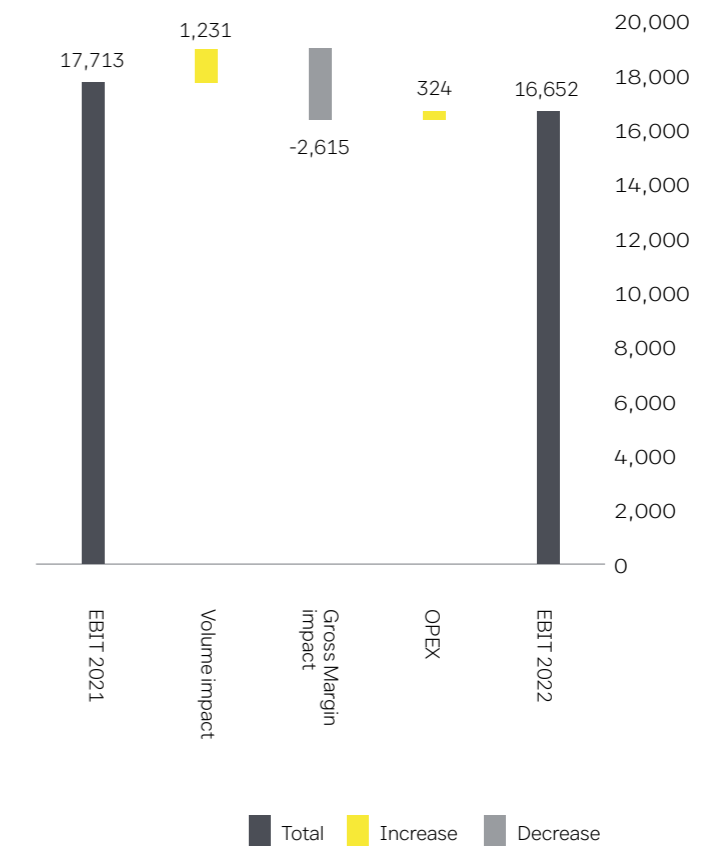
The Netherlands

In a challenging market, The Netherlands increased their revenue with 2% year on year. This is mainly driven by higher sales rates, offset by higher illness, one less working day and lower headcount. Gross margin decreased slightly with 1.4 ppt due to a lower productivity. Operational costs are EUR 0.3 million lower as a result of lower staff costs. As a result, EBIT is EUR 1.1 million lower than last year.

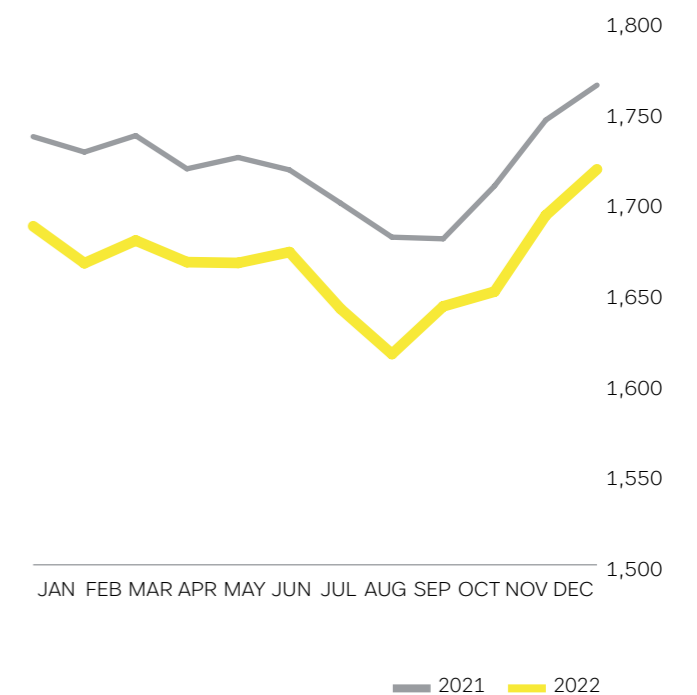
Outlook

We expect low single digit growth as we will work on improving our recruitment & talent development with a focus on efficiency and quality. Additional focus will be on aligning the sales rates with inflation.

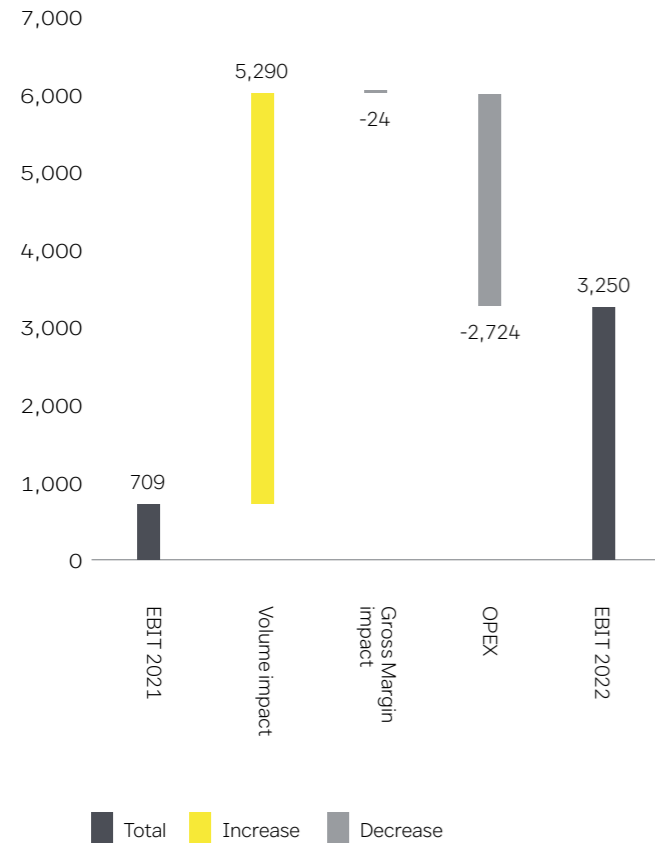
EBIT The Netherlands



Headcount development



EBIT Australasia



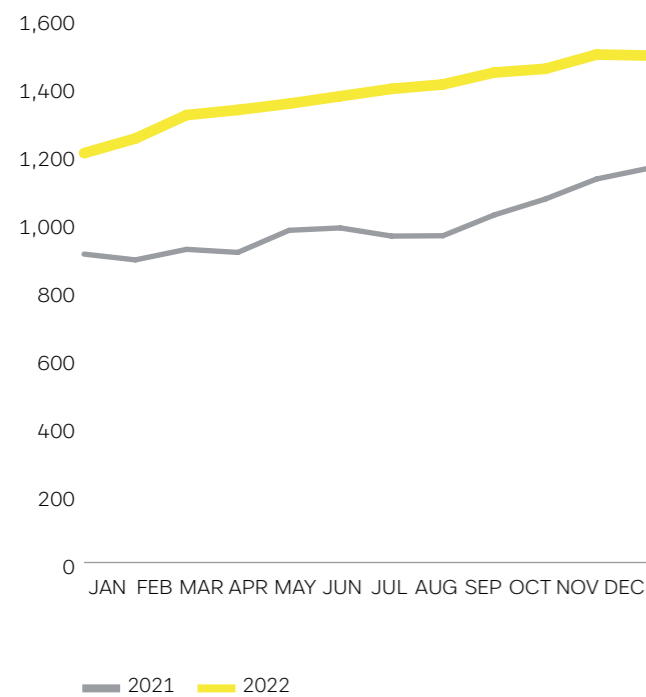
Australasia

This region includes Australia and Papua New Guinea. Our business in the region showed a strong growth pattern of almost 50%, mostly driven by the lifting of COVID-19 restrictions, a mix of new clients and an increased performance with our existing clients. The gross margin in the region remained largely stable. Operating costs increased with EUR 2.7 million as a result of additional staff hired to support the growth. Subsequently, EBIT increased by EUR 2.5 million to EUR 3.2 million.

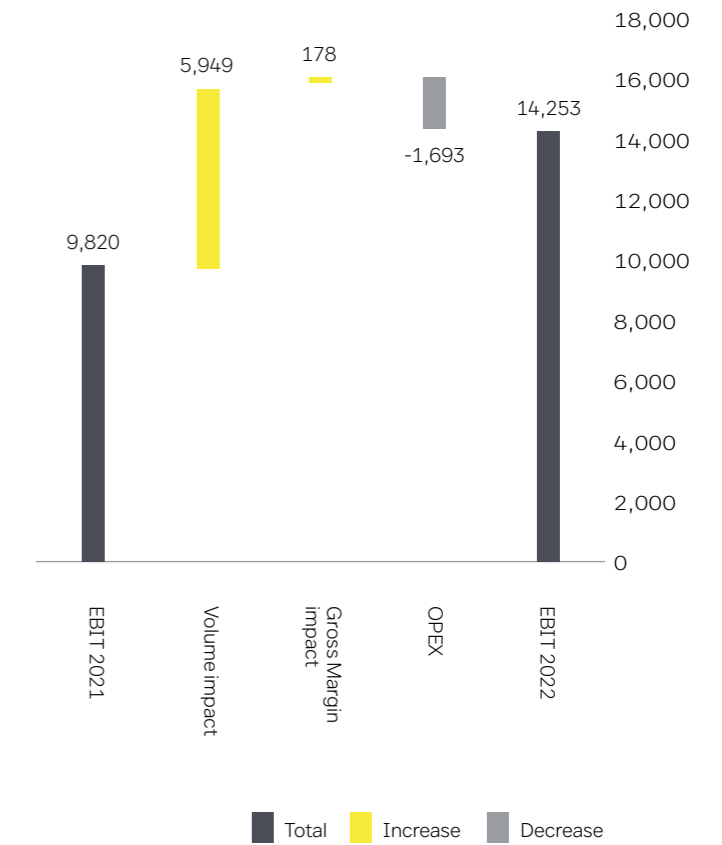
Outlook

We expect to continue the positive trend in 2023 through growth of our capabilities in combination with higher average margins, partly driven by the aim to prioritise higher-margin projects. Growth areas include Energy, Life Science, Mining and IT.

Headcount development



EBIT Middle East and India



Middle East and India

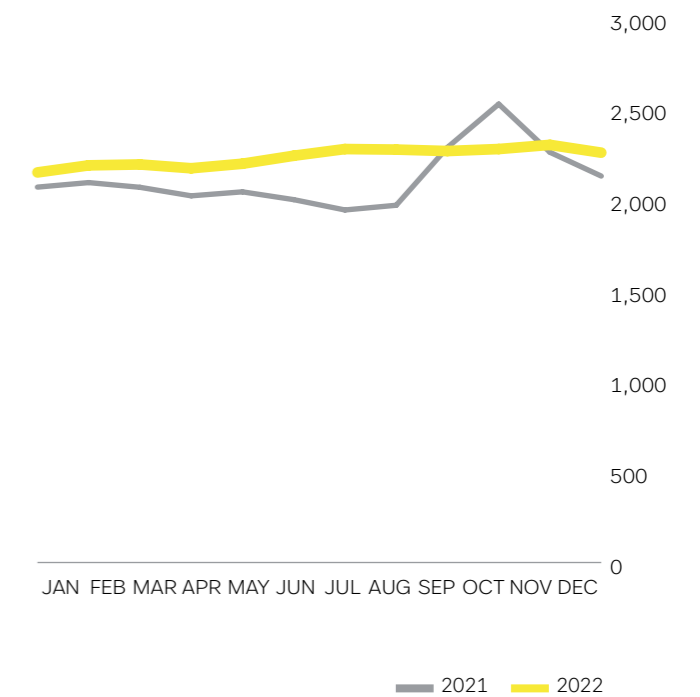
The main countries in this region are Qatar, Kuwait, United Arab Emirates (Dubai) and India. The region experienced a strong rebound as the implications of the COVID-19 virus were lifted. Although growth was achieved in all regions, we experienced particularly strong growth in Qatar and India as we were able to fully mobilize contractors after travel restrictions lifted. Although visa-related restrictions limited growth in Kuwait, the country did grow due to the effective remobilization of existing direct personnel.

The gross margin increased slightly by 0.2 ppts to 16.7% following a change in the client mix. The region managed to keep the increase in operating costs limited by leveraging the existing organization, resulting in EUR 4.4 million additional EBIT.

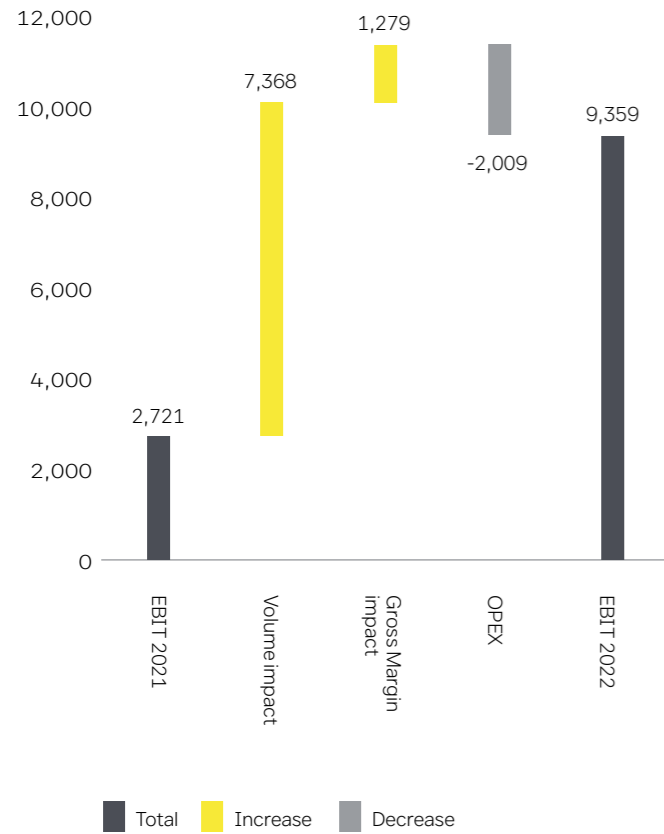
Outlook

We expect our business to continue to take advantage of the positive market conditions in the region, at a slightly lower profitability following the investment in additional staff to service future growth and due to the completion of high margin projects.

Headcount development



EBIT Asia



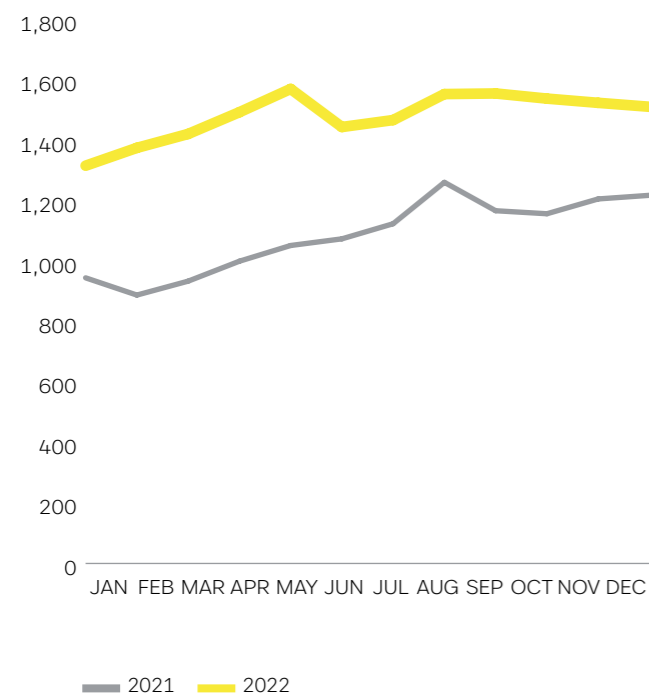
Asia

Main countries in this region are China, Singapore, Japan, Malaysia, Thailand and Indonesia. In 2022 the region again showed strong growth with revenue increasing by 46%. Our core activities within the region are mainly relating to construction of heavy equipment and components on yards for the Energy industry. There is a strong upward trend in this type of projects. As operating costs only increased with 16% the region managed to translate a big portion of the increased volume into profitability, increasing the EBIT margin with 3.4 percentage points to 5.8%.

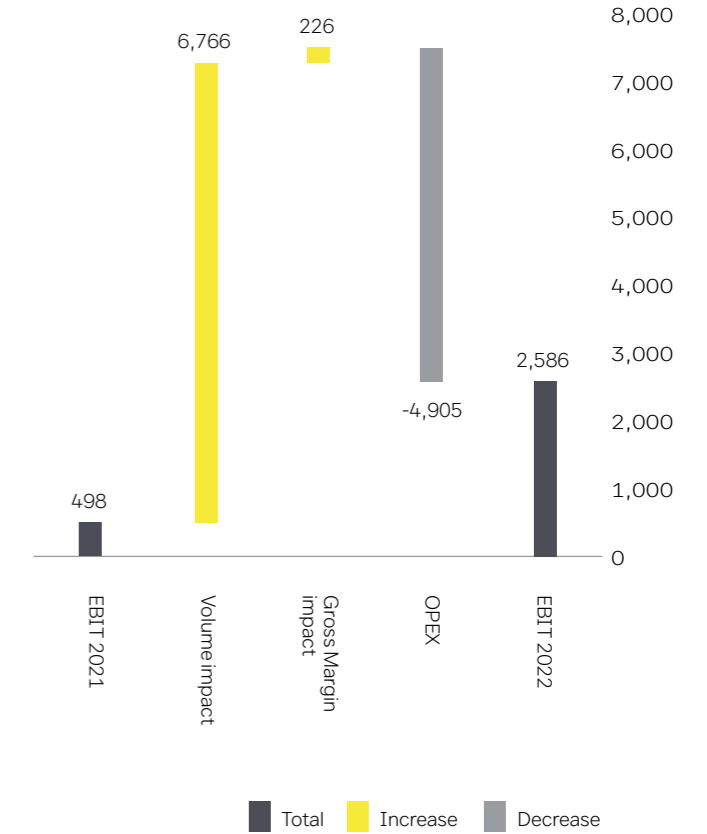
Outlook

We expect the high growth pattern to continue as market circumstances remain favorable for our capabilities, also driven by the addition of commissioning capabilities with the acquisition of ICE.

Headcount development



EBIT Americas



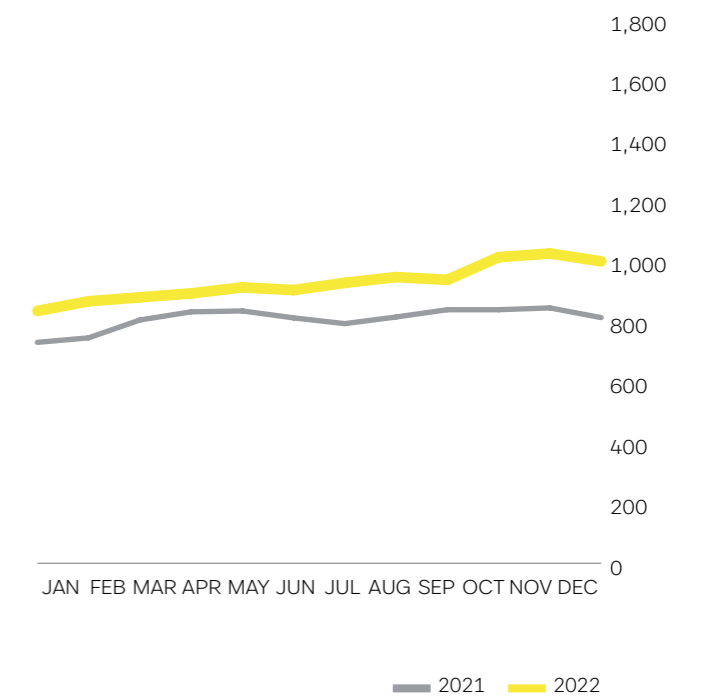
Americas

The Americas performed significantly better compared to 2021. Revenue increased 51%, mainly driven by a higher headcount and increased sales rates. This increase resulted in a gross profit increase of EUR +7.0 million (+54%). Opex increased with EUR 4.9 million, mainly driven by higher staff costs to support the growth strategy. Subsequently, EBIT% increased 1.3ppt and EBIT ended at EUR 2.6 million. Relative growth was experienced most strongly in Life Science and Renewable Energy.

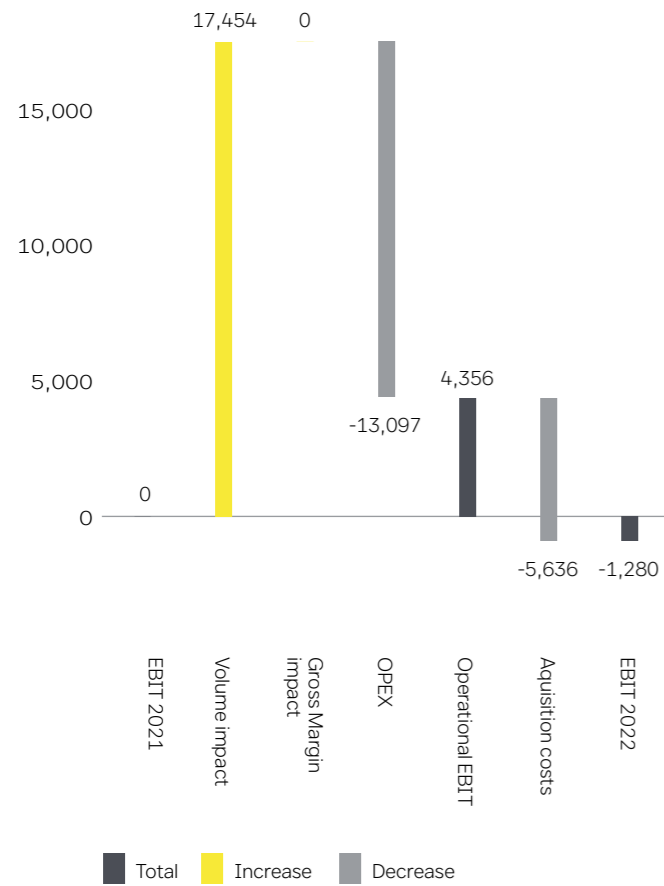
Outlook

For 2023 we expect the growth in the Americas to continue with increased contracting and recruitment revenues and the increase in RPO. Profitability is expected to increase as a result of the higher volumes, increased gross margin and a positive fall through.

Headcount development



EBIT Taylor Hopkinson



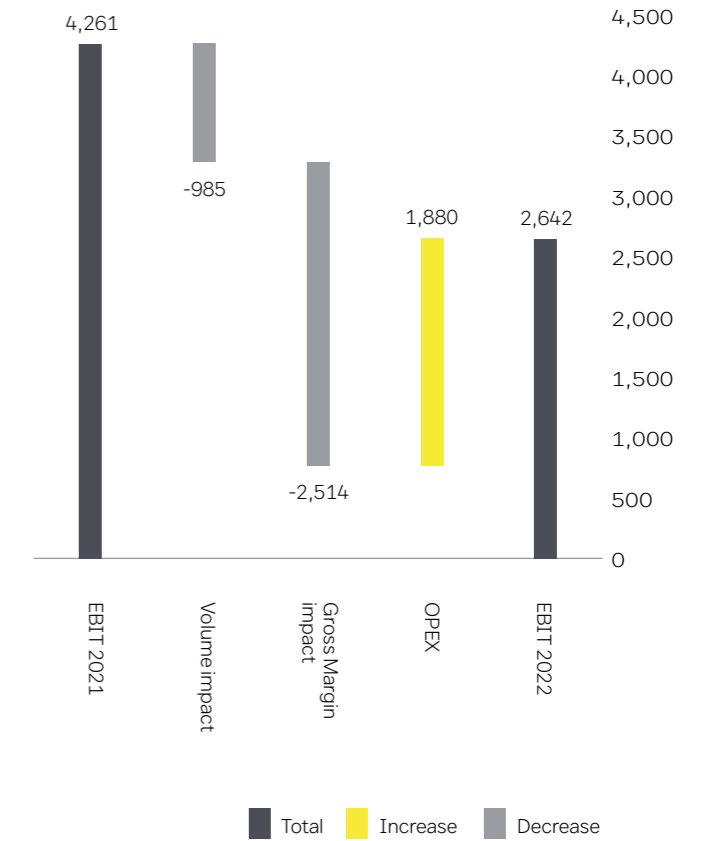
Taylor Hopkinson

Taylor Hopkinson was acquired in December 2021. In the first year, Taylor Hopkinson showed strong performance and contributed EUR 83.2 million to our full year revenue. EBIT percentage before post-acquisition cost was 5.2%. The operating costs include EUR 5.6 million acquisition related expenses.

Outlook

We continue to see a healthy pipeline of projects around the globe and we expect strong growth in the renewable market.

EBIT Rest of World



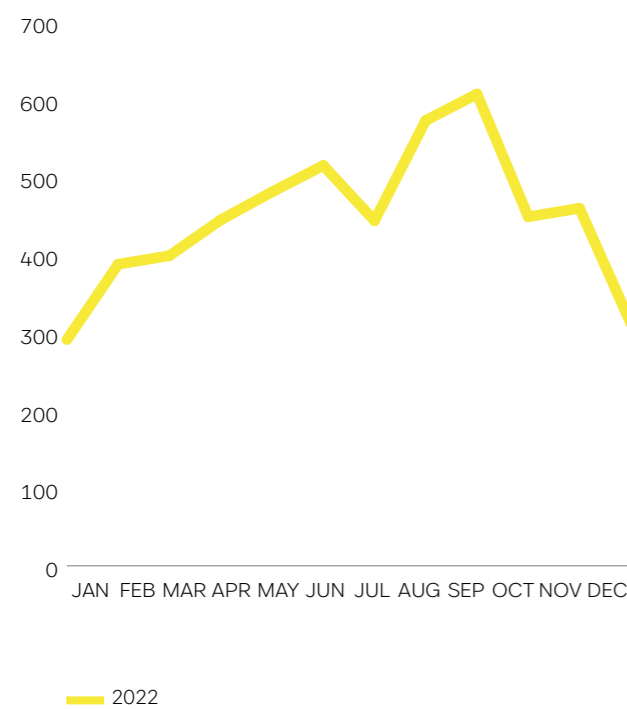
Rest of World

Rest of World includes Belgium and Europe & Africa. Until the divestment in June 2022, Rest of World also included the results for our activities in Russia until May, when we sold the activities to local management in May 2022.

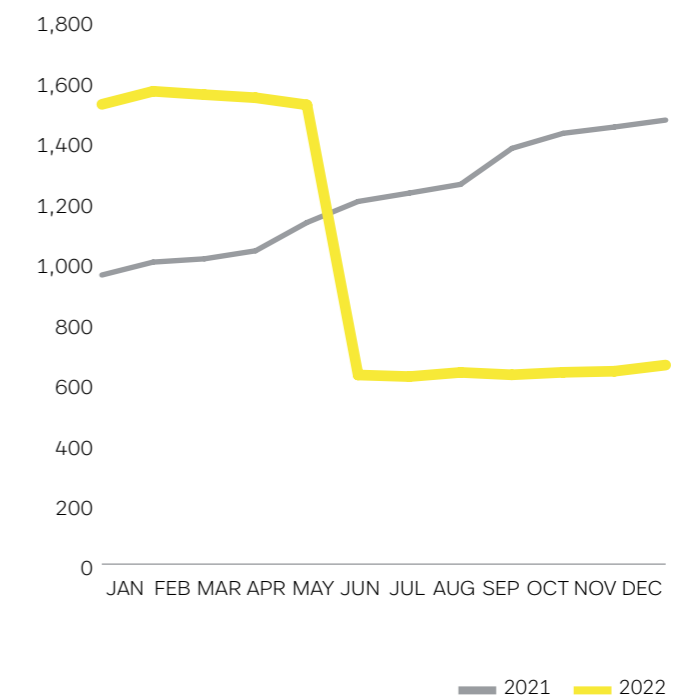
Outlook

We continue to see a healthy pipeline of projects in the regions, and we expect growth in these markets.

Headcount development



Headcount development



Acquisition of ICE

In Q3 2022, Brunel acquired 51% of the shares of Singapore-based technical services company International Commissioning & Engineering Pte Ltd (ICE). By combining ICE's specialist project assurance, execution & delivery expertise with Brunel's existing global recruitment, workforce and mobilisation services, we can offer a unique combination of capabilities. Established in 2007, ICE is a Project Risk Assurance and Commissioning & Start-Up company which specializes in the coordination and delivery of large-scale Conventional Energy, Infrastructure and Energy projects. ICE's management services span the complete project lifecycle, providing effective oversight and assurance across all phases from initial assessment through to construction, commissioning and operation. The upfront payment connected to the acquisition of the 51% of the shares amounts to EUR 0.7 million, with conditional future payments of EUR 1.5 million. We have agreed to acquire the remaining 49% after three years at a price that's conditional to the performance over the next three years. The current standalone revenue of ICE is limited, but we are already experiencing significant interests in our combined capabilities.

Disposal of Russia

In June 2022 we finalized the transfer of our operations in Russia to local management. These activities contributed EUR 18 million in revenue and EUR 0.8 million EBIT in 2022. Due to the appreciation of the Russian Ruble, our net investment in these activities increased to EUR 19 million in June 2022 (from EUR 14 million at 31 March 2022). We agreed a gross purchase price of EUR 12 million, denominated in Russian Rubles to be received in four equal annual instalments with the first payment being on 31 December 2023. The fair value of this receivable of EUR 12 million is determined at EUR 9 million as at 31 December 2022. As a result, and including the historic exchange losses of our Russian operations, we report a one-time loss of in total EUR 10 million on the divestment.

In control statement

The Board of Directors is responsible for Brunel's risk management and control systems, and for reviewing its effectiveness. The internal risk management and control systems, as described earlier, aim to manage the key risks that may prevent us from achieving our business objectives. However, the risk management and control systems cannot provide full assurance of preventing all control gaps, material misstatements, cases of fraud, or violations of laws and regulations. In 2022, the Board of Directors has reviewed and analysed the strategic, operational, financial and reporting and compliance risks to which the group was exposed, and has reviewed the design and operational effectiveness of Brunel's risk management and control systems.

The Board of Directors shared the outcome of these reviews with the Audit Committee and the Supervisory Board, and discussed these with our external independent auditor. Brunel's risk management and control systems should ensure consistent and reliable financial reporting, both internally and externally.

In accordance with the Dutch Corporate Governance Code, we have assessed the design and operational effectiveness of our internal risk management and control systems.

Based on the activities performed during 2022, and in accordance with best practice provision 1.4.3, the board of directors considers that:

- there were no significant failings in the effectiveness of the internal risk management and control systems that requires reporting in the current year;
- the aforementioned systems provide reasonable assurance that the financial reporting does not contain any material inaccuracies;

- based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis; and
- the report includes the conclusion that there are no material risks and uncertainties that are relevant to the expectation of the company's continuity for the period of twelve months after the preparation of this report.

Following section 5:25c, paragraph 2, under c of the Dutch Act on Financial Supervision (Wet op Financieel Toezicht) the members of the Board of Directors confirm that to the best of their knowledge: These 2022 annual accounts give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole. This is in accordance with IFRS as endorsed by the European Union.

This annual report gives a true and fair view of the company's position and the undertakings included in the consolidation taken as a whole as of 31 December 2022 and of the development and performance of the business for the financial year then ended. This annual report includes a description of the principal risks and uncertainties that the company faces.

Amsterdam, 17 February 2023

The board of directors

| | | |
|---------------|--------------|------------|
| J.T. Andringa | P.A. de Laat | A.G. Maude |
| CEO | CFO | COO |

Report from the Supervisory Board

We hereby present the report of the Supervisory Board for the year 2022.

Annual accounts 2022

The annual accounts and the notes thereto have been audited by PricewaterhouseCoopers Accountants N.V., who provided an unqualified audit opinion.

The Supervisory Board concurs with the proposal of the Board of Directors to distribute a dividend of EUR 0.55 per share.

The annual accounts will be submitted to the General Meeting of Shareholders for adoption by the shareholders on May 11, 2023. We recommend the General Meeting of Shareholders to adopt the annual accounts and discharge the members of the Board of Directors.

Position and major topics

The 2022 financial year was a successful year with strong revenue growth and further improved profitability. This growth was not only driven by our (out)performance in the growing traditional markets, but further accelerated by the acquisition of Taylor Hopkinson and the benefits of the cooperation and integration. The company continues on its course for growth while maintaining its industry-leading position. During 2022, the Supervisory Board continued to allocate significant time to discuss strategic activities, including detailed business analyses. With its strategy the company is well-positioned to leverage future opportunities and face challenges head on.

In February, the events in Ukraine shocked us. We have been in close contact with the Board of Directors continuously assessing the situation and the impact for Brunel, that ultimately led to the divestment of our Russian activities to local management. Looking back, this has been an

efficient process, limiting the impact for Brunel. It was a tough decision to parting ways with our valued employees.

The integration of Taylor Hopkinson and the development and performance of our Dutch operations were other important points of attention.

This financial year, Brunel continued to live up to its responsibility to society, for instance by achieving carbon neutrality and planting 17,000 trees, one for each and every specialist in Brunel's global network.

In the second half of the year we saw inflation increasing, and assessed the impact on Brunel and required actions.

Other topics covered

Besides these items, and the periodical financial performance reviews, topics discussed during the year under review were: innovation, carbon reduction, ESG strategy, risk assessment and risk management, fraud risk, the group's working capital, cash position, privacy and cybersecurity. These discussions included presentations by the Board of Directors on strategy, operations and financial performance.

The national and international laws and regulations relating to the company cover areas such as employment, work permits, health and safety, anti-bribery and corruption, economic and trade sanctions, foreign exchange and taxes. The Supervisory Board has discussed how compliance with relevant laws and regulations can be ensured. This discussion also included an update on global tax issues, including an assessment of the tax strategy, policy and organization, and transparency.

Composition of the Supervisory Board

Non-compliance is reported via the periodic consultation with the Supervisory Board. The Supervisory Board obtains information from the Board of Directors regarding the extent and nature of various regulations and how compliance is monitored internally.

The total equity/total assets solvency ratio of the company is 58.1% (2021: 60.2%) and the cash position remains healthy.

Changes to the Supervisory board

At the close of the General Meeting of Shareholders of May 19, 2022 Mr Jan Arie van Barneveld resigned from the Supervisory Board. With that, he said goodbye to Brunel after having been involved in the company for over 20 years. Further, Frank van der Vloed took over the Chairmanship from Just Spee.

Appointment and selection

The members of the Supervisory Board are appointed for a term of four years and may thereafter be reappointed for another four-year period. They may then subsequently be reappointed again for a period of two years, which appointment may be extended at most two years. Candidates nominated for appointment or reappointment must meet the criteria as shown in the drawn-up profile.



F.I.M. (Frank) van der Vloed

Chair
(b. 1961, male, Dutch)

Appointed:
AGM May 2021

Current term:
2021 – 2025

Former main directorship:
President of Signify Europe

Other directorships:
Member of the Supervisory Board of Diagnostiek voor U
Member of Topteam Sport - SportInnovator
Chair of the Supervisory Board of Deli Home Netherlands B.V.



Drs. J.J.B.M. (Just) Spee

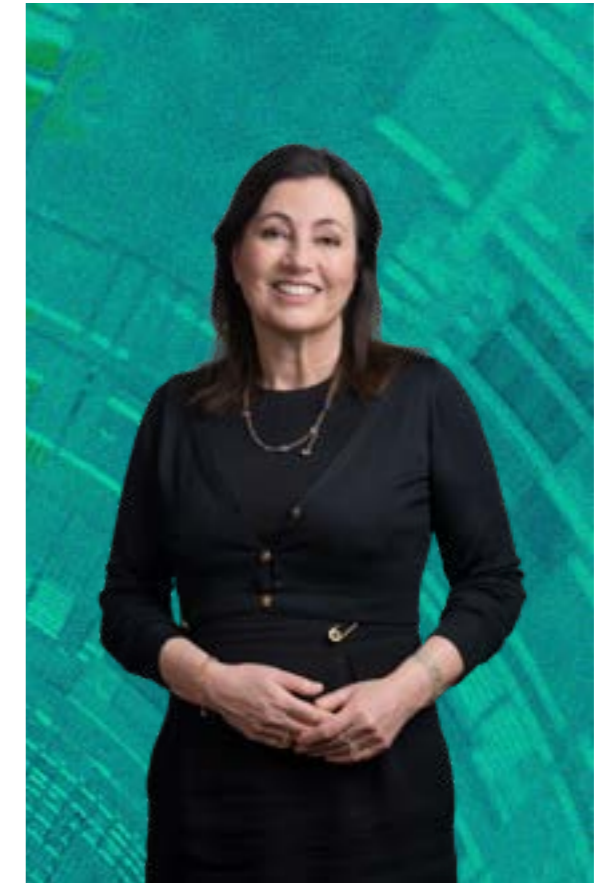
Vice-Chair
(b. 1965, male, Dutch)

Appointed:
AGM May 2017

Current term:
2021 – 2025

Former main directorship:
CEO of Endemol B.V.
CEO of Stage Entertainment B.V..

Other directorships:
President of the Royal Netherlands Football Association (KNVB)
Member Executive Committee UEFA
Chair of the Supervisory Board of Stichting Nederlands Comite Unicef
Vice-Chair of the Supervisory Board of Stichting OLVG
Member of the Supervisory Board of Attractiepark and Camping Duinrell B.V.
Member of the Supervisory Board of Asito Dienstengroep S.E



Prof.dr.ir. K. (Kitty) Koelemeijer

Supervisory Board Member
(b. 1963, female, Dutch)

Appointed:
AGM May 2019

Current term:
2019-2023

Profession:
Full Professor of Marketing and Director of the Marketing and Supply Chain Center at Nyenrode Business University

Other directorships:
Member of the Supervisory Board of Royal KPN N.V.
Member of the Supervisory Board of Vereniging Eigen Huis
Member of the Supervisory Board of Fonds Gehandicaptensport
Board member of Nederlandse Vereniging Poppodia en Festivals
Member of the Supervisory Board of NLinBusiness

Diversity of the Supervisory Board

The aim is to compose the Supervisory Board in such way that there is a good balance between expertise, experience, gender, competencies, personal qualities, (cultural) background and independence that best enables the Supervisory Board to discharge its various obligations in relation to the company and its stakeholders. Currently the Supervisory Board consist of one third of women.

In 2022, the Supervisory Board held six regular meetings all of which were attended by the entire Board of Directors and Supervisory Board. In addition, three intersessional meetings took place, one of which Kitty Koelemeijer and Just Spee were unable to attend.

The Supervisory Board further held six closed meetings that were not attended by the Board of Directors. Outside the regular meetings there was also contact between members of the Supervisory Board, as well as with members of the Board of Directors. The Chair of the Supervisory Board met with the Chief Executive Officer on a regular basis to discuss various issues, in particular the business situation, special business transactions and the overall situation of the Brunel-group. The Chair of the Supervisory Board regularly informed the other members about the content of these meetings.

Committees

According to the guidelines of the Dutch Corporate Governance Code (the 'Code'), Brunel is not obliged to set up separate Audit, Remuneration and Selection and Appointment committees. However, Brunel has had an Audit Committee since 2001 and has opted to retain the structure. Since August 2018, all members of the Supervisory Board are also members of the Audit Committee.

The entire Supervisory Board also serves as the Remuneration and Selection and Appointment Committees. By-laws and terms of reference for both the Supervisory Board and its Committees are posted on the company's website.

Evaluation of the Board of Directors

The evaluation of the performance of the Board of Directors, and of its individual members was discussed in the absence of the Board of Directors.

Self-evaluation of the Supervisory Board

At a private meeting, the Supervisory Board reflected on its own performance and that of its individual members, and members received individual feedback from the Chair of the Supervisory Board. In

its own estimation, and in accordance with best practice provision 2.1.4 of the Code, the Supervisory Board has a balanced composition of knowledge and experience. The results of the self-evaluation led to the conclusion that the Supervisory Board is satisfied with its own performance. The composition of the Supervisory Board is such that the members can operate independently and critically vis-à-vis one another, the Board of Directors, and any particular interests involved within the meaning of best practice provisions 2.1.7, 2.1.8 and 2.1.9 of the Code.

Remuneration Committee

The Remuneration Committee is chaired by Mr Spee. The Remuneration Committee met twice in 2022. The work of the Remuneration Committee focused on the 2021 performance and the individual performance reviews of the members of the Board of Directors, the preparation of the remuneration report 2021 and target setting for 2022. The Annual General Meeting did not provide any comments to the 2021 remuneration report.

The remuneration report outlines the remuneration policy, provides a description of implementation of the remuneration policy in 2022, and sets out the remuneration of the members of the Board of Directors.

The remuneration policy and remuneration report are posted on the company's website.

Remuneration policy

The Supervisory Board conducted a review of the remuneration policy for the Board of Directors and the Supervisory Board and recommended the amendment of the remuneration policy. The amended remuneration policy will be submitted for shareholder's approval at the Annual General Meeting of May 2023.

Audit committee

The Audit Committee is chaired by Ms. Koelemeijer. All members of the Supervisory Board are also members of the Audit Committee. The Board of Directors, the internal auditor and the external independent auditor attend the Audit Committee meetings. The Supervisory Board selects the external independent auditor. The Audit Committee has a supervisory role regarding the integrity of the internal and external financial reports of the company, risk management, and information technology.

The Audit Committee met five times in 2022: prior to the publication of the full-year 2021 figures, prior to announcing the quarterly results and to discuss the external independent auditor's audit plan for 2022 and interim findings. The discussion on the scope of the audit included 2022 key audit matters as identified by the external independent auditor. Recurring items for the Audit Committee meetings such as risk assessment and risk management, tax compliance, IT systems, internal controls, compliance with laws and regulations, and the quality of the finance function were discussed. Furthermore, the set up and performance of the commercial team, that monitors and strengthens contractual risk management, has been evaluated.

Appointment of external independent auditor annual accounts 2023

After 10 years of engagement of PriceWaterhouseCoopers, mandatory audit firm rotation requires that Brunel changes its auditor. It will be proposed to the Annual Shareholders Meeting on 11 May 2023 that Ernst & Young Accounts LLP be the external independent auditor for our annual accounts of 2023.

Supervisory Board members' meeting attendance 2022

| Supervisory board members | Supervisory board | Audit committee | Remuneration committee |
|------------------------------------|-------------------|-----------------|------------------------|
| F.I.M. (Frank) van der Vloed | 9/9 | 5 /5 | 2/2 |
| Drs. J.J.B.M. (Just) Spee | 8/9 | 5/5 | 2/2 |
| Prof. Dr.ir K (Kitty) Koelemeijer | 8/9 | 5/5 | 2/2 |
| Drs. J.A. (Jan Arie) van Barneveld | 4/9* | 2/5* | 2/2 |

* Mr Jan Arie van Barneveld stepped down at the close of AGM 2022.



BRUNEL SOLAR TEAM

In the shape of our partnership with the Brunel Solar Team, Brunel is supporting a highly skilled team of students as they continue to push back boundaries and inspire the world in the field of sustainability and innovation. In 2022, they excelled themselves by improving the previous solar car model, building a brand-new motor and improving the solar panel and battery of the car. To cap this impressive performance, after eight days and 4,223 km, the Brunel Solar Team won the Sasol Solar Challenge in South Africa.

Besides being an innovative challenge, the race was an opportunity to inspire the local population. The daily location of the loop stop was often on the grounds of a (secondary) school where locals could participate in experiments that show how solar energy works. By inspiring the new generation, the organisation hopes to accelerate the energy transition in South Africa.

Internal control

From an internal control perspective, Brunel is organised in regions and countries. In each region and country, a finance director is responsible for internal control for the activities in his/her area. These finance directors meet with the CFO on a monthly basis. Furthermore, compensation and hiring/dismissal of these finance directors is the responsibility of the CFO in order to provide sufficient independence towards local general managers. Besides the local finance directors, Brunel has a separate team of controllers in Amsterdam in the Corporate Finance and Control (CFC) department. Core competences are auditing, reporting and controlling. The majority of the CFC team members have worked with a big four audit firm before joining Brunel. In addition to group reporting, CFC performs internal control activities, both in desktop reviews and during site visits. CFC also provides the group with accounting manuals and guidelines for internal control procedures, as well as a multiday global meeting with the local finance directors.

leading to low internal audit activities throughout 2022. Other professionals were used as needed for audit activities.

Risk and internal risk management systems

During 2022, the Audit Committee also discussed with the Board of Directors the updated risk assessment that was performed by the Board of Directors in cooperation with commercial management and the regional finance directors. This concerns risks associated with the strategy and the nature of the business, and the way that the Board of Directors monitors the design and operation of the internal risk management systems. Risk assessment and risk management systems are being further embedded in the reporting structure to support decision making and achieving of strategic objectives in the coming years. The relevant risks to the company are described in the section "Risks, risk management and control systems" of this annual report.

Internal audit function

The internal auditor reports to the Audit Committee. The purpose of Brunel's internal audit function is to provide independent, objective assurance and consulting services designed to add value and improve Brunel's operations. The mission of internal audit is to enhance and protect organisational value by providing risk-based and objective assurance, advice, and insight. The internal audit function helps Brunel accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes. The internal auditor reports functionally to the Audit Committee and administratively (i.e. day-to-day operations) to the Board of Directors.

Information and communication technology

In 2022, an update on the IT strategy was discussed as well as developments on existing IT infrastructure.

Financial reporting

The Board of Directors informed the Supervisory Board on the processes for the preparation of the financial reports and how the quality of the financial reporting is monitored. Based on this and the report of the external independent auditor, the Supervisory Board believes the Board of Directors adequately interprets its responsibility for the quality of the financial information.

In Q1 2022, the internal auditor changed positions and a new internal auditor was appointed in Q4,



Dialogue with the external independent auditor

The Audit Committee has discussed the annual accounts, annual report, Supervisory Board's report, (interim) board reports from the external auditor and risk management policy with the Board of Directors and the external independent auditor. The Supervisory Board assessed the independence of the auditor. It was concluded that threats to independence are absent. The Supervisory Board believes that the external independent auditor provided the Supervisory Board with all relevant information in order to exercise its supervisory responsibilities.

Relationship with shareholders

The Supervisory Board discussed with the Board of Directors how to consider the interests of shareholders as well as the issues raised by shareholders at the last Annual General Meeting. The Supervisory Board believes that the company acted in a constructive and careful way regarding the shareholders' interests.

Others

The Supervisory Board approved the operational and financial objectives of the company, and also approved the strategy designed to achieve the objectives and the preconditions associated with that strategy.

The Supervisory Board endorsed the Board of Directors' efforts on corporate social responsibility and the particular aspects that are relevant to the enterprise.

Furthermore, no matters occurred which, under the law, the statutes or the Code, requires the approval of the Supervisory Board.

Conflicts of interest and independence

In 2022, no matters occurred involving conflicts of interest of directors, Supervisory Board members, shareholders and/or external independent auditor that are of material significance to the company and/or the respective directors, members, shareholders and/or external independent auditor. Information on related party transactions is included under note 27 to the annual accounts.

All members of the Supervisory Board are independent.

Amsterdam, 17 February 2023

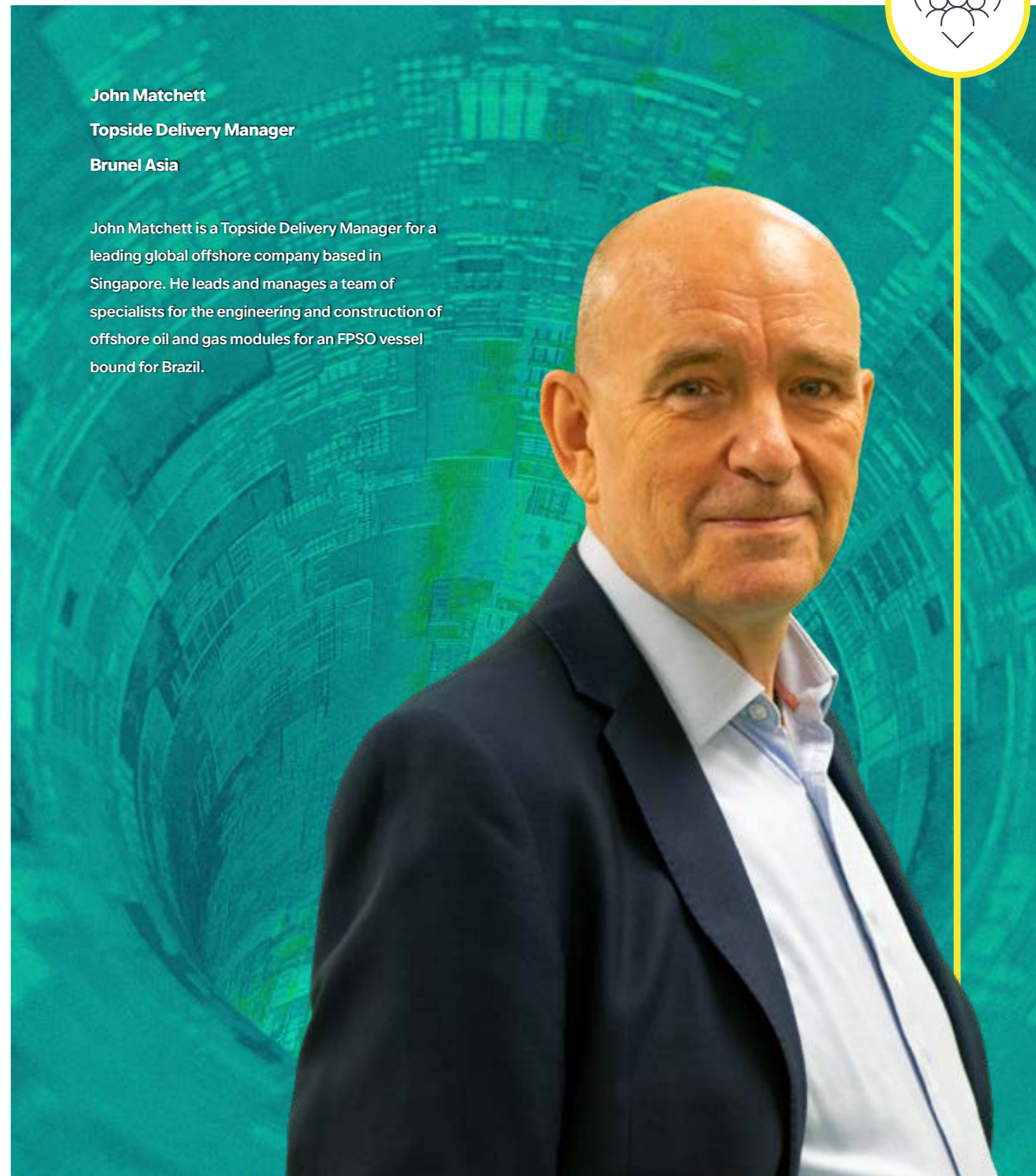
The Supervisory Board
 F.I.M. van der Vloed, Chair
 J.J.B.M. Spee, Vice-Chair
 K. Koelemeijer

John Matchett

Topside Delivery Manager

Brunel Asia

John Matchett is a Topside Delivery Manager for a leading global offshore company based in Singapore. He leads and manages a team of specialists for the engineering and construction of offshore oil and gas modules for an FPSO vessel bound for Brazil.



Remuneration report 2022

Introduction

The remuneration of the members of the board of directors is the responsibility of the supervisory board as a whole. Decisions by the supervisory board should be in accordance with the remuneration policy for members of the board of directors as approved by the general meeting of shareholders. Decisions regarding the remuneration of the members of the supervisory board are taken by the general meeting of shareholders.

Remuneration policy

The remuneration policy's objective is to attract, motivate and retain qualified and expert executives to an internationally operating company that is listed on the stock exchange and specialises in the flexible supply of knowledge and capacity, and to contribute to the Company's strategy, long-term interests and sustainability.

The supervisory board believes that the remuneration policy expedites the short-term operational performance and the objectives for the strategy for long-term value creation within the meaning of best practice provision 1.1.1 of the Dutch corporate governance code (the 'Code'). The remuneration policy for members of the board of directors, is available on the company's website. Following the implementation of the EU Shareholder Rights Directive II in the Netherlands in 2019, Brunel has brought its remuneration policy into line with the new rules on remuneration. The amended remuneration policy has been approved by the annual meeting of shareholders in 2020. The annual general meeting did not provide any comments to the 2021 remuneration report. The 2022 remuneration report will be provided to the shareholders meeting for a non-binding 'advisory vote'.

Remuneration structure and components

The remuneration structure for the board of directors is designed to balance short-term operational performance with the long-term objectives of the company, assuring that the interest of the members of the board of directors and supervisory board are closely aligned to those of the Company, its business and its stakeholders. The total remuneration and the remuneration elements are based on the going rates in the international labour market and are fine-tuned using data from companies which are similar to Brunel in terms of scale and complexity.

The total compensation for members of the board of directors is defined in the remuneration policy as a combination of fixed compensation, variable compensation, pension and other benefits. In line with this policy, the supervisory board determines a total compensation level for each member of the board of directors, reflecting the specific roles, responsibilities, qualifications, experience and expertise of the individual. In addition to that, the remuneration committee conducts regular scenario analyses to determine the long-term effect of the level and structure of compensation granted to each board member. Each year the remuneration committee reviews these total compensation levels to ensure they remain competitive and provide proper and risk-based incentives. Based on the results of the annual competitiveness review and discussions with the members of the supervisory board regarding their remuneration level and structure, the remuneration committee may recommend changes to the compensation levels.

Before the remuneration policy as a whole is determined, and the level of remuneration of individual board members is fixed, scenario analysis are made of the variable remuneration components and the consequences that they could have on the level of remuneration of the board members. The level and structure of the remuneration of the board members is determined by reference to the scenario

analysis carried out and with due regard for the employment conditions of the employees of Brunel, including their remuneration and the development of relevant pay ratios, compared to those of the members of the board of directors and supervisory

board. In determining the level and structure of the remuneration of board members, both financial and non-financial indicators relevant to the long-term objectives of the company are taken into account.

BOARD OF DIRECTORS

Terms of engagement

The members of the board of directors, and the dates of commencement of their board membership are:

| | |
|----------------------------|---|
| Jilko Andringa, CEO | December 7, 2017, reappointed May 11, 2021 |
| Peter de Laat, CFO | May 1, 2014, reappointed on May 14, 2018 and May 19, 2022 |
| Graeme Maude, COO | July 1, 2020 |

In line with best practice provision 2.2.1, the members of the board of directors have been appointed for a period of four years. The members of the board of directors have an engagement agreement with Brunel International N.V. rather than an employment contract. The agreements with the members of the board of directors include a termination arrangement, which is in line with best practice provision 3.2.3 of the Code. Either party to the engagement agreement may terminate the engagement agreement by giving six months' notice.

The remuneration package, following the adoption of the remuneration policy, contains the following components:

Fixed compensation

The fixed pay supports the recruitment and retention

of directors of the calibre required to implement our strategy. It reflects the individual's skills, experience, performance and the role within the Company.

The supervisory board determined the fixed compensation of the members of the board of directors for 2022 at:

| | |
|--------------------------|-------------|
| Mr. J.T. Andringa | EUR 600,000 |
| Mr P.A. de Laat | EUR 430,000 |
| Mr A.G. Maude | EUR 430,000 |

Variable compensation

Brunel believes that variable compensation strengthens the commitment of the members of the board of directors to the Company's objectives, business strategy, risk tolerance and long-term performance.

The variable component of the total remuneration package consists of short- and long-term components. Performance targets and conditions are derived from our strategy and annual business plans. The targets are assigned prior to the relevant year and assessment of realisation is conducted after year-end by the supervisory board.

The aggregate annual variable remuneration for a Managing Director, assuming the achievement of all

applicable targets, objectives and conditions underlying such variable remuneration, shall not exceed 125% of the fixed gross annual remuneration of the CEO. For the other Managing Directors the aggregate annual variable remuneration shall not exceed 100% of their fixed gross annual remuneration.

Short-term variable component

The short-term bonus scheme for the members of the board of directors rewards both financial performance and individual performance. Both elements are weighted equally. The quantitative targets (budget, sales, margin, profitability, EBIT and control of operating capital) reflect the financial parameters considered by the supervisory board to be critical with regard to the realisation of Brunel's long-term objectives and strategy. The individual targets comprise objectives on professional growth and strategic milestones.

The annual bonus incentivizes year-on-year delivery of financial, strategic and operational objectives selected to support the annual business strategy and the ongoing enhancement of shareholder value. The ability to recognize performance through an annual bonus enables to manage our cost base flexibility and react to events and market circumstances.

The supervisory board ensures that the targets agreed are both challenging and realistic. For commercial and competition-related considerations, Brunel does not wish to publish the targets that have been agreed. The short-term bonus may not exceed 75% of the fixed annual compensation of the CEO. For the other board members the maximum short-term bonus opportunity is 50% of the fixed annual compensation. The realisation of each financial or individual target can independently result in bonus payment. The supervisory board allocates the bonus based on the achievement of the targets of members of the board of directors and determines the associated pay-out. The short-term incentive compensation is paid in cash.

Based on the results in 2022, the supervisory board has considered the extent to which the performance delivered meets the quantitative targets and also the individual targets have been assessed.

In 2022, the actual variable compensation award of Mr Andringa, Mr De Laat and Mr Maude were based on the 2022 performance of the following individual and group performance indicators:

| | % of total | Bandwith | Actual | Achieved CEO | Achieved CFO | Achieved COO |
|---|------------|----------|------------------|--------------|--------------|--------------|
| Financial targets for CEO, CFO and COO | | | | | | |
| Revenue of EUR 1,110 million | 20% | 95-105% | EUR 1,182 | 20% | 20% | 20% |
| EBIT of EUR 57 million | 40% | 95%-110% | EUR 60.8 million | 27% | 27% | 27% |
| Cash collection (TDO of 80 days) | 15% | | 80 days | 15% | 15% | 15% |
| Individual targets for CEO | | | | | | |
| Vertical strategy | 15% | | | 15% | | |
| Innovation | 10% | | | 10% | | |
| Individual targets for CFO | | | | | | |
| Digitalization | 15% | | | | 10% | |
| Integration of Taylor Hopkinson | 10% | | | | 10% | |
| Individual targets for COO | | | | | | |
| Execute M&A strategy | 15% | | | | | 15% |
| Performance Americas | 10% | | | | | 10% |
| Total achieved | | | | 87% | 82% | 87% |



ACQUISITION OF TAYLOR HOPKINSON- 1ST ANNIVERSARY

Another milestone in 2022 was the first anniversary of Brunel's successful acquisition of Taylor Hopkinson. By joining forces with Taylor Hopkinson, Brunel made its goal clear: to support clients with their energy transition by connecting renewables specialists to pioneering projects. Year on year, Brunel's revenue in renewable energy alone increased by almost 300%.

According to CEO Jilko Andringa, "We are cementing our position as a trusted, leading partner in the renewable energy sector. And the future is bright: The energy transition will continue to drive demand for renewables, which means that we will be able to

unlock even more exciting opportunities. This acquisition is the perfect example of what we aim to achieve moving forward: greater diversification, deeper specialisation and new capabilities. We will definitely use this fruitful blueprint for success with future acquisitions."

Long-term variable component

The long-term variable component consists of a Stock Appreciation Rights (SAR) scheme. This scheme emphasises the sustainable growth of operating profit and market share as well as the realisation of the company's long-term policies. SAR provide an incentive to the directors to continue their employment with the Company and serve to align the interests of the directors with the long-term interest of shareholders and other stakeholders. The amount of SAR as long-term incentive is determined annually by the supervisory board based on the assessment to the long-term development of the Company. The SAR-term is five years and can only be exercised after a period of three years has passed since they were granted. The application of a vesting period encourages long-term thinking and long-term value creation. In this way an important part of the remuneration is directed at the longer term, which is in line with the company's strategic vision of long-term value creation. If employment ends the SARs will lapse.

In 2022, the following SARs have been granted:

| Director | Number of SARs | Exercise price in EUR |
|---------------|----------------|-----------------------|
| J.T. Andringa | 70,000 | 11.92 |
| P.A. de Laat | 50,000 | 11.92 |
| A.G. Maude | 50,000 | 11.92 |

Pension contribution

The pension scheme for members of the board of directors is a defined contribution plan. The contributions are fully borne by the company.

Loans

The company has issued no loans or guarantees to members of the board of directors.

Claw-back provision

The supervisory board has the authority to claim back variable bonus compensation that has been paid out to the extent such payment was based on incorrect information, including financial statements, concerning the achievement of targets or the occurrence of circumstances that the bonus compensation was dependent on.

Board of Directors remuneration in 2022

The table below summarizes the 2022 compensation elements of the members of the board of directors.

| 2022 (2021) in EUR | Base salary | Short-term bonus | Pension | Other benefits* | Share based payments ** | Total | Fixed proportion |
|--------------------|-------------|------------------|---------|-----------------|-------------------------|---------------|------------------|
| J.T. Andringa | 600 (600) | 391 (338) | 15 (12) | 36 (36) | 9 (88) | 1.013 (1,037) | 61% (59%) |
| P.A. de Laat | 430 (430) | 176 (188) | 10 (7) | 21 (0) | -17 (103) | 597 (729) | 73% (60%) |
| A.G. Maude | 430 (430) | 187 (161) | 14 (11) | 36 (36) | 56 (84) | 687 (686) | 65% (64%) |

* Represents a fixed allowance for expenses

** Represents the fair value of options and SARs earned and/or forfeited as recorded in the profit and loss account for 2022. For the SARs granted in 2019, the intrinsic value was nil at the vesting date in 2022.

Summary of SARs outstanding

SARs outstanding per December 31, 2022

| Director | Year of granting | Exercise price in EUR | Fair value in EUR * | Exercise period ends in |
|----------------------|------------------|-----------------------|---------------------|-------------------------|
| J.T. Andringa | | | | |
| 50,000 | 2019 | 12.78 | 2.18 | February 2024 |
| 15,000 | 2020 | 6.39 | 1.48 | July 2025 |
| 40,000 | 2021 | 9.08 | 2.49 | February 2026 |
| 70,000 | 2022 | 11.92 | 2.77 | February 2027 |
| P.A. de Laat | | | | |
| 50,000 | 2018 | 15.48 | 2.79 | February 2023 |
| 50,000 | 2019 | 12.78 | 2.18 | February 2024 |
| 15,000 | 2020 | 6.39 | 1.48 | July 2025 |
| 40,000 | 2021 | 9.08 | 2.49 | February 2026 |
| 50,000 | 2022 | 11.92 | 2.77 | February 2027 |
| A.G. Maude | | | | |
| 30,000 | 2020 | 6.25 | 1.45 | July 2025 |
| 40,000 | 2021 | 9.08 | 2.49 | February 2026 |
| 50,000 | 2022 | 11.92 | 2.77 | February 2027 |

* Reflects the fair value at the grant date.

The valuation model to calculate the fair value of the SARs is the Black and Scholes model. The reference dates are the date of granting, and precisely three years later. As per December 31, 2022, the SARs granted in 2018 and 2019 can be exercised.

The share price at 31 December 2022 was EUR 9.58.

The movement of the SARs outstanding during 2022 is as follows:

| | J.T. Andringa | P.A. de Laat | A.G. Maude | Total |
|------------------------|---------------|--------------|------------|---------|
| Balance at 1 January | 155,000 | 185,000 | 70,000 | 410,000 |
| Granted | 70,000 | 50,000 | 50,000 | 170,000 |
| Expired | -50,000 | -30,000 | - | -80,000 |
| Balance at 31 December | 175,000 | 205,000 | 120,000 | |

Remuneration charged to subsidiaries

The Company has subsidiaries and consolidates the financial information of other Brunel Companies. No remuneration was charged to or incurred by those subsidiaries in the financial year.

This ratio is calculated using the normalized annualized compensation for 2022 of EUR 1.0 million compared to the average compensation of all indirect employees. The average compensation of all indirect all indirect employees was calculated from the numbers as reported in Note 17 Direct and indirect personnel expenses and Note 28 Segment reporting, resulting in an average compensation of EUR 0.1 million for 2022.

Internal pay ratio

The pay ratio of CEO compensation compared to the average employee compensation during 2022:

The five-year development of the directors' remuneration is as follows:

| | 2022 | 2021 | 2020 |
|---------------|------|------|------|
| J.T. Andringa | 11.6 | 12.6 | 13.8 |

| | 2018 vs 2017 | 2019 vs 2018 | 2020 vs 2019 | 2021 vs 2020 | 2022 vs 2021 | 2023 |
|---|--------------|--------------|--------------|--------------|--------------|---------------|
| Board of Director's remuneration: | | | | | | |
| J.T. Andringa, CEO | 36% | -41% | 59% | 6% | -2% | 1,013 (1,038) |
| P.A. de Laat, CFO | -2% | -9% | 38% | 18% | -22% | 597 (729) |
| A.G. Maude, COO | | | - | -24% | 0% | 687 (686) |
| Supervisory Board's remuneration | | | | | | |
| F.I.M. van der Vloed (as of 11 May 2021) | | | | - | 10% | 66 (35) |
| J.J.B.M. Spee, chairman | 11% | 7% | 0% | 4% | -6% | 64 (68) |
| K. Koelemeijer | | | 0% | 5% | 9% | 60 (55) |
| J.A. van Barneveld (stepped down as of 19 may 2022) | | 0% | 0% | 0% | - | 22 (55) |
| A. Schouwenaar, chairman (stepped down as of 11 may 2021) | 6% | 3% | 0% | - | - | 0 (29) |
| Brunel's performance: | | | | | | |
| Revenue | 16% | 14% | -14% | 0% | 31% | 1,182,824 |
| Operating profit | 90% | -50% | 65% | 65% | 28% | 60,874 |
| Average remuneration on a FTE basis of employees: | 4% | 6% | -5% | 15% | 6% | 87 |



SUPERVISORY BOARD

The annual general meeting of shareholders determines the remuneration of the supervisory board members, and it may be reviewed annually. The remuneration of the members of the supervisory board consists only of a fixed annual payment and reflects the time spent and the responsibilities of their role. It is not linked to the financial results of the company. Members of the supervisory board do not receive any performance or equity-related compensation and do not accrue any pension rights with the company. The company does not grant stock options or shares to the members of the supervisory board. The regulations for shareholdings for members of the supervisory board are posted on the company's website.

Supervisory board remuneration in 2022

The annual allowances of the members of the supervisory board are set on median levels compared to companies, which are similar to Brunel in terms of scale and complexity. As approved by the annual general meeting of shareholders held in May 2016, the annual gross compensation for the chairman is EUR 70,000, vice-chairman EUR 60,000, supervisory board member EUR 55,000, and an additional compensation of EUR 5,000 for the chairman of the audit committee.

Loans

The company has issued no loans or guarantees to members of the supervisory board.

Amsterdam, 17 February 2023
 Brunel International N.V.
 The supervisory board



Maria Mello

Contractors support

Brunel Americas

Maria Mello is an intern who recently joined the Brunel Brazil team to support our contractors as part of the Account Management Team. Maria is currently pursuing a Bachelor's degree in International Relations at Ibmec. Her internship with Brunel is giving her hands-on experience which will be incredibly valuable to her in the future as she starts her career.

The Brunel share

Structure and shares

Brunel International N.V. is a public limited liability company. Its authorised capital is EUR 6 million, divided into 199.6 million ordinary shares and one priority share. The par value of the ordinary shares is EUR 0.03 each. The par value of the priority share is EUR 10,000. The priority share has not been issued.

Stock exchange listing

Brunel International N.V. ordinary shares are listed at the NYSE Euronext stock exchange in Amsterdam (ticker symbol BRNL). Since 2015, Brunel has been listed on the Amsterdam Small Cap Index (AScX). Since April 2011, options on Brunel shares have also been traded on NYSE Liffe, the derivatives market of NYSE Euronext.

Share capital

The total number of shares outstanding on 31 December 2022 is 50,400,988 (2021: 50,400,988), giving a market capitalisation of EUR 483 million at that time.

Interests

According to the AFM register on notification of substantial holdings, Mr J. Brand, the company's founder, directly or indirectly holds a capital interest of approximately 60.05%, with corresponding voting rights.

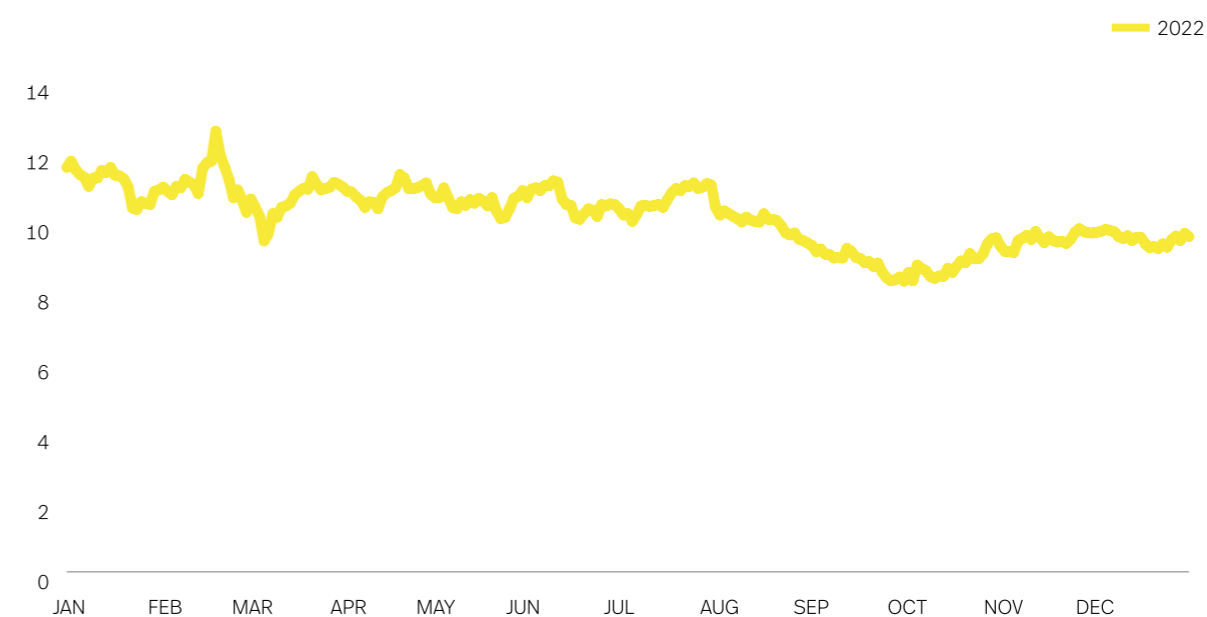
Substantial participating interests

As at 31 December 2022, other than the interest of Mr. J. Brand, there were no other shareholdings that exceeded the participating interest threshold of 3% of the share capital or the voting rights of Brunel International N.V.

Dividend

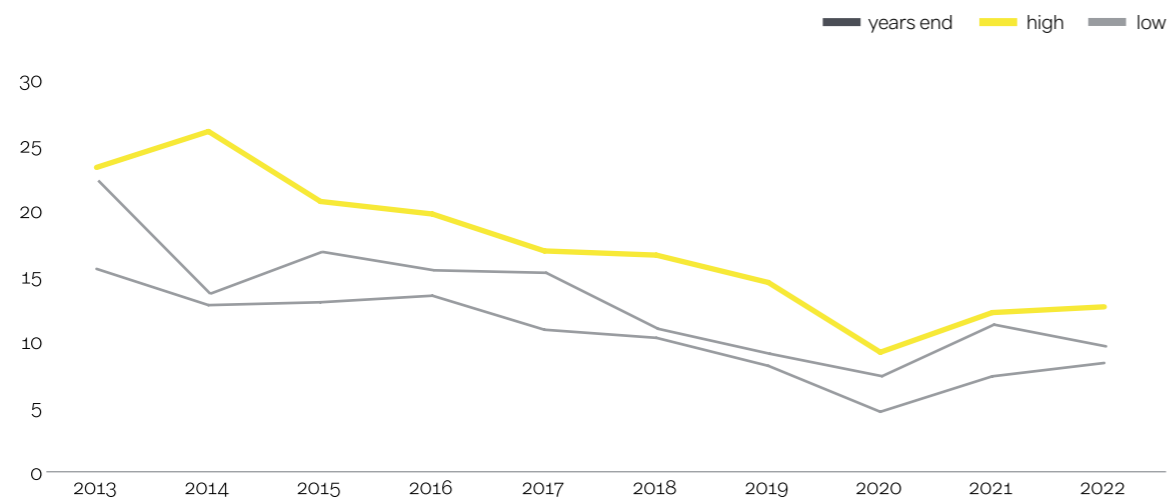
For this year we propose to the general meeting of shareholders to pay a dividend of EUR 0.55 per share.

Share price development (EUR)





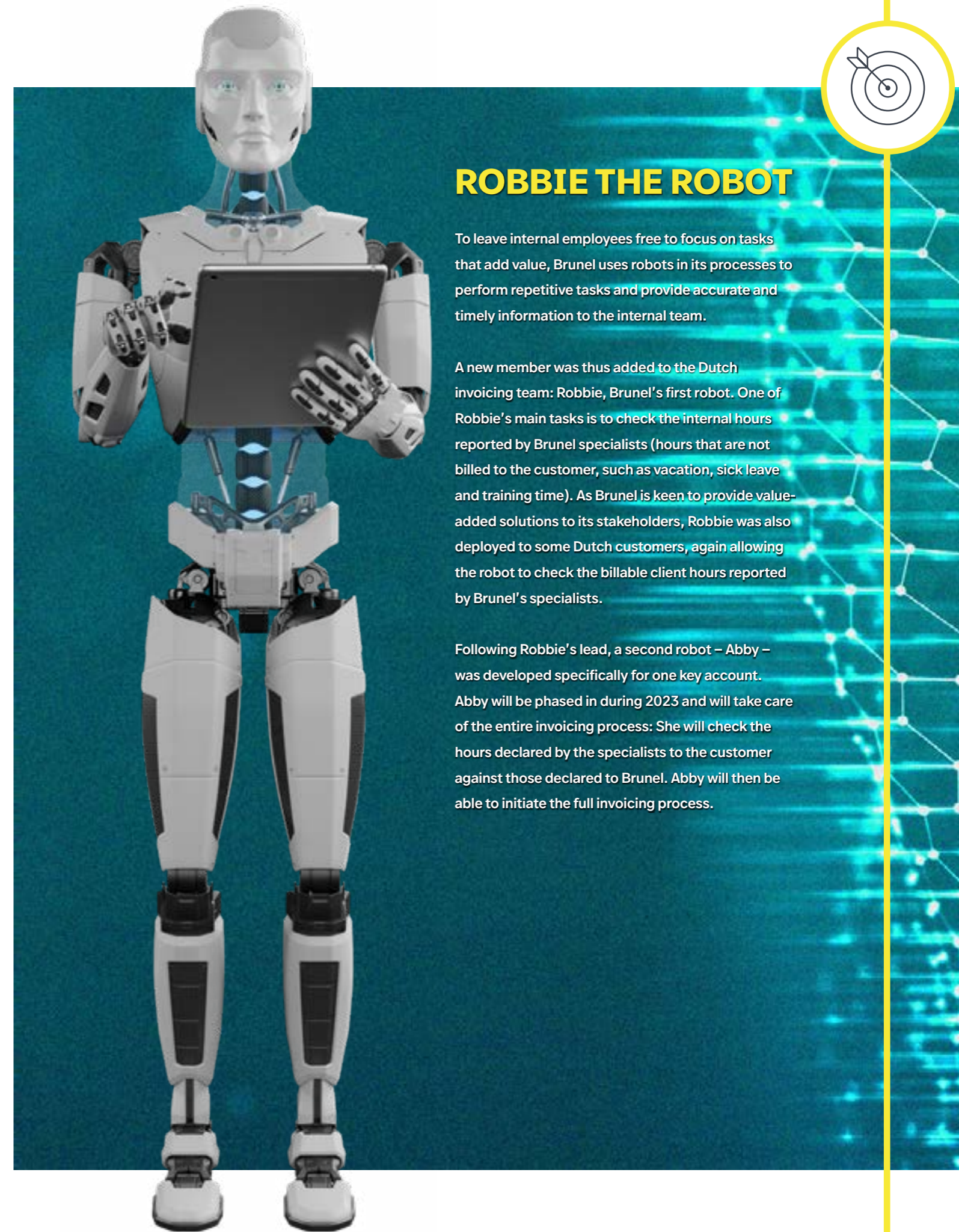
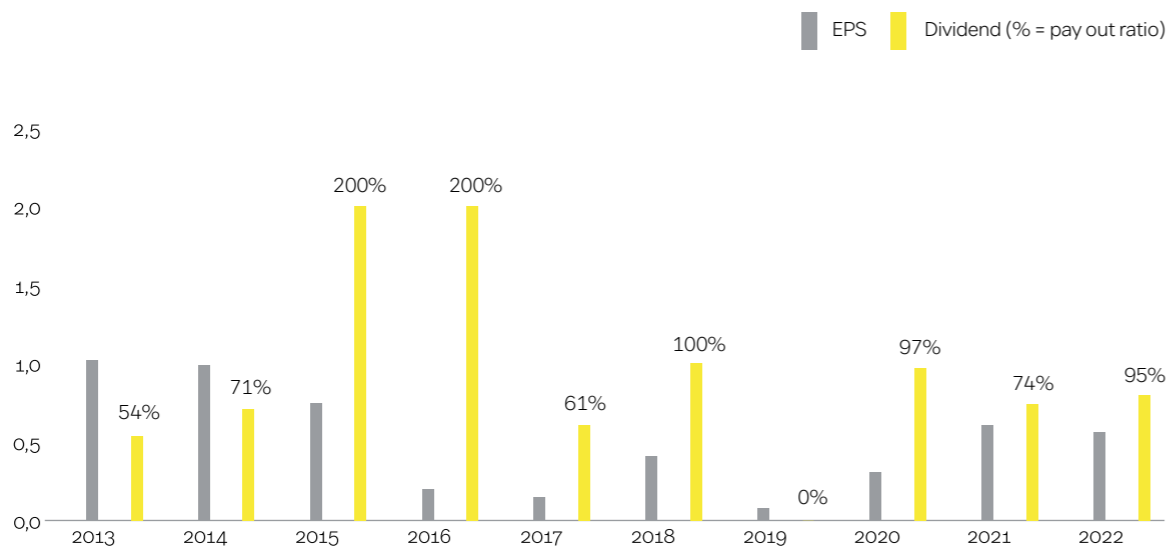
Brunel Share price (EUR)



Financial calendar

- 5 May 2023** Trading update for the first quarter 2023
- 11 May 2023** Annual general meeting of shareholders
- 15 May 2023** Ex-dividend listing
- 8 June 2023** Dividend available for payment
- 4 August 2023** Publication half-year 2023 results
- 3 November 2023** Trading update for the third quarter 2023

Brunel earning per share (EUR)



ROBBIE THE ROBOT

To leave internal employees free to focus on tasks that add value, Brunel uses robots in its processes to perform repetitive tasks and provide accurate and timely information to the internal team.

A new member was thus added to the Dutch invoicing team: Robbie, Brunel's first robot. One of Robbie's main tasks is to check the internal hours reported by Brunel specialists (hours that are not billed to the customer, such as vacation, sick leave and training time). As Brunel is keen to provide value-added solutions to its stakeholders, Robbie was also deployed to some Dutch customers, again allowing the robot to check the billable client hours reported by Brunel's specialists.

Following Robbie's lead, a second robot – Abby – was developed specifically for one key account. Abby will be phased in during 2023 and will take care of the entire invoicing process: She will check the hours declared by the specialists to the customer against those declared to Brunel. Abby will then be able to initiate the full invoicing process.

Annual accounts

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Annual accounts 2022

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Consolidated balance sheet as at 31 December 2022

x EUR 1,000, before profit appropriation

| | 31 December 2022 | 31 December 2021 |
|---|------------------|------------------|
| Non-current assets | | |
| Goodwill (3) | 44,443 | 42,552 |
| Other intangible assets (4) | 21,259 | 17,474 |
| Property, plant and equipment (5) | 11,620 | 9,334 |
| Right-of-use assets (6) | 43,962 | 40,463 |
| Financial fixed assets (7) | 8,689 | 631 |
| Investments accounted for using the equity method (8) | - | - |
| Non-current restricted cash (10) | 8,769 | 12,866 |
| Deferred income tax assets (22) | 14,725 | 13,344 |
| Total non-current assets | 153,467 | 136,664 |
| Current assets | | |
| Trade and other receivables (9) | 303,050 | 263,873 |
| Income tax receivables (22) | 2,994 | 2,085 |
| Restricted cash (10) | 6,768 | 5,422 |
| Cash and cash equivalents (10) | 80,861 | 93,757 |
| Total current assets | 393,673 | 365,137 |
| Total assets | 547,140 | 501,801 |
| Non-current liabilities | | |
| Provisions (11) | 6,750 | 6,932 |
| Deferred income tax liabilities (22) | 1,782 | 2,253 |
| Lease liability (6) | 32,449 | 30,176 |
| Other non-current liabilities (12) | 32,604 | 8,570 |
| Total non-current liabilities | 73,585 | 47,931 |
| Current liabilities | | |
| Lease liability (6) | 13,176 | 11,968 |
| Other current liabilities (13) | 130,629 | 124,905 |
| Income tax payables (22) | 11,933 | 15,068 |
| Total current liabilities | 155,738 | 151,941 |
| Total liabilities | 229,323 | 199,872 |
| Net assets | 317,817 | 301,929 |
| Group equity (14) | | |
| Share capital | 1,517 | 1,517 |
| Share premium | 86,145 | 86,145 |
| Reserves | 187,627 | 169,575 |
| Unappropriated result | 29,390 | 30,999 |
| Shareholders' equity | 304,679 | 288,236 |
| Non-controlling interest (14) | 13,138 | 13,693 |
| Total equity | 317,817 | 301,929 |

Consolidated profit and loss account for the year ended 31 December 2022

x EUR 1,000

| | 2022 | 2021 |
|--|------------------|-----------------|
| Revenue | 1,181,824 | 899,668 |
| Direct personnel expenses (17) | -929,708 | -689,084 |
| Contribution margin | 252,116 | 210,584 |
| Indirect personnel expenses (17) | -128,549 | -110,178 |
| Depreciation and amortisation (19) | -21,328 | -18,459 |
| Other expenses (20) | -41,365 | -34,297 |
| Total operating costs | -191,242 | -162,934 |
| Operating profit | 60,874 | 47,650 |
| Exchange differences (21) | -2,311 | -699 |
| Interest income (21) | 545 | 600 |
| Interest expenses (21) | -1,173 | -620 |
| Financial income and expense | -2,939 | -719 |
| Loss on disposal of subsidiaries (2) | -10,431 | 0 |
| Share of result of investments accounted for using the equity method (8) | 0 | 0 |
| Group result before tax | 47,504 | 46,931 |
| Tax (22) | -16,740 | -13,940 |
| Group result for the period | 30,764 | 32,991 |
| Net income attributable to equity holders of the parent (ordinary shares) | 29,390 | 30,999 |
| Net income attributable to non-controlling interest | 1,374 | 1,992 |
| Net income for the year | 30,764 | 32,991 |
| Basic earnings per share in euro (23) | 0.58 | 0.61 |
| Diluted earnings per share in euro (23) | 0.58 | 0.61 |

Consolidated statement of comprehensive income for the year ended 31 December 2022

x EUR 1,000

| | 2022 | 2021 |
|---|---------------|---------------|
| Net income | 30,764 | 32,991 |
| Other comprehensive income | | |
| <i>Items that may be reclassified subsequently to profit or loss</i> | | |
| Exchange differences arising on translation of foreign operations | 9,284 | 11,137 |
| Income tax relating to components of other comprehensive income | -634 | -931 |
| | 8,650 | 10,206 |
| <i>Items that will not be reclassified subsequently to profit or loss</i> | | |
| Actuarial gains/ (losses) on defined benefit plans | 733 | 87 |
| | 733 | 87 |
| Total other comprehensive income (net of tax) | 9,383 | 10,293 |
| Total comprehensive income | 40,147 | 43,284 |
| Attributable to: | | |
| Ordinary shareholders | 38,625 | 41,082 |
| Non-controlling interest | 1,522 | 2,202 |
| Total comprehensive income | 40,147 | 43,284 |

Consolidated cash flow statement for the year ended 31 December 2022

x EUR 1,000

| | 2022 | 2021 |
|--|----------------|----------------|
| Cash flow from operating activities | | |
| Result after tax | 30,764 | 32,991 |
| Adjustments for: | | |
| Income tax expense (21) | 16,740 | 13,940 |
| Depreciation and amortisation (19) | 21,328 | 18,459 |
| Exchange differences (21) | 1,352 | 0 |
| Interest income (21) | -545 | -600 |
| Interest expense (21) | 1,173 | 620 |
| Loss on disposal of subsidiaries (2) | 10,431 | 0 |
| Other non-cash expenses (26) | 12 | 901 |
| Share based payments (15) | 3,974 | 2,476 |
| Changes in: | | |
| Receivables (24) | -49,818 | -50,130 |
| Provisions (11) | -183 | 441 |
| Other current liabilities (25) | 11,467 | 9,120 |
| Restricted cash (10) | 3,790 | -1,907 |
| | -34,744 | -42,476 |
| Income tax paid (22) | -23,563 | -10,236 |
| Interest paid | -754 | -139 |
| Interest received | 165 | 780 |
| Cash flow generated from operating activities | 26,333 | 16,716 |
| Cash flow from investing activities | | |
| Additions to property, plant and equipment (5) | -3,088 | -2,207 |
| Additions to intangible fixed assets (4) | -8,183 | -4,323 |
| Disposals of property, plant and equipment (5) | 49 | -9 |
| Acquisition of subsidiaries (1) | -733 | -28,628 |
| Disposal of subsidiaries (2) | -9,497 | 0 |
| Cash flow used in investing activities | -21,452 | -35,167 |
| Cash flow from financing activities | | |
| Acquisition of treasury shares (14) | 0 | -1,977 |
| Dividend non-controlling interest (14) | -2,240 | -2,084 |
| Dividend ordinary shareholders (14) | -22,680 | -15,172 |
| Proceeds from drawing of loans and borrowings (12) | 18,634 | 0 |
| Principal elements of lease payments (6) | -14,731 | -12,665 |
| Cash flow used in financing activities | -21,017 | -31,898 |
| Total cash flow | -16,136 | -50,349 |
| Cash position at 1 January | 93,757 | 139,898 |
| Exchange rate fluctuations | 3,240 | 4,208 |
| Cash position at 31 December | 80,861 | 93,757 |

Consolidated statement of changes in equity for the year ended 31 December 2022

x EUR 1,000

| | Share Capital | Share Premium | Reserves | | | Unappropriated result | Attributable to ordinary shareholders | Non-controlling interest | Total |
|---|---------------|---------------|---------------------|----------------------|-------------------|-----------------------|---------------------------------------|--------------------------|----------------|
| | | | Translation reserve | Share based payments | Retained earnings | | | | |
| Balance at 1 January 2021 | 1,517 | 86,145 | -6,485 | - | 175,869 | 15,590 | 272,636 | 2,142 | 274,778 |
| Net income | - | - | - | - | - | 30,999 | 30,999 | 1,992 | 32,991 |
| Other comprehensive income | - | - | 9,996 | - | 87 | - | 10,083 | 210 | 10,293 |
| Total comprehensive income | - | - | 9,996 | - | 87 | 30,999 | 41,082 | 2,202 | 43,284 |
| Cash dividend (14) | - | - | - | - | -15,172 | - | -15,172 | -2,084 | -17,256 |
| Acquisition of treasury shares (14) | - | - | - | - | -1,977 | - | -1,977 | - | -1,977 |
| Share based payments (15) | - | - | - | 237 | - | - | 237 | - | 237 |
| Acquisition of subsidiary | - | - | - | - | - | - | - | 10,829 | 10,829 |
| Contributions to equity (7) | - | - | - | - | - | - | - | 604 | 604 |
| Recognition of put-option liability (1) | - | - | - | - | -8,570 | - | -8,570 | - | -8,570 |
| Appropriation of result | - | - | - | - | 15,590 | -15,590 | - | - | - |
| Balance at 31 December 2021 | 1,517 | 86,145 | 3,511 | 237 | 165,827 | 30,999 | 288,236 | 13,693 | 301,929 |
| Net income | - | - | - | - | - | 29,390 | 29,390 | 1,374 | 30,764 |
| Other comprehensive income | - | - | 8,502 | - | 733 | - | 9,235 | 148 | 9,383 |
| Total comprehensive income | - | - | 8,502 | - | 733 | 29,390 | 38,625 | 1,522 | 40,147 |
| Cash dividend (14) | - | - | - | - | -22,680 | - | -22,680 | -2,240 | -24,920 |
| Share based payments (15) | - | - | - | 470 | 28 | - | 498 | - | 498 |
| Acquisition of subsidiary (1) | - | - | - | - | - | - | - | 163 | 163 |
| Appropriation of result | - | - | - | - | 30,999 | -30,999 | - | - | - |
| Balance at 31 December 2022 | 1,517 | 86,145 | 12,013 | 707 | 174,907 | 29,390 | 304,679 | 13,138 | 317,817 |

Participations

Brunel International N.V.'s main participations are listed below. These are included in the consolidated annual accounts of Brunel International N.V. Unless otherwise stated, all these participations are, directly or indirectly, wholly-owned and Brunel has full or over half of the voting power. Some non-material participations are not included in the list.

Brunel Corporate B.V., Amsterdam, The Netherlands
 Brunel Energy Europe Staff B.V., Amsterdam, The Netherlands
 Brunel Nederland B.V., Rotterdam, The Netherlands
 Brunel Energy Holding B.V., Rotterdam, The Netherlands
 Brunel Energy Europe B.V., Rotterdam, The Netherlands
 Brunel Belgium N.V., Mechelen, Belgium
 Brunel International UK Ltd, Glasgow, United Kingdom
 Celsius Ltd, Birmingham, United Kingdom
 Brunel Service GmbH & Co. KG, Bremen, Germany
 Brunel GmbH, Bremen, Germany
 Brunel Car Synergies GmbH, Bochum, Germany
 Brunel International France Srl, Paris, France
 Brunel Italia Srl, Milan, Italy
 Brunel Energy Norge AS, Stavanger, Norway
 Brunel Austria GmbH, Salzburg, Austria
 Brunel Switzerland AG, Zürich, Switzerland
 Brunel CZ s.r.o., Prague, Czech Republic
 Brunel Romania Srl, Bucharest, Romania
 Brunel Denmark ApS, Copenhagen, Denmark
 Brunel Recruitment Kazakhstan LLP, Atyrau, Kazakhstan
 Brunel Energy Nigeria Ltd, Lagos, Nigeria
 Brunel Mozambique Lda, Maputo, Mozambique
 Brunel Energy LLC, Dubai, United Arab Emirates
 Brunel DMCC, Dubai, United Arab Emirates
 Brunel Oil & Gas Services WLL, (75%) Doha, Qatar
 Brunel India Private Ltd, Mumbai, India
 Brunel Energy Kuwait WLL, (75%) Farwania, Kuwait
 Ishtar Baghdad for General Services LLC, Baghdad, Iraq
 Brunel Energy Japan K.K., Tokyo, Japan
 Brunel International South East Asia Pte Ltd, Singapore
 Brunel Technical Services Pte Ltd, Singapore
 Brunel International South East Asia PNG Limited, Port Moresby, Papua New Guinea
 Brunel Energy Malaysia SDN BHD, Kuala Lumpur, Malaysia
 Brunel Energy Korea Ltd, Ulsan, South Korea
 Brunel Hong Kong Ltd, Hong Kong, China
 Brunel Consultancy Shanghai Ltd, Shanghai, China
 Brunel Engineering (Dalian) Ltd, Dalian, China
 Brunel Engineering Services (Qingdao) Co. Ltd, Qingdao, China
 Brunel Engineering Services (Nantong) Co. Ltd, Nantong, China
 Brunel Technical Services Thailand Ltd, Bangkok, Thailand
 Brunel Vietnam Company Ltd, Ho Chi Minh City, Vietnam
 Brunel Myanmar Co. Ltd, Yangon, Myanmar
 Brunel Australia Holdings Pty Ltd, Perth, Australia
 Brunel Energy Pty Ltd, Perth, Australia
 Brunel Technical Services Pty Ltd, Perth, Australia

Brunel Construction & Maintenance Services Pty Ltd, Perth, Australia
 SES Labour Solutions Pty Ltd, Brisbane, Australia
 SESLS Pty Ltd, Brisbane, Australia
 SES Industrial Pty Ltd, Brisbane, Australia
 SES Resources Pty Ltd, Brisbane, Australia
 Brunel Energy Inc, Houston, United States of America
 Brunel Resources Inc, Houston, United States of America
 Brunel Energy Canada Inc, Calgary, Canada
 Brunel Energy Servicos Ltda Brasil, Rio de Janeiro, Brazil
 Brunel Mexico Sa de CV, Mexico City, Mexico
 Brunel Muscat LLC, (70%) Muscat, Oman
 Brunel Atyrau LLP, Atyrau, Kazakhstan
 Brunel Kazakhstan LLP, (50%) Atyrau, Kazakhstan
 Brunel Guyana Inc, Georgetown, Guyana
 Brunel New Zealand Ltd, New Plymouth, New Zealand
 Pt Brunel Service Indonesia, Jakarta, Indonesia
 Brunel Suriname N.V., Paramaribo, Suriname
 SEAFox Apollo 1 Limited, (72%) London, United Kingdom
 Taylor Hopkinson Limited, (72%) Glasgow, United Kingdom
 Taylor Hopkinson Corporation, (72%) Boston, United States of America
 Taylor Hopkinson LLC, (72%) Cheyenne, United States of America
 Taylor Hopkinson Pte Ltd, (72%) Singapore
 Taylor Hopkinson Spain SL, (72%) Valencia, Spain
 Taylor Hopkinson Taiwan Branch, (72%) Taipei, Taiwan
 Brunel Taiwan Services Company Ltd, Taipei, Taiwan
 Brunel Energy Services Israel Ltd, Tel Aviv, Israel
 International Commissioning & Engineering Pte Ltd, (51%) Singapore

Brunel International UK Ltd (registration number: SC66400) is exempt from the audit of its accounts under section 479A of the UK Companies Act 2006.

Brunel GmbH (registration number: HRB 16935 HB) has made use of the exemptions under Section 264 (3) of the German Commercial Code.

Brunel Car Synergies GmbH (registration number: B 31858) has made use of the exemptions under Section 264 (3) of the German Commercial Code.

Brunel Service GmbH & Co. KG (registration number: HRA 26399 HB) has made use of the exemptions under Section 264b of the German Commercial Code.

The company has issued joint and several liability statements in accordance with Section 403, Part 9, Book 2 of the Dutch Civil Code for a limited number of its Dutch subsidiary companies, mainly serving as subholding companies.

General notes to the consolidated annual accounts

General information

Brunel International N.V., registered at the chamber of commerce under number 24261450, is a public limited liability company domiciled in Amsterdam, the Netherlands and listed on the Euronext Amsterdam. Approximately 60,05% of the capital interest is held by Noverhead Holding Sàrl, a company owned by Brunel's founder Mr. J. Brand.

The head office of the company is located in Amsterdam, the address is:

John M. Keynesplein 33
1066 EP Amsterdam
The Netherlands

The consolidated annual accounts of Brunel include the company and its subsidiaries (together referred to as 'Brunel'). A summary of the main subsidiaries is included on page 131 of this report.

The annual accounts were signed and authorised for issue by the Board of Directors and released for publication on 17 February 2023. The annual accounts and the dividend proposal are subject to adoption by the General Meeting of Shareholders on 11 May 2023.

Unless stated otherwise all the information in these annual accounts is in thousands of Euro, which is the Company's functional currency. All financial information presented in Euro has been rounded to the nearest thousand.

Brunel's activities are mainly contracting and recruitment services (more than 90% share in the overall revenue).

Statement of compliance

The annual accounts have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and also comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code.

The annual accounts have been prepared under the historical cost convention, except for financial assets at amortised cost, financial liabilities measured at fair value through profit and loss, share based payments and contingent consideration.

New and amended standards adopted by the group

The group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2022:

- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16
- Onerous Contracts – Cost of Fulfilling a Contract – Amendments to IAS 37
- Annual Improvements to IFRS Standards 2018-2020, and
- Reference to the Conceptual Framework – Amendments to IFRS 3.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New standards and interpretations not yet adopted

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

Principles of consolidation

The consolidated annual accounts include the financial information of Brunel International N.V. and its subsidiaries. Subsidiaries relate to companies controlled directly or indirectly by Brunel International N.V. These companies are listed on page 131. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The results of acquired or disposed companies are consolidated from the date on which control is transferred and the date the control is ceased, respectively.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from Brunel's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to an acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

Accounting principles for the valuation of assets and liabilities and determination of profit

Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the group

- fair value of any pre-existing equity interest in the subsidiary.

- fair value of any asset or liability resulting from a contingent consideration arrangement, and

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase. Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

Goodwill

When a company or business is acquired, the acquirer recognises goodwill as an asset. Goodwill is recognised for the future economic benefits arising from assets acquired that are not individually identified and separately recognised. The excess of the consideration transferred over the fair value of the identifiable net assets acquired is recorded as goodwill. Impairment of goodwill will be tested at least annually. An impairment loss recognised for goodwill is not reversed in a subsequent period. Changes in ownership interests in subsidiaries that do not result in loss of control are dealt with in equity.

Goodwill is allocated to groups of cash-generating units for the purpose of impairment testing. The allocation is made to those groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

Goodwill at acquisition date is measured as:

- The fair value of the consideration transferred, being the fair value of the assets given and liabilities incurred or assumed; plus
- The recognised amount of non-controlling interests in the acquiree; plus
- The fair value of any previous equity interests in the acquiree (if the business combination is achieved in stages); less
- The fair value of identifiable assets acquired and liabilities assumed (including contingent liabilities).

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. 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. Any impairment loss for goodwill is recognised directly in the profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

The recoverable amount is based on the higher of the fair value less cost of disposal and value in use. The value in use is determined by means of cash flow projections based on the actual operating results adjusted for non-cash items (mainly depreciation) and the expected future performance. The latter is based on management's estimates and assumptions of revenue growth and development of operating margins, assessed with external data.

Acquisition-related intangible assets

Acquisition-related intangible assets (customer databases and trade names) that are acquired by the group and have definite useful lives are stated at cost less accumulated amortisation and impairment losses. When an intangible asset is acquired in a business combination, its cost is the fair value at the date of its acquisition. This cost is determined on a basis that reflects the estimated amount that the entity would have paid for the asset in an arm's

length transaction between knowledgeable and willing parties, based on the best information available. Amortisation of acquisition-related intangible assets is charged to depreciation and amortisation on a straight-line basis over their estimated useful lives, from the date they are available for use. The residual values and useful lives are reviewed at each balance sheet date and adjusted, if appropriate. Refer to note 4 Other intangible assets for further details.

Software

Acquired software (licenses) and developed software are stated at cost less accumulated amortisation and impairment losses. Expenditures in relation to the development of identifiable and unique software products used by the group, and that will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets and amortised over their estimated useful lives. Capitalised costs include personnel expenses of software development and an appropriate portion of relevant overhead. Expenditures associated with maintaining computer software programs are recognised as an expense when incurred. Amortisation of software applications is charged to depreciation and amortisation on a straight-line basis over their estimated useful lives, from the date they are available for use. The residual values and useful lives are reviewed at each balance sheet date and adjusted, if appropriate. Acquired computer software licenses are amortised, using the straight-line method, over their useful lives.

Property, plant and equipment

Property plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditures that are directly attributable to the acquisition of the assets. Depreciation of property, plant and equipment is charged to operating expenses on a straight-line basis over their estimated useful lives, from the date they are available for use. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised as other income or expenses in the consolidated profit and loss account.

Investments accounted for using the equity method

Associates are all entities over which the group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise

the investor's share of the profit or loss of the investee after the date of acquisition. The group's investment in associates includes goodwill identified on acquisition. This equity method includes the carrying amount of the investment together with all other long-term interests.

Loans to subsidiaries and associates ('funding') in the group's balance sheet is initially stated at fair value. Subsequent measurement is at amortised costs less provision for impairment.

Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Financial fixed assets

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

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

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

Recognition and derecognition

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

Measurement

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

Debt instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses), and impairment expenses are presented as separate line item in the statement of profit or loss.

- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

The group subsequently measures all equity investments at fair value. Where the group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Put and call options

Brunel from time to time enters into put-call option arrangements as part of acquisition transactions. The present value of the portion of the put-option that is unconditional upon recognition is recorded as a liability as per the date of the contractual agreement, with the corresponding loss being recognised directly in equity. The group initially recognises put/call option assets and liabilities over non-controlling interest at fair value. Subsequently they are measured at amortised cost using the effective interest method. Where the option is conditional and requires continued service by the holders of the non-controlling interest, it is accounted for as a post-combination benefit in accordance with IFRS 2 (Share based payments). Refer to the accounting policy on share-based payments relating to acquisitions. The exercise price of the option is dependent on the continued service of the holders of the non-controlling interest.

Impairment of financial fixed assets

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

For trade receivables, the group applies the simplified approach permitted by IFRS 9, which requires

expected lifetime losses to be recognised from initial recognition of the receivables, see note 9 for further details.

Trade receivable and other receivables

Trade receivable and other receivables are initially stated at fair value. Subsequent measurement is at amortised costs less provision for impairment. For the provision for impairment, the group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and accrued income have been grouped based on shared credit risk characteristics and the days past due. The accrued income relates to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the accrued income.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 1 January 2022 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Contract assets and liabilities

In case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet. If the cash in hand and/or deposits do not meet the criteria of cash and cash equivalents, it is classified as restricted cash.

Provisions

Provisions are recognised for legally enforceable or constructive obligations as a result of a past event and for which the settlement is likely to require an outflow of resources and to the extent these can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at an interest rate that reflects the current market assessments of the time value of money and, where appropriate, the risks specific to the obligation.

Restoration provisions are recognised for rented real estate objects where the group is, after lease contract expiration, liable to bring the object back to its original state. Estimated amounts for legal claims are provided for at the lowest amount at which the group expects the claim to be reasonably settled. Provided amounts for legal claims are categorised to be settled within one year after the balance sheet date, unless the group has the right to defer settlement for more than one year.

Onerous contract provisions are recognised when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Pension obligations

The group operates various post-employment schemes, mostly defined contribution pension plans and one defined benefit plan. The liability recognised in the consolidated balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in the consolidated profit and loss account.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in

other comprehensive income. They are included in other reserves in the consolidated statement of changes in equity and in the consolidated balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the consolidated profit and loss account as past service costs.

Liabilities for other long-term benefits

In some countries the group has several other liabilities related to employee benefits. Amongst others, long-service awards and post-employment obligations. These obligations are measured as the fair value of expected future payments to be made. Remeasurement gains and losses arising from experience adjustments are recognised in the consolidated profit and loss account.

Loans and borrowings

Loans and borrowings are initially recognised at fair value less attributable transaction costs. Subsequent to initial recognition, loans and borrowings are stated at amortised cost. Any difference between the proceeds and the amount to be repaid is recognised in finance costs during the term of the borrowings, using the effective interest method.

Other non-current liabilities

Long-term liabilities are recognised initially at fair value, net of transaction costs incurred. Long-term liabilities are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated profit and loss account over the period of the long-term liabilities using the effective interest method.

Other current liabilities

Current liabilities are initially stated at fair value and subsequently measured at amortised cost using the effective interest method.

Foreign currency and exchange differences

Monetary balance sheet items denominated in foreign currencies are translated at the rates of exchange prevailing at the balance sheet date; profit and loss account items are translated at the average rates during the financial year. Exchange differences relating to transactions in foreign currency are recorded in the exchange differences.

Exchange differences due to the consolidation of foreign companies are charged or credited directly in other comprehensive income to the translation reserve.

For the purpose of presenting consolidated annual accounts, the assets and liabilities of the group's foreign operations are translated into Euro using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period.

Functional and presentation currency

The group operates in countries with different currencies. All companies have, as their functional currency, the local currency of the country in which they operate, which is their primary economic environment. The functional currency of the parent company, as well as of the majority of its subsidiaries, is the Euro.

The translation reserve comprises all translation differences arising from the translation of the net investment in activities in currencies other than the Euro. Such translation differences are recognised initially in other comprehensive income and presented in this separate component of shareholders' equity and recognised in the consolidated statement of profit and loss on disposal of the net investment. The translation reserve also includes the tax effect on translation differences.

Repurchase and reissue of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserves. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in share premium.

Share-based payments related to long-term incentive plan

Brunel has a share-based payment arrangement under which a performance share plan is offered to the senior management (excluding board of directors) of the company. These awards are settled in ordinary shares.

The fair value of deferred shares granted to employees for nil consideration under the short-term incentive scheme is recognised as an expense over the relevant service period, being the year to which the bonus relates and the vesting period of the shares. The fair value is measured at the grant date of the shares and is recognised in equity in the share-based payment reserve. The fair value is calculated based

on the Black-Scholes option valuation model. The number of shares expected to vest is estimated based on the non-market vesting conditions. The estimates are revised at the end of each reporting period, and adjustments are recognised in profit or loss and the share-based payment reserve.

Where shares are forfeited due to failure by the employee to satisfy the service or non-market vesting conditions, any expenses previously recognised in relation to such shares are reversed effective from the date of the forfeiture.

The deferred shares are acquired by the Brunel International N.V. in June 2021 and are held as treasury shares until such time as they are vested.

Share-based payments related to acquisitions

Brunel from time to time enters into put-call option arrangements as part of acquisition transactions, whereby continuous employment is required by the non-controlling interest holders. The exercise price of the option is dependent on the continued service of the holders of the non-controlling interest and certain financial targets. Such transactions are considered as remuneration for services rendered. As employees will receive cash at the end of the vesting period as per the arrangement, this qualifies as a cash settled share based payment arrangement. The associated liability is remeasured to the fair value of the price expected to be paid for the non-controlling interest upon vesting date of the option, in the proportion of the service period lapsed to the total service period. Resulting adjustments to the liability are accounted through profit and loss.

Share Appreciation Rights (SAR)

The SAR scheme is a cash settled plan. The fair value of these SAR's is charged to the indirect personnel expenses from the grant date through vesting date. The fair value of the SAR is determined at every year-end based on the Black-Scholes option valuation model. At each balance sheet date, the group revises its estimates of the number of SAR's that are expected to become exercisable subject to continued employment based on this non-market vesting condition. The impact of the revision of original estimates, if any, is recognised in the indirect personnel expenses with a corresponding entry to liabilities.

The SAR liability relates to SAR's granted by the group to its employees under its SAR scheme.

The SAR's granted are conditional upon continued

employment. The vesting period is three years. The SAR's can be exercised during two years after vesting on condition that the employee is still in the service of the company.

Due to the cash settlement method of the SAR's, the rights are subject to a mark-to-market valuation exercise to measure the fair value on the specific balance date. When (re)measuring the fair value on the reporting date, the expected life of the right is determined based on the expectation regarding exercise behaviour of the participants. Exercise behaviour is influenced by for example share price development.

Revenue from contracts with customers

The group recognises revenue for contracting and secondment over time as the group's customer simultaneously receives and consumes all of the benefits provided by the group. When the group is the principal in a transaction and thus controls a promised service (employment of contractors) before transferring that service to clients (hours worked), the transactions are recorded gross in the consolidated profit and loss account. If the group acts as an agent and is not the employer and thus only arranges for another party to provide services to customers, revenues are reported on a net basis.

Recruitment revenue is recognised once the service has been completed, being in principle when the candidate starts and the customers starts to benefit from the group's services.

For fixed price contracts, the group takes on the responsibility for the execution (on top of supplying manpower). In some cases the group creates or enhances an asset that the customer controls as the asset is enhanced or created. In other cases the group does not create an asset with an alternative use and the group has an enforceable right to payment for performance completed to date. The group recognises the fixed price contract revenue over time.

Variable consideration is only applicable to fixed price contracts.

The revenue is measured at the transaction price agreed under the contract. While deferred payment terms may be agreed in rare circumstances, the deferral never exceeds four months. The transaction price is therefore not adjusted for the effects of a significant financing component.

Rendering of services

Under rendering of services the performance obligation is providing temporary personnel. The following types of revenue are recognised;

- Contracting revenue (rendering of services) whereby hours or days worked at agreed rates during the financial reporting period are recognised as revenue. This includes reimbursable expenses related revenue in cases where the group acts as a principal are recognised as a gross amount (including true up) upon recognition of the reimbursable costs, this service is contractually part of the contracting revenue.
- Recruitment revenue relates to revenue for the recruitment of employees for third parties.
- Other revenue such as in cases where the group acts as an agent, revenues are reported on a net basis, when the service is rendered.

Fixed price contracts

The performance obligation or construction contracts is to fulfil the engineering and construction services as specified in the contract. Generally, fulfilling the performance obligation means enhancing an asset that is owned by the customer.

For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided, because the customer receives and uses the benefits simultaneously. This is determined based on the actual costs incurred relative to the total expected costs. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

In case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised. If the contract includes an hourly fee, revenue is recognised in the amount to which the group has a right to invoice. Customers are invoiced on a monthly basis and consideration is payable when invoiced.

Direct and indirect personnel expenses

Direct personnel expenses relate to costs attributed directly to the services provided. Indirect personnel expenses relate to costs attributed directly to the group's internal staff.

Contribution margin

Contribution margin is defined as revenue minus direct personnel expenses.

Exchange differences

Foreign currency transactions are translated into the functional currency at the exchange rate applicable at the date of the transactions. Currency translation differences resulting from the settlement of these transactions and the translation of the monetary assets and liabilities denominated in foreign currency at the balance sheet date are recognised in the exchange differences in the consolidated profit and loss account.

Foreign exchange differences relating to bank balances are recorded in the financial income and expense, other foreign exchange differences are recorded in the operating profit.

Interest income and expenses

Interest income comprises interest received on outstanding deposits and interest costs comprise interest due on funds drawn, calculated using the effective interest method and interest on lease liabilities, calculated using the incremental borrowing rate.

Retirement benefit costs

Pension plans prevailing within the group are mostly defined contribution plans, which are funded through payments to independent entities. The group has no legal or constructive obligations to pay further contributions if these separate entities do not hold sufficient assets to pay all employees the pension benefits relating to employee service in the current and prior periods. The regular contributions constitute net periodic costs for the year in which they are due and are included within direct and indirect personnel expenses.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

Government grants where the primary condition is that the group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the annual accounts and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Leases

The group leases various offices, cars and other office equipment. Rental contracts are typically made for fixed periods of 6 months to 8 years but may have extension options as described below.

Contracts may contain both lease and non-lease components. The group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of property where the group is a lessee and the consideration on lease and non-lease components or the stand-alone prices are not clearly stated, it has elected not to separate lease and non-lease components and instead account for these as a single component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use-asset and a corresponding lease liability at the date at which the leased asset is available for use by the group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable by the group under residual value guarantees;
- The exercise price of a purchase option if the group is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use-asset in a similar economic environment with similar terms and conditions.

To determine the incremental borrowing rate, the group:

- Uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the individual lessee, which does not have recent third party financing; and
- Makes adjustments specific to the lease, e.g. term, country, currency and security.

The group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use-asset.

Lease payments are allocated between principal and finance costs. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use-assets are measured at cost comprising the following:

- The amount of the initial measurement of the lease liability;
- Any lease payments made at or before commencement date less any lease incentives received;
- Any initial direct costs; and
- Restoration costs.

Right-of-use-assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases of property, cars and other office equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a term of 12 months or less. Low value assets comprise IT equipment and small items of office furniture.

Some property leases contain variable payment terms, usually subject to inflation corrections.

Extensions and termination options are included in a number of property, cars and other office equipment leases across the group. These are used to maximise the operational flexibility in terms of managing the assets used in the group's operations. The majority of extension and termination options held are exercisable only by the group and not by the respective lessor.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of property the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the group is typically reasonably certain to extend (or not terminate);
- If any leasehold improvements are expected to have a significant remaining value, the group is typically reasonably certain to extend (or not terminate);

- Otherwise, the group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

Most extension options in cars and other office equipment leases have not been included in the lease liability, because the group could replace the assets without significant cost or business disruption.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes tax liabilities where appropriate on the basis of amounts expected to be paid to the tax authorities.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using applicable rates.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the annual accounts and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date 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.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to funding items charged or credited directly to equity, in which case the related deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Accounting principles for determining the consolidated cash flow statement

The consolidated cash flow statement has been prepared according to the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments including paid or received interest, and items of income or expense associated with investing or financing cash flows.

Accounting principles for segment reporting

Operating segments have been identified on the basis of internal reports about components of the group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance. Chief operating decision maker consists of the chief executive officer, the chief financial officer and the chief operating officer. Information reported to the group's chief operating decision maker is focused at components engaged in providing services in a particular economic environment from those of other segments. A geographical segment is engaged in providing services in a particular economic environment which are subject to risks and returns that are different from those segments operating in other economic environments.

The group attributes revenue to countries based on the geographical location of the entity that delivers the service. In vast majority of cases this location is the same as where our professionals perform work for our clients.

The main operating segments are: DACH (Germany, Austria,

Switzerland and Czech Republic), The Netherlands, Americas, Australasia, Europe & Africa, Middle East & India, Asia and Taylor Hopkinson. This is the basis on which internal reports are provided to the chief operating decision maker for assessing performance and determining the allocation of resources within the group. All regions exceeding 10% of total revenue, EBIT or assets are reported separately. The remaining regions are combined in Rest of World.

Critical accounting estimates, assumptions and judgments

In the preparation of annual accounts, management makes certain critical accounting estimates and assumptions concerning the future. The resulting reported amounts will, by definition, rarely equal the related actual outcome. Estimates and judgments are continually evaluated and are based on historical experience and various other factors, including expectations of future events, which are believed to be reasonable under the circumstances. The following estimates, assumptions and judgments have an inherent significant risk of potentially causing material adjustments to the carrying amounts of assets and liabilities within the next financial year.

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

Impairment of assets

The group tests whether intangible assets have suffered any impairment, in case of triggering events and at least annually for goodwill. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of cash-generating units have been determined using, amongst other instruments, value-in-use calculations. These calculations require the use of estimates. Based on these impairment tests, impairment losses, if any, are identified. However, should the actual performance of these cash-generating units become materially worse compared to the performance based on the estimates, possible impairment losses could arise, or could deviate from the detected impairment losses. This impairment loss or deviation could have impact on the carrying amounts of the intangible assets. For the impairment testing of goodwill, refer to note 3.

Recoverability of receivables

The group has receivables on third parties in numerous countries. These receivables include accrued income. Significant judgment is required in determining the collectability of the receivables. The group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and revenue to be invoiced (accrued income). Refer to note 9.

Provisions

Due to the nature of provisions, a considerable part of their determination is based on estimates and/or judgments, including assumptions concerning the future. The actual outcome of these uncertain factors may be materially different from the estimates, causing differences with the estimated provisions. Hence, the differences between actual outcomes and the recorded provisions can impact results over the periods involved. The timing of outflow of resources to settle these obligations is subject to the same uncertain factors. The provision for pension obligation and provision for illness include critical accounting estimates. Refer to note 11.

Deferred income taxes

The group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide deferred tax asset on, amongst other items, tax losses carry-forward. There are many uncertain factors that influence the amount of the tax losses carry-forward, especially the expected future taxable profits. The group recognises deferred tax assets on tax losses carry forward based on their best estimates. When the actual results are different from the amounts that were initially estimated, such differences will impact the income tax in the consolidated profit and loss account and the deferred tax assets and/or deferred tax liabilities in the period in which these deviations occur. Refer to note 22.

Capital risk management

The group manages its capital to ensure that entities in the group will be able to continue as a going concern while maximising the return to stakeholders. The dividend policy of the group is aimed at maximising the distributions to shareholders, while reserving enough capital to ensure the ability to continue as a going concern and to fund planned growth. The group's strategy is to use existing cash and cash flows instead of long-term credit facilities to finance further growth. This typically leads to high solvency rates.

Financial risk management

Brunel's activities are exposed to a variety of financial risks, including foreign currency exchange rates and interest rates. The group's overall risk management program focuses to minimise potential adverse effects on the financial performance of the group. This program is implemented and carried out under policies approved by the Board of Directors.

Liquidity risk

Brunel maintains sufficient cash to fund its ongoing operations. In addition the company has availability of funding through a committed credit facility to minimise liquidity risk (refer to note 12). Within the group derivative financial instruments are not used nor are hedging activities undertaken. The department Corporate Finance & Control monitors the worldwide cash position. For the maturity analysis on leases, trade account receivable and provisions, refer to notes 6, 9 and 11.

| | Assets 31 December | | Liabilities 31 December | |
|-------------------|-----------------------|---------------|----------------------------|---------------|
| | 2022 | 2021 | 2022 | 2021 |
| US Dollar | 74,458 | 72,293 | 9,424 | 8,601 |
| Australian Dollar | 26,263 | 23,508 | 6,242 | 4,959 |
| | 100,721 | 95,801 | 15,666 | 13,560 |

The following table details the group's sensitivity to a 10% increase and decrease in the Euro against the relevant foreign currencies. These percentages represent management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period

Foreign exchange risk

x EUR 1,000

Currency fluctuations affect the consolidated results, because a portion of the cash flow is generated in other currencies than Euro. The group limits the foreign exchange risk by maintaining a back-to-back policy, meaning that the management strives to have both income and expenses to be generated locally in the same currency. Due to the back-to-back policy, the foreign exchange risk of the group is limited to the exchange risk over the results in foreign currencies and the trade receivable and cash positions in foreign currencies. The foreign currencies that can have a material effect on the consolidated profit and loss account of the group are the US dollar and the Australian dollar. The carrying amounts of the group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

end for a change in foreign currency rates. A positive number below indicates an increase in profit and other equity when the Euro weakens 10% against the relevant currency. For a 10% strengthening of the Euro against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

| | US dollar Impact | | Australian dollar Impact | |
|---------------------|---------------------|--------------|-----------------------------|--------------|
| | 2022 | 2021 | 2022 | 2021 |
| Profit or loss | 482 | -259 | 17 | -6 |
| Other equity | 4,394 | 4,134 | 2,218 | 2,097 |
| Total equity | 4,876 | 3,875 | 2,235 | 2,091 |
| Revenue | 19,175 | 12,006 | 13,606 | 10,756 |

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group. The group has no significant concentrations of credit risk. The most important items on the consolidated balance sheet that are imposed to credit risk are the trade and other receivables. The trade accounts receivable include an allowance for expected credit losses (refer to note 9). Generally, services are provided to large and financially strong companies. In order to minimise credit risk exposure Brunel intensively monitors the payment behaviour of its customers. Internal policies limit the amount of credit exposure to any financial institution. Despite these internal procedures, uncollectible debts cannot be ruled out, but the risk of a material erosion of the operating profit is small. Receivables will be written-off when clearly uncollectible due to bankruptcy or other similar factors. In any case, as long as no bankruptcy or court ruling has occurred, the group will continue chasing debtors to receive the outstanding amount. As per 31 December 2022 the largest receivable against a single counterparty amounted to EUR 17.0 million (31 December 2021: EUR 9.0 million). For 2022, largest revenue from transactions with a single external customer amounted to EUR 60.7 million (2021: EUR 36.2 million).

Interest rate risk

Due to the nature of the group's business the operating cash flows are substantially independent of changes in market interest rates. Interest coverage is the leading parameter in managing interest exposure. Due to the capital structure of the group, the interest paid and received are immaterial amounts and hence no material interest rate risk applies.

Notes to the consolidated annual accounts

1. Business combinations

Acquisition of ICE

On 12 September 2022 the Brunel Energy Holding B.V. acquired 51% of the issued share capital of International Commissioning and Engineering Pte. Ltd. ('ICE').

Established in 2007, ICE is a Project Risk Assurance and Commissioning & Start-Up company which specializes in the coordination and delivery of large-scale Oil & Gas, Infrastructure and Energy projects. Headquartered in Singapore, ICE's management services span the complete project lifecycle, providing effective oversight and assurance across all phases from initial assessment through to construction, commissioning, and operation.

By combining ICE's specialist project assurance, execution & delivery expertise with Brunel's existing global recruitment, workforce and mobilisation services, the organisation plans to offer a unique fusion of the two capabilities.

In the acquisition, Brunel acquired control over ICE by acquiring 51% of the stake which consists of 127,500 ordinary shares. Fair value of the acquisition compensation amounted to EUR 2.2 million, out of which EUR 0.7 million has been paid as of the acquisition date. Remaining payments are spread over the period of 5 years..

The company has entered into a put / call option agreement with the non-controlling interest of ICE to acquire the remaining 49% shares over the period of 3 years. The 49% stake consists of 122,500 ordinary shares – it has been considered as a non-controlling interest. The agreement requires continuous employment of the non-controlling interest of ICE, accounted for in line with IFRS 2.

The 49% stake is treated as a non-controlling interest, as the terms and conditions of the put option does not result in the transfer of the risks and rewards of the remaining 49% to Brunel.

The current expectation of the amount to be paid for the future services as part of continuous employment is EUR 7.4 million to be paid over three years starting from year three of the share purchase agreement.

Brunel controls the entity and is exposed to and has rights to

variable returns from its involvement with the entity and can affect these returns through its power to direct its activities. ICE is fully consolidated from the date on which control was transferred to the group.

The fair value of the assets and liabilities arising from the above-mentioned acquisition of ICE, based on the purchase price allocation, can be summarized as follows:

| Disclosure note | Amounts |
|---|--------------|
| Cash | 12 |
| Trade receivables | 34 |
| Other receivables and prepayments | 6 |
| Software | 187 |
| Property | 1,814 |
| Tradename | 288 |
| Trade payables | -17 |
| Other current liabilities | -1,814 |
| Deferred tax liability | -182 |
| Net identifiable assets acquired | 328 |
| Less: non-controlling interest | -161 |
| Add: goodwill | 2,056 |
| Purchase consideration | 2,223 |
| Net cash acquired included in the working capital | -12 |
| Fair value of the deferred consideration | -1,479 |
| Statement of cash flows, acquisition of subsidiaries | 733 |

(*) Property Plant and Equipment includes an office building (held for sale) which will be sold and the proceeds from the sale will be used to settle the Long term liabilities. As per the share purchase agreement all gains or losses on the sale of the property and repayment of the associated liability are the responsibility of the seller.

All acquired cash is operational.

The goodwill is attributable to the synergies with the acquired business. It will not be deductible for tax purposes.

The group elected to recognize the non-controlling interests at its proportionate share of the acquired net identifiable assets.

The acquired business has contributed revenues of EUR 0.2 million and EBIT of EUR -0.1 million to the group for the period from 12 September 2022 up to 31 December 2022.

If the acquisition had occurred on 1 January 2022, the business would have contributed revenues of EUR 0.2 million and EBIT of -0.4 million respectively.

Acquisition of Taylor Hopkinson

On 7 December 2021 the Brunel Energy Holding B.V. acquired 72% of the issued share capital of Seafox Apollo 1 Ltd, which holds the shares in the Taylor Hopkinson group.

Seafox Apollo 1 Ltd is the sole shareholder of Taylor Hopkinson that includes the following wholly owned subsidiaries:

- Taylor Hopkinson Limited (registered in Scotland)
- Taylor Hopkinson LLC (registered in USA)
- Taylor Hopkinson Europe BVBA (registered in Belgium)
- Taylor Hopkinson Spain SL (registered in Spain)
- Taylor Hopkinson PTE Limited (registered in Singapore)
- Taylor Hopkinson Corporation (registered in USA)
- Taylor Hopkinson Taiwan Branch (registered in Taiwan)

Taylor Hopkinson is a specialist recruitment group supplying staffing solutions to the renewable energy sector throughout the UK, Europe, Asia and the Americas.

The acquisition supports Brunel's strategic direction to be the leader in specific verticals of the international labour market.

In the acquisition, Brunel acquired 7,622 ordinary shares. Fair value of the shares was based on an EBITDA valuation multiple using the expected EBITDA for 2021 of Taylor Hopkinson group. Fair value was determined at EUR 28.2 million. Additionally, to pay off outstanding debts, an additional amount of EUR 3.5 million was paid, making the total cash paid EUR 31.7 million.

The company has entered into a put/call option with management of Taylor Hopkinson to acquire the remaining 28% shares of Taylor Hopkinson after three years. The 28% stake consists of 2,555 ordinary shares and 371 options on A ordinary shares. The 28% stake is treated as a non-controlling interest, as the terms and conditions of the put option does not result in the transfer of the risks and rewards of the remaining 28% to Brunel.

Given the terms and conditions, we have recognised a

non-controlling interest (as part of equity), as the terms and conditions per the put option does not result in risk and rewards transfer to Brunel over the 28% remaining shareholding.

The expected amount to be paid if the pre-determined levels of gross profit and EBITDA levels were met and certain employees remained within the Group, was determined at EUR 17.1 million as at 31 December 2021.

An amount of EUR 8.6 million was recognized as a put option liability, since 50% of the amount to be paid is not based on continuous employment. The amount was initially recognised at fair value and is subsequently carried at amortized cost. The other 50% of the put option liability will be recognized through the profit and loss account as a post combination benefit expense over the 3-year period post acquisition, depending on continued employment of certain Taylor Hopkinson employees. Refer to notes 12 and 15 for further details.

The fair value of the assets and liabilities arising from the above-mentioned acquisition of Taylor Hopkinson, based on the purchase price allocation, can be summarized as follows:

| | Amounts |
|---|---------------|
| Cash | 3,066 |
| Receivables | 12,076 |
| Property, plant and equipment | 700 |
| Software | 105 |
| Customer relationships | 6,426 |
| Brand name | 1,221 |
| Long term liabilities | -4,670 |
| Short term liabilities | -11,812 |
| Deferred tax liability | -1,973 |
| Net identifiable assets acquired | 5,139 |
| Less: Non-controlling interest | -10,829 |
| Add: Goodwill | 33,896 |
| Purchase consideration | 28,206 |
| Non-current borrowing acquired | 3,488 |
| Net cash acquired included in working capital | -3,066 |
| Statement of cash flows, acquisition of subsidiaries | 28,628 |

The goodwill is attributable to the workforce and the high profitability of the acquired business. It will not be deductible for tax purposes.

The group elected to recognize the non-controlling interests at fair value. The fair value of the non-controlling interest is calculated using the purchase price of the 72.26% acquired on 7th December 2021 of EUR 28.2 million. This corresponds to EUR 10.8 million for the remaining 27.74% of the shares. Recognition of the non-controlling interest within the annual accounts as at the year ended 31 December 2021 incorrectly states proportionate share method.

Due to the timing of the purchase and having the newly acquired group in ownership for less than a month Brunel elected not to include the result for the year 2021 in these consolidated financial statements. The acquired business would have contributed revenues of EUR 2,853 and EBIT of EUR -219 to the group for the period from 7 December to 31 December 2021. If the acquisition had occurred on 1 January 2021, consolidated pro-forma revenue for the year ended 31 December 2021 would have been EUR 59,909 and EBIT of EUR 4,252.

These amounts have been calculated using the subsidiary's results and adjusting them for:

- differences in the accounting policies between the group and the subsidiary.

No acquisition-related costs are included in the total amount of goodwill. The amount of acquisition-related expenses charged to the other expenses is EUR 866.

As at 31 December 2022 due to meeting the targeted performance indicators (gross profit, EBITDA and continuous employment) the company recognised a cash-settled share-based payment for the amount of EUR 4.1 million, refer to note 15.

2. Divestment of operations

In the second quarter of 2022 a decision was made to exit Russia. As a result of the above the following entities were sold to local management:

- Brunel CR B.V.
- Brunel PEA Llc
- Brunel RUS Llc
- Brunel UBK LLC
- BRNL Recruitment Private Employment Agency LLC

The sale took place and control passed to local management on 20 June 2022 as per the share purchase agreement. The result on the sale is calculated as follows:

| | Amounts |
|--------------------------------------|---------------|
| Goodwill | 267 |
| Other intangible assets | 165 |
| Property, plant & equipment | 207 |
| Right-of-use assets | 775 |
| Trade and other receivables | 17,314 |
| Cash and cash equivalents | 9,497 |
| Other current liabilities | (7,152) |
| Net assets disposed | 21,073 |
| Proceeds on disposal of subsidiary | (9,430) |
| Reclassification of foreign currency | |
| Translation reserve | (614) |
| Intercompany loan waiver | (598) |
| Total loss on disposal | 10,431 |

Considering that the movement of cash from Russia is not possible due to sanctions, the company has not received any proceeds from the transaction. The proceeds are included within loan receivables from third parties as disclosed in note 7.

Cash flow from disposal:

| | Amounts |
|--|---------------|
| Net proceeds from disposal of subsidiaries | - |
| Net cash disposed included in working capital | -9,497 |
| Statement of cash flows, disposal of subsidiaries | -9,497 |

The financial performance and cash flow information presented are for the five months ended 31 May 2022 (2022 column) and the year ended 31 December 2021.

Financial performance:

| | 2022 | 2021 |
|--------------------------------|------------|--------------|
| Revenue | 18,198 | 34,001 |
| Cost of sales | -15,538 | -27,507 |
| Expenses | -2,399 | -3,995 |
| Profit before income tax | 261 | 2,500 |
| Income tax | -84 | -607 |
| Net income for the year | 177 | 1,892 |

Cash position:

| | 2022 | 2021 |
|--|--------------|---------------|
| Net cash inflow / (outflow) from operating activities | 3,351 | -4,399 |
| Net cash (outflow) from investing activities | -61 | -69 |
| Net cash (outflow) / inflow from financing activities | -116 | 2,338 |
| Net increase in cash generated (utilized) by the subsidiary | 3,175 | -2,129 |

3. Goodwill

Movements during the year:

| | 2022 | 2021 |
|--|---------------|---------------|
| At cost at 1 January | 42,864 | 8,968 |
| Accumulated impairment and exchange rate movements | -312 | -491 |
| Balance at 1 January | 42,552 | 8,477 |
| Changes in carrying amount: | | |
| Additions | 2,056 | 33,896 |
| Exchange rate movements | -165 | 179 |
| Balance at 31 December | 43,443 | 42,552 |
| At cost at 31 December | 44,920 | 42,864 |
| Accumulated impairment and exchange rate movements | -477 | -312 |
| Balance at 31 December | 44,443 | 42,552 |

Goodwill has been allocated for impairment testing purposes to the following cash-generating units:

| | 2022 | 2021 |
|-------------------------------|---------------|---------------|
| Brunel Americas | 1,138 | 1,074 |
| Brunel Australasia | 4,500 | 4,523 |
| Brunel DACH | 2,844 | 2,844 |
| Brunel Rest of World | 0 | 215 |
| Asia | 2,065 | 0 |
| Taylor Hopkinson | 33,896 | 33,896 |
| Balance at 31 December | 43,443 | 42,552 |

The addition in goodwill of EUR 2.1 million is related to the acquisition of ICE.

Impairment testing

In the financial year the company assessed the recoverable amount of goodwill. The recoverable amount of the main cash-generating units for which goodwill is capitalised is based on value in use. The value in use is determined by means of cash flow projections based on the actual operating results adjusted for non-cash items (mainly depreciation) and the expected future performance. The latter is based on management's estimates and assumptions of revenue growth and development of operating margins, assessed with external data. The forecasted cash flows have been derived from the budget 2023.

The value in use of the cash-generating units resulted in no impairment compared to the carrying amount as at 31 December 2022.

Management has projected cash flow forecasts over a period of five years. The annual budget is used as a basis for the projection in the first year whereas key assumptions were applied for the extrapolation of the results to the period after the first year.

Key assumptions for 2023-2027 (2022-2026) used in calculation of the value in use for the cash-generating unit Brunel Americas are:

| | 2022 | 2021 |
|-------------------------------------|---|---|
| Revenue growth | 17.2% | 13.3% |
| Budgeted contribution margin | 15.5% | 13.6% |
| Operating costs increase | 12.2% | 7.1% |
| Terminal growth rate | 2.0% | 2.0% |
| Pre tax discount factor | 16.8% | 14.3% |
| Depreciations and investments plans | Depreciations are used for new or replacing investments | Depreciations are used for new or replacing investments |

Key assumptions for 2023-2027 (2022-2026) used in calculation of the value in use for the cash-generating unit Brunel Australasia are:

| | 2022 | 2021 |
|-------------------------------------|---|---|
| Revenue growth | 8.0% | 9.2% |
| Budgeted contribution margin | 17.8% | 10.7% |
| Operating costs increase | 4.8% | 4.7% |
| Terminal growth rate | 3.0% | 2.5% |
| Pre tax discount factor | 22.1% | 16.8% |
| Depreciations and investments plans | Depreciations are used for new or replacing investments | Depreciations are used for new or replacing investments |

Key assumptions for 2023-2027 (2022-2026) used in calculation of the value in use for the cash-generating unit Brunel DACH are:

| | 2022 | 2021 |
|-------------------------------------|---|---|
| Revenue growth | 8.2% | 7.3% |
| Budgeted contribution margin | 35.0% | 34.9% |
| Operating costs increase | 6.2% | 4.6% |
| Terminal growth rate | 0.0% | 0.0% |
| Pre tax discount factor | 15.1% | 12.7% |
| Depreciations and investments plans | Depreciations are used for new or replacing investments | Depreciations are used for new or replacing investments |

Key assumptions for 2023-2027 (2022-2026) used in calculation of the value in use for the cash-generating unit Taylor Hopkinson are:

| | 2022 |
|-------------------------------------|---|
| Revenue growth | 14.9% |
| Budgeted contribution margin | 24.3% |
| Operating costs increase | 14.5% |
| Terminal growth rate | 2.0% |
| Pre tax discount factor | 15.7% |
| Depreciations and investments plans | Depreciations are used for new or replacing investments |

All cash-generating units have sufficient headroom available to cover variations in assumptions.

4. Other intangible assets

The other intangible assets consist of the following:

| | 2022 | 2021 |
|------------------------|---------------|---------------|
| Software | 14,795 | 9,827 |
| Trade names | 1,102 | 1,221 |
| Customer databases | 5,361 | 6,426 |
| Balance at 31 December | 21,259 | 17,474 |

The amortisation rates are as follows:

- Software: 20-40% per annum
- Trade name Taylor Hopkinson: 33.33% per annum
- Trade name ICE: 20% per annum
- Customer database Taylor Hopkinson: Permanent employee placements 20% per annum, contract employee placements 14.3% per annum.

Residual values are considered to be zero.

Software

Movements during the year:

| | 2022 | 2021 |
|---|---------------|--------------|
| At cost at 1 January | 42,528 | 37,918 |
| Accumulated amortisation | -32,701 | -29,428 |
| Balance at 1 January | 9,827 | 8,490 |
| Changes in carrying amount: | | |
| Additions | 8,183 | 4,323 |
| Through business combinations | 187 | 105 |
| Through divestments | -165 | 0 |
| Disposals | 0 | 0 |
| Amortisation | -3,272 | -3,107 |
| Impairment | 0 | 0 |
| Exchange rate | 35 | 16 |
| Total changes | 4,968 | 1,337 |
| At cost at 31 December | 50,646 | 42,528 |
| Accumulated amortisation and impairment | -35,850 | -32,701 |
| Balance at 31 December | 14,795 | 9,827 |

Software mainly includes financial and business supporting software acquired. The average remaining amortisation period is three years.

In 2022 a part of the software with an at cost value of EUR 159 (2021: 190) that was fully amortised has been written off from both the at cost value and the accumulated impairment.

Trade names

Movements during the year:

| | 2022 | 2021 |
|---|--------------|--------------|
| At cost at 1 January | 1,221 | 155 |
| Accumulated amortisation and impairment | 0 | -155 |
| Balance at 1 January | 1,221 | 0 |
| Changes in carrying amount: | | |
| Additions | 282 | 1,221 |
| Amortisation | -407 | 0 |
| Exchange rate | 6 | 0 |
| Balance at 31 December | 1,102 | 1,221 |
| At cost at 31 December | 1,509 | 1,221 |
| Accumulated amortisation and impairment | -407 | 0 |
| Balance at 31 December | 1,102 | 1,221 |

Customer databases

Movements during the year:

| | 2022 | 2021 |
|---|--------------|--------------|
| At cost at 1 January | 6,426 | 1,707 |
| Accumulated amortisation and impairment | 0 | -1,707 |
| Balance at 1 January | 6,426 | 0 |
| Changes in carrying amount: | | |
| Additions | 0 | 6,426 |
| Amortisation | -1,065 | 0 |
| Exchange rate | 0 | 0 |
| Balance at 31 December | 5,361 | 6,426 |
| At cost at 31 December | 6,426 | 6,426 |
| Accumulated amortisation and impairment | -1,065 | 0 |
| Balance at 31 December | 5,361 | 6,426 |

The additions for the year 2021 relate to intangible assets recognised as part of the acquisition of the Taylor Hopkinson Group with a value of EUR 7,647.

The additions for the year 2022 relate to intangible assets recognised as part of the acquisition of ICE with a value of EUR 282.

5. Property, plant and equipment

Movements during the year:

| | Office equipment | Computer systems | Property | Total |
|------------------------------------|------------------|------------------|--------------|---------------|
| At cost at 1 January | 25,663 | 5,422 | 0 | 31,085 |
| Accumulated depreciation | -17,874 | -3,894 | 0 | -21,768 |
| Balance at 1 January 2021 | 7,789 | 1,528 | 0 | 9,317 |
| Changes in carrying amount: | | | | |
| Additions | 1,271 | 936 | 0 | 2,207 |
| Through business combinations | 29 | 0 | 0 | 29 |
| Disposals | -30 | -3 | 0 | -33 |
| Depreciation | -1,676 | -602 | 0 | -2,278 |
| Exchange rate | 30 | 62 | 0 | 92 |
| Total changes 2021 | -376 | 393 | 0 | 17 |
| At cost at 31 December | 26,687 | 6,482 | 0 | 33,169 |
| Accumulated depreciation | -19,274 | -4,560 | 0 | -23,834 |
| Balance at 31 December 2021 | 7,413 | 1,921 | 0 | 9,334 |
| Changes in carrying amount: | | | | |
| Additions | 1,932 | 1,156 | 0 | 3,088 |
| Through business combinations | 0 | 0 | 1,814 | 1,814 |
| Through divestments | -110 | -97 | 0 | -207 |
| Disposals | -11 | -45 | 0 | -56 |
| Depreciation | -1,577 | -785 | 0 | -2,362 |
| Exchange rate | -24 | 33 | 0 | 9 |
| Total changes 2022 | 210 | 262 | 1,814 | 2,286 |
| At cost at 31 December | 27,821 | 7,249 | 1,814 | 36,884 |
| Accumulated depreciation | -20,198 | -5,067 | 0 | -25,265 |
| Balance at 31 December 2022 | 7,623 | 2,183 | 1,814 | 11,620 |
| Depreciation rate | 20-40% | 20-40% | 20-40% | 20-40% |

No leased items are included in property, plant and equipment. Residual values are considered to be zero. The carrying amount equals the estimated fair value of the assets.

In 2022 part of the property, plant and equipment with an at cost value of EUR 1,159 (2021: EUR 397) that was fully depreciated has been written off from both the at cost value and the accumulated depreciation.

6. Leases

This note provides information for leases where the group is a lessee.

Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

| Right of use asset | 2022 | 2021 |
|-------------------------------|---------------|---------------|
| Right of use asset - Property | 40,421 | 35,824 |
| Right of use asset - Cars | 3,471 | 4,589 |
| Right of use asset - Others | 70 | 50 |
| Total | 43,962 | 40,463 |
| Lease liability | | |
| Current | 13,176 | 11,968 |
| Non-current | 32,449 | 30,176 |
| Total | 45,625 | 42,144 |

Additions to the right-of-use assets during 2022 amount to EUR 10.4 million (2021: EUR 13.7 million), of which EUR 9.7 million (2021: EUR 13 million) relates to property and EUR 0.7 million relates to cars and other leases (2021: EUR 0.7 million each). Lease remeasurements, that mainly relate to lease modifications, amount to EUR 7.7 million (2021: EUR 3.7 million), consisting of EUR 6.4 million (2021: EUR 2.4 million) increase in property and EUR 1.4 million (2021: EUR 1.3 million) increase in cars.

During the current financial year, the financial effect of revising lease terms to reflect the effect of exercising extension and termination options has already been reflected in the lease liability for properties as it is reasonably certain that these options will be exercised. Lease extensions on cars and other office equipment are not expected to have a significant impact, as assets can be easily replaced with little cost to the group. Lease payments for some contracts include inflationary increases, but there are no other variable lease payments that depend on an index or rate.

Amounts recognised in the consolidated profit and loss account

The consolidated profit and loss account shows the following amounts related to leases:

| Depreciation charge of right-of-use asset | 2022 | 2021 |
|--|----------------|----------------|
| Property | -10,974 | -9,863 |
| Cars | -3,203 | -3,171 |
| Other | -45 | -39 |
| Total | -14,222 | -13,073 |
| Interest expense (included in financial Income & expense) | -454 | -435 |
| Expense relating to Short-term and low-value leases (included in note 17 - direct employee expenses) | -4,305 | -2,611 |
| Expense relating to Short-term and low-value leases | -2,366 | -2,023 |

The total cash outflow for leases in 2022 was EUR 17.5 million (2021: EUR 15.1 million), of which EUR 14.7 million (2021: EUR 12.7 million) are principal elements of recognised lease liabilities.

Maturity analysis

The tables below analyses the group's lease liabilities into relevant maturity groupings based on their contractual maturities.

| Maturity | Property | Cars | Others | Total lease liabilities |
|-----------------------|---------------|--------------|-----------|-------------------------|
| Less than 1 year | 11,047 | 2,104 | 24 | 13,175 |
| Between 1 and 2 years | 9,166 | 1,376 | 16 | 10,558 |
| Between 2 and 3 years | 6,883 | 70 | 12 | 6,965 |
| Between 3 and 4 years | 5,777 | - | 11 | 5,788 |
| Between 4 and 5 years | 2,685 | - | 8 | 2,693 |
| More than 5 years | 6,445 | - | - | 6,445 |
| Total | 42,003 | 3,550 | 71 | 45,624 |

7. Financial fixed assets

The financial fixed assets are measured at amortised cost and consist of the following:

| | 2022 | 2021 |
|---|--------------|------------|
| Loans receivable from third parties | 8,077 | - |
| Loans receivable from minority shareholders | 612 | 631 |
| Balance at 31 December | 8,689 | 631 |

The loans receivable from third parties are related to the proceeds on the divestment of Russia (refer to note 2), and existing financing arrangements provided to the disposed entities for the purpose of working capital which are continued under the new ownership. The amount is receivable in four equal annual installments, with the first payment being on 31 December 2023. The receivables are denominated in Russian Ruble and carry 4% interest rate per annum. The total loan receivable was recognized initially at fair value by discounting cash flows using a market related lending rate of 11.5% and is measured subsequently at amortized cost using the effective interest rate method. The fair value approximates the carrying value at year-end. At the reporting date there has been no significant increase in credit risk compared to initial recognition date. The loan therefore carries a credit risk under stage 1. The 12-month expected credit loss is negligible. The loans receivable from third parties are restated using 31st December, 2022 exchange rates.

8. Investments accounted for using the equity method

Interest in associates

Set out below is the associates of the group as at 31 December 2022 which, in the opinion of the directors, are material to the group. The entity listed below has share

| Name of entity | Country of incorporation | % of ownership interest | | Nature of relationship | Measurement method | Carrying amount | |
|-----------------------|--------------------------|-------------------------|------|------------------------|--------------------|-----------------|------|
| | | 2022 | 2021 | | | 2022 | 2021 |
| IBR Soluções Limitada | Angola | 49% | 49% | Associate | Equity method | 0 | 0 |

IBR Soluções Limitada is an associate of Brunel International N.V. operating in Angola.

The tables below provide summarised financial information for the associate that is material to the group. The information disclosed reflects the amounts presented in the annual accounts of the relevant associate and not Brunel International N.V.'s share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

| | 2022 | 2021 |
|--|---------------|---------------|
| Current assets | -37 | -32 |
| Current liabilities | -5,081 | -4,463 |
| Long-term liabilities | -549 | -474 |
| Net assets at 31 December | -5,667 | -4,969 |
| | 2022 | 2021 |
| Opening net assets 1 January | -4,969 | -4,967 |
| Profit / (loss) for the period | 0 | -2 |
| Foreign exchange | -698 | 0 |
| Closing net assets at 31 December | -5,667 | -4,969 |

capital consisting solely of ordinary shares, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held. The associate is fully impaired, no further cash injections will be made, and therefore there is no risk of further losses.

Summarised statement of comprehensive income

| | 2022 | 2021 |
|--------------------------------|------|------|
| Revenue | 0 | 0 |
| Profit / (loss) for the period | 0 | -2 |

As Brunel's interest in IBR Soluções Limitada has been impaired and Brunel does not have any further legal or constructive obligations to make payments to or on behalf of IBR Soluções Limitada, additional losses are no longer recognised.

9. Trade and other receivables

The trade and other receivables consist of the following:

| | 2022 | 2021 | | 2022 | 2021 |
|-------------------------------|----------------|----------------|--|--------------|--------------|
| Trade accounts receivables | 198,875 | 173,688 | Balance at 1 January | 3,386 | 2,968 |
| Prepayments | 6,441 | 6,059 | Fully provided receivables which are written off | -653 | -561 |
| Accrued income | 83,954 | 70,997 | Change in allowance recognised in result | 12 | 901 |
| Other receivables | 13,780 | 13,129 | Exchange rate movements | -28 | 78 |
| Balance at 31 December | 303,050 | 263,873 | Balance at 31 December | 2,717 | 3,386 |

All receivables have an expected term of less than one year. The carrying amount of these receivables equals the fair value.

The group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and accrued income. To measure the expected credit losses, trade receivables and accrued income have been grouped based on shared credit risk characteristics and the days past due, on a country-level. Accrued income has substantially the same risk characteristics as the trade receivables for the same types of contracts. The group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for accrued income. The expected loss rates are based on the payment profiles of sales over a period of 36 month before 1 January 2022 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables and other known matters. Based on this, even though the basis for the expected loss rate is the same, the expected loss rates for trade receivables and accrued income might differ.

The group has performed a sensitivity analysis on the credit loss rates, by calculating multiple scenarios, which gave no reason to increase the credit loss rates. Also, compared to 2021, there are no material changes in the (relative) amounts in the aging buckets, meaning the aging of the accounts receivables has not significantly changed, where the biggest portion is in the first buckets (66% is not due yet, and 19% is overdue by 1 month). The total days outstanding (TDO) has slightly decreased compared to 2021. In discussions with the group's most significant clients, no indications of uncollectibility were received.

The movement in this allowance is as follows:

| | 2022 | 2021 |
|-------------------------------------|----------------|----------------|
| Trade accounts receivable - Not due | 133,517 | 117,135 |
| 1-30 days - past due | 37,187 | 29,618 |
| 31-60 days - past due | 15,537 | 15,059 |
| 61-90 days - past due | 6,560 | 5,457 |
| 91-120 days - past due | 2,939 | 2,807 |
| 120+ days - past due | 5,852 | 6,910 |
| Balance at 31 December | 201,592 | 176,985 |

Ageing of past due and not impaired trade accounts receivables is as follows:

The loss allowance as at 31 December 2022 was determined as follows for both trade accounts receivables and accrued income:

| Trade accounts receivable | Balance at 31 December | Expected loss rate | Loss allowance |
|-------------------------------------|------------------------|--------------------|----------------|
| Trade accounts receivable - Not due | 133,517 | 0.1% | 111 |
| 1-30 days - past due | 37,187 | 0.1% | 33 |
| 31-60 days - past due | 15,537 | 0.1% | 23 |
| 61-90 days - past due | 6,560 | 0.2% | 16 |
| 91-120 days - past due | 2,939 | 1.0% | 30 |
| 120+ days - past due | 5,852 | 40.7% | 2,384 |
| Balance at 31 December | 201,592 | | 2,597 |

| Accrued income | Balance at 31 December | Expected loss rate | Loss allowance |
|-------------------------------|------------------------|--------------------|----------------|
| Services delivered December | 64,412 | 0.0% | 27 |
| Services delivered month - 1 | 11,082 | 0.1% | 8 |
| Services delivered month - 2 | 3,146 | 0.2% | 6 |
| Services delivered month - 3 | 1,439 | 0.5% | 7 |
| Services delivered older | 3,471 | 2.1% | 73 |
| Other accrued income | 404 | | 0 |
| Balance at 31 December | 83,954 | | 121 |

The loss allowance as at 31 December 2021 was determined as follows for both trade accounts receivables and accrued income:

| Trade accounts receivable | Balance at 31 December | Expected loss rate | Loss allowance |
|-------------------------------------|------------------------|--------------------|----------------|
| Trade accounts receivable - Not due | 117,135 | 0.1% | 101 |
| 1-30 days - past due | 29,618 | 0.1% | 19 |
| 31-60 days - past due | 15,059 | 0.1% | 17 |
| 61-90 days - past due | 5,457 | 1.2% | 66 |
| 91-120 days - past due | 2,807 | 6.1% | 170 |
| 120+ days - past due | 6,910 | 42.3% | 2,923 |
| Balance at 31 December | 176,985 | | 3,296 |

| Accrued income | Balance at 31 December | Expected loss rate | Loss allowance |
|-------------------------------|------------------------|--------------------|----------------|
| Services delivered December | 53,851 | 0.0% | 22 |
| Services delivered month - 1 | 9,717 | 0.1% | 5 |
| Services delivered month - 2 | 3,070 | 0.2% | 5 |
| Services delivered month - 3 | 1,352 | 0.5% | 7 |
| Services delivered older | 2,810 | 1.8% | 50 |
| Other accrued income | 286 | | 0 |
| Balance at 31 December | 71,086 | | 89 |

The specific credit terms granted vary from 14-90 days. These terms are based on the general terms and conditions of Brunel and/or specific agreements with individual customers.

Generally, services are provided to large and financially strong companies. In order to minimise credit risk exposure Brunel intensively monitors the payment behaviour of its

customers based on specific agreements with individual customers and their credit worthiness. Based on historical behaviour of our customers we do not expect any material write-offs and therefore the expected credit loss rates are not highly sensitive.

The current assessment of the counterparty risk of our customers is that we do not expect any material write-offs. This assumption is based on the current payment behaviour of our clients. Additionally the company is in frequent contact with clients that have amounts outstanding past the due date.

10. Restricted cash, cash and cash equivalents

Restricted cash, cash and cash equivalents consist of the following:

| | 2022 | 2021 |
|-------------------------------|---------------|----------------|
| Non-current restricted cash | 8,769 | 12,866 |
| Current restricted cash | 6,768 | 5,422 |
| Cash and cash equivalents | 80,861 | 93,757 |
| Balance at 31 December | 96,398 | 112,045 |

The restricted cash relates to fixed term deposits and cash margins provided as security towards bank guarantees, for which the withdrawal of funds is not permitted before the maturity date. It is held with the aim of securing contracts with customers. Due to the operational nature of the transactions related to restricted cash, the group recognises any cash flows from such transactions as operating activities.

Of the total balance of cash and cash equivalents, EUR 37.1 million (2021: EUR 30.9 million) is not freely disposable on the grounds of issued bank guarantees for office leases and client contracts. The fair value approximates the carrying value.

11. Provisions

| | Pension obligation | Restoration provision | Legal claims | Illness | Total |
|------------------------------------|--------------------|-----------------------|--------------|--------------|--------------|
| Balance at 1 January 2022 | 2,220 | 359 | 267 | 4,086 | 6,932 |
| Additions | 43 | 161 | 185 | 1,005 | 1,394 |
| Withdrawals | -734 | 0 | -22 | -765 | -1,521 |
| Release | -30 | 0 | -25 | 0 | -55 |
| Balance at 31 December 2022 | 1,499 | 520 | 405 | 4,326 | 6,750 |

The restoration provision represents the provision for returning rented real estate objects to the original state at the end of the lease contract. The estimate may vary as a

result of the utilisation of the leased premises and sub-lease arrangements where applicable.

The majority of the non-current part of these provisions is expected to be settled within five years of the balance sheet date, except for pension obligations, which will mature after five years.

The provision for illness represents the obligation for continuation of wage payment during extended periods of illness and disability.

Aside from the pension provision, as disclosed below, other provisions are not sensitive to changes in underlying assumptions.

The amounts recognised in the consolidated balance sheet and the movements in the defined benefit obligation over the year are as follows:

| Pension obligation | 2022 | 2021 |
|--|--------------|--------------|
| Balance at 1 January | 2,220 | 2,268 |
| Reclassification | | |
| Current service cost | 15 | 33 |
| Interest expense | 28 | 26 |
| Total amount recognised in profit or loss | 43 | 60 |
| Remeasurements: | | |
| Result from change in financial assumptions | -787 | -50 |
| Experience (result) | 53 | -38 |
| Total amount recognised in other comprehensive income | -734 | -88 |
| Payments from plan: | | |
| Benefit payments | -30 | -20 |
| Balance at 31 December | 1,499 | 2,220 |

The group operates a defined benefit pension plan in Germany (Brunel Car Synergies) under regulatory frameworks. The defined benefit pension plan is managed jointly by Brunel and Bochumer Verband. This plan is a final salary pension plan, which provides benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement. In the plans, pension payments are generally updated in line with the retail price index. This is an unfunded plan and no plan assets are applicable. The main risks in

relation to this plan relate to the key variables in the actuarial calculations (i.e. changes in bonds yields, inflation risks and life expectancy).

Significant actuarial assumptions for the pension plan are:

| Assumptions | 2022 | 2021 |
|---------------|-------|-------|
| Discount rate | 3.91% | 1.29% |

The sensitivity of the defined benefit obligation to changes in the principal assumption is:

| Impact on defined benefit obligation | 2022 | 2021 |
|--------------------------------------|------|------|
| Discount rate -0,5% | +8% | +10% |
| Discount rate +0,5% | -7% | -9% |

12. Other non-current liabilities

The other non-current liabilities consist of the following:

| | 2022 | 2021 |
|-------------------------------|---------------|--------------|
| Put option liabilities (1) | 12,491 | 8,570 |
| Deferred consideration (1) | 1,479 | 0 |
| Loans and borrowings | 18,634 | 0 |
| Balance at 31 December | 32,604 | 8,570 |

The put-option liabilities are the result of put/call option agreements with the minority shareholders of Taylor Hopkinson (EUR 12.5 million with remaining duration of 2 years).

The present value of the future cash outflows for Taylor Hopkinson is calculated using a discount rate of 0.8%, which is in line with the incremental borrowing rate.

| | 2022 | 2021 |
|--|---------------|--------------|
| Opening put option liabilities 1 January | 8,570 | 0 |
| Share based payment expense related to acquisitions | 4,164 | 0 |
| Foreign exchange | -243 | 0 |
| Closing put option liabilities at 31 December | 12,491 | 8,570 |

The above movements in the put option liabilities are disclosed in note 15. The initial recognition of EUR 8.6 million was recorded in equity and the payments will be included in the cashflow statement as a cash flow used in financing activities. The related share-based payments accounted through profit and loss are included in the cashflow statement as cash flow generated from operating activities.

Loans and borrowings

On 13 July 2022 Brunel entered into an external financing agreement to support the increased working capital requirement. The agreement relates to a syndicated revolving credit facility with a duration of 5 years, with a credit limit of EUR 60 million and an optional additional layer of EUR 40 million. The interest rate is variable and based on EURIBOR plus margin, where margin is based on the leverage of net debt to EBITDA.

Amounts drawn from the facility are included within loans and borrowings and amount to EUR 18.6 million at year end 2022. All amounts are denominated in Euro. The fair value approximates the carrying amount.

Under the terms of the credit facility, the group is required to comply with the following financial covenant:

- The ratio of net debt to EBITDA must not exceed 275%.

During the year 2022 Brunel has complied with the financial covenants of the credit facility.

13. Other current liabilities

The other current liabilities consist of the following:

| | 2022 | 2021 |
|-----------------------------------|----------------|----------------|
| Trade payables | 22,897 | 19,151 |
| Taxes and social security charges | 33,670 | 32,353 |
| Pensions | 1,157 | 852 |
| Accrued employee expenses | 53,761 | 54,516 |
| Accrued expenses | 6,846 | 5,979 |
| Other liabilities | 12,298 | 12,054 |
| Balance at 31 December | 130,629 | 124,905 |

Current liabilities have an expected term of less than one year. The majority of trade payables and taxes and social security charges are due within a range of 1–45 days.

The majority of the other liabilities and accrued employee expenses are due within a range of 1–180 days.

The carrying amount of these liabilities equals the fair value.

14. Group Equity

The authorised capital is EUR 5,998,000 divided into one priority share with a nominal value of EUR 10,000 and 199.6 million ordinary shares with a nominal value of EUR 0.03. The subscribed capital consists of 50,400,988 ordinary shares (2021: 50,400,988) with a value of EUR 1,512,030 (2021: EUR 1,512,030).

The movement in the number of issued shares is:

| | 2022 | 2021 |
|--------------------------------|-------------------|-------------------|
| Issued at 1 January | 50,400,988 | 50,574,624 |
| Acquisition of treasury shares | 0 | -173,636 |
| Issued at 31 December | 50,400,988 | 50,400,988 |

Except for the translation reserve, all reserves are freely distributable. In the year under review a cash dividend of EUR 0.45 per share was paid. The proposed dividend for

2022 will be EUR 27.7 million or EUR 0.55 per share. Further information is provided in the consolidated statement of changes in equity on page 131 of this report.

The priority share, which has a par value of EUR 10,000, has been issued to Stichting Prioriteit Brunel, subject to the condition precedent that the majority shareholder loses its majority share in Brunel International N.V.'s share capital. The priority share will be fully paid up as soon as the issue becomes unconditional. The protective stipulations are included in the Articles of Association of Brunel International N.V.

Treasury shares

Previous year the company acquired 173,636 of its own shares through purchases on Euronext Amsterdam stock exchange. The total amount paid to acquire the shares was EUR 2.0 million and has been deducted from shareholders' equity. The shares are held as treasury shares. The company intends to reissue these shares to senior management (excluding the board of directors) under the performance share plan if the conditions are met.

Non-controlling interest

The movement in non-controlling interest is as follows:

| | 2022 | 2021 |
|-------------------------------|---------------|---------------|
| Balance at 1 January | 13,693 | 2,142 |
| Result for the year | 1,374 | 1,992 |
| Dividend | -2,240 | -2,084 |
| Through business combinations | 161 | 10,829 |
| Contributions to equity | 0 | 604 |
| Exchange rate movements | 150 | 210 |
| Balance at 31 December | 13,138 | 13,693 |

Set out below is summarised financial information for the main non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

The non-controlling interest acquired through business combinations in 2022 relates to the acquisition of ICE

| | Middle East & India | | Taylor Hopkinson | | Other | | Total | |
|--|---------------------|--------------|------------------|---------------|--------------|--------------|---------------|---------------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Non-current assets | 9,757 | 14,522 | 41,199 | 42,347 | 3,114 | 705 | 54,070 | 57,574 |
| Current assets | 49,031 | 51,195 | 22,977 | 15,142 | 9,133 | 2,603 | 81,141 | 68,940 |
| Current liabilities | -13,856 | -14,829 | -13,118 | -11,802 | -5,384 | -656 | -32,358 | -27,287 |
| Non-current liabilities | -35,201 | -41,917 | -15,036 | -6,650 | -3,694 | -912 | -53,931 | -49,479 |
| Net assets per 31 December | 9,731 | 8,971 | 36,022 | 39,037 | 3,169 | 1,740 | 48,922 | 49,748 |
| Accumulated non-controlling interests | 2,428 | 2,247 | 9,993 | 10,829 | 717 | 618 | 13,138 | 13,693 |
| Dividend paid to non-controlling interests | 2,240 | 2,084 | 0 | 0 | 0 | 0 | 2,240 | 2,084 |
| Revenue | 105,062 | 88,457 | 83,228 | 59,909 | 23,008 | 5,960 | 211,298 | 154,326 |
| Profit (loss) | 9,143 | 7,975 | -3,152 | 4,252 | 1,219 | -38 | 7,210 | 12,189 |
| Result allocated to non-controlling interests | 2,295 | 1,999 | -874 | 0 | -48 | -7 | 1,374 | 1,992 |

Middle East & India includes the non-controlling interests in our entities in Kuwait (25%), Qatar (25%), Oman (30%) and Iraq (1%). The non-controlling interests in Taylor Hopkinson is 28%. The other non-controlling interest includes the non-controlling interest in Kazakhstan (50%) and Indonesia (51% of net assets / 0% of result) and ICE (49% - refer to note 1).

15. Share-based payment arrangements

| | 2022 | 2021 |
|--|------------------|------------------|
| Share appreciation rights | -772,701 | 2,271,683 |
| Share based payments related to the long-term incentive plan | 523,836 | 248,427 |
| Share based payments related to acquisitions | 4,163,737 | 0 |
| Exchange rate movements | 59,447 | -43,622 |
| Total expenses arising from share-based payments | 3,974,319 | 2,476,488 |

Share-appreciation rights

The measurement date fair value of the SAR's is determined based on the Black-Scholes option valuation model. In this model the expected volatility is based on historical volatility for the corresponding periods of the Company shares (13.6% - 35.1%), the expected dividend yield is based on

the dividend policy and set at 2.0% to 3.0%, the expected remaining years (0.2 – 4.2 years) and a risk free interest in the range of 1.71% and 2.569%. The risk free interest is based on the yield of AAA rated EU government bonds with a maturity commensurate to the expected life of the respective award.

| | 2022 | 2021 |
|--|-----------|-----------|
| Weighted average measurement date fair value | 1.13 | 1.82 |
| Costs recognized | -772,701 | 2,271,683 |
| Total liability | 1,987,482 | 2,759,683 |
| Intrinsic value of the liability | - | - |

| | 2022 | | 2021 | |
|--|------------------|---------------------------------|------------------|---------------------------------|
| | Number of SAR's | Weighted average exercise price | Number of SAR's | Weighted average exercise price |
| SAR's as at 1 January | 2,923,000 | 11.30 | 2,458,000 | 12.60 |
| SAR's granted | 1,027,000 | 11.92 | 889,500 | 9.08 |
| SAR's forfeited | 388,500 | 11.18 | 221,500 | 10.79 |
| SAR's expired | 165,000 | 14.93 | 203,000 | 17.26 |
| SAR's exercised | | | 0 | - |
| SAR's as at 31 December | 3,396,500 | 11.33 | 2,923,000 | 11.30 |
| SAR's exercisable as at 31 December | 1,058,500 | | 681,000 | |

The costs recognised in the consolidated profit and loss account amount is based on portion of time passed by the end of the year and fair value at year end. Costs are spread over the period in which employees provide services.

Share based payments related to long-term incentive plan

In June 2021, Brunel announced its intention to repurchase 173,636 ordinary shares in order to meet the obligations under the planned performance share plan for senior management (excluding board of Directors). The performance share plan is conditional to targets for financial year 2023. Shares will vest in the beginning of 2024 with a lock-up period of two years.

Senior management do not receive any dividends and are not entitled to vote in relation to the deferred shares during the vesting period.

The fair value of the rights at grant date of EUR 10.41 per share was estimated using the Black-Scholes option valuation model.

The model inputs for share awards granted during the year ended 31 December 2021 included:

- Grant date: 1 July 2021
- Vesting date: 28 February 2024
- Share price at grant date: EUR 10.94
- Expected price volatility: 35.13%
- Expected dividend yield: 2%
- Risk free rate: 2.492%

| Year granted | 2022 | 2021 |
|--|----------------|----------------|
| As at 1 January | 173,636 | 0 |
| Granted during the year | 0 | 173,636 |
| Vested during the year | 0 | 0 |
| Forfeited during the year | 36,407 | 0 |
| As at 31 December | 137,229 | 173,636 |
| Weighted average remaining contractual life of the deferred shares outstanding at the end of period: | 1.69 | 2.69 |
| Costs recognized | 523,836 | 248,427 |

Share based payments related to acquisitions

In December 2021 Brunel Energy Holding B.V. acquired 72% of the issued share capital of Seafox Apollo 1 Ltd, the sole shareholder of the Taylor Hopkinson Group.

A put and call option agreement was signed for the remaining 28%. The consideration for the remaining 28% is based on meeting certain gross profit and EBITDA targets over the next three years.

The expected amount to be paid if the pre-determined levels of gross profit and EBITDA levels were met and certain employees remained within the Group, was determined at EUR 17.1 million as at 31 December 2021. This amount is remeasured at each reporting date based on expected performance.

An amount of EUR 8.6 million was recognized as a put option liability, since 50% of the amount to be paid is not based on continuous employment. The amount was initially recognised at fair value through equity and is subsequently carried at amortized cost. The other 50% of the put option liability will be recognized through the profit and loss account as a post combination benefit expense over the 3-year period post acquisition, depending on continued employment of certain Taylor Hopkinson employees.

As at 31 December 2022 due to meeting the targeted performance indicators (gross profit, EBITDA and continuous employment) the company recognised a cash-settled share-based payment for the amount of EUR 4.1 million to account for conditional part of the arrangement.

The model inputs used for determining the liability as of the year ended 31 December 2022 included:

- Discount rate: 0.8%

During the year 2022 the company recognised EUR 4.1 million (2021: 0) costs for cash-settled share-based payments. The liability is recorded as part of other non-current liabilities (refer to note 12).

16. Commitments and contingencies

The group leases various offices, cars and other office equipment under non-cancellable operating leases expiring within 6 months to 5 years. The leases have varying terms, escalation clauses and renewal rights. On renewal the terms of the leases are renegotiated.

The group has recognised right-of-use assets for the majority of leases, except for short-term and low-value leases that are disclosed below. See note 6 for further information.

| | 2022 | 2021 |
|-------------------------------|------------|------------|
| Expire in year 1 | 201 | 264 |
| Expire in years 2-5 | 0 | 0 |
| Expire in years 6 and later | 0 | 0 |
| Balance at 31 December | 201 | 264 |

Brunel Service GmbH & Co. KG is subject to a tax audit in Germany regarding the years 2012-2015. In the tax audit, the deductibility of interest expenses has been challenged. We are confident that we will be able to adequately support these interest expenses and that the chances of a significant adjustment and tax payment are remote. The maximum tax exposure is EUR 13.4 million.

Events after balance sheet date

No events of interest to the group as a whole took place after the balance sheet date.

Notes to the consolidated profit and loss account

x EUR 1,000, unless stated otherwise

17. Direct and indirect personnel expenses

The direct and indirect personnel expenses consist of the following amounts:

| | 2022 | | 2021 | |
|-----------------|----------------|----------------|----------------|----------------|
| | Direct | Indirect | Direct | Indirect |
| Salaries | 630,786 | 75,100 | 518,589 | 64,423 |
| Social charges | 42,970 | 11,356 | 40,429 | 9,467 |
| Pension charges | 23,668 | 2,517 | 20,193 | 2,438 |
| Other | 232,284 | 39,576 | 109,873 | 33,850 |
| Total | 929,708 | 128,549 | 689,084 | 110,178 |

The pension schemes in the group can all be classified as defined contribution, except for one defined benefit plan in Germany (refer to note 11). The other direct personnel expenses include visa, logistic and other services provided to direct employees. These expenses are typically reimbursed by our customers. The other direct personnel expenses include EUR 4.3 million in short-term or low-value leases.

Remuneration of directors

The directors' remunerations charged to the results in 2022 (2021) are set out below:

| | Short-term employee benefits | | | | | Total |
|---|------------------------------|------------------|----------------|--------------|----------------------|----------------------|
| | Salary | Bonus | Pension | Other | Share based payments | |
| Board of Directors: | | | | | | |
| J.T. Andringa, CEO | 600 (600) | 391 (338) | 13 (12) | - (-) | 9 (88) | 1,013 (1,038) |
| P.A. de Laat, CFO | 430 (430) | 176 (188) | 8 (8) | - (-) | -17 (103) | 597 (729) |
| A.G. Maude, COO | 430 (430) | 187 (161) | 14 (11) | - (-) | 56 (84) | 687 (686) |
| Supervisory Board: | | | | | | |
| A. Schouwenaar (stepped down as of 11 May 2021) | - (29) | - | - | - | - | - (29) |
| J.J.B.M. Spee | 64 (68) | - | - | - | - | 64 (68) |
| J.A. van Barneveld (stepped down as of 19 May 2022) | 23 (55) | - | - | - | - | 23 (55) |
| K. Koelemeijer | 60 (58) | - | - | - | - | 60 (58) |
| F. van der Vloed (as of 11 May 2021) | 66 (35) | - | - | - | - | 66 (35) |
| | 1,673 (1,705) | 754 (687) | 35 (31) | - (-) | 48 (275) | 2,510 (2,698) |

- Mr Andringa has 24,947 shares in the company, in addition to 175,000 SAR's.
- Mr De Laat has 15,000 shares in the company, in addition to 205,000 SAR's.
- Mr Maude has 25,000 shares in the company, in addition to 120,000 SAR's.
- The members of the Supervisory Board hold neither shares nor share options in the company.
- No loans and/or guarantees have been issued to members of the Board of Directors or Supervisory Board.

SAR rights of directors

| Year granted | 2018 | 2019 | 2020 | 2021 | 2022 | Total |
|---------------------------------|--------|--------|-------------|--------|--------|---------|
| J.T. Andringa, CEO | - | 50,000 | 15,000 | 40,000 | 70,000 | 175,000 |
| P.A. de Laat, CFO | 50,000 | 50,000 | 15,000 | 40,000 | 50,000 | 205,000 |
| A.G. Maude, COO | - | - | 30,000 | 40,000 | 50,000 | 120,000 |
| Range of exercise prices in EUR | 15.48 | 12.78 | 6.25 - 9.04 | 9.08 | 11.92 | |

18. Government grants

In various countries, governments have put in place a wide variety of employment protection programs exceptionally allowing for partial or full reduction of working hours or compensation for personnel costs. This compensates for (part of) salaries and/or social security charges of the employees impacted (e.g. in China, Singapore, Hong Kong and Belgium).

We have accounted for these programs in accordance with IAS 20 'Accounting for Government Grants and Disclosure of Government Assistance'. These employment protection programs reduced our operating expenses by EUR 0.1 million for the period (2021: EUR 0.1 million). We also made use of government programs relating to our direct employees. The total effect of these programs on our direct personnel expenses amounted to EUR 0.2 million (2021: EUR 1.8 million). The total cash inflow from these programs amounted to EUR 0.3 million in 2022 (2021: EUR 2.3 million).

19. Depreciation and amortisation

The costs for depreciation and amortisation in the consolidated profit and loss account consist of the following:

| | 2022 | 2021 |
|-----------------------------------|---------------|---------------|
| Other intangible assets (4) | 4,744 | 3,107 |
| Property, plant and equipment (5) | 2,362 | 2,279 |
| Right-of-use assets (6) | 14,222 | 13,073 |
| Total | 21,328 | 18,459 |

20. Other expenses

The 2022 other expenses amount to EUR 41.4 million (2021: EUR 34.3 million). The other expenses comprise marketing expenses, IT expenses, office and other overhead costs.

| | Pricewaterhouse Coopers Accountants N.V. | Member firms / affiliates | Total 2022 | Pricewaterhouse Coopers Accountants N.V. | Member firms / affiliates | Total 2021 |
|-----------------------------------|--|------------------------------|--------------|--|------------------------------|---------------|
| Audit of the financial statements | 658 | 468 | 1,126 | 460 | 447 | 907 |
| Other audit procedures | - | - | - | - | - | - |
| Tax services | - | 101 | 101 | - | 158 | 158 |
| Other non-audit fees | - | - | - | - | - | - |
| Total | 658 | 569 | 1,227 | 460 | 605 | 1,065 |

The fees listed above relate to the procedures applied to the Company and its consolidated group entities by PricewaterhouseCoopers Accountants N.V. as the external independent auditor as referred to in Section 1, subsection 1 of the Audit Firms Supervision Act ('Wet toezicht accountantsorganisaties - Wta') as well as by member firms and affiliates of PricewaterhouseCoopers, including their tax services and advisory groups.

The audit fees relate to the audit of the 2022 annual accounts, regardless of whether the work was performed during the financial year.

Our independent auditor, PricewaterhouseCoopers Accountants N.V., has rendered, for the period to which our statutory audit relates, in addition to the audit of the statutory annual accounts the following services to the company and its controlled entities:

Tax Services, consisting of tax compliance services.

Audit costs

The audit costs consists of the following:

21. Financial income & expense

| | 2022 | 2021 | | |
|--|---------|-------|----------------|--------------|
| Exchange differences non-operational debtors and creditors | (1,058) | (650) | | |
| Exchange differences financial fixed assets | (1,352) | - | | |
| Exchange differences cash and cash equivalents | 100 | (49) | | |
| Exchange differences | | | (2,311) | (699) |
| Interest income banks | 299 | 341 | | |
| Interest income other | 246 | 259 | | |
| Interest income | | | 545 | 600 |
| Interest expense banks | (182) | - | | |
| Interest expense lease liability | (454) | (433) | | |
| Interest expense other | (537) | (187) | | |
| Interest expense | | | (1,173) | (620) |
| Financial income & expense | | | (2,939) | (719) |

The exchange differences on financial fixed assets relate to the foreign exchange loss on the loan to third parties (refer to note 7).

22. Tax

| | 2022 | 2021 |
|---------------------------------|---------------|---------------|
| Current tax (Income) / expense | 18,727 | 14,571 |
| Deferred tax (Income) / expense | -1,987 | -631 |
| Tax (Income) / expense | 16,740 | 13,940 |

In 2022, the effective tax rate on the result before tax is 35.2% (2021: 29.7%).

The reconciliation between the actual tax expense and the tax expense based on the Dutch corporate income tax rate (2022: 25.8% and 2021: 25%) is as follows:

| | 2022 | | 2021 | |
|---|---------------|--------------|---------------|--------------|
| Income tax at Dutch corporate income tax rate | 12,256 | 25.8% | 11,733 | 25.0% |
| Permanent differences: | | | | |
| Difference with foreign tax rates | -467 | -1.0% | 269 | 0.6% |
| Weighted average applicable tax rate | 11,789 | 24.8% | 12,002 | 25.6% |
| Adjustment previous years | 100 | 0.2% | 239 | 0.5% |
| Non-deductible items | 4,456 | 9.4% | 880 | 1.9% |
| Tax losses not recognised as deferred tax asset | 359 | 0.8% | 855 | 1.8% |
| Recognition of deferred tax assets | -574 | -1.2% | 0 | 0.0% |
| Rate adjustment deferred tax asset | 0 | 0.0% | -256 | -0.5% |
| Other taxes | 610 | 1.3% | 219 | 0.5% |
| Effective tax charge | 16,740 | 35.2% | 13,940 | 29.7% |

The weighted average applicable tax rate and the effective tax rate are strongly affected by changes in the mix of results of subsidiaries in countries with different tax rates and/or systems. Countries with alternative minimum taxes had a relatively higher share in the results.

The non-deductible items in 2022 are mostly related to the loss on the disposal of the operations in Russia (refer to note 2).

Movement schedule tax assets and liabilities

During the financial year an amount of EUR 0.6 million was debited directly to other comprehensive income (2021: EUR 0.9 million debited) for tax relating to foreign exchange results recorded in the other comprehensive income.

The deferred tax assets originate from accumulated tax

losses (mainly from US, Germany and Austria) and temporary differences. Recognition and derecognition of these assets are based on the forecasted results for the relevant group companies.

The deferred tax liabilities relate to temporary differences in the valuation of intangible assets that were a result of business combinations.

| | Current | Deferred | Total |
|------------------------------------|----------------|---------------|---------------|
| Balance at 1 January 2021 | | | |
| Tax assets | 2,631 | 12,417 | 15,048 |
| Tax liability | -9,590 | -121 | -9,711 |
| | -6,959 | 12,296 | 5,337 |
| Movements during the year | | | |
| Paid | 10,236 | 0 | 10,236 |
| Through profit and loss | -14,571 | 631 | -13,940 |
| Through business combinations | -716 | -1,980 | -2,696 |
| Through other comprehensive income | -931 | 0 | -931 |
| Exchange rate adjustment | -41 | 144 | 103 |
| | -6,023 | -1,205 | -7,228 |
| Balance at 31 December 2021 | | | |
| Tax assets | 2,085 | 13,344 | 15,429 |
| Tax liability | -15,068 | -2,253 | -17,321 |
| | -12,983 | 11,091 | -1,892 |
| Movements during the year | | | |
| Paid | 23,563 | 0 | 23,563 |
| Through profit and loss | -18,727 | 1,987 | -16,740 |
| Through business combinations | 0 | -182 | -182 |
| Through divestment | -207 | -5 | -212 |
| Through other comprehensive income | -634 | 0 | -634 |
| Exchange rate adjustment | 49 | 53 | 102 |
| | 4,044 | 1,852 | 5,896 |
| Balance at 31 December 2022 | | | |
| Tax assets | 2,994 | 14,725 | 17,719 |
| Tax liability | -11,933 | -1,782 | -13,715 |
| | -8,939 | 12,943 | 4,004 |

Deferred tax assets amounting to EUR 5.4 million (2021: EUR 4.8 million) are dependent on future taxable profits in excess of the profits arising from the reversal of existing temporary differences. Unused tax losses for which no deferred tax assets have been recognised amount to EUR 65.4 million (2021: EUR 46.2 million). All tax losses, either

recognised or unrecognised can be offset with future profits. Dependant on the country EUR 2.8 million of the unrecognised losses will expire within 5 years, the remainder can either be offset within 15 years (EUR 17.6 million) or indefinitely (EUR 45.0 million).

| | Opening balance | Through business combinations | Through divestments | Recognised in P&L | Exchange rate adjusted | Closing balance |
|---|-----------------|-------------------------------|---------------------|-------------------|------------------------|-----------------|
| Movement of deferred tax positions in 2021: | | | | | | |
| Deferred tax assets | | | | | | |
| Deferred tax assets in relation to: | | | | | | |
| Temporary differences in allowance for doubtful debt | 350 | 0 | 0 | -158 | -9 | 183 |
| Temporary differences valuation other intangible assets | 5,700 | 0 | 0 | 931 | 0 | 6,631 |
| Temporary differences in accruals employee expenses | 1,257 | 0 | 0 | 385 | 98 | 1,740 |
| | 7,307 | 0 | 0 | 1,158 | 89 | 8,554 |
| Recognised tax losses | 5,110 | 0 | 0 | -387 | 67 | 4,790 |
| Total deferred tax assets | 12,417 | 0 | 0 | 771 | 156 | 13,344 |
| Deferred tax liabilities | | | | | | |
| Deferred tax liabilities in relation to: | | | | | | |
| Temporary differences valuation other intangible assets | 0 | -1,973 | 0 | 0 | 0 | -1,973 |
| Temporary differences in accruals employee expenses | -121 | -7 | 0 | -140 | -12 | -280 |
| Retained earnings from subsidiaries | | | | | | 0 |
| Total deferred tax liabilities | -121 | -1,980 | 0 | -140 | -12 | -2,253 |
| Total deferred tax assets and liabilities | 12,296 | -1,980 | 0 | 631 | 144 | 11,091 |
| Movement of deferred tax positions in 2022: | | | | | | |
| Deferred tax assets | | | | | | |
| Deferred tax assets in relation to: | | | | | | |
| Temporary differences in allowance for doubtful debt | 183 | 0 | 0 | 0 | 3 | 186 |
| Temporary differences valuation other intangible assets | 6,631 | 0 | 0 | 541 | 0 | 7,172 |
| Temporary differences in accruals employee expenses | 1,740 | 0 | -249 | 475 | 3 | 1,969 |
| | 8,554 | 0 | -249 | 1,016 | 6 | 9,327 |
| Recognised tax losses | 4,790 | 0 | 0 | 558 | 50 | 5,398 |
| Total deferred tax assets | 13,344 | 0 | -249 | 1,574 | 56 | 14,725 |
| Deferred tax liabilities | | | | | | |
| Deferred tax liabilities in relation to: | | | | | | |
| Temporary differences valuation other intangible assets | -1,973 | -182 | 0 | 380 | 0 | -1,775 |
| Temporary differences in accruals employee expenses | -280 | 0 | 244 | 33 | -4 | -7 |
| Total deferred tax liabilities | -2,253 | -182 | 244 | 413 | -4 | -1,782 |
| Total deferred tax assets and liabilities | 11,091 | -182 | -5 | 1,987 | 53 | 12,943 |

23. Earnings per share

| | 2022 | 2021 |
|--|------------|------------|
| Weighted average number of ordinary shares for the purpose of basic earnings per share | 50,400,988 | 50,487,806 |
| Effect of dilutive potential ordinary shares from share based payments | 137,212 | - |
| Weighted average number of ordinary shares for the purpose of diluted earnings per share | 50,538,200 | 50,487,806 |
| Net income for ordinary shareholders in EUR | 29,390,540 | 30,998,630 |
| Basic earnings per share in EUR | 0.58 | 0.61 |
| Diluted earnings per share in EUR | 0.58 | 0.61 |

Notes to the consolidated cash flow statement

The majority of the items on the consolidated cash flow statement are, on an individual basis cross-referenced to the relevant notes on the consolidated profit and loss account and the consolidated balance sheet. For the remainder of the material items, the reconciliation between amounts included in the consolidated cash flow statement and related amounts in the consolidated profit and loss account and the consolidated balance sheet are shown below.

24. Trade and other receivables

| | 2022 | 2021 |
|----------------------------------|----------------|----------------|
| Balance at 1 January | 263,873 | 194,070 |
| Acquisition of subsidiaries | 40 | 12,076 |
| Disposal of subsidiaries | -17,314 | 0 |
| Change in allowance for bad debt | -12 | -901 |
| Change in receivables | 49,818 | 50,130 |
| Exchange rate movements | 6,645 | 8,498 |
| Balance at 31 December | 303,050 | 263,873 |

25. Other current liabilities

| | 2022 | 2021 |
|-------------------------------|----------------|----------------|
| Balance at 1 January | 124,905 | 98,609 |
| Acquisition of subsidiaries | 1,832 | 10,841 |
| Disposal of subsidiaries | -7,416 | 0 |
| Change in current liabilities | 11,467 | 9,120 |
| Exchange rate movements | -159 | 6,335 |
| Balance at 31 December | 130,629 | 124,905 |

26. Other non-cash expenses

The other non-cash expenses mostly consist of the impairment of trade and other receivables (refer to note 9).

27. Transactions with related parties

The Board of Directors, the Supervisory Board, majority shareholder and participations are considered to be related parties. For information about the Directors' remuneration reference is made to note 17. Transactions with related parties were made on terms equivalent to those that prevail in arm's length transactions. Included under other operating expenses is an amount of EUR 79 (2021: EUR 79) paid as consultancy fee to the majority shareholder of Brunel International N.V.

28. Segment reporting

x EUR 1,000, unless stated otherwise

Operating segments have been identified on the basis of internal reports about components of the group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance. Information reported to the group's chief operating decision maker is focused at components engaged in providing services in a particular economic environment from those of other segments. A geographical segment is engaged in providing services in a particular economic environment which are subject to risks and returns that are different from those segments operating in other economic environments.

The main regions are: DACH (Germany, Austria, Switzerland and Czech Republic), the Netherlands, Americas, Australasia, Europe & Africa, Middle East & India, Asia and Taylor Hopkinson. This is the basis on which internal reports are provided to the chief operating decision maker for assessing performance and determining the allocation of resources within the Group. All regions exceeding 10% of total revenue, EBIT or assets are reported separately. Unallocated relates to the corporate assets and corporate costs that do not relate to a specific segment. The remaining regions are combined in Rest of World.

The region Russia & Caspian was dissolved in June 2022 after the divestment of the operations in Russia (refer to note 2).

Reportable segments

| Segments | Revenue | | Contribution margin | | Operating profit | |
|---------------------|------------------|----------------|---------------------|----------------|------------------|---------------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| DACH region | 229,242 | 218,626 | 80,966 | 79,035 | 24,362 | 24,204 |
| Netherlands | 190,326 | 186,123 | 55,727 | 57,112 | 16,652 | 17,713 |
| Australasia | 161,854 | 109,036 | 16,210 | 10,945 | 3,250 | 709 |
| Middle East & India | 143,281 | 107,633 | 23,911 | 17,785 | 14,253 | 9,820 |
| Americas | 146,560 | 96,768 | 19,917 | 12,924 | 2,586 | 498 |
| Asia | 161,086 | 110,696 | 23,553 | 14,906 | 9,359 | 2,721 |
| Taylor Hopkinson | 83,228 | 0 | 17,454 | 0 | -1,280 | 0 |
| Rest of World | 66,247 | 70,786 | 14,378 | 17,877 | 2,642 | 4,260 |
| Unallocated | 0 | 0 | 0 | 0 | -10,950 | -12,275 |
| Total | 1,181,824 | 899,668 | 252,116 | 210,584 | 60,874 | 47,650 |

The group attributes revenue to countries based on the location of the geographical location of the entity that delivers the service. In vast majority of the this location is the same as where out professionals perform work for our clients apart from the following:

- In the segment Rest of World revenue of EUR 41.5 million (2021: EUR 27.4 million) is generated in The Netherlands that is part of the Europe and Africa region.
- In the segment DACH, Germany generated more than 10% of the total revenues (EUR 215 million) attributable to external customers. The country is included in the operating segment DACH since it contributes majority of the revenue to that segment (93%).

| | Balance sheet total | | Non-current assets | | Investment in IA & PPE | |
|---------------------|---------------------|----------------|--------------------|----------------|------------------------|--------------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Segments | | | | | | |
| DACH region | 95,332 | 98,498 | 26,457 | 27,532 | 807 | 1,151 |
| Netherlands | 57,633 | 63,494 | 15,917 | 16,358 | 1,638 | 787 |
| Australasia | 53,517 | 39,356 | 7,623 | 7,794 | 86 | 62 |
| Middle East & India | 68,810 | 66,253 | 3,125 | 2,740 | 322 | 43 |
| Americas | 47,500 | 37,865 | 5,049 | 4,610 | 187 | 236 |
| Asia | 86,709 | 66,887 | 10,978 | 1,872 | 267 | 46 |
| Taylor Hopkinson | 64,176 | 57,490 | 41,199 | 42,347 | 293 | 0 |
| Rest of World | 51,289 | 59,866 | 20,918 | 16,269 | 96 | 78 |
| Unallocated | 22,174 | 12,092 | 22,201 | 17,144 | 7,576 | 4,128 |
| Total | 547,140 | 501,801 | 153,467 | 136,666 | 11,272 | 6,531 |

| | Tax expense / income | | Current & Long-term liabilities | | Depreciation and Amortisation | |
|---------------------|----------------------|---------------|---------------------------------|----------------|-------------------------------|---------------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Segments | | | | | | |
| DACH region | 7,617 | 7,672 | 41,175 | 43,130 | 5,607 | 5,676 |
| Netherlands | 4,285 | 4,370 | 45,098 | 54,761 | 5,016 | 4,516 |
| Australasia | 670 | 130 | 10,509 | 7,196 | 571 | 566 |
| Middle East & India | 1,240 | 944 | 44,910 | 50,689 | 1,143 | 1,052 |
| Americas | 302 | 828 | 9,723 | 8,169 | 624 | 631 |
| Asia | 2,584 | 915 | 34,575 | 20,203 | 1,853 | 1,160 |
| Taylor Hopkinson | 870 | 0 | 17,783 | 14,116 | 1,924 | 0 |
| Rest of World | 929 | 1,099 | 12,017 | 15,373 | 1,433 | 1,776 |
| Unallocated | -1,757 | -2,018 | 13,533 | -13,764 | 3,157 | 3,082 |
| Total | 16,740 | 13,940 | 229,323 | 199,873 | 21,328 | 18,459 |

Employees

The total number of direct and indirect employees with the group companies is set out below:

Average workforce

| | 2022 | | 2021 | |
|------------------------|---------------|--------------|---------------|--------------|
| | Direct | Indirect | Direct | Indirect |
| DACH region | 2,042 | 405 | 1,951 | 381 |
| Netherlands | 1,667 | 279 | 1,720 | 281 |
| Australasia | 1,375 | 107 | 991 | 91 |
| Middle East & India | 2,235 | 139 | 2,119 | 125 |
| Americas | 929 | 125 | 809 | 103 |
| Asia | 1,481 | 132 | 1,085 | 124 |
| Taylor Hopkinson | 447 | 102 | 280 | 73 |
| Rest of World | 1,011 | 104 | 954 | 77 |
| Unallocated | - | 59 | - | 58 |
| Total | 11,187 | 1,452 | 9,909 | 1,313 |
| Total workforce | 12,639 | | 11,222 | |

Workforce at 31 December

| | 2022 | | 2021 | |
|------------------------|---------------|--------------|---------------|--------------|
| | Direct | Indirect | Direct | Indirect |
| DACH region | 2,133 | 412 | 2,001 | 390 |
| Netherlands | 1,718 | 281 | 1,764 | 278 |
| Australasia | 1,491 | 109 | 1,159 | 102 |
| Middle East & India | 2,260 | 155 | 2,131 | 126 |
| Americas | 999 | 143 | 813 | 110 |
| Asia | 1,511 | 135 | 1,218 | 122 |
| Taylor Hopkinson | 312 | 112 | 280 | 73 |
| Rest of World | 659 | 70 | 1,470 | 147 |
| Unallocated | - | 62 | - | 62 |
| Total | 11,083 | 1,479 | 10,836 | 1,410 |
| Total workforce | 12,562 | | 12,246 | |

Other segment information

Other segment information provides an overview of the activities with regard to our global vertical approach. Considering the size of the vertical Life Science is grouped under Engineering.

| | Revenue | |
|---------------------|------------------|----------------|
| | 2022 | 2021 |
| Conventional Energy | 460,872 | 362,974 |
| Future mobility | 78,141 | 70,998 |
| Engineering | 155,506 | 157,480 |
| Mining | 102,917 | 55,266 |
| Renewable Energy | 142,180 | 31,576 |
| Infrastructure | 55,654 | 55,079 |
| Other | 186,554 | 166,295 |
| Total | 1,181,824 | 899,668 |

Company balance sheet as at 31 December 2022

x EUR 1,000, before profit appropriation

| | 31 December 2022 | 31 December 2021 |
|--|------------------|------------------|
| Non-current assets | | |
| Other intangible assets (29) | 13,330 | 8,702 |
| Property, plant & equipment (30) | 409 | 430 |
| Right-of-use assets (31) | 2,435 | 3,382 |
| Investments accounted for using the equity method (32) | 283,563 | 265,292 |
| Deferred tax income assets | 7,540 | 6,999 |
| Total non-current assets | 307,277 | 284,805 |
| Current assets | | |
| Trade and other receivables (33) | 11,391 | 20,699 |
| Income tax receivables | 0 | 0 |
| Cash and cash equivalents (34) | 785 | 996 |
| Total current assets | 12,176 | 21,695 |
| Total assets | 319,453 | 306,500 |
| Non-current liabilities | | |
| Lease liabilities (31) | 1,742 | 2,637 |
| Total non-current liabilities | 1,742 | 2,637 |
| Current liabilities | | |
| Lease liabilities (31) | 693 | 745 |
| Other current liabilities (35) | 9,817 | 11,864 |
| Income tax payables | 2,522 | 3,018 |
| Total current liabilities | 13,032 | 15,627 |
| Total liabilities | 14,774 | 18,264 |
| Net assets | 304,679 | 288,236 |
| Shareholders' equity (36) | | |
| Share capital | 1,517 | 1,517 |
| Share premium | 86,145 | 86,145 |
| General reserve | 174,907 | 165,827 |
| Translation reserve | 12,013 | 3,511 |
| Share based payments | 707 | 237 |
| Unappropriated result | 29,390 | 30,999 |
| Total shareholders' equity | 304,679 | 288,236 |

Company profit and loss account for the year ended 31 December 2022

x EUR 1,000

| | 2022 | 2021 |
|---|----------------|----------------|
| Revenue (37) | 16,269 | 14,533 |
| Cost of sales | 0 | 0 |
| Gross Profit | 16,269 | 14,533 |
| Indirect personnel expenses (38) | -11,946 | -12,840 |
| Depreciation and amortisation (29-31) | -3,941 | -3,610 |
| Other expenses (39) | -11,332 | -9,602 |
| Total operating costs | -27,219 | -26,052 |
| Operating profit | -10,950 | -11,519 |
| Exchange differences | -22 | 95 |
| Interest income | -83 | -58 |
| Interest expenses | -45 | -9 |
| Financial income and expense | -150 | 28 |
| Share of profit of investments accounted for using the equity method (40) | 37,689 | 39,533 |
| Result before tax | 26,589 | 28,042 |
| Tax | 2,801 | 2,957 |
| Net result | 29,390 | 30,999 |

Notes to the company balance sheet and profit and loss account

x EUR 1,000, unless stated otherwise

General

The annual accounts of Brunel International N.V. have been prepared using the option of section 362, subsection 8, of Book 2 of Dutch Civil Code, meaning that the accounting principles used are the same as for the consolidated annual accounts. Foreign currency has been translated, assets and liabilities have been valued, and net income has been determined, in accordance with the accounting principles for the valuation of assets and liabilities and determination of profit on pages 104 until 114.

Financial assets

Investments in consolidated subsidiaries are entities over which the company has control, i.e. the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights. Subsidiaries are recognised from the date on which control is transferred to the company or its intermediate holding entities. They are derecognised from the date that control ceases.

The company applies the acquisition method to account for acquiring subsidiaries, consistent with the approach identified in the consolidated financial statements. The consideration transferred for the acquisition of a subsidiary is the fair value of assets transferred, liabilities incurred to the former owners of the acquiree and the equity interests issued by the company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in an acquisition are measured initially at their fair values at the acquisition date, and are subsumed in the net asset value of the investment in consolidated subsidiaries. Acquisition-related costs are expensed as incurred.

Investments in consolidated subsidiaries are measured at net asset value. Net asset value is based on the measurement of assets, provisions and liabilities and determination of profit based on the principles applied in the consolidated financial statements.

When an acquisition of an investment in a consolidated subsidiary is achieved in stages, any previously held equity

interest is remeasured to fair value on the date of acquisition. The remeasurement against the book value is accounted for in the income statement.

When the company ceases to have control over a subsidiary, any retained interest is remeasured to its fair value, with the change in carrying amount to be accounted for in the income statement.

When parts of investments in consolidated subsidiaries are bought or sold, and such transaction does not result in the loss of control, the difference between the consideration paid or received and the carrying amount of the net assets acquired or sold, is directly recognised in equity.

Revenue

Brunel International N.V. provides management services, business IT management, design, implementation and support services. Revenue from providing services is recognised in the accounting period in which the services are rendered.

29. Other intangible assets

This concerns software. Movements during the year:

| | 2022 | 2021 |
|-----------------------------------|---------------|---------------|
| At cost at 1 January | 34,917 | 31,012 |
| Accumulated amortisation | -26,215 | -23,450 |
| Balance at 1 January | 8,702 | 7,562 |
| Changes in carrying amount | | |
| Additions | 7,457 | 3,905 |
| Amortisation | -2,829 | -2,765 |
| Balance at 31 December | 13,330 | 8,702 |
| At cost at 31 December | 42,374 | 34,917 |
| Accumulated amortisation | -29,044 | -26,215 |
| Balance at 31 December | 13,330 | 8,702 |

The amortisation rate for software is 20-40% per annum.

In 2022 no software that was fully amortised has been written off from both the at cost value and the accumulated amortisation (2021: nihil).

30. Property, plant & equipment

Movements during the year:

| | 2022 | 2021 |
|-----------------------------------|------------|------------|
| At cost at 1 January | 826 | 603 |
| Accumulated depreciation | -396 | -288 |
| Balance at 1 January | 430 | 315 |
| Changes in carrying amount | | |
| Additions | 119 | 223 |
| Depreciation | -140 | -108 |
| Balance at 31 December | 409 | 430 |
| At cost at 31 December | 945 | 826 |
| Accumulated depreciation | -536 | -396 |
| Balance at 31 December | 409 | 430 |

The depreciation rate for property, plant & equipment is 20-40% per annum.

In 2022 no property, plant & equipment that was fully depreciated has been written off from both the at cost value and the accumulated depreciation (2021: nihil).

31. Leases

Movements during the year:

This note provides information for leases where the company is a lessee.

Amounts recognised in the balance sheet

The company balance sheet shows the following amounts relating to leases:

| Right of use asset | 2022 | 2021 |
|-------------------------------|--------------|--------------|
| Right of use asset - Property | 2,314 | 3,194 |
| Right of use asset - Cars | 121 | 188 |
| Total | 2,435 | 3,382 |
| Lease liability | | |
| Current | 693 | 745 |
| Non-current | 1,742 | 2,637 |
| Total | 2,435 | 3,382 |

Additions to the right-of-use assets during 2022 amount to EUR 0.1 million (2021: EUR 0.1 million).

Amounts recognised in the profit and loss account

The profit and loss account shows the following amounts related to leases:

| Depreciation charge of right-of-use assets | 2022 | 2021 |
|---|------|------|
| Depreciation | -972 | -737 |
| Interest expense | 0 | 0 |
| Expense relating to Short-term and low-value leases (included other expenses) | -89 | -80 |

The total cash outflow for leases in 2022 was EUR 0.8 million (2021: EUR 0.8 million).

32. Investments accounted for using the equity method

The investments accounted for using the equity method consist of the following:

| | 2022 | 2021 |
|-------------------------------|----------------|----------------|
| Subsidiaries | 283,070 | 264,810 |
| Funding of group companies | 494 | 482 |
| Balance at 31 December | 283,563 | 265,292 |

Subsidiaries

Movements during the year:

| | 2022 | 2021 |
|---|----------------|----------------|
| Balance at 1 January | 264,810 | 194,931 |
| Capital contributions | 1,250 | 60,646 |
| Profit for the year | 37,689 | 39,533 |
| Dividend payment | -30,223 | -32,000 |
| Share based payments | 394 | 218 |
| Divestments | -98 | |
| Recognition of put option liability | 0 | -8,570 |
| Actuarial gains/(losses) | 733 | 87 |
| Reclass negative participations to funding of group companies | 0 | 18 |
| Exchange rate movements | 8,514 | 9,947 |
| Balance at 31 December | 283,070 | 264,810 |

Funding of group companies

Movements during the year:

| | 2022 | 2021 |
|---|------------|------------|
| Balance at 1 January | 482 | 668 |
| Reclass negative participations to funding of group companies | 0 | -18 |
| Additions | 0 | 0 |
| Repayments | 0 | -196 |
| Exchange rate movements | 12 | 28 |
| Balance at 31 December | 494 | 482 |

The interest rate for funding of group companies is based on our global transfer pricing policy. The interest rate is around 5%. There are no repayment schedules as this depends on the cash flow of the group company. The fair value approximates the book value.

33. Trade and other receivables

Trade and other receivables consist of the following:

| | 2022 | 2021 |
|-------------------------------|---------------|---------------|
| Group companies | 7,452 | 15,845 |
| Other receivables | 3,939 | 4,854 |
| Balance at 31 December | 11,391 | 20,699 |

All trade and other receivables fall due within one year. The fair value approximates the book value.

34. Cash and cash equivalents

Cash at bank and in hand are freely disposable. The fair value approximates the book value.

35. Other current liabilities

The other current liabilities consist of the following:

| | 2022 | 2021 |
|-------------------------------|--------------|---------------|
| Group companies | 3,606 | 10,877 |
| Other current liabilities | 6,211 | 987 |
| Balance at 31 December | 9,817 | 11,864 |

All current liabilities fall due within one year. The fair value approximates the book value.

36. Shareholders' equity

Composition of and changes in shareholders' equity:

| | Share Capital | Share Premium | General Reserve | Share based payments | Legal Translation reserve | Unappropriated result | Total |
|-------------------------------------|---------------|---------------|-----------------|----------------------|---------------------------|-----------------------|----------------|
| Balance at 31 December 2020 | 1,517 | 86,145 | 175,869 | 0 | -6,485 | 15,590 | 272,636 |
| Exchange differences result | | | | | 9,996 | | 9,996 |
| Actuarial gains/(losses) | | | 87 | | | | 87 |
| Recognition of put option liability | | | (8,570) | | | | (8,570) |
| Share based payments | | | | 237 | | | 237 |
| Acquisition of treasury shares | | | (1,977) | | | | (1,977) |
| Result financial year | | | | | | 30,999 | 30,999 |
| Cash dividend (14) | | | (15,172) | | | | (15,172) |
| Appropriation of result | | | 15,590 | | | (15,590) | |
| Balance at 31 December 2021 | 1,517 | 86,145 | 165,827 | 237 | 3,511 | 30,999 | 288,236 |
| Exchange differences result | | | | | 8,502 | | 8,502 |
| Actuarial gains/(losses) | | | 733 | | | | 733 |
| Share based payments | | | 28 | 470 | | | 498 |
| Result financial year | | | | | | 29,390 | 29,390 |
| Cash dividend (14) | | | (22,680) | | | | (22,680) |
| Appropriation of result | | | 30,999 | | | (30,999) | |
| Balance at 31 December 2022 | 1,517 | 86,145 | 174,907 | 707 | 12,013 | 29,390 | 304,679 |

In the year under review a dividend of EUR 0.45 per share was paid. The proposed dividend for 2022 will be EUR 0.55 per share.

37. Revenue

The revenue in the company profit and loss account relates to management fees charged to group entities.



38. Direct and indirect personnel expenses

Salaries, social security charges and pension expenses amounted to EUR 6.4 million, EUR 0.6 million and EUR 0.3 million, respectively for 2022 (2021: expenses of EUR 7.0 million, EUR 0.6 million and EUR 0.3 million, respectively). At the end of 2022 Brunel International N.V. employed 62 people (2021: 62), all in the Netherlands. On average during the year Brunel International N.V. employed 59 people (2021: 58). Besides the Board of Directors and their personal assistants, these concern the group finance, legal, IT and HR department.

39. Other expenses

The 2022 other expenses amount to EUR 11.3 million (2021: EUR 9.6 million) and comprise IT expenses, marketing expenses, office and other overhead costs.

40. Share of profit of investments accounted for using the equity method

| | 2022 | 2021 |
|------------------------|--------|--------|
| Profit group companies | 37,689 | 39,533 |

Other

Disclosures of director's remuneration and audit fees are included in notes 17 and 20 to the consolidated annual accounts.

Guarantees

The company has guaranteed the liabilities for its Dutch participations Brunel Nederland B.V. and Brunel Energy Holding B.V. Brunel International N.V. has guaranteed towards Brunel GmbH its receivable on Brunel Car Synergies GmbH. At 31 December 2022 this receivable amounts to EUR 2.0 million (2021: EUR 2.0 million). Brunel International N.V. has guaranteed towards Liberty Mutual Surety Europe B.V. EUR 5.1 million (2021: EUR 4.9 million) and towards HSBC Bank (China) Company Ltd EUR 1.5 million (2021: EUR 1.5 million). No other guarantees have been provided (2021: EUR 0.0 million). Brunel International N.V. has issued a letter of credit towards HSBC for the credit facility of Brunel India Private Ltd. The letter of credit amounts to EUR 2.6 million (2021: EUR 2.4 million) and is undrawn as per year-end 2022.

Brunel International N.V. has guaranteed the ultimate balance of sums payable under the credit facility (refer to note 12).

Brunel International N.V. is part of the Dutch fiscal unity for corporate income taxes, as well as for value-added taxes. As a consequence, the company bears joint and several liabilities for the debts with respect to corporate income taxes and value-added taxes of the fiscal unity. The company settles corporate income taxes, based on the fiscal results before taxes of the subsidiaries belonging to the fiscal unity.

Events after balance sheet date

No events of interest to the group as a whole took place after the balance sheet date.

Amsterdam, 17 February 2023

The Board of Directors

J.T. Andringa
P.A. de Laat
A.G. Maude

The Supervisory Board

J.J.B.M. Spee
F.I.M. van der Vloed
K. Koelemeijer

Eliza Silva

Recruitment Lead

Brunel Americas

Eliza Silva is the Recruitment Lead for our Americas Recruitment Center. Eliza has been with Brunel for 3 years, and she now leads a team of Recruiters based in Rio de Janeiro that helps to fill roles in the United States that are critical for the energy industry transition.



Other information

Profit appropriation according to the articles of association

Article 26.2 The board of directors determines the part of the Company's profits which will be added to the reserves, subject to the approval of the holder of the priority share*.

Article 26.3 The remaining part of the Company's profits is at the disposal of the shareholders for distribution of profit.

Priority share

The priority share, which has a par value of EUR 10,000, has been issued to Stichting Prioriteit Brunel, subject to the condition precedent that the majority shareholder loses its majority share in Brunel International N.V.'s share capital. The priority share will be fully paid up as soon as the issue becomes unconditional. The protective stipulations are included in the articles of association of Brunel International N.V. and are posted on the company's website.

* Pursuant to Article 4.3, as long as the priority share is not subscribed, the rights attached to this share are exercised by the general meeting of shareholders

Independent auditor's report

To: the general meeting and the supervisory board of Brunel International N.V.

Report on the financial statements 2022

Our opinion

In our opinion:

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

What we have audited

We have audited the accompanying financial statements 2022 of Brunel International N.V., Amsterdam. The financial statements comprise the consolidated financial statements of the Group and the company financial statements.

The consolidated financial statements comprise:

- the consolidated balance sheet as at 31 December 2022;
- the following statements for 2022: the consolidated profit and loss account, the consolidated statements of comprehensive income, changes in equity and cash flows; and

- the notes, comprising significant accounting policies and other explanatory information.

The company financial statements comprise:

- the company balance sheet as at 31 December 2022;
- the company profit and loss account for the year then ended; and
- the notes, comprising the accounting policies applied and other explanatory information.

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

The basis for our opinion

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

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

Independence

We are independent of Brunel International N.V. in accordance with the European Union Regulation on

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

Our audit approach

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

Overview and context

Brunel International N.V. provides secondment, project management, recruitment and consultancy services. The Group is comprised of several components and therefore we considered our group audit scope and approach as set out in the section 'The scope of our group audit'. We paid specific attention to the areas of focus driven by the operations of the Group, as set out below.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where the board of directors made important judgements, for example, in respect of significant accounting estimates that involved making assumptions and considering

future events that are inherently uncertain. In the paragraph 'Critical accounting estimates, assumptions and judgments' of the notes of the consolidated financial statements the Group describes the areas of judgement in applying accounting policies and the key sources of estimation uncertainty. Given the significant estimation uncertainty and the related higher inherent risks of material misstatement in the valuation of accounts receivable and accrued income balances, we considered these matters as a key audit matter as set out in the section 'Key audit matters' of this report. We also identified compliance with laws and regulations relating to temporary employment as key audit matter considering its complexity and potential magnitude of a related misstatement. Furthermore, we identified the valuation of goodwill relating to the Taylor Hopkinson acquisition as a key audit matter considering the magnitude of the goodwill balance and the level of estimation involved. Besides these key audit matters, we have paid specific attention to the audit procedures over the acquisition of International Commissioning and Engineering Pte Ltd. ('ICE') and the divestment of the Russian activities and subsequent measurement of related receivables.

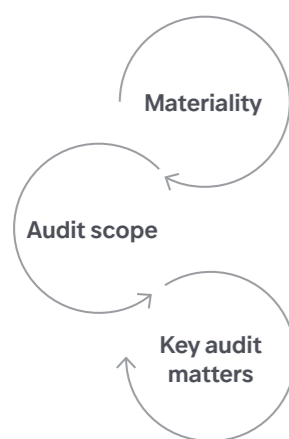
Management of the Group assessed the possible effects of climate change and its plans to meet the net zero commitments on its financial position. We refer to the 'Environmental, social and governance' section in the Report from the board of directors part of the annual report. We discussed Brunel International N.V.'s assessment and governance thereof with management and evaluated the potential impact on the financial position including underlying assumptions and estimates, e.g. underlying the valuation of deferred income tax assets and goodwill. Hereby we considered, amongst others, the corporate "Strategy 2025" as well as the fact that some of Brunel's clients operate in sectors with high environmental and/or social impact. In our audit, we also worked with our sustainability specialists to assess the disclosures on

climate-related risks, the EU taxonomy and other sustainability related disclosures as included in the annual report. The impact of climate change is not considered to impact the key audit matters.

We ensured that the audit teams at both group and component level included the appropriate skills and

competences which are needed for the audit of an international company in the business services industry. We therefore included experts and specialists in the areas of corporate income tax, IT audit, valuations and employee benefits in our team.

The outline of our audit approach was as follows:



| | |
|--------------------------|---|
| Materiality | <ul style="list-style-type: none"> Overall materiality: €5.6 million (2021: €4.3 million). |
| Audit scope | <ul style="list-style-type: none"> We conducted audit work on 13 components (2021: 13 components). We conducted specified audit procedures on 2 group companies (2021: 2 group companies) to obtain sufficient coverage over certain financial statement line items. Site visits were conducted to our component teams in 4 countries – Germany, Singapore, the Netherlands and Scotland. Video calls were conducted throughout the year with our other component auditors. Audit coverage: 80% of consolidated revenue, 81% of consolidated total assets and 77% of consolidated operating profit. |
| Key audit matters | <ul style="list-style-type: none"> Valuation of accounts receivable and accrued income Valuation of Taylor Hopkinson goodwill Compliance with laws and regulations relating to temporary employment |

Materiality

The scope of our audit was influenced by the application of materiality, which is further explained in the section 'Our responsibilities for the audit of the financial statements'. Based on our professional judgement we determined certain quantitative thresholds for materiality, including the overall materiality for the financial

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

| | |
|--|--|
| Overall group materiality | €5.6 million (2021: €4.3 million). |
| Basis for determining materiality | We used our professional judgement to determine overall materiality. As a basis for our judgement, we used 0.5% of revenue (2021: 0.5% of revenue). |
| Rationale for benchmark applied | We used revenue as the primary benchmark, a generally accepted auditing practice, based on our analysis of the common information needs of the users of the financial statements. On this basis, we believe that revenue is the most relevant metric for the financial performance of the Group. |
| Component materiality | Based on our judgement, we allocate materiality to each component in our audit scope that is less than our overall group materiality. The range of materiality allocated across components was between €0.4 million and €4.7 million (2021: €0.5 million and €3.6 million). |

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

We agreed with the supervisory board that we would report to them any misstatement identified during our audit above €280,000 (2021: €215,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

The scope of our group audit

Brunel International N.V. is the parent company of a group of entities. The financial information of this group is included in the consolidated financial statements of Brunel International N.V.

We tailored the scope of our audit to ensure that we, in aggregate, provide sufficient coverage of the financial statements for us to be able to give an opinion on the financial statements as a whole, taking into account the management structure of the Group, the nature of operations of its components, the accounting processes and controls, and the markets in which the components of the Group operate. In establishing the overall group audit strategy and plan, we determined the type of work required to be performed at component level by the group engagement team and by each component auditor.

Our group audit primarily focussed on the significant components of the Group: Brunel Nederland B.V. and Brunel GmbH. We subjected these two components to audits of their complete financial information, as those components are individually financially significant to the Group. Eleven other components were selected for audits of their complete financial information based on discussions with management to achieve an appropriate coverage on financial line items in the consolidated financial statements and our risk assessment. Additionally, we selected two components for specified audit procedures to achieve appropriate coverage on financial line items in the consolidated financial statements.

In total, in performing these procedures, we achieved the following coverage on the financial line items:

| | |
|------------------|-----|
| Revenue | 80% |
| Total assets | 81% |
| Operating profit | 77% |

None of the remaining components represented more than 4% of total group revenue or total group assets. For those remaining components we performed, among other things, analytical procedures to corroborate our assessment that there were no significant risks of material misstatements within those components.

The group's accounting process is structured around regional and national accounting offices. These offices maintain the accounting records and controls for the group entities and report on behalf of local management to the Corporate Finance & Control team in Amsterdam through an integrated consolidation system.

The group engagement team performed the audit work for the Brunel International N.V. and the Brunel Energy Holding B.V. entities. For the other components in full scope we used component auditors who are familiar with the local laws and regulations in each of the territories to perform the audit work locally.

Where component auditors performed the work, we determined the level of involvement we needed to have in their work to be able to conclude whether we had obtained sufficient and appropriate audit evidence as a basis for our opinion on the consolidated financial statements as a whole.

We issued instructions to the component audit teams in our audit scope. These instructions included amongst others our risk analysis, materiality and scope of the work. We explained to the component audit teams the structure of the Group, the main

developments that are relevant for the component auditors, the risks identified, the materiality levels to be applied and our global audit approach. We had individual calls with each of the in-scope component audit teams during the year and upon conclusion of their work. During these calls, we discussed the significant accounting and audit issues identified by the component auditors, their reports, the findings of their procedures and other matters, which could be of relevance for the consolidated financial statements. Furthermore, we performed site visits to our component teams in Germany, Singapore, the Netherlands and Scotland (Taylor Hopkinson). The group engagement team visits the component teams and local management on a rotational basis, taking into consideration significance and specific country risks. For the significant components Brunel GmbH and Brunel Nederland B.V. we performed a detailed review of selected working papers of the component auditor.

The group engagement team performed the audit work on the global IT processes and controls, the group consolidation, financial statement disclosures and a number of complex items at the head office. These mainly included, valuation of goodwill, valuation of deferred tax assets, acquisition accounting for ICE and share appreciation rights.

By performing the procedures outlined above at the components, combined with additional procedures exercised at group level, we have been able to obtain sufficient and appropriate audit evidence on the Group's financial information, to provide a basis for our opinion on the financial statements.

Audit approach fraud risks

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

internal control system and how the supervisory board exercised oversight, as well as the outcomes. We refer to section 'Risks, risk management and control systems' of the Report from the board of directors for management's fraud risk assessment and section 'Other topics covered' of the Report from the supervisory board in which the supervisory board reflects on this fraud risk assessment.

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

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

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

Identified fraud risks

Risk of management override of controls

In all our audits we pay attention to the risk of management override of controls, including the risk of potential misstatements as a result of fraud in estimates based on an analysis of interests of management.

In this context we analysed the reward and performance management systems and paid specific attention to tendencies in judgements and conclusions with respect to estimates as there could be incentives for, and pressure on, (local) management to realize growth rates and results as included in the budget.

Risk of fraud in revenue recognition

When identifying and assessing the risks of material misstatements due to fraud, risk of fraud in revenue recognition is a presumed significant risk (in accordance with the accounting standards ISA 240).

A bonus scheme is in place for the board of directors as well as for regional management, which is partly based on quantitative targets such as EBIT and revenue. The risk of fraud in revenue recognition relates to the incentive for management to recognize revenue in a manner to realize their goals. Therefore, we concluded that the risk of fraud in revenue recognition relates to the assertion's existence and occurrence.

Our audit work and observations

Where relevant to our audit, we evaluated the design of the internal control measures that are intended to mitigate the risk of management override of controls and assessed the effectiveness of the measures in the processes of generating and processing journal entries, making estimates and monitoring projects. We also paid specific attention to the access safeguards in the IT system, banking applications and the possibility that these lead to violations of the segregation of duties.

We concluded that we, in the context of our audit, could rely on the internal control procedures relevant to this risk.

We selected journal entries based on the following risk criteria: journal entries per user created or posted by management, unexpected account combinations and post close entries. We conducted specific audit procedures for these entries, as part of which we also paid attention to significant transactions outside the normal course of business. In addition, we tested manual consolidation adjustments.

With regard to management's accounting estimates, we evaluated key estimates and judgements for bias, including retrospective reviews of prior year's estimates. We performed substantive audit procedures for the estimates, as amongst others applied for the valuation of accounts receivable and accrued income balances. We refer to the key audit matter for the work performed in this area. We specifically paid attention to the inherent risk of bias of management in estimates.

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

Our audit procedures did not lead to specific indications of fraud or suspicions of fraud with respect to management override of violations of the internal controls.

Where relevant to our audit, we assessed the design and effectiveness of the internal control measures related to revenue reporting and in the processes for generating and processing journal entries related to revenue. We analyzed the reward and performance management systems to identify incentives that potentially trigger fraudulent journal entries in revenue. We examined whether changes were made to the internal control measures in the last months of the year.

We concluded that we, in the context of our audit, could rely on the internal control procedures relevant to this risk and that there were no changes to the internal control system in the last months of the year.

We used data analysis to identify revenue transactions that do not follow the standard business process and performed risk-based testing on those particular transactions. This included, amongst others, postings which involve account combinations which are not consistent with our understanding of the revenue and cost process. Additionally, we instructed the local teams to perform detailed testing over the revenue transactions.

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

Our audit procedures did not lead to specific indications of fraud or suspicions of fraud with respect to management override of violations of the internal controls.

We incorporated an element of unpredictability in our audit. During the audit we remained alert to indications of fraud. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud. Furthermore, we considered available information and made enquiries of relevant executives, management (including internal audit, legal and regional directors) and the supervisory board. This did not lead to indications for fraud potentially resulting in material misstatements.

Audit approach going concern

Management prepared the financial statements on the assumption that the entity is a going concern and that it will continue its operations for the foreseeable future. Refer to section 'In control statement' in the Report from the board of directors part of the annual report.

Our procedures to evaluate management's going concern assessment included, amongst others:

- Considering whether management's going concern assessment includes all relevant information of which we are aware as a result of our audit, such as the evaluation of KPIs to monitor performance and strategy execution. We inquired with management regarding management's most important assumptions underlying their going concern assessment and considered whether management identified events or conditions that may cast significant doubt on the entity's ability to continue as a going concern (hereafter: going concern risks);
- Analysing the financial position per balance sheet date in relation to the financial position per prior year balance sheet date to assess whether events or circumstances exist that may lead to a going concern risk;
- Evaluating management's current budget including cash flows in comparison with last year, current developments in the industry and all

relevant information of which we are aware as a result of our audit;

- Assessing the group's compliance with the debt covenant requirements of the credit facility;
- Inquiries with management as to their knowledge of going concern risks beyond the period of management's assessment.

Our procedures did not result in outcomes contrary to the management's assumptions and judgments used in the application of the going concern assumption.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements. We have communicated the key audit matters to the supervisory board. The key audit matters are not a comprehensive reflection of all matters identified by our audit and that we discussed. In this section, we described the key audit matters and included a summary of the audit procedures that we performed on those matters.

We addressed the key audit matters in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide separate opinions on these matters or on specific elements of the financial statements. Any comment or observation we made on the results of our procedures should be read in this context.

The key audit matters in relation to the "valuation of accounts receivable and accrued income balances" and "compliance with laws and regulations relating to temporary employment" remain key audit matters for the 2022 audit. Since the Taylor Hopkinson acquisition was finalized late in 2021, 2022 has been the first year that we have audited the goodwill impairment assessment for this cash-generating unit. Given its magnitude and the level of estimation involved, we consider this a new key audit matter.

Key audit matter

Valuation of accounts receivable and accrued income

Refer to note 9 in the financial statements

Approximately 52% (2021: 49%) of the Group's total assets relates to accounts receivable (€ 199 million; 2021: € 174 million) and accrued income (€ 84 million; 2021: € 71 million). The accounts receivable and accrued income balances were important to our audit given their magnitude. Management must apply judgment as to the future collectability of accounts receivable and accrued income balances, and as to whether any balances are required to be impaired.

Furthermore, judgement is required in adjusting the expected credit loss model for macro-economic factors.

This increased judgment leads to a higher risk of overstatement of the accounts receivable and accrued income balances.

Valuation of Taylor Hopkinson goodwill

Refer to note 3 in the financial statements

As per IAS 36, goodwill is subject to an annual impairment test. Impairments are recognised when the carrying value is higher than the recoverable amounts. The recoverable amounts of the cash-generating units (CGU's) have been determined through value-in-use calculations based on estimated future cash flows from those CGU's.

We have considered this to be a key audit matter, due to the size of the Taylor Hopkinson goodwill balance (€33.9 million as at 31 December 2022) and because management's assessment of the 'value in use' includes a variety of internal and external factors, which represents significant estimates. Those estimates required the use of valuation models, input data and assumptions by management, particularly with respect to the (development of) future results of the business and the discount rates applied to the forecasted cash flows. Any change in these assumptions, based on their sensitivity could have a material effect on the financial statements. Given the complexity and the inherent subjectivity, particularly related to the main assumptions and the resulting estimation uncertainty, there is an inherent risk of overstatement of the goodwill balance.

Compliance with laws and regulations relating to temporary employment

Globally there is an increasing trend by governments and regulatory authorities to protect the rights of employees and regulate the use of temporary labour and foreign employees. Brunel operates worldwide and has to comply with different laws and regulations in around 40 countries. Given the large number of territories and the variety of regulatory environments, there is higher complexity for the group to comply with the laws and regulations relating to temporary employment.

Furthermore, due to the nature of the business, errors in the payments of wage tax and other payroll related charges may have a material impact on the financial statements. Hence, we focused on this risk of error due to non-compliance with applicable laws and regulations for temporary labour.

Our audit work and observations

Our audit procedures mainly comprised of substantive procedures. We have assessed the adequacy of the loss allowance for accounts receivable and accrued income by obtaining an understanding of the expected credit loss model developed by management. We assessed the model against the requirements of IFRS 9 and tested the historical data used as inputs in the model for reliability.

We evaluated write-offs of accounts receivable and accrued income during the year compared to the loss allowance raised at the end of the previous financial year. We performed a sensitivity analysis over the adjustments made for macro-economic conditions. To the extent material, we challenged these adjustments against independent, external economic forecasts for each region in which the group operates.

We reviewed the aging analysis for long outstanding balances to determine if customer specific loss allowances may be required. We tested the aged positions by reviewing correspondence with customers where we specifically focussed on management's assessment of potential disputes and creditworthiness of these customers, combined with publicly available information.

Our procedures also included substantive testing on payments received during the year and after year-end, testing on credit notes and reconciliation of accrued income positions with timesheets and client contracts.

These procedures also provide evidence on the valuation of the balances.

We noted no material findings based on our procedures performed.

We evaluated management's cash flow forecasts and the process in place by management to prepare these forecasts. We found that the company had followed their process for preparing cash flow forecasts, which was subject to oversight and challenge by management, and which was consistent with the annual plan approved by the supervisory board. We assessed the consistency of the assumptions in the annual plan with the company's plans, historical performance and relevant renewable energy industry outlooks for the period covered in the plans and made sure management made use of the most recent and appropriate outlooks.

We compared the current year actual results with the 2022 figures included in the prior year forecast to consider whether any forecasts included assumptions that, with hindsight, had been too optimistic. We found the actual revenue to be higher than forecasted and actual gross margin to be in line with the forecast. Management has therefore reflected actual 2022 growth rates in this year's forecasting model. We feel this assumption is appropriate given the past performance.

We challenged management's assumptions in forecasts for:

- long term growth rates and gross margin developments, by comparing them to available and most recent economic and renewable energy industry forecasts and verified that these were appropriate to use for the relevant CGU's; and
- the discount rate, by assessing the cost of capital for the company, as well as considering territory and CGU specific factors. To develop a range estimate specifically related to the discount rate we used our valuation experts.

We found the assumptions applied to be consistent and in line with our expectations.

We challenged management on the adequacy of their sensitivity calculations. We determined that the calculations were most sensitive to assumptions for revenue and gross margin growth rates.

Furthermore, we assessed the adequacy of the disclosures relating to goodwill in accordance with the requirements of IAS 36. Our procedures did not result in material findings with respect to the disclosures.

We evaluated controls on group and local level that were implemented to monitor compliance with laws and regulations. We combined testing on the effectiveness of local internal controls with substantive testing on the accuracy and completeness of gross versus net salary wage tax and other payroll related charges to fiscal authorities.

We also obtained and read correspondence with local fiscal authorities and tested the reconciliation between the salary administration and the finance administration in the different territories in scope of our audit.

We noted no material findings based on procedures performed.

Report on the other information included in the annual report

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

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

- is consistent with the financial statements and does not contain material misstatements; and
- contains all the information regarding the directors' report and the other information that is required by Part 9 of Book 2 and regarding the remuneration report required by the sections 2:135b and 2:145 subsection 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and the understanding obtained in our

audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

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

The board of directors is responsible for the preparation of the other information, including the directors' report and the other information in accordance with Part 9 of Book 2 of the Dutch Civil Code and the remuneration report in accordance with the sections 2:135b and 2:145 subsection 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements and ESEF

Our appointment

We were appointed as auditors of Brunel International N.V. on 15 August 2013 by the supervisory board. This followed the passing of a resolution by the shareholders at the annual general meeting held on 15 August 2013. Our appointment has been renewed annually by shareholders and now represents a total period of uninterrupted engagement of 10 years.

European Single Electronic Format (ESEF)

Brunel International N.V. has prepared the annual report in ESEF. The requirements for this are set out in the Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion, the annual report prepared in XHTML format, including the (partially) marked-up consolidated financial statements, as included in the reporting package by Brunel International N.V., complies in all material respects with the RTS on ESEF.

The board of directors is responsible for preparing the annual report, including the financial statements, in accordance with the RTS on ESEF, whereby the board of directors combines the various components into a single reporting package.

Our responsibility is to obtain reasonable assurance for our opinion on whether the annual report in this reporting package complies with the RTS on ESEF.

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

Our examination included amongst others:

- Obtaining an understanding of the entity's financial reporting process, including the preparation of the reporting package.
- Identifying and assessing the risks that the annual report does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures

responsive to those risks to provide a basis for our opinion, including:

- o obtaining the reporting package and performing validations to determine whether the reporting package containing the Inline XBRL instance document and the XBRL extension taxonomy files have been prepared in accordance with the technical specifications as included in the RTS on ESEF, and
- o examining the information related to the consolidated financial statements in the reporting package to determine whether all required mark-ups have been applied and whether these are in accordance with the RTS on ESEF.

No prohibited non-audit services

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

Services rendered

The services, in addition to the audit, that we have provided to the Company or its controlled entities, for the period to which our statutory audit relates, are disclosed in note 20 to the financial statements.

Responsibilities for the financial statements and the audit

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

The board of directors is responsible for:

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

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

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

Our responsibilities for the audit of the financial statements

Our responsibility is to plan and perform an audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence to provide

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

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

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

Amsterdam, 17 February 2023

PricewaterhouseCoopers Accountants N.V.

drs. R.P.R. Jagbandhan RA

Appendix to our auditor's report on the financial statements 2022 of Brunel International N.V.

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

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

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

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.

- Concluding on the appropriateness of the board of directors' use of the going-concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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



Laura Mars
Maintenance and Reliability Engineer
Brunel Netherlands

After completing her traineeship as a Maintenance and Reliability Engineer at Brunel, Laura Mars started her first assignment for the WOCU project (a maintenance contract for floodplains in NL) in the role of Maintenance Engineer. This area is crucial to flood protection for four million people and for ecologically healthy rivers. Since finishing this project, Laura has continued to work as a Maintenance Engineer.



Group financial record

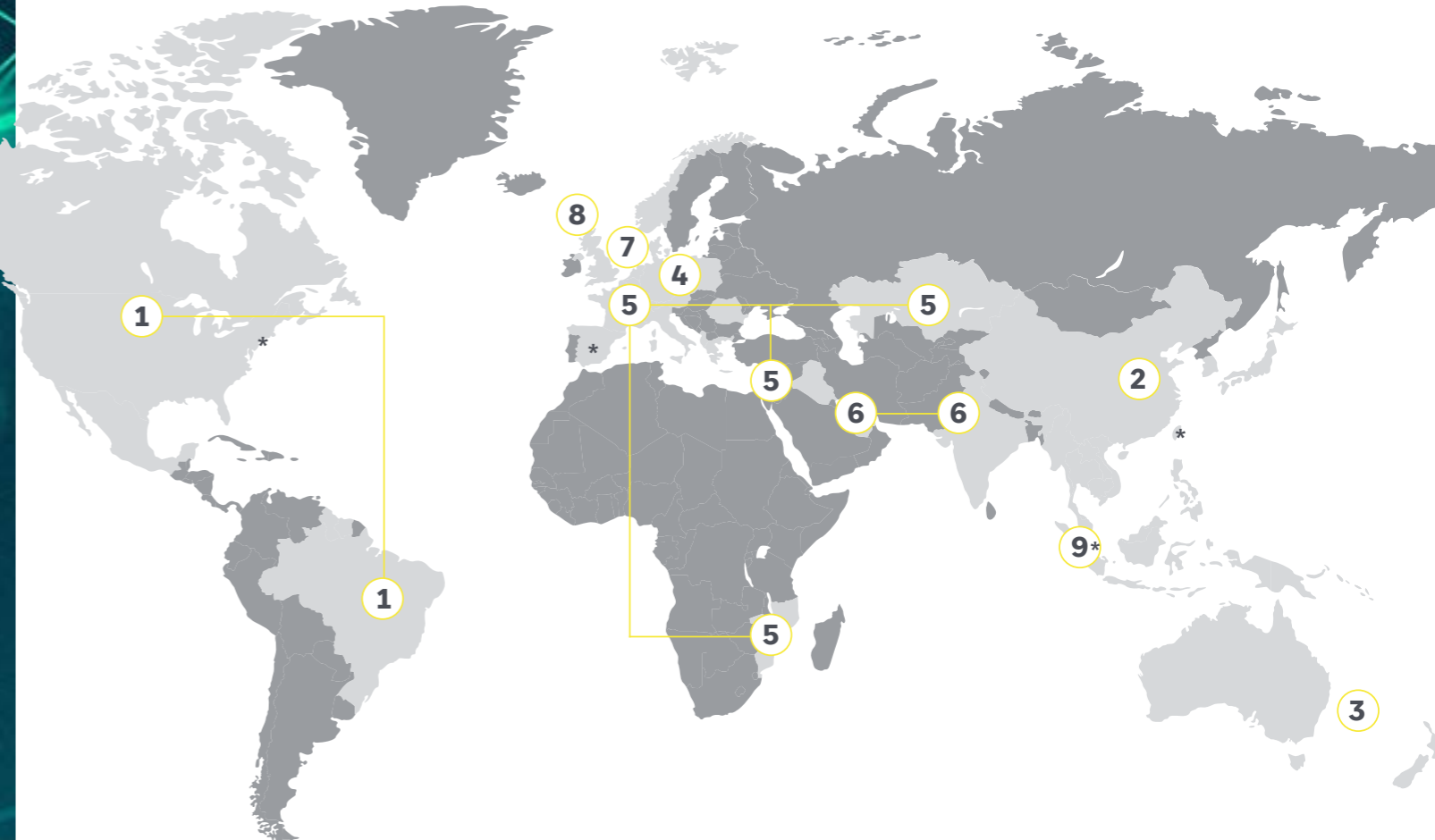
| | 2022 | 2021 | 2020 | 2019 | 2018 | 2017 | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Profit | | | | | | | | | | | |
| Net revenue | 1,181.8 | 899.7 | 892.6 | 1,041.1 | 914.6 | 790.1 | 884.9 | 1,228.9 | 1,386.6 | 1,283.4 | 1,236.5 |
| Gross profit | 252.1 | 210.6 | 191.4 | 209.4 | 208.9 | 182.7 | 187.1 | 230.0 | 249.0 | 230.7 | 223.4 |
| Operating profit | 60.9 | 47.7 | 28.8 | 17.4 | 34.1 | 17.9 | 26.8 | 56.1 | 74.7 | 72.3 | 70.0 |
| Result before tax | 47.5 | 46.9 | 28.5 | 16.4 | 32.4 | 14.6 | 24.2 | 56.7 | 75.4 | 72.5 | 69.4 |
| Group result after tax | 30.8 | 33.0 | 17.5 | 0.1 | 21.5 | 7.8 | 10.6 | 37.6 | 48.9 | 49.9 | 44.5 |
| Net income | 29.4 | 31.0 | 15.6 | 3.8 | 20.6 | 7.6 | 10.1 | 37.1 | 48.4 | 49.5 | 44.1 |
| Cash flow (net profit + depreciations / impairment) | 50.7 | 49.5 | 36.4 | 27.4 | 28.0 | 15.6 | 18.4 | 45.5 | 56.7 | 55.9 | 48.9 |
| Depreciation and amortisation | 21.3 | 18.5 | 20.8 | 23.6 | 7.4 | 8.0 | 8.3 | 8.4 | 7.8 | 6.0 | 4.5 |
| Additions to tangible fixed assets | 3.1 | 2.2 | 3.6 | 3.7 | 2.0 | 2.9 | 1.4 | 4.1 | 3.1 | 2.6 | 2.8 |
| Workforce | | | | | | | | | | | |
| Average over the year | 12,639 | 11,222 | 11,669 | 13,677 | 13,499 | 11,086 | 10,796 | 12,495 | 13,725 | 13,073 | 11,219 |
| Balance sheet information | | | | | | | | | | | |
| Non-current assets | 153.5 | 136.7 | 79.4 | 88.9 | 43.3 | 41.2 | 36.0 | 40.7 | 41.4 | 36.0 | 37.7 |
| Working capital | 255.4 | 226.7 | 228.4 | 225.3 | 246.4 | 232.5 | 259.7 | 310.4 | 290.8 | 246.1 | 228.1 |
| Total equity | 317.8 | 301.9 | 274.8 | 273.8 | 283.4 | 269.0 | 293.7 | 347.7 | 328.3 | 278.1 | 264.2 |
| Balance sheet total | 547.1 | 501.8 | 426.0 | 437.5 | 395.5 | 378.9 | 399.7 | 479.4 | 492.6 | 438.5 | 419.5 |
| Ratios | | | | | | | | | | | |
| Change in revenue on previous year | 31.4% | 0.8% | -14.3% | 13.8% | 15.8% | -10.7% | -28.0% | -11.4% | 8.0% | 3.8% | 27.2% |
| Gross profit / net revenue | 21.3% | 23.4% | 21.4% | 20.1% | 22.8% | 23.1% | 21.1% | 18.7% | 18.0% | 18.0% | 18.1% |
| Operating profit / net revenue | 5.2% | 5.3% | 3.2% | 1.7% | 3.7% | 2.3% | 3.0% | 4.6% | 5.4% | 5.6% | 5.7% |
| Group result / net revenue | 2.6% | 3.7% | 2.0% | 0.0% | 2.4% | 1.0% | 1.2% | 3.1% | 3.5% | 3.9% | 3.6% |
| Total equity / total assets | 58.1% | 60.2% | 64.5% | 62.6% | 71.7% | 71.0% | 73.5% | 72.5% | 66.5% | 63.4% | 62.9% |
| Current assets / current liabilities | 2.53 | 2.40 | 2.90 | 2.67 | 3.33 | 3.21 | 3.50 | 3.42 | 2.81 | 2.57 | 2.48 |
| Shares (in EUR) | | | | | | | | | | | |
| Earnings per share | 0.58 | 0.61 | 0.31 | 0.08 | 0.41 | 0.15 | 0.20 | 0.75 | 0.99 | 1.02 | 0.93 |
| Shareholders' equity per share | 6.05 | 5.71 | 5.39 | 5.50 | 5.59 | 5.33 | 5.81 | 6.96 | 6.64 | 5.71 | 5.45 |
| Dividend per share | 0.55 | 0.45 | 0.30 | - | 0.25 | 0.15 | 0.40 | 1.50 | 0.70 | 0.55 | 0.50 |
| Highest price | 12.60 | 12.16 | 9.13 | 14.46 | 16.55 | 16.87 | 19.69 | 20.65 | 26.00 | 23.25 | 19.57 |
| Lowest price | 8.31 | 7.29 | 4.58 | 8.09 | 10.23 | 10.85 | 13.45 | 12.95 | 12.73 | 15.50 | 11.61 |
| Closing price at 31 December | 9.58 | 11.24 | 7.30 | 9.01 | 10.92 | 15.20 | 15.39 | 16.80 | 13.60 | 22.25 | 18.30 |

Worldwide offices

Brunel International N.V.

HEADOFFICE

John M. Keynesplein 33
1066 EP Amsterdam
+31 20 3125 000



Our regions

- 1 Americas (United States, Canada, Mexico, Brazil, Guyana, Suriname)
- 2 Asia (China, Japan, Korea, Singapore, Vietnam, Malaysia, Indonesia, Thailand, Myanmar)
- 3 Australasia (Australia, New Zealand, Papua New Guinea)
- 4 DACH (Germany, Austria, Switzerland, Czech Republic)
- 5 Europe and Africa (United Kingdom, Denmark, France, Italy, Norway, Belgium, Mozambique, Nigeria, the Netherlands, Poland, Albania, Greece, Israel, Romania, Kazakhstan, Spain)
- 6 Middle East and India (Kuwait, Iraq, Qatar, United Arab Emirates, India)
- 7 The Netherlands
- 8 Taylor Hopkinson (Scotland, Spain, United States, Taiwan, Singapore) *
- 9 ICE (Singapore)



Americas

BRAZIL

Rio de Janeiro

CANADA

Calgary
Toronto

GUYANA

Georgetown

MEXICO

Mexico City

SURINAME

Paramaribo

UNITED STATES OF AMERICA

Boston
Houston
Salt Lake City

Asia

CHINA

Dalian
Hong Kong
Nantong
Qingdao
Shanghai
Shenzhen I
Shenzhen II
Zhuhai

MALAYSIA

Kuala Lumpur
Sarawak

INDONESIA

Balikpapan
Batam
Jakarta

JAPAN

Tokyo

MYANMAR

Yangon

SINGAPORE

Singapore

SOUTH KOREA

Geoje-si

THAILAND

Chonburi

VIETNAM

Ho Chi Minh City

Australasia

AUSTRALIA

Brisbane
Mackay
Maitland
Melbourne
Perth

NEW ZEALAND

New Plymouth

PAPUA NEW GUINEA

Port Moresby



INVESTMENTS IN INNOVATION

In a fast-changing environment, continuous innovation is crucial to remain competitive. In 2022, the Board of Directors visited Silicon Valley, resulting in a new partnership between Brunel and Plug and Play, the world's largest start-up accelerator and most active venture fund. Through this partnership, Brunel will have access to a network of over 50,000 start-ups and 550 Fortune 1000 corporate partners.

These start-ups and partners will help Brunel identify and evaluate new technologies and business models

that can help solve our biggest challenges while staying at the forefront of new technological developments and trends. Thanks to our links with the best and brightest in Silicon Valley, we will be able to identify new technologies and business models that can help us drive growth and deliver even more value to our clients and contractors.

DACH region

AUSTRIA

Salzburg
Vienna
Innsbruck
Graz

Aachen
Augsburg
Berlin
Bielefeld
Bochum
Braunschweig

CZECH REPUBLIC

Prague

GERMANY

Head office
Bremen

Dortmund
Dresden
Düsseldorf
Duisburg
Erfurt
Essen
Frankfurt
Hamburg

Hannover
Heilbronn
Karlsruhe
Kassel
Kiel
Köln

Leipzig

Lindau

Mannheim

München

Nürnberg

Osnabrück

Regensburg

Reurlingen

Rostock
Saarbrücken
Stuttgart
Ulm
Würzburg
Wuppertal

BRUNEL CAR

SYNERGIES GmbH

Dortmund

Hildesheim

SWITZERLAND

Zürich

Middle East and India

INDIA

Bangalore
Chennai
Mumbai
Pune

IRAQ

Baghdad

KUWAIT

Kuwait City

QATAR

Doha

UNITED ARAB

EMIRATES

Dubai

The Netherlands

THE NETHERLANDS

Amsterdam

Eindhoven

Enschede

Groningen

Delft

Utrecht

Zwolle

Europe and Africa

ALBANIA

Tirana

ISRAEL

Tel Aviv

NORWAY

Stavanger

BELGIUM

Mechelen

ITALY

Milan

ROMANIA

Bucharest

DENMARK

Copenhagen

KAZAKHSTAN

Atyrau

POLAND

Plock

FRANCE

Paris

MOZAMBIQUE

Maputo

SPAIN

Madrid

GREECE

Athens

NIGERIA

Lagos

UNITED KINGDOM

Birmingham

Manchester

Taylor Hopkinson

HEADOFFICE

UNITED KINGDOM

Glasgow

MEXICO

Mexico City

SINGAPORE

Singapore

SPAIN

Valencia

TAIWAN

Taipei

UNITED STATES

OF AMERICA

Boston

UNITED KINGDOM

London

ICE

SINGAPORE

Singapore

Colophon

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