



# 2024/25

**INTERIM FINANCIAL REPORT  
SIX MONTHS ENDED 30 SEPTEMBER 2024**

Société anonyme governed by a Board of Directors with share capital of €108,198,534  
Registered office: 396/466, Rue de la Voyette, CRT 2, 59273 Fretin, France  
Registration number: 852 538 461 RCS Lille Métropole

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## 1. Statement by the person responsible

I hereby declare that, to the best of my knowledge, the condensed financial statements for the first half of 2024/25 have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and results of the company and all the companies included in the scope of consolidation, and that the interim business report below provides an accurate description of the significant events during the first six months of the financial year, their impact on the financial statements, the main transactions between related parties and a description of the main risks and contingencies for the remaining six months of the financial year.

Lesquin, 26 November 2024,

The Chief Executive Officer  
Alain Falc

## 2. Business report

### 2.1 KEY EVENTS IN THE FIRST HALF OF 2024/25

#### 2.1.1 Operating activities

In the first half of 2024/25, NACON's revenue amounted to €77.0 million, up 13.6% year-on-year.

The breakdown by business was as follows:

in thousands of euros		Revenue		Contribution	
		H1 2024/25	H1 2023/24	H1 2024/25	H1 2023/24
<b>Revenue (non-IFRS)</b>		<b>77,011</b>	<b>67,765</b>	<b>100%</b>	<b>100%</b>
<i>of which</i>	<i>Accessories</i>	29,053	24,913	38%	37%
	<i>Catalogue <sup>(1)</sup></i>	18,775	20,107	24%	30%
	<i>Back Catalogue <sup>(2)</sup></i>	26,933	21,185	35%	31%
	<i>Other</i>	2,250	1,560	3%	2%

<sup>(1)</sup> Revenue from games released since the start of the financial year

<sup>(2)</sup> Revenue from games released in previous financial years

Revenue in the Accessories business rose by 16.6% to €29.1 million during the period. RIG 600 PRO headsets and REVOLUTION 5 PRO controllers continued to see very positive momentum in the US and Australia.

Catalogue sales (new games) amounted to €18.8 million, a decrease of 6.6%. The main new releases in the first half were:

- *Tour de France 2024™ / Pro Cycling Manager* in June
- *Test Drive Unlimited: Solar Crown™* in September.

After initial technical difficulties, related mainly to servers struggling to cope with the large number of people wanting to play the game, development teams took the action needed to stabilise the network infrastructure and provide the best gaming experience. On release, the game was one of the top five best-selling games in the countries in which it is distributed.

- *Ravenswatch™*, released on PC on 26 September. This game, which was initially available on early access, has already built a community of more than 600,000 active gamers and still appears on more than 700,000 wishlists.

Revenue from the back catalogue (games released in previous years) rose by 27.1%. That growth was supported by the large number of successful games released in 2023/24 (*Robocop: Rogue City™*, *Taxi Life™*, *Welcome to Paradise™* etc.).

IFRS financial statements, in millions of euros	Six months ended 30 September		Change	
	2024	2023	€ m	%
<b>Revenue</b>	<b>77.0</b>	<b>67.8</b>	<b>9.2</b>	<b>+13.6%</b>
<i>of which</i>				
Accessories	29.1	24.9	4.1	+16.6%
Catalogue <sup>(1)</sup>	18.8	20.1	-1.3	-6.6%
Back Catalogue <sup>(2)</sup>	26.9	21.2	5.7	+27.1%
Other	2.3	1.6	0.7	+44.3%
Purchases used	(26.4)	(24.2)	-2.1	+8.7%
<b>Gross profit</b>	<b>50.7</b>	<b>43.5</b>	<b>7.1</b>	<b>+16.4%</b>
Operating expenses	(22.3)	(14.3)	-8.1	+56.5%
<b>EBITDA</b>	<b>28.3</b>	<b>29.3</b>	<b>-0.9</b>	<b>-3.2%</b>
Depreciation and amortisation of non-current assets	(25.1)	(25.6)	0.5	-1.8%
<b>Operating income</b>	<b>3.2</b>	<b>3.7</b>	<b>-0.5</b>	<b>-12.9%</b>
Net financial income/expense	(2.3)	(2.2)	-0.1	
<b>Pre-tax income</b>	<b>0.9</b>	<b>1.5</b>	<b>-0.5</b>	<b>-36.7%</b>
Tax	1.3	1.8	-0.5	
<b>Net income</b>	<b>2.2</b>	<b>3.2</b>	<b>-1.1</b>	<b>-32.4%</b>

<sup>(1)</sup> Revenue from games released since the start of the financial year

<sup>(2)</sup> Revenue from games released in previous financial years

The gross margin rate improved to 65.8% as opposed to 64.2% in the first half of the 2023/24 financial year.

EBITDA was €28.3 million, down 3.2% relative to the year-earlier period, when it was boosted by a high level of non-recurring income.

After €25.1 million of depreciation and amortisation charges relating to non-current assets (similar to the year-earlier figure), operating income was €3.2 million, equal to 4.1% of sales.

Net financial expense amounted to €2.3 million, including a €0.1 million positive impact from exchange differences (expense of €2.4 million excluding exchange differences). The average interest rate on NACON's medium-term borrowings is 3.0%.

### 2.1.2 Other key events

- ◆ Ownership structure

- **Rights issue**

On 3 July 2024, the company announced a plan to carry out a rights issue at a price of €1.10 per share, raising a total amount of around €16.5 million, and with an extension clause of around €2.5 million.

Overall demand amounted to 18.89 million shares, representing 126% of the initial amount of the rights issue. Accordingly, the extension clause was used in full and 17,241,306 New Shares were issued on 25 July 2024 under the rights issue.

Bigben Interactive subscribed 9,007,180 New Shares for a total subscription amount of €9,907,898. All of that amount was paid up by setting it off against part of the debt owed by the Company to Bigben Interactive.

- **Capital increase following the vesting of bonus shares**

789,565 bonus shares had been awarded in relation to the acquisition of certain development studios in previous years, and those shares vested in the first half of 2024/25.

As a result, 789,565 new shares were issued through the capitalisation of reserves during the period.

- **2024 bonus share award**

In its meeting on 20 September 2024, NACON SA's Board of Directors awarded 3,223,125 bonus shares to employees and corporate officers of the Group's entities, i.e. 878 beneficiaries. If the conditions are met, the shares will vest at the end of three years.

Based on the number of bonus shares vested, an issue of new shares will take place through the capitalisation of reserves, and a special appropriated earnings account equal to the total par value of the 3,223,125 shares awarded, i.e. €3,223,125, was set up at the time of the award.

- **Capital increase following the fourth earn-out payment to the vendors of Big Ant Holding Pty Ltd**

The fourth and final earn-out payment was paid to the vendors of Big Ant Studios Pty Ltd on 20 September 2024. In accordance with the acquisition agreement, 50% of the earn-out payment was paid in NACON SA shares, via a €2,321 thousand capital increase.

As a result, a capital increase with preferential subscription rights withheld took place on 20 September 2024, involving the issue of 2,315,969 shares with a value of €1.002 per share, corresponding to NACON's average closing share price on Euronext Paris in the 20 trading sessions preceding the transaction.

- ♦ Changes in scope and other events

None.

- **Changes in debt**

NACON took out several new medium-term loans with its partner banks in the first half of 2024/25. Those loans, in a total amount of €22.0 million, are repayable over a period of five years.

Repayments of borrowings that were long-term at inception amounted to €16.4 million during the period.

### 2.1.3 Post-balance sheet events

A dispute between a Canadian publisher and one of NACON SA's studios regarding a purported breach of a video game development contract was settled through an agreement signed in October 2024, which had no material financial impact on the group.

## 2.2 INFORMATION ABOUT THE GROUP'S SHARES

### 2.2.1 Share capital

At 30 September 2024, NACON SA's share capital consisted of 108,198,534 shares, representing 161,896,469 voting rights on a gross basis.

The Company's shares are listed on Eurolist by Euronext Paris, compartment B. Their ISIN is FR0013482791. The shares are not listed on any other exchange.

Based on the closing price of €0.873 on 30 September 2024, the Company's market capitalisation at that date was €94.5 million.

### 2.2.2 Crossing of ownership disclosure thresholds

No statutory ownership disclosure thresholds were crossed during the reference period from 1 April to 30 September 2024.

The Company's ownership structure at 30 September 2024 was as follows:

Shareholder	% of share capital	% of voting rights <sup>(1)</sup>
Bigben Interactive SA	<b>57.23%</b>	<b>66.54%</b>
Shares lent to BNP Arbitrage <sup>(2)</sup>		<b>2.20%</b>
Bpifrance Investissement <sup>(3)</sup>	<b>3.16%</b>	<b>3.24%</b>
CDC Croissance <sup>(3)</sup>	<b>0.37%</b>	<b>0.25%</b>
Free float	<b>39.13%</b>	<b>27.78%</b>
Liquidity agreement	<b>0.10%</b>	<b>0.00%</b>
<b>TOTAL</b>	<b>100.00%</b>	<b>100.00%</b>

(1) Gross voting rights.

(2) Including 3,555,937 shares lent to BNP Paribas for coverage purposes in relation to the Bigben Interactive bond issue.

(3) Bpifrance Participations is controlled by Bpifrance (formerly Bpifrance Financement), which is itself controlled jointly by CDC and EPIC Bpifrance, which both hold 49.2% stakes. This stake also includes that of CNP Assurances. Bpifrance Investissement has a seat on the Company's Board of Directors.

### **2.3 RISKS AND OPPORTUNITIES IN THE SECOND HALF OF THE FINANCIAL YEAR**

The Gaming release schedule will be busy, with the release of several games in all four of NACON's specialist genres in the second half of 2024/25.

Sport: *Rugby25™*

Racing: MXGP: *The Official Motocross Videogame™ - Endurance™*

Adventure: *Ravenswatch™* on console - *Terminator: Survivors™* and *Dragonkin*.

Simulation: *Ambulance Life™*.

The Accessories business will see the launch of several premium products in the third quarter:

- For fans of motor racing games, a REVOSIM steering wheel, a COBRA chair and a STAND DRIVE PRO racing stand. These product launches are the result of convergence between NACON's video game publishing and accessories businesses.
- The Revolution X Unlimited handset for Xbox.

#### **2024/25 guidance**

Because of its strong market positions in its two business areas, NACON is confident that it will continue to generate growth, accompanied by a further increase in operating income.

### 3. Consolidated financial statements for the six months ended 30 September 2024

#### 3.1 CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

##### 3.1.1 Statement of financial position

<i>in thousands of euros</i>	Notes	Sep. 2024	Mar. 2024
Goodwill	1	138,021	137,599
Right-of-use assets	2	9,763	10,006
Other intangible assets	2	229,630	213,381
Property, plant and equipment	3	3,933	3,911
Other financial assets		3,055	2,873
Deferred tax assets	4	4,881	2,699
<b>Non-current assets</b>		<b>389,282</b>	<b>370,469</b>
Inventories	5	29,228	27,089
Trade receivables	6	47,367	38,702
Other receivables	7	10,657	9,505
Current tax assets		11,646	6,948
Cash and cash equivalents	8	17,382	26,244
<b>Current assets</b>		<b>116,279</b>	<b>108,489</b>
<b>TOTAL ASSETS</b>		<b>505,561</b>	<b>478,958</b>
Share capital	13	108,199	87,852
Share premiums		78,284	76,924
Consolidated reserves		100,910	82,602
Net income for the period		2,192	17,529
Exchange differences		(1,256)	(1,356)
<b>Equity attributable to equity holders of the parent</b>		<b>288,329</b>	<b>263,552</b>
<b>Total equity</b>	15	<b>288,329</b>	<b>263,552</b>
Long-term provisions	9	1,166	1,082
Long-term financial liabilities	10	79,741	74,797
Long-term lease liabilities	11	6,566	7,266
Long-term earn-out liabilities		10,500	13,377
Deferred tax liabilities		687	814
<b>Non-current liabilities</b>		<b>98,660</b>	<b>97,336</b>
Short-term provisions	9	80	50
Short-term financial liabilities	10	39,152	36,614
Short-term lease liabilities	11	3,372	2,829
Short-term earn-out liabilities		2,912	7,939
Trade payables		43,318	36,117
Other payables	12	29,031	33,567
Current tax liabilities		706	954
<b>Current liabilities</b>		<b>118,573</b>	<b>118,070</b>
<b>Total equity and liabilities</b>		<b>505,561</b>	<b>478,958</b>



### 3.1.2 Statement of profit or loss and other comprehensive income

(in thousands of euros)	Notes	H1 2024/25	H1 2023/24
<b>Revenue</b>	14	<b>77,011</b>	<b>67,765</b>
Purchases used	15	(26,350)	(24,236)
<b>Gross profit</b>		<b>50,661</b>	<b>43,529</b>
<b>Gross margin rate (% of revenue)</b>		<b>65.8%</b>	<b>64.2%</b>
Other operating revenue	16	740	6,679
Other purchases and external expenses	17	(13,866)	(13,450)
Taxes other than income tax		(320)	(236)
Personnel costs		(12,265)	(10,938)
Other operating expenses	16	(272)	(3,636)
Gains or losses on disposals of non-current assets		0	(0)
Other non-recurring operating items	18	3,648	7,309
Depreciation and amortisation of non-current assets		(25,140)	(25,599)
<b>Operating income</b>		<b>3,186</b>	<b>3,659</b>
<b>Net financial income/expense</b>	19	<b>(2,266)</b>	<b>(2,205)</b>
<b>Pre-tax income</b>		<b>920</b>	<b>1,454</b>
Income tax		1,272	1,790
<b>Net income for the period</b>		<b>2,192</b>	<b>3,244</b>
Exchange differences		100	582
Actuarial gains and losses		(0)	10
<b>Comprehensive income for the period</b>		<b>2,293</b>	<b>3,836</b>
<b>Net income for the period</b>		<b>2,192</b>	<b>3,244</b>
Attributable to non-controlling interests		0	0
<b>Net income attributable to equity holders of the parent</b>		<b>2,192</b>	<b>3,244</b>
<b>Earnings per share</b>			
<b>Basic earnings per share (in euros)</b>	20	€0.02	€0.04
<i>Weighted average number of shares before capital increase</i>		94,377,403	86,892,699
<i>Net income for the period attributable to equity holders of the parent</i>		2,192,382	3,243,634
<b>Diluted earnings per share (in euros)</b>	20	€0.02	€0.04
<i>Average number of shares after dilution</i>		114,975,038	92,267,249
<i>Net income for the period attributable to equity holders of the parent</i>		2,192,382	3,243,634

### 3.1.3 Statement of changes in consolidated equity

in thousands of euros	Notes	Number of shares	Share capital	Share premiums	Consolidated reserves		Equity attributable to equity holders of the parent	Non-controlling interests	Total equity
					Reserves and retained earnings	Exchange differences			
<b>Consolidated equity at 31 March 2024</b>		<b>87,851,694</b>	<b>87,852</b>	<b>76,924</b>	<b>100,131</b>	<b>(1,356)</b>	<b>263,552</b>	<b>0</b>	<b>263,552</b>
Net income for the six months ended 30 September 2024					2,192		2,192	0	2,192
Other comprehensive income					(0)	100	100		100
<b>Comprehensive income</b>					<b>2,192</b>	<b>100</b>	<b>2,293</b>	<b>0</b>	<b>2,293</b>
Capital increase		19,557,275	19,557	1,360			20,917		20,917
Capital increase – Bonus shares		789,565	790		(790)		0		0
Bonus share plans					1,586		1,586		1,586
Liquidity agreement					(19)		(19)		(19)
<b>Consolidated equity at 30 September 2024</b>		<b>108,198,534</b>	<b>108,199</b>	<b>78,284</b>	<b>103,101</b>	<b>(1,256)</b>	<b>288,329</b>	<b>0</b>	<b>288,329</b>

in thousands of euros	Notes	Number of shares	Share capital	Share premiums	Consolidated reserves		Equity attributable to equity holders of the parent	Non-controlling interests	Total equity
					Reserves and retained earnings	Exchange differences			
<b>Consolidated equity at 31 March 2023</b>		<b>86,936,299</b>	<b>86,936</b>	<b>76,549</b>	<b>79,923</b>	<b>(859)</b>	<b>242,550</b>	<b>0</b>	<b>242,550</b>
Net income for the six months ended 30 September 2023					3,244		3,244		3,244
Other comprehensive income					10	582	592		592
<b>Comprehensive income</b>					<b>3,254</b>	<b>582</b>	<b>3,836</b>	<b>0</b>	<b>3,836</b>
Capital increase		696,956	697	376			1,073		1,073
Capital increase – Bonus shares		175,157	175		(175)		0		0
Bonus share plans					1,314		1,314		1,314
Liquidity agreement					(64)		(64)		(64)
<b>Consolidated equity at 30 September 2023</b>		<b>87,808,412</b>	<b>87,808</b>	<b>76,924</b>	<b>84,252</b>	<b>(278)</b>	<b>248,708</b>	<b>0</b>	<b>248,708</b>

### 3.1.4 Consolidated cash flow statement

<i>in thousands of euros</i>	Notes	H1 2024/25	H1 2023/24
<b>Net cash flow from operating activities</b>			
<b>Net income for the period</b>		<b>2,192</b>	<b>3,244</b>
<i>Elimination of income and expenses that have no cash impact or are unrelated to operating activities</i>			
Income from associates		0	
Attributable to non-controlling interests		0	0
Additions to depreciation, amortisation and impairment		25,140	25,599
Change in provisions		121	(3,036)
Net financial income/expense		2,365	1,866
Net gain or loss on disposals		0	0
Other non-cash income and expense items		(2,394)	(3,900)
Income tax expense		(1,272)	(1,790)
<b>Funds from operations</b>		<b>26,151</b>	<b>21,983</b>
Inventories	5	(2,417)	2,208
Trade and other operating receivables	6 - 7	(14,844)	(192)
Operating liabilities	12	12,080	2,370
<b>Change in WCR</b>		<b>(5,180)</b>	<b>4,387</b>
<b>Cash from operating activities</b>		<b>20,971</b>	<b>26,370</b>
Income tax paid		(1,049)	(37)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>19,922</b>	<b>26,333</b>
<b>Cash flow from investing activities</b>			
Purchases of intangible assets	2	(38,861)	(41,335)
Purchases of property, plant and equipment	3	(797)	(489)
Disposals of property, plant and equipment and intangible assets		0	0
Purchases of non-current financial assets		(280)	(278)
Disposals of non-current financial assets		99	1
Disbursements relating to acquisitions of subsidiaries net of net cash acquired		(1,603)	(2,941)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		<b>(41,441)</b>	<b>(45,043)</b>
<b>Cash flow from financing activities</b>			
Capital increase	13	8,689	0
Sales / purchases of own shares		(26)	(40)
Dividends paid to the parent company's shareholders		0	0
Interest paid		(2,472)	(1,639)
Decrease in lease liabilities		(1,541)	(1,282)
Cash inflows from borrowings		24,497	6,899
Repayments of borrowings and debts		(18,345)	(14,341)
Other		(2)	(0)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		<b>10,800</b>	<b>(10,403)</b>
<b>Impact of changes in exchange rates</b>		<b>(90)</b>	<b>170</b>
<b>Net change in cash and cash equivalents</b>		<b>(10,809)</b>	<b>(28,944)</b>
Cash and cash equivalents at start of period		24,573	47,257
<b>Cash and cash equivalents at end of period</b>	8	<b>13,763</b>	<b>18,314</b>

## 3.2 NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 3.2.1 Information about the company

The condensed interim financial statements cover NACON SA – domiciled in France – and its subsidiaries (the NACON group) for the six months ended 30 September 2024. NACON SA is listed on compartment B of Eurolist by Euronext Paris (ISIN: FR0013482791; Reuters: BIG.PA; Bloomberg: NACON:FP).

NACON is part of the Bigben group and was formed in 2019 to optimise its areas of expertise and generate synergies between them in the video game market. Combining its 16 development studios, AA video game publishing and the design and distribution of premium gaming peripherals, NACON has 30 years of expertise in serving gamers. This new unified business gives NACON a stronger position in its market and enables it to innovate by creating new and unique competitive advantages.

### 3.2.2 Basis of preparation

- **Statement of compliance**

The condensed consolidated interim financial statements for the six-month period ended 30 September 2024 were prepared in accordance with **IAS 34 “Interim financial reporting”**, which forms part of IFRSs as endorsed by the European Union.

They do not contain all information required in the full annual financial statements, and must be read in conjunction with the Group’s financial statements for the year ended 31 March 2024 (available on request from the Company’s registered office at 396/466 rue de la Voyette, CRT2, 59273 Fretin or from the Corporate section of the NACON website [www.nacongaming.com](http://www.nacongaming.com)).

The same accounting policies were applied for the six months ended 30 September 2024 as those applied to the year ended 31 March 2024.

The Group’s condensed consolidated interim financial statements for the six months ended 30 September 2024 and the related notes were finalised by the Board of Directors in its meeting on 25 November 2024.

- **Use of estimates**

The preparation of financial statements according to IFRSs requires management to use estimates and assumptions that affect the amounts in the presented Group financial statements and information provided in the notes thereto. Those estimates and assumptions are based on information and estimates known on the accounts closing date and may prove substantially different from actual figures.

In particular, in the six months ended 30 September 2024, Management re-examined its estimates regarding:

- indications of impairment losses (Note 1)
- tax assets relating to unused tax loss carryforwards (Note 5)
- provisions (Note 10)
- useful lives in relation to game development costs (see below)

#### Application of the development cost amortisation method

Development activities imply the existence of a plan or a model to make products and new or substantially improved processes. The Group’s development expenditure is capitalised if and only if costs can be measured reliably and the Group can show the technical and commercial viability of the product or process, the existence of probable future economic benefits and its intention and the availability of sufficient resources to complete the development and use or sell the asset.

Recognised development costs mainly relate to the cost of developing games on the market or currently being developed and with the prospect of being launched in the market. Capitalised development costs, less any related tax credits, are recognised at cost less accumulated amortisation and impairment losses. At the end of each financial year or wherever indications of a loss of value appear, management estimates forecast cash flows for each game. Where those cash flows are lower than the net carrying amount of the games, impairment is recognised.

Game development costs are amortised over the games’ expected lifetimes using the diminishing balance method

based on the associated expected sales, whether the game is sold physically or digitally, from its commercial release date. Under IAS 38, game amortisation periods vary according to market trends and sales prospects. To take into account the digitalisation of the video game market, the increasing proportion of sales taking place on platforms and the related extension of games' lifespans, the development costs of new games released in the market since 1 April 2023 by NACON are currently amortised using the diminishing balance method over a period of five years. The distribution of costs over the five years was re-estimated at 1 April 2024, taking into account market developments.

- **Consolidation principles and policies**

The accounting policies applied by the Group in its interim financial statements are the same as those used in the consolidated financial statements for the year ended 31 March 2024, except for standards that have come into force since 1 April 2024, which are set out below.

The financial statements are presented in thousands of euros unless otherwise stated.

- **Standards**

- **Standards and interpretations newly applicable from 1 April 2024**

<b>New IFRS texts</b>	<b>EU adoption date (periods starting on or after)</b>
• Amendment to IAS 1 "Classifying liabilities as current or non-current"	01/01/24
• Amendments to IAS 16 "Lease liability in a sale-and-leaseback"	01/01/24
• Amendments to IAS 7 and IFRS 7 "Supplier finance arrangements"	1 January first full-year period ending after endorsement by the EU

The impact of these amendments is not material on the consolidated financial statements for the six months ended 30 September 2024.

- **Texts not mandatorily applicable in accounting periods starting on or after 1 April 2024 but applied early**

None.

- **Texts not mandatorily applicable in accounting periods starting on or after 1 April 2024 and not applied early**

<b>New IFRS texts</b>	<b>EU endorsement date (periods starting on or after)*</b>
• Amendments to IAS 21 – Lack of exchangeability (published by the IASB on 15 August 2023)	01/01/25?
• Amendments to IFRS 9 and IFRS 7 – Classification and measurement of financial instruments (published by the IASB on 30 May 2024)	01/01/26?
• IFRS 18 - Presentation and disclosure in financial statements (published by the IASB on 9 April 2024)	01/01/27?
IFRS 19 - Subsidiaries without public accountability (published by the IASB on 9 May 2024)	01/01/27?

\* Texts not yet endorsed by the EU

The potential impact of these new amendments is being assessed, but the Group does not expect their adoption to

have a material impact on the financial statements, with the exception of IFRS 18, which will lead to a change in presentation of the financial statements.

The IASB has published an amendment to IAS 12 “Income Taxes” entitled “International Tax Reform – Pillar Two Model Rules”.

At 30 September 2024, the Group did not recognise any deferred tax in relation to Pillar Two rules and is currently assessing the potential impact of these new arrangements.

- ***Use of the financial indicator “EBITDA”***

The NACON group defines EBITDA (earnings before interest, taxes, depreciation and amortisation) as operating income before depreciation of property, plant and equipment and amortisation of intangible assets, but after additions to provisions and reversals of earn-out liabilities.

The Group regards EBITDA as a non-IFRS performance indicator.

EBITDA is one of the main indicators monitored by the Group when managing and assessing its operational performance, taking investment decisions, allocating resources and assessing the performance of senior managers.

EBITDA is not an indicator defined by IFRSs and does not have a standard definition. As a result, the method that the NACON group uses to calculate EBITDA may not be comparable to that used by other groups to calculate other measures with a similar name.

- ***Use of the financial indicator “gross profit”***

NACON calculates gross profit as the difference between revenue and purchases used in relation to Retail sales (physical games and accessories). The gross margin rate is the percentage of revenue represented by gross profit.

### 3.2.3 Scope of consolidation

- **List of consolidated companies**

Company	Country	% owned	Method of consolidation
NACON SA	France	Parent company	
BIGBEN BELGIUM SA	Belgium	100.00%	Full consolidation
BIGBEN NEDERLAND BV	Netherlands	100.00%	Full consolidation
NACON HK Ltd	Hong Kong	100.00%	Full consolidation
BIGBEN INTERACTIVE GmbH	Germany	100.00%	Full consolidation
NACON GAMING ESPAÑA SL	Spain	100.00%	Full consolidation
BIGBEN ITALIA SRL	Italy	100.00%	Full consolidation
GAMES.FR SAS	France	100.00%	Full consolidation
KYLOTONN SAS	France	100.00%	Full consolidation
CYANIDE SAS	France	100.00%	Full consolidation
CYANIDE AMUSEMENT INC.	Canada	100.00%	Full consolidation
EKO SOFTWARE SAS	France	100.00%	Full consolidation
SPIDERS SAS	France	100.00%	Full consolidation
NACON STUDIO MILAN S.r.l.	Italy	100.00%	Full consolidation
NACON GAMING INC	United States	100.00%	Full consolidation
NACON PTY Ltd	Australia	100.00%	Full consolidation
NEOPICA SRL	Belgium	100.00%	Full consolidation
PASSTECH GAMES SAS	France	100.00%	Full consolidation
BIG ANT HOLDING PTY Ltd	Australia	100.00%	Full consolidation
CREA-TURE INC.	Canada	100.00%	Full consolidation
ISHTAR GAMES SAS	France	100.00%	Full consolidation
MIDGAR STUDIO SAS	France	100.00%	Full consolidation
DAEDALIC ENTERTAINMENT GmbH	Germany	100.00%	Full consolidation
NACON TECH SAS	France	100.00%	Full consolidation
NACON INDUSTRIES SAS	France	100.00%	Full consolidation

- **Change in scope**

None.

### 3.2.4 Segment reporting

NACON sells a wide range of video games and gaming accessories that meet demand in its market.

As part of the Group's reorganisation and the spin-off of the Gaming business to form NACON in the 2019/20 financial year, the Gaming activities of Bigben Interactive SA, Bigben Interactive Hong Kong Ltd and Bigben Interactive España were carved out and placed into entities specially created for that purpose. The titles of the other Gaming subsidiaries were transferred to NACON.

Given the highly integrated new organisation of the Gaming segment, a large proportion of costs are shared between the Video Games and Gaming Accessories businesses. The Video Games and Gaming Accessories businesses share most of their customers. As a result, the Group only calculates operating income at the Group level.

Games developed by the studios acquired are marketed by all Group commercial entities and therefore contribute to NACON's overall cash flow.

NACON has its own sales, marketing and finance functions.

Digital games sales are invoiced exclusively in France.

The Group's distribution subsidiaries based outside France handle physical sales of all gaming products. The

subsidiary based in Hong Kong mainly handles the development and procurement of accessories from manufacturing partners.

As a result, each NACON Group subsidiary plays a specific role in the NACON Group's value chain.

Accordingly, the NACON Group considers that it operates within a single operational business segment, "NACON Gaming", which includes the development, publishing and distribution of video games along with the design and distribution of accessories for games consoles and PCs. The Video Games and Gaming Accessories businesses address the same market and have the same economic characteristics.

The information presented below is that now used by the NACON group's chief operating decision maker for internal reporting purposes. The NACON group's chief operating decision maker within the meaning of IFRS 8 is a two-person team consisting of the NACON group's Chairman/CEO and COO.

- **Seasonal nature of the business**

Seasonal variations in the Gaming Accessories business are fairly pronounced, with business levels traditionally higher in the second half. Variations in Video Games business levels, meanwhile, depend mainly on game release dates.

- **Revenue by product category**

in thousands of euros		Revenue		Contribution	
		H1 2024/25	H1 2023/24	H1 2024/25	H1 2023/24
<b>Revenue (non-IFRS)</b>		<b>77,011</b>	<b>67,765</b>	<b>100%</b>	<b>100%</b>
<i>of which</i>	<i>Accessories</i>	29,053	24,913	38%	37%
	<i>Catalogue <sup>(1)</sup></i>	18,775	20,107	24%	30%
	<i>Back Catalogue <sup>(2)</sup></i>	26,933	21,185	35%	31%
	<i>Other</i>	2,250	1,560	3%	2%

<sup>(1)</sup> Revenue from games released since the start of the financial year

<sup>(2)</sup> Revenue from games released in previous financial years

- **Revenue by geographical region**

in thousands of euros		Revenue		Contribution	
		H1 2024/25	H1 2023/24	H1 2024/25	H1 2023/24
<b>Revenue</b>		<b>77,011</b>	<b>67,765</b>	<b>100.0%</b>	<b>100.0%</b>
<i>of which</i>	<i>France</i>	6,952	8,874	9.0%	13.1%
	<i>Export</i>	70,060	58,891	91.0%	86.9%

<b>Export revenue by geographical zone</b>		<b>70,060</b>	<b>58,891</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Europe (excl. France)</b>		<b>31,379</b>	<b>26,209</b>	<b>44.8%</b>	<b>44.5%</b>
<i>of which</i>	<i>British Isles</i>	18,540	12,250	26.5%	20.8%
	<i>Germany</i>	3,296	3,795	4.7%	6.4%
	<i>Italy</i>	2,772	2,400	4.0%	4.1%
	<i>Belgium</i>	1,798	2,118	2.6%	3.6%
	<i>Spain</i>	1,271	1,847	1.8%	3.1%
	<i>Other</i>	3,702	3,798	5.3%	6.4%
<b>North America</b>		<b>32,097</b>	<b>24,744</b>	<b>45.8%</b>	<b>42.0%</b>
	<b>Asia</b>	<b>4,234</b>	<b>3,860</b>	<b>6.0%</b>	<b>6.6%</b>
	<b>Pacific</b>	<b>2,307</b>	<b>3,982</b>	<b>3.3%</b>	<b>6.8%</b>
	<b>Africa</b>	<b>43</b>	<b>97</b>	<b>0.1%</b>	<b>0.2%</b>



This geographical breakdown is based on the location on customer invoices.

### 3.2.5 Additional notes

- Additional notes to the balance sheet**

#### Note 1 Goodwill

Acquired entities in thousands of euros	BBI Belgium	Cyanide SA	Eko	Kylotonn	Spiders	Neopica	RaceWard	Passtech	Big Ant	Crea- ture	Ishtar	Midgar	Daedalic	TOTAL
31 March 2024	1,088	12,539	6,058	3,770	5,273	2,077	345	2,700	26,641	10,011	10,631	11,856	44,610	137,599
Impairment loss														
Exchange differences									727	-305				422
Business combinations														
30 September 2024	1,088	12,539	6,058	3,770	5,273	2,077	345	2,700	27,368	9,706	10,631	11,856	44,610	138,021

Given the high level of integration shown by its business, the Group has only one CGU.

No business combinations took place in the first half of 2024/25.

#### Goodwill impairment tests

At 30 September 2024, the NACON group's management did not identify any evidence of a loss of value based on the Group's first-half performance, which was in line with the budget, and the stability of its fundamentals. Accordingly, no impairment test was carried out at that date.

#### Note 2 Intangible assets

in thousands of euros	30 Sep. 2024	31 Mar. 2024
<b>Gross value</b>	<b>406,626</b>	<b>365,954</b>
Amortisation	(167,233)	(142,567)
Impairment		
<b>Net value</b>	<b>239,393</b>	<b>223,387</b>

The main intangible assets are as follows:

- The "Game development costs" item, which represents expenses incurred in developing NACON games on the market or currently being developed and with the prospect of being launched in the market. The video game tax credits (CIJV) received by the Group's development studios are recognised as a deduction from development costs. At 30 September 2024, game development costs had a gross value of €372.3 million and amortisation totalled €110.5 million, giving a net value of €216.9 million.
- At 30 September 2024, the "Trademarks" item mainly consisted of trademarks owned by the development studio Cyanide and the RIG™ trademark belonging to the NACON group, following the acquisition of Cyanide in the year ended 31 March 2019 and the acquisition of RIG™ assets from Poly in the year ended 31 March 2020. At 30 September 2024, the net carrying amount of trademarks was €10.7 million.
- The "Right-of-use assets" item relates to leases, arising from the application of IFRS 16 from the 2019/20 financial year onwards, with a net carrying amount of €9.8 million at 30 September 2024.

**Note 3 Property, plant and equipment**

in thousands of euros	30 Sep. 2024	31 Mar. 2024
<b>Gross value</b>	<b>10,464</b>	<b>9,791</b>
Depreciation	(6,530)	(5,880)
Impairment		
<b>Net value</b>	<b>3,933</b>	<b>3,911</b>

Property, plant and equipment mainly consist of IT hardware and moveable fittings.

**Note 4 Deferred tax assets/(liabilities)**

in thousands of euros	30 Sep. 2024	31 Mar. 2024
Deferred tax assets relating to tax loss carryforwards	4,916	2,930
Deferred tax assets relating to temporary differences	(36)	(231)
<b>DEFERRED TAX ASSETS</b>	<b>4,881</b>	<b>2,699</b>

in thousands of euros	1 Apr. 2024	Change in scope	Recognised	Used	30 Sep. 2024
NACON SA	2,544		1,986		4,531
Cyanide SAS	367				367
Ishtar SAS	19				19
<b>TOTAL DEFERRED TAX ASSETS ON TAX LOSS CARRYFORWARDS</b>	<b>2,930</b>	<b>0</b>	<b>1,986</b>	<b>0</b>	<b>4,916</b>

These tax losses have been recognised on the basis of the entities' taxable earnings prospects.

**Note 5 Inventories**

in thousands of euros	Accessories	Gaming	Other	30 Sep. 2024	31 Mar. 2024
<b>Gross value</b>	<b>30,455</b>	<b>7,029</b>	<b>1,217</b>	<b>38,701</b>	<b>36,806</b>
of which physical	25,776	7,029	1,217	34,022	33,588
of which goods in transit	4,679			4,679	3,218
Impairment loss	(4,945)	(4,510)	(18)	(9,473)	(9,717)
<b>Net value</b>	<b>25,510</b>	<b>2,519</b>	<b>1,199</b>	<b>29,228</b>	<b>27,089</b>

Goods held in inventory are made by third-party factories according to strict specifications provided by NACON. Factories undergo quality audits before production begins. Purchases of raw materials are mainly handled by those factories, except for certain critical components such as, for the NACON group, Sony ICs (security chips) used in controllers and the environmentally friendly packaging that NACON buys from its partner manufacturers in order to ensure consistent quality.

**Note 6 Trade receivables**

Trade receivables and other receivables are due in less than one year.

in thousands of euros	30 Sep. 2024	31 Mar. 2024
Trade receivables and notes	48,032	39,409
Impairment losses	(665)	(707)
<b>TOTAL TRADE RECEIVABLES</b>	<b>47,367</b>	<b>38,702</b>

The NACON group uses factoring for certain clients. The factoring agreement does not result in receivables being deconsolidated, and trade receivables factored but not settled by clients at 30 September 2024 were included in the “Trade receivables and notes” item. They amounted to €1.5 million (versus €1.0 million at 31 March 2024). Receivables are kept on the balance sheet in accordance with IFRS 9, because risks such as those relating to failure to pay and interest rates are not transferred to the factor.

At 30 September 2024, the increase in trade receivables arose from sales of the Test Drive game, released at the end of the first-half period, the proceeds of which had not been received by the closing date.

#### Breakdown of receivables due / not due

in thousands of euros	30 Sep. 2024		31 Mar. 2024	
<b>Trade receivables not due</b>	<b>43,425</b>	<b>90%</b>	<b>35,516</b>	<b>90%</b>
<b>Trade receivables due</b>	<b>4,607</b>	<b>10%</b>	<b>3,893</b>	<b>10%</b>
Less than 30 days	2,487	54%	2,291	59%
in 30-60 days	739	16%	589	15%
in 60-90 days	631	14%	606	16%
in 90-120 days	36	1%	(199)	-5%
in over 120 days	191	4%	83	2%
doubtful receivables	523	11%	523	13%
<b>Trade receivables and notes</b>	<b>48,032</b>		<b>39,409</b>	

NACON’s customers are mainly international platforms and large distribution groups, which settle invoices rapidly. As a result, the Group analysed its customer portfolio by type, and saw that the risk of future losses was very limited.

#### **Note 7 Other receivables**

in thousands of euros	30 Sep. 2024	31 Mar. 2024
Central and local government (excluding income tax)	7,028	3,703
Personnel	82	448
Credits receivable from suppliers	42	134
Prepaid expenses	2,873	3,910
Advances and downpayments on orders	351	62
Shareholder loans	0	0
Miscellaneous receivables	280	1,248
<b>TOTAL</b>	<b>10,657</b>	<b>9,505</b>

**Note 8 Cash and cash equivalents**

in thousands of euros	30 Sep. 2024	31 Mar. 2024
Bank facilities	(3,618)	(1,672)
Marketable securities	600	600
Cash and cash equivalents	16,782	25,644
<b>Net cash and cash equivalents</b>	<b>13,763</b>	<b>24,573</b>

**Note 9 Provisions**

in thousands of euros	01/04/2024	Change in scope	Additions	Reversals		Exchange differences	Other	30/09/2024
				used	unused			
<b>Non-current</b>	<b>1,082</b>		<b>84</b>					<b>1,166</b>
Provisions for contingencies								
- workforce-related								
- tax-related								
Provisions for losses - other								
Provisions for pension liabilities	1,082		84					1,166
<b>Current</b>	<b>50</b>		<b>30</b>					<b>80</b>
Provisions for contingencies	50							50
- commercial								
- workforce-related								
- other	50		30					80
Provisions for losses - other								
<b>TOTAL</b>	<b>1,132</b>		<b>114</b>					<b>1,246</b>

- Industrial property dispute**

Several infringement proceedings are underway before courts in Germany and France. They concern patents in particular, along with products that are no longer sold by NACON.

As regards the French proceedings, the courts have found partly in NACON's favour, taking the view that there was no patent infringement. NACON reserves the right to appeal to a higher court in respect of matters where the lower court does not find in its favour.

- Intellectual property dispute**

There was a dispute between a Canadian publisher and one of NACON SA's studios regarding a purported breach of a video game development contract. The dispute was settled through an agreement signed in October 2024, after the interim accounts closing, which had no material financial impact on the group.

No provisions for industrial or intellectual property disputes were set aside in the Group's financial statements at 30 September 2024.

**Note 10 Long-term and short-term financial liabilities**

in thousands of euros	TOTAL	Maturity date within 1 year	Maturity date from 1 to 5 years	Maturity date over 5 years
<b>Total financial liabilities at 30 Sep. 2024</b>	<b>118,893</b>	<b>39,152</b>	<b>76,658</b>	<b>3,083</b>
Borrowings that were long-term at inception	115,065	35,324	76,658	3,083
Bank facilities	3,618	3,618		
Accrued interest not matured	190	190		
Other financing <sup>(1)</sup>	19	19		
<b>Total financial liabilities at 31 March 2024</b>	<b>111,411</b>	<b>36,614</b>	<b>70,273</b>	<b>4,524</b>
Borrowings that were long-term at inception	109,416	34,619	70,273	4,524
Bank facilities	1,672	1,672		
Accrued interest not matured	297	297		
Other financing <sup>(1)</sup>	26	26		

(1) Other financing consists of short-term borrowings in the form of commercial paper.

► **Bank loans**

NACON took out several new medium-term loans with its partner banks in the first half of 2024/25. Those loans, in a total amount of €22.0 million, are repayable over a period of five years.

They do not include any covenants.

For certain loans arranged during previous years, the Company undertook to comply with annual financial covenants. At 30 September 2024, the outstanding principal on the loans concerned was only €0.3 million and NACON SA complied with the financial ratios required by the covenants.

The average interest rate on the company's borrowings is 3.0%.

**Note 11 Lease liabilities**

These are lease liabilities arising from application of IFRS 16.

in thousands of euros	01/04/2024	Companies entering the scope of consolidation	Acquisition	Repayments	30/09/2024
Lease liabilities	<b>10,095</b>		1,384	(1,541)	<b>9,938</b>

**Note 12 Other payables**

in thousands of euros	30 Sep. 2024	31 Mar. 2024
Central and local government (excluding income tax)	6,968	2,726
Employees and social security agencies	6,017	6,079
Client discounts and trade payables	5,183	4,326
Derivative financial instruments	5	0
Liabilities relating to non-current assets	0	6
Prepaid income	332	283
Miscellaneous creditors	10,527	20,147
<b>TOTAL</b>	<b>29,031</b>	<b>33,567</b>

\* Miscellaneous creditors chiefly comprise a cash advance from the Bigben Interactive parent company granted under the treasury agreement in force since 9 December 2019 and in line with the provisions of Article L. 511-7, I-3 of the French Monetary and Financial Code.

The decrease in that cash advance from €19.2 million at 31 March 2024 to €9.7 million at 30 September 2024 was because Bigben Interactive's subscription to NACON's capital increase during the period was paid up by setting off part of the cash advance.

### Note 13 Equity

At 30 September 2024, the share capital was made up of 108,198,534 shares with par value of €1 each.

On 3 July 2024, the company announced a plan to carry out a rights issue at a price of €1.10 per share, raising a total amount of around €16.5 million, and with an extension clause of around €2.5 million.

Overall demand amounted to 18.89 million shares, representing 126% of the initial amount of the rights issue. Accordingly, the extension clause was used in full and 17,241,306 New Shares were issued on 25 July 2024 under the rights issue.

### • Additional notes to the statement of profit or loss

### Note 14 Revenue

In the first half of 2024/25, consolidated revenue from continuing operations amounted to €77.0 million, up 13.6% compared with IFRS revenue for the first half of 2023/24.

in thousands of euros		Revenue		Contribution	
		H1 2024/25	H1 2023/24	H1 2024/25	H1 2023/24
<b>Revenue (non-IFRS)</b>		<b>77,011</b>	<b>67,765</b>	<b>100%</b>	<b>100%</b>
<i>of which</i>	<i>Accessories</i>	29,053	24,913	38%	37%
	<i>Catalogue <sup>(1)</sup></i>	18,775	20,107	24%	30%
	<i>Back Catalogue <sup>(2)</sup></i>	26,933	21,185	35%	31%
	<i>Other</i>	2,250	1,560	3%	2%

<sup>(1)</sup> Revenue from games released since the start of the financial year

<sup>(2)</sup> Revenue from games released in previous financial years

### Accounting policies

- Sales of retail games and accessories and Audio/Telco products: Revenue generated by sales of physical video games, accessories and Audio/Telco products is recognised on the date on which the products are delivered to distributors, minus any commercial discounts and an estimate of the price reductions that the Group will apply if sales in retailers' stores prove insufficient.
- Sales of digital games: revenue is recognised on the date the content is made available to console manufacturers or platforms. NACON acts as a principal with respect to console manufacturers and platforms, to which the games masters are sent (and not with respect to end-users) and therefore recognises the amounts specified in contracts with those console manufacturers and platforms in its revenue (and not the amounts billed to end-customers). Guaranteed amounts are recognised in revenue as soon as the games master is made available, and additional amounts depending on future console and platform sales are recognised when those sales take place. As the case may be, prepaid income is recognised to defer the recognition as revenue of amounts invoiced to console manufacturers and platforms with respect to sales whose content has not been made available to clients at the closing date. The company also generates revenue from "Online services" and "Live Ops", which give gamers the opportunity to play in a team and receive new content, for example. Under IFRS 15, those services constitute a separate obligation, revenue from which is recognised as and when the additional services are provided.

### Note 15 Purchases used

in thousands of euros	H1 2024/25	H1 2023/24
Goods held for resale	(28,767)	(22,028)
Change in inventories of goods held for resale	2,173	(4,605)
Change in impairment losses on inventories	244	2,397
<b>TOTAL</b>	<b>(26,350)</b>	<b>(24,236)</b>

Purchases used include the cost of producing physical games and the cost of sales relating to accessories.

#### Note 16 Other operating revenue and expenses

In the first half of 2023/24, this item included €3 million from the sale of 11.25% of the rights to the Gollum game, along with releases of provisions due to the settlement of two pre-existing disputes. Operating expenses included €2.1 million in relation to the portion of Gollum rights sold.

#### Note 17 Other purchases and external expenses

in thousands of euros	H1 2024/25	H1 2023/24
Purchases not held in inventory	(227)	(234)
Subcontracting	(821)	(1,054)
Rent	(344)	(343)
Maintenance and repairs	(1,050)	(725)
Insurance premiums	(226)	(221)
Other external services	(122)	(121)
External personnel	(60)	(100)
Fees	(2,101)	(2,286)
R&D expenses	(165)	(136)
Advertising	(6,239)	(5,936)
Transportation of goods sold	(875)	(778)
Travel costs	(838)	(825)
Communication costs	(330)	(309)
Bank fees and services	(169)	(146)
Other external expenses	(299)	(234)
<b>TOTAL</b>	<b>(13,866)</b>	<b>(13,450)</b>

#### Note 18 Other non-recurring operating items

The other non-recurring operating items represent provisions related to earn-out payments still to be made (reduction in certain earn-out liabilities as sales levels fell short of the estimates made when the video games studios were acquired). The largest asset impairment charge was recognised in relation to the Daedalic studio.

**Note 19 Net financial income/expense**

in thousands of euros	H1 2024/25	H1 2023/24
Interest and similar income	30	160
<b>FINANCIAL INCOME</b>	<b>30</b>	<b>160</b>
Interest expense on medium-term funding	(1,741)	(1,115)
Other interest expense	(653)	(733)
<b>FINANCIAL EXPENSE</b>	<b>(2,394)</b>	<b>(1,848)</b>
<b>NET FINANCIAL INCOME/EXPENSE EXCLUDING FOREIGN EXCHANGE GAINS/LOSSES</b>	<b>(2,364)</b>	<b>(1,688)</b>
Foreign exchange gains	608	1,275
Foreign exchange losses	(510)	(1,792)
<b>Foreign exchange gains and losses</b>	<b>98</b>	<b>(516)</b>
<b>NET FINANCIAL INCOME/EXPENSE</b>	<b>(2,266)</b>	<b>(2,205)</b>

**Note 20 Earnings per share**

in euros	H1 2024/25	H1 2023/24
<b>Net income attributable to equity holders of the parent</b>	<b>2,192,382</b>	<b>3,243,634</b>
Weighted average number of shares	94,377,403	86,892,699
Maximum dilutive effect of future vesting of bonus shares <sup>(1)</sup>	6,888,460	4,564,463
Dilutive effect of shares issued	13,709,175	810,087
Maximum number of shares after dilution	114,975,038	92,267,249
Par value of shares (in euros)	€1.00	€1.00
<b>Basic earnings per share</b>	<b>0.02</b>	<b>0.04</b>
<b>Diluted earnings per share</b>	<b>0.02</b>	<b>0.04</b>

**Weighted average number of shares used to calculate earnings per share**

in euros	H1 2024/25	H1 2023/24
Ordinary shares in issue at 1 April	87,851,694	86,936,299
Number of shares issued, adjusted on a prorata temporis basis <sup>(2)</sup>	6,637,665	62,026
Treasury shares	(111,956)	(105,626)
<b>Weighted average number of shares at the end of the period</b>	<b>94,377,403</b>	<b>86,892,699</b>

- (1) In accordance with IAS 33 (“contingently issuable shares”): As with the calculation of basic earnings per share, contingently issuable shares are included, if they are dilutive, in the calculation of diluted earnings per share on the basis of the number of shares that would be issuable if the closing date of the period were the end of the contingency period. The issuance conditions must be met at the closing date. IAS 33 also states that the aim of diluted earnings per share is to present an earnings per share figure that takes into account maximum dilution, i.e. the maximum conversion of potential ordinary shares (IAS 33.44). In the spirit of IAS 33, the NACON group has taken into account the maximum dilutive effect of bonus share entitlements that have been granted to Group employees and could in future give rise to the creation of new shares (assuming that the vesting criteria are met).



### 3.2.6 Other information

#### Note 21 Dividends

In its meeting on 3 June 2024, the Board of Directors decided not to put any dividend payment with respect to 2023/24 to the vote in the Shareholders' General Meeting of 26 July 2024. As a result, no dividends were paid in the first half of 2024/25.

#### Note 22 Financial instruments

At 30 September 2024, the group was a party to a "FX accumulator" option contract. FX TARNs/accumulators are complex structured derivatives through which the Group undertakes to buy or sell foreign currency according to a schedule and at rates defined when the contract is signed. They involve a strategy that aims to fix an exchange rate without fixing the volume of currency purchases, which depend on movements in exchange rates in the market although the maximum amount is predetermined. In the event of a large change in the exchange rate between the euro and the foreign currency in question (upward or downward respectively depending on whether the Company is buying or selling the foreign currency), long or short exposure may increase and cause foreign exchange losses to be recognised on these instruments.

The table below sets out the position at 30 September 2024:

								At 30 September 2024, in thousands				
Type of contract	Currency	Position	Status	Arrangement date	Maturity date	Nominal in foreign currencies (thousands)	Strike	Amount accumulated in foreign currencies	Amount raised in foreign currencies	Amount accumulated net of funds raised in foreign	Maximum amount to be accumulated in foreign	Mark-to-market value in EUR
Swap	CNY	Purchase	Asset	13/09/24	14/10/24	33,000	7.8476	33,000	0	33,000	0	5
												<b>5</b>

The mark-to-market value of this financial instrument was €5 thousand at 30 September 2024.

#### Note 23 Contractual repayment schedule

The following table sets out, for financial liabilities recognised at 30 September 2024 (excluding current bank facilities, factoring and current interest not yet due), the contractual schedule for disbursements, excluding any discounting to present value and excluding the payment of future interest.

in thousands of euros	Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5 years and over	TOTAL
Borrowings and debt	35,324	29,974	24,842	13,833	8,009	3,083	<b>115,065</b>
Lease liabilities	3,372	2,495	1,664	907	546	953	<b>9,938</b>
<b>Total financial liabilities</b>	<b>38,696</b>	<b>32,469</b>	<b>26,506</b>	<b>14,740</b>	<b>8,555</b>	<b>4,036</b>	<b>125,003</b>

in thousands of euros	Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5 years and over	TOTAL
Fixed rate	26,566	21,049	15,917	7,371	5,176	2,917	<b>78,995</b>
% / total 1	34%	27%	20%	9%	7%	4%	<b>100%</b>
Floating rate	8,758	8,925	8,925	6,463	2,833	167	<b>36,071</b>
% / total 2	24%	25%	25%	18%	8%	0%	<b>100%</b>
<b>TOTAL</b>	<b>35,324</b>	<b>29,974</b>	<b>24,842</b>	<b>13,833</b>	<b>8,009</b>	<b>3,083</b>	<b>115,065</b>

## Exchange-rate risk on supplies

Most of the currency risk relates to USD-denominated purchases of gaming accessories by NACON France. Sensitivity to the USD exchange rate is as follows:

USD	H1 2024/25	H1 2023/24
NACON France - Purchases in USD	\$5,813,372	\$4,333,158
<b>TOTAL</b>	<b>\$5,813,372</b>	<b>\$4,333,158</b>

### Sensitivity to the USD exchange rate

in thousands of euros	H1 2024/25	H1 2023/24
+10% = benefit	486	394
-10% = additional cost	-594	-481

Purchases have also taken place in Chinese renminbi. Sensitivity to the CNY exchange rate is as follows:

CNY	H1 2024/25	H1 2023/24
NACON France - Purchases in CNY	CNY 5,254,050	CNY 818,570
<b>TOTAL</b>	<b>CNY 5,254,050</b>	<b>CNY 818,570</b>

### Sensitivity to the CNY exchange rate

in thousands of euros	H1 2024/25	H1 2023/24
+10% = benefit	61	74
-10% = additional cost	-75	-91

## Note 24 Off-balance sheet commitments

### Guarantees given

Commitments given	By	To	30 Sep. 2024	31 Mar. 2024	Purpose of the commitment
Bank guarantee	NACON SA	CIC		400	Pledge of Spiders SAS shares
Bank guarantee	NACON SA	BPI	2,272	2,022	Amounts withheld as security in relation to several loans taken out between 2017 and 2023

## Note 25 Related-party disclosures

Transactions with related parties concern commercial and financial transactions between the parent company and its subsidiaries, and mainly consist of the following:

- Purchases and sales of merchandise,
- Real-estate leasing,
- Cross-invoicing of administrative services,
- Current-account cash advances.

All the above agreements are formed on an arm's-length basis.

There were no transactions between related parties during the period that had a material influence on the financial position or earnings, and there were no changes affecting the transactions between related parties described in the annual report that could have a material influence on the financial position or earnings, with the exception of Bigben Interactive's subscription to NACON's capital increase in July 2024, which was paid up by setting off part of the debt owed by NACON to Bigben Interactive.

## Note 26 Post-balance sheet events

A dispute between a Canadian publisher and one of NACON SA's studios regarding a purported breach of a video game development contract was settled through an agreement signed in October 2024, which had no material financial impact on the group.

## 4. Statutory auditors' report

In compliance with the assignment entrusted to us by your articles of association and shareholders in your General Shareholders' Meeting, and in accordance with the requirements of Article L.451-1-2 III of the French Monetary and Financial Code, we:

- carried out a limited review of NACON's condensed consolidated interim financial statements for the period from 1 April 2024 to 30 September 2024 as enclosed with this report;
- examined information provided in the interim business report.

Your Board of Directors was responsible for the preparation of these interim condensed consolidated financial statements. Our role is to express a conclusion on these financial statements based on our limited review.

### I - Conclusion on the financial statements

We conducted our limited review in accordance with professional standards applicable in France.

A limited review consists mainly of conducting discussions with members of management responsible for accounting and financial matters, and carrying out analytical procedures. This work is less extensive than that required by an audit performed according to the prevailing standards of the profession in France. As a result, a limited review provides a moderate level of assurance, i.e. a lower level of assurance than that provided by an audit, that the financial statements as a whole are free of material misstatement.

Based on our limited review, nothing has come to our attention that would cause us to believe that the accompanying condensed consolidated interim financial statements are not prepared in accordance with IAS 34 "Interim financial reporting", which forms part of the IFRSs as endorsed by the European Union.

### II – Specific verification

We also examined information provided in the interim business report commenting on the interim condensed consolidated financial statements on which we carried out our limited review.

We are satisfied that the information is fairly stated and agrees with the condensed consolidated interim financial statements.

Paris la Défense, 26 November 2024

Roubaix, 26 November 2024

**KPMG SA**

**Fiduciaire Métropole Audit**

Stephanie Ortega

Francois Delbecq

*Partner*

*Partner*