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Vedi allegato

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PRESS RELEASE

NEOSPERIENCE RECORDS GROWTH IN TOTAL REVENUES AND CONSOLIDATED SALES FOR FIRST HALF OF 2024 EBITDA RETURNS TO PREVIOUS YEARS' LEVELS

Most relevant consolidated financial figures 1H 2024

- Value of the Group's production of € 17.8 million (+22% compared to 1H 2023)
- Net sales of € 13.0 million (+7% compared to 1H 2023)
- EBITDA of € 3.8 million (29% of sales), in line with 1H 2023, with EBITDA margin 29% of sales
- EBIT of € 937 thousand (7% of sales)
- Net profit of € 99 thousand (1% of sales)
- Group net profit of € 135 thousand (1% of sales)
- Shareholders' equity of € 29.8 million (+0.4% compared to 1H 2023)
- Net financial debt of € 18.1 million, compared to € 14.4 million at the end of 2023
- Comment from the Company on the impossibility of expressing a conclusion by the auditing firm regarding the sustainability of the financial plan of Neosperience.
- Neosperience consolidates its leading position in applied Artificial Intelligence, with targeted investments in R&D in the HealthTech, LegalTech and E-Commerce sectors, and enhances its offer by integrating expert systems, machine learning and advanced language models (LLM) into a coherent AI ecosystem: a multidimensional approach that positions Neosperience as a strategic partner for its clients' digital transformation, with cutting-edge solutions for optimising the customer experience and business processes.

Milan, 30 September 2024 – The Board of Directors of **Neosperience S.p.A.** ("Neosperience" or the "Company"), innovative SME and reference player in artificial intelligence, listed on Euronext Growth Milan, today approved the consolidated half-year financial report as of 30 June 2023, prepared according to national accounting standards (OIC) and subject to limited audit.

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Competitive landscape and the strategic lines adopted

Dario Melpignano, President of Neosperience, commented: *" I am pleased to report that, despite a complex economic environment, Neosperience continues its growth path, recording **a significant increase in total revenues and consolidated sales** in the first half of 2024. **EBITDA remained strong**, confirming the resilience of our business model.*

*In a rapidly evolving technology landscape, we have strategically positioned ourselves to capitalize on the growing demand for advanced digital solutions. Our unique approach, which integrates expert systems, machine learning and advanced language models, allows us to offer cutting-edge AI solutions that **enhance the customer experience and innovation of business processes**.*

*During the first half of the year, we consolidated our leadership position in the application of artificial intelligence in key sectors of the economy. Our Neosperience Cloud suite has been further enhanced, integrating advanced AI technologies into a coherent ecosystem covering e-commerce, CRM, operational management, agile development, and business process optimization. A particular focus was placed on the development of solutions based on the concept of "**empathic AI**", which balance technological efficiency and human value. Innovative applications such as the '**digital twin**' are already proving their worth, enabling our customers to personalise experiences and optimise processes while preserving their unique know-how.*

Our strategy remains focused on developing proprietary solutions that generate recurring revenues, helping to improve our margins. This approach, combined with our ability to constantly innovate, uniquely positions us to meet the challenges and seize the opportunities of a rapidly evolving market."

Among the most significant strategic guidelines:

- The substantial progress of the **Health Tech** project, approved by the Ministry of Business and Made in Italy at the end of 2023. With a **total investment of approximately €6.1 million**, we are developing an advanced technological platform for the healthcare sector, leveraging Artificial Intelligence to optimize diagnosis, treatment and operational processes in the healthcare sector. In the first half of the year, the investment on this project was €1.64 million.
- The launch of **Neosperience Pulse**, an innovative solution that integrates Digital Twin and Generative Artificial Intelligence to streamline production in different industrial sectors. This **Process Mining** platform allows companies to create a **digital twin of their production process**, offering advanced predictive monitoring and performance simulation features.
- Strategic expansion in the Chinese market, with our subsidiary Value China **becoming the first certified European partner of Xiaohongshu**, known in Europe as **Little Red Book**: the first social commerce platform in China. This milestone greatly strengthens our positioning as a digital bridge between Western brands and the Asian markets.

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- Intensifying efforts in integrating the most advanced AI technologies into our solutions, **combining expert systems, machine learning and advanced language models**. This approach allows us to offer our customers a unique competitive advantage, increasing the efficiency of processes and enhancing the customer experience through digital empathy.
- The launch of an internal transformation program aimed at strengthening the skills of our team and optimizing the organizational structure. This includes professional retraining plans and, where necessary, restructuring interventions, with **the aim of fully aligning our capabilities with the emerging needs of the market** by the end of the year.

"These strategic developments, combined with the solid financial results of the first half of 2024, confirm our ability to adapt and innovate in a rapidly changing market, consolidating our position as a leader in the application of Artificial Intelligence for business." – continues Dario Melpignano – "These results confirm the strength of our vision and our ability to lead the digital transformation in an era of rapid technological evolution. We are at the dawn of the Intelligence Age, a period in which AI will become a powerful ally to amplify human capacities; and at Neosperience, our mission goes beyond simple technological innovation: we are democratizing access to AI to enhance empathy, efficiency and creativity in companies of all sizes.

Our vision is of a future where technology not only optimizes processes, but tangibly improves people's lives, starting with Neosperience Cloud, with which we are creating an ecosystem that integrates the most advanced AI technologies to offer solutions that have a real and measurable impact.

In this journey towards the Age of Intelligence, in which technology will amplify the best human qualities, creating opportunities for growth and innovation previously unimaginable, we position ourselves as the bridge that connects the infinite possibilities of AI with the concrete needs of companies and people. As we move into this new era, we remain focused on creating value for our shareholders, customers and for society as a whole. The future we are building is bright, and I am grateful for your continued confidence and support in this exciting path of innovation and growth."

Comments on the consolidated results as of 30 June 2024

Neosperience achieved a **consolidated turnover of Euro 13.0 million** (+6.8% compared to Euro 12.2 million at 30 June 2023); this growth was entirely organic, as it did not benefit, unlike previous years, from the contribution of new acquisitions.

EBITDA stood at Euro 3.83 million, a slight decrease of 5% compared to the similar value of 30 June 2023, maintaining an incidence of 29% on revenues and maintaining the record compared to the main listed companies considered comparable.

These results, even more appreciable as they were achieved in a difficult period for the Italian and international economy, **highlight the solidity of Neosperience's business model**, which is based on

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a **plurality of skills and markets**, diversifying the risk that would derive from a few lines of activity and concentrated revenues.

Human capital is Neosperience's most valuable asset and a key performance indicator for investors. **Thanks to a high-profile team**, made up of global professionals and enriched by a melting pot of corporate cultures, we generate solutions that not only elevate the customer experience, but also profit margins. Investing in Neosperience **means having privileged access to unparalleled talent**, agile in methodology and scalable in result.

Investments in the various application suites made to evolve our Solutions, integrating new technologies, led to an increase in fixed asset values: net intangible fixed assets rose to 42.2 million (of which 11.3 related to goodwill on acquired investments), compared to 39.5 million at the end of 2023 and 38.5 at the end of the first half of 2023. All this in the first half of 2024 was reflected in the amortisation of intangible fixed assets, for which the total amortisation in the first half of 2024 was equal to Euro 2.9 million, up compared to Euro 2.5 million in the first half of 2023, values, however, both inclusive of the amortisation of the goodwill on the acquired shareholdings.

EBIT for the first half of 2024, as a result of the above, decreased from Euro 1,534 thousand to Euro 937 thousand (-38%).

The Group's net profit amounted to Euro 135 thousand, down compared to the corresponding half of the previous year (Euro 823 thousand).

Group shareholders' equity at 30 June 2024 amounted to Euro 29.8 million, compared to Euro 32.9 million at 31 December 2023 and Euro 29.6 million at 30 June 2023. This slight decrease is due to the contingent liability that became necessary to cope with some accounting adjustments that emerged at the end of the 2023 financial year. Net financial debt amounted to Euro 18.1 million compared to Euro 14.4 million at 31 December 2023, largely due to the increase in investments made in the period to accelerate the development and go-to-market of new vertical applications, mainly Health and LegalTech.

It should also be noted that the **results achieved by the group in the first half of 2024 are in line** and, for some items, better than **the forecasts contained in the 2024-28 Strategic Plan** presented to the investor community on 28 July.

Relevant events after 30 June 2024

Prior to the approval of the half-yearly financial statements, the Board approved a financial forecast plan for the next 12 months drawn up in accordance with the legislation on adequate organizational structures. The directors therefore analyzed the company's performance also in the light of the principle of business continuity. To this end, a monthly cash forecast plan has been prepared, which already shows (in the third quarter of 2024) the first results of the efficiency actions undertaken during the year and shows a marked improvement in cash generation starting from the first months of 2025.

The plan includes, in addition to a series of initiatives related to the enhancement of the technological offer and more generally to support sales growth, various actions to optimize operating costs that result in full-

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year cost savings, therefore already in 2025, of €2.1 million. Of these, a part has already been achieved during 2024, generating cost savings of approximately €700,000 in the 2024 financial year.

A consolidation of the operational offices is also expected, with an annual saving of €90,000, already achieved with the merger of the offices in Vicenza and Bassano del Grappa and further logistical rationalization interventions that will generate a net income of €1.5 million within the first half of 2025, with a consequent reduction in annual operating costs of €250,000. More efficient supplier management and credit management strategies have been implemented, with expected cash benefits of no less than €750,000.

Cash inflows of €1.6 million are expected within the first half of 2025 from R&D projects already funded and approved, confirming the Group's ability to transform innovation into tangible value. Negotiations are also underway with some credit institutions for a medium-long term loan aimed at renewing some existing loans.

With this 12-month financial plan, which will be periodically updated, the Board of Directors aims to monitor, even in the presence of prudential assumptions, the capacity of the NSP group to generate sufficient cash to meet future financial needs.

The achievement of this objective is supported by a series of initiatives, partly already launched and partly to be launched, which **constitute an effective "reserve" capable of generating additional cash** compared to the positive flows already forecasted in the plan.

Among the reserves not included in the plan, the possible disposal of some non-strategic assets and the enhancement, with possible collection of capital from third parties, of some sectors of activities that have aroused the interest of third parties should be considered.

These actions, combined with the solid results of the first half of 2024 (Production Value of €17.79 million, turnover of €13.04 million and EBITDA of €3.84 million), confirm the Group's ability to adapt to the market context, maintaining a sustainable growth trajectory and strengthening its competitive position in the applied Artificial Intelligence sector.

The NFP/EBITDA ratios of 2.36 (calculated with reference to the EBITDA figure expected for 2024) in marked improvement and NFP/Net Equity of 0.57 are indicative of a robust capital structure and a sustainable financial balance.

Neosperience Health Growth Strategy

Considering the current dynamics of the global market, should the listing times be extended further due to the IPO conditions on international markets and the geopolitical context, Neosperience Health will evaluate the opportunity of a reserved capital increase, with an inflow target between €2 and €3 million. This initiative will be aimed at supporting the significant growth that the company is registering, allowing it to continue developing, structuring internationalization and consolidating its competitive position in a strongly expanding sector.

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Comment on the report of our auditing firm

In the report of the auditing company BDO Italia S.p.A., included in the dossier of the half-yearly report, it is stated that it is impossible to express a conclusion since the elements brought to their attention "do not allow us to appreciate the assessments made by the Directors about the non-existence of significant uncertainties concerning business continuity...".

Therefore, in compliance with Consob communication DME/9081707 of 16-9-2009, we attach a full copy of the auditor's report to this press release.

*"We want to communicate to our shareholders the point of view of the company." – says **Dario Melpignano, President of Neosperience** – "We are confident that the financial plan we have prepared is sustainable for the following reasons:*

- *the 12-month financial plan has been set with prudential criteria, also based on the very cautious indications received from the auditors;*
- *the cost containment actions have already been started for a few months, have a substantial effect and are already bringing results as described in the paragraph "Events after 30 June 2024 and foreseeable management evolution" of this press release;*
- *there are significant reserves, in the form of extraordinary operations, that the company and/or some shareholders are willing to implement in the event of an unexpected need;*
- *we have activated a "continuous" monitoring plan of the main management key indicators (sales, main cost items, situation of receivables from customers, net financial position and cash balance); in this regard, we are committed to providing timely and accurate information to the market on a monthly basis.*

I believe this is the best answer to business continuity uncertainties. The sector in which we operate is in strong development but requires relevant investment. We are convinced that we are acting in a way that safeguards the company and its shareholders".

The **Financial Report as of 30 June 2024** will be made available to the public in the terms provided for by the Euronext Growth Milan Issuers' Regulation, as well as on the Company's website, www.neosperience.com, in the "Investors/Financial Documents" section.

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*Neosperience is an **innovative SME** listed on Euronext Growth Milan that operates as a **software vendor**. Recently named by Gartner as the only Italian company among the six most innovative software companies in the world, together with Adobe, Salesforce and SAS, Neosperience was founded in Brescia in 2006 by Dario Melpignano and Luigi Linotto, respectively President and Executive Vice President. The company is active in the field of **Artificial Intelligence with Neosperience Cloud**: a proprietary software **platform based on advanced digital solutions** that allow companies to offer their customers an **empathic digital experience**, with which to attract new customers, increase the value of existing customers, improve revenues and margins and optimize business processes. Neosperience serves over 750 clients, including industry leaders in **sectors like fashion, retail, healthcare, manufacturing, and financial services**.*

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Consolidated Balance Sheet

	30.06.2024	inc. %	31.12.2023	inc. %	30.06.2023	inc. %
	Consolidated		Consolidated		Consolidated	
	Balance Sheet		Balance Sheet		Balance Sheet	
NON-CURRENT ASSETS						
Fixed Intangible Assets	42.213.936	62,90%	39.460.167	64,4%	38.458.520	61,47%
Fixed Tangible Assets	2.878.613	4,29%	3.005.405	4,9%	3.102.109	4,96%
Investments in associates	727.061	1,08%	737.177	1,2%	782.735	1,25%
Other non-current credits	254.390	0,38%	254.160	0,4%	257.116	0,41%
Other non-current Financial credits	79.584	0,12%	73.081	0,1%	145.968	0,23%
Prepaid Taxes	223.253	0,33%	223.253	0,4%	116.198	0,19%
TOTAL NON-CURRENT ASSETS	46.376.837	69,10%	43.753.243	71,4%	42.862.646	68,51%
CURRENT ASSETS						
Inventories	135.000	0,20%	-	0,0%	-	0,00%
Trade receivables	11.121.348	16,57%	11.853.527	19,3%	12.817.204	20,49%
Trade receivables from associates	64.367	0,10%	89.987	0,1%	66.626	0,11%
Tax credits	569.167	0,85%	524.420	0,9%	1.991.186	3,18%
Other current credits	2.017.487	3,01%	2.457.019	4,0%	1.774.815	2,84%
Trading assets	188.268	0,28%	188.268	0,3%	188.268	0,30%
Cash and Equivalents	6.639.122	9,89%	2.409.435	3,9%	2.860.127	4,57%
TOTAL CURRENT ASSETS	20.734.759	30,90%	17.522.656	28,6%	19.698.226	31,49%
TOTAL ASSETS	67.111.596	100%	61.275.899	100,0%	62.560.872	100%
EQUITY						
Shareholders Capital	1.039.166	1,55%	1.039.166	1,7%	959.166	1,53%
Share Premium Reserve	26.164.447	38,99%	26.164.447	42,7%	23.156.447	37,01%
Legal Reserve	207.833	0,31%	191.833	0,3%	191.833	0,31%
Statutory Reserve	828.291	1,23%	4.328.358	7,1%	4.328.358	6,92%
Negative reserve for treasury shares in portfolio -	41.419	-0,06%	(41.419)	-0,1%	41.419	-0,07%
Other Reserves	1.564.742	2,33%	616.407	1,0%	696.888	1,11%
Consolidation Reserve	5.865	0,01%	5.865	0,0%	5.865	0,01%
Retained Earnings -	143.543	-0,21%	390.405	0,6%	473.008	-0,76%
Net income of the year	134.547	0,20%	160.829	0,3%	823.432	1,32%
Minority interests	1.815.288	2,70%	1.766.929	2,9%	4.314.637	6,90%
TOTAL EQUITY	31.575.217	47,05%	34.622.820	56,5%	33.962.199	54,29%
NON-CURRENT LIABILITIES						
Employees Benefits	1.880.493	2,80%	1.809.798	3,0%	1.637.688	2,62%
Provisions for risks and charges	319.839	0,48%	250.732	0,4%	188.720	0,30%
Non-current Financial Debts	17.992.988	26,81%	10.665.470	17,4%	11.455.386	18,31%
Non-current Tax Payables	-	0,00%	(19)	0,0%	34.059	0,05%
Other non-current Payables	-	0,00%	-	0,0%	-	0,00%
TOTAL NON-CURRENT LIABILITIES	20.193.320	30,09%	12.725.981	20,8%	13.315.853	21,28%
CURRENT LIABILITIES						
Current Financial Debts	6.936.171	10,34%	6.316.040	10,3%	4.682.505	7,48%
Deposits	-	0,00%	19	0,0%	-	0,00%
Accounts Payables	3.824.210	5,70%	2.937.928	4,8%	2.880.983	4,61%
Tax Payables	1.707.409	2,54%	1.544.294	2,5%	1.714.881	2,74%
Other Payables	2.870.116	4,28%	2.429.169	4,0%	5.650.660	9,03%
Accruals and Deferred Income	5.153	0,01%	699.648	1,1%	353.791	0,57%
TOTAL CURRENT LIABILITIES	15.343.059	22,86%	13.927.098	22,7%	15.282.820	24,43%
TOTAL LIABILITIES	67.111.596	100%	61.275.899	100,0%	62.560.872	100%

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Consolidated Income Statement

	30.06.2024 Group Income Statements	30.06.2023 Group Income Statements	31.12.2023 Group Income Statements	30.06.2024 vs 30.06.2023
Sales Revenues	13.035.528	12.203.788	21.150.919	831.740
Changes in inventories of work in progre:	135.000	-	-	135.000
Work performed by entity and capitalise:	4.323.317	2.316.036	4.730.179	2.007.281
Other income	295.454	78.503	192.939	216.951
VALUE OF PRODUCTION	17.789.299	14.598.327	26.074.037	3.190.972
Raw material and services used	(8.201.326)	(5.465.680)	(10.743.449)	(2.735.646)
VALUE ADDED	9.587.973	9.132.647	15.330.588	455.326
Employee benefit expense	(5.445.210)	(4.812.299)	(9.814.994)	(632.911)
Other expenses	(308.674)	(150.692)	(843.070)	(157.982)
Changes in inventories of work in progre:	-	(126.985)	(126.985)	126.985
EBITDA	3.834.089	4.042.671	4.545.539	(208.582)
Depreciation and amortisation expense	(2.897.465)	(2.508.755)	(3.105.065)	(388.710)
EBIT	936.624	1.533.916	1.440.474	(597.292)
Finance costs	(402.885)	(265.061)	(611.675)	(137.824)
Depreciation of Investements	-	86.737	(198.809)	(86.737)
Depreciation of Financial Assets	-	-	-	-
PROFIT/LOSS BEFORE TAX	533.739	1.355.592	629.990	(821.853)
Income tax expense	(435.149)	(442.404)	(432.980)	7.255
PROFIT/LOSS FOR THE PERIOD	98.590	913.188	197.010	(814.598)
Profit/Loss attributable to minority inter	(35.958)	89.758	36.181	(125.716)
PROFIT/LOSS OF THE GROUP	134.548	823.430	160.829	(688.882)
EBITDA adjusted	3.834.089	4.042.671	5.067.539	(208.582)
EBIT adjusted	936.624	1.533.916	1.962.474	(597.292)
EBITDA adjusted %	29,4%	33,1%	24,0%	-3,7%
EBITDA %	29,4%	33,1%	21,5%	-3,7%
EBIT adjusted %	7,2%	12,6%	9,3%	-5,4%
EBIT %	7,2%	12,6%	6,8%	-5,4%
Profit/Loss Before Tax %	4,1%	11,1%	3,0%	-7,0%
Profit/Loss For The Period %	0,8%	7,5%	0,9%	-6,7%

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	30.06.2024	30.06.2023
A. Cash flows deriving from operating activities (indirect method)		
Profit (loss) for the year	98.590	913.190
Income taxes	435.149	442.404
Interest expense/(assets) (Dividends)	402.885	265.061
Capital gains / losses on disposed assets		
1.) Profit (loss) for the year before income taxes, interest, dividends and capital gains / losses on disposal	936.624	1.620.655
Adjustments for non-monetary items not included in net working capital		
Provisions to funds	281.587	132.755
Depreciation of fixed assets	2.897.465	2.508.755
Non monetary adjustments of financial assets	-	-
Write-downs / (revaluations) of financial assets	-	-
Other adjustments for non-monetary items	(1.516.558)	(255.819)
2. Cash flow before change in net working capital	2.599.118	4.006.346
Change in net working capital		
Decrease / (increase) in inventories	(135.000)	126.985
Decrease / (increase) in receivables from customers	757.799	(2.639.489)
Increase / (decrease) in trade payables from suppliers	938.628	(501.389)
Decrease / (increase) in accrued income and prepaid expenses	(198.718)	290.892
Increase / (decrease) in accrued liabilities and deferred income	(694.495)	(258.130)
Other changes in net working capital	381.474	3.823.205
3. Cash flow after change in net working capital	3.648.806	4.848.420
Other adjustments		
Interest received / (paid)	(402.885)	(265.061)
(Income taxes paid)	(664.973)	(569.122)
Dividends collected		
(Use of funds)	(210.892)	(198.136)
4.Cash flow after other adjustments	2.370.056	3.816.101
Operating Cash flow (A)	2.370.056	3.816.101
B. Cash flows deriving from the investment activity		
Tangible fixed assets	(41.149)	(28.420)
(Investments)	(41.149)	(28.420)
Sale price of divestments		
Intangible assets	(5.483.293)	(6.509.518)
(Investments)	(5.483.293)	(6.509.518)
Sale price of divestments		
Financial assets		172.796
(Investments)	-	-
Sale price of divestments		172.796
Other financial assets		648.401
(Investments)		
(Increase) / Decrease in other assets / liabilities		648.401
Acquisition of subsidiaries net of cash and cash equivalents		
Sale of subsidiaries net of cash and cash equivalents		
Cash flows deriving from the investment activity (B)	(5.524.442)	(5.716.741)
C. Cash flows deriving from the financing activity		
Third party funds		
Increase (decrease) in short-term bank position	(81.286)	589.129
New medium term financing	10.000.000	2.600.000
Reimbursement of loans	(2.534.641)	(1.993.662)
Equity		
Paid-in capital increase		
Sale (purchase) of own shares		
Cash flows deriving from the financing activity (C)	7.384.073	1.195.467
Increase (decrease) in cash and cash equivalents (A ± B ± C)	4.229.687	(705.173)
Cash and cash equivalents (beginning of period)	2.409.435	3.565.300
Cash and cash equivalents (end of period)	6.639.122	2.860.127
	4.229.687	(705.173)

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Net Financial Debt

	30.06.2024	31.12.2023	30.06.2023
	Consolidated	Consolidated	Consolidated
	Balance Sheet	Balance Sheet	Balance Sheet
A. Cash at the bank	(6.639.122)	(2.409.435)	(2.860.127)
B. Cash equivalents	-	-	-
C. Other current financial assets	(188.268)	(188.268)	(188.268)
D. Liquid assets` (A) + (B) + (C)	(6.827.390)	(2.597.703)	(3.048.395)
E. Current financial credit	-	-	-
F. Current financial debt	5.435.774	5.373.256	3.759.813
G. Current portion of non-current financial debt	-	-	-
H. Other non-current financial debt	192.927	942.784	922.692
I. Current financial debt (F) + (G) + (H)	5.628.701	6.316.040	4.682.505
J. Net current financial debt (I) + (E) + (D)	(1.198.689)	3.718.337	1.634.110
K. Non-current financial debt	16.538.714	8.176.744	8.681.379
L. Debt instruments	1.312.470	939.969	1.131.804
M. Trade payables and other non-current payables	1.454.274	1.548.757	1.642.203
N. Non-current financial debt (K) + (L) + (M)	19.305.458	10.665.470	11.455.386
O. Total financial debt (J) + (N)	18.106.769	14.383.807	13.089.496

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Relazione di revisione contabile
limitata sul bilancio consolidato
semestrale abbreviato al
30 giugno 2024

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Agli Azionisti di
Neosperience S.p.A.

Introduzione

Abbiamo svolto la revisione contabile limitata degli allegati schemi di bilancio costituiti dallo stato patrimoniale, dal conto economico, dal prospetto delle variazioni del patrimonio netto, dal rendiconto finanziario e dalle relative note (di seguito il “bilancio consolidato semestrale abbreviato”) inclusi nella relazione consolidata di Neosperience S.p.A. e controllate (Gruppo Neosperience) per il periodo di sei mesi chiuso al 30 giugno 2024. Gli Amministratori sono responsabili per la redazione della relazione consolidata al 30 giugno 2024 che fornisca una rappresentazione veritiera e corretta in conformità al principio contabile OIC 30. È nostra la responsabilità di esprimere delle conclusioni sul bilancio consolidato semestrale abbreviato al 30 giugno 2024 sulla base della revisione contabile limitata svolta.

Portata della revisione contabile limitata

Il nostro lavoro è stato svolto in conformità all’*International Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”*. La revisione contabile limitata del bilancio consolidato semestrale abbreviato al 30 giugno 2024 consiste nell’effettuare colloqui, prevalentemente con il personale della società responsabile degli aspetti finanziari e contabili, analisi di bilancio ed altre procedure di revisione contabile limitata. La portata di una revisione contabile limitata è sostanzialmente inferiore rispetto a quella di una revisione contabile completa svolta in conformità agli *International Standards on Auditing* e, conseguentemente, non ci consente di avere la sicurezza di essere venuti a conoscenza di tutti i fatti significativi che potrebbero essere identificati con lo svolgimento di una revisione contabile completa. Pertanto, non esprimiamo un giudizio sul bilancio consolidato semestrale abbreviato al 30 giugno 2024.

Elementi alla base della dichiarazione di impossibilità di esprimere una conclusione

Gli Amministratori della società capogruppo Neosperience S.p.A. hanno predisposto ed approvato il 27 settembre 2024 una previsione dei flussi di cassa consolidati fino al 30 giugno 2025, al fine di verificare l’appropriatezza dell’utilizzo del presupposto della continuità aziendale nel predisporre la relazione consolidata al 30 giugno 2024 del Gruppo Neosperience.

La suddetta previsione prevede il mantenimento dell’equilibrio finanziario nel corso dei prossimi mesi con il rilevante apporto derivante dalla realizzazione di operazioni di natura non ricorrente, per le quali alla data della presente non ci sono stati forniti elementi probativi adeguati e sufficienti. Inoltre, per altri incassi di importo significativo nel periodo coperto dalla previsione dei flussi di cassa non ci sono state fornite evidenze circa le relative tempistiche.

Si evidenzia inoltre che, relativamente al prestito obbligazionario avente un saldo residuo al 30 giugno 2024 di euro 1,3 milioni, che risulta classificato nello stato patrimoniale tra i debiti scadenti entro i dodici mesi in quanto non risultano rispettati i parametri finanziari contrattuali, nella suddetta previsione dei flussi di cassa è esposto secondo le originarie scadenze di rimborso, che eccedono l’orizzonte temporale del piano.

Quanto sopra non ci consente di apprezzare le valutazioni fatte dagli Amministratori circa l’inesistenza di incertezze significative inerenti la continuità aziendale, anche in considerazione delle obiettive ed implicite incertezze legate alla realizzabilità di tali azioni.

Dichiarazione di impossibilità di esprimere una conclusione

Sulla base della revisione contabile limitata svolta, a causa degli effetti connessi alle incertezze descritte nella sezione *Elementi alla base della dichiarazione di impossibilità di esprimere una conclusione* della presente relazione, non siamo in grado di esprimerci sulla conformità del bilancio consolidato semestrale abbreviato al 30 giugno 2024 del Gruppo Neosperience al principio contabile OIC 30.

Richiamo di informativa

Senza modificare quanto espresso nella precedente sezione *Dichiarazione di impossibilità di esprimere una conclusione*, richiamiamo l'attenzione su quanto illustrato dagli Amministratori nelle note nei paragrafi "Movimentazioni patrimonio netto" e "Correzione di errori rilevanti" relativamente alla rettifica dello stanziamento per fatture da emettere registrate nel bilancio consolidato chiuso al 31 dicembre 2023, per un ammontare pari a Euro 3,17 milioni.

Verona, 30 settembre 2024

BDO Italia S.p.A.



Carlo Boyancé
Socio

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