

CMG CLEANTECH
Public limited company with a share capital of €6,908,393
Registered office: 6 Place de la Madeleine, 75008 Paris
RCS PARIS 813 598 232

(hereinafter referred to as the "Company")

MANAGEMENT REPORT

Dear Shareholders,

In accordance with the provisions of Article L.225-100 of the Commercial Code and pursuant to the Articles of Association, we have convened you to the Annual General Meeting to report on the activities of the Company and its subsidiary during the financial year ending April 30, 2025, the results, the future prospects, and to submit for your approval the financial statements for the year and the proposed allocation of results.

This report has been prepared to inform you about the management of the Company and to propose resolutions to be adopted.

This report is accompanied by an appendix containing the table of financial results for the financial year, the financial statements closed on April 30, 2025, the balance sheet and other related documents or information, which have been made available to you during the fifteen (15) days preceding this meeting.

We remind you that the Company was incorporated on September 9, 2015 and that this is its eighth financial year.

We would like to inform you that the table mentioned in Article R.225-102 paragraph 2 of the Commercial Code is attached to this report and that this report also constitutes a summary of the Company's situation.

Finally, we remind you that all the shares comprising your company's capital have been admitted to trading on the Euronext Paris Free Market – known as Euronext Access since 2017. The shares have been traded on the Stuttgart Stock Exchange since the end of 2021.

I- RESULTS OF THE COMPANY

The Company's activity during the past financial year is concretely reflected in the financial statements presented to you.

We are thus led to make the following observations and to suggest that you allocate the result as indicated below:

1-1 COMMENTS ON THE SOCIAL SECURITY ACCOUNTS

Given its activity as a holding company, the Company did not generate any revenue during the financial year ended April 30, 2025.

Operating expenses amounted to €189,674 and consisted mainly of salaries, social security contributions and purchases and external expenses.

The operating result was -€189,674.

The result of the exercise is a loss of -€188,983.

The total balance sheet amounted to €219,975 compared to €218,759 for the previous financial year.

Fixed assets amount to €3,209,259 gross and €209,261 net.

Current assets amount to €10,715, consisting of cash and cash equivalents and prepaid expenses.

The amount of equity stands at -€338,627.

The amount of financial debt is €512,731 and the amount of supplier debt is €35,005.

As equity is less than half of the share capital, shareholders are informed of the need to restore equity to a value at least equal to half of the share capital within one year.

1-2 ALLOCATION OF RESULTS

The result for the financial year ending April 30, 2025, shows a net loss of €188.98, which we propose you allocate in its entirety to the account "*Report to New Year*" which would thus be reduced to -€7,247,020.

II- COMPANY ACTIVITY DURING THE FINANCIAL YEAR, SUBSEQUENT TO THE CLOSING OF THE FINANCIAL YEAR, AND FUTURE OUTLOOK

2-1 DEVELOPMENTS IN BUSINESS, RESULTS AND FINANCIAL SITUATION

In accordance with the provisions of Articles L 225-100 and L 225-100-1 of the Commercial Code, we present to you the evolution of the Company's business, results and financial situation.

During the past financial year, the Company only had the activity of a holding company consisting of the ownership of 100% of the share capital and voting rights of the company RUOBRAH 18.

The Company does not present consolidated accounts.

By resolutions of the Board of Directors of the Company dated January 15, 2025, under delegation from the Extraordinary General Meeting of the Company, the share capital of the Company was increased to €6,908,393 by means of the creation of 3,743,180 new shares with a nominal value of €0.20, by means of the incorporation of the current account receivable of €748,636 held against the Company by the company UNITY GLOBAL FZCO, having its registered office in Dubai, IFZA Properties building, Dubai Silicon Oasis, registered under number DSO – FZCO – 4162.

2-2 EVOLUTION OF THE COMPANY'S LEGAL STATUS

The Company's situation did not change during the financial year.

2-3 MAIN RISKS AND UNCERTAINTIES FACING THE COMPANY

The Company has not identified any risks and/or uncertainties specifically related to its holding business.

2-4 INDICATIONS ON THE FINANCIAL RISKS RELATED TO THE EFFECTS OF CLIMATE CHANGE

Measures relating to reducing the effects of climate change through the implementation of a low-carbon strategy are not intended to apply to the Company within the strict framework of its holding company activity.

The Company takes into account the environmental consequences and financial risks related to the effects of climate change, as part of the control of the activity of its subsidiary.

2-5 IMPORTANT EVENTS THAT OCCURRED SINCE THE CLOSING OF THE FINANCIAL YEAR

Nothing.

2-6 EVOLUTION ET PERSPECTIVES

The Company will continue its holding company activities.

III- INFORMATION ABOUT THE COMPANY'S BRANCHES

Pursuant to Article L.232-1 of the Commercial Code, we inform you that the Company has no branches, either in France or abroad.

IV- STATEMENT OF SECURITY AND GUARANTEES GRANTED BY THE COMPANY

Pursuant to Article L.232-1 of the Commercial Code, we inform you that the Company has not provided any guarantee, endorsement and/or surety.

V- RESEARCH AND DEVELOPMENT ACTIVITY

In accordance with the provisions of Article L.232-1 II of the Commercial Code, we inform you that the Company did not carry out any research and development activities during the past financial year.

VI- NON-DEDUCTIBLE EXPENSES

Non-deductible expenses are luxury expenses referred to in Article 39-4 of the General Tax Code as well as expenses from the statement of general expenses excluded from tax-deductible expenses referred to in Article 39-5 of the General Tax Code.

In accordance with the provisions of Articles 223 quater and 223 quinquies of the General Tax Code, we inform you that during the past financial year, the Company did not incur any expenses of this nature.

VII- INFORMATION ON TECHNOLOGICAL RISKS

In accordance with the provisions of Article L.225-102-2 of the Commercial Code, we inform you that the Company does not operate any installation referred to in Article L.515-36 of the Environmental Code.

VIII- SOCIAL AND SOCIETAL INFORMATION

We remind you that the Company has no employees.

The Company is in compliance with corporate social responsibility obligations.

The Company takes all measures aimed at promoting sustainable development, combating discrimination and promoting diversity.

IX- INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

The Company's financial statements are prepared by the independent accounting firm BDE EXPERTISE CONSEILS.

Internal control procedures are implemented at the subsidiary level.

X- SUBSIDIARIES AND INVESTMENTS

10-1 ACQUISITION OF STAKES

The Company did not acquire any equity interests during the financial year.

10-2 SITUATION OF THE SUBSIDIARY TECH INFINITE Ltd.

In accordance with the provisions of Article L.233-15 of the Commercial Code, we are reporting to you on the situation of the company TECH INFINITE Ltd, a subsidiary of the Company.

We would like to point out that TECH INFINITE Ltd was previously owned by RUOBRAH 18, a subsidiary of the Company.

During November 2023, all shares of TECH INFINITE Ltd were transferred to the Company and the company RUOBRAH 18 was removed from the trade and companies register.

The Company therefore directly owns 100% of the shares of TECH INFINITE Ltd.

The annual accounts of TECH INFINITE Ltd are expressed in pounds sterling. The company's balance sheet, amounting to £170,373, mainly comprises trade receivables of £422,383 and trade payables of £285,480. Its shareholders' equity amounts to £170,373. At the end of the financial year, its revenues amounted to £212,149 and its expenses to £188,060, resulting in a profit of £24,088 for the year.

The shares of TECH INFINITE Ltd. (100% of the capital) are recorded in the Company's assets for a gross value of 3 million euros.

10-3 SITUATION OF THE SUBSIDIARY OCEAN POLYMERS LIMITED

On October 15, 2024, the Company sold its subsidiary OCEAN POLYMERS LIMITED.

XI- PREVIOUS DISTRIBUTIONS

In accordance with the provisions of Article 243 bis of the General Tax Code, we remind you that no dividends were distributed during the Company's first financial years.

XII- CONVENTIONS REGLEMENTEES

In accordance with Article L 225-38 of the French Commercial Code, we must inform you of any agreements entered into, directly or indirectly, between the Company and its Chief Executive Officer, one of its Deputy Chief Executive Officers, one of its Directors, one of its shareholders holding more than 10% of the voting rights, or, if it is a shareholder company, the company controlling it within the meaning of Article L. 233-3 of the same Code.

Agreements between the Company and a company are also subject to prior authorization if the managing director, one of the deputy managing directors or one of the directors of the company is an owner, unlimited liability partner, manager, director, member of the supervisory board or, in general, an officer of that company.

No agreement giving rise to the application of the procedure provided for in Article L225-38 of the Commercial Code was concluded during the financial year.

XIII- CORPORATE GOVERNMENT

In accordance with Articles L 225-37 et seq. of the Commercial Code, we bring to your attention the following information relating to the governance of the company.

13-1 FORM OF GOVERNANCE

The Company is constituted as a joint-stock company with a board of directors.

The general management of the Company is assumed, under his responsibility, by the chairman of the board of directors.

During the financial year ended April 30, 2025, the members of the board of directors were:

- Sir John DARLING administrator and president
- Mr. Darren Wesley TAYLOR, Administrator
- Mr. Alan Stuart McLean, Administrator
- Ms. Nathalie MEDANA, administrator
- Sir Craig MILLER administrator
- Sir Tony BOOTH administrator

Mr. Darren Wesley TAYLOR assumes the role of Chief Executive Officer of the Company.

The board of directors has not taken any measures to limit the powers of the chief executive.

Ms. Nathalie MEDANA is the Deputy Managing Director of the Company.

The board of directors meets at least once a year at the call of its Chairman, in particular for the purpose of approving the annual accounts.

13-2 LIST OF CORPORATE OFFICERS AND INDICATION OF THEIR OFFICERS OR FUNCTIONS

In accordance with the provisions of Article L 225-102-1 paragraph 4 of the French Commercial Code, we inform you that during the financial year submitted for your approval, the Company's officers and directors in office also held the following positions and corporate offices:

a) Darren Wesley Taylor

Director - Aftech Limited (CRN: 04321599)
Director – Chemex Holdings Ltd (CRN: 11211774)
Director – Chemex International Limited (CRN: 05655220)
Director – Cookerburra Oven Cleaning Franchise Ltd (CRN: 14138154)
Director – Darren Taylor Holdings Limited (CRN: 08448213)
Director – Dorset Aluminium Products Limited (CRN: 01171002)
Director - DTH12 Ltd (CRN: 12336547)
Director - DTH14 Ltd (CRN: 13034542)
Director - DTH16 Ltd (CRN: 13423709)
Director - DTH 17 Ltd (CRN: 13709183)
Director - DTH 18 Ltd (CRN: 14110202)
Director - DTH21 Ltd (CRN: 14310722)
Director – Mister Tacho Franchising Ltd (CRN: 13702779)
Director - TCC Coventry Ltd (CRN: 13704191)
Director – Thomas Cleaning Franchise Limited (CRN: 09703461)
Director – Thomas Commercial Cleaning Limited (CRN: 04647643)
Director – Traas Pest Control UK Limited (CRN: 11537636)
Director – Vendo Ltd (CRN: 01571834)
Non-Executive Director – Vulcan Industries Plc (CRN: 11640409)
Director – Wagging Tails Limited (CRN: 07356799)
Director – Wilkins Chimney Sweep Limited (CRN: 07215825)
LLP Designated Member - TMF Partners Llp (CRN: OC430009)
Director - Franchising International S.A. (Luxembourg R.C.S B-212064)
Director – Incergo S.A. (Luxembourg R.C.S. B-228.776)

b) Alan Stuart McLean

Sleeping Shadows Limited 15783809

c) John Anthony Darling

Director – Green Tech Industries Ltd (CRN: 14186177)
Director - PDR Build UK Ltd (CRN: 13908162)
Director – Tech Infinite Ltd (CRN: 13395804)
Director – Tech Infinite (Green Solutions) Ltd (CRN: 14751686)
Director – Mybelle Properties Ltd (CRN: 11111046)
Director - WHU Holdings Ltd (CRN: 14120745)

Director (Undergoing Liquidation) – Prime Choice Developments Ltd (CRN: 11621571)

d) Craig Cameron Miller

Director - 1 Newland Lincoln Ltd (CRN: 12239274)

Director – Sonnet Capital Limited (CRN: 11604449)

Director – Sonnet Direct Limited (CRN: 14295373)

Director – Sonnet Holdings Limited (CRN: 13302541)

Director - XP Sonnet Development Ltd (CRN: 12922376)

Director of Sonnet Capital GmbH in Switzerland, CHE-115.298.346)

13-3 COMPENSATION AND BENEFITS OF EXECUTIVES

We would like to clarify that the functions of Chairman and Chief Executive Officer of the Company do not entitle the holder to any remuneration of any kind whatsoever, nor any social benefit, nor to any free allocation of shares or stock purchase options.

Ms. Nathalie Medana's remuneration remains as it was set upon her appointment as Deputy Managing Director for France.

The directors do not receive any remuneration for their role as directors.

13-4 VALID DELEGATIONS GRANTED BY THE SHAREHOLDERS' MEETING

There is no valid delegation that has been granted by the shareholders' meeting.

XIV- INFORMATION ON SUPPLIER AND CUSTOMER PAYMENT TERMS

We would like to inform you that Law No. 2008-776 of August 4, 2008 on the modernization of the economy (LME) requires companies whose annual accounts are certified by an auditor to publish, in their management report, information on the payment terms of their suppliers or customers.

Therefore, in accordance with the provisions of Article D.441-4 of the Commercial Code, taken pursuant to Article L.441-6-1 of the Commercial Code, at the close of the financial year submitted for your approval, the balance of the Company's debts to suppliers amounts to €11,559.42.

We inform you that the breakdown, at the close of the financial year submitted for your approval, of the Company's outstanding debts to suppliers by due date is as follows:

	0 days	1 to 30 days	From 31 to 60 days	>61 to 90 days	> 91 j	Total TTC
Number of invoices concerned	1			1	1	
Total amount of the invoices concerned	774			9 831	10 800	21 405
% of the amount of purchases for the financial year	0.6 %	NS	NS	7.7 %	8.5 %	16.8 %

We also inform you that the Company has not incurred any debts owed by clients, so the provisions of Article D 441-4 of the Commercial Code do not need to be filled in on this point.

XV- WAGE PARTICIPATION IN SHARE CAPITAL

During the financial year ended April 30, 2025, the Company had no employees.

XVI- DISCHARGE TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE COMPANY OFFICER

As is customary, we would ask you to kindly grant discharge to the members of the Board of Directors and the Chairman and CEO for the execution of their mandate during the financial year submitted for your approval.

The Chairman of the Board of Directors

John Anthony Darling

The Chief Executive Officer



Darren Taylor (Apr 16, 2026 09:29:07 GMT+1)

CMG CLEANTECH

II – Text of the resolutions submitted to the general assembly

FIRST RESOLUTION

Approval of the financial statements for the year ended April 30, 2025

The General Assembly, having heard the reading of the management report of the Board of Directors and the report of the Auditor,

approves the annual accounts closed on April 30, 2025 as presented and the transactions reflected in these accounts or summarized in these reports, showing a net loss of -€188,983.

The General Meeting gives the members of the Board of Directors and the managers of the Company full and unconditional discharge for the execution of their mandate for the said financial year.

SECOND RESOLUTION

Allocation of the result

The General Meeting decides to allocate the result of the financial year ending April 30, 2025, i.e. a net loss of -€188,983, in full to the "Retained Earnings" account, which thus amounts to -€7,247,020.

The General Meeting indicates, in accordance with the provisions of Article 243 bis of the General Tax Code, that no distribution of dividends or reserves has been made during the financial year of the Company or previously.

THIRD RESOLUTION

Agreements referred to in Article L 225-38 of the Commercial Code

The General Meeting of Shareholders, having heard the reading of the special report of the Auditor relating to the agreements referred to in Article L.225-38 of the Commercial Code, approves the report and the agreements mentioned therein.

FOURTH RESOLUTION

Powers for formalities

The General Meeting of Shareholders, deliberating in accordance with the rules required for the adoption of decisions falling within the competence of the Ordinary General Meeting, gives full powers to the bearer of an original, a copy or an extract of this Meeting, in order to carry out the formalities made necessary.