

ANNUAL
REPORT
2022

ULTIMACAPITAL



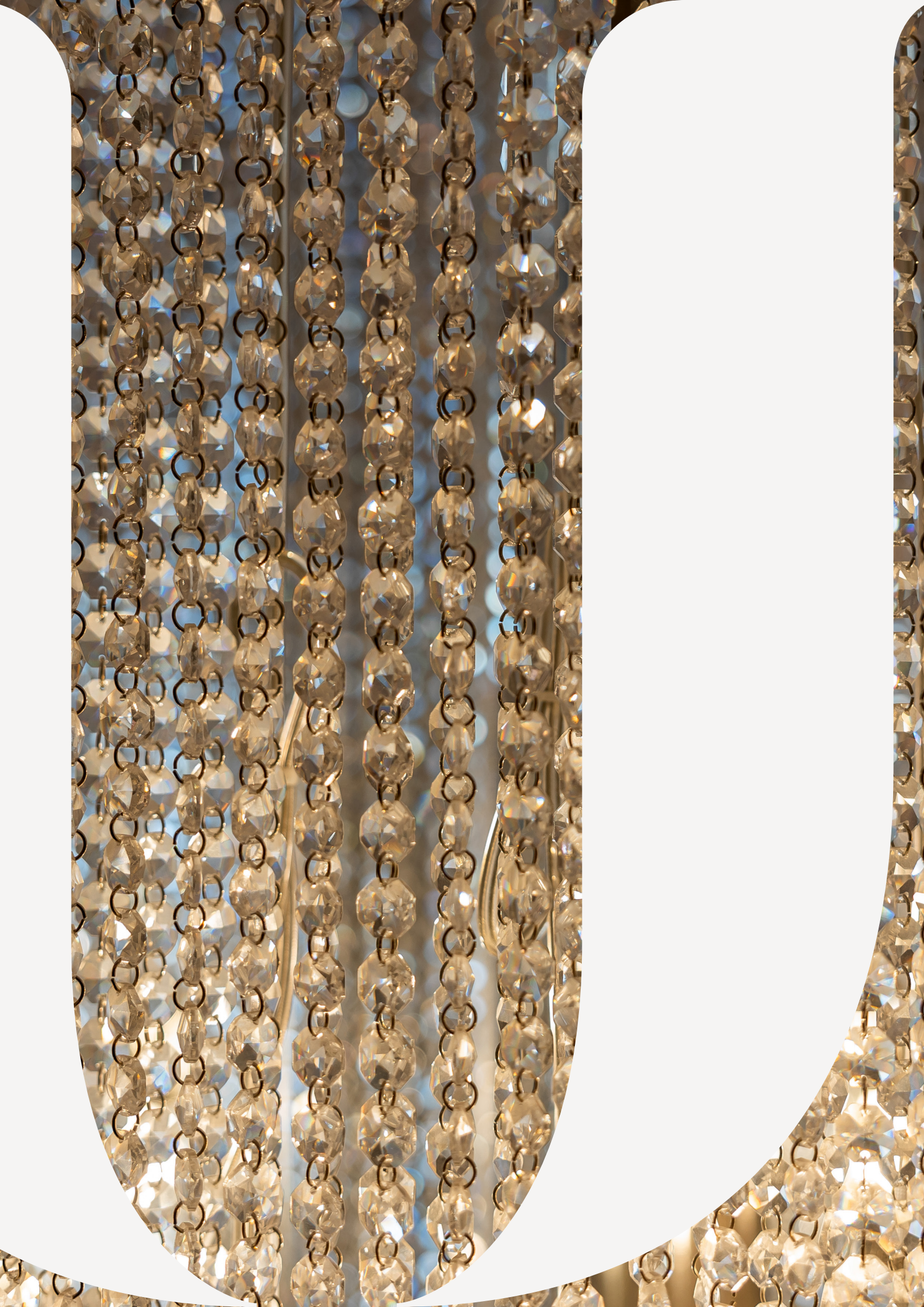


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LETTER TO SHAREHOLDERS

LETTER TO SHAREHOLDERS



DEAR SHAREHOLDERS

Ultima Capital SA (“Company” or “Ultima”, and together with direct and indirect subsidiaries, the “Ultima Group” or “Group”) has continued its strategy in 2022, as the global economy eased out from the COVID-19 pandemic and then encountered international geopolitical tensions and a challenging market environment.

The development of our high-end real estate portfolio was very active during 2022 with the start of construction at Cologny (Geneva) and renovations at the Gstaad Promenade Chesery and Quai Wilson (Geneva) properties. Final works and renovation were achieved at Cannes Le Grand Jardin property and the opening was made in July 2022.

With a diversified real estate portfolio, Ultima’s properties continue to entice ultra-high net worth clients from around the world seeking privacy, exclusivity, and exceptional experiences.

The Company generated consolidated revenues of CHF 16.84 million (up 18 % vs 2021), mainly through the lease of investment properties owned by Ultima Group to ULT Management in multiple locations (Gstaad, Megève, Corfu, Mies, and Courchevel), by management activities in the Crans-Montana property, and by a license agreement signed with ULT Management.

The 2022 operating profit (before revaluations and amortization) of CHF 10.25 million (up 25% vs CHF 8.18 million in 2021) confirms the growing performance of the properties.

The 2022 operating results demonstrate the attractiveness of our growing portfolio and reflect the excellent operational performances with value creating growth.

The revaluation of investment properties amounted to CHF -2.7 million in a context of rising interest rates and increasing inflation.

In 2022, the Company improved its financing structure by switching some of its short-term financial liabilities into long-term bank financing loans.

We continue to strive to optimise the company's financing structure and to use the most suitable financing sources over the long term.

The consolidated net result for 2022 amounted to CHF -6.98 million.

As of 31 December 2022, the Company had a total available consolidated cash position of CHF 16.74 million, and securities CHF 2.34 million.

Ultima has a solid consolidated balance sheet exceeding CHF 1 billion and its portfolio has increased in consolidated value from CHF 991.3 million to CHF 1,010 million as of 31 December 2022.

The diversification of the portfolio is expected to allow Ultima lower overall risk and to operate successfully.

On behalf of the Board of Directors and the Management Team, I wish to thank our shareholders for your trust and confidence. These 2022 annual results highlight the company's resilience and our high-quality real estate portfolio.

STRATEGY AND STRENGTHS

The increases in revenue and client demand demonstrate the successful strategy employed by the Ultima Group and the robustness of the ultra-wealthy market.

Our strengths reside in our exclusive focus on acquiring and developing prime luxury properties in highly desirable locations. Properties are carefully selected based on their rarity and potential for capital appreciation.

The Group's strategy continues to be the development and provision of a 360-degree client offer, covering premium destinations from select mountain resorts to secluded waterfront retreats and prime urban real estate, all year round.

We differentiate ourselves through our signature design and ultra-high luxury amenities, and investment in the latest technologies, materials, and designs to ensure that our properties remain at the forefront of luxury real estate and tastes.

The 2022 achievements reflect the dedication and hard work of our employees, as well as the Group's dynamic and forward-thinking culture.

DIVIDEND

The Company does not intend to distribute dividends for the coming financial years as long as developments of the Company's portfolio are ongoing. While certain properties are already operational, the rest of the Company's properties are under development as of the date of this Annual Report and the Company is looking for additional acquisitions and/or developments. The present capital and consolidated liquidity will be primarily used to finance these developments and acquisitions.

BOARD AND MANAGEMENT

During the reporting period there have been no changes to the members of the Board of Directors, to whom I would like to extend my sincere gratitude for their continued advice and stewardship of the Company as we successfully weathered an extraordinary year.

OUTLOOK

Ultima's success is attributed to its exceptional properties and the adaptability of its business model to emerging challenges and opportunities. The Company is ideally positioned to capitalise on the growing demand for privacy and exclusivity, thanks to its portfolio of high-end real estate.

The Company is confident in its ability to continue providing unparalleled experiences and services to its discerning clients.

Looking ahead, it is with great enthusiasm that the Company awaits the opening of the property Quai Wilson (Geneva), expected to be completed towards the end of 2023.

Ultima is confident that its strong brand reputation, strategic relationship with ULT Management, and the continued growth of the ultra-wealthy segment will serve as a solid foundation for the development of its business model in 2023.

Ultima continues to actively monitor the evolving economic environment and its Board of Directors evaluates that the Company is well positioned to get through any potential challenges and to seize opportunities.





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GROUP OVERVIEW

1. PROFILE

A company and brand disrupting the traditional hospitality sector, setting new trends in tailored, luxury and private living.

Ultima Capital SA (the “Company” or “Ultima”) is a Swiss luxury real-estate developer and owner of high-end properties, offering tailor-made, luxury living experiences. Ultima is also the operator at one of its properties.

The business activity of the Company and its subsidiaries, together the “Ultima Group” or “Group”, includes the long-term direct or indirect holding of luxury properties located in renowned ski resorts in Switzerland (Gstaad, Schönried, Crans-Montana), in France (Courchevel, Megève, Cannes), alongside other properties located in the Geneva City area and in Greece (Corfu).

As of 31 December 2022, Ultima Group holds and develops a portfolio of 48 residences, chalets, villas and plots across 11 locations. All operations and services are conducted by ULT Management, except Crans-Montana (operated by FAITH MOUNTAIN AG, an Ulti-

ma company).

Ultima’s 360-degree strategy offers a complete client experience, featuring high-end properties in select locations, such as mountain resorts, waterfront retreats, and prime urban real estate. FAITH MOUNTAIN AG caters primarily to ultra-wealthy guests who appreciate personalized and exceptional services, including butlers, chefs, private drivers, housekeeping, health and fitness, and concierge services.

Additionally, Ultima properties serve as prestigious showrooms, showcasing partnerships with luxury brands and art dealers, providing guests with opportunities to experience and potentially invest in a wide range of art, paintings, sculptures, cars, jewellery, and more.

Ultima Capital SA is listed on the BX Swiss exchange since August 2019.

2. MANAGEMENT REPORT

2.1. A YEAR MARKED BY GEOPOLITICAL AND MARKET TENSIONS

Global restrictions imposed by the Covid-19 pandemic began to ease in the first quarter of 2022, marking the end of an unprecedented era with severe and unpredictable economic, sanitary and travel challenges. However, these were shortly replaced by new geopolitical challenges, marked by the conflict in Ukraine. The resulting impact on global markets and economies was harsh, and once more unprecedented.

The subsequent rises in the cost of living and raw materials, and increases in inflation and interest rates, had an impact on real estate valuations. Nonetheless, the Company has not experienced any negative impact on the business model of the properties and the Group’s real estate portfolio continues to re-

spond very well to the new circumstances.

2.2. REVENUE AND LEASES AGREEMENTS

For 2022, the Company generated consolidated revenues of CHF 16.84 million mainly through:

- Revenues from long-term lease agreements in Courchevel, Corfu, Gstaad, Megève and Mies
- Revenues from the license agreement between the Company and ULT Management regarding the use of the Ultima branding (the “License Agreement”)
- Management activities in Crans-Montana (the only operating company directly managed by Faith Mountain AG, subsidiary of the Company).

Ultima Group and ULT Management entered into lease agreements for the lease of investment properties owned by Ultima Group (from 10y to 20y, with renewal options in favor of the lessee) as well as the License Agreement. ULT Management operates chalets, villas and residences of Ultima Group and provides property and facility management services. On top of that, a lessee's contribution is invoiced to ULT Management once a property is ready to be delivered and operated under the Ultima branding.

For the property LE GRAND JARDIN (Cannes), rents are directly invoiced to final clients. The property in Crans-Montana also contributed to the yearly results with strong activity.

2.3. VALUATION METHODOLOGY

Ultima Group holds investment properties for long term investment purposes with the aim of realizing revenues from the letting of the properties under long-term rental agreements.

The Group considers an income method such as the discounted cash flow method to be appropriate to estimate the fair value of the properties.

Accordingly, for the financial statements, the discounted cash flow method is used for the determination of the fair value of its investment properties.

Considering the valuation approach, the fair value of the properties as at 31 December 2022 (same as at 31 December 2021) was carried out by two independent experts: Helvet Advisors SA and CAA (Cheseaux Audit and Consulting).

The individual properties were valued at fair market value using the discounted cash flow (DCF) method in accordance with national and international standards.

The discounted cash flow (DCF) method is used to determine fair value on the valuation date. Under this method, the fair value of a property is determined by the sum of projected future earnings discounted of the owner.

The DCF method is based on the future cash flows of the owning company according to the long-term lease agreements in place and is applied with the following parameters:

- Analyse of the existing lease agreements as to their alignment to market practice,
- The applied discount rate represents the average cost of capital and takes the level and

the cost of debt and the individual expected return on equity into consideration,

- The owner's expenses (real estate taxes, insurances...)
- Regular investments to maintain the functionality and attractiveness of the property.

The external appraisers have conducted an analysis of the business model from the operator perspective and concluded that the long-term leases were considered as sustainable for the operator. The appraisers concluded the long-term leases were in line with market leases.

The discount rate is usually based on the average cost of capital and therefore consists of a mix of borrowing costs and expected returned on equity. For the valuation of properties, the applied discount rate represents the average cost of capital and takes the level and the cost of debt and the individual expected return on equity into consideration. The range of the discount rates used in the valuations depending on location and risks related to the operations and industry risks (residential luxury assets with services) is between 3.00% and 5.65% (2.18% and 4.18% as at 31 December 2021).

Changes in the assumptions, namely changes in the budgets or in the discount rates, would lead to significant changes in the total values. For 2022 financial statements (same as at 31 December 2021), the Board of Directors has retained the expert whose overall values are the most conservative of the two appointed valuation experts, namely those of CAA for all investment properties.

Some real estate properties are not yet completed at the date of the financial statements. In order to determine the value 'as is' of projects under construction or under development, the expert's approaches have been applied.

Depending on the state of completion of each project, as of 31 December 2022, a risk margin that varies between 1% and 25% (0.45% and 25% as of 31 December 2021) for projects under construction or development has been deducted.

Ultima Group regularly monitors the performance of the investments by analyzing reports and carries out a business risk assessment in accordance with uniform criteria. The identified risks are assessed according to their probability of occurrence and their potential impact.

The valuation assumptions and results are checked by the Group's management and the Board of Directors. The Board of Directors reviews and subsequently approves the valuations as described in the financial statements.

Besides, Ultima Group attempts to minimize other price risk incurred at the level of its investments through ensuring effective due diligence prior to investing and by continuous monitoring on a perpetual basis of the development and project performances, taking appropriate steps to minimize Ultima Group's downside pricing risks. The value of properties is sensitive to changes in market conditions.

ABOUT THE EXPERTS

CAA Cheseaux Audit and Consulting is specialized in consulting for real estate, tourism and hotel companies. The assignments entrusted to CAA are mainly carried out for the accounts of institutional and banking clients such as Credit Suisse, UBS, Raiffeisen, Safra Sarasin, Arenas Group, etc. Both partners have a background as auditors and strategy consultants in the tourism and hospitality industry.

Helvet Advisors SA is a Swiss real estate consulting company based in Geneva comprised of experienced professionals with a large network in the sector. Helvet Advisors SA offers services related to investment, portfolio management, leasing, valuation as well as project development and management mainly for institutional clients. Lucie Esquerré, associate, is a member of the RICS association.

2.4. EXPANSION OF THE BRAND

Ultima considers itself in a prime position to capitalize on the new trends sought by UHNWIs and by millennials: privacy, isolation, prime locations, tailor-made services and ultra-luxury accommodations instead of traditional luxury hotels.

2.5. NEW PROPERTIES DELIVERED AND DEVELOPMENT PROJECTS

In addition to the current operational properties in Gstaad, Megève, Courchevel, Corfu, Crans-Montana, and Mies (Geneva), Ultima completed and delivered a new asset in the summer 2022, namely Ultima Cannes Le Grand Jardin (France). Ultima Cannes Le Grand Jardin is the sole private property on

the St Marguerite Island, consisting of several buildings including a historic watchtower, 12 bedrooms, 2 swimming pools and remarkable gardens.

Regarding ongoing developments, works on the Ultima Gstaad Promenade property began last year and are expected to continue throughout the coming year with the construction of a second adjoining chalet.

In 2022, construction, renovation and development of the properties Ultima Wilson and Ultima Cologny have continued. These two properties will eventually complete the urban offer in Geneva.

2.6. ANNUAL RESULTS

In 2022, consolidated revenues of CHF 16.84 million (+ 18 % vs 2021) were mainly generated by the lease of investment properties owned by Ultima Group to ULT Management in multiple locations (Gstaad, Megève, Corfu, Mies and Courchevel), by management activities in the Crans-Montana property, and by a license agreement signed with ULT Management.

The 2022 operating profit (before revaluations and amortization) of CHF 10.25 million (+25% vs 8.18 MCHF in 2021) confirms the attractiveness of our growing portfolio and reflects the excellent operational performances with value creating growth.

Since 31 December 2021, the company's portfolio has increased in consolidated value by CHF 19 million from CHF 991.3 million to CHF 1,010.3 million as of 31 December 2022. This is a result of continued construction and development of the properties as well as the ongoing evolution of the portfolio. The consolidated net result from revaluation of investment properties amounted to CHF -2.7 million in a context of rising interest rates and increasing inflation.

The consolidated net result for 2022 amounted to CHF -6.98 million.

Ultima considers itself well positioned for the times ahead thanks to its high-end real estate portfolio and the increasing needs of clients for privacy and exclusivity.

Ultima remains optimistic that the quality of its brand, the relationship with ULT Management, and the evolution of the UHNWI segment will remain a solid foundation for the development of its business model.

3. STRATEGY

The Company aims to develop a 360° offer covering both premium destinations in winter and in summer, as well as a business offer in the main top cities. The business activity of the Company and its subsidiaries, together the “Group”, includes the long-term direct or indirect holding of luxury properties for investment purposes, located in renowned ski resorts in Switzerland (Gstaad, Schönried, Crans-Montana), in France (Cannes, Courchevel, Megève), alongside other properties located in the Geneva City area and in Greece (Corfu).



The development of an urban strategy also extends the usability period over 365 days and such diversification is considered to reduce the overall risk. The Company's goal is to conceive a novel way of offering high-end hospitality that offers an alternative to the traditional five-star plus hotels.

The strategic choices of the Company have been supported by new and growing trends seen since the beginning of the Covid-19 pandemic and illustrated by several expert entities of the segment in their different analysis (Crédit Suisse, Knight Frank, Horwath, UBS, etc.).

3.1. COMBINATION OF HIGH-END ACCOMMODATIONS WITH OUTSTANDING PRIVATE SERVICES

The core of the Company's business model involves the meticulous selection, design, and development of luxurious properties that are primarily meant for weekly and mid-length stays. These exceptional properties consist mainly of residences, chalets, and villas that are leased out to ultra-wealthy clients. The operator caters to guest needs by providing a personal butler, private driver, personal chef, or any other required service. Additional services may be offered depending on customer demand. The Company strives to maintain consistent quality standards, premium experiences, and a flexible approach to new market trends.

The Company's properties offer guests a wide range of high-end services, including wellness and medical tourism, gastronomy, cultural immersion, and general luxury hospitality. The Company aims to create multipurpose luxury retreats that offer the ultra-wealthy the lavish amenities of a five-star hotel with the privacy and exclusive experience of a private residence.

3.2. EXPLOITING TRENDS IN THE TRAVEL AND LEISURE INDUSTRY

The Company is dedicated to catering towards the luxury and ultra-wealthy segment by adapting to current and emerging trends in the travel and leisure industry. Properties are designed and developed with a focus on meeting the needs and desires of the ultra-wealthy, including the increasing demand for privacy and luxurious home-away-from-home experiences. The Company continuously monitors hospitality trends, responds to emerging key trends, and strives to improve and innovate its offerings. The resilience of the ultra-wealthy market that has been witnessed in recent years reinforces the trend of continued demand in the years to come.

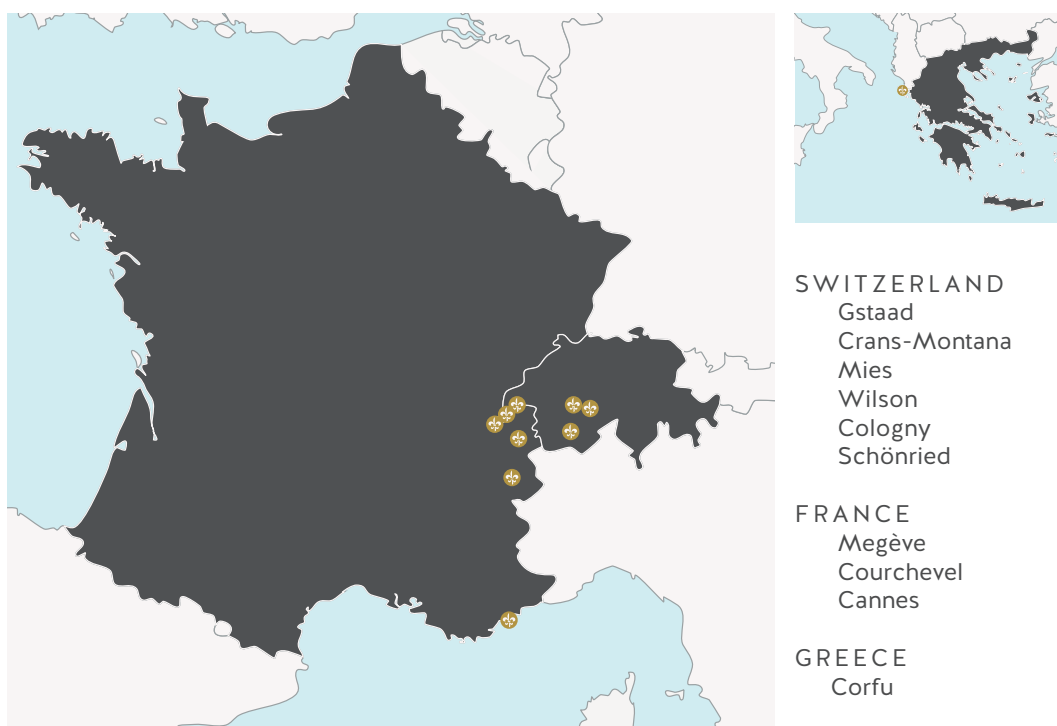
3.3. FURTHER DEVELOPMENT OF THE ULTIMA BRAND

One of the key components of the Company's overall strategy is to develop the Ultima brand and experience. The Ultima experience is defined by the offering of the finest luxury living across all of the Group's Ultima-branded assets.

3.4. DEVELOPMENT OF LUXURY PROPERTIES PORTFOLIO AT PRIME LOCATIONS

In addition to currently operational properties, further assets are under construction in prime locations in the Swiss Alps and the Geneva area. The success of the properties in Switzerland, France, and Greece contin-

ues to validate the strategy of the Company and the Ultima brand as such. The Company will therefore apply the Ultima model to other properties with similar profiles in other prime locations. Construction, renovation and development of properties are ongoing at 3 properties in 2 locations: Gstaad and Geneva.



4. PROPERTIES

Destination	Acquisition Year	Composition
Gstaad	2019	1 asset composed of 7 residences, 1 individual chalet and 1 main chalet of 10 suites, living area, spa, clinic
Megève	2019	1 asset composed of 2 chalets with 8 bedrooms, 1 dormitory, spa, nightclub, helipad
Crans-Montana	2019	2 assets composed of 2 chalets with 14 rooms, 2 dormitories, spa, private lake
Mies	2019	1 asset composed of 1 villa with 9 bedrooms, spa, museum garage, nightclub
Corfu	2019	1 asset composed of 2 villas with 7 bedrooms, 2 swimming pools, private beach and sea waterfront
Courchevel	2019	8 assets, each composed of 1 chalet with 4 bedrooms and 5 assets, each composed of 1 chalet with 5 bedrooms, located on slopes, restaurant, spa and 1 asset composed of 16 apartments for the operator's staff
Wilson	2019*	1 asset composed of 5 luxury apartments, private rooftop, spa and terrace with lake view
Cognny	2019*	2 assets composed of 2 villas with 6 bedrooms, spa, lake view
Schönried	2019**	4 assets composed of 6 residences, 1 master chalet and 2 individuals chalets with spa, clinic, outdoor pool
Gstaad Promenade	2020*	1 asset composed of 1 chalet with 8 bedrooms, 1 dormitory, spa, night club
Cannes Le Grand Jardin	2020	1 asset composed of 2 villas, cottages, historic watch tower, 2 outdoor pools, extra-ordinary gardens and sea water front

Each property detailed in the portfolio overview section, page 83

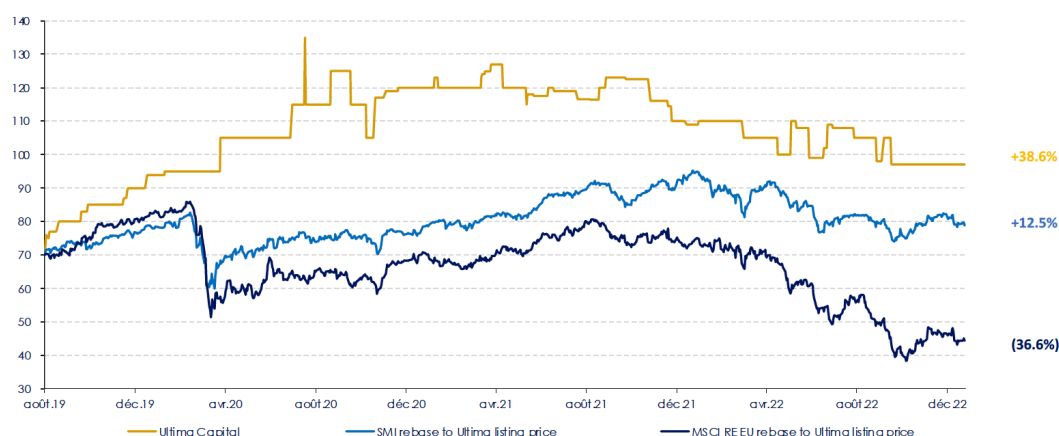
* Opening expected in the next 24 months

** Ongoing project

5. SHARE INFORMATION

The shares of Ultima Capital SA are traded on the BX Swiss Exchange in Bern.

The closing price at year end stood at CHF 97.00, an increase of 38.6% since the listing on 8 August 2019, and a decrease of 11% in 2022.



As of 31.12.2021

Annual Low	Annual High	Closing Price
109,00 CHF	127,00 CHF	109,00 CHF

As of 31.12.2022

Annual Low	Annual High	Closing Price
97,00 CHF	110,00 CHF	97,00 CHF

Annual Performance 2022

-11%

Performance since listing

39%

Number of shares

5,909,922





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CORPORATE GOVERNANCE

1. INTRODUCTION

This second part of the annual report focuses on the organisation of the Company's management, its control principles and its decision-making bodies. This will particularly concern the Shareholder Structure, the Capital Structure, the Board of Directors, the Compensation Report, etc. The aim is to increase transparency in the management of the Company and to offer a clear view to our investors and partners. All information disclosed in this report is based on data as of 31 December 2022, unless stated otherwise. In some cases, the use of rounding may sometimes result in a total of plus or minus 100% of the total element.

The principles and rules of corporate governance currently applied for the Company and all subsidiaries (the "Ultima Group" or "Group") are present in the Company's Articles of Association, its Organisational Reg-

ulations and the various regulations of the Board of Directors' committees. Regular and relevant changes are proposed by the Chairman of the Board of Directors to the Board of Directors in order to improve the Ultima Group's internal management as much as possible.

The Company is committed to complying with all rules relating to corporate governance and in particular to those relating to existing legislation as well as the directives and recommendations of the BX Swiss Exchange.

This Annual Report contains the Compensation Report of the Board of Directors, which also complies with art. 732 et seq. of the Swiss Code of Obligations (nCO) on remuneration in companies whose shares are listed on a stock exchange ("nCO Remuneration Rules").

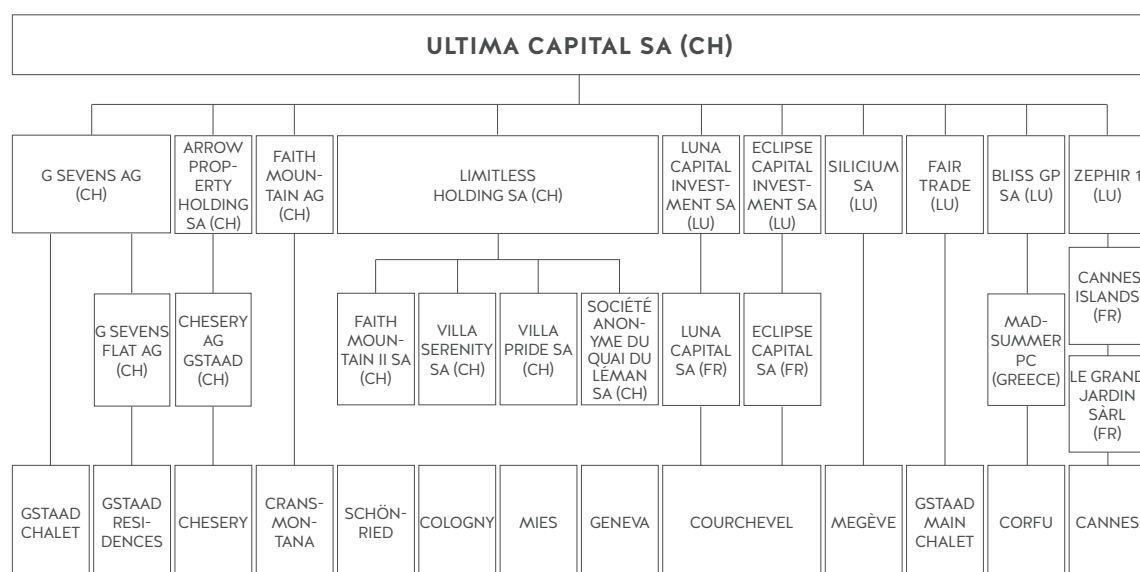
2. GROUP STRUCTURE AND SHAREHOLDERS

2.1. GROUP STRUCTURE

As a Swiss real estate investment company, the Company indirectly invests in targeted real estate projects. The real estate assets of the Group as described in the section "Group overview - Portfolio" are held by several different property companies. The Company holds all of the Group's properties and in-

vestments indirectly through the contributed property companies.

The Group structure can be illustrated as follows (all subsidiaries displayed are in 100% of share capital and voting rights owned by the Company).



2.2. SIGNIFICANT SHAREHOLDERS

The Company was founded by Max-Hervé George and Byron Baciocchi. The date of incorporation of the Company is 5 December 2018. The initial share capital was CHF 100,000, comprised of 100,000 bearer shares with a nominal value of CHF 1.00 per share.

On 5 July 2019, the shareholders' meeting resolved a capital increase by way of an ordinary capital increase from CHF 100,000 to CHF 549,707 by contributions in kind of 100 shares, with a nominal value of CHF 1,000 each.

In an extraordinary shareholders' meeting on 18 July 2019, the shareholders' meeting resolved a reduction of the nominal value from CHF 1.00 to CHF 0.10, thereby increasing the number of Shares from 549,707 to 5,497,070 while leaving the share capital unchanged. In addition, the shareholders' meeting resolved that the shares were converted from bearer shares into registered shares.

On 8 August 2019, the capital increase and share split was performed from CHF 549,707, divided in 549,707 ordinary bearer shares of a par value of CHF 1.00 each, to CHF 590,992.20, divided in 5,909,922 registered shares with transfer restrictions and a par value of CHF 0.10 each.

Other than the above, there have not been any changes in the share capital of the Company since its incorporation.

Upon listing on 8 August 2019, Max-Hervé George and Byron Baciocchi, directly or indirectly, were the majority shareholders. As of 31 December 2022, the Board of Directors is aware of the following shareholdings that exceed 5% of the voting rights in the Company:

Shareholder	Number of shares held	Percentage of Voting rights
Alpine 2 SCSp (UBO Max-Hervé George)	1,968,004	33.30%
Kometa Holdings SA (UBO Byron Baciocchi)	992,290	16.79%
Byron Baciocchi	500,692	8.47%
Madison Debt Holdings IV Sàrl	429,852	7.27%
Minority shareholders	2,019,084	34.17%
Total	5,909,922	100%

2.3. CROSS-SHAREHOLDINGS

There are no cross-shareholdings with other companies.

3. CAPITAL STRUCTURE

As of 31 December 2022, the share capital amounted to CHF 590,992.20 and comprised 5,909,922 fully paid-up registered shares with a nominal value of CHF 0.10. Each share carries one vote at shareholders' meetings. For further details and the composition of the capital of the Company, please see Note 16 in the Consolidated Financial Statements.

3.1. AUTHORIZED SHARE CAPITAL | CAPITAL BAND

As of 31 December 2022, the Company has no authorised share capital. In accordance with the revised provisions of Swiss corporate law, the concept of authorized share capital is replaced by the capital band as of 1 January 2023. Thus far, neither the shareholders nor the Board of Directors have proposed to introduce the capital band in the Articles of Association.

3.2. CONDITIONAL SHARE CAPITAL

As of 31 December 2021, following a conditional capital increase on 3 June 2021, the conditional capital of the Company for employee participations (stock option plan) amounted to CHF 59,099.20 (590,992 shares in the Company with a nominal value of CHF 0.10). The purpose of the stock option plan is to promote the interests of the Company by attracting and retaining valuable individuals to participate in the long-term growth and financial success of the Group. Two option agreements have been signed on 6 May 2022. The Company has granted 1,264 options with strike price CHF 0.10 per option (equity settlement). The vesting date of the options granted is 31 December 2024. The reserve for share-based payment and the personnel expense related to the options agreements are TCHF 31 as of 31 December 2022.

As of 31 December 2022, following shareholders' meeting on 9 June 2022, the share capital may be increased by the issuance of up to 1,181,984 fully paid in registered shares with a per value of CHF 0.10 each, up to an amount of CHF 118,198.40 by means of the exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone and in connection with bonds, notes, options, warrants or other securities or contractual obligations of the Company.

On 22 June 2022, the Company issued TCHF 20,000 unsecured mandatory convertible notes ("MCNs") by private placement. The MCNs have 5 years maturity and do not bear interest. The MCNs are convertible into fully paid registered shares in the Company. The shares to be delivered upon conversion of MCNs will be new shares to be issued from the conditional capital of the Company. The Company has the ability during the tenor of the MCNs to call some or all the MCNs against a payment of 115% of the principal amount of the MCNs. It has full discretion on whether or not to proceed with a cash payment (option granted only to the Company). The Company has the ability either to repay the MCNs in cash or can decide to convert the MCNs into shares at maturity date. Upon maturity, in case the Company does not repay the bond in cash before the maturity date, it will repay the bonds by conversion into new Company shares. Such conversion will be made at a value of CHF 59.375 per share. The possibility of a settlement in new shares has been validated by shareholders' meeting on 9 June 2022.

3.3. PARTICIPATION CERTIFICATES AND PROFIT-SHARING CERTIFICATES

As of 31 December 2022, the Company has not issued any non-voting equity securities, such as participation certificates (bons de participation, Partizipationsscheine) or profit-sharing certificates (bons de jouissance, Genuss-scheine).

3.4. STRAIGHT BONDS, CONVERTIBLE BONDS AND OPTIONS

As of 31 December 2022, the Company has no outstanding straight and bonds convertible into, or options to acquire, Shares, except for the points above in 2.2 (SIGNIFICANT SHAREHOLDERS) and 3.2 (CONDITIONAL SHARE CAPITAL).

3.5. TRANSFER OF SHARES, TRANSFER RESTRICTIONS AND LIMITATION OF VOTING RIGHTS

Shares which are not represented by share certificates may only be transferred by way of assignment. For the validity of such an assign-

ment, the Company must be notified. In cases not certificated shares are administered by a bank on behalf of the shareholder, a transfer may only be made with the involvement of said bank. In case of securities held with an intermediary (titres intermédies, Bucheffekten) transfer and collateralization of shares are governed exclusively by the Swiss Federal Intermediated Securities Act (FISA).

The articles of association of the Company (the "Articles of Association") provide for transfer limitations. Art. 2.4 of the Articles of Association provides for transfer limitations for non-listed Shares and states that the registration of acquirers of such shares as shareholders with voting rights is in any case subject to the approval by the Board of Directors. A person who has acquired registered shares will, upon application, be entered in the share register as shareholder with voting right, provided that he or she expressly states that he or she has acquired the shares concerned in his or her own name for his or her own account. Any person not providing such statement will be registered as nominee into the share register only if he or she declares in writing that he or she is prepared to disclose the name, address and shareholding of any person for whose account he or she is holding shares or he or she immediately discloses this information in writing upon first demand. The Company may,

after consulting with the affected shareholder, cancel entries in the shareholders' register if such entry was based on untrue information given by the acquirer. The acquirer shall be informed of the cancellation immediately.

Furthermore, Art. 2.5 of the Articles of Association provides for transfer limitations for the listed Shares in order to avoid that the Company is considered as "non-Swiss controlled" in accordance with art. 6 para. 1 of Federal Act on the Acquisition of Real Estate by Persons Abroad. Accordingly, the Company can refuse the entry of persons abroad within the meaning of the Federal Act on the Acquisition of Real Estate by Persons Abroad as shareholder with voting right into the share register, if this may endanger the Company being able to prove that it is Swiss controlled. This is notably the case if the sum of the shares that are not recorded in the share register and shares held by persons abroad within the meaning of the Federal Act on the Acquisition of Real Estate by Persons Abroad would surpass a third of the total number of registered shares recorded in the commercial register. As a result of the non-registration, the purchaser of listed Shares may not participate in or vote at the shareholders meeting. The purchaser remains entitled to receive dividends and exercise other rights, such as pre-emptive rights.

4. BOARD OF DIRECTORS, EXECUTIVE BOARD AND AUDITORS

4.1. BOARD OF DIRECTORS

The Board of Directors determines the Company's guiding principles and strategic decisions. It is the Company's ultimate decisional level and is therefore responsible for supervising the executive management. Since the listing and after the first General Meeting in June 2020, there were no changes in the Board of Directors.

The Board of Directors consists of three members appointed by major shareholders and two independent members appointed by the public shareholders. The Board of Directors organises itself, subject to the election of the Chairman and the members of the Compen-

sation Committee by the General Meeting of Shareholders. In accordance with article 4.1 of the Articles of Association, it may designate a vice chairman and a secretary. The secretary does neither have to be shareholder nor a member of the Board of Directors. If the office of the chairman is vacant, the Board of Directors shall appoint a new chairman for the remainder of the term of office. The members of the Board of Directors are elected by the shareholders for a term of one year, beginning with the day of their election. The Articles of Association further stipulate that members of the Board of Directors shall hold their offices until they are replaced or re-elected, unless they retire or are removed earlier. If a director is replaced, his successor shall continue in

office until the end of his predecessor's term. Reserved Matters include (i) the approval of the annual accounts and business plan including capital expenditures, (ii) any matters relating to the Company's dividend policy, (iii) the

participation of the Company in joint ventures, (iv) the modification of the Organizational Regulation, (v) any capital expenditure by the Company.



JEAN-PIERRE VERLAINE

Chairman of the Board of Directors, he also serves as the sole member of the Company's Risk and Audit Committee

Jean-Pierre Verlaine is a founding partner and owner of Engelwood Group (Financial Services) and acts as chief executive officer of Engelwood Asset Management, a CSSF regulated third party AIFM in Luxembourg. Mr. Verlaine serves as board member of a number of Luxembourg regulated investment funds and non-regulated alternative investment funds with special focus on real estate & infrastructure, private equity and debt strategies. From 2004 to 2018 Mr. Verlaine held the position of managing director and partner at the European private equity funds advisor J. Hirsch & Co for over 10 years, respectively in Luxembourg, in Milan and in Frankfurt. During his time with J. Hirsch & Co he held a total of over 1 billion in assets under management. From 1992 to 1999 Mr. Verlaine worked as senior director/deputy director at Société Européenne de Banque S.A. Luxembourg – Gruppo Banca Intesa (Corporate/ Funds Services & Financial engineering services). Mr. Verlaine also has a long-standing track record in the alternative investment funds in-

dustry and relevant background in transaction management in quality of asset manager (deals origination, acquisition, restructuring, debt raising, financial engineering and fund administration).

Mr. Verlaine holds a bachelor's degree in business management with specialization in Accounting & Tax from the Business School of Liège (Belgium). He is a certified Tax Consultant and holds a diploma from the Belgian Institute of Accountants and Chartered Accountants (Liège). In 2003 he successfully completed an executive education program at Harvard Business School (USA). In 2013 and 2014 he successfully completed the certified Luxembourg Director Training (ILA), the Professional Development for European Directors (ecoDa) program and the Executive Education Program (corporate governance certification) at INSEAD (Fontainebleau/ France) and thus achieved certification as independent director (INSEAD IDP-C).



DIMITRI WAEBER

Delegate of the Board of Directors and Executive Member

Mr. Dimitri Waeber initially joined the Company when it was founded in 2018 as sole member of the Board of Directors and held this position up to the listing of the Shares at BX. Since 2018, he holds the position of

director in Villa Serenity AG, Villa Pride AG, Limitless Holding SA and FAITH MOUNTAIN 2 AG. In addition, he holds the position of director of G Sevens Flat AG since 2014, G Sevens AG since 2013, FAITH MOUNTAIN AG

since 2012 and Fidraco Fiduciaire SA since 2011. Mr. Waeber holds a bachelor's degree in management from the Private University

ESM and a Federal Certificate for Specialization in Finance and Accounting from Virgile.



GREGORIO PEREZ TENORIO

Member of the Board of Directors

Mr. Pérez Tenorio holds the position of global managing director at Stoneweg Group, a Real Estate management company established in 2015 with headquarters in Geneva. Stoneweg Group structures and manages both direct and indirect real estate mandates and advises on real estate portfolios. Up until September 2018 Mr. Pérez Tenorio worked as managing director at Expert Timing Systems, an investment advisory firm established in 1987 with

Madrid headquarters.

Mr. Pérez Tenorio studied at the Polytechnic University of Madrid and successfully obtained his bachelor's degree as a Mining Engineer in 2001. With his dual background in both engineering and investment finance, Mr. Pérez Tenorio has acquired over 18 years of experience in the financial services sector.



DANY ROIZMAN

Member of the Board of Directors

Mr. Roizman is a founding partner and director of Brainvest Wealth Management in Geneva. Since September 2018 he serves as a member of the advisory board of Sweetwood Capital. In January 2017 he joined the board of directors of Funding Affordable Homes and in May 2017 he took up a non-executive board membership of the advisory board of YL Ventures. In 2015 Mr. Roizman joined the board of directors of Varia US Properties AG (VARN:SW) and since 2014 he is a member of the advisory board of Aina Hospital-ity-Aina Investment Sicav Sif. From 1996 to March 2004 Mr. Roizman was vice president of JPMorgan, Geneva, Switzerland. During

his time as vice president he held assets of over US Dollar 970 million under his management and gained valuable experience in Brazilian, American and European markets. Mr. Roizman worked as an international fixed income trader at Unibanco - Unia de Bancos Brasileiros S/A in Sao Paulo from June 1996 until December 1996 and at Banco BBM de Investimento S/A in Sao Paulo from 1993 to May 1996.

Mr. Roizman successfully obtained a bachelor's degree in economics from PUC (Pontifical Universidade Catolica) in Sao Paulo (Brazil) in 1997.



BEAT SPÖRRI

Member of the Board of Directors and he also serves as the sole member of the Company's Compensation Committee

Since 1994 Mr. Spörri has held the position of auditor and director of Tannhauser SA. In addition, Mr. Spörri acts as director or liquidator in a number of other Swiss companies. Since 2009 he also works as an accountant for Fidraco Fiduciaire SA. Mr. Spörri started his career in finance with an apprentice-

ship at Swiss Bank Corporation followed by work experience abroad in the UK. He holds a Federal Diploma in Accounting as well as an Advanced Federal Diploma of Higher Education which qualifies him as a chartered expert in financial and management accounting and reporting.

4.2. COMMITTEES OF THE BOARD OF DIRECTORS

4.2.1. RISK AND AUDIT COMMITTEE

The members of the Risk and Audit Committee are appointed by the Board of Directors for a term of office of up to one year ending at the next ordinary shareholders' meeting. Re-election is permitted. The Risk and Audit Committee consists of at least one member of the Board of Directors. On the date of this Annual Report, Jean-Pierre Verlaine is the sole member.

The Risk and Audit Committee has the following general duties and competencies (without limitation):

- Assisting the Board of Directors in fulfilling its duties of supervision of management in organizing the accounting, the financial control and the financial planning;
- Reviewing the outcome of the annual accounts and audit with the external auditor as well as issuing the necessary applications or recommendations to the Board of Directors;
- Examining and submitting proposals to the Board of Directors regarding the approval of the annual and interim accounts of the Company (including significant off-balance sheet positions);
- Clearing of any differences of opinion between the asset manager (if any), the external real estate appraiser and the auditors which may evolve in connection with the prepara-

tion of the annual financial statements;

- Evaluating the external auditors with regard to the fulfilment of the necessary qualifications and independence according to the applicable legal provisions, and making proposals for the attention of the Board of Directors concerning the choice of the external auditors at the general meeting of shareholders;
- Assessing the work done by the external auditors in office and approving the budget submitted by the external auditors for the audit work;
- Assessing the work done by the asset manager (if any), the properties manager(s) and the external real estate appraiser;
- Approving the necessary non revision-specific services provided by the external auditors;
- Examining, reviewing and approving the accounting policies and the external auditing plan;
- Reviewing the Company's compliance with financial laws, regulations, and reporting requirements;
- Setting the guidelines for the Company's risk management system and internal control system and assessing the effectiveness of the risk management system and the internal control system;
- Questioning the external auditor as to the significant risks, contingent liabilities and other fundamental obligations of the Company as well as assessing the measures taken by the Company to handle them;

- Making a summary assessment of the annual business expenses incurred by the members of the Board of Directors and the asset manager (if any).

The Risk and Audit Committee is entitled to conduct investigations in all matters of its competence. It may also request the services of independent advisors and experts to the extent required for the accomplishment of its duties.

4.2.2. COMPENSATION COMMITTEE

The Compensation Committee consists of at least one member of the Board of Directors. On the date of this Annual Report, Beat Spörri is the sole member. The members of the Compensation Committee are individually elected by the shareholders' meeting for a one-year term. Re-election is permitted. The chairperson of the Compensation Committee is appointed by the Board of Directors (Art. 4.5 of the Articles of Association).

The Compensation Committee assists the Board of Directors in remuneration-related matters. Art. 4.5 of the Articles of Association stipulates that the tasks of the Compensation Committee are (i) the preparation and periodic review of the compensation policy and principles of remuneration and the performance criteria in the area of compensation, periodic review of their implementation, and submission of related proposals and recommendations to the Board of Directors and (ii) the preparation of all relevant decisions of the Board of Directors regarding compensation of the members of the Board of Directors, the persons whom the Board of Directors has entrusted with the executive management and the members of any advisory board and submission of related proposals and recommendations to the Board of Directors. The Compensation Committee implements these assignments namely (without limitation) by:

- presenting motions to the Board of Directors in view of the next ordinary general meeting of shareholders with respect to the remuneration of the members of the Board of Directors;
- assisting the Board of Directors in the preparation of the remuneration report;
- implementing the resolutions passed by the general meeting of shareholders with respect to the remuneration of the members of the Board of Directors (including the Executive Managers);

- assessing the principles of remuneration and presenting corresponding motions to the Board of Directors (in view of the next ordinary general meeting of shareholders); and
- presenting motions to the Board of Directors regarding the issuance of compensation rules to be submitted to the general meeting of shareholders for approval.

The Compensation Committee is entitled to conduct investigations in all matters of its competence. In particular, it has full access, to the extent required for the accomplishment of its duties, to the employees, books and records of the Company and its subsidiaries. It may also request the services of independent advisors and experts to the extent required for the accomplishment of its duties.

4.3. EXECUTIVE MEMBER

The Board of Directors has designated Dimitri Waeber as the Executive Member since July 2019.

4.4. INDEPENDENT AUDITORS

Since 18 July 2019, KPMG SA, Geneva, is the statutory auditor of the Company. KPMG SA has audited the Financial Statements as of 31 December 2022.

The Fees paid to KPMG SA in financial year 2022 were CHF 246,000.- for the Company and CHF 95,000.- for the Company's subsidiaries. The total amount of fees for the audit by KPMG for 2022 are CHF 341,000. No other services were rendered in 2022.

5. COMPENSATION REPORT

Since the listing of its shares on BX Swiss Exchange, the Company has been subject to the ordinance against excessive remuneration in listed companies ("Remuneration Ordinance"). In 2022, as part of the revision of Swiss corporate law, the provisions of the Remuneration Ordinance have been transposed into the nCO (art. 732 et seq. nCO, the "nCO Remuneration Rules"), remaining largely unchanged. The nCO Remuneration Rules continue to cover the "say on pay" approval mechanism for the compensation of the Board of Directors and executive management pursuant to which the shareholders' meeting must vote on the compensation of the Board of Directors and the executive management on an annual basis. In accordance therewith, the Articles of Association provide that the shareholders' meeting of the Company must, each year, vote separately on the proposals by the Board of Directors regarding the maximum aggregate amount of the compensation of the Board of Directors and, if in place, the executive management.

Specifically, the Articles of Association provide that, each year, beginning at the annual shareholders' meeting in 2020, the shareholders' meeting must vote separately on the proposals by the Board of Directors regarding the aggregate amounts of:

- compensation of the Board of Directors for the term of office until the next annual shareholders' meeting (i.e., at the ordinary shareholders' meeting in 2023, shareholders will vote on the compensation of the Board of Directors for the period from the ordinary shareholders' meeting in 2023 until the ordinary shareholders' meeting in 2024); and
- compensation of the persons whom the Board of Directors has entrusted with the executive management in advance for the financial year following the annual shareholders' meeting (i.e., at the ordinary shareholders' meeting 2023, shareholders will vote on the compensation of the persons whom the Board of Directors has entrusted with the executive management for financial year 2024).

If the shareholders' meeting does not approve the amount of the proposed compensation, as the case may be, the Board of Directors may either submit new proposals to the same shareholders' meeting or convene a new extraordinary shareholders' meeting with new

proposals for approval. The compensation amounts are deemed to be inclusive of all social security and pension contributions of the members of the Board of Directors and the executive management (i.e., contributions by employee and employer). The principles of remuneration and the provisions covering the reimbursement of expenses for the members of the Board of Directors and the executive management are set out in Art. 4.4 of the Articles of Association (see also below).

The nCO Remuneration Rules moreover require disclosure of compensation paid by the company directly or indirectly to former members of the board of directors, the executive management and the advisory board, insofar as they are related to their former activities as a member of these corporate bodies. This new rule adjusts the scope of the Remuneration Ordinance that previously also required the disclosure of all non-market compensations to former members of corporate bodies. The background of this change is that such non-market remunerations in connection with former mandates are inadmissible under the nCO Remuneration Rules (Art. 735c subs 3 nCO). Benefits from occupational pension plans are still exempt from the disclosure requirements relating to former members.

The nCO Remuneration Rules generally prohibit certain types of compensation payments to board members and members of executive management, notably:

- severance payments that are contractually agreed or provided for in the articles of association; remuneration that is due until the termination of the contracts does not constitute a severance payment;
- compensation related to a ban on competition that exceeds the average remuneration for the last three financial years, or compensation related to a ban on competition that is not justified on business grounds;
- remuneration paid on conditions other than the customary market conditions connected with a previous activity as a corporate body of the company;
- joining bonuses that do not compensate for a verifiable financial disadvantage;
- remuneration paid in advance;

- commission paid for taking over or transferring undertakings or parts thereof;
- loans, credit facilities, pension benefits other than occupational pensions and performance-related remuneration not provided for in principle in the articles of association; and
- the allocation of equity securities or conversion and option rights not provided for in principle in the articles of association.

5.1. COMPENSATION PRINCIPLES

Art. 4.4 of the Articles of Association sets out the principles for the elements of the compensation of the members of the Board of Directors and the executive management.

The members of the Board of Directors shall receive a fixed basic fee and fixed fees for memberships in committees of the Board of Directors as well as a compensation for expenses that is determined by the full Board of Directors based on the proposal of the Compensation Committee and subject to and within the limits of the aggregate amounts approved by the annual shareholders' meeting. The amount of the performance-related compensation of a member of the Board of Directors shall, as a rule, not exceed 100 % of the fixed compensation of such member. The details of the performance-related compensation of the members of the Board of Directors, shall be set forth by the Board of Directors. As part of the compensation of members of the Board of Directors, the Company may also allocate equity securities, conversion rights, option rights or other rights with equity securities as underlying. In case of an allocation of equity securities, conversion rights, option rights or other rights with equity securities as underlying, the amount of the compensation is equal to the value of the securities or, respectively, the rights allocated, determined as at the time of the allocation in accordance with generally accepted valuation methods. The Board of Directors may determine blocking periods for holding the securities or, respectively, the rights and may determine when and to what extent entitled persons acquire an entitlement that is neither subject to conditions nor requirements and under which terms and conditions blocking periods laps and entitled persons acquire promptly an entitlement that is neither subject to conditions nor requirements (e.g. in case of a change of control, a material restructuring or in case of certain forms of termination of an employment agreement). Details are to be determined by the Board of Directors.

Remuneration of the persons whom the Board of Directors has entrusted with the executive management (currently the Executive Member) consists of a fixed compensation and may be complemented by a variable component. The amount of the variable remuneration paid to the persons whom the Board of Directors has entrusted with the executive management depends on the qualitative and quantitative targets and parameters defined by the Board of Directors. The Board of Directors defines and assesses the targets and their achievement or delegates this task to the Compensation Committee.

5.2. AGREEMENTS RELATED TO COMPENSATION

According to Art. 4.8 of the Articles of Association, fixed-term employment and mandate agreements stipulating the remuneration of members of the Board of Directors and the executive management shall not exceed a term of one year. The notice period for open-ended employment and mandate agreements shall not exceed one year.

5.3. COMPENSATION

5.3.1. COMPENSATION OF THE BOARD OF DIRECTORS

For the term of office until the next ordinary general meeting of shareholders (to be held in the year 2023), the total compensation approved by the shareholders for the Board of Directors amounts to CHF 115'000 (including social security contributions) and comprises a fee of CHF 40'000 (chairman) and CHF 15'000 (each member), respectively (all including social security contributions). Additionally, the member of the Risk and Audit Committee receives an additional remuneration of CHF 10'000 and the member of the Compensation Committee receives an additional remuneration of CHF 5'000 (all including social security contributions). As a result, the following remuneration is allocated for each board member as follows:

Jean-Pierre Verlaine in his capacity as Chairman and member of the Risk and Audit Committee: CHF 50,000

Beat Spörri in his capacity as board member and member of the Compensation Committee: CHF 20,000

Dimitri Waeber in his capacity as board member: CHF 15,000

Gregorio Perez Tenorio in his capacity as board member: CHF 15,000

Dany Roizman in his capacity as board member: CHF 15,000

5.3.2. COMPENSATION OF THE EXECUTIVE MANAGEMENT IN DETAIL FOR 2022

For the financial year 2022, no additional compensation has been approved by the shareholders for the executive management. In case any amounts are approved for the executive management in the future, the members receive this amount for the executive function(s), in addition to remuneration as member of the Board of Directors.

The compensation granted to the executive management for the financial year 2022 was CHF 215,000.-, of which CHF 180,000.- as gross salary and CHF 35,000.- as gross extraordinary remuneration (bonus) duly paid or booked as provision in the financial statements as at 31.12.2022, both representing the total gross compensation of Alexis Delayre, CFO of the Company. No compensation was given to Max-Hervé George in his capacity as CEO of the Company and no compensation was given to Byron Baciocchi as COO of the Company as a result of their voluntary waiver for the fiscal year 2022.

Pursuant to an incentive plan ratified and dated 6 May 2022, Alexis Delayre in his capacity as CFO of the Company was granted CHF 60,040 arising from the stock option plan with reference to fiscal year 2020 represented by 632 options with strike price CHF0.10 per option and by considering CHF 95 per share, and CHF 60,040 arising from the stock option plan with reference to fiscal year 2021 represented by 632 options with strike price CHF0.10 per option and by considering CHF 95 per share.

For the financial year 2023, the compensation to be granted to the executive management, subject to the approval of the general shareholder's meeting, will be CHF 835,000.-, of which CHF 350,000.- for Max-Hervé George, CEO of the Company and the highest remuneration for the executive management.

5.4. LOANS AND CREDIT

As of 31 December 2022:

- there are no loans and credit facilities granted by the Company to any former and/or current member of the Board of Directors or the executive management that are still out-

standing;

- the Company has not paid remuneration on conditions other than the customary market conditions to persons closely associated with current or former members of the board of directors, the executive board or the board of advisors; and

- nor have any loans and credit facilities been granted by the Company on conditions other than the customary market conditions to persons closely associated with current or former members of the board of directors, the executive board or the board of advisors which are still outstanding.

5.5. PARTICIPATION RIGHTS AND OPTIONS ON SUCH RIGHTS

As of 31 December 2022, there are no Participation rights in the company and the options on such rights of each current member of the Board of Directors and the executive management (including close associates) outstanding.

5.6 ACTIVITIES IN OTHER UNDERTAKINGS

As of 31 December 2022, neither any of members of the Board of Directors nor the executive management has a comparable position in any other undertaking with a commercial object.

6. REPORT OF THE STATUTORY AUDITOR



Report of the Statutory Auditor

To the General Meeting of ULTIMA CAPITAL SA, Zug

Report on the Audit of the Remuneration Report

Opinion

We have audited the Remuneration Report of ULTIMA CAPITAL SA (the Company) for the year ended 31 December 2022. The audit was limited to the information on remuneration, loans and advances pursuant to Art. 14-16 of the Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (Verordnung gegen übermässige Vergütungen bei börsenkotierten Aktiengesellschaften, VegüV) on pages 30 to 32 of the Annual Report.

In our opinion, the information on remuneration, loans and advances in the Remuneration Report complies with Swiss law and Art. 14-16 VegüV.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Remuneration Report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the Remuneration Report, the consolidated financial statements, the financial statements and our auditor's reports thereon.

Our opinion on the Remuneration Report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Remuneration Report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the Remuneration Report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Board of Directors' Responsibilities for the Remuneration Report

The Board of Directors is responsible for the preparation of a Remuneration Report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a Remuneration Report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's Responsibilities for the Audit of the Remuneration Report

Our objectives are to obtain reasonable assurance about whether the information on remuneration, loans and advances pursuant to Art. 14-16 VegüV is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Remuneration Report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the Remuneration Report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

KPMG SA


Olivier Gauderon
Licensed Audit Expert
Auditor in Charge


Bruno Beça
Licensed Audit Expert

Geneva, 9. June 2023

7. INFORMATION POLICY

The Company's objective is to present a transparent and efficient communication policy towards its investors, future investors, business partners, clients and the competent authorities. The Company communicates quickly and clearly on any information relating to its business activities, in accordance with the requirements and directives of the BX Swiss Exchange.

These principles allow the publication of this Annual Report, which is published every year in order to best inform its shareholders about the commercial activities, the developments of the Group and the annual results achieved over the past year. The Company's consolidated financial statements are compiled in compliance with Swiss GAAP FER.

The report on the half-year consolidated results is published and distributed in the same way as the Company's media releases. This report contains unaudited financial results which are compiled in compliance with Swiss GAAP FER.

The Company does publish communications on current commercial developments and/or important information about its own organization. In compliance with the relevant listing regulations of the BX Swiss Exchange, these communications are always issued simultaneously to a broad circle of recipients. The information contained in these reports and communications is considered correct at the time of its publication. The Company does not make any update on press releases published in the past following market evolutions or business developments.

The Company makes its reporting in the respect the disclosure obligations present in the Financial Market Infrastructure Act (FMIA) as well as the BX Swiss Exchange's ad hoc publicity rules. An archive of all media releases can be found on the Company website under Newsroom, or under Press Centre.

<https://www.ultimacapital.com/newsroom>



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CONSOLIDATED FINANCIAL STATEMENT

1. CONSOLIDATED BALANCE SHEET

In thousands of Swiss francs (CHF)	Note	As of 31.12.2022	As of 31.12.2021
Current Assets			
Cash and cash equivalents	3	16,740	18,554
Securities	4	2,339	
Trade receivables	5	2,848	4,001
Other short-term receivables	6	3,335	2,961
Inventories		1,333	750
Prepaid expenses and accrued income		657	541
Total Current Assets		27,252	26,807
Non-Current Assets			
Tangible fixed assets	7	1,010,318	991,314
Intangible assets	8	1,378	879
Financial assets	9	208	9
Total Non-Current Assets		1,011,904	992,202
TOTAL ASSETS		1,039,156	1,019,009
Current Liabilities			
Short-term financial liabilities	10	22,504	102,884
Trade payables	11	8,091	13,879
Other short-term liabilities	12	1,339	1,042
Accrued expenses and deferred income	13	1,973	2,011
Total Current Liabilities		33,907	119,816
Non-Current (Long-Term) Liabilities			
Long-term financial liabilities	14	447,091	347,477
Deferred tax liabilities	15	118,438	117,843
Total Non-Current (Long-Term) Liabilities		565,529	465,320
Shareholders' Equity			
Share capital	16	591	591
Mandatory Convertible Notes	16	20,000	
Capital Reserves	16	303,266	303,373
Retained earnings		115,863	129,909
Total Shareholders' Equity		439,720	433,873
LIABILITIES AND EQUITY		1,039,156	1,019,009

The accompanying notes form an integral part of these consolidated financial statements.

2. CONSOLIDATED INCOME STATEMENT FOR THE PERIOD JANUARY TO DECEMBER

In thousands of Swiss francs (CHF)	Note	2022	2021
Revenue	20	16,840	14,238
Direct expenses for owner-operated properties	2,17	(812)	(524)
Personnel expense		(1,121)	(1,306)
Other operating expenses	2.17 / 21	(4,658)	(4,221)
Operating profit before revaluations, depreciation, amortization and impairment		10,249	8,187
Revaluation of investment properties, net	22	(2,662)	20,816
Operating profit before depreciation, amortization and impairment		7,587	29,003
Depreciation, amortization and impairment	7-8	(3,113)	(2,481)
Operating profit (EBIT)		4,474	26,522
Financial income		103	258
Financial expense		(8,419)	(3,485)
Foreign currency impact (net)		90	354
Financial result	23	(8,226)	(2,873)
Profit before income taxes		(3,753)	23,649
Income taxes	24	(3,230)	(7,524)
Profit for the period		(6,983)	16,125
Earning per share basic (EPS) (in CHF)	17	(1.18)	2.73
Earning per share diluted (EPS) (in CHF)	17	(1.15)	2.73

The accompanying notes form an integral part of these consolidated financial statements

3. CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

In thousands of Swiss francs (CHF)	Note	Issued Share Capital	Mandatory Convertible Notes	Capital Reserves	Retained earnings	Total shareholders' equity
Equity as at 31.12.2020		591		303,373	35,231	424,030
Foreign currency translation differences	2.2				(6,282)	(6,282)
Result for the period					16,125	16,125
Equity as at 31.12.2021		591		303,373	120,909	433,873
Foreign currency translation differences	2.2				(7,093)	(7,093)
Reserve for share-based payment	16				31	31
Issuance of Mandatory Convertible Notes	16		20,000	(107)		19,893
Result for the period					(6,983)	(6,983)
Equity as at 31.12.2022		591	20,000	303,266	115,863	439,720

The accompanying notes form an integral part of these consolidated financial statements

4. CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE PERIOD JANUARY TO DECEMBER

In thousands of Swiss francs (CHF)	Note	2022	2021
Operating activities			
Result for the period		(6,983)	16,125
Adjustments to reconcile profit to net cash provided by operating activities			
Revaluation of investment properties, net	22	2,662	(20,816)
Depreciation, amortization and impairment	7-8	3,113	2,481
Income taxes	24	3,230	7,524
Interest and finance expense	23	8,419	3,485
Financial income	23	(103)	(258)
Net foreign currency impact	23	(90)	(354)
Other non cash items		(182)	613
		10,067	8,800
Working capital adjustments			
(Increase) / Decrease in trade and other receivables	5-6	1,502	(2,343)
(Increase) / Decrease in prepaid expenses and accrued income		(122)	(23)
(Increase) / Decrease in inventories		(582)	461
Increase / (Decrease) in trade payables	11	(5,552)	(1,543)
Increase / (Decrease) in other liabilities and accrued expenses	13	18	1,586
Cash generated from operating activities		5,330	6,938
Income taxes paid		(746)	73
Net cash provided by operating activities		4,584	7,011
Investing activities			
Purchase of securities	4	(3,115)	
Purchase of intangible assets	8	(949)	(2)
Expenditure on investment properties	7	(33,365)	(34,862)
Expenditure on owner operated properties	7	(4,143)	(34)
Expenditure on furnitures	7	(2,065)	(617)
Purchase of new loans	6-9	(209)	(37)
Reimbursement of loans	9	-	26,017
Interest received			3,470
Net cash used in investing activities		(43,846)	(6,065)
Financing activities			
Proceeds from long-term borrowings	14	104,946	75,416
Proceeds from short-term borrowings	10	18,117	25,092
Repayment of long-term borrowings	14	(1,887)	(22,332)
Repayment of short-term borrowings	10	(94,110)	(72,650)
Interest and finance costs paid		(9,526)	(10,249)
Issuance of Mandatory Convertible Notes	16	20,000	
Net cash provided by financing activities		37,540	(4,723)
Net increase in cash and cash equivalents		(1,722)	(3,777)
Cash and cash equivalents at beginning of period		18,554	22,396
Effect of exchange rate changes on cash and cash equivalents		(92)	(65)
Cash and cash equivalents at end of period	3	16,740	18,554

The accompanying notes form an integral part of these consolidated financial statements

5. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2022

1. BUSINESS OPERATIONS

Ultima Capital SA ("the Company") is based in Baarerstrasse 25, CH-6300 Zug, Switzerland. The date of incorporation of the Company is December 5, 2018.

The current reporting period covers the time period from January 1, 2022 to December 31, 2022. ULTIMA shares have been traded on the BX Swiss since 8 August 2019.

The business activity of the Company and its subsidiaries, together the "Ultima Group", includes the long-term direct or indirect holding of luxury properties for investment purposes located in France (Courchevel, Megève, Cannes), in renowned ski resorts in Switzerland (Gstaad, Schönried, Crans-Montana), while the other properties are located in the Geneva City area and in Greece (Corfu). Ultima Group can practice the whole activities foreseen in the field of real estate: the acquisition, the sale, the financing, the promotion, exploitation and the rental of the real estate properties.

The residences are located in very prestigious destinations and benefit from high quality design and architecture.

The Ultima Capital's real estate portfolio responds very well to the current circumstances, considering the increasing need of exclusivity.

In 2022, construction, renovation and development of the properties have kept going particularly in the Gstaad Promenade Chesery, Quai Wilson and Cologny (Geneva).

Final works and renovation were achieved in Cannes Le Grand Jardin property and the opening was made in July 2022.

In 2022, consolidated revenues of CHF 16.84 million (+ 18 % vs 2021) were mainly generated by the lease of investment properties owned by Ultima Group to ULT Management in multiple locations (Gstaad, Megève, Corfu, Mies and Courchevel), by management activities in the Crans-Montana property, and by a license agreement signed with ULT Management.

The 2022 operating profit (before revaluations and amortization) of CHF 10.25 million (+25% vs 8.18 MCHF in 2021) confirms the growing performance of the properties.

The Company continues to strive to optimise its financing structure and to use the most suitable financing sources over the long term.

As of December 31, 2022, Ultima Group holds and develops a portfolio of 48 residences, chalets, villas and plots across 11 locations (same as at December 31, 2021).

As of December 31, 2022, Ultima Group has 19 employees (15 employees as at December 31, 2021).

2. SIGNIFICANT ACCOUNTING AND VALUATION POLICIES

2.1 PRINCIPLE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements as of 31 December 2022 include Ultima Capital SA and all its subsidiaries.

These consolidated financial statements have been prepared in accordance with Swiss GAAP FER and give a true and fair view of the financial position, the cash flows and the results of operation. When necessary, adjustments are made to the financial statements of the subsidiaries to comply their accounting policies with the Group's accounting policies.

The consolidated balance sheet has been prepared under the historical cost principle except for the items that are measured at their fair values. Deviations from this principle are referred to in notes below. These apply to investment properties (undeveloped properties, existing properties, properties under construction and development sites which are assessed at fair value). The significant accounting principles are explained in the following sections.

Assets realised or consumed in the ordinary course of business within twelve months or

held for sale purposes are classified as current assets. All other assets are classified as non-current assets.

Liabilities to be settled in the ordinary course of business or falling due within twelve months from the balance sheet date are classified as current liabilities. All other liabilities are classified as non-current liabilities.

The consolidated financial statements are presented in Swiss francs (CHF). All figures are presented in thousands of Swiss francs (TCHF) unless indicated otherwise.

2.2 FOREIGN CURRENCY TRANSLATION

The financial statements in foreign currency of the companies in Luxembourg, in France and in Greece have been consolidated, translating their foreign currency to CHF.

This translation has been realized using the following method:

Balance sheet items	Balance sheet rate (31/12/2022)	1 EUR	0.9847 CHF
Balance sheet items	Balance sheet rate (31/12/2021)	1 EUR	1.0331 CHF
Equity items	Historical rate	1 EUR	1.1105 CHF
Profit and loss items	Average rate 2022	1 EUR	1.0047 CHF
Profit and loss items	Average rate 2021	1 EUR	1.0811 CHF

The differences resulting from the application of the above-mentioned exchange rates are recognised in retained earnings.

2.3 SCOPE OF CONSOLIDATION AND CONSOLIDATION METHODS

The scope of consolidation comprises 22 companies including the Company (22 companies as at December 31, 2021). An overview of the group companies is provided in the Note 2.4 "Group companies".

The consolidation is based on the individual financial statements of the Group companies, which were prepared as of December 31, 2022 and drawn up according to uniform accounting policies.

The relevant accounting principles are described below.

The consolidated financial statements include all subsidiaries that are directly or indirectly controlled by the Company.

The Company holds both 100% of the shares of all direct subsidiaries and 100% of all indirect subsidiaries through the corresponding direct subsidiaries.

Therefore, all entities have been fully consolidated: assets, liabilities income and expenses are incorporated in the consolidated financial statements and all intercompany transactions and relations between the consolidated companies are offset against each other and eliminated.

2.4 GROUP COMPANIES

Ultima Capital SA holds share capital in the following entities:

ENTITIES AS OF 31.12.2022

Companies	Domicile	Original currency	Share capital in CHF	Ownership interest 1)	Consolidation
G SEVENS AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
G SEVENS FLAT AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
FAITH MOUNTAIN AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
FAIR TRADE S.A.	Luxembourg, LUXEMBOURG	CHF	2,035,427.00	100%	C
LIMITLESS HOLDING SA	Fribourg, SWITZERLAND	CHF	100,000.00	100%	C
VILLA SERENITY AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
VILLA PRIDE SA	Zug, SWITZERLAND	CHF	100,000.00	100%	C
FAITH MOUNTAIN 2 AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
ARROW PROPERTY HOLDING SA	Fribourg, SWITZERLAND	CHF	100,000.00	100%	C
CHESERY AG GSTAAD	Gstaad, SWITZERLAND	CHF	800,000.00	100%	C
SILICIUM S.A.	Luxembourg, LUXEMBOURG	EUR	45,712.00	100%	C
LUNA CAPITAL INVESTMENT S.A.	Luxembourg, LUXEMBOURG	EUR	34,284.00	100%	C
LUNA CAPITAL SAS	Paris, FRANCE	EUR	1.14	100%	C
ECLIPSE CAPITAL INVESTMENT S.A.	Luxembourg, LUXEMBOURG	EUR	34,284.00	100%	C
ECLIPSE CAPITAL SAS	Paris, FRANCE	EUR	1.14	100%	C
SOCIETE ANONYME DU QUAI DU LEMAN	Geneva, SWITZERLAND	CHF	150,000.00	100%	C
BLISS GP S.A.	Luxembourg, LUXEMBOURG	EUR	33,315.00	100%	C
MADSUMMER SINGLE MEMBER PC	Corfu, GREECE	EUR	1.08	100%	C
CANNES ISLAND	Paris, FRANCE	EUR	1.08	100%	C
LE GRAND JARDIN SARL	Cannes, FRANCE	EUR	210,746	100%	C
ZEPHIR I SARL	Luxembourg, LUXEMBOURG	EUR	1.10	100%	C

(C) Fully consolidated

(1) Ownership interest is equal to voting rights

ENTITIES AS OF 31.12.2021

Companies	Domicile	Original currency	Share capital in CHF	Ownership interest 1)	Consolidation
G SEVENS AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
G SEVENS FLAT AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
FAITH MOUNTAIN AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
FAIR TRADE S.A.	Luxembourg, LUXEMBOURG	CHF	2,035,427.00	100%	C
LIMITLESS HOLDING SA	Fribourg, SWITZERLAND	CHF	100,000.00	100%	C
VILLA SERENITY AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
VILLA PRIDE SA	Zug, SWITZERLAND	CHF	100,000.00	100%	C
FAITH MOUNTAIN 2 AG	Zug, SWITZERLAND	CHF	100,000.00	100%	C
ARROW PROPERTY HOLDING SA	Fribourg, SWITZERLAND	CHF	100,000.00	100%	C
CHESERY AG GSTAAD	Gstaad, SWITZERLAND	CHF	800,000.00	100%	C
SILICIUM S.A.	Luxembourg, LUXEMBOURG	EUR	45,712.00	100%	C
LUNA CAPITAL INVESTMENT S.A.	Luxembourg, LUXEMBOURG	EUR	34,284.00	100%	C
LUNA CAPITAL SAS	Paris, FRANCE	EUR	1.14	100%	C
ECLIPSE CAPITAL INVESTMENT S.A.	Luxembourg, LUXEMBOURG	EUR	34,284.00	100%	C
ECLIPSE CAPITAL SAS	Paris, FRANCE	EUR	1.14	100%	C
SOCIETE ANONYME DU QUAI DU LEMAN	Geneva, SWITZERLAND	CHF	150,000.00	100%	C
BLISS GP S.A.	Luxembourg, LUXEMBOURG	EUR	33,315.00	100%	C
MADSUMMER SINGLE MEMBER PC	Corfu, GREECE	EUR	1.08	100%	C
CANNES ISLAND	Paris, FRANCE	EUR	1.08	100%	C
LE GRAND JARDIN SARL	Cannes, FRANCE	EUR	210,746	100%	C
ZEPHIR I SARL	Luxembourg, LUXEMBOURG	EUR	1.10	100%	C

(C) Fully consolidated

(1) Ownership interest is equal to voting rights

2.5 CAPITAL CONSOLIDATION

Capital consolidation is carried out using the purchase method. Any difference between the purchase price and the net assets of the subsidiary is recorded in the retained earnings.

2.6 CASH AND CASH EQUIVALENTS, SECURITIES

Cash and cash equivalents comprise cash in hand, postal check account deposits and current accounts with banks, as well as fixed-term deposits with a maturity at balance sheet date of less than three months and are shown at nominal value.

Securities are recognized at actual values. If there is no actual value at hand, securities are to be valued at most at acquisition cost less impairment, if any.

2.7 TRADE RECEIVABLES AND OTHER SHORT-TERM RECEIVABLES

Trade receivables and other short-term receivables are reported at their nominal value less impairment, if any.

2.8 PROPERTIES, FURNITURES, EQUIPMENT AND FACILITIES

2.8.1 INVESTMENT PROPERTIES

The portfolio is broken down into the following categories:

- Completed assets
- Assets under construction
- Assets under development to be constructed

Investment properties are those properties held by Ultima Group which Ultima Group does not manage and operate on its own. Ultima Group has entered into lease agreements with Ult Management for these properties.

Investment properties refer to the real estate properties including the land, the constructions and other equipment, and installations. Investment properties are initially recorded at cost plus any directly attributable expenditures or costs.

Borrowing costs, commissions and interests

for the financing or refinancing of properties under construction, properties under renovating and still not operational are capitalised.

The real estate properties are valued at fair value which reflects market conditions at the financial statements date.

Gains or losses arising from changes in fair values of investment properties are included in profit or loss in the period in which they arise.

Ultima Group holds investment properties for long term investment purposes with the aim of realizing revenues from the letting of the properties under long-term rental agreements.

The Group considers an income method such as the discounted cash flow method to be appropriate to estimate the fair value of the properties.

Accordingly, for the financial statements, the discounted cash flow method is used for the determination of the fair value of its investment properties.

Full appraisals of the real estate assets by independent experts take place every 12 months, with semi-annual updates, to determine ultimately the fair value of the investments as described in the financial statements.

Considering the valuation approach, the determination of the fair value of the properties as at 31 December 2022 was carried out by two independent experts Helvet Advisors SA and CAA (Cheseaux Audit and Consulting) (same as at December 31, 2021).

The individual properties were valued at fair market value using the discounted cash flow (DCF) method in accordance with national and international standards.

Under this method, the fair value of a property is determined by the sum of discounted projected future earnings discounted of the owner.

The DCF method is based on the future cash flows of the owning company according to the long-term lease agreements in place and is applied with the following parameters:

- Analyse of the existing lease agreements as to their alignment to market practice,
- The applied discount rate represents the average cost of capital and takes the level and the cost of debt and the individual expected

return on equity into consideration,

- The owner's expenses (real estate taxes, insurances...)
- Regular investments to maintain the functionality and attractiveness of the property.

The external appraisers have conducted an analysis of the business model from the operator perspective and concluded that the long-term leases were considered as sustainable for the operator. The appraisers concluded the long-term leases were in line with market leases.

The discount rate is usually based on the average cost of capital and therefore consists of a mix of borrowing costs and expected returned on equity. For the valuation of properties, the applied discount rate represents the average cost of capital and takes the level and the cost of debt and the individual expected return on equity into consideration. The range of the discount rates used in the valuations depending on location and risks related to the operations and industry risks (residential luxury assets with services) is between 3.00% and 5.65% (2.18% and 4.18% as at December 31, 2021).

Changes in the assumptions, namely changes in the budgets or in the discount rates, would lead to significant changes in the total values. For 2022 financial statements (same as at December 31, 2021), the Board of Directors has retained the expert whose overall values are the most conservative of the two appointed valuation experts, namely those of CAA for all investment properties.

As of December 31, 2022, some real estate properties are not yet completed at the date of the financial statements. In order to determine the value 'as is' of projects under construction or under development, the expert's approaches have been applied.

Depending on the state of completion of each project, as of December 31, 2022, a risk margin that varies between 1% and 25% (0.45% and 25% as of December 31, 2021) for projects under construction or development has been deducted.

Ultima Group regularly monitors the performance of the investments by analyzing reports and carries out a business risk assessment in accordance with uniform criteria. The identified risks are assessed according to their probability of occurrence and their potential impact.

The valuation assumptions and results are checked by Group Management and the Board of Directors. The Board of Directors reviews and subsequently approves the valuations as described in the financial statements.

Besides, Ultima Group attempts to minimize other price risk incurred at the level of its investments through ensuring effective due diligence prior to investing and by continuous monitoring on a perpetual basis of the development and project performances, taking appropriate steps to minimize Ultima Group's downside pricing risks. The value of properties is sensitive to changes in market conditions.

2.8.2 OWNER-OPERATED PROPERTIES

Properties which Ultima Group manages and operates on its own are classified as owner-operated properties. They are measured at cost less accumulated depreciation and any accumulated impairment losses. The expected useful life is 66 years. The amortization of the owner-operated properties relates to the construction and not to the land (plots). The only owner-operated property is located at Crans-Montana (FAITHMOUNTAIN AG).

Pledge agreements are in place regarding the properties (see Notes 7, 10 and 14 for more detailed information).

2.8.3 FURNITURES

Furnitures assets are recognized at cost less depreciation. The depreciation period amounts to five years (straight line).

2.9 FINANCIAL ASSETS

The Financial assets include loans, deposits and guarantees. Financial assets are recognised at acquisition cost less impairment, if any.

2.10 INTANGIBLE ASSETS

Intangible assets are recognized at cost less amortization and any impairments and include trademarks, structuring fees and website which was developed by third parties or within the Group. The amortization period amounts to five years (straight line).

2.11 IMPAIRMENT OF ASSETS

If there is any indication that an asset's value is impaired, an "impairment test" is conducted. Should the examination show that the carrying amount exceeds the recoverable amount (the higher of either its value in use or fair value less selling costs), an impairment loss is recognized.

2.12 FINANCIAL LIABILITIES

Mortgages, other collateralized financing and bonds are listed as financial liabilities and recorded in the balance sheet at nominal value. Mortgage loans and fixed advances due for redemption within 12 months are presented as current financial liabilities. Financing with financial institutions with a remaining maturity of more than one year as at the reporting date is recorded under "Long-term financial liabilities".

2.13 TRADE PAYABLES AND OTHER LIABILITIES

Other short-term liabilities are amounts due within one year. Other liabilities falling due after more than one year are reported under "Other long-term liabilities". These items are stated at their nominal value.

2.14 MANDATORY CONVERTIBLE NOTES (EQUITY)

The Group's interest-free mandatory convertible notes are classified as equity as they do not contain any obligation to deliver cash or other financial assets and do not require settlement in a variable number of the Group's equity instruments. Incremental costs directly attributable to the issuance of the mandatory convertible notes are recognized as a deduction from equity (capital reserves).

2.15 TAXES

Tax expenses and income taxes payable are based on taxable income and calculated in accordance with the applicable legislations and regulations.

Current and future tax effects are both considered in the consolidated financial statements. Current income taxes must be distinguished from deferred taxes.

Deferred tax assets and liabilities are recog-

nized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred taxes generally are recognized in the consolidated income statement.

2.16 REVENUES

Ultima Group and Ult Management entered into lease agreements for the lease of investment properties owned by Ultima Group and also concluded a license agreement.

Ult Management operates chalets, villas and residences of Ultima Group and provides property and facility management services.

When real estate property under the branding Ultima is operational and to let access to Ult Management to manage and develop services, Ultima Group invoices lessee's contribution to Ult Management.

All operations and services are conducted by Ult Management, except at Crans-Montana (operated by FAITH MOUNTAIN AG).

For the property LE GRAND JARDIN (Cannes), rents are directly invoiced to final clients.

If desired, Ultima Group may grant ULT Management a priority option for the renewal of rental contracts, under the same terms and conditions of the contract currently in force at the time of renewal.

Ultima Capital SA granted Ult Management Holding SA a license to use the trademarks and Ultima brand. Pursuant to the license agreement, Ult Management Holding SA pays to Ultima Capital SA royalties amounting to 2% of the Ult Management Group consolidated turnover (room income, food and beverage income, SPA income...) related to the License. As the Company mainly invoices rents, there is no significant seasonality effect on revenues.

2.17 OPERATING EXPENSES

Operating expenses are recognized in the consolidated financial statements in the period in which they are incurred.

Direct expenses for owner operated properties are mainly related to purchases of food and beverages, spa and electricity.

The other operating expenses comprise IT and administrative general expenses, marketing and communication, legal accounting and auditing fees and insurance costs.

2.18 REVALUATIONS OF INVESTMENT PROPERTIES

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise.

2.19 FINANCIAL RESULT

The financial result includes interest income and expenses, gains and losses on securities, exchange rate differences and other financial income and expenses.

2.20 OFF-BALANCE SHEET TRANSACTIONS

Contingent liabilities and other non-recognizable commitments are valued and disclosed on each balance sheet reporting date. If contingent liabilities and other non-recognizable commitments lead to an outflow of funds without a simultaneous usable inflow of funds and the outflow of funds is probable and reliably estimable, a corresponding provision is made.

2.21 ESTIMATES

The preparation of the financial statements requires a number of estimates and assumptions to be made.

These relate to the reported assets, liabilities and contingent liabilities at the time the balance sheet is being prepared.

Should the estimates and assumptions made to the best of Ultima Group's knowledge at the financial statements date deviate from actual circumstances, adjustments to the original estimates and assumptions are then carried out in the reporting period in which the circumstances change.

3. CASH AND CASH EQUIVALENT

TCHF	31.12.2022	31.12.2021
Cash at bank and on hand	16,740	18,554
Total	16,740	18,554

4. SECURITIES

Securities amount to TCHF 2,339 (TCHF 0 as at December 31, 2021) and are comprised of Swiss, US and European listed securities. These securities are measured at actual values. A change in actual values of TCHF - 776 was recognized in financial expense as at December 31, 2022.

5. TRADE RECEIVABLES

The item amounts to TCHF 2,848 (TCHF 4,001 as at December 31, 2021) and is mainly compounded of invoices to Ult Management group of companies, as detailed in Note 18 and trade receivables from the owner operated property located at Crans-Montana (FAITH MOUNTAIN AG).

No allowance for doubtful debts has been made.

6. OTHER SHORT-TERM RECEIVABLES

TCHF	31.12.2022	31.12.2021
Value-added tax receivables	2,693	2,325
Tax advances	30	19
Other receivables	33	185
Other short term receivables from related parties	579	432
Total	3,335	2,961

OTHER SHORT-TERM RECEIVABLES FROM RELATED PARTIES 31.12.2022 (SEE NOTE 18)

Companies	Borrower	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
FAIR TRADE SA	Colipa SA	130	3,00%	10	31.12.22
SILICIUM SA	Ult Management Megève	44	3,50%	6	31.12.22
SILICIUM SA	Ult Management Megève	4	n/a	-	n/a
LUNA CAPITAL SAS	Ult Management Courchevel	225	n/a	-	n/a
ECLIPSE CAPITAL SAS	Shareholders	9	n/a	-	n/a
ECLIPSE CAPITAL SAS	Megève	18	n/a	-	n/a
ECLIPSE CAPITAL SAS	Ult Management Courchevel	133	n/a	-	n/a
Total		563		16	

**OTHER SHORT-TERM RECEIVABLES FROM RELATED PARTIES
31.12.2021 (SEE NOTE 18)**

Companies	Borrower	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
FAIR TRADE SA	Colipa SA	130	3.00%	6	31.12.21
SILICIUM SA	Ult Management Megève	46	3.50%	4	31.12.21
SILICIUM SA	Ult Management Megève	4	n/a	-	n/a
LUNA CAPITAL SAS	Ult Management Courchevel	53	n/a	-	n/a
ECLIPSE CAPITAL SAS	Shareholders	10	n/a	-	n/a
ECLIPSE CAPITAL SAS	Ult Management Courchevel	179	n/a	-	n/a
Total		422		10	

**7. INVESTMENT PROPERTIES, OWNER-OPERATED
PROPERTIES, FURNITURES, EQUIPMENT AND
FACILITIES**

INVESTMENT PROPERTIES AS OF 31.12.2022

TCHF	Cat A Completed	Cat B - Under construction	Cat C - to be constructed	Total
Costs as at 31.12.2021	283,273	330,121	91,419	704,813
Additions				-
Capitalized costs	9,170	20,936	858	30,965
Capitalized borrowing costs	1,015	1,302	83	2,400
Effect of movements in exchange rates	(6,136)			(6,136)
Costs as at 31.12.2022	287,323	352,359	92,360	732,042
Revaluation of investments proper- ties as at 31.12.2021	15,833	84,184	39,011	139,028
Positive fair value adjustments	3,027	6,990	4,689	14,707
Negative fair value adjustments	(16,789)	(580)		(17,369)
Effect of movements in exchange rates	(8,989)			(8,989)
Revaluation of investments proper- ties as at 31.12.2022	(6,919)	90,595	43,700	127,376
Total as at 31.12.2021	299,106	414,305	130,430	843,841
Total as at 31.12.2022	280,404	442,954	136,060	859,419

INVESTMENT PROPERTIES AS OF 31.12.2021

TCHF	Cat A Completed	Cat B - Under construction	Cat C - to be constructed	Total
Costs at as 31.12.2020	278,268	311,725	85,573	675,566
Additions	-	-	-	-
Capitalized costs	3,792	11,070	5,725	20,587
Capitalized borrowing costs	6,396	7,758	121	14,275
Effect of movements in exchange rates	(5,183)	(432)		(5,615)
Costs at as 31.12.2021	283,273	330,122	91,419	704,813
Revaluation of investments properties as at 31.12.2020	22,637	77,256	26,387	126,280
Positive fair value adjustments	2,012	10,727	12,624	25,363
Negative fair value adjustments	(4,547)	-	-	(4,547)
Effect of movements in exchange rates	(4,269)	(3,799)		(8,068)
Revaluation of investments properties as at 31.12.2021	15,833	84,184	39,011	139,028
Total as at 31.12.2020	300,905	388,981	111,960	801,846
Total as at 31.12.2021	299,106	414,305	130,430	843,841

The Company's real estate portfolio fits well to the current trends, taking into account needs for privacy and exclusivity.

The high quality of design and architecture in combination with the adaptability of the portfolio are important success factors.

In 2022, there has been no acquisition of properties. The construction and development of the properties have continued in 2022.

In 2022, the capitalized costs of TCHF 9,170 in category A are related to renovation costs (Gstaad Residences, Courchevel and Megève properties) and construction and renovation costs of the property Cannes Le Grand Jardin.

The capitalized costs of TCHF 20,936 in category B are related mainly to the construction and renovation costs of the properties The Chesery, Cologny and Quai Wilson.

The capitalized costs of TCHF 858 in category C are related to the development costs of Schönried.

Borrowing costs and interests for the financing of properties under construction, properties under renovating and still not operational are capitalised. The total amount of borrowing costs capitalised for the period amounts to TCHF 2,400 as of December 31, 2022 (TCHF 14,275 as of December 31, 2021).

The positive fair value adjustments in category A (TCHF 3,027) relate mainly to Gstaad Main Chalet, Gstaad Chalet Residence (TCHF 591) and Mies (TCHF 2,269) properties.

The negative fair value adjustments in category A (TCHF - 16,789) relate to Megève (TCHF - 3,162), Courchevel (TCHF -7,811), Gstaad Residences (TCHF - 1,612) and are also in connection with the increase of construction (with high standard of luxury) and capitalised costs for the property Cannes Le Grand Jardin (TCHF - 4,069). The Cannes property was completed as of June 30, 2022 and operational from July 2022.

The positive fair value adjustments in category B (TCHF 6,990) refer to the properties of Cologny (TCHF 4,788) and The Chesery (TCHF 2,202).

The negative fair value adjustments in category B (TCHF - 580) relate to the properties of Quai Wilson.

The positive fair value adjustments in category C (TCHF 4,689) relate to the development of the properties of Schönried.

OWNER-OPERATED PROPERTIES, FURNITURES, EQUIPMENT AND FACILITIES AS AT 31.12.2022

The owner-operated properties of Crans Montana are a unique and very private location in a forest surrounding and close to ski slopes. The properties fit perfectly with client expectations and the increasing needs of privacy and exclusivity. The positioning

of the properties as a luxury resort enable to be above benchmarks of similar properties. According to independent expert valuation, the land (plots) of Crans-Montana properties is assessed at TCHF 63,000 (same as at December 31, 2021).

TCHF	Owner operated properties and furnitures	Furnitures, equipment & facilities	Total
Costs as at 31.12.2021	142,614	9,287	151,901
Additions	4,143	2,065	6,208
Effect of movements in exchange rates	-	(120)	(120)
Costs as at 31.12.2022	146,758	11,232	157,991
Cumulative depreciation and impairment as at 31.12.2021	(2,414)	(2,014)	(4,428)
Depreciation	(1,179)	(1,484)	(2,664)
Cumulative depreciation and impairment as at 31.12.2022	(3,593)	(3,498)	(7,092)
Total as at 31.12.2021	140,200	7,273	147,473
Total as at 31.12.2022	143,164	7,734	150,899

OWNER-OPERATED PROPERTIES, FURNITURES, EQUIPMENT AND FACILITIES AS AT 31.12.2021

TCHF	Owner operated properties and furnitures	Furnitures, equipment & facilities	Total
Costs at as 31.12.2020	142,580	8,929	151,509
Additions	34	617	651
Reduction	-	-	-
Effect of movements in exchange rates	-	(259)	(259)
Costs at as 30.06.2021	142,614	9,287	151,901
Cumulative depreciation and impairment as of 31.12.2020	(1,271)	(1,033)	(2,304)
Depreciation	(1,143)	(981)	(2,124)
Cumulative depreciation and impairment as of 31.12.2021	(2,414)	(2,014)	(4,428)
Total as of 31.12.2020	141,309	7,896	149,205
Total as of 31.12.2021	140,200	7,273	147,473

The real estate portfolio includes 48 residences, chalets and villas located in 11 geographic areas (same as of 31 December 2021):

REAL ESTATE PORTFOLIO AS AT 31.12.2022

TCHF	Investment properties	Fair Value Adjustment	Total Fair Value	Owner-operated properties	Furnitures	Total investment property, owner-operated property, furnitures, equipment & facilities
	1)	2)		1)	1)	
Gstaad residences	83,018	13,370	96,388	-	140	96,528
Gstaad Main Chalet	106,688	(480)	106,208	-	1,443	107,651
Megève	47,918	(10,516)	37,402	-	265	37,667
Mies	35,479	6,023	41,502	-	827	42,329
Courchevel seasonal staff	3,674	155	3,829	-	28	3,857
Courchevel	190,858	(60,741)	130,116	-	1,893	132,010
Cologne	30,509	15,342	45,851	-	-	45,851
Schönried chalets & residences	60,715	33,146	93,861	-	-	93,861
Quai Wilson	58,416	40,795	99,211	-	-	99,211
Corfu	11,456	10,537	21,993	-	168	22,161
Gstaad Chalet Promenade Chesery	39,138	35,978	75,116	-	-	75,116
Cannes	64,172	43,768	107,941	-	1,459	109,400
Crans-Montana	n/a	n/a	n/a	143,164	1,512	144,676
Total	732,041	127,377	859,419	143,164	7,734	1,010,318

1) Initial costs

2) Difference between initial cost and fair value at balance sheet date

REAL ESTATE PORTFOLIO AS OF 31.12.2021

TCHF	Investment properties	Fair Value Adjustment	Total Fair Value	Owner-operated properties	Furnitures	Total investment property, owner-operated property, furnitures, equipment & facilities
	1)	2)		1)	1)	
Gstaad residences	81,582	14,390	95,972	-	281	96,253
Gstaad Main Chalet	106,688	(647)	106,041	-	1,592	107,633
Megève	47,643	(6,018)	41,625	-	333	41,958
Mies	35,479	3,754	39,233	-	864	40,097
Courchevel seasonal staff	3,833	(23)	3,810	-	49	3,859
Courchevel	194,469	(50,022)	144,447	-	2,163	146,610
Cologne	23,975	10,554	34,529	-	-	34,529
Schönried chalets & residences	59,774	28,457	88,231	-	-	88,231
Quai Wilson	50,636	41,375	92,011	-	-	92,011
Corfu	11,895	11,247	23,142	-	197	23,339
Gstaad Chalet Promenade Chesery	31,213	33,776	64,989	-	-	64,989
Cannes	57,626	52,185	109,811	-	-	109,811
Crans-Montana	n/a	n/a	n/a	140,200	1,794	141,994
Total	704,813	139,028	843,841	140,200	7,273	991,314

1) Initial costs

2) Difference between initial cost and fair value at balance sheet date

INVESTMENT PROPERTIES

GSTAAD, SWITZERLAND:

- Seven residences currently operational
- One main chalet currently operational

MEGÈVE, FRANCE:

- Two existing chalets fully renovated currently operational
- The project of one additional chalet and a guest chalet to be built

THE GENEVA LAKE AREA (MIES), SWITZERLAND:

- One villa in Mies currently operational

COURCHEVEL, FRANCE:

- Thirteen chalets are completed and operational since December 2021.
- Three residences for the staff

GENEVA (COLOGNY), SWITZERLAND:

- The project of the construction of two villas in Cologny from an existing villa

SCHÖNRIED, SWITZERLAND:

- The project (Schönried 1) of one main large chalet with 6 residences
- The project (Schönried 2) of two independent chalets with 7 bedrooms each
- The project (Schönried 3) of one master chalet with 7 bedrooms

QUAI WILSON 33 (GENEVA), SWITZERLAND:

- The project of realization of 4-5 luxury apartments. Residential building to be fully renovated as per Ultima Standard

CORFU, GREECE:

- Two high-end luxury seaside villas currently operational

CANNES, FRANCE:

- Sole private property on the St Marguerite Islands compounded by several buildings, including a historic watchtower, and remarkable gardens
- Full renovation of the existing and gardens
- The property will offer 12 bedrooms and 2 swimming pools

GSTAAD CHESERY, SWITZERLAND:

- Full renovation of one master chalet with 9 bedrooms
- Project of a second smaller chalet

OWNER-OPERATED PROPERTIES:

CRANS-MONTANA, SWITZERLAND:

- Two chalets currently operational
- One chalet currently being fully renovated
- The project of the full refurbishment and extension of a fourth chalet
- The project of the construction and refurbishment of further three chalets

The portfolio is divided into 3 categories of assets: assets completed (Cat A), assets under construction (Cat B) and assets under development to be constructed (Cat C).

PORTFOLIO AS OF 31.12.2022

Cat A - Completed	Cat B - under construction	Cat C - to be constructed	Total
Gstaad Residences	Chesery	Megève 2	
Gstaad Main Chalet	Quai Wilson 33	Crans-Montana 2	
Megève 1	Cologne	Crans-Montana 3	
Crans-Montana 1		Schönried	
Corfu			
Courchevel			
Courchevel staff			
Mies			
Cannes			
652,177	220,178	137,963	1,010,318
64.55%	21.79%	13.66%	

PORTFOLIO AS OF 31.12.2021

Cat A - Completed	Cat B - under construction	Cat C - to be constructed	Total
Gstaad Residences	Chesery	Megève 2	
Gstaad Main Chalet	Quai Wilson 33	Crans-Montana 2	
Megève 1	Cannes	Crans-Montana 3	
Crans-Montana 1		Cologne	
Corfu		Schönried	
Courchevel staff			
Mies			
Courchevel			
557,974	266,811	166,529	991,314
56.29%	26.91%	16.80%	

The real estate properties, which are classified as investment properties, are valued at fair value as at 31 December 2022 and 31 December 2021. Full appraisal of the real estate assets by independent experts take place every 12 months, with semi-annual updates, to determine ultimately the fair value of the investments as described in the financial statements. Owner-operated properties (Crans-Montana) are measured at cost less accumulated depreciation less impairment losses.

As of 31 December 2022, some real estate properties are not yet completed at the date of the financial statements. In order to determine the value 'as is' of projects under construction or under development, the expert's

approaches have been applied. Depending on the state of completion of each project, in 2022 a risk margin that varies between 1% to 25% (between 0.45% to 25% in 2021) for projects under construction or development has been deducted. The total realized assets (Cat A) represent 64.55% (56.29% as at 31 December 2021) of the portfolio 'as is' value, the assets under construction (Cat B) equate to 21.79% (26.91% as at 31 December 2021) of the portfolio whilst the 'to be built' projects (Cat C) represent 13.66% (16.80% as at 31 December 2021). In terms of risk appreciation, the existing properties and properties currently under construction – at well advance stage – represent more than 85% of the portfolio.

In 2022, commitments for properties under development or yet to be constructed relate to construction contracts with SATURNUS are detailed below:

- Gstaad Chesery (CHESERY AG GSTAAD): TCHF 6,881 (TCHF 6,881 already paid)
- Schönried (FAITH MOUNTAIN 2 SA): TCHF 4,287 (TCHF 4,287 already paid)
- Cannes (LE GRAND JARDIN SARL SA): TEUR 3,100 (TEUR 3,100 already paid)
- Crans-Montana (FAITH MOUNTAIN SA): TCHF 3,895 (TCHF 3,985 already paid)
- Cologny (VILLA SERENITY SA): TCHF 1,125 (TCHF 1,125 already paid)
- Geneva Quai Wilson (SA QUAI DU LEMAN) : TCHF 5,497 (TCHF 5,178 already paid)
- Gstaad (G SEVENS FLAT SA): TCHF 2,329 (TCH 2,329 already paid)

In 2021, commitments for properties under development or yet to be constructed relate to construction contracts with SATURNUS are detailed below:

- Gstaad Chesery (CHESERY AG GSTAAD): TCHF 1,850 (TCHF 692 already paid)
- Schönried (FAITH MOUNTAIN 2 SA): TCHF 3,950 (TCHF 2,706 already paid)
- Cannes (LE GRAND JARDIN SARL SA): TEUR 1,100 (TEUR 935 already paid)

SUMMARY OF VALUES 31.12.2022

Location	Surface sqm	Price CHF/ sqm	Opinion of value at full completion	Opinion of value as is	Mortgage value	In favor of
Gstaad residences	1,749	55,110	96,388	96,388	64,431	Reyl & Cie
Gstaad Main Chalet	2,743	38,720	106,208	106,208	58,999	Reyl & Cie
Megève 1	2,000	17,223	34,446	34,446	15,066	Quintet
Megève 2	1,100	12,937	14,231	2,956		
Crans-Montana 1	3,317	30,756	102,018	102,018	64,020	Reyl & Cie
Crans-Montana 2	1,174	37,802	44,379	22,554		
Crans-Montana 3	2,064	27,735	57,246	18,592		
Mies	1,409	29,455	41,502	41,502	17,300	Raiffeisen
Courchevel seasonal staff	750	5,106	3,829	3,829	-	N/A
Courchevel	5,879	22,132	130,116	130,116	63,316	LGT (29,541) and CBH (33,775)
Cologne	2,490	27,029	67,302	45,851	14,937	Raiffeisen
Schönried 1	3,755	22,575	84,769	93,861	26,500	Reyl & Cie
Schönried 2	2,200	32,715	71,972			
Schönried 3	1,250	32,218	40,272			
Quai Wilson	2,086	49,122	102,469	99,211	39,700	BIL
Corfu	973	22,604	21,993	21,993	3,035	Reyl & Cie
Gstaad Chalet Prom- enade Chesery	1,590	50,748	80,690	75,116	31,734	Reyl & Cie
Cannes	1,083	99,668	107,941	107,941	51,697	Reyl & Cie
Total	37,612		1,207,772	1,002,583	450,734	

SUMMARY OF VALUES 31.12.2021

Location	Surface sqm	Price CHF/ sqm	Opinion of value at full completion	Opinion of value as is	Mortgage value	In favor of
Gstaad residences	1,749	54,872	95,972	95,972	64,431	Reyl & Cie
Gstaad Main Chalet	2,743	38,659	106,041	106,041	58,999	Reyl & Cie
Megève 1	2,000	18,508	37,016	37,016	26,313	Quintet
Megève 2	1,100	15,095	16,605	4,610		
Crans-Montana 1	3,317	30,461	101,040	101,040	64,020	Reyl & Cie
Crans-Montana 2	1,174	37,158	43,623	17,605		
Crans-Montana 3	2,064	27,276	56,297	21,554		
Mies	1,409	27,845	39,233	39,233	15,000	Raiffeisen
Courchevel seasonal staff	750	5,079	3,810	3,810	-	N/A
Courchevel	5,879	24,570	144,447	144,447	-	N/A
Cologne	2,490	25,739	64,089	34,529	16,431	Reyl & Cie
Schönried 1	3,755	22,473	84,386	88,231	26,500	Reyl & Cie
Schönried 2	2,200	32,561	71,634			
Schönried 3	1,250	32,067	40,084			
Quai Wilson	2,086	47,600	99,293	92,011	44,200	CIC
Corfu	973	23,784	23,142	23,142	3,327	Reyl & Cie
Gstaad Chalet Promenade Chesery	1,590	49,967	79,448	64,989	31,734	Reyl & Cie
Cannes	1,083	104,560	113,249	109,811	59,662	Reyl & Cie
Total	37,612		1,219,408	984,041	410,617	

8. INTANGIBLE ASSETS

INTANGIBLE ASSETS 31.12.2022

TCHF	Website	Trademark Ultima	Structuring fees	Total intangible assets
Costs as at 31.12.2021	57	1,690	-	1,747
Additions	-	12	937	949
Costs as at 31.12.2022	57	1,702	937	2,696
Cumulative amortization and impairment as at 31.12.2021	(42)	(827)	-	(868)
Amortization	(15)	(340)	(94)	(449)
Cumulative amortization and impairment as at 31.12.2022	(57)	(1,167)	(94)	(1,318)
Total as at 31.12.2022	-	535	843	1,378

INTANGIBLE ASSETS 31.12.2021

TCHF	Website	Trademark Ultima	Total intangible assets
Costs as at 31.12.2020	57	1,688	1,745
Additions	-	2	2
Costs as at 31.12.2021	57	1,690	1,747
Cumulative amortization and impairment as at 31.12.2020	(22)	(489)	(511)
Amortization	(20)	(338)	(358)
Cumulative amortization and impairment as at 31.12.2021	(42)	(827)	(868)
Total as at 31.12.2021	15	863	879

The trademark Ultima is the result of a related party transaction.

9. FINANCIAL ASSETS

TCHF	31.12.2022	31.12.2021
Deposits, guaranties, financial assets	208	9
Total	208	9

10. SHORT-TERM FINANCIAL LIABILITIES

TCHF	31.12.2022	31.12.2021
Amounts owed to credit institutions	263	283
Bank financing debts	11,558	43,266
Short-term financial liabilities from third parties	9,937	58,534
Short-term financial liabilities from related parties	746	801
Total	22,504	102,884

SHORT-TERM FINANCIAL LIABILITIES FROM THIRD PARTIES AND BANK FINANCING DEBTS 31.12.2022

Companies	Lender	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
ECLIPSE CAPITAL INVESTMENT S.A	VSO	9,542	10.00%	194	31.12.22
LUNA CAPITAL SAS	GFO Secondary opportunities	200	3.50%		05.03.23
Total		9,742		194	

Companies	Lender	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
VILLA PRIDE SA	Raiffeisen	3,550	SARON CHF + 0.90%	-	03.09.23
FAIRTRADE SA	BIL	8,000	SARON CHF + 0.80%	8	11.08.23
Total		11,550		8	

SHORT-TERM FINANCIAL LIABILITIES FROM THIRD PARTIES AND
BANK FINANCING DEBTS 31.12.2021

Companies	Lender	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
LUNA CAPITAL INVESTMENT S.A.	Varia Investments Opportunities Group SA	10,397	8.00%	548	31.03.2022
ECLIPSE CAPITAL INVESTMENT S.A.	Varia Investments Opportunities Group SA	25,109	8.00%	1,430	31.03.2022
CANNES ISLAND	Global Financial Opportunities SA	557	8.00%	15	31.12.2022
CANNES ISLAND	Global Financial Opportunities SA	842	8.00%	21	31.12.2022
CANNES ISLAND	Global Financial Opportunities SA	12	3.50%	0	31.12.2022
LUNA CAPITAL SAS	Global Financial Opportunities SA	13	3.30%	0	31.12.2022
LUNA CAPITAL SAS	Global Financial Opportunities SA	558	8.00%	13	31.12.2022
LUNA CAPITAL SAS	Global Financial Opportunities SA	155	3.50%	5	31.12.2022
ECLIPSE CAPITAL SAS	Global Financial Opportunities SA	10	3.30%	0	31.12.2022
ECLIPSE CAPITAL SAS	Global Financial Opportunities SA	672	3.50%	20	31.12.2022
LE GRAND JARDIN	Global Financial Opportunities SA	348	3.50%	7	31.12.2022
LE GRAND JARDIN	Global Financial Opportunities SA	657	3.50%	8	31.12.2022
LE GRAND JARDIN	Global Financial Opportunities SA	114	3.50%	1	31.12.2022
Total		39,444		2,068	
LUNA CAPITAL INVESTMENT S.A.	Noteholders	16,761	8%	261	21.10.2022
Total		56,205		2,329	
Company	Bank	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
LIMITLESS HOLDING SA	Banque CIC	39,710	1.30%	6	Monthly renewal
VILLA PRIDE SA	Raiffeisen	3,550	0.40%	-	03.09.2022
Total		43,260		6	

SHORT-TERM FINANCIAL LIABILITIES FROM RELATED PARTIES
31.12.2022 (SEE NOTE 18)

Companies	Lender	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
FAIR TRADE SA	KI SA	2	n/a	-	n/a
FAIR TRADE SA	GI SA	33	n/a	-	n/a
SILICIUM SA	Shareholders	1	n/a	-	n/a
SILICIUM SA	KI SA	11	n/a	-	n/a
SILICIUM SA	ULT Management Megève	10	n/a	-	n/a
LUNA CAPITAL SAS	Shareholders	273	n/a	-	n/a
CANNES ISLAND	Shareholders	166	n/a	-	n/a
LE GRAND JARDIN	Shareholders	251	n/a	-	n/a
Total		746		-	

SHORT-TERM FINANCIAL LIABILITIES FROM RELATED PARTIES
31.12.2021 (SEE NOTE 18)

Companies	Lender	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
ULTIMA CAPITAL SA	Shareholders	10	n/a	-	n/a
FAIR TRADE SA	KI SA	2	n/a	-	n/a
FAIR TRADE SA	GI SA	33	n/a	-	n/a
SILICIUM SA	Shareholders	1	n/a	-	n/a
SILICIUM SA	KI SA	12	n/a	-	n/a
LUNA CAPITAL SAS	Shareholders	285	n/a	-	n/a
ECLIPSE CAPITAL SAS	ULT Management Megève	20	n/a	-	n/a
CANNES ISLAND	Shareholders	175	n/a	-	n/a
LE GRAND JARDIN	Shareholders	263	n/a	-	n/a
Total		801		-	

11. TRADE PAYABLES

Trade payables amount to TCHF 8,091 (TCHF 13,879 as at December 31, 2021).

The trade payables concern mainly invoices related to suppliers providing construction

services for the assets under construction and payable in accordance with the terms and conditions of the construction agreement and other services agreements entered into with each subsidiary of the Group.

12. OTHER SHORT-TERM LIABILITIES

The other short-term liabilities are recorded at nominal value and amounted to TCHF 1,339 as of 31 December 2022 (TCHF 1,042 as at December 31,2021).

TCHF	31.12.2022	31.12.2021
Value-added tax	357	516
Current taxes	573	418
Wages, salaries and social security debts	68	14
Other payables	340	94
Total	1,339	1,042

13. ACCRUED EXPENSES AND DEFERRED INCOME

Accrued expenses and deferred income amount to TCHF 1,973 as of 31 December 2022 (TCHF 2,011 as at December 31,2021) and are detailed as follows:

TCHF	31.12.2022	31.12.2021
Current tax	955	966
Other operating expenses	1,019	1,045
Total	1,973	2,011

14. LONG-TERM FINANCIAL LIABILITIES

Financing with financial institutions with a remaining maturity of more than one year as at the reporting date is recorded under "Long-term financial liabilities".

The bank loan agreements include financial covenants related to the LTV (loan-to-value) ratio corresponding the ratio of a bank loan to the fair market value of the asset purchased or refinanced by such bank loans.

As of 31 December 2022, all financial covenants are duly met in accordance with the terms and conditions of bank loan agreements. All the bank financing debts are secured by mortgages as detailed in Note 7.

As of 31 December 2022, long-term financial liabilities amount to TCHF 447,091 (TCHF 347,477 as at December 31,2021) and are detailed as follows:

BANK FINANCING DEBTS 31.12.2022

Companies	Bank	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
VILLA PRIDE SA	Raiffeisen	13,750	0.80%	0	01.01.31
G SEVENS SA		6,327		23	07.08.29
G SEVENS FLAT SA		58,173		207	07.08.29
FAITH MOUNTAIN AG		69,020	SARON CHF 3M + Margin 1.35% with a minimum interest rate of 1.35%	310	07.08.29
FAIR TRADE SA		52,635		129	31.07.29
MADSUMMER SINGLE MEMBER PC	Reyl&Cie	3,035		4	06.09.29
ARROW PROPERTY HOLDING		26,445		94	30.10.30
FAITH MOUNTAIN II AG		34,725		127	07.04.30
VILLA SERENITY	Raiffeisen	14,937	0,85%	0	15.02.27
LUNA CAPITAL SAS	LGT	29,537	1,77%	194	15.02.27
ECLIPSE CAPITAL SAS	CBH	30,621	*	246	31.12.27
LIMITLESS HOLDING	BIL	39,710	**	119	15.03.32
LE GRAND JARDIN	Reyl&Cie	51,782	***	18	29.09.31
SILICIUM SA	QUINTET	14,915	1,95%	7	22.12.26
Total		445,614		1,477	

* variable rate at 2.5% + CBH Swiss refinancing with a floor at 0%

** fix rate at 1.35% till 12/04/2023 then variable rate at 1.35% + BIL Swiss refinancing rate with a floor at 0%

*** fix rate 1.60% till 30/09/2023 then variable rate EURIBOR 3M + margin 1.35% with a minimum interest rate of 1.35%

BANK FINANCING DEBTS 31.12.2021

Companies	Bank	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
VILLA PRIDE SA	Raiffeisen	13,750	0.80%	-	01.01.2031
G SEVENS SA		6,327		15	07.08.2029
G SEVENS FLAT SA		58,173		137	07.08.2029
FAITH MOUNTAIN AG		68,775		216	07.08.2029
FAIR TRADE SA		52,635	LIBOR CHF 3M + Margin 1.35% with a minimum interest rate of 1.35%	71	31.07.2029
MADSUMMER SINGLE MEMBER PC	Reyl & Cie	3,184		3	06.09.2029
VILLA SERENITY		10,837		6	07.08.2029
FAITH MOUNTAIN II AG		34,725		83	07.04.2030
ARROW PROPERTY HOLDING		26,445		62	30.10.2030
LE GRAND JARDIN		54,238		96	29.09.2031
SILICIUM SA	QUINTET	15,806	1.50%	6	22.12.2026
Total		344,895		695	

LONG-TERM FINANCIAL LIABILITIES FROM THIRD PARTIES
31.12.2022

None.

LONG-TERM FINANCIAL LIABILITIES FROM THIRD PARTIES
31.12.2021

Companies	Lender	Loan amount TCHF	Interest rate	Accrued interests TCHF	Maturity
CANNES ISLAND	Global Financial Opportunities SA	125	3.50%	6	20.10.2025
CANNES ISLAND	Global Financial Opportunities SA	300	3.50%	8	05.03.2023
ECLIPSE CAPITAL SAS	Global Financial Opportunities SA	434	3.50%	17	20.10.2025
ECLIPSE CAPITAL SAS	Global Financial Opportunities SA	169	3.50%	5	05.03.2023
ECLIPSE CAPITAL SAS	Global Financial Opportunities SA	125	3.50%	5	20.10.2025
LUNA CAPITAL SAS	Global Financial Opportunities SA	110	3.50%	4	20.10.2025
LUNA CAPITAL SAS	Global Financial Opportunities SA	294	3.50%	12	20.10.2025
LUNA CAPITAL SAS	Global Financial Opportunities SA	77	3.50%	3	20.10.2025
LUNA CAPITAL SAS	Global Financial Opportunities SA	188	3.50%	5	05.03.2023
Total		1,822		65	

THE FOLLOWING PLEDGES HAVE BEEN GRANTED :

GSTAAD RESIDENCES:

- a pledge agreement over the shares and over the assets of G Sevens SA and G Seven Flat SA, in favor of the bank Reyl & Cie SA.

MEGÈVE:

- a pledge agreement over the shares and over the assets of SILICIUM SA, in favor of the bank QUINTET;

CRANS-MONTANA:

- a pledge agreement over the shares and over the assets of FAITH MOUNTAIN AG, in favor of the bank Reyl & Cie SA.

MIES:

- a pledge agreement over the assets of Villa Pride SA, in favor of bank Raiffeisen.

COLOGNY:

- a pledge agreement over the assets of Villa Serenity SA, in favor of bank Raiffeisen.

GSTAAD MAIN CHALET:

- a pledge agreement over the shares and over the assets of FAIR TRADE SA, in favor of the bank Reyl & Cie SA.

QUAI WILSON 33:

- a pledge agreement over the shares and over the assets of Société Anonyme du Quai du Leman, in favor of the bank BIL.

CORFU:

- a pledge agreement over the shares and over the assets of Mad Summer Single Member PC, in favor of the bank Reyl & Cie SA.

CANNES:

- a pledge agreement over the shares and over the assets of LE GRAND JARDIN, in favor of the bank Reyl & Cie SA.

COURCHEVEL:

- a pledge agreement over the assets of ECLIPSE CAPITAL SAS, in favor of the bank CBH.
- a pledge agreement over the shares and over the assets of LUNA CAPITAL SAS, in favor of the bank LGT.

15. DEFERRED TAX LIABILITIES

The deferred tax liabilities result from the difference method of evaluation of the investment properties between the one used by each subsidiary holding real estate properties that is the purchase cost, and the one used in the consolidated balance sheet of Ultima Group, which is the fair value.

DEFERRED TAX LIABILITIES 31.12.2022

	TCHF
Deferred tax liabilities as at 31.12.2021	117,843
Foreign exchange differences for deferred taxes	(2,095)
Recognized through profit or loss	
Change in temporary differences in investment property and owner-operated property	2,690
Deferred tax liabilities as at 31.12.2022	118,438

The change in the applied tax rate for the property located in Corfu (Greece) led to a decrease in deferred tax liabilities of TCHF 235.

DEFERRED TAX LIABILITIES 31.12.2021

	TCHF
Deferred tax liabilities as at 31.12.2020	112,716
Foreign exchange differences for deferred taxes	(1,895)
Recognized through profit or loss	
Change in temporary differences in investment property and owner-operated property	7,022
Deferred tax liabilities as at 31.12.2021	117,843

In 2021, the increase in deferred tax liabilities (TCHF 7,022) is mainly explained by revaluations of the properties of Schönried, Le Grand Jardin, The Chesery and Cologne.

Considering a long-term period holding assumption for the properties located in Switzerland, in France and in Greece, the effective expected rate per tax subject has been applied.

and corresponds to the share capital of the consolidating Company, Ultima Capital SA. The share capital is divided into 5'909'922 shares fully paid up with a nominal value of 0.10 CHF each.

Tax rate applied	31.12.2022	31.12.2021
Courchevel, Megève, Cannes (France)	25.00%	25.00%
Corfu (Greece)	22.00%	24.00%
Mies (Vaud)	13.34%	13.37%
Quai Wilson (Geneva)	13.99%	13.99%
Cologny (Geneva)	13.63%	13.63%
Crans Montana (Valais)	16.97%	16.97%
Gstaad, Schönried (Bern)	17.87%	17.85%

16. SHARE CAPITAL, CAPITAL RESERVES AND OTHER SHAREHOLDERS' EQUITY

SHARE CAPITAL

The Company was established on 5 December 2018.

The share capital as at December 31, 2022 and December 31, 2021 amounts to CHF 590'992

and corresponds to the share capital of the consolidating Company, Ultima Capital SA. The share capital is divided into 5'909'922 shares fully paid up with a nominal value of 0.10 CHF each.

	Number of registered shares issued	Nominal value in CHF	TCHF
Share Capital as at 31.12.2020	5,909,922	0.10	591
Share Capital as at 31.12.2021	5,909,922	0.10	591
Share Capital as at 31.12.2022	5,909,922	0.10	591

CAPITAL RESERVES

	TCHF
Capital reserves as at 31.12.2020	303,373
Capital reserves as at 31.12.2021	303,373
Mandatory Convertible Notes costs	(107)
Capital reserves as at 31.12.2022	303,266

OWN SHARES

As of 31 December 2021, neither the Company nor any of its subsidiaries held any shares.

As of 31 December 2022, neither the Company nor any of its subsidiaries holds any shares.

CONDITIONAL SHARE CAPITAL

As of 31 December 2021, following a conditional capital increase on 3 June 2021, the conditional capital of the Company for employee participations (stock option plan) amounted to CHF 59,099.20 (590,992 shares in the Company shares with a nominal value of CHF 0.10). The purpose of the stock option plan is to promote the interests of ULTIMA CAPITAL SA by attracting and retaining valuable individuals to participate in the long-term growth and financial success of the Company. Two option agreements have been signed on May 6, 2022. The Company has granted 1,264 options with strike price CHF 0.10 per option (equity settlement). The vesting date of the options granted is December 31, 2024. The reserve for share-based payment and the personnel expense related to the options agreements are TCHF 31 as of 31 December 2022.

As of 31 December 2022, following Shareholders' meeting on 9 June 2022, the share capital may be increased by the issuance of up to 1,181,984 fully paid in registered shares with a per value of CHF 0.10 each, up to an amount of CHF 118,198.40 by means of the exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone and in connection with bonds, notes, options, warrants or other securities or contractual obligations of Ultima Capital SA.

AUTHORIZED SHARE CAPITAL

As of 31 December 2021, the Company had no authorized share capital.

As of 31 December 2022, the Company has no authorized share capital.

MANDATORY CONVERTIBLE NOTES

On 22 June, 2022, Ultima Capital SA issued by private placement TCHF 20,000 unsecured mandatory convertible notes ("MCNs"). The MCNs have 5 years maturity and do not bear interest. The MCNs are convertible into fully paid registered shares of the issuer Ultima Capital SA. The shares to be delivered upon conversion of MCNs will be new shares to be issued from the conditional capital of Ultima Capital SA.

Ultima Capital SA has the ability during the tenor of the MCNs to call some or all the MCNs against a payment of 115% of the principal amount of the MCNs. Ultima Capital SA has full discretion on whether or not to proceed with a cash payment (option granted only to Ultima Capital SA).

Ultima Capital SA has the ability either to repay the MCNs in cash or can decide to convert the MCNs into shares at maturity date.

Upon maturity, in case Ultima Capital SA does not repay the bond in cash before the maturity date, Ultima Capital SA will repay the bonds by conversion into new shares of Ultima Capital SA. Such conversion will be made at a value of CHF 59.375 per share. The possibility of a settlement in new shares has been validated by Shareholders' meeting on 9 June 2022.

The MCNs issued fully meet the criteria of an equity instrument (other Shareholder's Equity) as:

- The MCNs do not include any direct or indirect obligation to repay in cash,
- The MCNs will normally be settled by the delivery of a fixed number of shares, which is only adjusted for anti-dilutive clauses,
- No cash interest payment is scheduled during the term of the MCNs.

The incremental costs directly attributable to the issuance of the mandatory convertible notes (TCHF 107) have been recognized as a deduction from equity (capital reserves).

OTHER SHAREHOLDERS' INFORMATION

The holders of registered shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. From the reserves as of 31 December 2022 of Ultima Capital

SA (TCHF 23,104) an amount of TCHF 11,160 (TCHF 9,379 as of 31 December 2021) cannot be distributed.

The following table sets forth certain information (as of 31 December 2022) with respect to the beneficial ownership of the shares:

Shareholder	Number of shares held	Percentage of voting rights
Alpine 2 SCSp Max-Hervé George (UBO)	1,968,004	33.30%
Kometa Holdings SA Byron Baciocchi (UBO)	992,290	16.79%
Byron Baciocchi	500,692	8.47%
York Capital Management	429,852	7.27%
Minority shareholders	2,019,084	34.17%
Total	5,909,922	100%

The following table sets forth certain information (as of 31 December 2021) with respect to the beneficial ownership of the shares:

Shareholder	Number of shares held	Percentage of voting rights
Alpine 2 SCSp Max-Hervé George (BO)	1,968,004	33.30%
Byron Baciocchi	1,492,982	25.26%
York Capital Management	429,852	7.27%
Minority shareholders	2,019,084	34.17%
Total	5,909,922	100%

17. EARNINGS PER SHARE

BASIS FOR CALCULATION OF BASIC AND DILUTED EARNINGS PER SHARE

TCHF	31.12.2022	31.12.2021
Result attributable to Shareholders of Ultima Capital SA	(6,983)	16,125
Relevant result for calculation of basic and diluted earnings per share	(6,983)	16,125

WEIGHTED AVERAGE NUMBER OF SHARES

	Quantity
Total weighted average number of shares basic from 01.01.2021 to 31.12.2021	5,909,922
Total weighted average number of shares basic from 01.01.2022 to 31.12.2022	5,909,922
Total weighted average number of shares diluted resulting from the Mandatory Convertible Bond	6,087,597

EARNINGS PER SHARE

TCHF	31.12.2022	31.12.2021
Earning per share basic (EPS) (in CHF)	(1.18)	2.73
Earning per share diluted (EPS) (in CHF)	(1.15)	2.73

18. RELATED PARTY TRANSACTIONS

Related parties are organizations and persons that exercise significant influence, either directly or indirectly, on the Ultima Group financial or operational decisions. Shareholders holding at least 20 % of the voting rights in the Ultima Group, either alone or together with others, are considered as related parties. Subsidiaries of related shareholders, as well as companies whose shares are 100% owned by related shareholders, or which are controlled by related shareholders, are also considered to be related parties. Members of the Board of Directors and the Executive Board are also considered to be related parties.

Crans-Montana operated by FAITH MOUNTAIN AG); ULTIMA Group is the holder of the investment properties and cannot, has not and does not exercise influence on Ult Management (the operator of the investment properties owned by ULTIMA Group). Ult Management is responsible for the management of the operations of the investment properties.

- Colipa SA, a company fully owned by the major shareholders, provides service staff to Ult Management, including housekeeping, butler, chauffeur and other services;

MANAGEMENT AND SERVICES

- Ult Management, a group of companies, owned by the main shareholders of Ultima Capital SA, which operates chalets, villas and residences of Ultima Group (except

OTHER TRANSACTIONS

Sajani SA, GI SA, KI SA, Investments Growth Opportunities Group, Ult Development Swiss are all direct or indirect subsidiaries of the major shareholders. These companies have granted loans or cash advances to the Group companies.

SHORT TERM RECEIVABLES/ INCOME FROM RELATED PARTIES 31.12.2022

Companies	Borrower	Increase / (decrease)	Interest Income	Rental agreements fees	Royalties
ULTIMA CAPITAL SA	Ult Management Holding	125			542
FAIR TRADE SA	Ult Management GS SA	-	-	1,850	
SILICIUM SA	Ult Management Megève	-		1,105	
LUNA CAPITAL SAS	Ult Management Courchevel	1,199	-	2,195	-
ECLIPSE CAPITAL SAS	Ult Management Courchevel	663		1,412	
MADSUMMER SINGLE MEMBER PC	Ult Management Corfu	113		1,000	
G SEVENS AG	Ult Management GS SA	-		250	
G SEVENS FLAT	Ult Management GS SA	-		1,820	
VILLA PRIDE	Ult Management Genève	125		1,075	
Total		2,226	-	10,707	542

SHORT TERM RECEIVABLES/ INCOME FROM RELATED PARTIES
31.12.2021

Companies	Borrower	Increase / (decrease)	Interest Income	Rental agreements fees	Royalties
ULTIMA CAPITAL SA	Ult Management				418
FAIR TRADE SA	Colipa SA	-	6		
FAIR TRADE SA	Ult Management GS SA	9	-	1,850	
SILICIUM SA	Ult Management Megève			1,190	
SILICIUM SA	Ult Management Megève	-	2		
LUNA CAPITAL SAS	Ult Management Courchevel	1 211	-	1,046	-
ECLIPSE CAPITAL SAS	Shareholders	10			
ECLIPSE CAPITAL SAS	Ult Management Courchevel	915		791	
MADSUMMER SINGLE MEMBER PC	Ult Management Corfu	(564)		951	
G SEVENS AG	Ult Management GS SA			250	
G SEVENS FLAT	Ult Management GS SA			1,820	
G SEVENS FLAT	Investments Growth Opportunities Group S.A	(1 020)			
VILLA SERENITY	Investments Growth Opportunities Group S.A	(1 375)			
VILLA PRIDE	Ult Management Genève			950	
Total		(814)	8	8,848	418

SHORT TERM PAYABLES / EXPENSES TO RELATED PARTIES
31.12.2022

Companies	Lender	Increase / (decrease)	Interest expense
ULTIMA CAPITAL SA	Shareholders	(10)	-
SILICIUM SA	Ult Management Megève	10	-
CANNES ISLAND	Investments Growth Opportunities Group S.A	-	53
Total		(0)	53

SHORT TERM PAYABLES / EXPENSES TO RELATED PARTIES
31.12.2021 :

Companies	Lender	Increase / (decrease)	Interest expense
ULTIMA CAPITAL SA	Shareholders	10	1
FAIR TRADE SA	Investments Growth Opportunities Group S.A.	(773)	24
SILICIUM SA	Investments Growth Opportunities Group S.A.	(56)	0
SILICIUM SA	Ult Management Megève	(32)	
LUNA CAPITAL INVESTMENT S.A.	Shareholders	52	
LUNA CAPITAL INVESTMENT S.A.	Investments Growth Opportunities Group S.A.		2
LUNA CAPITAL SAS	Shareholders	(258)	1
LUNA CAPITAL SAS	Investments Growth Opportunities Group S.A.	(484)	22
LUNA CAPITAL SAS	Reborn 2007	(17)	
ECLIPSE CAPITAL SAS	Investments Growth Opportunities Group S.A.	(561)	34
ECLIPSE CAPITAL SAS	Reborn 2007	(124)	
CANNES ISLAND	Investments Growth Opportunities Group S.A.	(125)	15
LE GRAND JARDIN	Shareholders	263	
G SEVENS AG	Investments Growth Opportunities Group S.A.	(11)	-
G SEVENS FLAT	Investments Growth Opportunities Group S.A.	(24)	-
FAITH MOUNTAIN AG	Investments Growth Opportunities Group S.A.	(342)	1
LIMITLESS HOLDING SA	Investments Growth Opportunities Group S.A.	(185)	6
LIMITLESS HOLDING SA	Shareholders	(1,950)	
VILLA SERENITY	Shareholders	(194)	
FAITH MOUNTAIN 2 AG	Investments Growth Opportunities Group S.A.	(10)	2
Total		(4,821)	108

19. CONTINGENT LIABILITIES

Ultima Group companies entered into several mortgages and pledge agreements as described in Notes 7, 10 and 14.

20. REVENUES

TCHF	31.12.2022	31.12.2021
Rental income from investment properties	11,240	7,334
Lessees contributions	-	1,514
Royalties	542	418
Rental income from owner-operated properties	4,319	4,127
Income from ancillary services from owner-operated properties	683	731
Other income	55	114
Total	16,840	14,238

Ultima Group and Ult Management entered into lease agreements for the lease of investment properties owned by Ultima Group and a license agreement. The rental agreements entered with Ult Management include fixed annual rents that increase till 2025.

Ult Management operates chalets, villas and residences of Ultima Group and provides property and facility management services.

In 2022, consolidated revenues are generated by management activities in Crans-Montana (FAITHMOUNTAIN AG), by the lease of investment properties owned by Ultima Group in Gstaad, Megève, Mies, Corfu, Courchevel, Cannes and by the accounting of revenues (royalties) linked to a license agreement signed with Ult Management. For the property LE GRAND JARDIN (Cannes), rents are directly invoiced to final clients.

When real estate property under the branding Ultima is operational and to let access to Ult Management to manage and develop services, Ultima Group invoices lessee's contribution to Ult Management.

The Group's assets in Gstaad, Crans-Montana, Megève, Mies, Corfu, Cannes and Courchevel are operational under the Ultima Brand.

Pursuant to the license agreement, Ult Management Holding SA pays to Ultima Capital SA royalties amounting to 2% of the Ult Management Group consolidated turnover (room income, food and beverage income, SPA income...) related to the License.

For the reporting period 2022, revenues TCHF 16,840 (TCHF 14,238 for 2021) are generated by rentals for investments properties located in Gstaad Main Chalet and Gstaad residences TCHF 3,920 (TCHF 3,920 for 2021), Megève TCHF 1,105 (TCHF 1,189 for 2021), Mies TCHF 1,075 (TCHF 950 for 2021), Corfu TCHF 1,000 (TCHF 951 for 2021), Courchevel TCHF 3,607 (TCHF 1,838 for 2021), Cannes TCHF 534 (0 in 2021), and revenues of the owner-operated property located in Crans Montana TCHF 5,002 (TCHF 4,858 for 2021), royalties TCHF 542 (TCHF 418 for 2021) and other income TCHF 55 (TCHF 114 for 2021).

21. OTHER OPERATING EXPENSES

For the reporting period 2022, the other operating expenses amounted to TCHF 4,658 (TCHF 4,221 for 2021) and is detailed as follow :

TCHF	31.12.2022	31.12.2021
IT & administrative general expenses	379	444
Marketing, communication	73	42
Legal, accounting & auditing fees	2,126	1,892
Insurance	287	128
Other operating expenses	1,793	1,715
Total	4,658	4,221

22. REVALUATION OF INVESTMENT PROPERTIES, NET

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise.

For the reporting period 2022, the net result from revaluation of investment properties amounted to TCHF – 2,662 (TCHF 20,816 for 2021) (see details Note 7).

23. FINANCIAL RESULT

In 2022, the financial result (TCHF – 8,226) included financial income (TCHF 103), interest expenses (TCHF – 8,419, including change in value of securities TCHF -776 as per Note 4) and net foreign currency impact (TCHF 90).

In 2021, the financial result (TCHF – 2,873) included financial income (TCHF 258), interest expenses (TCHF – 3,485) and net foreign currency impact (TCHF 354).

24. INCOME TAXES

Tax and income taxes payable are based on reported income and calculated in accordance with applicable legislations.

Current and future tax effects are both considered in the consolidated financial statements. Current income taxes must be distinguished

from deferred taxes.

The deferred taxes are caused primarily by the valuation differences between fair values and the tax base of the properties. Deferred taxes and fair values adjustments are recognized in the consolidated income statement.

TCHF	31.12.2022	31.12.2021
Current income taxes	540	502
Deferred taxes	2,690	7,022
Total	3,230	7,524

The following table shows the reconciliation from expected tax to effective tax. The applicable tax rate is calculated as an average of the applicable tax rates of the individual group companies.

Income Taxes TCHF	31.12.2022	31.12.2021
Result before tax	(3,753)	23,649
Applicable tax rate	47.59%	17.43%
Expected tax expense / (income)	(1,786)	4,123
Current year losses for which no deferred tax asset is recognized	3,266	3,412
Change in tax rates (Switzerland)	(185)	(148)
Prior year taxes	122	127
Other effects	1,814	10
Effective tax	3,230	7,524

25. PENSION PLANS

The Group companies have different pension fund schemes, which are legally independent and financed from employer and employees contributions. The contributions paid in the reporting period amounted to TCHF 82.6

(TCHF 96 for 2021). Contributions to Pension Fund plans are paid to Baloise Vie SA and Hotella.

PENSION PLANS FOR THE PERIOD 2022 :

TCHF	Surplus/ deficit	Economical part of the Group	Contributions concerning the reporting period	Pension benefit expenses within personnel costs
	31.12.2022	31.12.2022	31.12.2022	31.12.2022
Pension institutions without surplus/deficit				
Pension institutions with surplus			82.6	82,6
Pension institutions with deficit				
Total	0	0	82.6	82.6

PENSION PLANS FOR THE PERIOD 2021 :

TCHF	Surplus/ deficit	Economical part of the Group	Contributions concerning the reporting period	Pension benefit expenses within personnel costs
	31.12.2021	31.12.2021	31.12.2021	31.12.2021
Pension institutions without surplus/deficit				
Pension institutions with surplus			96	96
Pension institutions with deficit				
Total	0	0	96	96

The two pension schemes are collective pension schemes.

The coverage ratios as of 31 December 2021 were 114.97% for the Hotella scheme (108.9%

as of 31 December 2020) and 108.38% for the Baloise Vie SA scheme (101.48% as of 31 December 2020). It is not possible to determine the part of the overfunding / underfunding to be allocated to Ultima Group.

26. EVENTS AFTER THE BALANCE SHEET DATE

The Board of Directors has evaluated other events subsequent to the consolidated statement of financial position date of December 31, 2022 and through June 8, 2023, which was the date the consolidated financial statements were authorized to be issued. No other event occurred between 31 December 2022 and the date of approval of the consolidated financial statements that would require adjustments to the carrying amounts of Ultima Group's assets and liabilities as at 31 December 2022.

6. REPORT OF THE STATUTORY AUDITOR ON THE CONSOLIDATED FINANCIAL STATEMENTS



Statutory Auditor's Report

To the General Meeting of ULTIMA CAPITAL SA, Zug

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of ULTIMA CAPITAL SA and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 31 December 2022 and the consolidated statement of income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements (pages 38 to 75) give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and its consolidated results of operations and its consolidated cash flows for the year then ended in accordance with Swiss GAAP FER and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters



VALUATION OF INVESTMENT PROPERTIES



COMPLETENESS AND ACCURACY OF DEFERRED TAX LIABILITIES

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



VALUATION OF INVESTMENT PROPERTIES

Key Audit Matter

Tangible fixed assets include investment properties with a carrying amount of TCHF 859'419 that represent 83% of total assets as at 31 December 2022.

The Group's investment properties are valued at fair value as at the balance sheet date. The valuation is based on the external valuation expert's report validated by the two independent experts appointed by ULTIMA CAPITAL SA.

The fair value estimates performed using the discounted cash flow model are significantly influenced by assumptions and estimates made by the Board of Directors and the external valuation expert with regard to the expected future cash flows and the discount rate used for each property depending on its individual risks and rewards.

In addition, the fair values of the investment properties that are not yet completed or operational include a risk margin in proportion to the progress of these projects. The fair value estimates as of 31 December 2022 are significantly influenced by these risk margin estimates that vary between 1% and 25%.

Our response

In the course of our audit, we assessed the external valuation expert's competence and independence. We met with Management and discussed the valuation methodology and selected input factors applied in the valuation. We involved our own external valuation expert, engaged by KPMG SA, to support our audit procedures.

For all investment properties, we performed, amongst others, the following procedures:

- Assessing based on underlying contracts whether the properties meet the criteria for accounting as investment properties;
- Evaluating the methodological accuracy of the model used to determine the fair value;
- Engaging an external valuation expert to challenge the most relevant input factors applied in the determination of fair values (such as discount rate, market rents, overhead/maintenance and renovation expenses) by comparing them with supporting rental agreements, benchmarks, and the expert's own market assessments;
- Testing the mathematical accuracy of the fair value calculation.

Additionally, concerning properties under construction / development: assessment of key assumptions related to construction costs, utilization, date of completion, expected revenues as well as future market outlook and evaluation of risk margin estimates.

We also considered the appropriateness of disclosures in the consolidated financial statements.

For further information on investment properties refer to the following:

- Note 1. Business operations
- Note 2.8.1 Investment properties (accounting principles)
- Note 2.18 Revaluations of investment properties (accounting principles)
- Note 7. Investment properties
- Note 22. Revaluation of investment properties, net



COMPLETENESS AND ACCURACY OF DEFERRED TAX LIABILITIES

Key Audit Matter

As at 31 December 2022, deferred tax liabilities amounted to TCHF 118'438.

Deferred taxes arise due to temporary differences between the values in the individual accounts and in the consolidated balance sheet. The calculation of deferred taxes takes into account the expected point in time when, and the manner in which, the assets and liabilities are expected to be realized or settled. The applied tax rates correspond to those that are enacted at the respective locations at the time the temporary differences are expected to reverse. The Group's deferred taxes result from valuation differences between the fair values of investment properties and their values for tax purposes.

In the calculation of deferred taxes, assumptions and estimates must be made concerning the fiscally relevant values of the properties as well as the tax rates applicable at the time the temporary differences are expected to reverse.

For further information on deferred tax liabilities refer to the following:

- Note 2.15 Taxes (accounting principles)
- Note 15. Deferred tax liabilities

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements of the company, the compensation report and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' Responsibilities for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Swiss GAAP FER and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

In accordance with article 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

KPMG SA

A handwritten signature in blue ink, appearing to read 'O. Gauderon'.

Olivier Gauderon
Licensed Audit Expert
Auditor in Charge

A handwritten signature in blue ink, appearing to read 'Bruno Beça'.

Bruno Beça
Licensed Audit Expert

Geneva, 9 June 2023

KPMG SA, Esplanade de Port-Rouge 6, CH-1211 Geneva

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PORTFOLIO OVERVIEW

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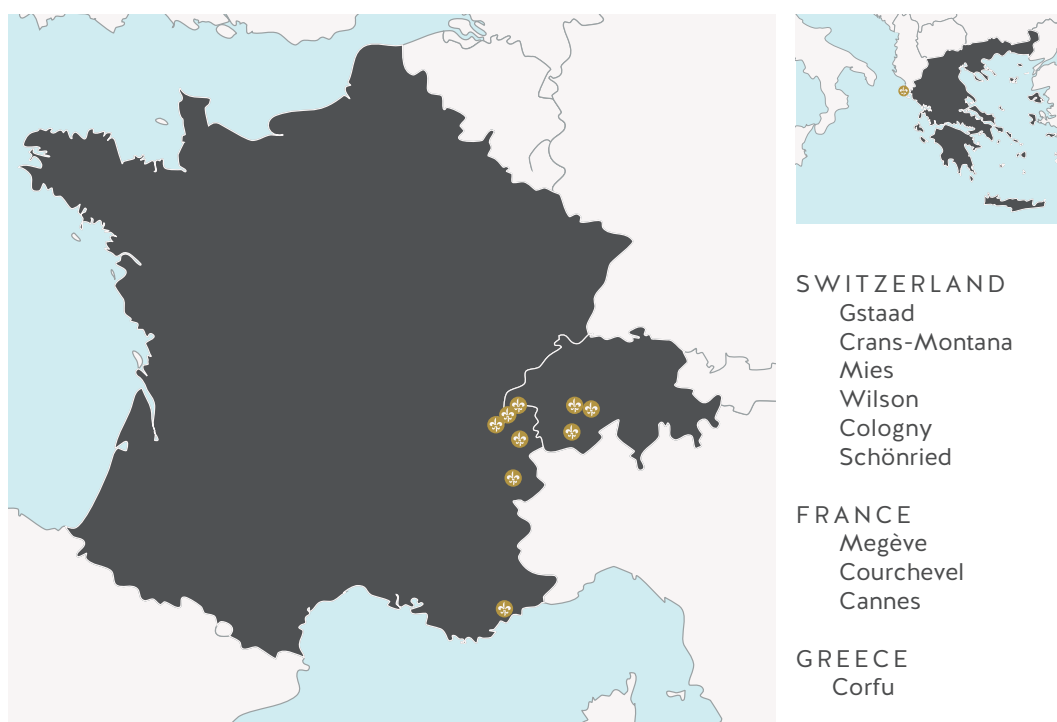
1. INFORMATION ON PORTFOLIO ASSETS

The Group holds, directly or indirectly, its real estate asset portfolio through several direct and indirect subsidiaries in Switzerland, France, Luxembourg and Greece which own 48 residences, villa, chalets and plots in 11 locations representing a GAV of TCHF 1,002,583 as of 31 December 2022.

The Company's portfolio consists entirely out of real estate assets in the prime and luxury segment and are located in prime locations in Switzerland, France and Greece. Five destinations are located in renowned ski resorts, three in the Geneva city area, one on the French Riviera and one on the island of Corfu. The properties are primarily designed for weekly and mid-length stays and they are all offering a range of high-end amenities, such as spas, saunas, swimming pools, cinemas

and other individualized services, such as butler and chauffeur services or private chefs, offered to the customers. The properties are all planned to be aligned with the Ultima signature design. This design is intended to offer elements of luxury, high-end quality and comfort. This includes such aspects as large bronze chimneys, nubuck on the walls, art installations and the presence of high-quality custom-made furniture. The quality level is intended to be ultra-high throughout all of the Group's properties.

The locations in Switzerland are Gstaad, Crans-Montana, Schönried, Mies, Geneva and Cologny. The real estate assets in France are located in Cannes, Megève and Courchevel. The real estate asset in Greece is located on the island of Corfu.



As of the date of this Annual Report, the Ultima Group's property projects are in various development stages. The assets in Crans-Montana, Corfu, Courchevel, Gstaad, Megève, Cannes and Mies are completed and operational. The remainder of the properties are either completed but not yet opera-

tional, under construction or under development before construction start. The portfolio can be categorised for the current status as of 31 December 2022 as follows: The completed assets (Category A Properties) make up approximately 64.5%, the assets under construction (Category B Properties) 21.8% and

the assets under development and still to be constructed (Category C Properties) 13.7% of the Company's portfolio.

During the respective construction periods, the Group expects to be able to gradually in-

crease its operational properties every year. The estimated completion times described in this Annual Report 2022 may be subject to short term changes and can be delayed for a variety of reasons.

2. PORTFOLIO EVALUATION

Location	Opinion of value at full Completion CHF	EUR	Opinion of Value as is CHF	EUR
Gstaad Residences	85,716,000		85,716,000	
Gstaad Main Chalet	106,208,000		106,208,000	
Gstaad Individual Chalet	10,672,000		10,672,000	
Gstaad Promenade	80,690,400		75,116,000	
Megève 1	34,445,791	34,981,000	34,445,791	34,981,000
Megève 2	14,230,884	14,452,000	2,956,069	3,002,000
Crans-Montana 1	107,859,000		107,859,000	
Crans-Montana 2	44,379,000		23,365,000	
Crans-Montana 3	57,246,000		21,664,000	
Mies	41,502,000		41,502,000	
Courchevel				
Courchevel staff	133,945,787	136,027,000	133,946,000	136,027,000
Cologny	67,302,000		45,851,000	
Schönried 1	84,769,000		40,385,000	
Schönried 2	71,972,000		34,290,000	
Schönried 3	40,272,000		19,186,000	
Quai Wilson 33	102,469,000		99,211,000	
Cannes	107,940,845	109,618,000	107,940,845	109,618,000
Corfu	21,993,275	22,335,000	21,993,275	22,335,000
Total	1,213,617,981		1,012,307,979	

3. DETAILS OF PROPERTIES

Property	Country	Type	Surface (sqm)	Property Description	Bed-rooms	Acquisition Year	Status
Gstaad Main Chalet	Switzerland	Chalet	2,743	The main chalet of Gstaad complex includes 10 suites, an 800 square meters Spa, an aesthetics clinic, a large living area, a cinema. The chalet is fully furnished and includes the Ultima signature services and design.	15	2019	Operational
Gstaad Residences	Switzerland	Residence 1	180	Approximately 183 square meters, 1 kitchen, 1 living room, 2 suites, 1 garden with private exterior jacuzzi	2	2019	Operational
		Residence 2	150	Approximately 148 square meters, 1 kitchen, 1 living room, 3 suites, 1 garden with private exterior jacuzzi	3	2019	Operational
		Residence 3	220	The five-stare-plus Ultima Gstaad Residences benefit from the main chalet services and facilities (living area, spa and wellness area, exterior jacuzzi, massage rooms, cinema). These residences are fully furnished and include the Ultima signature services and de-sign.	3	2019	Operational
		Residence 4	250	Approximately 249 square meters, 1 kitchen, 1 living room, 4 suites, 2 balconies	4	2019	Operational
		Residence 5	175	Approximately 173 square meters, 1 kitchen, 1 living room, 2 suites, 2 balconies	2	2019	Operational
		Residence 6	260	Approximately 257 square meters, 1 kitchen, 1 living room, 3 suites, 2 balconies	3	2019	Operational
		Residence 7	215	Approximately 216 square meters, 1 kitchen, 1 living room, 2 suites, 2 balconies	2	2019	Operational
		Common Areas	109			2019	Operational
		Chalet	190	Individual chalet. Approximately 190 square meters. Fully furnished and made of high-end materials and Ultima Signature Design.	4	2019	Operational
Gstaad Promenade	Switzerland	Chalet	1,752	One luxury chalet over 1,590 square meter, including 7 bedrooms, a spa and large living areas with the Ultima signature services and design. An extension will complete the property with additional living areas and one bedroom. Both chalets will be fully furnished.	9	2020	On going
Megève 1	France	Chalet	1,500	Two luxury chalets. The main chalet is composed of 6 suites, 3 living rooms, a bar, a kitchen, a dining room. The guest chalet includes 2 suites, 3 rooms, an interior pool, a fitness room, a spa area including a jacuzzi, a hammam, a massage room and a hair salon. This chalets are fully furnished and include the Ultima signature services and design.	11	2019	Operational
Megève 2	France	Chalet	1,100	Two luxury chalets with the Ultima brand standards (9 suites). They will benefit from the same services of the rest of the Megève property	9	2019	On going
Crans-Montana 1	Switzerland	Chalet	2,687	One luxury chalet of over 2,687 square meters, including 10 suites, a 700 square meters spa with jacuzzi, a hammam, a sauna, an aesthetics clinic, a cinema, a yoga studio, cigar & library lounge, a professional kitchen and a heated outdoor pool. This chalet is fully furnished and includes the Ultima signature services and design.	10	2019	Operational
		Chalet	630	One luxury chalet of over 566 square meters, including 8 suites. This chalet is fully furnished and includes the Ultima signature services and design. An independent chalet of 65 square meters with 2 bedrooms completes the asset.	10	2019	Operational
Crans-Montana 2	Switzerland	Chalet	1,174	One luxury chalet of over 1,174 square meters, including 12 suites, and a spa. This chalet is fully furnished and includes the Ultima signature services and design.	12	2019	On going
Crans-Montana 3	Switzerland	Chalet	2,064	Three luxury chalets providing 16 additional suites. These chalets are fully furnished and include the Ultima signature services and design.	16	2019	On going
Cannes	France	Villa	1,083	One historic estate composed of two main villas, several cottages and a watch tower, a spa, two outdoor pools and extraordinary gardens. This complex, spread over 1,083 square meter of living area, is fully furnished and include the Ultima signature services and design.	12	2020	Operational

Courchevel	France	Chalet 1	207	1 living room, 1 dining room, 1 kitchen, 4 suites, 2 balconies	4	2019	Operational
		Chalet 2	207	1 living room, 1 dining room, 1 kitchen, 4 suites, 2 balconies	4	2019	Operational
		Chalet 3	207	1 living room, 1 dining room, 1 kitchen, 4 suites, 2 balconies	4	2019	Operational
		Chalet 4	207	1 living room, 1 dining room, 1 kitchen, 4 suites, 2 balconies	4	2019	Operational
		Chalet 5	207	1 living room, 1 dining room, 1 kitchen, 4 suites, 2 balconies	4	2019	Operational
		Chalet 6	208	The Ultima Courchevel Chalets benefit from the Ultima services and facilities (restaurant, bar, spa and wellness area, exterior jacuzzi, outdoor pool, massage room, cinema, ski room). These chalets are fully furnished and include the Ultima signature services and design.	4	2019	Operational
		Chalet 7	208		4	2019	Operational
		Chalet 8	191		4	2019	Operational
		Chalet 9	248		5	2019	Operational
		Chalet 10	249		5	2019	Operational
		Chalet 11	251		5	2019	Operational
		Chalet 12	246		5	2019	Operational
		Chalet 13	246		5	2019	Operational
		Common Areas	2,997			2019	Operational
		Staff building	750	16 apartments spread over 3 sites		2019	Operational
Cologne	Switzerland	Villa 1	1,245	Two luxury villas to be built on a large plot of land (6,296 square meters), with panoramic view of Lake Geneva. These villas will include spa, fitness, hamam, sauna, cigar lounge, bar, wine cellar, and 1 outdoor pool per villa. These villas are fully furnished and include the Ultima signature services and design.	6	2019	On going
		Villa 2	1,245		6	2019	On going
Mies	Switzerland	Villa	1,409	One luxury villa including spa, fitness, hamam, sauna, cigar lounge, bar, wine cellar and 2 outdoor pools. The villa is fully furnished and includes the Ultima signature services and design.	8	2019	Operational
Geneva Quai Wilson	Switzerland	Residences	1,988	Building of approximately 1,988 square meters of surface, with one of Geneva's finest rooftop terraces and a 360-degree view overlooking Geneva. The property will be transformed into 5 luxury apartments, each with spacious living areas and with a view on the lake, access to private spa and gym.	20	2019	On going
Corfu	Greece	Villa	973	The villa of 973 square metres features the signature Ultima design and service. Overlooking the Ionian sea, Ultima Corfu can host up to 14 people across seven bedrooms and includes two infinity swimming pools on. This property is already operational with a high level of luxury and privacy thanks to its gated entrance and no on-viewing neighbours.	7	2019	Operational
Schönried 1	Switzerland	Residence	3,755	The five-star-plus Ultima Schönried complex includes 6 residences with 18 suites over 3,755 square meters, and a spa, an aesthetics clinic, a large living area, a cinema, a ski room. The residences are fully furnished and include the Ultima signature services and design.	18	2019	On going
Schönried 2 & 3	Switzerland	Chalets	3,450	Tree luxury chalets providing 7 bedrooms, a spa, a cinema, a fitness room in each. The master chalet will develop 1,250 square meters and 1,100 square meters for the two other chalets. These chalets are fully furnished and include the Ultima signature services and design.	21	2019	On going

4. PORTFOLIO DESCRIPTION



4.1. GSTAAD COMPLEX

Gstaad is a Swiss ski resort located in the Canton of Bern, in the Commune of Saanen. The Gstaad property complex is situated 900 meters from the village centre and approximately 130 meters away from the nearest ski lifts. The Gstaad property complex is composed of three buildings forming one joint body. Two buildings are used as the Ultima Gstaad Main Chalet and the third includes seven luxurious residences with direct access to the Ultima Gstaad Main Chalet amenities. A separate and individual chalet as well as interior parking spaces complete the complex. The Gstaad property complex covers a total of approximately 3,000 square meters of land.

The Gstaad Main chalet is composed of two buildings on 3 upper and 2 underground floors with 10 suites, 43 interior parking spaces and 5 exterior parking spaces for approximately 2,750 square meters. It also includes a Spa and a Clinic within the building. Each suite benefits from a balcony with view, mini-bar, marble bathrooms with bathtub and shower, walk-in closets, fireplace, and TV in every bedroom. This luxury chalet is built with quality and high-end materials and design. The suites are situated on the first and second floor. The ground floor offers a large living-space area and a restoration area, as well as a discotheque and a lounge. The Spa and all the associated facilities (pool, Hamman, indoor sauna, exterior Jacuzzi, relaxation lounge, massage rooms and a bar) are located on the 1st underground level as well

as a Clinic, a beauty salon and a fitness room. The 2nd underground floor hosts a cinema room, a playroom and a ski room.

The Gstaad residences include seven luxurious private residences of approximately 1,600 square meters in total, as well as an individual chalet measuring approximately 190 square meters. The individual residences are between 148 and 257 square meters in room space. The Gstaad residences may be leased to the Ultima Gstaad Main Chalet if needed in order to manage guest capacities. The residences and the chalet are fully furnished and have direct access to the Ultima Main Chalet amenities, including the living-space areas, spa and wellness area. The Ultima Gstaad Main Chalet is composed exclusively out of ten suites, ranging from 50 to 130 square meters.

The real estate assets in Gstaad are operational and are currently being used as rental properties.

CAA Market Value

Gstaad Main Chalet: CHF 106,208,000

CAA Market Value

Gstaad Residences: CHF 85,716,000

CAA Market Value

Gstaad Individual Chalet: CHF 10,672,000

Management and operations

The Gstaad Complex is managed and operated by ULT Management GS SA, a subsidiary of ULT Management Holding.



4.2. GSTAAD PROMENADE

The property is one of the most exclusive in the village as it is one of the few private chalets directly located on Gstaad's picturesque pedestrian promenade, and one of the most sought-after locations in the famous Swiss ski resort. The chalet dates back to 1962, when it was built by Prince Karim Aga Khan IV and a renovation and redesign's program will take place to restore the property, while keeping its authenticity, and to meet the exceptional and ultra-luxurious standards of the Ultima brand.

Once renovated, Gstaad Promenade will offer 9 bedrooms with a surface of nearly 1,600 square meters, which includes a basement of 750 square meters with a spa, cinema room, playroom, indoor pool, massage and fitness room. The existing discotheque will be redesigned and privatised. In addition, a second and smaller chalet will be built on the parking area and will offer few additional bedrooms and an office space, for the exclusive use of the master chalet. Both buildings will be connected by basements. The delivery of the project is expected during the first half of 2024.

Operations will be managed by ULT Management GS SA, subsidiary of ULT Management Holding and current operator of the Ultima Gstaad Complex, which will be synergy generator for the operator.

The real estate assets in Gstaad Promenade are expected to be operational during Q1 2024 and will be used as rental properties.

CAA Market Value

Gstaad Promenade: CHF 75,116,000

Management and operations

The Gstaad Promenade will be managed and operated by ULT Management GS SA, a subsidiary of ULT Management Holding.



4.3. MEGÈVE

The Megève properties are located in the ski resort of Megève Saint-Gervais in the French Alps, between Geneva and the Mont Blanc. They consist of two luxury chalets already built, comprised out of a main chalet of approximately 1,000 square meters, a guest chalet of approximately 500 square meters, an underground connection of approximately 500 square meters, and two further chalets, a main and a guest chalet to be constructed. The complex is situated approximately 3 kilometres from the Megève city centre, and the closest ski lift is situated approximately 2 kilometres away.

The first property includes two chalets, main and guest, that were constructed in 2009 and have been redesigned in 2019. The main chalet includes five suites, a children's dormitory, three living rooms, two rooms, a bar, a kitchen, a dining room a cinema and further amenities, such as a private driver, butler or chef. The guest chalet includes two suites, a dormitory, two rooms, an interior pool, a fitness room, a spa area, including a Jacuzzi, a hammam, a massage room, and the same amenities as the main chalet.

The second property will be constructed close to the first property and will include a main and a guest chalet. Both chalets are intended include three above ground levels and a large combined underground area. This new construction, still under project, will be approximately 1,100 square meters.

Upon completion the chalets will have a combined room capacity of 18 bedrooms, making it one of the largest lodging capacity chalet complexes in Megève.

The real estate assets of Megève 1 are operational and are currently being used as rental properties.

CAA Market Value
Megève 1: EUR 34,981,000

CAA Market Value
Megève 2: EUR 3,002,000

Management and operations

The Megève properties are managed and operated by ULT Management Megève SA, a subsidiary of ULT Management Holding.



4.4. CRANS-MONTANA COMPLEX

At completion, the Crans-Montana properties will consist of a total of six luxury chalets and one staff chalet completed with a private park area and including a small lake and forest area. Crans-Montana is a Swiss ski resort located in the Canton of Valais. The complex includes three sections. The first property comprises of a luxury chalet as well as an extension to it and a third smaller chalet. The second property includes one chalet and the third property comprises of a further three chalets. Out of the seven properties, currently four are existing and two have been fully renovated and are operational since end 2019. These guest chalets are fully furnished, and residents are provided with additional amenities. The chalets differ in size, ranging from two to twelve bedrooms, whereby the largest of the properties is approximately 3,500 square meters.

The complex of the seven chalets will have 48 bedrooms. Each chalet contains a sleeping area, a dining room, a living room, a kitchen and, apart from two chalets, a private wellness area. It furthermore entails an approximately 700 square meter spa exclusively for the guest chalets.

The construction potential of the Crans-Montana property complex is based on the zone approval issued by the Commune on 2 November 2017. All steps in connection with the realization of the construction are carried out by GBO Architecture. The remaining five res-

idences could be constructed and opened in stages over the next years.

The real estate assets of Crans-Montana Part 1 are operational.

CAA Market Value
Crans Part 1: CHF 107,859,000

CAA Market Value
Crans Part 2: CHF 23,365,000

CAA Market Value
Crans Part 3: CHF 21,664,000

Management and operations

The Crans-Montana properties are managed and operated by FAITH MOUNTAIN AG.

Properties which Ultima Group manages and operates on its own are classified as owner-operated properties in the Consolidated Financial Statements. They are measured at cost less accumulated depreciation and any accumulated impairment losses. The only owner-operated property is located at Crans-Montana (FAITHMOUNTAIN AG). The recognized value in the Consolidated Financial Statements as of December 31, 2022, for the property of Crans Montana is TCHF 143,164 (see Note 6 Consolidated Financial Statements).



4.5. MIES

The Mies property consists of a three-floor luxury villa located in the Terre-Sainte area, within 15 minutes driving distance to the city center of Geneva, close to the Lake Geneva and the Jura mountain range. The villa is approximately 1,400 square meters of habitable area and includes two over-ground and one under-ground floor. The property has a total of approximately 8,600 square meters. The villa includes eight suites, a twelve-car garage, a cinema, a wine cellar and amenities such as a private driver, butler and chef. The villa benefits from a lift, an annex of 61 square meters with one bedroom, one bathroom, one living room and one open kitchen for clients' staff. The construction and the furniture have been made with quality high-end materials and design.

The real estate assets in Mies are operational and are currently being used as rental properties

CAA Market Value

Mies: CHF 41,502,000

Management and operations

The Mies property is managed and operated by ULT Grand Villa SA, a subsidiary of ULT Management Holding.



4.6. COURCHEVEL COMPLEX

The Courchevel properties consist of thirteen ultra high-end chalets located just outside the city center of Courchevel 1650. Courchevel is a renowned ski resort in the French Alps and considered to be one of the top five most prestigious in the world. The residences are constructed approximately 1.4 kilometres from the village center, and directly on the ski slopes. Due to their overlooking position, the chalets offer a panoramic view on the Alps as well as a high degree of privacy as there isn't any habitations located in the same area.

The thirteen chalets are divided into two lots and form a combined residences complex offering several utilities like indoor pools, a wellness area, a bar, a ski-room, a cinema and a playroom area for kids. These common areas are situated underneath each lot. The first lot comprises out of eight residences, the second out of five. The total surface of the Courchevel properties represents approximately 5,900 square meters. These properties are built with luxury quality and high-end materials and design. They are fully furnished and benefit from a whole range of services like a kitchen chef or a butler. The two building sections are not connected, they are fully independent.

In addition, the Complex owns several apartments in close areas for the ULT Management's staff accommodation. The main building is located in Bride-les-Bains and consists of 8 apartments renovated and fully

furnished. Other apartments were bought in 2020 on two different sites at la Tania and at Brigues.

The chalets are operational since December 2021 and are currently being used as rental properties.

CAA Market Value
Courchevel Part 1: EUR 80,724,000

CAA Market Value
Courchevel Part 2: EUR 51,414,000

CAA Market Value
Staff Accommodation: EUR 3,889,000

Management and operations

The Courchevel properties are managed and operated by ULT Management Courchevel SAS, a subsidiary of ULT Management Holding.



4.7. COLOGNY

The Cologny property consists of two villas, including a large private garden and unobstructed view of the Lake Geneva. Cologny is one of the most prestigious residential areas in Switzerland. It is one of the richest municipalities in the canton of Geneva. Its reputation comes in particular from its geographical position just 4km from the city of Geneva and its privileged environment on a hill with direct views of Lake Geneva. The town offers an immediate proximity to Geneva while maintaining a village character. It consists mainly of villas with a large foreign population and hosts many famous personalities. Cologny is known for hosting the headquarters of the World Economic Forum (WEF). The town also benefits from its proximity to the Golf Club of Geneva located in the municipality of Vandoeuvres, bordering Cologny. Many other famous buildings are located in Cologny, including the Martin Bodmer Foundation, which houses a library and museum, a UNESCO World Heritage Site since 2015.

Each villa is approximately 1,250 square meters of surface space and will include nine bedrooms, a spa, a cinema, a gym as well as amenities such as a private driver, a butler and a chef. Considering the slope of the land, the underground will benefit from natural lighting.

Construction permits for these two villas have been fully approved and are in force since December 2020. Since then, the territorial department of the canton of Geneva no longer

grants exemptions for densification projects in villa zones. As a result, the construction of villas exceeding the ratio of 250 sq.m. of living space per 1,000 sq.m. of plot is no longer permitted. A confirmation of the architect of the project validates that this new law has had no financial impact on the construction as its constructible ratio is below the threshold and thus will have no material impact on the value. The construction works have started and the completion of the project is expected for Q1 2025.

The real estate assets in Cologny are expected to be operational in 2025 and will be used as rental properties.

CAA Market Value
Cologny: CHF 45,851,000

Management and operations

The Cologny property will be managed and operated by ULT Colony SA, a group entity of ULT Management.



4.8. SCHÖNRIED COMPLEX

The Schönried property is located in the general Gstaad area in the Canton of Berne, in the commune of Saanen. The Schönried complex covers approximately 14,953 square meters of surface area. The complex is divided into three main parts. The first part (Schönried 1) consists of one Main Chalet which offers 6 residences. The second part (Schönried 2) consists of two individual chalets and the third part (Schönried 3) consists of one individual master chalet. The property is located on the side of Grüber, the most exclusive part of Schönried, approximately 700 meters from the village center and approximately 400 meters away from the ski lifts. Due to its position in a sparsely populated area, the complex benefits from a high degree of privacy whilst remaining relatively close to the centre and the ski lifts. The complex is also near to the snow kids' village and the Kuhstall restaurant.

Schönried 1 will offer 6 luxurious residences with a total of 18 bedrooms. The residences will be fully furnished and will benefit from high-end services and facilities such as a spa, outdoor pool, large living-room area, cinema room, playroom, massage and fitness room. Schönried 2 and its two individuals chalets will offer 7 bedrooms, a private spa, an indoor pool, a massage and fitness room in each with all the comfort and ultra-luxurious finishes of Ultima spread over 1,100m². Schönried 3 will have the same configuration as Schönried 2 but with a larger living area of 1'250m². Each individual chalet will have access to the facil-

ities of the residences and all the buildings will be connected by basements and indoor parking.

Its position will allow the property to be the only ultra-luxury ski-in and ski-out in the area (Gstaad-Schönried) providing a strong competitive advantage. The Schönried project is developed by the architectural firm Hauswirth, based in Gstaad. The complex is currently in the planning stage, a construction permit application has been filed. Completion is planned for 2026.

The real estate assets in Schönried are expected to be operational in 2026 and will be used as rental properties.

CAA Market Value
Schönried 1: CHF 40,385,000

CAA Market Value
Schönried 2: CHF 34,288,000

CAA Market Value
Schönried 3: CHF 19,186,000

Management and operations

The Schönried properties will be managed and operated by ULT Management GS SA, a subsidiary of ULT Management Holding.



4.9. QUAI WILSON

The property is located on the Quai Wilson, which is considered the prime location for luxurious 5- star hotels. Strategically located in front of the famous “Jet d’Eau”, and the most prestigious hotels, such as the Ritz-Carlton, Hotel de la Paix or the President Wilson Hotel, Fairmont Grand Hotel and Beau-Rivage. Two ports (a public and a private marina) are also in front of the property across the Quai. This micro location is the most prestigious locations of the city of Geneva. Many organizations and international institutions are located there such as the World Trade Organization and the United Nations Organization. Geneva international airport is located at only 15 minutes away by car and the train station “Cornavin” at less than 3 minutes.

The property is a magnificent historical building built in 1895 with an Haussmann architecture: high ceilings, moldings and cachet. The property comprises 6 floors elevated over a basement. All 6 floors are accessible via elevator or spiral central staircase. Each floor presents one main area – namely one apartment / or office space depending on use. Each gross area, of approximately 330 square meters each, has been adapted to different uses but have the same structure. It can accommodate 7 rooms and several water connections allowing the property to provide sanitary and kitchens. Rooms usually benefit from very good natural lighting, and comfortable spaces. The quality materials used for the construction and the moulding on the ceiling and walls give the unique cachet to the property. The top two floors constitute a du-

plex on the 4th floor and on the attic. Quality materials have been used for the finishes and the duplex is in very good state of repair. The attic benefits from an independent access to a 122 square meters rooftop which offers a unique 360° view around Geneva. The ground floor apartment has exclusive access to a 104 square meters garden/terrace. All other floors benefit from small balconies of sizes ranging between 7 and 13 square meters. All floors have front and direct view to the lake with a corner balcony or bay window providing an extremely rare 270° view on the Lake Geneva and its “Jet d’Eau”.

In addition, the property includes 11 fully owned external parking spaces on the back of the building and 12 mores places fully owned in an underground parking nearby.

Construction permit for this project has been fully approved and is in force since February 2022. Renovation works have started in Q2 2022.

The real estate assets in Quai Wilson are expected to be operational in Q4 2023 and will be used as rental properties.

The real estate assets in Quai Wilson are expected to be operational in 2023 and will be used as rental properties.

CAA Market Value
Quai Wilson: CHF 99,211,000

Management and operations

The Quai Wilson property will be managed and operated by ULT Grand Villa SA, a group entity of ULT Management.



4.10. CORFU

The property is located along the south coastline of the North East part of Corfu Island, “Kefali-Bouratika” Nisakiou Kassopeon Municipality of Corfu – Ionian Islands - Greece. The property consists of three plots with two seaside residences, the first one, villa “A”, is a two level house with two infinity pools and the second, villa “B”, is a one level villa. The high-end complex has a private access to the sea and presents a contemporary design and a high-quality construction. The villas are equipped with a gym, a Hammam steam room, a yoga room, a Jacuzzi, a cinema and a magnificent outdoor living experience with infinity swimming pool with pool amenities buildings as pool-cabana, a dining area and bar and with a private access to the sea making it one of the most privileged properties.

The property offers a unique view on the Ionian Sea and a glassed lift connects the house down to the waterfront terrace. The Villas have 7 bedrooms and can host 14 guests.

The real estate assets in Corfu are operational and are currently being used as rental properties.

CAA Market Value
Corfu: EUR 22,335,000

Management and operations

The Corfu property will be managed and operated by ULT Management Corfu a group entity of ULT Management.



4.11. CANNES

The property of Le Grand Jardin is the only private property on the island of Sainte-Marguerite in the Mediterranean Sea, off the coast of Cannes. It is one of the most exclusive properties on the French Riviera and has historically been the residence of well-known royalties such as Louis XIV, also known as Louis the Great, the Duke of Guise, and the Governor of Provence. Le Grand Jardin estate extends over nearly 13,000 m² and is protected by an enclosure stone wall built at the request of Cardinal Richelieu. The main house and its panoramic 13th century watchtower are surrounded by botanical gardens cultivated and cared for over several centuries. The flora is exceptional with its cypresses, cedars of Lebanon, palm trees, olive trees, fruit trees and flowers with thousands of scents. A remarkable fauna completes this idyllic picture. The waterfront property is accessible by sea and needs less than 15min by boat to join Cannes, world-renowned city with some of the most famous events in the world such as the Festival de Cannes and the MIPIM. The city benefits from an economic and cultural activity throughout the year.

The assets offer 12 bedrooms and all the high-end services proposed in the Ultima Properties such as a spa, outdoor pool, massage and fitness room, playroom, private discotheque, cinema room spread over 1,100m² and divided between the Governor's house, guest house, cottages and leisure area. The extraordinary gardens also benefit from extensive restoration, including the natural pool.

Final works and renovation were achieved in Cannes Le Grand Jardin property and the opening was made in July 2022.

The real estate assets in Cannes Le Grand Jardin are operational and are used as rental properties through short term leases with private lessees.

CAA Market Value

Cannes Le Grand Jardin: EUR 109,618,000

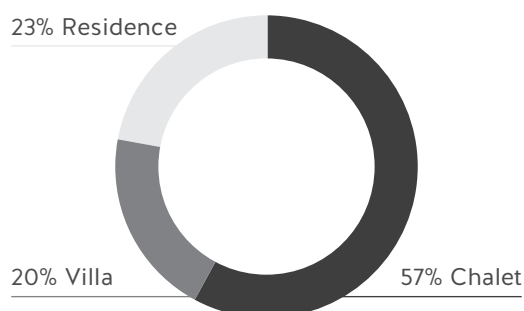
5. DEVELOPMENT PROPERTIES

5.1. SPLIT BY CATEGORY

The portfolio of the Company consists of three categories:

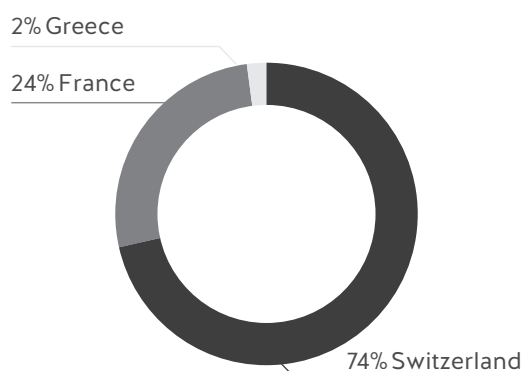
- Chalet
- Villa
- Residence

At completion, the chalet category includes 11 assets, the villa category 4 assets and the residence category 3 assets. At completion, the chalet category is projected to account for approximately 57% of the completed portfolio, whereas the villa category accounts 20% and the residence category for the remaining approximately 23% based on property values at completion as mentioned in the notes 6 from the consolidated financial statements as of 31 December 2022.

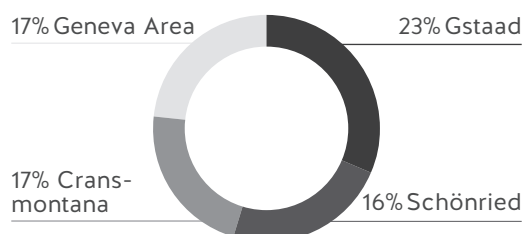


5.2. SPLIT BY LOCATION

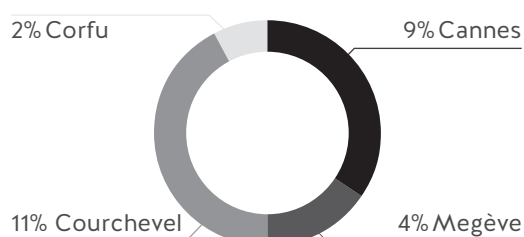
The real estate assets are situated in Switzerland, France and Greece. It is projected that at completion, approximately 74% of the property value is located in Switzerland, 24% in France and the remaining approximately 2% in Greece based on property values at completion as mentioned in the notes 6 from the consolidated financial statements as of 31 December 2022.



The envisaged split of the property value by location in Switzerland at completion is as follows: Gstaad: 23%; Crans-Montana: 17%; Schönried: 16%; as well as Mies, Quai Wilson and Cologny combined: 17%.

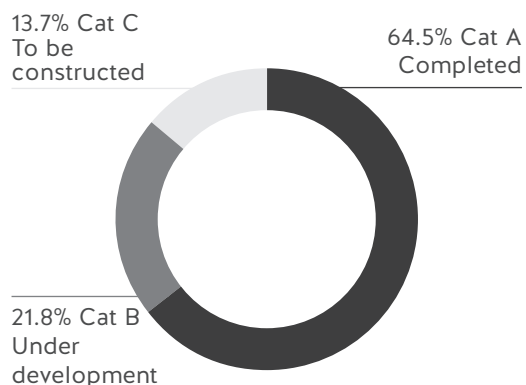


The envisaged split of property value by location in France at completion is as follows: Cannes: 9%, Megève: 4% and Courchevel: 11%. Finally, Corfu arrives with 2%.



5.3. SPLIT BY DEVELOPMENT STATE

As mentioned in the notes 6 from the consolidated financial statements as of 31 December 2022, the Company's property projects are on different development stages. The properties in Gstaad, Courchevel, Crans-Montana, Megève, Mies, Cannes and Corfu are completed and operational. The remainder of the properties are either completed but not yet operational, under construction or under development before construction start. Here is the categorization of the current status as of 31 December 2022 as follows: The completed assets (Category A Properties) make up approximately 64.5%, the assets under construction (Category B Property) 21.8% and the assets under development and still to be constructed (Category C Property) 13.7% of the Company's portfolio value.



6. REPORT OF THE INDEPENDENT EVALUATION EXPERT



CAA Cheseaux Audit & Consulting LLC • Seestrasse 41 • CH-8702 Zollikon

Ultima Capital
Baarerstrasse 25
6300 Zug

Zollikon, May 17, 2023

Valuation of ULTIMA portfolio – summary

Dear Madam, dear Sir

We hereby confirm that we have been commissioned by Ultima Capital SA to assess the value of their portfolio consisting in various assets in Switzerland, France and Greece.

All properties are of very high quality and in a unique type of surroundings. All the locations belong to the worldwide top leisure or business destinations. Time and space are the new luxury. Therefore, the full-service concept in large facilities does meet the demand. The Ultima portfolio is targeting the UHNWI – ultra high net worth individuals – clients, whose number is constantly growing. Those target clients request more and more private locations and services for their leisure or business trips, so we may assume a growing demand.

Our assessment is based on the Discounted Cash-Flow method, taking into account the future earnings (lease income net of expenses) of the owner. We have analyzed the existing lease agreements as to their sustainability and as to their alignment to market practice. Our analysis considers a broad set of benchmarks and comparables. The applied discount rate represents the average cost of capital and takes the level and the cost of debt and the individual expected return on equity into consideration. The latter is on line with the benchmark for similar types of investments and reflects the current risk free return and risk premiums for the industry, the location and the operations. We have taken into consideration that since last year various drivers have changed (e.g. inflation, cost of capital, risk free rate) and have adjusted the discount rate accordingly.

We have prepared this report and its contents according to recognized principles, industry standards and with due diligence to the client. The current geopolitical situation and the economic outlook have also been taken into account in our thoughts.

Best regards
CAA Cheseaux Audit & Consulting LLC

Anne Cheseaux
Managing Partner

Alain Cheseaux
Managing Partner

1

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Bank account
CREDIT SUISSE
IBAN CH9104835057131731000
BIC CRESCH3300L

All in CHF		As of 31.12.2022 EUR @ 0.9847	
		Valuation at completion in KCHF	Value as is in KCHF
Gstaad Chalet Promenade (ex Chesery)		80'690	75'116
Gstaad		202'597	202'597
Gstaad Main Chalet		106'208	106'208
Gstaad Residences		85'716	85'716
Gstaad Chalet		10'672	10'672
Schönried Chalet Residences		197'013	93'861
	<i>Schönried Chalet Résidence</i>	84'769	40'385
	<i>Schönried Chalet 1</i>	35'986	17'144
	<i>Schönried Chalet 2</i>	35'986	17'144
	<i>Schönried Chalet 3</i>	40'272	19'186
Geneva Residences Quai Wilson		102'469	99'211
Geneva Cologny 2 Villas		67'302	45'851
Mies Villa		41'502	41'502
Crans-Montana		209'485	152'888
	<i>Crans-Montana existing chalets</i>	107'859	107'859
	<i>Crans-Montana Chalet Esplanade</i>	44'379	23'365
	<i>Crans-Montana Chalet 5, 6 and 7</i>	57'246	21'664
Corfou Villa		21'993	21'993
Cannes Le Grand Jardin		107'941	107'941
Megeve		48'677	37'402
	<i>Megève 1</i>	34'446	34'446
	<i>Megève 2</i>	14'231	2'956
Courchevel		133'946	133'946
	<i>Courchevel 1</i>	79'489	79'489
	<i>Courchevel 2</i>	50'628	50'628
	<i>Staff</i>	3'830	3'830
TOTAL		1'213'617	1'012'307



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FINANCIAL STATEMENT

ULTIMA CAPITAL SA

1. BALANCE SHEET AS OF 31 DECEMBER 2022 (SWISS FRANCS)

ASSETS

	As of 31.12.2022	As of 31.12.2021
CASH AND CASH EQUIVALENTS		
Cash and cash equivalents	470,433.60	99,893.05
	470,433.60	99,893.05
TRADE ACCOUNTS RECEIVABLE		
Trade accounts receivable from related parties	506,134.20	45,000.00
	506,134.20	45,000.00
OTHER SHORT TERM RECEIVABLES		
Other short-term receivables	10,876.69	21,782.61
	10,876.69	21,782.61
CURRENT FINANCIAL ASSETS		
Loan and cash advances to Group companies	25,055,118.78	4,011,150.76
Loan and cash advances to Group companies (postponed)	3,918,790.00	0.00
A	28,973,908.78	4,011,150.76
PREPAID EXPENSES AND ACCRUED INCOME		
Prepaid expenses and accrued income	79,297.70	240,828.70
	79,297.70	240,828.70
CURRENT ASSETS	30,040,650.97	4,418,655.12
FINANCIAL ASSETS		
Loan and cash advances to Group companies	0.00	4,249,375.00
Loan and cash advances to Group companies (postponed)	0.00	3,918,790.00
B	0.00	8,168,165.00
INVESTMENTS		
Investments	C 2,583,023.10	2,583,023.10
	2,583,023.10	2,583,023.10
INTANGIBLE ASSETS		
Website	57,300.00	57,300.00
Trademarks "ULTIMA"	1,701,754.89	1,689,804.89
./. Depreciation and amortization	(1,224,010.47)	(868,492.81)
D	535,044.42	878,612.08
NON-CURRENT ASSETS	3,118,067.52	11,629,800.18
TOTAL ASSETS	33,158,718.49	16,048,455.30

LIABILITIES & SHAREHOLDERS' EQUITY

	As of 31.12.2022	As of 31.12.2021
TRADE ACCOUNTS PAYABLE		
Trade accounts payable	50,570.82	173,473.50
Trade accounts payable to related parties	0.00	93,480.62
Trade accounts payable to Group companies	0.00	1,841.60
E	50,570.82	268,795.72
SHORT TERM INTEREST-BEARING LIABILITIES		
Short-term interest bearing loans from Group companies	205,297.96	0.00
F	205,297.96	0.00
OTHER SHORT TERM LIABILITIES		
Shareholders liabilities	0.00	10,000.00
Other short-term liabilities	1,969,400.00	2,066,200.00
G	1,969,400.00	2,076,200.00
ACCRUALS		
Accrued expenses and deferred income	578,329.35	460,568.75
Accrued expenses and deferred income to related parties	115,000.00	242,000.00
	693,329.35	702,568.75
CURRENT LIABILITIES	2,918,598.13	3,047,564.47
LONG TERM INTEREST-BEARING LIABILITIES		
Long-term interest bearing loans from Group companies	0.00	465,702.52
H	0.00	465,702.52
LONG TERM INTEREST-BEARING LIABILITIES		
Long-term interest bearing loans from Group companies	20,000,000.00	0.00
I	20,000,000.00	0.00
NON-CURRENT LIABILITIES	20,000,000.00	465,702.52
SHAREHOLDERS' EQUITY		
Share capital	590,992.20	590,992.20
Reserves from capital contributions	23,103,888.95	23,103,888.95
J	23,694,881.15	23,694,881.15
PROFIT AND LOSS ACCOUNT		
Retained earnings	(11,159,692.84)	(9,378,723.41)
Net Profit / (Loss) for the year	(2,295,067.95)	(1,780,969.43)
	(13,454,760.79)	(11,159,692.84)
SHAREHOLDERS' EQUITY	10,240,120.36	12,535,188.31
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	33,158,718.49	16,048,455.30

2. PROFIT AND LOSS ACCOUNT

FROM 01.01.2022 TO 31.12.2022
(SWISS FRANCS)

	2022	2021
INCOME		
Royalties K	370,791.00	417,839.00
Other income	24,000.00	24,000.00
	394,791.00	441,839.00
NET INCOME	394,791.00	441,839.00
OPERATING EXPENSES		
Operating expenses	(1,435,034.98)	(1,634,854.26)
	(1,435,034.98)	(1,634,854.26)
DEPRECIATION AND AMORTIZATION		
Depreciation and amortization	(355,517.66)	(356,883.97)
	(355,517.66)	(356,883.97)
FINANCIAL INCOME AND EXPENSES		
Credit interest - Group companies	167,176.44	15,551.01
Debit interest - Group companies	(12,927.38)	(306,997.45)
Borrowing interest - third parties	0.00	(1,435.51)
Foreign currency exchange gains	(668.69)	79,916.15
	153,580.37	(212,965.80)
EXTRAORDINARY INCOME AND EXPENSES		
Extraordinary income	487.50	604.35
Extraordinary expenses L	(1,043,274.18)	(8,808.75)
	(1,042,786.68)	(8,204.40)
BENEFIT / (LOSS) BEFORE TAX	(2,284,967.95)	(1,771,069.43)
Direct taxes	(10,100.00)	(9,900.00)
NET PROFIT / (LOSS) FOR THE YEAR	(2,295,067.95)	(1,780,969.43)

3. OPERATING EXPENSES

FROM 01.01.2022 TO 31.12.2022
(SWISS FRANCS)

	2022	2021
PERSONNEL EXPENSES		
Gross wage	240,000.00	421,547.50
AVS/AI/APG	21,299.80	30,681.15
Accident and health insurance	4,014.00	6,414.10
Pension scheme provision	21,113.40	21,279.00
Other personnel expenses	0.00	0.00
	286,427.20	479,921.75
OTHER OPERATING EXPENSES		
Rent and maintenance costs	5,000.00	5,000.00
Telephone / internet costs	8,372.02	2,499.16
IT costs	19,611.20	6,744.12
Entertainment costs	6,831.66	2,336.19
Advertising costs	32,104.71	38,379.46
Legal fees	330,505.83	204,852.63
Advisory fees	227,877.00	326,463.57
Audit and accounting fees M	364,714.21	411,229.60
Directors fees and Board expenses	146,066.01	153,743.42
Bank charges	6,922.99	3,532.06
Miscellaneous expenses	602.15	152.30
	1,148,607.78	1,154,932.51
OPERATING EXPENSES	1,435,034.98	1,634,854.26

4. NOTES TO THE FINANCIAL STATEMENTS

FROM 01.01.2022 TO 31.12.2022
(ART. 959C CO) (SWISS FRANCS)

GENERAL INFORMATION

Ultima Capital SA, "the Company" was incorporated on December 5th, 2018 with an initial capital of CHF 100'000.00 divided into 100'000 bearer shares issued at their nominal value. There are no preferential rights attributed to the shares. Ultima Capital SA is a Swiss company limited by shares established under the relevant provisions of the Swiss code of obligations. Its address is Baarerstrasse, 25 - 6300 Zug.

The Company's shares are traded under ticker symbol "ULTIMA".

The share capital as at December 31st, 2022 and December 31st, 2021 amounts to CHF 590'992.00 and corresponds to the share capital of the Company. The share capital is divided into 5'909'922 shares fully paid up with a nominal value of 0.10 CHF each. As a result of the capital increases, the reserves from capital contributions amount to CHF 23'103'888.95 as of December 31st, 2022 and December 31st, 2021.

The purpose of the Company is the administration of participation, including their acquisition and sale, under any form, in Swiss or foreign companies, in particular in the real estate sector. The Company may acquire, hold and sell patents, trademarks as well as technical and industrial know-how. The Company may acquire, hold and sell real estate in Switzerland and abroad, may establish branch office and form subsidiaries in Switzerland and abroad.

The company confirms that on average it employs less than 10 full-time employees annually.

ACCOUNTING PRINCIPLES:

The current financial statements have been established in accordance with the provisions on commercial accounting of the Swiss Code of Obligations (article 957 to 963b, in force since 1st January 2013). When not prescribed by the Law, the principles applied in the annual account are described below:

1) FINANCIAL ASSETS:

Financial assets include loans and cash advances to Group companies. Short-term loans and cash advances granted in foreign currencies are translated into Swiss francs using the exchange rate prevailing at the balance sheet date. Loans and cash advances to Group companies that have been postponed are considered as non-current financial assets.

2) INVESTMENTS:

Investments include subsidiaries. The acquisitions in foreign currencies are translated into Swiss francs using the exchange rate prevailing on the dates of the transactions. At the balance sheet date, the investments are valued at the lower of the historical costs basis or net realizable value if permanently impaired.

3) FOREIGN CURRENCY ITEMS:

The exchange rates applied to the balance sheet correspond to the exchange rates effective at the end of the fiscal year on December 31st, 2022 and December 31st, 2021, except for the non-monetary assets as well as equity that are presented at historical rate. The exchange rates applied to transactions carried out throughout the year as well as the income statement correspond to the average exchange rates for the interim period 2022 and year 2021.

Foreign currency entries have been converted into CHF at the following exchange rates:

Currency	Closing rate as of	
	December 31 st , 2022	December 31 st , 2021
EUR	0.9844	1.0331
GBP	n.a.	1.2295
USD	n.a.	0.9121

INFORMATION ON BALANCE SHEET AND PROFIT AND LOSS STATEMENT

The main balance sheet entries are recorded as follow:

A) CURRENT FINANCIAL ASSETS

The interest-free loans and cash advances to Group companies are presented as follows as of December 31st, 2022 and December 31st, 2021:

Company name and domicile	31.12.2022	31.12.2021
FAIR TRADE SA, Luxembourg (LUX)	209,395.88	1,067,304.08
FAITH MOUNTAIN AG, Zug (CH)	1,912,140.00	725,000.00
VILLA PRIDE AG, Zug (CH) *	3,418,790.00	-
LUNA CAPITAL SAS, Paris (FR)	492,350.00	-
FAITH MOUNTAIN AG, Zug (CH) *	500,000.00	-
VILLA SERENITY AG, Zug (CH)	-	505,000.00
SA QUAI DU LEMAN, Genève (CH)	410,000.00	410,000.00
SA QUAI DU LEMAN, Genève (CH)	519,012.16	528,846.68
LUNA CAPITAL SAS, Paris (FR)	203,747.95	-
LE GRAND JARDIND SARL, Cannes (FR)	138,000.00	-
LIMITLESS HOLDING SA, Fribourg (CH)	-	775,000.00
CANNES ISLAND SAS, Paris (FR)	275,000.00	-
LUNA CAPITAL SAS, Paris (FR)	661,571.10	-
LE GRAND JARDIND SARL, Cannes (FR)	2,536,851.58	-
CHESERY AG GSTAAD, Gstaad (CH)	3,818,939.18	-
FAITH MOUNTAIN 2 AG, Zug (CH)	909,271.23	-
LIMITLESS HOLDING SA, Fribourg (CH)	136,279.73	-
CANNES ISLAND SAS, Paris (FR)	298,210.33	-
CHESERY AG GSTAAD, Gstaad (CH)	756,739.73	-
LE GRAND JARDIND SARL, Cannes (FR)	163,935.55	-
LE GRAND JARDIND SARL, Cannes (FR)	148,757.14	-
SA QUAI DU LEMAN, Genève (CH)	1,812,723.29	-
LE GRAND JARDIND SARL, Cannes (FR)	1,308,334.25	-
CHESERY AG GSTAAD, Gstaad (CH)	1,307,123.29	-
LUNA CAPITAL SAS, Paris (FR)	153,406.28	-
CANNES ISLAND SAS, Paris (FR)	34,640.13	-
CHESERY AG GSTAAD, Gstaad (CH)	502,547.95	-
LIMITLESS HOLDING SA, Fribourg (CH)	281,258.08	-
LE GRAND JARDIND SARL, Cannes (FR)	64,293.08	-
SA QUAI DU LEMAN, Genève (CH)	999,034.52	-
VILLA SERENITY AG, Zug (CH)	958,872.33	-
SILLICIUM SA, Luxembourg (LUX)	385,590.18	-
G SEVENS FLAT AG, Zug, (CH)	341,136.44	-
LE GRAND JARDIND SARL, Cannes (FR)	168,013.56	-
CHESERY AG GSTAAD, Gstaad (CH)	316,121.92	-
CHESERY AG GSTAAD, Gstaad (CH)	876,821.92	-
LIMITLESS HOLDING SA, Fribourg (CH)	1,955,000.00	-
Total	28,973,908.78	4,011,150.76

* As of December 31st, 2022, the Company postponed cash advances to the subsidiaries VILLA PRIDE SA, Zug, and FAITH MOUNTAIN SA, Zug, for total amounts of CHF 3'418'8790.00 and CHF 500'000.00 respectively. These two subsidiaries are in a situation of over-indebtedness as of December 31st, 2022. The Board of Directors considers that the subsidiaries are not permanently impaired and that the equity deficits will be compensated in the short term. As a result, no impairments have been recognized in the financial statements.

B) NON-CURRENT FINANCIAL ASSETS

The interest-free loans, loans and cash advances to Group companies are presented as follows as of December 31st, 2022 and December 31st, 2021:

Company name and domicile	31.12.2022	31.12.2021
FAITH MOUNTAIN AG, Zug (CH)	-	2,585,000.00
LIMITLESS HOLDING SA, Fribourg (CH)	-	373,000.00
VILLA PRIDE AG, Zug (CH) **	-	3,418,790.00
LUNA CAPITAL SAS, Paris (FR)	-	516,550.00
ECLIPSE CAPITAL SAS, Paris (FR)	-	744,825.00
FAITH MOUNTAIN AG, Zug (CH) **	-	500,000.00
Total	-	8,138,165.00

** As of December 31st, 2021, the Company postponed cash advances to the subsidiaries VILLA PRIDE SA, Zug, and FAITH MOUNTAIN SA, Zug, for total amounts of CHF 3'418'790.00 and CHF 500'000.00 respectively. These two subsidiaries are in a situation of over-indebtedness as of December 31st, 2021. The Board of Directors considers that the subsidiaries are not permanently impaired and that the equity deficits will be compensated in the short term. As a result, no impairments have been recognized in the financial statements.

C) INVESTMENTS

The Company has developed its investments through the contribution in kind of the shares of G SEVENS AG, FAITH MOUNTAIN AG, LIMITLESS HOLDING SA, FAIR TRADE SA, SILICIUM SA, LUNA CAPITAL INV. SA, and ECLIPSE CAPITAL INV. SA. After the contribution in-kind, the Company has further developed its investments' portfolio by means of the establishment of new created investment entities.

The investments are the following as of December 31st, 2022:

Company name and domicile	Acquisition cost as of 31.12.2022	Capital	Voting rights
G SEVENS AG, Zug (CH)	100,000.00	100,000.00	100%
FAITH MOUNTAIN AG, Zug (CH)	100,000.00	100,000.00	100%
LIMITLESS HOLDING SA, Fribourg (CH)	100,000.00	100,000.00	100%
ARROW PROPERTY HOLDING SA, Fribourg	100,000.00	100,000.00	100%
FAIR TRADE SA, Luxembourg (LUX) (1)	2,035,427.00	2,035,427.00	100%
SILICIUM SA, Luxembourg (LUX)	45,712.00	€ 40,000.00	100%
LUNA CAPITAL INV. SA, Luxembourg (LUX)	34,284.00	€ 30,000.00	100%
ECLIPSE CAPITAL INV. SA, Luxembourg (LUX)	34,284.00	€ 30,000.00	100%
BLISS GP SA, Luxembourg (LUX)	33,315.00	€ 30,000.00	100%
ZEPHIR I SARL, Luxembourg (LUX)	1.10	€ 1.00	100%
Total investments at acquisition costs	2,583,023.10		

The investments are the following as of December 31st, 2021:

Company name and domicile	Acquisition cost as of 31.12.2021	Capital	Voting rights
G SEVENS AG, Zug (CH)	100,000.00	100,000.00	100%
FAITH MOUNTAIN AG, Zug (CH)	100,000.00	100,000.00	100%
LIMITLESS HOLDING SA, Fribourg (CH)	100,000.00	100,000.00	100%
ARROW PROPERTY HOLDING SA, Fribourg	100,000.00	100,000.00	100%
FAIR TRADE SA, Luxembourg (LUX) (1)	2,035,427.00	2,035,427.00	100%
SILICIUM SA, Luxembourg (LUX)	45,712.00	€ 40,000.00	100%
LUNA CAPITAL INV. SA, Luxembourg (LUX)	34,284.00	€ 30,000.00	100%
ECLIPSE CAPITAL INV. SA, Luxembourg (LUX)	34,284.00	€ 30,000.00	100%
BLISS GP SA, Luxembourg (LUX)	33,315.00	€ 30,000.00	100%
ZEPHIR I SARL, Luxembourg (LUX)	1.10	€ 1.00	100%
Total investments at acquisition costs	2,583,023.10		

The investments indirectly held by Ultima Capital SA through its subsidiaries are the following as of December 31st, 2022:

Company name and domicile	Capital	Voting rights
G SEVENS FLAT AG, Zug (CH)	100,000.00	100%
FAITH MOUNTAIN 2 AG, Zug (CH)	100,000.00	100%
VILLA PRIDE AG, Zug (CH)	100,000.00	100%
VILLA SERENITY AG, Zug (CH)	100,000.00	100%
SA QUAI DU LEMAN, Genève (CH)	150,000.00	100%
CHESERY AG GSTAAD, Gstaad (CH)	800,000.00	100%
LUNA CAPITAL SAS, Paris (FR)	€ 1.00	100%
ECLIPSE CAPITAL SAS, Paris (FR)	€ 1.00	100%
CANNES ISLAND SAS, Paris (FR)	€ 1.00	100%
LE GRAND JARDIN SARL, Cannes (FR)	€ 195,134.74	100%
MADSUMMER SINGLE MEM. PC, Corfu (GR)	€ 1.00	100%

The investments indirectly held by Ultima Capital SA through its subsidiaries are the following as of December 31st, 2021:

Company name and domicile	Capital	Voting rights
G SEVENS FLAT AG, Zug (CH)	100,000.00	100%
FAITH MOUNTAIN 2 AG, Zug (CH)	100,000.00	100%
VILLA PRIDE AG, Zug (CH)	100,000.00	100%
VILLA SERENITY AG, Zug (CH)	100,000.00	100%
SA QUAI DU LEMAN, Genève (CH)	150,000.00	100%
CHESERY AG GSTAAD, Gstaad (CH)	800,000.00	100%
LUNA CAPITAL SAS, Paris (FR)	€ 1.00	100%
ECLIPSE CAPITAL SAS, Paris (FR)	€ 1.00	100%
CANNES ISLAND SAS, Paris (FR)	€ 1.00	100%
LE GRAND JARDIN SARL, Cannes (FR)	€ 195,134.74	100%
MADSUMMER SINGLE MEM. PC, Corfu (GR)	€ 1.00	100%

D) INTANGIBLE ASSETS

Intangible assets are recognized at cost less amortization and any impairments and include trademarks and website which was developed by third parties or within the Ultima group. The trademark Ultima is the result of a related party transaction.

The following useful lives and depreciation methods are applied:

Intangible assets	Duration of use	Method
Website	3 years	33 1/3% linear
Trademarks "ULTIMA"	5 years	20% linear

The amortization for the period amounts to CHF 355'517.66 and the carrying value of the intangible assets as of December 31st, 2022 is CHF 535'044.42.

The amortization for the period amounts to CHF 356'883.97 and the carrying value of the intangible assets as of December 31st, 2021 is CHF 878'612.08.

E) TRADE ACCOUNTS PAYABLE

Trade accounts payable amount to CHF 50'570,82 as of December 31st, 2022 and CHF 268'795.72 as of December 31st, 2021 and are presented as follows:

	31.12.2022	31.12.2021
Baloise Vie SA	-	-602.15
Other trade accounts payable	50,570.82	174,075.65
Trade accounts payable to related parties	-	93,480.62
Trade accounts payable to Group companies	-	1,841.60
Total	50,570.82	268,795.72

F) SHORT-TERM INTEREST BEARING LOANS FROM GROUP COMPANIES

Short-term interest bearing loans from group companies amount of CHF 205'297.96 of December 31st, 2022 :

		31.12.2022		31.12.2021	
Company name and domicile		Currency	CHF	Currency	CHF
ZEPHIR I SARL, Luxembourg (LUX)	6.5%	€ 208,467.82	205,297.96	€ -	-
Total			205,297.96		-

G) OTHER SHORT TERM LIABILITIES

An amount of EUR 2'000'000.00 was paid by CANNES ISLANDS SAS to ULTIMA CAPITAL SA to allow the implementation by ULTIMA CAPITAL SA of a guarantee agreement in the frame of the acquisition of LE GRAND JARDIN property.

H) LONG-TERM INTEREST BEARING LOANS FROM GROUP COMPANIES

Long-term interest bearing loans from group companies amount of CHF 0.00 of December 31st, 2022 and CHF 465'7020.52 of December 31st, 2021 and are presented as follows:

		31.12.2022		31.12.2021	
Company name and domicile		Currency	CHF	Currency	CHF
ZEPHIR I SARL, Luxembourg (LUX)	6.5%	€ -	-	€ 450,781.65	465,702.52
Total			-		465,702.52

I) OTHER LONG TERM LIABILITIES

On June 22nd, 2022, Ultima Capital SA issued by private placement CHF 20'000'000.00 unsecured mandatory convertible notes ("MCNs"). The MCNs have 5 years maturity and do not bear interest. The MCNs are convertible into fully paid registered shares of the issuer Ultima Capital SA. The shares to be delivered upon conversion of MCNs will be new shares to be issued from the conditional capital of Ultima Capital SA.

Ultima Capital SA has the ability during the tenor of the MCNs to call some or all the MCNs against a payment of 115% of the principal amount of the MCNs. Ultima Capital SA has full discretion on whether or not to proceed with a cash payment (option granted only to Ultima Capital SA).

Ultima Capital SA has the ability either to repay the MCNs in cash or can decide to convert the MCNs into shares at maturity date.

Upon maturity, in case Ultima Capital SA does not repay the bond in cash before the maturity date,

Ultima Capital SA will repay the bonds by conversion into new shares of Ultima Capital SA. Such conversion will be made at a value of CHF 59.375 per share. The possibility of a settlement in new shares has been validated by Shareholders' meeting on June 9th, 2022.

The MCNs issued fully meet the criteria of an equity instrument (other Shareholder's Equity) as :

- The MCNs do not include any direct or indirect obligation to repay in cash,
- The MCNs will normally be settled by the delivery of a fixed number of shares, which is only adjusted for anti-dilutive clauses,
- No cash interest payment is scheduled during the term of the MCNs

J) SHARE CAPITAL AND RESERVES FROM CAPITAL CONTRIBUTIONS

	Number of shares	Share Capital	Reserves from capital contributions
Balance as of December 31st, 2020	5,909,922.00	590,992.20	23,103,888.95
Balance as of December 31st, 2021	5,909,922.00	590,992.20	23,103,888.95
Balance as of December 31st, 2022	5,909,922.00	590,992.20	23,103,888.95

OWN SHARES

As of 31 December 2021, neither the Company nor any of its subsidiaries held any shares.

As of 31 December 2022, neither the Company nor any of its subsidiaries holds any shares.

CONDITIONAL SHARE CAPITAL

As of 31 December 2021, following a conditional capital increase on 3 June 2021, the conditional capital of the Company for employee participations (stock option plan) amounted to CHF 59,099.20 (590,992 shares in the Company shares with a nominal value of CHF 0.10). The purpose of the stock option plan is to promote the interests of ULTIMA CAPITAL SA by attracting and retaining valuable individuals to participate in the long-term growth and financial success of the Company. Two option agreements

have been signed on May 6, 2022. The Company has granted 1,264 options with strike price CHF 0.10 per option (equity settlement). The vesting date of the options granted is December 31, 2024.

As of 30 June 2022, following Shareholders' meeting on 9 June 2022, the share capital may be increased by the issuance of up to 1,181,984 fully paid in registered shares with a per value of CHF 0.10 each, up to an amount of CHF 118,198.40 by means of the exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone and in connection with bonds, notes, options, warrants or other securities or contractual obligations of Ultima Capital SA.

AUTHORIZED SHARE CAPITAL

As of 31 December 2021, the Company had no authorized share capital.

As of 31 December 2022, the Company has no authorized share capital.

K) ROYALTIES

ULTIMA CAPITAL SA and ULT MANAGEMENT HOLDING SA entered into lease agreements for the lease of investment properties owned by Ultima Group. From 2020 in addition to rents, ULTIMA CAPITAL SA and ULT MANAGEMENT HOLDING SA have also concluded a license agreement.

The license agreement signed between ULTIMA CAPITAL SA and ULT MANAGEMENT HOLDING SA entered into force with retroactive effect as from January 1st, 2020. ULTIMA CAPITAL SA grants ULT MANAGEMENT HOLDING SA a license to use the trademarks and Ultima brand. Pursuant to the license agreement, Ult Management Holding SA shall pay to ULTIMA CAPITAL SA royalties amounting to 2% of the Ult Management Group consolidated turnover (room income, food and beverage income, SPA income...) related to the License. The royalties for the interim period 2022 are CHF 370'791.00 and CHF 417'839.00 for 2021.

L) EXPLANATION REGARDING EXTRAORDINARY ITEMS

	31.12.2022	31.12.2021
Paying agent commission	(106,426.23)	-
Restructuring fees	(936,630.00)	-
Miscellaneous interests	487.50	604.35
Depreciation adjustment	-	(1,047.90)
Previous year taxes	(217.95)	(7,760.85)
Total	(1,042,786.68)	(8,204.40)

M) AUDIT FEES FOR THE PERIOD

	31.12.2022	31.12.2021
Audit related fees ⁽¹⁾	341,000.00	393,500.00
Total	341,000.00	393,500.00

⁽¹⁾ The audit fees for the period 2022 amount to CHF 246'000.00 (2021: 298'500.00) for the Company and CHF 95'000.00 (2021: CHF 95'000.00) for the Company's subsidiaries. The total group audit fees for the period amount to CHF 341'000.00 (2021: CHF 393'500.00). No other services were paid to the auditor.

SHAREHOLDERS

Shareholders as of 31 December 2022	Number of shares held	Percentage of voting rights
Max-Hervé George	1,968,004	33.30%
Byron Baciocchi	1,492,982	25.26%
York Capital Management	429,852	7.27%
Minority shareholders	2,019,084	34.17%
Total	5,909,922	100%

Shareholders as of 31 December 2021	Number of shares held	Percentage of voting rights
Max-Hervé George	1,968,004	33.30%
Byron Baciocchi	1,492,982	25.26%
York Capital Management	429,852	7.27%
Minority shareholders	2,019,084	34.17%
Total	5,909,922	100%

ADDITIONAL INFORMATION IN ACCORDANCE WITH THE ARTICLE 959C CO :

RELATED PARTY TRANSACTIONS

Related parties are organizations and persons that exercise significant influence, either directly or indirectly, on the Ultima Group financial or operational decisions. Shareholders holding at least 20 % of the voting rights in the Ultima Group, either alone or together with others, are considered as related parties.

Subsidiaries of related shareholders, as well as companies whose shares are 100% owned by related shareholders, or which are controlled by related shareholders, are also con-

sidered to be related parties. Members of the Board of Directors and the Executive Board are also considered to be related parties.

- Ult Management, a group of companies, owned by the main shareholders of Ultima Capital SA, which operates chalets, villas and residences of Ultima Group (except Crans-Montana operated by FAITH MOUNTAIN AG); Ultima Group is the holder of the investment properties and cannot, has not and does not exercise influence on Ult Management (the operator of the investment properties owned by Ultima Group). Ult Management is responsible for the management of

the operations of the investment properties.

• Other Transactions: Sajani SA, Faith Mountain Holding SA, GI SA, KI SA, 2730 Immobilier SA, Reborn 2007 SA, Kometa Holding SA, Investments Growth Opportunities Group and Ult Development Swiss SA are all direct or indirect subsidiaries of the major shareholders. These companies have granted loans or cash advances to the Group companies.

CONSOLIDATED ACCOUNTS

The company prepares consolidated accounts in accordance with Swiss GAAP FER standards and waives the additional information in the appendix to the annual accounts in accordance with art. 961d al.1 of the Code of Obligations.

EVENTS AFTER THE BALANCE SHEET DATE

'Global restrictions imposed by the Covid-19 pandemic began to ease in the first quarter of

2022, marking the end of an unprecedented era with severe and unpredictable economic, sanitary and travel challenges. However, these were shortly replaced by new geopolitical challenges, marked by the conflict in Ukraine. The resulting impact on global markets and economies was harsh, and once more unprecedented.

The Board of Directors has evaluated other events subsequent to the consolidated statement of financial position date of December 31st, 2022 and through 8th June 2022, which was the date the consolidated financial statements were authorized to be issued. No other event occurred between December 31st, 2022 and the date of approval of the consolidated financial statements that would require adjustments to the carrying amounts of ULTIMA CAPITAL SA's assets and liabilities as at December 31st, 2022.

5. PROPOSED APPROPRIATION OF AVAILABLE EARNINGS

FROM 01.01.2022 TO 31.12.2022
(SWISS FRANCS)

PROFIT AND LOSS ACCOUNT	2022	2021
Retained earnings	(11,159,692.84)	(9,378,723.41)
Profit / (loss) for the year	(2,295,067.95)	(1,780,969.43)
TOTAL	(13,454,760.79)	(11,159,692.84)
DISTRIBUTION		
Attribution to legal reserve	0.00	0.00
Dividend distribution	0.00	0.00
Profit / (loss) to be carried forward	(13,454,760.79)	(11,159,692.84)
TOTAL	(13,454,760.79)	(11,159,692.84)

6. REPORT OF THE STATUTORY AUDITOR ON THE FINANCIAL STATEMENTS



Statutory Auditor's Report

To the General Meeting of ULTIMA CAPITAL SA, Zug

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of ULTIMA CAPITAL SA (the Company), which comprise the balance sheet as at 31 December 2022, and the income statement for the year then ended, and notes to the financial statement including a summary of significant accounting policies.

In our opinion, the financial statements (pages 106 to 117) comply with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements of the Company, the compensation report and our auditor's reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

KPMG SA
Geneva, 9 June 2023



Board of Directors' Responsibilities for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

In accordance with article 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed carrying forward of accumulated losses complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

KPMG SA

A handwritten signature in blue ink, appearing to read 'O. Gauderon'.

Olivier Gauderon
Licensed Audit Expert
Auditor in Charge

A handwritten signature in blue ink, appearing to read 'B. Beca'.

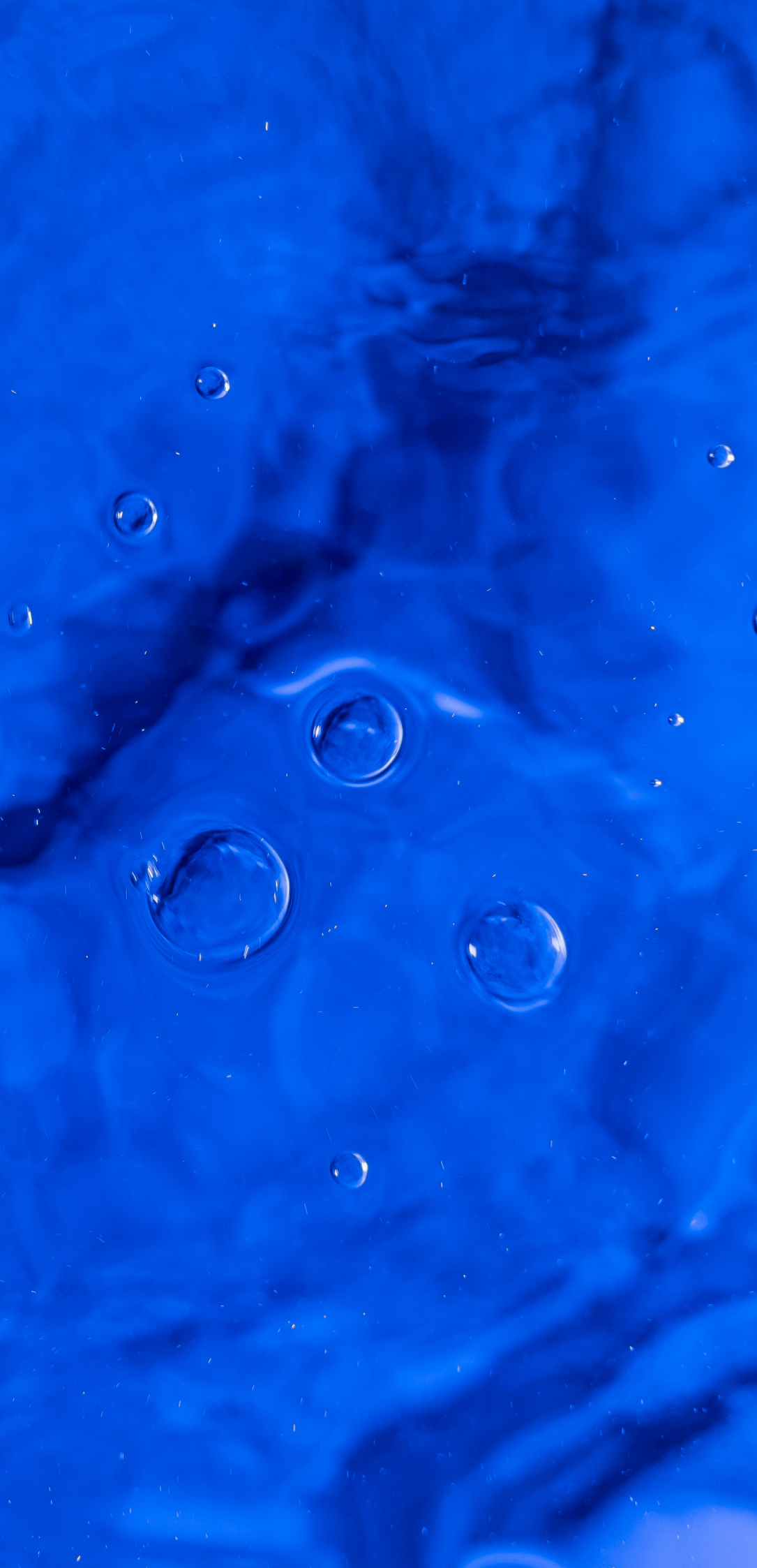
Bruno Beca
Licensed Audit Expert

Geneva, 9 June 2023

KPMG SA, Esplanade de Port-Rouge 6, CH-1211 Geneva

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FINANCIAL CALENDAR AND SHARE DATA

FINANCIAL CALENDAR AND SHARE DATA

30 June 2023	Annual General Meeting of Shareholders
ISIN	CH0491064009
Swiss Security no.	49106400
Ticker symbol	ULTIMA
Type of security	Registered Share
Trading currency	CHF
Listing	BX Swiss Exchange
Index	-
N° of registered shares outstanding	5,909,922
Nominal value in CHF	0.10







CONTACT AND LEGAL INFORMATION

CONTACT INFORMATION

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DISCLAIMER

This report expressly or implicitly contains certain forward-looking statements concerning ULTIMA CAPITAL SA and its business. Such statements involve certain known and unknown risks, uncertainties and other factors, which could cause the actual results, financial condition, performance or achievements of ULTIMA CAPITAL SA to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. ULTIMA CAPITAL SA is providing this report as of this date and does not undertake to update any forward-looking statements contained herein as a result of new information, future events or otherwise.





The background is a solid black field. Overlaid on this are several thin, bright yellow-gold lines. A horizontal line and a vertical line intersect at the center, forming a cross. Additionally, two diagonal lines intersect each other and the central cross, creating a star-like or web-like geometric pattern. The lines have a slight glow or gradient, giving them a three-dimensional appearance.

ULTIMA CAPITAL

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