Financial Report

Consolidated Balance Sheet /

Assets CHF 1 000	Details	31.12.2024	%	31.12.2023	%
Cash and cash equivalents	2	59 062	–	65 697	–
Receivables from goods and services	3	56 005	–	42 567	–
Other short-term receivables	3	5 896	–	5 925	–
Inventories and work in progress	4	12 875	–	17 291	–
Prepaid expenses and accrued income	5	24 488	–	17 997	–
Total current assets		158 326	46.9	149 477	44.4
Tangible assets	6	153 428	–	163 086	–
Financial assets	7	5 958	–	8 083	–
Intangible assets	8	19 718	–	15 820	–
Total non-current assets		179 104	53.1	186 989	55.6
Total assets		337 430	100.0	336 466	100.0

Liabilities and shareholders' equity CHF 1 000	Details	31.12.2024	%	31.12.2023	%
Short-term financial liabilities	9	2 920	–	2 909	–
Payables for goods and services		19 117	–	29 063	–
Advance payments received for work in progress		7 595	–	16 006	–
Other short-term liabilities		7 841	–	6 683	–
Short-term provisions	10	9 045	–	6 841	–
Accrued expenses and deferred income	5	56 279	–	42 961	–
Total current liabilities		102 797	30.5	104 463	31.1
Long-term financial liabilities	9	125 871	–	128 775	–
Long-term provisions	10	4 973	–	4 317	–
Total long-term liabilities		130 844	38.8	133 092	39.6
Total liabilities		233 641	69.2	237 555	70.6
Share capital		31 053	–	31 053	–
Capital reserves		249 972	–	250 669	–
Own shares	11	–1 267	–	–1 653	–
Accumulated losses		–179 736	–	–185 982	–
Minority interests		3 767	–	4 824	–
Total shareholders' equity		103 789	30.8	98 911	29.4
Total liabilities and shareholders' equity		337 430	100.0	336 466	100.0

Consolidated Income Statement /

CHF 1 000	Details	2024	2023
Net sales from goods and services		418 004	372 923
Other operating income	12	23 177	17 807
Changes in work in progress		–5 482	2 984
Total operating income	13	435 699	393 714
Personnel expenses	14/15/20	–132 650	–123 505
Administration		–22 635	–20 919
Maintenance, repairs		–11 688	–10 986
Insurance, ground rent, rents		–21 531	–21 010
Energy		–6 712	–5 615
Furnishing expenses, stand construction		–169 910	–160 707
Exhibition and conference operations		–16 942	–17 305
Advertising, press, public relations		–18 935	–16 173
Other operating expenses		–169	–5 176
Result before interests, taxes and depreciations (EBITDA)	13	34 527	12 318
Depreciation and impairment on tangible assets	6	–15 673	–11 181
Depreciation and impairment on intangible assets	8	–4 017	–2 439
Operating result (EBIT)	13	14 837	–1 302
Result of associated organizations		–13	–38
Financial result	16	–3 296	–6 458
Profit/Loss before income taxes		11 528	–7 798
Income tax	17	–9 337	–6 246
Profit/Loss for the year		2 191	–14 044
of which attributable to non-controlling interests		–814	–1 273
of which attributable to the shareholders of the parent company		3 005	–12 771
Undiluted result per share in CHF	18	0.10	–0.41
Diluted result per share in CHF	18	0.10	–0.41

Consolidated Statement of Cash Flows /

Cash flow from operating activities CHF 1 000	Details	2024	2023
Profit/Loss for the year		2 191	–14 044
Gain on disposal of fixed assets net		–334	–99
Reduction of non-repayable loan not affecting the fund	1.4.18/9	–2 500	–2 500
Depreciation and impairment	6/8	19 690	13 620
Decrease / (Increase) deferred tax assets		2 553	1 759
Result of associated organizations		13	38
Other non-cash transactions		559	1 856
Decrease / (Increase) receivables from goods and services		–11 159	–2 372
Decrease / (Increase) other short-term receivables		287	5 957
Decrease / (Increase) inventories and work in progress		5 414	–3 549
Decrease / (Increase) prepaid expenses and accrued income		–5 819	11 068
(Decrease) / Increase payables for goods and services		–8 679	18 814
(Decrease) / Increase other short-term liabilities		1 064	605
(Decrease) / Increase advance payments received for work in progress		8 411	–2 663
(Decrease) / Increase accrued expenses and deferred income		–6 005	–3 329
(Decrease) / Increase provisions	10	2 695	1 270
Cash inflow/outflow from operating activities		8 381	26 431

Cash flow from investment activities CHF 1 000	Details	2024	2023
Outflows for investments in land, buildings and fixed installations, assets under construction	6	–7 041	–5 736
Outflows for investments in other tangible assets	6	–948	–1 001
Outflows for investments in intangible assets		–7 877	–5 981
Inflows from disposals of tangible assets	6	431	2 640
Inflows from disposals of intangible assets		5	0
Cash inflow/outflow from investment activities		–15 430	–10 078

Cash flow from financing activities CHF 1 000	Details	2024	2023
Outflows for capital reductions with release of resources		–230	0
Capital contributions by minority shareholders (of subsidiaries)		0	2 040
Issuance of long-term financial liabilities		0	97
Repayment of short-term financial liabilities		–634	–100 331
e.o. Repayment of long-term financial liabilities	6	0	–2 033
Distribution of dividends to minority interests		–238	–121
Cash inflow/outflow from financing activities		–1 102	–100 348
Exchange rate differences on cash and equivalents		1 516	–2 241
Change in cash and cash equivalents		–6 635	–86 236

Cash and cash equivalents at the beginning of the financial year	2	65 697	151 933
Cash and cash equivalents at the end of the financial year	2	59 062	65 697

Consolidated Statement of Changes in Equity /

				Accumulated losses					
CHF 1 000	Share capital	Capital reserves	Own shares	Exchange rate differences	Accumulated losses	Offsetted Goodwill	Total accumulated losses	Minority interests	Total
As of 01.01.2023	31 053	251 136	–2 077	–4 252	–166 801	0	–171 053	4 196	113 255
Exchange rate differences	–	–	–	–2 158	–	–	–2 158	–57	–2 215
Restatement Goodwill	–	–	–	–	145 036	–145 036	–	–	0
Dividends	–	–	–	–	–	–	–	–121	–121
Stamp duty	–	–200	–	–	–	–	–	–	–200
Change from share-based compensation	–	–267	424	–	–	–	–	–	157
Capital contributions minority interests	–	–	–	–	–	–	–	2 079	2 079
Loss for the year	–	–	–	–	–12 771	–	–12 771	–1 273	–14 044
As of 31.12.2023	31 053	250 669	–1 653	–6 410	–34 536	–145 036	–185 982	4 824	98 911
Exchange rate differences	–	–	–	3 106	–	–	3 106	–5	3 101
Dividends	–	–	–	–	–	–	–	–238	–238
Change from share-based compensation	–	–206	386	–	–	–	–	–	180
Capital changes	–	–86	–	–	–270	–	–270	–	–356
Reclassification non confirmed reserves from capital contributions	–	–405	–	–	405	–	405	–	0
Profit for the year	–	–	–	–	3 005	–	3 005	–814	2 191
As of 31.12.2024	31 053	249 972	–1 267	–3 304	–31 396	–145 036	–179 736	3 767	103 789

The accumulated losses include CHF 15.5 million (previous year CHF 15.5 million) of legal reserves in the parent company MCH Group Ltd. which may not be distributed at present.

In the notes to the consolidated financial statements, note 19 shows the shareholders' equity with theoretical capitalization of the goodwill at zero net book value (previous year CHF 0.4 million).

The share capital is divided into 31,053,147 registered shares with a nominal value of CHF 1.00 per share (previous year 31,053,147 registered shares with a nominal value of CHF 1.00 per share).

The taxable value per share as at 31.12.2024 is CHF 3.98 (previous year CHF 4.18).

On May 4, 2023, the General Meeting approved the introduction of conditional share capital through the issuance of up to 1,552,657 registered shares with a nominal value of CHF 1.00 each, corresponding to a nominal amount of up to CHF 1,552,657. The company's statutes were amended accordingly to include Section 3a. The conditional capital was introduced to enable remuneration for members of the Board of Directors, the Executive Board, and other employees in the form of MCH Group AG shares. No shares have been issued from the conditional capital in the financial years 2023 and 2024.

Notes to the Consolidated Financial Statements /

1. Consolidation and valuation principles

1.1. Consolidated financial statements

The consolidated financial statements of MCH Group are based on the individual financial statements of the group companies as at December 31, 2024, which have been drawn up in accordance with uniform guidelines and are presented in Swiss francs (CHF). They comply with the accounting and reporting recommendations (Swiss GAAP FER) and the provisions of Swiss law, and thus satisfy the guidelines of the Swiss stock exchange (SIX Swiss Exchange) in the "Swiss Reporting Standard" segment. They give a true and fair view of the financial position and performance of the Group and are prepared on a going concern basis. They are based on the principle of individual valuation for assets and liabilities and on historical cost.

The consolidated financial statements have been prepared using the same accounting policies and valuation principles as applied in the consolidated financial statements as of 31 December 2023 besides two exceptions:

- Swiss GAAP FER 28 - First-time application of the new Swiss GAAP FER 28 (details see 1.4.18)
  Application results in disclosure of all government grants. With the first-time application, government grants related to income are disclosed in note 12. For the future, no further implications are expected.
- Swiss GAAP FER 30 - First-time application of the revised Swiss GAAP FER 30 (details see 1.4.11)
  The revised standard has the implication on the financial report 2024 that the goodwill or negative goodwill items offset against equity are to be shown as separate components (column) in the statement of changes in equity (FER 30/37) including a retrospective change of 2023. For the future, no further implications are expected.

1.2. Consolidation principles

The consolidated financial statements comprise the financial statements of MCH Group Ltd. and all the group companies in compliance with the following criteria:

- Companies in which MCH Group Ltd. directly or indirectly holds more than half of the voting rights or which are controlled by MCH Group Ltd. in some other ways are fully consolidated. Even if MCH Group Ltd. holds less than half of the voting rights, control may still exist. In this case, 100 % of the assets, liabilities, income, and expenses are included.
- Companies in which MCH Group Ltd. directly or indirectly holds between 20 % and less than 50 % of the voting rights and which are not controlled by MCH Group Ltd. are included using the equity method. In this context, the share of equity is disclosed under the “Financial assets” item in the consolidated financial statements. The pro rata annual result is disclosed in the consolidated income statement under “Result from associated organizations”.
- Companies in which MCH Group Ltd. directly or indirectly holds less than 20 % of the voting rights are recognized in the consolidated balance sheet at acquisition cost less any allowance necessary for business reasons.

Initial consolidation takes place on the date on which MCH Group acquires control. At the time of acquisition, the assets and liabilities of the acquired company are valued at current values. Any difference between the purchase price and the equity of the acquired company remaining after this revaluation is charged or credited directly to retained earnings as goodwill or negative goodwill, respectively. Upon disposal of an investment, goodwill previously offset against equity is included at original cost to determine the gain or loss on disposal of investments recognized in the income statement. In the statement of changes in equity, this transaction is presented in a separate line. Transaction costs are recognized as an expense.

In performing full consolidation, 100 % of the assets, liabilities, income, and expenses are included. Any minority interests in the equity and profit of the consolidated companies are disclosed separately in the consolidated balance sheet and the consolidated income statement. Intercompany assets and liabilities, and income and expenses arising from intercompany transactions and relationships, as well as intercompany profits arising from intercompany transactions, are eliminated. In the case of sales and purchases of shares to and from minority shareholders, the difference between the sales price and the sold pro rata carrying amount of the net assets is recognized through retained earnings.

1.3. Foreign currency conversion

Financial statements of consolidated companies in foreign currencies are translated as follows: Current assets, non-current assets, and liabilities at year-end rates (closing rate); equity at historical rates. The income statement and the cash flow statement are translated at average exchange rates for the year. The resulting currency translation differences are recognized directly in equity.

Items denominated in foreign currencies are translated using the closing rate method. All assets and liabilities are translated at the exchange rate prevailing on the balance sheet date. The effects of foreign currency adjustments are recognized in the income statement. Unrealized exchange rate gains are also recognized in the income statement.

Transactions in foreign currency are translated at the official average exchange rate of the Federal Tax Administration for the corresponding month.

	Average annual rates		Year ending rates	
Exchange rates CHF	2024	2023	2024	2023
USD	0.880	0.899	0.906	0.842
EUR	0.952	0.972	0.938	0.930
HKD	0.113	0.115	0.117	0.108
GBP	1.125	1.117	1.135	1.073
CNY	0.122	0.127	0.124	0.119
AED	0.240	0.245	0.247	0.229
JPY	0.006	0.006	0.006	0.006

1.4. Recognition and accounting principles

The consolidated financial statements are drawn up on an accrual basis. Accordingly, the effects of transactions and other events are recognized when they occur and not when cash or cash equivalents are received or paid. This means, inter alia, that expenses and income are recognized on an accrual basis.

For all assets, an assessment is made at year-end as to whether there is any indication that the carrying amount of the asset may exceed its recoverable amount (impairment). If an impairment exists, the carrying amount is reduced to the recoverable amount, with the impairment losses being charged to profit or loss for the period.

1.4.1. Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, postal giro and bank accounts, and short-term time deposits (residual term less than 90 days). They are measured at nominal value.

1.4.2. Receivables from goods and services and bad debt provision

Receivables from goods and services are measured at nominal value less any impairment losses (=bad debt provision). Individual valuation allowances are first recognized for significant items. The remaining receivables are subject to a lump-sum allowance as follows, based on empirical values, without consideration of the country of origin:

Expiration days	Value adjustment in % of the invoice amount
>360	100 %
181-360	50 %
91-180	30 %
61-90	15 %
31-60	5 %
0-30	2 %

1.4.3. Inventories

Inventories are measured at the lower of acquisition cost and net realizable value. Cost includes all directly attributable material and production costs as well as overheads incurred in bringing the inventories to their present location and condition. If the costs exceed the net fair value, a value allowance (expense) is recognized in the amount of this difference. This value is determined by means of the current market price on the sales market. Discounts granted are deducted from the cost of goods as purchase price reductions. Subsequent measurement is based on the average cost method.

1.4.4. Work in progress

Work in progress is long-term and/or multi-period construction or stand construction contracts that are identified and measured using the "Completed Contract" method because the requirements for the "Percentage of Completion" method are not cumulatively met. Contract costs incurred are capitalized as work in progress during the construction period. Construction projects are recognized in profit or loss at the time of project acceptance or, in the absence thereof, at the time of delivery to the event or destination. The date of acceptance or the date of delivery is the date on which the risks and rewards pass to the customer. Stand construction projects are recognized in profit or loss at the time the event is held or, in the case of events lasting several days, on the last day of the event. Losses are recognized immediately in profit or loss. Advance payments received are recognized directly in the balance sheet. They are offset against the corresponding long-term contracts for which the advance payment was made, provided there is no right of recovery. Otherwise, they are recognized as a liability.

1.4.5. Other short-term receivables

Other short-term receivables (including time deposits with a remaining term of more than 90 days) and loans receivable are measured at nominal value less any impairment losses.

1.4.6. Prepaid expenses, accrued income, accrued expense and deferred income

Prepaid expenses, accruals, and deferrals are measured in accordance with the principles applicable to receivables and payables, respectively.

Prepaid expenses and accrued income include both third-party and internal services for trade fairs and events recognized in the reporting year (except for work in progress for both construction and stand construction) for the following year and sales not yet invoiced for the reporting year.

Accrued expense and deferred income include accruals and deferrals relating to income already invoiced for trade fairs and events in the following year, as well as outstanding supplier invoices for goods or services already received. In addition, the accruals for current income taxes are recognized under accrued expense and deferred income.

1.4.7. Tangible assets

Tangible assets are capitalized at acquisition or production cost and valued taking into account scheduled straight-line depreciation and any impairment in value. If the factors that led to an earlier impairment improve significantly, the impairment is reversed in part or in full by means of a reversal of an impairment loss.

Depreciation of tangible assets begins from the first day of use. Assets under construction are accordingly not depreciated. The depreciation period corresponds to the useful economic life and is as follows for:

Depreciation category	Useful life	Fixed asset category
Developed property	No depreciation	Developed property
Buildings	40 years	Buildings
Various investments in extensions to buildings and systems	10 – 20 years	Buildings
Furniture and fittings	3 – 10 years	Other tangible assets
Vehicles	5 –8 years	Other tangible assets
Sound and lighting equipment	5 –10 years	Other tangible assets
Hardware	3 – 5 years	Other tangible assets

If it is determined that the useful life of the asset will change, in particular due to technical progress, the condition of the asset or the market, the residual carrying amount of the asset is depreciated over the newly envisaged remaining useful life.

Accompanying own work on investments in property, plant and equipment is generally not capitalized. Exceptions may arise due to major development projects.

Interest expense is capitalized as cost during the construction phase of a tangible asset.

1.4.8. Intangible assets

Intangible assets are non-monetary and have no physical existence. Acquired intangible assets are accounted for using the following categories (incl. useful economic life):

Depreciation category	Useful life	Fixed asset category
Acquired exhibitions and events	3 – 5 years	Intangible assets
Software	3 – 5 years	Intangible assets

Internally generated intangible assets (trade fairs, events, software, or other intangible assets) are generally not capitalized. Exceptions may arise due to major development projects.

1.4.9. Liabilities and loans payable

Liabilities and loans payable are recognized at their respective nominal values. A liability or a loan payable is current if it:

- is to be settled within 12 months after the balance sheet date, or
- is likely to result in a cash outflow from operating activities, or
- is held for trading purposes

All other liabilities are non-current.

1.4.10. Provisions

Provisions are recognized to cover all risks and obligations identifiable at the balance sheet date. Provisions are recognized when there is a probable obligation to a third party because of a past event (prior to the balance sheet date) and the amount of the obligation can be estimated. The amount of the provision is based on the expected outflow of funds to settle the obligation. This corresponding provision amount is reassessed each year.

The amount of the provision is determined on the basis of an analysis of the relevant event in the past and on the basis of events occurring after the balance sheet date, insofar as this helps to clarify the facts.

Impending losses from trade fairs and events are recognized immediately in profit or loss and the portion exceeding the allowance for capitalized costs is included in provisions.

An event that becomes obligatory after the balance sheet date has an impact on provisions if it becomes clear that the origin of the event occurred prior to the balance sheet date.

1.4.11. Goodwill

With the revised standard “Consolidated financial statements” (Swiss GAAP FER 30), the goodwill is treated different than in the previous year.

In the case of an acquisition, the net assets acquired are valued at current values. Intangible assets which have not been recognized previously by the acquiree and are relevant to the decision to obtain control are also to be identified and recognized according to Swiss GAAP FER 30/14.

Goodwill is calculated from the acquisition cost and the new identified intangible values. If the value is greater than the corresponding equity of the acquired company, a goodwill is recorded and offset directly against equity at the time of initial consolidation. If the value is lower than the corresponding equity of the acquired company, a badwill is recorded and offset directly against equity at the time of initial consolidation. According to Swiss GAAP FER, this is permissible provided that the effects of theoretical capitalization and theoretical amortization on equity and goodwill/badwill are presented separately in the statement of changes in equity and in the notes. If the useful life cannot be determined, amortization of goodwill/badwill shall take place over 5 years. If there is an impairment of goodwill/badwill, this is presented in the notes.

In the previous year, the net assets acquired are valued at current values. The excess of the cost of acquisition over the fair value of the net assets acquired represents goodwill. This is offset directly against equity at the time of acquisition. According to Swiss GAAP FER, this is permitted provided that the effects of theoretical capitalization and theoretical amortization on equity and goodwill are presented separately in the statement of changes in equity and in the notes. Goodwill is theoretically amortized over 5 years. If there is an impairment of goodwill, this is presented in the notes. On disposal of an investment, goodwill previously offset against equity is included at original cost to determine the gain or loss recognized in profit or loss.

1.4.12. Own shares

Own shares are recognized at cost at the time of acquisition and disclosed as a separate deduction in equity. There is no subsequent valuation. If own shares are sold, this is done at the moving average price. Any realized increase or decrease in value is credited or charged to capital reserves without affecting income.

1.4.13. Derivative financial instruments

Derivative financial instruments are recognised in the balance sheet as soon as they are cash flow hedges or fair value hedges and fulfil the definition of an asset or liability.

Derivative financial instruments with no direct link to a cash flow are not recognised in the balance sheet. They are disclosed in the notes with the purpose “without hedging”.

1.4.14. Pension benefit obligations

The pension obligations of the Group companies for retirement, death or disability are based on the local regulations and practices applicable in the respective countries. Except for MC², the most important companies are in Switzerland, where the pension plans are administered by a legally independent foundation. Only a few pension plans are operated abroad. The actual economic impact of all pension plans for the Group is calculated as of the balance sheet date.

Any benefit arising from employer contribution reserves (pension asset) is recognized as an asset. The capitalization of a further economic benefit (from an overfunding in the pension plan) is neither intended, nor are the prerequisites for this given. An economic obligation is recognized as a liability if the conditions for the formation of a provision are met.

1.4.15. Share-based payments

A long-term incentive plan (LTIP) exists for members of the group management team, as well as individual authorized persons defined by the Board of Directors. At the beginning of the three-year plan period, the plan participants receive a defined number of performance share units (PSUs), which are distributed over the vesting periods. The expense is recognized as personnel expense in proportion to the duration of the vesting periods. At the end of the respective vesting period, a certain number of shares are transferred to the plan participants for each PSU granted, depending on target achievement. Between zero and 1.5 shares can be allocated per PSU.

The PSUs are valued at the beginning of the respective plan period at the closing share price of the MCH share on the allocation date. The recording of personnel expenses for the current plan periods is based in each case on the degree of target achievement, which is calculated on the basis of the current actual, budget, forecast and medium-term plan figures.

The shares are freely available to the plan participants after the transfer and are not subject to any further vesting period.

1.4.16. Operating income

MCH Group generates its sales from exhibitions, events, construction projects and stand construction projects.

Sales and the associated expenses for exhibitions and events are recognized in the income statement on the date on which the event is held. The decisive date for recognition in profit or loss is the last day of the exhibition or event.

Construction projects are recognized in profit or loss at the time of project acceptance or, in the absence thereof, at the time of delivery to the event or destination. The date of acceptance or the date of delivery is the point in time at which benefit and risk pass to the customer. Stand construction projects are recognized in profit or loss at the time the event is held.

Advance payments made by customers or to suppliers for projects in future financial years are accrued for exhibitions and events and are reported as work in progress and payables for construction and stand construction projects.

In the case of cancelled projects (construction and stand construction), as a rule, the cancellation date of the project is considered the realization date and the related contractual modalities must be considered. If, in exceptional cases, special repayment and cancellation modalities are negotiated, the date of agreement/signing of the repayment and cancellation modalities shall be considered the realization date.

In the case of cancelled exhibitions and events, profit is recognized as follows:

- Canceled exhibitions and events without event cancellation insurance: Recognition in profit or loss takes place after agreement has been reached with the customers on the repayment and cancellation modalities unless the regulation according to the contract is applied.
- Canceled exhibitions and events with event cancellation insurance: The costs incurred are recognized in the income statement under operating expenses at the time the exhibition or event is cancelled. The insurance benefits are recognized in the income statement either after the insurance company's definitive commitment to pay or when it can be assumed with virtual certainty that the insurance benefits will be paid.

1.4.17. Current and deferred income tax

In accounting for current and future income tax effects, a distinction is made between the determination of current and deferred income tax.

Current income tax is calculated and expensed in accordance with local income tax regulations. The accrual of current income tax is made under deferred income.

Deferred tax arises from valuation differences between the Group's values and the values used for tax purposes and is accrued accordingly. The accrual of deferred income taxes is based on a balance sheet-oriented view and generally considers all future income tax effects. The calculation of deferred income taxes to be accrued is based on the actual expected tax rates. Deferred tax assets on temporary differences are only capitalized if it is probable that they can be offset against future taxable profits. Deferred tax assets based on tax loss carry forwards are not capitalized. Deferred tax assets are recognized in financial assets, deferred tax liabilities in long-term provisions.

1.4.18. Government grants (Subsidies)

With the implementation of Swiss GAAP FER 28, government grants must be disclosed separately. A government grant is compensation provided by a public institution for services provided or expenses incurred in the course of MCH Group operating activities. Through this, MCH Group receives a specific economic benefit.

In general, the article deviates between government grants related to assets (FER 28/4) and government grants related to income (FER 28/5).
Government grants related to assets must either be offset against the asset (net disclosure) or allocated to deferred income (gross disclosure). At MCH Group, government grants related to assets are disclosed gross with capitalization of asset and capitalization of liability. The liability is recognized in profit or loss over the useful life of the asset.
Government grants related to income must be recognized in profit or loss according to plan over the periods in which the entity recognizes the related expenses.

Government grants related to assets and related to income will be presented in the income statement as "other operating income". Government grants related to assets and any related repayments must be presented as gross amounts in the cash flow from investing activities. Government grants related to income are part of the cash flow from operating activities and must be presented separately in the cash flow statement or in the notes. MCH Group presents in the notes (see note 12).

In the context of the “Neubau Messe Basel” project, various subsidies (including investment contributions à-fonds-perdu) were granted by the public authorities (Cantons of Basel-Stadt, Basel-Landschaft and Zurich, as well as the City of Zurich).
In the 2012 financial year, MCH Messe Schweiz (Basel) AG received a non-repayable mortgage loan of CHF 50.0 million from the Canton of Basel-Stadt, as a financing contribution à-fonds-perdu, which was structured with a term of 20 years and the obligation to continue operation of the Congress Center Basel (CCB) for 20 years. Under buildings, an acquisition value in the same amount as the non-repayable mortgage loan was excluded. The corresponding part of the building is depreciated annually by CHF 2.5 million and at the same time the non-repayable mortgage loan is reduced by CHF 2.5 million and recognized as other operating income.
In the 2012 financial year, MCH Messe Schweiz (Basel) AG received an interest-free mortgage loan of CHF 30.0 million from the Canton of Basel-Landschaft which is due in 2029.

1.4.19. Transactions with related parties

Individuals or legal entities are deemed to be related parties if they have the ability, either directly or indirectly, to exert significant influence over an entity in making financial or operational decisions. Entities that are either directly or indirectly controlled by the same related parties are also deemed to be related.

MCH Group regards the following persons or organizations as related parties:

- Members of the Board of Directors, members of the Executive Board or members of the Management Board.
- Organizations in which MCH Group has a significant holding.
- Shareholders of the reporting organization who directly or indirectly, alone, or together with others, exercise a share of voting rights exceeding 20 %.
- Organizations that are controlled by related parties.
- Pension plans.

The following persons or organizations are not considered to be related parties, unless further reasons indicate a significant influence:

- Two organizations, only because they have members of the board of directors or management in common
- Trade unions, public authorities and public monopolies.
- Individual customers or suppliers with a close or dominant relationship.
- Insurance companies and banks in the normal course of business with customers.

Transactions with related parties considering the materiality principle are to be disclosed separately.

1.4.20. Contingent liabilities and receivables

The probability and amount of contingent liabilities and contingent assets are assessed at the balance sheet date, measured accordingly, and disclosed in the notes.

1.5. Other

Due to rounding, there may be differences in the totals and percentages in this report.

2. Cash and cash equivalents

CHF 1 000	31.12.2024	31.12.2023
Cash, Post Office	1 047	2 409
Bank	58 015	63 288
Total cash and cash equivalents	59 062	65 697

3. Accounts receivable

3.1. Receivables from goods and services

CHF 1 000	31.12.2024	31.12.2023
Receivables from goods and services	65 368	51 505
Bad debt provision	–9 363	–8 938
Total receivables from goods and services	56 005	42 567

Aging CHF 1 000	31.12.2024	31.12.2023
Not due	19 893	11 449
Due within 60 days	29 730	22 594
Due after 60 days	15 745	17 462
Total receivables from goods and services	65 368	51 505

3.2. Other short-term receivables

As at the reporting date, nothing was subject to an ownership restriction (previous year: CHF 1.0 million).

4. Inventories and work in progress

CHF 1 000	31.12.2024	31.12.2023
Raw materials	1 854	2 054
Consumables and supplies	70	62
Semi-finished products	1 730	1 190
Merchandise	182	51
Prepayments for inventories	22	64
Value allowance on inventories	–1 128	–990
Total inventories	2 730	2 431
Long-term customer contracts	10 482	15 070
Value allowance on long-term customer contracts	–226	–210
Down payments received for long-term customer contracts	–111	0
Total work in progress	10 145	14 860
Total inventories and work in progress	12 875	17 291

5. Prepaid expenses, accruals and deferrals

Prepaid expenses and accrued income CHF 1 000	31.12.2024	31.12.2023
Exhibitions and events	6 055	9 406
Stand construction sales not yet invoiced	11 026	3 275
Prepaid rents	518	434
Prepaid income tax	210	330
Other	6 679	4 552
Total of prepaid expenses and accrued income	24 488	17 997

Accrued expenses and deferred income CHF 1 000	31.12.2024	31.12.2023
Services invoiced in advance for exhibitions and events	28 162	22 187
Staff	13 862	11 597
Accrual for current tax	4 172	2 129
Other	10 083	7 048
Total of accrued expenses and deferred income	56 279	42 961

The amount of prepaid expenses and deferred income is primarily influenced by the trade fair cycle.

Costs of CHF 6.0 million (previous year: CHF 9.4 million) were capitalised under “Exhibition and events” in prepaid expenses. Of this amount, CHF 4.0 million were internal services (previous year CHF 5.1 million).

The item “Services invoiced in advance for exhibitions and events” includes in advance invoiced services for exhibitions and events in Switzerland 2025, as well as the Art Basel fairs 2025.

6. Tangible assets

CHF 1 000	Developed Land	Buildings	Tangible assets under construction	Other tangible assets	Total
Purchase costs as of 1.1.2023	4 000	896 240	–	55 748	955 988
Additions	–	165	4 869	1 001	6 035
Change in consolidation scope	–	–	–	–	–
Depreciated values [1]	–	–13 968	–	–483	–14 451
Disposals	–	–	–	–41	–41
Reclassification	–	324	–2 425	2 101	–
Exchange differences	–	–943	–	–1 448	–2 391
Purchase values as of 31.12.2023	4 000	881 818	2 444	56 878	945 140
Accumulated depreciation as of 1.1.2023	–	–736 791	–	–50 706	–787 497
Depreciation	–	–13 598	–	–2 064	–15 662
Impairment reversal	–	4 482	–	–	4 482
Reductions in value adjustments [1]	–	13 968	–	483	14 451
Exchange differences	–	828	–	1 344	2 172
Total accumulated depreciation as of 31.12.2023	–	–731 111	–	–50 943	–782 054
Net book value as of 31.12.2023	4 000	150 707	2 444	5 935	163 086
thereof mortgaged buildings	–	144 832	–	–	144 832
Purchase costs as of 1.1.2024	4 000	881 818	2 444	56 878	945 140
Additions	–	1 031	4 010	948	5 989
Change in consolidation scope	–	–	–	–	–
Depreciated values [1]	–	–	–	–258	–258
Disposals	–	–	–	–53	–53
Reclassification [2]	–	3 101	–4 592	1 458	–33
Exchange differences	–	764	–10	1 103	1 857
Purchase values as of 31.12.2024	4 000	886 714	1 852	60 076	952 642
Accumulated depreciation as of 1.1.2024	–	–731 111	–	–50 943	–782 054
Depreciation	–	–13 455	–	–2 218	–15 673
Disposals	–	–	–	–44	–44
Reductions in value adjustments [1]	–	–	–	258	258

CHF 1 000	Developed Land	Buildings	Tangible assets under construction	Other tangible assets	Total
Reclassification [2]	–	–98	–	95	–3
Exchange differences	–	–655	–	–1 043	–1 698
Total accumulated depreciation as of 31.12.2024	–	–745 319	–	–53 895	–799 214
Net book value as of 31.12.2024	4 000	141 395	1 852	6 181	153 428
thereof mortgaged buildings	–	137 452	–	–	137 452

1 After expiry of the depreciation period, the purchase or production cost value is offset against the accumulated depreciation.
2 Total amount is a reclassification from fixed assets to intangible assets

In accordance with the decision of the Cantonal Parliament of 12.03.2008 relating to the financing concept for the new Messe Basel complex (formerly Exhibition Center Basel 2012), security was provided for the non-repayable loan of CHF 50.0 million, secured by a mortgage, that MCH Swiss Exhibition (Basel) Ltd. received as a financing contribution (à fonds perdu) through the issue of a mortgage note for this same amount, charged to the two buildings of the Congress Center Basel.

MCH Group does not own any undeveloped plots of land. The “Developed land” asset category comprises exclusively developed land. The “Buildings” asset category includes all buildings and installations permanently attached to the buildings.

In the previous year, the City of Zurich exercised its right of first refusal for the Theatre 11 in Zurich. The sale price totalled CHF 2.6 million. The sale price was offset against the existing loans to the Canton of Zurich and the City of Zurich totalling CHF 2.1 million. As part of this transaction, the renovation fund for Theatre 11 was transferred to the new owners with the paid-in amounts of CHF 2.3 million.

The MCH Group carries out an annual review of the value of its exhibition halls. This involves comparing the current book value of the exhibition halls with the realisable value (value in use). The value in use is calculated on the basis of the estimated future cash flows. The future cash flows are in turn based on the estimated future discounted sales and expenses. The value in use of the exhibition halls in Basel and Zurich is calculated on the basis of the achievable hall rental income.

In 2017 and 2018, impairment losses were recognised on the exhibition halls in Basel and Zurich due to the lower estimated future earnings expectations in the national exhibition business at the time. In the years 2019 to 2022, the estimates in this regard had not changed.

Due to the higher future income expectations for the exhibition halls in Zurich in the previous year, the value in use of the exhibition halls in Zurich were higher as at 31 December 2023. This results in a reversal of impairment losses of CHF 4.5 million in the previous year. No reversal of impairment losses was recognized in the financial statements prepared in accordance with stautory law, resulting in deferred tax expenses of CHF 0.8 million on group level in the previous year.

There was no reversal of impairment or impairment loss for the exhibition halls in Basel in the reporting year (previous year: none)

7. Financial assets

CHF 1 000	31.12.2024	31.12.2023
Other loans	13	12
Pension assets	730	730
Deferred tax assets	3 584	5 769
Equity investment	1 631	1 572
Total financial assets	5 958	8 083

In the United States, deferred tax assets on temporary differences amounting to CHF 8.1 million were capitalised in 2022 due to the positive outlook for the future. Due to the positive business performance in the United States, CHF 2.6 million in deferred tax assets were released in the reporting year, resulting in a corresponding deferred tax expense (previous year: CHF 2.3 million).

8. Intangible assets

Composition of intangible assets CHF 1 000	Acquired intangible assets	Intangible assets generated internally	Intangible assets under construction	Total
Purchase costs as of 1.1.2023	33 969	742	–	34 711
Depreciated values [1]	–16	–	–	–16
Additions	167	–	5 567	5 734
Disposals	–	–	–	0
Reclassifications	878	–	–878	0
Exchange differences	–391	–	–	–391
Purchase values as of 31.12.2023	34 607	742	4 689	40 038
Accumulated depreciation as of 1.1.2023	–22 172	–	–	–22 172
+ Reductions in value adjustments [1]	16	–	–	16
Depreciation	–2 439	–	–	–2 439
Impairment	–	–	–	–
Exchange differences	377	–	–	377

Composition of intangible assets CHF 1 000	Acquired intangible assets	Intangible assets generated internally	Intangible assets under construction	Total
Total accumulated depreciation as of 31.12.2023	–24 218	–	–	–24 218
Net book value as of 31.12.2023	10 389	742	4 689	15 820
Purchase costs as of 1.1.2024	34 607	742	4 689	40 038
Depreciated values [1]	–	–	–	–
Additions	61	–	7 816	7 877
Disposals	–13	–	–	–13
Reclassification [2]	3 102	1 184	–4 253	33
Exchange differences	301	–	–	301
Purchase values as of 31.12.2024	38 058	1 926	8 252	48 236
Accumulated depreciation as of 1.1.2024	–24 218	–	–	–24 218
+ Reductions in value adjustments [1]	–	–	–	–
Depreciation	–3 718	–299	–	–4 017
Disposals	8	–	–	8
Reclassification [2]	3	–	–	3
Impairment	–	–	–	–
Exchange differences	–294	–	–	–294
Total accumulated depreciation as of 31.12.2024	–28 219	–299	–	–28 518
Net book value as of 31.12.2024	9 839	1 627	8 252	19 718

1 After expiry of the depreciation period, the purchase or production cost value is offset against the accumulated depreciation.
2 Total amount is a reclassification from fixed assets to intangible assets

Additions in the reporting year relate to investments in digitalisation projects of CHF 5.1 million (previous year: CHF 3.2 million) and general modernisations and expansions of CHF 2.8 million (previous year: CHF 2.5 million).

9. Financial liabilities

CHF 1 000	31.12.2024	31.12.2023
Short-term loans from third parties	420	409
Short-term loans from participants	2 500	2 500
Total short-term financial liabilities	2 920	2 909
Long-term loans from third parties	108 371	108 775
Long-term loans from participants	17 500	20 000
Total long-term financial liabilities	125 871	128 775
Total financial liabilities	128 791	131 684
Indebtedness net	69 729	65 987

Net debt (short-term and long-term financial liabilities less cash and cash equivalents) increased to CHF 69.7 million (previous year: CHF 66.0 million).

CHF 1 000	Residual maturity up to 1 year or less	Residual maturity 1–5 years	Residual maturity over 5 years or more	Total	Thereof secured by mortgages	Interest rate
Loans from third parties and banks	409	41 289	2 485	44 183	40 000	1 %–3.31 %
Loans from third parties (Canton of Basel-Landschaft)	–	35 000	–	35 000	35 000	3.25 %
Interest-free loans from third parties (Canton of Basel-Landschaft) [1 3]	–	–	30 000	30 000	–	–
Total loans from third parties	409	76 289	32 485	109 183	75 000	
Non-repayable loan (à fonds perdu) secured with a mortgage [2]	2 500	10 000	10 000	22 500	22 500	–
Total loans from involved parties	2 500	10 000	10 000	22 500	22 500	
As of 31.12.2023	2 909	86 289	42 485	131 683	97 500	
Loans from third parties and banks	420	40 883	2 488	43 791	40 000	1 %–3.31 %
Loans from third parties (Canton of Basel-Landschaft)	–	35 000	–	35 000	35 000	3.25 %
Interest-free loans from third parties (Canton of Basel-Landschaft) [1 3]	–	–	30 000	30 000	–	–
Total loans from third parties	420	75 883	32 488	108 791	75 000	
Non-repayable loan (à fonds perdu) secured with a mortgage [2]	2 500	10 000	7 500	20 000	20 000	–
Total loans from involved parties	2 500	10 000	7 500	20 000	20 000	
As of 31.12.2024	2 920	85 883	39 988	128 791	95 000	

1 Interest as a subsidy; the interest-free loans of the cantons of Basel-Stadt and Basel-Landschaft are subordinated.
2 Financing sum, annual amortization of CHF 2.5 million, as a subsidy from 2013 onwards.
3 Repayment will be deferred if the equity ratio of MCH Group Ltd. falls below 30 % or if no dividends are paid on account of the result.

As part of the financing of MCH Group, a CHF bond of CHF 100 million was issued in 2018 with a term from 16 May, 2018 to 16 May, 2023 (5 years) and a coupon of 1.875 %. In the current year, no shares were repurchased early (previous year: CHF 3.1 million). The bond was repaid in full on 16 May 2023.

10. Provisions

CHF 1 000	As of 01.01.2023	Recognised	Used	Released	Reclassification and currency translation differences	As of 31.12.2023	thereof short-term
Repairs to exhibition parking spaces	800	4 200	–	–	–	5 000	5 000
Renovation fund Theater 11 [1]	2 352	37	–2 389	–	–	0	–
Deferred income tax provision	1 262	813	–60	–	–	2 015	–
Potential reimbursement claims	2 123	–	–189	–	–	1 934	–
Share-based payments	452	593	–217	–462	–17	349	107
Contractual risks	1 441	7	–	–250	–107	1 091	1 091
Other provisions	1 629	288	–1 102	–	–46	769	643
Total provisions	10 059	5 938	–3 957	–712	–170	11 158	6 841

CHF 1 000	As of 01.01.2024	Recognised	Used	Released	Reclassification and currency translation differences	As of 31.12.2024	thereof short-term
Repairs to exhibition parking spaces	5 000	–	–	–	–	5 000	5 000
Deferred income tax provision	2 015	–	–99	–68	–	1 848	–
Potential reimbursement claims	1 934	100	–	–	–	2 034	–
Share-based payments	349	1 857	–101	–1 120	20	1 005	42
Contractual risks	1 091	8	–7	–	84	1 176	1 176
Other provisions	769	2 474	–118	–230	60	2 955	2 827
Total provisions	11 158	4 439	–325	–1 418	164	14 018	9 045

1 See Note 6 on the sale of Theatre 11

Due to the termination of a tenancy, contractually owed dismantling measures are due, including the disposal of materials brought in. The amount of the provision was CHF 5.0 million in the reporting year (previous year: CHF 5.0 million) and is now recognised as current.

The provision for the Theatre 11 renovation fund was supplemented annually by CHF 0.2 million plus indexed inflation. This fund is used to finance renovation work on Theatre 11. With the sale of Theatre 11 in the previous year, funds from the renewal fund were transferred to the new owner. Further details on the transaction can be found in the notes under 6.

Deferred taxes totalling CHF 0.7 million (previous year: CHF 0.8 million) were recognised for temporary differences between the tax accounts of the individual company and the accounts in accordance with Swiss GAAP FER from the reversal of impairment losses on the exhibition hall in Zurich.

The reclaims relate to provisions for tax risks totalling CHF 1.5 million (previous year: CHF 1.5 million) and warranty guarantees from the Experience Marketing division's project business amounting to CHF 0.5 million (previous year: CHF 0.4 million). In the reporting year, no warranty guarantees were released (previous year: CHF 0.2 million)

In the previous period, provisions totalling CHF 0.3 million were used for pending legal proceedings in Switzerland and Germany that were recognised in 2022.

11. Own shares

	Number of shares	Book value CHF 1 000
Own shares as of 01.01.2023	225 000	2 077
Share-based compensation	–46 028	–425
- Of which not yet paid out	11 306	104
Remuneration of the Board of Directors with shares	–30 445	–281
- Of which not yet paid out	19 228	177
Own shares as of 31.12.2023	179 061	1 653
Payout compensation/remuneration previous year	–30 534	–282
- Of which not yet paid out	9 613	89
Remuneration of the Board of Directors with shares	–40 324	–372
- Of which not yet paid out	16 103	149
Correction previous year [1]	3 228	30
Own shares as of 31.12.2024	137 147	1 267

1 3,228 shares have not been paid out in 2023, but only in January 2024

12. Other operating income

CHF 1 000	2024	2023
State Grants	8 596	7 363
Sale of Theatre 11 (Zurich)	0	2 558
State Covid-19 Indemnities USA	0	1 952
Insurance case Laufen	3 059	0
External rents	3 216	2 154
Other	8 306	3 780
Total Other operating income	23 177	17 807

Due to the first application of Swiss GAAP FER 28 as of 1 January 2024, MCH discloses a total income from subsidies of CHF 8.6 million where as the government grants from the state of Hong Kong for the Art Basel Hong Kong (CHF 4.6 million) and the grant for the “Neubau Messe Basel” (CHF 2.5 million) were the biggest ones. In the previous year, MCH group had a total income from subsidies under Swiss GAAP FER 28 of CHF 8.7 million which deviates to the reported amount in 2023 as two subsidies of CHF 1.3 million had been reported as “Net Sales from goods and services”.

In Switzerland, an insurance case has been setteled with a settelement payment of CHF 3.1 million.

In the United States, the “Paycheck Protection Program (PPP)” loans received, which were directly related to covering the operating costs incurred as a result of the Covid–19 pandemic, were unconditionally waived in the previous year in the amount of USD 2.2 million (CHF 1.9 million) due to local regulations.

13. Segment reporting

Operating income by divisions CHF 1 000	2024	%	2023	%
Community Platforms	216 529	49.7	185 782	47.2
Experience Marketing	279 193	64.1	262 835	66.8
Corporate Functions	–60 023	–13.8	–54 903	–13.9
Total operating income	435 699	100.0	393 714	100.0

EBITDA by divisions CHF 1 000	2024	%	2023	%
Community Platforms	31 527	91.3	6 489	52.7
Experience Marketing	27 378	79.4	20 629	167.5
Corporate Functions	–24 378	–70.6	–14 800	–120.0
Total EBITDA	34 527	100.0	12 318	100.0

EBIT by divisions CHF 1 000	2024	%	2023	%
Community Platforms	17 102	115.3	–3 747	287.8
Experience Marketing	25 495	171.8	18 575	–1 426.7
Corporate Functions	–27 760	–187.1	–16 130	1 238.9
Total EBIT	14 837	100.0	–1 302	100.0

The segment revenues and results of the divisions “Community Platforms” and “Experience Marketing” are stated prior to consolidation. The division “Community Platforms” comprises the revenues and results of the various physical, hybrid and digital platforms and the associated services of the units “Art & Art Related Industries” and “Exhibition & Events”. “Experience Marketing” includes strategy, creation and implementation of experience marketing services of the “Live Marketing Solutions” division with the brands MCH Global, Expomobilia and MC². “Corporate Functions” takes in Corporate IT, Corporate Finance, Corporate Procurement, Legal Department, Risk Management & Compliance, Corporate HR, Corporate Communications, Group Strategy & Sustainability and the consolidation effects.

Operating income by geographical markets CHF 1 000	2024	%	2023	%
Switzerland	107 860	24.8	103 190	26.2
Europe without Switzerland	70 326	16.1	57 108	14.5
North and South America	209 356	48.1	194 988	49.5
Asia, Pacific and Africa	48 157	11.1	38 428	9.8
Total operating income	435 699	100.0	393 714	100.0

Operating income by geographical market is presented subsequent to consolidation and thus relates purely to third-party sales.

14. Staff and staff expenditure

Employees	31.12.2024	31.12.2023
Full-time jobs	807	858

Personnel expenses CHF 1 000	2024	2023
Ordinary personnel expenses	–132 650	–124 601
Short time compensation	0	1 096
Total Personnel expenses	–132 650	–123 505

Personnel expenses include short-time working compensation in the previous year of CHF 1.1 million all of which was received in 2023. The short-time working compensation in the reporting year are back payments for claims from previous years, which are attributable to a federal court ruling in Switzerland. Personnel expenses before short-time working compensation totalled CHF 132.7 million (previous year CHF 124.6 million).

For various services, additional temporary staff are employed as cashiers, cloakroom attendants, guards and office assistants, etc.

15. Share-based payments

Three vesting periods were defined for PSUs from the LTIP 2022–2024. They end as follows:

- On the 1st anniversary of the grant date for one third of the PSUs granted.
- On the 2nd anniversary of the grant date for a further third of the PSUs granted.
- On the 3rd anniversary of the grant date for the final third of the PSUs granted.

Two vesting periods were defined for PSUs from the LTIP 2023–2025. They end as follows:

- On the 2nd anniversary of the grant date for one third of the PSUs granted.
- On the 3rd anniversary of the grant date for two thirds of the PSUs granted.

One vesting period was defined for PSUs from the LTIP 2024-2026 which ends on the 3rd anniversary of the grant date for all of the PSUs granted.

The following personnel expenses, including social security benefits, were recognized for the current plan periods

Plan period	Vesting period	Quantity	Value	Personnel expenses 2024	Personnel expenses 2023
		PSU	CHF 1 000	CHF 1 000	CHF 1 000
2022-2024	2022			0	13
	2023			0	–98
	2024	39 281	158	0	–130
2023-2025	2024	44 330	178	–41	63
	2025	88 667	356	–168	224
2024-2026	2027	192 183	771	–781	–
Total		364 461	1 463	–990	72

In the reporting year, no shares were transferred to plan participants (previous year: 46,028).

16. Financial result

CHF 1 000	2024	2023
Interest income	10	105
Exchange gains	977	3 718
Other financial income	312	291
Total financial income	1 299	4 114
Interest on capital	–2 528	–3 290
Bank and credit card charges	–751	–933
Exchange losses	–1 316	–6 349
Total financial expense	–4 595	–10 572
Total financial result	–3 296	–6 458

Interest expense (interest on capital) relates to the financing costs for operating loans and various other interest expenses.

17. Taxes

CHF 1 000	2024	2023
Current income tax	–6 957	–3 590
Deferred income tax	–2 380	–2 656
Total income tax	–9 337	–6 246

Calculation of average tax rate CHF 1 000	2024	2023
Gain / Loss before income taxes	11 528	–7 798
Average applicable tax rate in %	81.0	–80.1

Tax loss carryforwards CHF 1 000	2024	2023
Total tax loss carry forward as of 01.01.	383 998	383 063
Loss carry forwards expired	–3 784	0
Change in loss carry forward in the tax balance	26 760	935
Total tax loss carry forward as of 31.12.	406 974	383 998
Entitlement for deferred income taxes on losses carried forward not yet used	56 064	54 576
Average tax rate in %	13.8	14.2

Due to the positive business performance in the United States, deferred tax assets on temporary differences in the amount of CHF 2.7 million are capitalized (previous year CHF 5.8 million). The decrease led to a deferred tax expense in the reporting year. Deferred tax assets from losses carried forward are not capitalized.

Impact of changes in loss carry forwards on income tax CHF 1 000	2024	2023
Income tax prior to allowance for loss carry forwards	–7 429	–6 024
Impact of non-capitalization of loss carry forwards	–5 254	–2 603
Impact of the use of non-capitalized loss carry forwards	3 346	2 381
Income tax with allowance for loss carry forwards	–9 337	–6 246

The calculation was based on the following assumptions:

Impact of the non-capitalization of losses carried forward: Shows how high the impact of tax losses carried forward would have been on income tax expenditure if these had been capitalized. The theoretical capitalization includes the formation and expiry of tax losses carried forward.

Impact from the use of non-capitalized losses carried forward: Shows how much higher income tax expenditure would have been if it had not been possible to claim any tax losses carried forward.

18. Earnings per share

	2024	2023
Basis for calculating earnings per share	CHF 1 000	CHF 1 000
Profit/Loss for the year	2 191	–14 044
of which attributable to non-controlling interests	–814	–1 273
of which attributable to the shareholders of the parent company	3 005	–12 771
Basis for the calculation of earnings per share	3 005	–12 771

	2024	2023
Weighted average number of shares	Number of shares	Number of shares
Issued shares at 01.01.	30 874 086	30 828 147
Payout compensation/remuneration previous year	30 534	0
- Of which not yet paid out	–9 613	0
Share-based compensation	0	46 028
- Of which not yet paid out	0	–11 306
Remuneration of the Board of Directors with shares	40 324	30 445
- Of which not yet paid out	–16 103	–19 228
Issued shares at 31.12.	30 919 228	30 874 086
Weighted average number of issued shares	30 906 268	30 837 682

Result per share	2024 CHF	2023 CHF
Profit/Loss for the year for the calculation of earnings per share	3 005	–12 771
Average time-weighted number of shares outstanding	30 906 268	30 837 682
Undiluted result per share in CHF	0.10	–0.41
Profit/Loss for the year for the calculation of earnings per share	3 005	–12 771
Average time-weighted number of shares outstanding	30 906 268	30 837 682
Adjustment for assumed exercise of share-based payment plans	0	86 952
Diluted result per share in CHF	0.10	–0.41

The undiluted earnings per share are calculated by dividing the consolidated result for the year attributable to the shareholders of the parent company, after taxes, by the weighted average number of shares outstanding.

19. Goodwill

In accordance with the consolidation principles, MCH Group offsets the goodwill acquired directly against equity at the time of initial consolidation or the time of acquisition.

The theoretical net carrying amount of goodwill in the previous year comprises the acquired company Digital Festival AG (merged with MCH Swiss Exhibition (Zurich) Ltd. on Jan 1, 2022). With the temporary stop of Digital Festival announced in the reporting year, the remaining goodwill amount has been put to zero.

If the goodwill had been capitalized, assuming an amortization period of five years, the following values would have been obtained:

Additional disclosure with goodwill charged against equity CHF 1 000	2024	2023
Profit/Loss for the year	2 191	–14 044
Theoretical amortization of goodwill	–422	–167
Result after taxes with capitalization of goodwill	1 769	–14 211

Acquisition value of the goodwill CHF 1 000	2024	2023
As of 01.01.	145 036	145 036
Additions	0	–
As of 31.12.	145 036	145 036

Accumulated amortization of the goodwill CHF 1 000	2024	2023
As of 01.01.	–144 291	–144 124
Amortization	–167	–167
Impairment	–578	–
As of 31.12.	–145 036	–144 291
Shareholders’ equity as of 31.12.	103 789	98 911
Theoretical net book value of goodwill	0	417
Shareholders’ equity with inclusion of goodwill as of 31.12.	103 789	99 328

20. Pension benefit obligations

MCH has various pension schemes and plans, which are based on the local conditions in the countries concerned. The following table provides an overview of the surplus and deficit and the economic share attributable to the employer:

	Pension plans with surplus		Pension plans without surplus/deficit		Total Employee benefits	
CHF 1 000	31.12.2024	31.12.2023	31.12.2024	31.12.2023	31.12.2024	31.12.2023
Surplus/deficit as at December 31	45 000	47 000	–	–	45 000	47 000
Contributions concerning the current period	7 700	7 200	3 040	2 244	7 700	7 200
Pension benefit expenses with personnel expenses	7 700	7 200	3 040	2 244	7 700	7 200

The pension fund of MCH Group, Switzerland, is shown under the item “Pension plans with surplus”. This is a legally independent foundation on whose Board of Trustees the employer and employees are equally represented. The pension fund manages the occupational benefit scheme for the Swiss companies under its own responsibility on a defined contribution basis. The benefits are determined on the basis of the available retirement assets. They therefore depend on the contributions paid, the vested benefits brought in and the buy-ins, including interest in each case. Financing is provided by employer and employee contributions defined in the regulations. Any surplus or deficit is determined on the basis of the pension fund’s annual financial statements prepared in accordance with Swiss GAAP FER 26 after deduction of the fluctuation reserves. At the end of the reporting year, there was a surplus of CHF 45.0 million (previous year CHF 47.0 million). This surplus is fully attributable to the beneficiaries of the pension fund, which is why no economic portion is capitalized.

A defined contribution savings plan in the USA (401k) is stated under “Pension plans without surplus/deficit”. There is no surplus or deficit in these plans. Accordingly, no economic interests are capitalized or recognized as liabilities in the balance sheet.

CHF 1 000	31.12.2024	31.12.2023
Nominal value as of 31 December	730	730
Waiver of appropriation as at December 31	–	–
Formation	–	–
Total	730	730
Result from employer contribution reserve	–	–

The employer contribution reserve totaled CHF 0.7 million in the reporting year (previous year CHF 0.7 million).

21. Off-balance-sheet transactions

CHF 1 000	Due in 1 year or less	Due in 2–5 years	Due in 5 years or more	Total
Rental contracts for business premises	6 938	22 552	9 072	38 562
Rental and maintenance contracts for ICT	101	70	–	171
Lease commitments for vehicles	200	332	–	532
Ground rent	1 568	6 270	40 702	48 540
As of 31.12.2023	8 807	29 224	49 774	87 805
Rental contracts for business premises	7 466	21 592	5 492	34 550
Rental and maintenance contracts for ICT	98	58	–	156
Lease commitments for vehicles	307	631	67	1 005
Ground rent	1 568	6 270	39 135	46 973
As of 31.12.2024	9 439	28 551	44 694	82 684

22. Derivative financial instruments

CHF 1 000	Contract value 2024	Contract value 2023	Replacement value 2024	Replacement value 2023	Purpose
Forward transactions foreign exchange	13 569	8 852	202	–175	without Hedging
Total derivative financial instruments	13 569	8 852	202	–175	

For commercial reasons, forward transactions without a hedging purpose were concluded in the reporting and in the previous year.

23. Investments in subsidiaries

23.1. Investments as of 31.12.2024

Investments in subsidiaries	City	Activity	Consolidation	Share capital in 1 000		Investment in % Direct	Investment in % Indirect
Switzerland							
MCH Swiss Exhibition (Basel) Ltd.	Basel	CP	F	CHF	40 000	100.0	
MCH Swiss Exhibition (Zurich) Ltd.	Zurich	CP	F	CHF	13 720	100.0	
MCH Beaulieu Lausanne SA	Lausanne	CP	F	CHF	100	100.0	
MCH Live Marketing Solutions AG	Effretikon	EM	F	CHF	300	100.0	
Arcual AG	Zurich	CP	F	CHF	191	68.1	
Art, Kunstmesse AG, in Basel	Basel	TC	F	CHF	50		100.0
Swisstech Fachmesse AG	Basel	TC	F	CHF	50		100.0
Natura, Internationale Fachmesse und Kongresse AG	Basel	TC	F	CHF	50		100.0
Ineltec Fachmesse AG	Basel	TC	F	CHF	50		100.0
Swissdata, Fachmesse für Datenverarbeitung AG	Basel	TC	F	CHF	50		100.0
Orbit Fachmessen AG	Basel	TC	F	CHF	100		100.0
Parkhaus Messe Zürich AG	Zurich	CP	E	CHF	5 000		20.0

Investments in subsidiaries	City	Activity	Consolidation	Share capital in 1 000		Investment in % Direct	Investment in % Indirect
Germany							
Creative Management Holding GmbH	Hilden	EM	F	EUR	25		100.0
MC² Europe GmbH	Hilden	EM	F	EUR	200		50.0
Arcual GmbH	Berlin	CP	F	EUR	12		100.0
France							
MCH Group France SAS	Paris	CP	F	EUR	10	100.0	
Great Britain							
Masterpiece London Ltd.	London	CP	F	GPB	19		100.0
Arcual Ltd.	London	CP	F	GBP	1		100.0
Netherlands							
MCH Group Netherlands B.V	Amsterdam	EM	F	EUR	100	100.0	
Singapore							
Art Events Singapore PTE Ltd.	Singapore	CP	A	USD	300	15.0	
United States							
Art Basel U.S. Corp.	Miami	CP	F	USD	100		100.0
MCH US Corp.	Delaware	EM	F	USD	30 000	100.0	
Creative Management Services, Inc.	Missouri	EM	F	USD	0		100.0
Creative Management Services, LLC	Delaware	EM	F	USD	45		100.0
Creative Management Services II, LLC	Missouri	EM	F	USD	0		100.0
Dubfrequency Inc.	Delaware	CP	A	USD	3		0.3
China							
MCH Group Asia Ltd.	Hong Kong	CP	F	HKD	1		100.0
Masterpiece Asia Ltd.	Hong Kong	CP	F	HKD	0		100.0
Expomobilia MCH Global Shanghai Ltd.	Shanghai	EM	F	CNY	1 360		100.0
Japan							
MCH Group Japan KK	Tokyo	EM	F	JPY	11	100.0	
United Arab Emirates							
Expomobilia MCH Global Middle East (Dubai) LLC	Dubai	EM	F	AED	300		49.0

F Full consolidation
E Equity consolidation
A At cost
CP Community Platforms
EM Experience Marketing
TC Trademark company

The reporting date for Art Events Singapore PTE Ltd. is June 30. All other companies in the Group have a reporting date of December 31.

23.2. Change in consolidation scope

MCH Group AG founded the company MCH Group Japan KK with registered office in Tokyo, Japan, on February 20, 2023. MCH Group AG holds 100 % of the participation rights.

MCH Group AG founded the company MCH Group Netherlands B.V with registered office in Amsterdam, Netherlands, on March 22, 2023. MCH Group AG holds 100 % of the participation rights.

Design Miami Basel AG, in liquidation, which had already been in liquidation in the previous year, was formally deleted from the commercial register in November 2023.

On 23 June, 2022, MCH Swiss Exhibition (Basel) Ltd. acquired a further 31.5 % of the shares in Masterpiece London Ltd. at a price of GBP 59. On 2 February, 2023, MCH Swiss Exhibition (Basel) Ltd. acquired a further 1 % of the shares in Masterpiece London Ltd. at a price of GBP 2. As of this date, MCH Swiss Exhibition (Basel) Ltd. holds 100 % of the participation rights in Masterpiece London Ltd. (previous year: 100 %).

Esthetica SA, in liquidation, which had already been in liquidation in the previous year, was formally deleted from the commercial register in May 2024.

23.3. Further details

By acquiring the shares of Art Events Singapore Pte. Ltd., MCH Swiss Exhibition (Basel) Ltd. also acquired the right to sell back its shareholding in 2024 if the event cannot be staged at all or cannot be staged with economic success. This right has not been used.

24. Further details

24.1. Contingent liabilities and receivables

CHF 1 000	31.12.2024	31.12.2023
Tax refunds	-	-
Total contingent assets	-	-
Guarantee obligations	732	2 927
Covid-19 Hardship programs [1]	-	9 800
Other	-	-
Total contingent liabilities	732	12 727

To secure a rent guarantee for MC², MCH Group Ltd. has issued a guarantee amounting to CHF 0.2 million (USD 0.2 million) as per 31.12.2024 (previous year: CHF 0.4 million, USD 0.5 million). To secure contractual obligations, MCH Live Marketing Solutions Ltd. has issued guarantees amounting to CHF 0.5 million as per 31.12.2024 (previous year: CHF 0.4 million)

To secure the contractual obligations of Arcual AG, MCH Group Ltd. had issued a guarantee amounting to CHF 2.1 million (USD 2.5 million) as per 31.12.2023.

In 2021, a total of CHF 9.8 million as part of the state Covid–19 hardship programs in the canton of Zurich were collected. This amount, which are subject to the Covid–19 Hardship Ordinance of the Swiss Confederation and thus its article on the restriction of use until the end of 2024. The Board of Directors is of the opinion that the restrictions on use have been complied with. As at the date of these financial statements, no other assessment has been made by the authorities that would result in the recognition of a corresponding liability. In the previous year, this matter was explained in Note 12 “Other operating income”.

24.2. Risk management

MCH Group has implemented a risk management system. On the basis of a risk identification conducted by the Executive Board each year, the key risks for the group are rated according to the probability of their occurrence and their impact and evaluated in depth with the Audit Committee. These risks are avoided, reduced or passed on by means of appropriate measures decided on by the Board of Directors. The risks borne by the group itself are consistently monitored. The last risk assessment conducted by the Board of Directors was adopted on 18.12.2024. To allow the group to respond flexibly to changes in the risk environment, the Executive Board is entitled to commission in-depth risk clarifications on an ad-hoc basis.

24.3. Events subsequent to the balance sheet date

On January 23, 2025, Expomobilia in Effretikon (Switzerland) announced the initiation of a consultation process. This process has been concluded on February 25, 2025 with a reduction of 23 positions.

No other significant events occurred after the balance sheet date and up to the approval of the annual financial statements by the Board of Directors that could affect the informative value of the 2024 annual financial statements and would therefore have to be disclosed here.

24.4. Approval of the financial statements

The Board of Directors of MCH Group Ltd. approved the consolidated financial statements on March 19, 2025.

Statutory Auditor's Report

To the General Meeting of MCH Group Ltd., Basel

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of MCH Group Ltd. and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 31 December 2024 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 (chapter Financial Report, with subchapter Consolidated Balance Sheet, Consolidated Income Statement, Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements) give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, 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 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.

Key Audit Matters

VALUATION OF PROPERTY, PLANT AND EQUIPMENT (EXHIBITION HALLS)

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 PROPERTY, PLANT AND EQUIPMENT (EXHIBITION HALLS)

Key Audit Matter

As at 31 December 2024, MCH Group Ltd. has developed land, buildings and assets under construction in the amount of CHF 147.2 mio., of which CHF 88.6 mio. correspond to exhibition halls situated in Basel and CHF 28.1 mio. correspond to exhibition halls situated in Zurich.

Management examines on a yearly basis whether there are indicators of impairments of the exhibition halls and whether a value adjustment recognized during previous reporting periods must be fully or partly reversed.

In this respect, the carrying amount is compared to the recoverable amount (higher of the net selling price and the value in use).

The value in use is based on the estimated and discounted forecast cash flows, which are determined mainly by the estimated future revenues and expenses as well as the discount rate.

The net selling price is the price realisable in a transaction between independent third parties less related expenses in connection with the sale.

Our response

Our audit procedures included, amongst others, evaluating the methodical and mathematical accuracy of the model used for the impairment tests, the appropriateness of the assumptions used, and the methodology used by management to evaluate the forecast cash flows. We involved our valuation specialists in order to support our audit procedures.

We performed amongst others the following audit procedures:

— comparing business plan data against the latest management approved forecasts and Board approved plans;

— challenging the robustness of the key assumptions used to determine the value in use, including fore-cast cash flows, long-term growth rates and dis-count rates by comparing them with publicly available data as well as based on our understanding of the commercial prospects of the related assets;

— assessment of the method used and verification of the appropriateness of the key assumptions applied in determining the net selling price;

— comparing the sum of the recoverable amount to the carrying amount of the corresponding assets and examining the recording of any value adjustments.

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

For further information on the valuation of property, plant and equipment refer to the following:

- 1.4. Recognition and accounting policies
- 1.4.8 Tangible fixed assets
- 6. Tangible fixed assets

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, which 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 scepticism 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.

— Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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 to 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 Art. 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 the 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 AG

Claudio Boller Licensed Audit Expert Auditor in Charge	Andreas Lövenich Licensed Audit Expert

Basel, 20 March 2025

KPMG AG, Grosspeteranlage 5, CH-4002 Basel

Statutory financial statements MCH Group Ltd. /

Balance sheet

Assets CHF 1 000	Details	31.12.2024	%	31.12.2023	%
Cash and cash equivalents		3 053	–	761	–
Receivables from goods and services from third parties		1	–	16	–
Receivables from goods and services from investments		6 263	–	791	–
Other short-term receivables from third parties		965	–	470	–
Other short-term receivables from investments		902	–	46	–
Prepaid expenses and accrued income from third parties		1 453	–	236	–
Prepaid expenses and accrued income from participants		2 827	–	501	–
Total current assets		15 464	4.9	2 821	0.8
Property, plant and equipment		127	–	0	–
Intangible assets		1 171	–	0	–
Financial assets interest-bearing to investments		49 039	–	55 526	–
Financial assets non-interest-bearing loans to investments		30 000	–	53 016	–
Investments	2.1	222 915	–	222 915	–
Total non-current assets		303 252	95.1	331 457	99.2
Total assets		318 716	100.0	334 277	100.0

Liabilities and shareholders' equity CHF 1 000	Details	31.12.2024	%	31.12.2023	%
Payables for goods and services towards third parties		662	–	786	–
Payables for goods and services towards investments		14 719	–	10 078	–
Other payables towards third parties		840	–	771	–
Other payables towards investments	2.2	16 387	–	15 149	–
Accrued expenses and deferred income towards third parties		8 672	–	12 293	–
Accrued expenses and deferred income towards investments		824	–	1 577	–
Short-term provisions		1 517	–	–	–
Total current liabilities		43 621	13.7	40 655	12.2
Long-term interest-bearing liabilities towards investments		95 791	–	88 960	–
Long-term provisions		471		61	–
Total non-current liabilities		96 262	30.2	89 021	26.6
Share capital	2.3	31 053	–	31 053	–
Legal capital reserves from capital contributions		223 966	–	224 577	–
Legal retained earnings		5 600	–	5 600	–
Own shares	2.4	–1 267	–	–1 653	–
Accumulated losses					
- Loss carried forward		–54 571	–	–22 674	–
- Loss for the year		–25 948	–	–32 302	–
Total shareholders' equity		178 833	56.1	204 602	61.2
Total liabilities and shareholders' equity		318 716	100.0	334 277	100.0

Statutory financial statements MCH Group Ltd. /

Income statement

CHF 1 000	Details	2024	2023
Financial income from investments		2 244	2 354
Other financial income		5 283	4 110
Management fee from investments		5 409	5 475
Other operating income	2.6	9 158	211
Total operating income		22 094	12 150
Financial expense from bond		0	–742
Financial expense from investments		–6 787	–6 866
Other financial expenses		–7 155	–2 957
Personnel expenses		–20 900	–6 636
Other operating expenses			
- Administration		–11 264	–4 949
- Insurance		–296	–801
- Furnishing expenses		–60	–269
- Advertising, press, public relations		–175	–270
- Other operating expenses		–1 379	–962
Debt waiver on loans		0	–20 000
Depreciation of property, plant and equipment		–22	0
Total operating expenses		–48 038	–44 452
Total result before taxes		–25 944	–32 302
Income tax		–4	–
Loss for the year		–25 948	–32 302

Notes to the financial statements /

1. Principles

1.1. General Information

The present financial statements of MCH Group Ltd. with head office in Basel have been drawn up in accordance with the Swiss commercial accounting and financial reporting legislation (Title 32 of the Swiss Code of Obligations). The main accounting and valuation principles applied that are not prescribed by law are described below.

1.2. Recognition and accounting principles

Assets are valued at no more than acquisition cost. All assets and liabilities denoted in foreign currencies are translated at the exchange rates applicable on the balance sheet date. The resulting exchange rate differences are recognized in the income statement. Unrealized exchange gains are deferred and reported under the item “Accrued expenses and deferred income”. Income and expenses denominated in foreign currencies and all transactions in foreign currencies are translated at the exchange rates applicable on the individual transaction dates.

1.3. Non-inclusion of a cash flow statement, management report and further details in the notes

MCH Group Ltd. draws up consolidated financial statements in accordance with a recognized accounting standard (Swiss GAAP FER). In accordance with legal regulations, the disclosure of details of interest-bearing liabilities and auditing fees, a management report and also a cash flow statement are waived.

1.4. Own shares

Own shares are recognized at cost at the time of acquisition and disclosed as a separate deduction in equity. There is no subsequent valuation. If own shares are sold, this is done at the moving average price. Any realized gain or loss is credited or charged to legal capital reserves without affecting income.

1.5. Share-based payments

A long-term incentive plan (LTIP) exists for members of the group management team, as well as individual authorized persons defined by the Board of Directors. At the beginning of the three-year plan period, the plan participants receive a defined number of performance share units (PSUs), which expenses are distributed over the vesting periods. The expense is recognized as personnel expense in proportion to the duration of the vesting periods. At the end of the respective vesting period, a certain number of shares are transferred to the plan participants for each PSU granted, depending on target achievement. Between zero and 1.5 shares can be allocated per PSU.

The PSUs are valued at the beginning of the respective plan period at the closing share price of the MCH share at grant date. The recording of personnel expenses for the current plan periods is based in each case on the degree of target achievement, which is calculated on the basis of the current actual, budget, forecast and medium-term plan figures.

The shares are freely available to the plan participants after the transfer and are not subject to any further blocking period.

1.6. Other

Due to rounding, there may be differences in the totals and percentages in this report.

2. Disclosures on balance sheet and income statement positions

2.1. Investments

Direct investments

	City	Activity	Share capital as of 31.12.2024 in 1 000		Holding as of 31.12.2024 in %	Share capital as of 31.12.2023 in 1 000		Holding as of 31.12.2023 in %
MCH Swiss Exhibition (Basel) Ltd.	Basel	CP	CHF	40 000	100.0	CHF	40 000	100.0
MCH Swiss Exhibition (Zurich) Ltd.	Zurich	CP	CHF	13 720	100.0	CHF	13 720	100.0
MCH Beaulieu Lausanne Ltd.	Lausanne	CP	CHF	100	100.0	CHF	100	100.0
MCH Live Marketing Solutions Ltd.	Effretikon	EM	CHF	300	100.0	CHF	300	100.0
MCH US Corp.	Delaware	EM	USD	80 000	100.0	USD	80 000	100.0
MCH Group Japan KK [1]	Tokyo	EM	JPY	1 500	100.0	JPY	1 500	100.0
MCH Group Netherlands B.V [1]	Amsterdam	EM	EUR	100	100.0	EUR	100	100.0
Arcual Ltd.	Zurich	CP	CHF	191	68.1	CHF	191	68.1

CP Community Platforms
EM Experience Marketing
1 Founded in financial year 2023

Indirect investments

The indirect investments are listed in the consolidated financial statements section of the Financial Report under “23. Investments in subsidiaries”

The capital share corresponds to the voting share.

2.2. Other payables

Other payables towards investments include insurance compensation for exhibition cancellations amounting to CHF 15.8 million (previous year: CHF 15.1 million) that has already been received but not yet transferred to the participations. The event cancellation insurance was taken out by MCH Group Ltd. The insurance compensation is thus collected in advance by MCH Group Ltd., which then transfers it to those participations that bear the loss due to the exhibition cancellations.

In the previous year, liabilities to pension funds amounted to CHF 0.2 million. In the reporting year, there are no liabilities to pension funds.

2.3. Shareholders' equity

The share capital is divided into 31,053,147 registered shares with a par value of CHF 1.00 each (previous year 31,053,147 registered shares with a par value of CHF 1.00 each).

Of the reported reserves from capital contributions of CHF 224.0 million (previous year: CHF 224.6 million), CHF 224.0 million (previous year: CHF 32.2 million) have been confirmed by the tax authorities. In the reporting year, the capital contributions from the capital reduction of CHF 133.8 million and capital contributions from the capital increase 2022 of CHF 58.4 million have been confirmed by the tax authorities. The amount of CHF 0.4 million, which has not been confirmed since 2013, relates to issuing costs of the capital increase in 2011. This amount has been offsetted in the reporting year with the capital reserves.

2.4. Own shares

	Number of shares	Book value CHF 1 000
Own shares as of 01.01.2023	225 000	2 077
Share-based compensation	–46 028	–425
- Of which not yet paid out	11 306	104
Remuneration of the Board of Directors with shares	–30 445	–281
- Of which not yet paid out	19 228	177
Own shares as of 31.12.2023	179 061	1 653
Payout compensation/remuneration previous year	–30 534	–282
- Of which not yet paid out	9 613	89
Remuneration of the Board of Directors with shares	–40 324	–372
- Of which not yet paid out	16 103	149
Correction previous year 1)	3 228	30
Own shares as of 31.12.2024	137 147	1 267

1) 3,228 shares have not been paid out in 2023, but only in January 2024

On the balance sheet date of 31.12.2024, zero shares were allocated to the Executive Board for remuneration purposes (previous year: 46,028 shares). The issue of shares to the Executive Board is not subject to any conditions.

In the reporting year 40,324 shares were allocated to the Board of Directors for remuneration (previous year: 30,445 shares).

2.5. Debt waiver and subordination of loans

In connection with the restructuring of a subsidiary, a debt waiver of CHF 20.0 million has been granted in the prior year. In this connection, a subordination of the loan of CHF 20.0 million was also granted in the prior year which is still existing in the reporting year.

2.6. Other operating income

CHF 1 000	Details	2024	2023
Cost recharges towards investments		9 122	–
Other		36	211
Other operating income		9 158	211

2.7. Share-based payments

Three vesting periods were defined for PSUs from the LTIP 2022–2024. They end as follows:

- On the 1st anniversary of the grant date for one third of the PSUs granted.
- On the 2nd anniversary of the grant date for a further third of the PSUs granted.
- On the 3rd anniversary of the grant date for the final third of the PSUs granted.

Two vesting periods were defined for PSUs from the LTIP 2023–2025. They end as follows:

- On the 2nd anniversary of the grant date for one third of the PSUs granted.
- On the 3rd anniversary of the grant date for two thirds of the PSUs granted.

One vesting period was defined for PSUs from the LTIP 2024-2026 which ends on the 3rd anniversary of the grant date for all of the PSUs granted.

The following personnel expenses, including social security benefits, were recognized:

		Quantity	Value	Personnel expenses 2024	Personnel expenses 2023
Plan period	Vesting period	PSU	CHF 1 000	CHF 1 000	CHF 1 000
2022-2024	2022			0	6
	2023			0	–47
	2024	16 606	67	0	–62
2023-2025	2024	18 597	75	–17	12
	2025	37 194	149	–69	42
2024-2026	2027	100 802	405	–402	–
Total		173 199	696	–488	–49

In the reporting year, no shares were transferred to plan participants. In the previous year, a total of 46,028 shares were transferred to the plan participants, of which 20,454 shares were transferred to employees of MCH Group Ltd.

3. Further details

3.1. Full-time employees

The number of full-time employees averaged over the year was 102 (previous year: between 10 and 50).

3.2. Collateral provided for third-party liabilities

A guarantee of CHF 0.2 million (USD 0.2 million) (previous year CHF 0.4 million, USD 0.5 million) was issued to secure a rent guarantee for MC^2.

To secure the contractual obligations of Arcual AG, MCH Group Ltd. has issued guarantees in the previous year amounting to CHF 2.1 million.

3.3. Contingent liabilities

As the parent company, MCH Group Ltd. guarantees the fulfilment of the contracts (earmarked investment contributions and loans) with the public-sector entities (the Cantons of Basel-Stadt, Basel-Landschaft and Zurich and also the City of Zurich) by means of an abstract payment guarantee.

MCH Group Ltd. is jointly and severally liable with MCH Swiss Exhibition (Basel) Ltd. for a credit facility of CHF 40.0 million (previous year CHF 40.0 million), which was taken up for a sum of CHF 40.0 million (previous year CHF 40.0 million) by MCH Swiss Exhibition (Basel) Ltd. on the balance sheet date.

3.4. Maximum dividend payment

The financing concept with the public-sector entities (the Cantons of Basel-Stadt, Basel-Landschaft and Zurich and also the City of Zurich) provides for a maximum dividend payment of 5 % over the full financing term of the credit facilities taken by MCH Swiss Exhibition (Basel) Ltd..

3.5. Key shareholders

At the end of 2024, 2,106 registered shareholders were entered in the share register (previous year 2,210).

Shareholding in excess of 0.5 % as of 31.12.2024 (31.12.2023)

- Lupa Investment Holdings LP: 41.67 % (38.52 %)
- Canton of Basel-Stadt: 37.52 % (37.52 %)
- Andrea Zappia: 1.13 % (0.42 %)
- Youngtimers AG: 0.68 % (0.71 %)
- Montagsklub Zürich: 0.63 % (0.63 %)

3.6. Disclosure of participation rights

Shares held by members of the Board of Directors

	Number of shares CHF 1.00 and percentage of voting rights 31.12.2024		Number of shares CHF 1.00 and percentage of voting rights 31.12.2023	
Andrea Zappia, Chairman	350 000	1.13 %	130 000	0.42 %
Marco Gadola, Vice Chairman [3]	N/A	N/A	39 807	0.13 %
Markus Breitenmoser	33 156	0.11 %	26 657	0.09 %
Dr. Dagmar Maria Kamber Borens	7 744	0.02 %	3 205	0.01 %
James R. Murdoch [1]	-	0.00 %	-	0.00 %
Jeffrey Palker [1]	-	0.00 %	-	0.00 %
Raphael Wyniger, Vice Chairman [4]	9 138	0.03 %	3 205	0.01 %
Total	400 038	1.29 %	202 874	0.65 %
Shareholdings of Persons Related to James R. Murdoch [2]	12 941 099	41.67 %	11 963 130	38.52 %
Shareholdings of Persons Related to Raphael Wyniger	100	<0.10 %	-	0.00 %

1 Allocation of 1,245 shares each as remuneration portion 2024 with value date after 31.12.2024, held by Lupa Investment Holdings LP.
2 Lupa Investment Holdings LP; allocation of 2,490 shares as remuneration portion 2024 of J. Murdoch and J. Palker with value date after 31.12.2024.
3 Member of the BoD until 21.05.2024.
4 Vice Chairman since 01.06.2024.

The members of the Board of Directors and related parties hold shares to the value of kCHF 53,172 (previous year kCHF 50,854). The taxable value per share is CHF 3.98 (previous year CHF 4.18). In the reporting year, an allocation of 40,324 shares have been allocated to the members of the Board of Directors where of 16,103 shares have been allocated after 31.12.2024. The allocation of a further 9,615 shares as the 2023 remuneration compenent took place in the reporting year. The total value of allocated shares in the reporting year was kCHF 156.

Shares held by members of the Executive Board

	Number of shares CHF 1.00 and percentage of voting rights 31.12.2024		Number of shares CHF 1.00 and percentage of voting rights 31.12.2023	
Florian Faber	11 844	0.04 %	11 844	0.04 %
Michael Hüsler	N/A	N/A	26 460	0.09 %
Eleonora Gennari [1]	-	0.00 %	N/A	N/A
Total	11 844	0.04 %	38 304	0.13 %

1 Group CFO at MCH Group since July 1, 2024.

The members of the Executive Board and related parties hold shares to the value of kCHF 47 (previous year kCHF 160). The taxable value per share is CHF 3.98 (previous year CHF 4.18).

3.7. Events after the balance sheet date

No significant events have occurred after the balance sheet date and up to the adoption of the financial statements by the Board of Directors on March 19, 2025, which could affect the informative value of the 2024 financial statements and would therefore have to be disclosed here.

Proposal for the appropriation of available earnings

CHF 1 000	2024
Loss carried forward	–54 571
Loss for the period	–25 948
Total at the disposal of the General Meeting	–80 519
The Board of Directors propose the Annual General Meeting the accumulated losses to be carried forward:	
Balance to be carried forward	
- Accumulated losses	–80 519

Statutory Auditor's Report

To the General Meeting of MCH Group Ltd., Basel

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of MCH Group Ltd. (the Company), which comprise the balance sheet as at 31 December 2024, and the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements (chapter Financial Report, with sub-chapter Statutory financial statements of MCH Group Ltd. Including balance sheet, income statement and notes to the financial statement) 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 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.

Key Audit Matters

INVESTMENTS IMPAIRMENT

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. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INVESTMENTS IMPAIRMENT

Key Audit Matter

As at 31 December 2024, MCH Group Ltd. holds investments in the amount of CHF 222.9 mio.

The value adjustments recorded on investments during the year 2024 amount to CHF 0 mio.

MCH Group Ltd. holds direct and indirect investments in various industries. These are recorded on the balance sheet at most at acquisition cost less the necessary value adjustments. Management examines on a yearly basis if there are signs of investments impairment. If such signs exist, the carrying amount is compared to the recoverable amount (value in use). The value in use is based on the estimated and discounted forecast cash flows, which are determined mainly by the estimated future revenues and expenses as well as the discount rate.

Our response

Our audit procedures included, amongst others, evaluating the methodical and mathematical accuracy of the model used for the impairment tests, the appropriateness of the assumptions used, and the methodology used by management to prepare its cash flow forecasts. For the investments' carrying amounts, we performed amongst others the following audit procedures:

— Comparing business plan data against the latest management approved forecasts and Board approved business plans:

— Challenging the robustness of the key assumptions used to determine the recoverable amount, including forecast cash flows, long-term growth rates and discount rates by comparing them with publicly available data as well as based on our understanding of the commercial prospects of the respective companies

— Comparing the sum of discounted forecast cash flows to the investments' carrying amounts and examining the recording of any value adjustment

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

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 scepticism 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.

KPMG

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 to 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 Art. 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 the financial statements according to the instructions of the Board of Directors.

We further confirm that the carry forward of the 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 AG

Claudio Boller Licensed Audit Expert Auditor in Charge	Andreas Lövenich Licensed Audit Expert

Basel, 20 March 2025

KPMG AG, Grosspeteranlage 5, CH-4002 Basel