

ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS  
**Boussard & Gavaudan Holding Limited**

For the year ended 31 December 2023

**Boussard & Gavaudan Holding Limited**  
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**For the year ended 31 December 2023**

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**Boussard & Gavaudan Holding Limited**  
**Management and Service Providers**  
**For the year ended 31 December 2023**

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**Directors** (*Directors are non-executive and independent for the purpose of LR15.2.12-A*)

The current Board of Directors is as follows:

Erich Bonnet

Frédéric (“Fred”) Hervouet, Chairman

Sylvie Sauton, Senior Independent Director

Luke Allen, Chairman of the Audit Committee

**Investment Manager**

Boussard & Gavaudan Investment Management LLP

One Vine Street

London, W1J 0AH

United Kingdom

**Boussard & Gavaudan Holding Limited website**

<https://www.bgholdingltd.com/index.php>

for the latest information

**Legal Advisors**

**(English and United States law)**

Herbert Smith Freehills LLP  
Exchange House, Primrose Hill  
London EC2A 2HS

**Legal Advisors**

**(Dutch law)**

Stibbe N.V.  
Strawinskylaan 2001  
1077 ZZ Amsterdam  
The Netherlands

**Administrator, Corporate Secretary and  
registered address**

JTC Fund Solutions (Guernsey) Limited  
Ground Floor  
Dorey Court  
Admiral Park  
St Peter Port  
Guernsey GY1 2HT

**Registrar and CREST Service Provider**

JTC Registrars Limited  
Ground Floor, Dorey Court, Admiral Park,  
St Peter Port  
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**Legal Advisors**

**(Guernsey law)**

Carey Olsen  
Carey House  
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**Independent Auditor**

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Royal Chambers  
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St. Peter Port  
Guernsey GY1 4AF

**Sub-Administrator**

SS&C Financial Services LLC  
One South Road, Harrison  
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USA

**Euroclear Nederland  
Paying, Issuing, Transfer,  
Proxy & Conversion Agent**  
F. Van Lanschot Bankiers N.V

**Listing Agent**

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1077 WZ Amsterdam  
The Netherlands

**Custodian**

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PO Box 158  
Liberte House  
19-23 La Motte Street, St Helier  
Jersey JE4 5RL

# **Boussard & Gavaudan Holding Limited**

## **Glossary of Terms**

### **For the year ended 31 December 2023**

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Set out below are details of the management company, funds and some other commonly used terms as used within this report.

#### **Management company**

BGIM / Investment Manager      Boussard & Gavaudan Investment Management LLP

#### **Funds**

BGHL / the Company      Boussard & Gavaudan Holding Limited  
Umbrella Fund      BG Umbrella Fund PLC  
BGF      BG Fund (a sub-fund of the Umbrella Fund)  
Master Fund      BG Master Fund ICAV

#### **Commonly used terms**

AFM      Authority for the Financial Markets  
AIC Code      The AIC Code of Corporate Governance published by the Association of Investment Companies in 2019.  
AIF      Alternative Investment Fund for the purposes of the AIFMD  
AIFM      Alternative Investment Fund Manager for the purposes of the AIFMD  
AIFMD      The Alternative Investment Fund Managers Directive, Directive 2011/61/EU  
AIFMD Regulations      The Alternative Investment Fund Managers Regulations 2013 made by H.M. Treasury in the United Kingdom  
AUM      Assets Under Management  
Board      The Board of Directors  
Code      The UK Corporate Governance Code published by the UK's Financial Reporting Council in July, 2018  
Companies Law      The Companies (Guernsey) Law, 2008, as amended  
Concert Party      The Investment Manager, together with persons considered to be acting in concert with the Investment Manager  
EONIA      Euro Overnight Index Average (Euro benchmark based on interbank lending)  
€STR      The Euro Short Term Rate which is the risk-free rate of the Euro area  
Financial Statements      Financial Statements for the year ended 31 December 2023  
IFRS      International Financial Reporting Standards (as adopted by the European Union)  
NAV      Net asset value  
UCITS      Undertakings for Collective Investment in Transferable Securities  
VIX      Volatility index of the S&P 500  
Year      The year ended 31 December 2023

# **Boussard & Gavaudan Holding Limited**

## **Chairman's Statement**

### **For the year ended 31 December 2023**

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Dear Shareholders,

I am pleased to present to you the Annual Report and Audited Financial Statements of BGHL for the Year 2023.

#### Performance during 2023

From 1 January to 31 December 2023, BGHL's NAVs for the Euro shares decreased by 0.79% and the Sterling shares increased by 0.57%, whilst the market price of BGHL's Euro shares increased by 13.51% and the market price of the Sterling shares increased by 2.50%.

As of 20 March 2024 (the last practicable date prior to publication of this report) the share price discount to NAV for the Euro shares stood at circa 6.63% and 12.99% for Sterling shares.

The Investment Manager is targeted to deliver a consistent annualised appreciation of NAV over the course of an economic cycle of €STR +400 to 600 basis points. The Board remains satisfied with the performance of the Investment Manager as judged by this benchmark, with the absolute return over the past five years for the Euro shares being 4.60%. The lack of correlation between equity markets and NAV appreciation remains a stand out feature; over the past 20 year returns have been generated with a Beta of less than 0.1 compared to the STOXX Euro 600 index.

Performance for 2023 was positive overall with the portfolio returning +1.11% for the year and with attribution among strategies quite varied.

Volatility Strategies delivered a solid contribution and were positive across Convertible Bond Arbitrage and Volatility Trading, with Mandatory Convertible Bond Arbitrage roughly flat. Following the aggressive rate hiking cycle by central banks, markets remained volatile with uncertainty on how long higher rates would persist. This helped the Investment Manager to identify mispricing and arbitrage opportunities within Volatility strategies in particular with a number of attractively priced new issue and secondary market convertible bonds.

Equity strategies also contributed positively overall despite the generally very slow level of M&A throughout the year. Activity was held back by the uncertain financing environment, and slow moving competition regulators, until the final quarter when a number of positive merger events crystallised.

Credit and Credit Special Situations both had a very strong year with a number of profitable refinancing and restructuring events taking place as companies continue to work to address high levels of debt and elevated refinancing rates.

Detracting the most from returns in 2023 were the trading strategies. We saw solid performance was delivered from our systematic trend and macro strategies however the quantitative equity strategy, which had worked well for many years, struggled with the rapid swings in macro sentiment early in the year. Risk in this sub-strategy was reduced and then cut altogether.

The Investment manager remains confident that the environment that enabled strong returns in the last quarter of 2023, will persist into 2024.

#### Share price discount to NAV

The Euro share class traded at a discount within the range of 4.9% to 20.3% during the year 2023. The discount has continued to narrow and is now lower than the 15% threshold that is targeted. Share buyback activity during the year 2023 amounted to 11,261 shares, representing 0.09% of the issued share capital. Since the corporate action which took place at the end of 2019, 21.24% of the Company's shares have been bought back.

#### Managed Wind-down

As disclosed in the 2022 annual report and audited financial statements, the Board had previously made a commitment that, if the Company's shares traded at an average discount in excess of 15 per cent over the financial year to 31 December 2022, the Board would propose a Continuation Vote (the "Continuation Vote") at the annual general meeting to be held in 2023. As that condition was met, the Board recommended proposals for a Managed Wind-down of the Company at an EGM of the Company which was held on 28 September 2023. The Managed Wind-down proposals were approved by the Shareholders.

As described in the Director's report, following the holding of the EGM, the investment objective changed such that the Board is now focussed on conducting a realisation of the existing assets of the Company in an orderly manner.

**Boussard & Gavaudan Holding Limited**  
**Chairman's Statement**  
**For the year ended 31 December 2023**

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Board succession, governance and risk management.

There have been no changes to the Board of Directors either in the Year or in the period since the year end.

No further changes to the Board are anticipated to be made given that the Company is now in a phase of Managed Wind-down and will be put into liquidation once the Managed Wind-down has been completed.

With regard to the review of the business, performance, allocation and risk analysis, I refer you to the Investment Manager's Report and Financial Highlights. In addition, I refer you to the Directors' Report, which describes BGHL's corporate governance systems. As an investment company with no employees, the Board considers its core stakeholder constituency to be its Shareholders. Other stakeholders include BGHL's service providers and regulators.

For your continuing information, BGHL publishes on its website ([www.bgholdingltd.com](http://www.bgholdingltd.com)) daily and monthly NAVs and monthly newsletters based on data provided to it by the Sub-Administrator and the Investment Manager.

On behalf of the Board, I would like to thank you for your ongoing support.



Fred Hervouet  
Chairman

24 April 2024

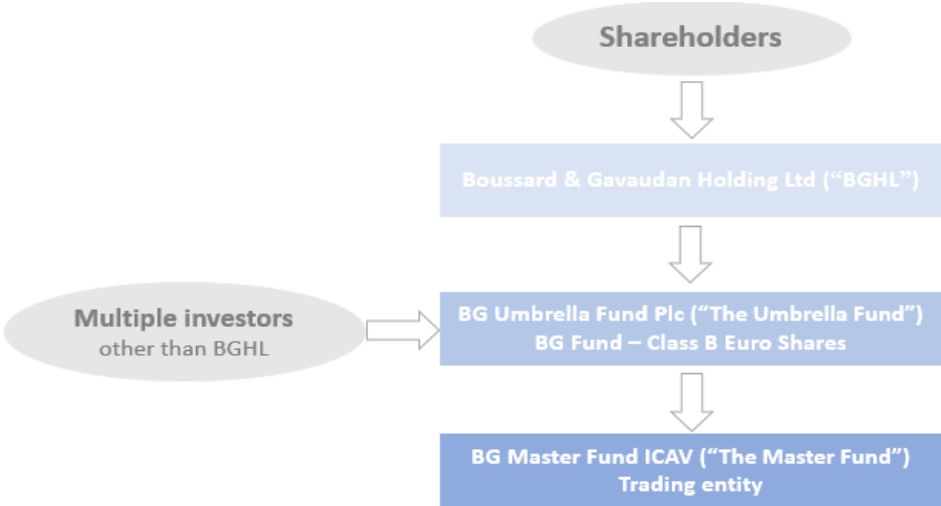
**Boussard & Gavaudan Holding Limited**  
**Investment Manager’s Report and Financial Highlights**  
**For the year ended 31 December 2023**

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**1. Background and Structure**

Boussard & Gavaudan Investment Management LLP is the Investment Manager of BGHL, the Umbrella Fund and of the Master Fund.

*The Umbrella Fund, BGF and the Master Fund structure.*



BGHL invests in Class B Euro shares which are a separate Euro-denominated share class of BGF. BGF is a sub fund of the Umbrella Fund, predominantly owned by investors other than BGHL. BGHL is not subject to management fees and performance fees at BGF level to avoid multiple layering of fees. The Investment Manager receives management fees and performance fees in respect of its role as Investment Manager of BGHL.

The Umbrella Fund was incorporated under the laws of Ireland as a public company with limited liability on 16 November 2011 under the Companies Act 1990 with registration number 506116. The Umbrella Fund is authorised by the Central Bank of Ireland (the “Central Bank”) as a designated investment company pursuant to Part XIII of the Companies Act, 1990 and also as a qualifying investor alternative investment fund (“QIAIF”). The Umbrella Fund is structured as an umbrella fund with segregated liability between sub-funds. Each sub-fund of the Umbrella Fund maintains a single pool of assets subject to any allocations made to a class in accordance with the requirements of the Central Bank. The assets of each sub-fund are segregated from one another and are invested in accordance with the investment objectives and investment policies applicable to each such sub-fund and as set out in the relevant supplement to the Umbrella Fund’s prospectus.

BGF is a sub-fund of the Umbrella Fund, launched on 3 January 2012, which invests substantially all of its assets into the Master Fund. BGHL is therefore exposed to the strategies offered by the Master Fund.

The Master Fund is an open-ended Irish collective asset-management vehicle (ICAV) with variable capital incorporated under the laws of Ireland under the Irish Collective Asset-management Vehicles Act 2015 with registration number C154515. The Master Fund is also authorised by the Central Bank of Ireland as a QIAIF. The Master Fund, which is the trading entity, maintains a single pool of assets subject to any allocations made to a share class in accordance with the requirements of the Central Bank.

**2 Investment policies**

**2.1 BGHL’s investment policy**

Following the holding of the extraordinary general meeting “EGM” on 28 September 2023, the investment objective of BGHL changed such that from 28 September 2023 onwards the Investment Manager is now focussed on conducting a realisation of the existing assets of the Company in an orderly manner. For liquidity risk over the period from 28 September 2023 to 1 November 2024, please refer to paragraph 10. Principal and Emerging Risks and Uncertainties.

**2.2 The Master Fund’s investment policy**

The investment objective of the Master Fund, in which BGF is mainly invested, is to seek to achieve an attractive return on capital consistent with principles designed to manage risk of capital loss. The Master Fund arbitrages linear and non-linear instruments that can be exchange traded or traded over the counter. The Investment Manager may use derivative financial instruments for investment purposes or to hedge against fluctuations in the relative values of the Master Fund’s portfolio positions. The investments are subject to normal market fluctuations and to the risks inherent to investment in securities. There can be no assurances that appreciation will occur. The value of financial instruments

# **Boussard & Gavaudan Holding Limited**

## **Investment Manager’s Report and Financial Highlights**

### **For the year ended 31 December 2023**

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can increase as well as decrease and the Master Fund may not realise its initial investment on the disposal of its investments.

The Master Fund includes the following strategies and sub-strategies:

Volatility strategies:

- Mandatory convertible bond arbitrage
- Convertible bond arbitrage
- Volatility trading
- Warrant arbitrage & Special Purpose Acquisition Companies (SPACs) arbitrage

Equity strategies:

- merger arbitrage & special situations
- long / short trading with short-term catalyst & value

Credit strategies:

- credit long / short including direct lending
- capital structure arbitrage

Trading strategies:

- Quantitative strategies involving the use of models and data analysis based on factors. Factors may include economic indicators, market data, fundamental, and valuation factors.

### **3. Highlights and review of the development of the business**

The Investment Manager’s role is to allocate BGHL’s capital in accordance with the Company’s amended investment objective and policy.

As BGHL is no longer considered to be a going concern, the liquidity of the Master Fund is monitored during the Managed Wind-down period so that the Master Fund is able to serve the final redemption placed by BGHL on 1 November 2024. The Investment Manager ensures that the Company’s existing assets are realised in an orderly manner by November 2024.

The decrease in the net assets is driven by the negative performance of the investment portfolio

<b>BGHL (in Euro)</b>	<b>31 Dec 2023</b>	<b>31 Dec 2022</b>	<b>Variation %</b>
Net assets	342,318,616	345,246,903	(0.85)%

### **4. Environmental Social Governance (“ESG”) approach**

The Investment Manager is committed to maintaining an investment approach that incorporates ESG factors as well as responsible investment considerations to best serve its clients’ interests. The Investment Manager is committed to playing its role in the transition to a lower carbon global economy, as it considers climate change to be a key issue for the future, as well as a source of risks and opportunities.

Since 10 December 2021, the Master Fund has changed its classification to Article 8 under SFDR (Sustainable Finance Disclosure Regulation), a Fund which promotes, among other characteristics, environmental or social characteristics, or a combination of those characteristics, provided that the companies in which the investments are made follow good governance practices.

The Directors consider that the pricing of the underlying portfolio of the Company's investments reflects market participants’ views of climate change risk and that there are no further climate related influences on the NAV of the Master Fund in which BGHL invests.

The Investment Manager’s ESG policy has been updated and expanded to reflect recent progress. The full text, including updated policies on coal and diversity & inclusion can be found on BGIM’s website: <https://www.boussard-gavaudan.com/en/p/24/esg-policy>.



# Boussard & Gavaudan Holding Limited

## Investment Manager’s Report and Financial Highlights

### For the year ended 31 December 2023

## 5. Performance

BGHL’s Euro and Sterling share prices and NAV per share were as follows:

BGHL	Ticker Bloomberg	Price(*)		Performance(**)	
		31 Dec 2023	31 Dec 2022	2023	5 years annualised
Euro share – Price	BGHL NA Equity	€ 25.20	€ 22.20	13.51%	7.82%
Euro share – NAV	-	€ 27.55	€ 27.77	(0.79)%	4.60%
Sterling share – Price	BGHS LN Equity	£20.50	£ 20.00	2.50%	6.31%
Sterling share – NAV	-	£24.57	£ 24.43	0.57%	4.58%
€STR Capitalised	ESTRON Index	3.88	1.89	3.27%	0.33%
HFRX Equal Weighted Strategies Index	HFRXEWE Index	€1,087.66	€1,068.24	1.82%	0.92%

(\*)Price for all indices except €STR which is a yield.

(\*\*)The €STR “5 years annualised” performance is a composite index which has been calculated using the EONIA capitalized with a spread from 1 January 2017 to 31 October 2019 and then using the €STR capitalized from 31 October 2019. A composite is required until 31 October 2024 when the 5-year history on €STR will be available.

BGHL’s NAV is calculated by BGHL’s Sub-Administrator, SS&C Financial Services LLC. BGHL’s Euro and Sterling Share prices are provided by Euronext Amsterdam and the London Stock Exchange, respectively. Past performance is not indicative of future results.

BGHL’s investment objective is to deliver an annual return, net of fees, of 400 to 600 basis points above the “risk free rate” over the business cycle, irrespective of market performance. The risk-free rate for these purposes is “€STR capitalised”.

The NAV of the Euro shares depreciated by 0.79% over the Year and appreciated by 4.60% annualised over the past five years. The €STR capitalised composite index returned 0.33% over the past five years, leading to an outperformance by the Company of 4.27% which is within the range of its long-term objective.

BGHL has outperformed the Euro HFRX Equal Weighted Strategies Index over the past five years.

The Investment Manager’s actions affect BGHL’s performance and NAV per Share. Although the NAV per Share influences BGHL’s share prices on the Amsterdam and London stock exchanges, the Investment Manager has little direct influence on the share prices and on the discount between the share prices and the NAVs per share. The performance of BGHL’s Sterling NAV per share tracks the performance of BGHL’s Euro NAV per share, plus/minus the impact of the EUR/GBP hedge compared to a perfect hedge.

## 6. Risk Management

Through a rigorous investment process, the Investment Manager identifies and assesses risks before investing.

### 6.1 Risk Management Organisation and Policy

The Investment Manager has established a Risk Management unit, segregated from the Portfolio Management unit, which reports to its Chief Executive Officer. A Risk Management Committee oversees the Risk Management unit. Exposures are calculated using a risk management system which is a third-party proprietary software package provided by a leading risk and portfolio management solution provider. The system provides extensive real time information on the Master Fund’s exposures and limits, generates sensitivity analysis and calculates stress-test scenarios. The open architecture of the system allows the Investment Manager to create specific in-house reports for risk management purposes.

### 6.2 Capital allocation process and Equity-at-Risk methodology

The Investment Manager uses the “Equity-at-Risk” methodology as a key indicator to monitor the leverage and solvency of the Master Fund and to allocate capital across strategies. Within each strategy, the Equity-at-Risk allocated to each trade is used to calculate the return on equity which is the ratio used to assess the profitability of a trade. The Investment Manager secures the “Excess Margin” of the funds it manages by signing agreements which allow “Haircut” levels to be fixed over a pre-agreed period of time.

#### *Equity-at-Risk and Excess Margin methodology*

Prime brokers, when providing financing to hedge funds, take a risk that they assess using their own methodology. Even though each prime broker has its own methodology and risk measure, approaches tend to be broadly similar. Risk measures are achieved by the use of “Haircuts”. Haircuts reflect the level of risk attributed by a prime broker to a position. The higher the level of haircut, the higher the risk is. These methodologies take into account, to a large extent, the benefits of hedging by applying specific haircut and netting effects to hedged positions. Under these methodologies, an amount of equity, considered at risk, is allocated through the use of haircuts to each position. Each

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## Investment Manager's Report and Financial Highlights

### For the year ended 31 December 2023

prime broker calculates its risk exposure to the sole portion of the fund's portfolio it holds. Given that prime brokers are the main financing and leverage providers, their view of the risk is central to the Investment Manager and so is the consequence of any restriction they may impose. Their measure constitutes an independent risk measurement.

The Investment Manager replicates the methodology applied by prime brokers through a model, named "Equity-at-Risk". The model, applied to the entire portfolio, is a proxy for the calculations of the prime brokers. The difference between the assets under management and the Equity-at-Risk is the "Excess-Margin". The model provides an estimation of the fund's potential for additional leverage across its prime brokers. Equity-at-Risk calculations are run every night and compared to the prime broker's calculations.

## 7. Capital allocation, risk and risk adjusted returns:

### 7.1 BGHL exposure

BGHL's investments are diversified thanks to its exposure, through BGF, to the investment strategies of the Master Fund which is its main investment.

BGHL's assets were allocated as shown in the table below.

	Holding in % AUM		
	31-Dec-2023 Exposure	Minimum Year Exposure	Maximum Year Exposure
BGHL	100.33%	99.36%	100.33%
BGF Euro B Class – NAV	100.00%	100.00%	100.00%
BGF Euro B Class – (Over)/Under exposure	(0.01)%	(0.97)%	(0.01)%
Other Investments	0.34%	0.33%	0.34%

*Source: Boussard & Gavaudan Investment Management LLP*

*BGF Euro Class B's NAV is calculated by the Sub-Administrator, SS&C Financial Services LLC*

During the reporting Year, BGHL complied with its Investment Policy and has maintained its gross and commitment exposure, as required under AIFMD, within the limits established by the Investment Manager.

BGHL % AUM	AIFMD Commitment method		AIFMD Gross method	
	Exposure	Limit	Exposure	Limit
31 December 2023	99.8%	200.0%	100.2%	200.0%
31 December 2022	98.5%	200.0%	98.9%	200.0%

### 7.2 The Master Fund exposure

The Master Fund's investments are diversified, thanks to its exposure to its multiple investment strategies. The Investment Manager allocates the capital of the Master Fund according to the Equity-at-Risk methodology.

The Master Fund's usage of Equity-at-Risk by strategy were as follows:

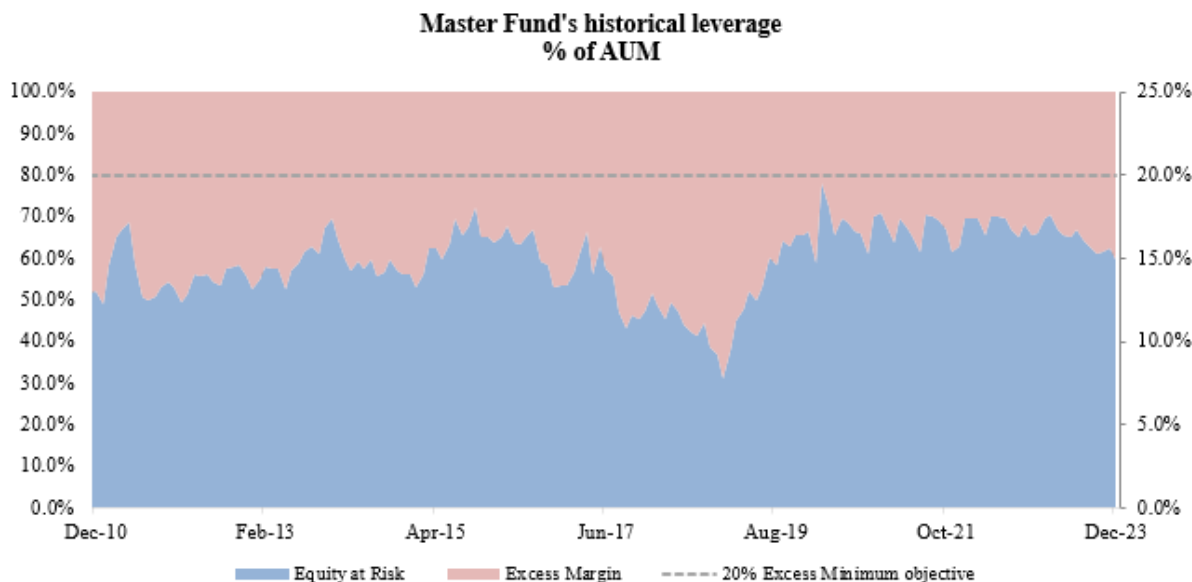
Master Fund (% AUM)	Equity-at-Risk	
	31 December 2023	31 December 2022
Volatility strategies	16.58%	16.48%
Equity strategies	16.73%	19.88%
Credit strategies	17.89%	14.12%
Trading	6.21%	13.41%
Others	1.27%	0.03%
<b>BGF Euro B Class – NAV</b>	<b>58.68%</b>	<b>63.92%</b>
<b>Excess Margin</b>	<b>41.32%</b>	<b>36.08%</b>
<b>Total Risk</b>	<b>100.00%</b>	<b>100.00%</b>

*Source: Boussard & Gavaudan Investment Management LLP*

During the Year, the Investment Manager remained very selective when deploying Equity-at-Risk and sought to maintain, at the Master Fund level, a prudent Excess-Margin level at all times.

The graph below illustrates the evolution of the Master Fund's leverage.

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Source: Boussard & Gavaudan Investment Management LLP

During the Year, the Master Fund complied with its Investment Policy and has maintained the gross and commitment exposures, as required under AIFMD, within the limits established by the Investment Manager.

Master Fund %AUM	AIFMD Commitment method		AIFMD Gross method	
	Exposure	Limit	Exposure	Limit
31 December 2023	306.9%	700.0%	485.3%	2,000.0%
31 December 2022	356.4%	700.0%	560.5%	2,000.0%

Source: Boussard & Gavaudan Investment Management LLP

The Investment Manager monitors carefully the risk of the asset classes to which the Master Fund is sensitive. The main asset classes are the equity, credit and volatility asset classes whose sensitivities are shown and explained below.

Asset Class	Index	Ticker Bloomberg	31 December 2023		31 December 2022	
			Master Fund's beta vs Index (5 years)	Index volatility (5 years)	Master Fund's beta vs Index (5 years)	Index volatility (5 years)
Equity	Stoxx 600	SXXP index	0.12	17.32%	0.12	17.35%
Credit	Bbg Barclays Euro Aggregate Corporate TR	LECPTRU index	0.30	4.53%	0.40	4.18%
Interest rate	Bloomberg / EFFAS	BCEE1T Index	(0.07)	5.89%	(0.02)	5.18%

Source: Boussard & Gavaudan Investment Management LLP

**Equity.** A beta sensitivity of 0.10 versus an index means that if the index increases or decreases by 1%, the Master Fund is likely to increase or decrease by 0.1%. The “Stoxx 600” index is an equity market index which represents large, mid and small capitalisation companies across the main countries of the European region.

**Credit.** The “Bbg Barclays Euro Aggregate Corporate TR” index is a credit market index which includes Euro issues from corporate entities. The Investment Manager believes that these indices are the most relevant equity and credit indices to compare the Master Fund with.

**Interest Rate.** Given that interest rate risks are essentially hedged, the Master Fund has low beta sensitivity versus the “Bloomberg/EFFAS” index which is a government bond market index.

Asset Class	Master Fund's Vega
Volatility	17 basis point by volatility point

Source: Boussard & Gavaudan Investment Management LLP

**Volatility.** A vega sensitivity of 1 basis point means that an increase in volatility by 1 percentage point leads to a performance of 0.01% for the Master Fund. The Vega measures the sensitivity to volatility for a given instrument. For a given instrument, it is the derivative of its price with respect to the volatility of its underlying. The Investment

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## Investment Manager's Report and Financial Highlights

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Manager considers the Vega to be the best proxy of the Master Fund's sensitivity to volatility and believes there are no relevant indices to compare its volatility sensitivity against.

## 8. Performance analysis

### 8.1. Detailed allocation and performance analysis of BGHL

The Master Fund contributed positively at 1.13% (1.11% NAV and 0.02% Leverage) to BGHL's performance during the Year.

BGHL's assets performed as shown in the table below.

	Euro Share	Sterling Share
<b>BGHL</b>	<b>(0.79)%</b>	<b>0.57%</b>
BGF Euro B Class – NAV	<b>1.11%</b>	<b>1.11%</b>
BGF Euro B Class – Over exposure	0.02%	0.02%
Other Investments	(0.01)%	(0.01)%
Foreign Exchange	-	1.40%
Share buyback	0.02%	-
Fees, miscellaneous	(1.93)%	(1.95)%

### 8.2. Detailed allocation and performance analysis of the Master Fund

Master Fund (% AUM)	Performance 2023	Performance 2022
Volatility strategies	0.18%	1.85%
Equity strategies	0.10%	(4.44)%
Credit strategies	2.15%	(0.66)%
Trading	(1.32)%	(0.08)%
<b>BGF Euro B Class – NAV</b>	<b>1.11%</b>	<b>(3.33)%</b>

During the Year BGF Euro B was up 1.11%. For market context the Eurostoxx 50 total return was up 22.2% and the S&P 500 total return up 26.3% over the Year, with the VIX finishing the Year at 13.6%, down from 20.9% and the iTraxx Crossover Generic at 310bps, down from 474bps.

#### Volatility strategies

##### *Mandatory convertible bond arbitrage*

Mandatory convertible bonds contributed slightly negatively during the year. No new issues came to market in 2023.

##### *Convertible bond arbitrage*

Convertible bonds contributed slightly positively in 2023.

In 2023, European CB issuance has lagged expectations, and the Investment Manager remains convinced that a delayed backlog of new issuance must start to come to market soon, as companies look to get ahead of the coming wall of refinancing and cheapen their debt burden through selling volatility. In the US the convertible market meandered directionless for several months before picking up significantly at the end of the year. Overall, the Investment Manager expects new issue activity to pick up and remains strongly optimistic on volumes for 2024.

##### *Volatility Trading*

2023 proved to be quite challenging for volatility trading, with a continued trend of a generally low volatility regime punctuated by a few short bursts of relatively minor volatility. Despite this difficult environment, the investment manager managed to return a positive performance, thanks to both dispersion trades which delivered positive carry during the year as well as to active trading during the few periods of market stress.

##### *Warrant arbitrage & SPACs arbitrage*

Warrant arbitrage and SPACs arbitrage contributed positively during the Year.

#### Equity strategies

Equity strategies made a positive contribution overall to the performance of the Master Fund in 2023. Risk arbitrage and equity trading strategies were the positive contributors while special situations were the detractors.

While 2023 was a frustrating year, with announced global M&A volume being the lowest in a decade compounded by higher deal financing costs and regulatory delays, the outlook is far more positive. With the stabilisation of the

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## **Investment Manager's Report and Financial Highlights**

### **For the year ended 31 December 2023**

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interest rate outlook the Investment Manager has seen a marked pickup in new deals. Corporates are expected to become increasingly active, target valuations in several areas such as European mid-caps are very compelling and in addition, private equity is still sitting on significant dry powder.

#### Credit strategies

##### *Credit long / short*

Credit long / short contributed positively benefiting from direct lending and a positive period for European credit overall.

##### *Direct Lending*

The Master Fund invests in loans originated by Fiduciam Nominees Limited (<https://fiduciam.co.uk>). Fiduciam makes loans to small and medium sized enterprises in several Western European jurisdictions. The loans are secured on physical property assets. The size of the portfolio at the end of the Year was circa €62 million and the contribution to the Master Fund's performance was positive.

An ongoing risk monitoring process is carried out by Fiduciam and the Investment Manager to monitor the value of the collateral.

##### *Credit special situations*

Credit special situations was a positive contributor to performance thanks to a combination of a restructuring trade which was finalised in March 2023, active trading around the restructuring of a Swiss bank and ongoing improvements in specific portfolio positions.

#### Trading

Trading contributed negatively overall during the Year, mostly due to equity quantitative trading. The strategy was cut early in 2023.

### **8.3. Detailed performance analysis of assets other than the Master Fund**

In addition to its investment in the Master Fund, BGHL has an investment in Rasa Resorts, S.A.P.I. de C.V. (formerly Rasa Malta, S.A.P.I. de C.V until February 2023) ("Rasa") through Campastros, S.L.U. ("Campastros"). Campastros's net asset value weighting in BGHL's portfolio and contribution for the Year were marginal. The position continues to be valued at a significant discount to the net asset value of Rasa.

## **9. Principal and Emerging Risks and Uncertainties**

The Investment Manager views the key risks to investor capital to be driven by a number of factors including amongst others:

- general investment risk and the level of return generated relative to market returns, and the relative variability in those returns;
- potential impact on NAV from materially adverse movements in financial markets;
- geopolitical and macro-economic risks; and
- valuation or liquidation of assets (including assets held within the Master Fund on a look-through basis) which cannot be easily priced by reference to observable prices in a liquid market.

BGHL's main investment exposures, including the primary risks in the Master Fund in which BGHL is predominantly invested, are outlined in this report.

The key market risks are equity price risk, interest rate risk, foreign currency risk, credit risk, volatility risk and liquidity risk. In addition, the Master Fund has exposure to a diversified range of idiosyncratic risks relating to individual corporate entities. The diversified nature of the investments within the Master Fund mitigates the apparent concentration risk within BGHL.

The Investment Manager aims to perform in accordance with the new investment objective. The capital invested into the Master Fund is deployed into attractive investment opportunities that are identified by the Investment Manager. These investments are generally made with the addition of leverage at the Master Fund level.

The liquidity risk of the Master fund is managed to ensure that sufficient liquidity exists to allow for 'redemption events', this includes a Managed Wind-down of BGHL until 1 November 2024. BGHL will realise its assets for the Managed Wind-down and return the capital to the BGHL's shareholders in November. BGHL will have a liquidity requirement arising from the commitment to pay redemptions in cash to the BGHL shareholders who do not elect to participate in an offer to roll over their investment. The low fixed cost base of BGHL, with operating expenses in the period up to proposed wind down date representing less than 2% of its NAV, means that enough liquidity can

# **Boussard & Gavaudan Holding Limited**

## **Investment Manager's Report and Financial Highlights**

### **For the year ended 31 December 2023**

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be maintained to meet expenses including liquidation costs. To generate the necessary liquidity to pay expenses and finance the costs of buying its own shares, BGHL redeems shares in the feeder BG Fund on a regular basis. BGHL has a monthly redemption right with a 60 calendar days' notice period.

There are a number of macro-economic and geopolitical risks which may affect the broader economy and consequently the Master Fund in 2024 and beyond.

Previously high inflation has begun to subside globally however wage pressure has been slower to dissipate. It is possible that central banks are unlikely to cut as fast as the market is anticipating. This could lead to further volatility in markets. Disruption to supply chains from covid has diminished significantly however ongoing conflict in Ukraine and growing Israel/Palestine conflicts along with attacks on international shipping raise the risk of renewed disruptions.

The effect of elevated interest rates may continue to take some time to feed through and will likely have further real-world impacts in 2024 and 2025 as borrowers adjust to a higher rate environment.

The geo-political balance remains unclear with China beginning to challenge US global hegemony while border tensions exist between large and growing economies like India and Pakistan. A number of large economies including the UK and US have elections coming up which could have material economic and geo-political implications.

The Russia/Ukraine and Israel/Palestine conflicts look set to persist and the situation could well worsen before it improves, while the threat of a widening conflict has diminished but not fully dissipated. Allies of Ukraine are still sanctioning Russia, including financial sanctions and export controls, which continue to weigh on global economic activity and capital flows and potentially lead to further alienation of Russia from the global community. These geopolitical risks all create scope for unknown exogenous shocks to generate volatility or disrupt markets.

The risks and effects of climate change and damage to the environment are increasing for the corporate world and for society at large. The wholesale changes in behaviour which are needed in many sectors, some of which are underway, will create material risks and opportunities. The Investment Manager considers climate change risk as part of its ESG approach and has assessed that the impact of climate change risk is reflected in the value of the underlying investments held by the Master Fund.

The Investment Manager remains vigilant for prospective emerging risks on an ongoing basis.

Boussard & Gavaudan Investment Management LLP  
Acting by its managing member,  
Boussard & Gavaudan Partners Limited

24 April 2024

# **Boussard & Gavaudan Holding Limited**

## **Directors' Report**

### **For the year ended 31 December 2023**

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The Directors present their annual report and audited financial statements for the year.

#### **Principal Activities**

Until the passing of the proposals to the Shareholders for a Managed Wind-down of the Company as voted for at the EGM dated 28 September 2023 (the “Managed Wind-down”), BGHL’s investment objective was to deliver an annual return, net of fees, of 400 to 600 basis points above the “risk free rate” over the business cycle, irrespective of market performance. The risk-free rate for these purposes was “capitalised €STR”. Following the holding of the EGM, the investment objective changed such that from 28 September 2023 onwards, the Board is now focussed on conducting a realisation of the existing assets of the Company in an orderly manner.

During the year, BGHL continued to invest substantially all of its net assets in BGF, a feeder fund fully invested in the Master Fund. The Master Fund implements diversified investment strategies, including volatility, equity and credit strategies. The overall investment objective of the Master Fund is to provide investors with consistent absolute returns primarily through investing and trading in the financial instruments of companies incorporated in, or whose principal operations are in, Europe.

In addition to its investment in BGF and as described in BGHL’s offering memorandum and investment policy, BGHL previously entered into other investments, including private equity investments such as Campastros.

#### **Performance of Investment Manager and Continued Appointment**

From 1 January to 31 December 2023, BGHL’s NAVs for the Euro decreased by 0.80% and the Sterling shares increased by 0.59%, whilst the market price of BGHL’s Euro shares increased by 13.51% and the market price of the Sterling shares increased by 2.50%.

Whilst NAV performance in 2023 fell some way short of target, the more important 5-year annualised performance of the Euro share class was 4.27% above capitalised €STR, so almost within the range of its long-term objective. Beta correlation remains very low, and in its review of the Investment Manager’s performance the Board has been pleased to note the continued absence of “style drift”. Performance in 2023 was clearly impacted by the effect of Russia’s invasion of Ukraine on global markets, However the general stabilisation in the economic environment seen towards the end of the year provides an encouraging opportunity set for the Investment Manager’s strategies in 2024.

The cost base of BGHL is largely fixed and the Total Expense Ratio in 2023 was 1.93bps compared to 1.77bps during the year ended 31 December 2022.

BGIM was appointed as Investment Manager and AIFM by BGHL, BGF and the Master Fund on 21 July 2014. The Investment Manager was registered on 5 November 2013 as a limited liability partnership or “LLP” in England and Wales for the purpose of complying with AIFMD Regulations, and the Investment Manager was authorised by the FCA on 11 July 2014 to perform the regulated activity of managing an AIF and remains so authorised.

The Board has reviewed the performance of the Investment Manager since the date of its appointment and is satisfied that the continued appointment of the Investment Manager until the Managed Wind-down of the Company is concluded on the terms previously agreed is in the interests of the shareholders. Please refer to the Investment Manager’s Report for a review of the performance of BGHL over the year. Please also refer to Note 8 to the Financial Statements for further details on the terms of the investment management agreement.

#### **Results for the Year and State of Affairs as of 31 December 2023**

The Statement of Financial Position and the Statement of Comprehensive Income for the year are set out in the audited Financial Statements.

#### **Directors and Board changes**

The Directors as of 31 December 2023 were:

- Frédéric (“Fred”) Hervouet, Chairman;
- Erich Bonnet;
- Sylvie Sauton, Senior Independent Director; and
- Luke Allen, Chairman of the Audit Committee.

There have been no changes to the Board of Directors either in the Year or in the period since the Year end.

Biographies for each director are published on the Company website [Board of directors](#).

BGHL’s articles of incorporation require that all Directors who held office at the two preceding annual general meetings shall retire and, if willing, offer themselves for re-election. It is the Company’s policy for all Directors to offer themselves for re-election annually in order to comply with the Code.

# Boussard & Gavaudan Holding Limited

## Directors' Report

### For the year ended 31 December 2023

#### Directors' interests in shares

As of 31 December 2023, Directors were invested in shares of BGHL as below:

Name	Number of shares
Sylvie Sauton	6,177
Erich Bonnet	1,550
Fred Hervouet	-
Luke Allen	-

#### Significant shareholders

As at 31 December 2023, to the best of the knowledge of the Directors, the following shareholders owned more than 5% of the Company:

Emmanuel Gavaudan	15.89%
Premier Miton Group PLC	5.03%
Tilney Smith & Williamson Limited	5.03%

The Concert Party owned 27.64% of the issued share capital as of 31 December 2023.

The information disclosed has been collected from the AFM's website as of 31 December 2023. The figures are those disclosed at the time of disclosure and may have varied with the repurchase of shares.

#### Share buy-back programme and Liquidity Enhancement Agreement

BGHL's shares are traded on the London Stock Exchange and Euronext Amsterdam.

Since its listing, BGHL has operated a share buy-back programme approved at each annual general meeting by its shareholders. Historically, this programme has been the key method by which the Board has sought to reduce the discount to the prevailing NAV at which BGHL's shares are trading, and to improve liquidity in the shares. However, although the Board seeks to minimise its level, such discount is largely driven by market forces beyond BGHL's control. It is as a result of the shares in both share classes having traded at a discount in excess of 15 per cent. to the NAV per share throughout the period from 1 January 2022 to 31 December 2022 (calculated by comparing the closing middle market quotation of the shares (as derived from the daily official list of Euronext Amsterdam for the Euro shares and the London Stock Exchange for the Sterling shares) on each business day to the prevailing published NAV per share as at such business day and averaging this comparative figure over the financial year) that the Managed Wind-down proposals were recommended to, and passed by, the shareholders at the EGM held on 28 September 2023. BGHL's share buy-back programme is financed by redemptions of BGF shares. BGF has monthly liquidity, which means that redemptions are payable once in every calendar month. On 28 September 2023, the shareholders renewed BGHL's authority to make market repurchases of its shares.

That authority expires date of the next annual general meeting of the Company, whichever is the earlier. Any repurchases under the share buy-back programme will be made at a discount to the prevailing NAV and will therefore be accretive to the NAV. They will therefore contribute to the different performance of BGHL's NAV relative to that of BGF.

As explained in the annual general meeting ("AGM") Circular that was published ahead of the Company's AGM that was held on 28 September 2023, the Takeover Panel has also limited the percentage of the Company's issued share capital which may be held by the Concert Party to 35.28%. If the Concert Party's percentage holding were to exceed that threshold, the requirements of Rule 9 of the City Code on Takeovers and Mergers would be triggered, so that the Concert Party would be obliged to make a compulsory offer for BGHL's entire issued share capital.

BGHL is only allowed to acquire its own shares with the prior approval of its members in general meeting and that authority is limited to a maximum of 14.99% of its issued share capital at the time that the requisite members' resolution is passed.

During the Period, BGHL bought back the following number of Euro shares representing 0.09% (31 December 2022: 0.67%) of its issued share capital. No Sterling shares were repurchased.

Repurchase of own shares for the Year ended:	31 December 2023	31 December 2022
Treasury Euro Shares	11,261	83,611
Average Gross Price	€ 21.9755	€ 22.3047
Net Amount Euros	€247,466	€ 1,864,918



# Boussard & Gavaudan Holding Limited

## Directors' Report

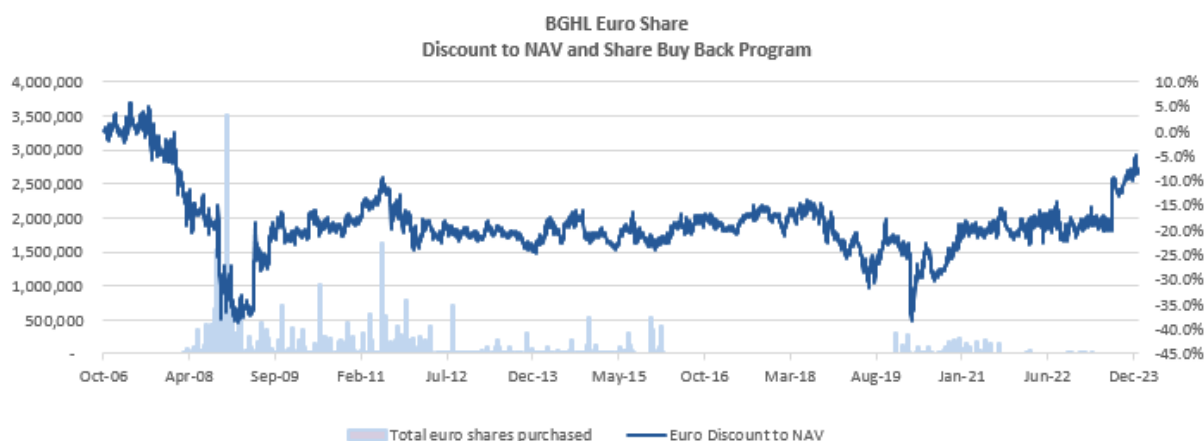
### For the year ended 31 December 2023

See Note 16 for details of the number of shares bought back under the buy-back programme in the period since 31 December 2023, if any.

The discounts of the shares with respect to their NAVs were as follows:

Discount to NAV	31 December 2023	31 December 2022
Euro Shares	(8.5)%	(20.1)%
Sterling Shares	(16.6)%	(18.1)%

Below is a graph showing the discount to their NAV at which BGHL's Euro shares have traded and the Euro share buy-back activity since BGHL's inception.



## Governance

As a closed-ended investment company incorporated in Guernsey with a premium listing on the Official List of the UK Listing Authority, BGHL is required to include a statement in its annual financial report as to whether BGHL has complied throughout the accounting period with all relevant provisions set out in the Code or, if not, setting out those provisions with which it has not complied and the reasons for non-compliance. The Company is also subject to the Guernsey Financial Services Commission (“GFSC”) Finance Sector Code of Corporate Governance, amended July 2023 (the “GFSC Code”), which came into effect on 1 January 2012. Companies which report in accordance with the Code are deemed to meet the requirements of the GFSC Code.

The Board places a high degree of importance on ensuring that high standards of corporate governance are maintained. BGHL is a member of the Association of Investment Companies (AIC) and reports against the AIC Code. Whilst the AIC Code closely resembles the Code, it does contain additional principles and recommendations of specific relevance to investment companies and omits some of those included in the Code which are not relevant to investment companies. By reporting against the AIC Code, the Company will also meet its obligations under the Code. The AIC Code is available for download from the Association of Investment Companies’ website [www.theaic.co.uk](http://www.theaic.co.uk).

No limit has been imposed on the overall length of service of Directors, although each Director stands for re-election every year. For further details of the Directors and any Board changes during the year please refer to the relevant section earlier in this report. The size of the Board is intended to remain at four until the Managed Wind-down of the Company has been concluded.

The Board has carried out a full review of the AIC Code to ensure that the appropriate level of corporate governance is attained. The Board confirms that BGHL has complied with the provisions of the Code during the Year, with the following exceptions.

All of BGHL’s Directors are independent non-executives and BGHL has no employees. Being externally managed, the Company does not have its own internal control function, but instead places reliance on professional service providers acting in accordance with service contracts. In addition, the Corporate Secretary monitors and advises the Board on the Company’s compliance with applicable law and regulations.

There is no nomination or remuneration committee, with all proposed Directors’ appointments instead being considered by the full Board. The Chairman will not however be engaged in the selection process for his successor. Further information on Board committees and the Board’s future plans is given below.

**Boussard & Gavaudan Holding Limited**  
**Directors' Report**  
**For the year ended 31 December 2023**

BGHL does not have a formal diversity policy. This is a function of the fact that the Company's remunerated officers are limited to the Directors. The composition and effectiveness of the Board is internally assessed on an annual basis. The periodic rotation or retirement of directors is a trigger event which initiates a formal search and selection process. This prioritises professional experience relevant to the needs of the Company over other more subjective factors which do not lend themselves to formal assessment and testing. Whilst BGHL does not therefore have any policy of positive discrimination in relation to age, gender or race, the Company does recognise the value that different perspectives and outlooks can bring to the quality of decision making. Accordingly, whilst remaining focused on merit-based appointments, the Board encourages and seeks to identify candidates who can also enhance the diversity of its composition.

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and Chair)
Men	3	75%	1
Women	1	25%	1

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and Chair)
White British or other White (including minority-white groups)	4	100%	2

The Company has not met the targets as set out in the Listing Rules of having women comprising at least 40% of individuals on the Board of directors and having at least one individual from a minority ethnic background for the reasons as set out in the paragraph that precedes the table above. No further changes to the Board are anticipated to be made given that the Company is now in a phase of Managed Wind-down and will be put into liquidation once the Managed Wind-down has been completed. Sylvie Sauton holds the position of senior independent director, so the target in that respect has been met.

The Board meets formally at least four times a year. In addition to these scheduled meetings, during the Year the Board consulted the Investment Manager regularly. The Directors are satisfied that they have been kept fully informed of the investment performance, financial and operational controls, and other matters relevant to the business of BGHL. The Directors have access to the advice of the Corporate Secretary and have, where necessary to the furtherance of their duties, taken independent professional advice at the expense of BGHL.

The attendance record of the Directors in 2023 is set out below:

Meetings Attended:	Quarterly Board	Ad hoc Board	Audit Committee*	Management Engagement Committee	AGM	EGM
Fred Hervouet	4	1	2	1	1	1
Sylvie Sauton	4	1	1	1	-	-
Erich Bonnet	4	1	2	1	-	-
Luke Allen	4	1	2	1	1	1

\*Sylvie Sauton left her position as member of the Audit Committee on 22 June 2023.

The focus at Board meetings is a review of investment performance, marketing and investor relations, risk management, general administration and compliance, peer group information and industry, regulatory and corporate governance issues. Board papers are circulated in advance, allowing the Directors the opportunity to add agenda items they consider appropriate for Board discussion. Each Director is required to inform the Board of any potential or actual conflicts of interest prior to Board discussions.

The letters of appointment of the Directors are available for inspection upon request of the Secretary at the registered office. The Board evaluates its performance and the performance of individual Directors on an annual basis by reference to the guidelines set out in the Code utilising questionnaires circulated by the Secretary, which require each director to review and comment on both their own and their fellow Directors' performance. The results of those questionnaires are then discussed by the Board. The Chairman reviews and agrees with each Director their training and development needs, if any. Having performed this review in respect of the Year, the Board believes that the current mix of skills and experience of the Directors is appropriate to the requirements of BGHL. The Board is satisfied that it has the policies, processes, information, time and resources to function effectively and efficiently.

# **Boussard & Gavaudan Holding Limited**

## **Directors' Report**

### **For the year ended 31 December 2023**

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The Board has considered whether the Board evaluation should be externally facilitated. Acknowledging the relatively small size of the Board, that three of the four Directors' were appointed during the previous financial year and bearing in mind the passing of the proposals to carry out a Managed Wind-down of the Company, it was agreed that the cost of external facilitation was not presently justified.

The Board confirms that there have been no material changes to the Chairman's commitments required to be disclosed to the Board or to be explained in this annual report.

BGHL has purchased Directors' and officers' liability insurance and intends to renew such insurance cover on an annual basis as necessary.

#### **Directors' Interests and Remuneration**

Each Director is required to inform the Board of any potential or actual conflicts of interest prior to Board discussions. Save as disclosed in these Financial Statements, BGHL is not aware of any potential conflicts of interest between any duty owed to BGHL by any of the Directors and their respective private interests. Each Director is currently paid an annual fee of €30,000 other than the Chairman, who is entitled to receive €45,000 per annum, and the Chairman of the Audit Committee, who receives an additional fee of €7,500 per annum.

The Articles of the Company previously stipulated that fees paid to Directors should not exceed €150,000 in aggregate without the approval of shareholders. At the Annual General Meeting of the Company held on 30 September 2022, the shareholders resolved that the cap on the Directors' aggregate remuneration be increased to €200,000 per annum.

Due to the nature of their roles and in light of BGHL's stated investment objective and policy, no discretionary compensation payments are ordinarily made to the Directors. No Director has a contract for services and none of them is entitled to compensation in lieu of notice.

The Company's remuneration policy is designed to ensure that the remuneration of Directors is set at a reasonable level commensurate with the duties and responsibilities of each Director and the time commitment required to carry out their roles effectively. Remuneration is such that the Company is able to attract and retain Directors of appropriate experience and quality. The fees paid to Directors reflect the experience of the Board as a whole and take account of the responsibilities attaching to each role given the nature of the Company's interests, as well as the level of fees paid by comparable investment trusts and companies. Directors are reimbursed for travel and subsistence expenses incurred in attending meetings or in carrying out any other duties incumbent upon them as directors of the Company.

#### **Directors' Duties and Responsibilities**

The Directors' responsibilities are as follows:

- statutory obligations and public disclosure; including acting in the best interests of the Company and its shareholders;
- strategic matters and financial reporting;
- oversight of management and advisors' performance;
- risk assessment and management, including reporting, monitoring, governance and control; and
- other matters having a material effect on BGHL.

#### **Committees of the Board**

The Board has constituted two standing committees, an Audit Committee and a Management Engagement Committee, and publishes the terms of reference for both on its website.

The Board does not deem it necessary to create a nomination or remuneration committee because it comprises only four Directors, all of whom are independent. The Board as a whole considers any matters normally addressed in such committees.

#### **Management Engagement Committee**

The Management Engagement Committee was established in 2015 to oversee the performance of service providers, including the Investment Manager. It has defined terms of reference and duties and its members comprise Fred Hervouet, Sylvie Sauton, and Luke Allen. Mr Hervouet acted as Chairman from 30 September 2022 until 16 February 2023, when Mrs Sauton took over the role.

The latest reviews, undertaken in January and February 2024, were satisfactory, concluding that all service providers were performing their contracted duties as expected and that no changes to the Company's service providers were necessary or desirable.

# **Boussard & Gavaudan Holding Limited**

## **Directors' Report**

### **For the year ended 31 December 2023**

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As required by the Code, the Management Engagement Committee also considers conflicts of interest, including those resulting from significant shareholdings, and seeks to ensure that the influence of third parties does not compromise or override independent judgement. The Management Engagement Committee considers that conflicts of interest were generally managed well during the year, although it is recognised that the Company has limited influence over the Investment Manager and cannot direct how the Concert Party deals with its own conflict of interest caused by status as a significant shareholder and the fact that some members of the Concert Party are principals or employees of the AIFM.

#### **Audit Committee**

An Audit Committee, with defined terms of reference and duties, has been established and is currently comprised of Luke Allen, Fred Hervouet and Erich Bonnet, with Mr Allen acting as permanent Chairman. Although Mr Hervouet was considered to be independent upon his appointment as a Director and as Chairman of the Board, so he is a member of the Audit Committee, he may not chair the Committee due to his role as Chairman of the Board.

A separate Report of the Audit Committee setting out its duties and how it has fulfilled them is included later in this annual financial report. The Audit Committee monitors and reviews the principal risks facing the Company on a regular basis throughout the year. BGHL considers that the Audit Committee's performance of its duties fulfils the requirements of the Code.

#### **Principal and Emerging Risks and Uncertainties**

BGHL's business model involves identifying and taking positions on assets whose market price does not reflect the Investment Manager's assessment of intrinsic value. As market prices trend towards the Investment Manager's assessment of intrinsic value, profits are generated. In adopting this strategy, BGHL is deliberately and consciously exposed to various types of market risk which are described in the report of the Investment Manager. In this regard there has been no change to the investment strategy pursued by the Company, although since 28 September 2023 the investment objective changed to focus on conducting a realisation of the assets of the Company in an orderly manner. Additional risks are described in the Notes to the accompanying Financial Statements.

ESG risks in the portfolio are risks managed by BGIM to which BGHL is exposed. There is an additional risk that BGHL fails to adequately report against emerging environmental disclosure standards, thereby attracting criticism from and loss of favour amongst shareholders or criticism by governmental agencies or regulatory authorities. The Investment Manager's approach to ESG is described in the Investment Manager's Report above and the Investment Manager believes it to be a source of competitive advantage when identifying opportunities for the Master Fund. The Board considers the Investment Manager to be fully engaged with the process of embedding ESG principles into its investment process, recognising the value thereof to shareholders that this should deliver through NAV appreciation.

The most persistent risk identified by the Directors is a lack of liquidity in BGHL's shares, exacerbating the discount to their NAV at which they trade. This creates a potential arbitrage opportunity and threat to the long-term appreciation in its asset value on a "per share" basis. This might be occasioned if the pricing relationships between and within different asset classes diverge materially from historical patterns, or the quality of investment analysis conducted within the Investment Manager is materially degraded. The continued persistent nature of this risk resulted in the Board of Directors recommending proposals for a Managed Wind-down of the Company which were subsequently approved by the Company's shareholders at the EGM held on 28 September 2023. The next most significant risk is considered to be a significant systemic market event which cannot be anticipated in advance and is associated with geopolitical or other non-financial factors.

There are a number of material risks that have arisen as a result of the decision to carry out a Managed Wind-down of the Company as follows:

- The Company's NAV will fluctuate between the date that the commencement of the Managed Wind-down was approved and the date that it is concluded as a result of changes in the value of the Company's investments. As a result the NAV per share actually realised by Shareholders pursuant to the Managed Wind-down may be materially different to that at the date it was approved.
- As substantially all of the Company's portfolio is held indirectly through the Sub-Fund the timelines for the orderly realisation and the completion of the Managed Wind-down are dependent on factors outside of the Company's direct control.
- The Company might experience increased volatility in its NAV and/or its share price as a result of possible redemptions of interests in the Sub-Fund and the realisation of its other assets held outside the Sub-Fund following the approval of the Managed Wind-down.

# **Boussard & Gavaudan Holding Limited**

## **Directors' Report**

### **For the year ended 31 December 2023**

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- The maintenance of the Company as an ongoing listed and traded vehicle would incur administrative, legal and listing costs which would decrease the amounts ultimately returned to Shareholders in future redemptions and/or distributions.

The inflationary environment that developed throughout 2022 and has persisted into 2023 has seen a series of aggressive rate rises by the central banks which only stabilised towards the end of the Year. The change in the interest rate environment has seen a move towards assets with a more value or cyclical bias as opposed to longer duration growth assets and this has created, and is likely to continue to create, further market distortions and dislocations. The effect of current and prospective rate hikes, while priced into certain financial instruments, may take some time to feed through and will likely have further real-world impacts.

The Russia/Ukraine and Israel/Palestine conflicts look set to persist and the situation could well worsen before it improves. Allies of Ukraine are still increasing sanctions against Russia, including financial sanctions and export controls, which will continue to weigh on global economic activity and capital flows.

At the end of 2023, the portfolio had no exposure to Russian securities and Russian-related assets.

The Investment Manager seeks to deliver risk adjusted returns which are attractive. The main information provided by the Investment Manager to the Board, and by which risk exposures are assessed, is as follows:

Relative performance analysis: NAV accretion or dilution is reported monthly and broken down by attribution to each specific strategy pursued within the Master Fund. Individual and aggregated strategy performances are compared to relevant indices or benchmarks. This serves to highlight over and under performances, and also any divergence from historic trends.

Stress testing: The impact on NAV is modelled each month against a series of downside scenarios. These scenarios make allowance not just for market movements, but also for liquidity related events (for example “mid cap” stocks falling by a greater amount than the main index due to materially reduced trading volumes in smaller company stocks). Different scenarios are modelled both singly, and in combination so that “contagion” risks are considered. Portfolio construction is informed by the results of this modelling.

Pricing analysis: The Investment Manager shares with the Board of Directors analysis that is prepared by the administrator of the Master Fund. This highlights the percentage of NAV in the Master Fund which is based on prices that cannot be independently verified by reference to an independent or market source. The existence of instruments for which independent pricing is not available is deemed to be a risk factor, and any such instruments are subjected to additional ongoing scrutiny.

In addition to the various financial and market risks, the Board actively monitors operational and commercial risk. Key risks in this regard are the following:

Scale of operations: The Board reviews the operational plans of the Investment Manager at least annually. In so doing it seeks assurances that adequate resources are available to maintain an effective and compliant operating infrastructure. Future business development plans, headcount, organisational structure and the experience of operational incidents (if any) are all taken into account.

Service providers: BGHL places reliance on its administrator and secretary, sub-administrator and registrar, as well as the depositary and sub-custodian of the Master Fund. To the extent that independent assurance statements or reports can be obtained in relation to these firms, the Board of Directors requests them. Oversight is also exercised via open market sources (credit ratings), direct enquiry of the Investment Manager, direct enquiry of the service providers themselves via the completion of due diligence questionnaires and feedback from other independent advisers (including the auditor).

Cyber security: The threat posed by “hackers” to companies operating in the financial services sector, (the nature of whose activities involves the management of assets readily convertible into cash) is acknowledged by the Board of Directors. The measures in place to mitigate these risks (including those measures intended to identify and contain intrusions, should they occur) form part of the oversight regime directed at the Investment Manager and key service providers.

Emerging risks, along with all other risks the directors have identified the Company as being exposed to, are monitored via the Company's risk register.

#### **Risk Management and Internal Control Systems**

The Management Engagement Committee conducted a review of BGHL's system of internal controls in January and February 2024.

The Board is ultimately responsible for BGHL's system of internal controls and for reviewing its effectiveness. The Board has developed a framework that is designed to manage, rather than to eliminate the risk of failure to achieve BGHL's business objectives. The framework involves identifying sources of risk, the potential significance (financial and operational) of any risk impact(s), and the associated controls in place to identify, pre-

# **Boussard & Gavaudan Holding Limited**

## **Directors' Report**

### **For the year ended 31 December 2023**

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empt and mitigate those potential impacts. This is documented in a Business Risk Assessment which is considered by the Audit committee, and the Management Engagement Committee conducts a detailed meeting with the Investment Manager to review the effectiveness of controls and any breaches / errors that have occurred since the last inspection visit. Any such control failures are also recorded on an exceptions basis and reported at quarterly Board meetings or in real time if sufficiently significant. No significant failings or weaknesses were identified at the last inspection visit. These processes ensure an at least annual review of BGHL's system of internal controls, including financial, operational, compliance and risk management. The system can only provide reasonable and not absolute assurance against material misstatements.

The Board has delegated the management of BGHL's investment portfolio, the provision of custody services, the administration (including the independent calculation of BGHL's NAV), share registration, corporate secretarial functions and the production of the half-yearly and annual independently audited financial reports. The Board retains accountability for the functions it delegates. Formal contractual arrangements have been put in place between BGHL and the providers of these services.

Compliance reports are provided at each quarterly Board meeting. The Board considers that its internal control processes meet best practice as recommended in the Guidance on Risk Management, Internal Control and Related Financial and Business Reporting published by the UK's Financial Reporting Council as an adjunct to the UK Corporate Governance Code.

#### **Regulatory Compliance**

BGHL keeps abreast of regulatory and statutory changes and responds as appropriate. Compliance reports are provided at each quarterly Board meeting by BGHL's Secretary. The Board continues to take advice on AIFMD from external professional advisers and to implement necessary measures to ensure compliance with relevant requirements of the AIFMD Regulations. The Chief Compliance Officer within the Investment Manager is also a resource relied upon by the Board in this regard. Although the majority of the obligations associated with AIFMD are applicable to the AIFM, the Board is satisfied that BGHL as an AIF complies fully with its relevant obligations under the UK's AIFMD and the AIFMD Regulations 2013. Key Information Documents ("KIDs") have been updated in accordance with the Packaged Retail and Insurance-based Investment Products ("PRIIPs") regulations and are available at <https://www.bgholdingltd.com/p/34/priips-kiid>.

#### **Managed Wind-down**

As disclosed in the 2022 annual report and audited financial statements, the Board had previously made a commitment that, if the Company's shares traded at an average discount in excess of 15 per cent over the financial year to 31 December 2022, the Board would propose a Continuation Vote (the "Continuation Vote") at the annual general meeting to be held in 2023. As that condition was met, the Board recommended proposals for a Managed Wind-down of the Company at an EGM of the Company which was held on 28 September 2023. The Managed Wind-down proposals were approved by the Shareholders and as a result the Company is no longer considered to be a going concern. The Board considers that as the Company is no longer viable and is appropriate that the Financial Statements are prepared on a basis other than as a going concern.

In accordance with the circular issued dated 29 August 2023, the Board will implement the Managed Wind-down by:

- (i) redeeming the interests held by the Company in the BG Fund as of 1 November 2024; and
- (ii) selling, redeeming or otherwise realising other investments held directly or indirectly by the Company.

The Board also expects to publish a further shareholder circular in the second half of 2024 which shall set out the full terms of the Rollover Option and the Cash Exit and explain the actions to be taken by Shareholders in connection therewith.

#### **Long Term Viability**

The principal risks facing BGHL are documented in the Business Risk Assessment and described above. The business model and investment strategy are described and evaluated in the Investment Manager's report. The Board's review of the effectiveness of BGHL's risk management and internal control systems is described in the Audit Committee's report.

On 28 September 2023, the Company changed its investment objective in order to facilitate a Managed Wind-down of the Company in a prudent manner consistent with the principles of good investment management as required by the Listing Rules. As set out in the EGM Circular it is intended that the Company's assets to be realised on 1 November 2024 with the redemption proceeds being paid out by end of 2024. Thereafter, it is anticipated that the Company will be de-listed and then placed into liquidation within twelve months of the publication of this report as set out in the "Managed Wind-down" paragraph above. Accordingly, the financial statements have been

# **Boussard & Gavaudan Holding Limited**

## **Directors' Report**

### **For the year ended 31 December 2023**

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prepared on a basis other than as a going concern and consequently it is considered unnecessary to prepare a Long Term Viability statement.

#### **Other than Going Concern**

As noted above, on 28 September 2023 the Company's shareholders accepted the Board's proposals for a Managed Wind-down of the Company and the Directors are working to ensure that the Company's existing assets are realised in an orderly manner by November 2024. This being the case the Directors have determined that the use of the going concern basis in preparing the financial statements is no longer appropriate and as such the financial statements have been prepared on a basis other than as a going concern, under which the assets and liabilities are measured at their carrying values, which continues to be their fair value.

There were no adjustments made to the carrying values of the Company's assets and liabilities in the current year as a result of this change in basis of preparation. The Directors consider the carrying values to be a reasonable approximation of their net realisable values. A provision for winding-up costs has been included in the current financial year based on the best estimate of the costs that will be incurred through to the conclusion of the liquidation of the Company.

Notwithstanding the Company's Managed Wind-down status, the Board continues to conduct a rigorous and proportionate assessment of BGHL's operational and financial risks with reference to cash flow requirements and the liquidity of investments on a quarterly basis. The Directors confirm that they have a reasonable expectation that the Company will continue to be able to pay its liabilities as they fall due over the period of the Managed Wind-down and the Board is working with the Investment Manager to implement an orderly realisation of the Company's underlying assets in a manner that is consistent with the liquidity of the Company's portfolio such that the orderly realisation will be completed in accordance with the intended timetable.

BGHL incurs ongoing fees and expenses associated with its day-to-day operations, provides cash collateral under currency hedging transactions and uses cash to repurchase its own shares.

#### **Relations with Shareholders**

The Board engages with institutional shareholders directly, as does the Investment Manager. Shareholders continue to be welcome to contact the Board of BGHL in writing via the Secretary, should they wish to have a dialogue and/or provide any feedback.

Furthermore, at a minimum, the Chairman of the Board and another Director attend BGHL's annual general meetings. Separate resolutions are proposed for each item at each general meeting of shareholders, including a vote on BGHL's annual financial report and the (re)appointment of Directors. Forms of proxy issued by BGHL for use at each general meeting provide for three-way voting – for, against or vote withheld. Notices of annual general meetings are sent at least 20 working days before the meeting and in accordance with the notice periods set out in the Companies Law.

After each general meeting, the results of the meeting are published and the announcement of results is also made available on BGHL's website. As a matter of best practice, all resolutions are voted upon by a poll. If required, BGHL can also make representatives of the Investment Manager available to Shareholders.

While BGHL reports formally to its shareholders twice a year, it also maintains a website which contains comprehensive information ([www.bgholdingltd.com](http://www.bgholdingltd.com)). This includes historic communications, investment philosophy, risk management policies, Investment Manager's reports, statistical information and corporate governance guidelines.

The Directors have continued to engage with shareholders remotely and discuss individual queries during the year.

#### **Section 172 Statement**

The Code requires that the Company should understand the views of BGHL's key stakeholders and describe in the annual report how their interests and the matters set out in section 172 of the UK's Companies Act 2006 have been considered in Board discussions and decision-making.

The Company is a publicly traded fund whose objective until 28 September 2023 was the delivery of consistent and uncorrelated returns of 400-600 bps net of fees above the "risk free rate" (defined as capitalised €STR) over the course of an economic cycle. Following the shareholders' acceptance on 28 September 2023 of the Board's proposals for a Managed Wind-down, the Company's strategy has changed such that it is now to conduct a realisation of the existing assets of the Company in an orderly manner. The Company has no employees and all of the directors are non-executive. The Board considers that its key stakeholders are its shareholders, its service providers, society and regulators.

During the course of the Year the Board continued to focus on initiatives that were considered to be in the best interests of the Company. Highlights were as follows:

# **Boussard & Gavaudan Holding Limited**

## **Directors' Report**

### **For the year ended 31 December 2023**

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Longevity of Company – as described in the Company's viability statement, on 28 September 2023 the Company changed its investment objective to facilitate a Managed Wind-down of the Company in a prudent manner consistent with the principles of good investment management as required by the Listing Rules. As set out in the EGM Circular, it is intended that the Company's assets to be realised on 1 November 2024 with the redemption proceeds being paid out by end of 2024 as set out in the "Managed Wind-down" paragraph above. Thereafter, it is anticipated that the company will be de-listed and then placed into liquidation within twelve months of the publication of this report. Accordingly, the financial statements have been prepared on a basis other than as a going concern and consequently it is considered unnecessary to prepare a Long Term Viability statement as the Company is no longer considered to be viable as a closed-ended investment company beyond the end of 2024.

Share buy-back programme – as described in the Directors' Report, a total of 11,261 shares were bought back during the Year at an average discount of 14.80% for the benefit of shareholders;

ESG factors – the momentum of ESG adoption in the asset management industry continued in 2023, as incoming regulations pushed asset owners to increase their demand for transparency. The Investment Manager has witnessed a growing number of investors requiring increased disclosures and has responded to requests by finalising the full integration of ESG factors in its investment process and expanding its ESG reporting. This is expected to have the dual benefits of supporting NAV growth for shareholders, and also (as ESG processes are further embedded within the wider investment sector) improving environmental outcomes by companies accessing capital via the public markets. In addition, and in line with the full integration of ESG factors, the BG Master Fund is classified as falling within the scope of Article 8 of the EU's Sustainable Finance Disclosure Regulation (SFDR).

Asset valuation – the Company has one level 3 asset, Rasa, now held through Campastros, a Spanish holding company. In 2022, Rasa started a group restructuring process (re-domiciliation and mergers) which is ongoing. The assessment of its value for the purpose of the Financial Statements continues to take account of the mismatch between Rasa's management's timescales for realising value and BGHL's requirements for such value realisation.

High standards of business conduct – the Board has continued to work closely with its service providers during 2023 in order to support the maintenance of high standards of service. As part of its annual review process, the Management Engagement Committee enquires about any incidents, breaches or other occurrences within its service providers that might create a reputational risk or other negative consequence(s) for the Company.

The Board considers that there is a very low risk of modern slavery or human trafficking associated with the Company's activities, given it has no employees, premises, manufacturing or other physical operations. Its suppliers are professional services providers, most of whom are regulated and none of whom operate in jurisdictions that have a poor record on modern slavery or human trafficking.

#### **Statement of Directors' Responsibilities**

The Directors are responsible for the preparation of Financial Statements in accordance with applicable Guernsey law and generally accepted accounting principles. Guernsey law requires the Directors to prepare Financial Statements for each financial year which give a true and fair view of the state of affairs of BGHL as at the end of the year and profit or loss for that year.

The Directors are also responsible for ensuring that the annual report includes information required by the rules of the Financial Conduct Authority and Euronext. The Directors ensure that BGHL complies with the provisions of the Financial Conduct Authority's Listing Rules and the Disclosure Guidance and Transparency Rules which, with regard to corporate governance, require BGHL to disclose how it has applied the principles, and complied with the provisions, of the Code.

In preparing those Financial Statements, the Directors should:

- Select suitable accounting policies and then apply them on a consistent basis;
- Make judgements and estimates that are reasonable;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- Prepare the Financial Statements on the going concern basis unless it is not appropriate to presume that BGHL will continue in business.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of BGHL and to enable them to ensure that the Financial Statements comply with the Companies Law. They are also responsible for the system of internal controls for safeguarding the assets of BGHL and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Shareholders holding more than 5% of the shares in issue need to disclose their holdings to the AFM, the Dutch regulatory authority. The AFM discloses this information on its web site. The information can be found under the section "Register substantial holdings and gross short positions". Shareholders may use the following link to access the information directly:



**Boussard & Gavaudan Holding Limited**  
**Directors' Report**  
**For the year ended 31 December 2023**

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<https://www.afm.nl/en/sector/registers/meldingenregisters/substantiele-deelnemingen?KeyWords=boussard>

The Directors consider that the BGHL annual report and audited Financial Statements, taken as a whole:

- is fair, balanced and understandable; and
- provides the information necessary for shareholders to assess the BGHL's performance, business model and strategy.

**Audit Confirmation**

So far as each of the Directors is aware, there is no relevant audit information of which BGHL's auditor is unaware and each Director has taken all reasonable steps he ought to have taken as a Director to make himself aware of any relevant information and to establish that BGHL's auditor is aware of that information.

By order of the Board



Fred Hervouet  
Chairman



Luke Allen  
Director

24 April 2024

# **Boussard & Gavaudan Holding Limited**

## **Report of the Audit Committee**

### **For the year ended 31 December 2023**

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#### **Role and responsibility**

This is the report of the Audit Committee (herein the “**Committee**”) which has been prepared with reference to the AIC Code and describes the work of the Committee in discharging its responsibilities.

BGHL established the Committee in compliance with the FCA’s Disclosure and Transparency Rule 7.1 and the AIC Code. The Committee meets formally at least twice each year and on an *ad hoc* basis when required and reports to the Board. It has formally delegated duties and responsibilities with written terms of reference which are reviewed and reapproved at least annually. Those terms of reference are published on BGHL’s website at <http://www.bgholdingltd.com>

The Committee is mandated by the Board to investigate any activity within its terms of reference and to consult externally with legal or other independent professional advisors, as required, to ensure that the Committee adequately discharges its duties and responsibilities, which include:

- a) considering the appointment of the external auditor, its letter of engagement and the terms thereof, the audit fee, and any questions of resignation or dismissal of the external auditor;
- b) reviewing from time to time the effectiveness of the audit and the independence and objectivity of the external auditor;
- c) developing and implementing policy on the engagement of the external auditor to supply non-audit services where necessary, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm; and report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken;
- d) reviewing BGHL’s half-yearly and annual financial reports, not excepting the full Board’s responsibility over the reports, focusing particularly on:
  - Any changes in accounting policies and practice;
  - Major judgmental areas;
  - Significant adjustments arising from the audit;
  - The going concern assumption;
  - Compliance with accounting standards (and in particular accounting standards adopted in the financial year for the first time);
  - Compliance with applicable legal and regulatory requirements (including *inter alia* those of the Financial Conduct Authority, the London Stock Exchange, the Guernsey Financial Services Commission, the Companies Law, NYSE Euronext, and the Netherlands Authority for the Financial Markets, as well as various EU regulations);
  - A risk management review; and
  - Assessing the effectiveness of internal controls.
- e) discussing any problems and reservations arising from the final audit, and any other matters which the auditor may wish to discuss (in the absence of BGHL’s agents where necessary);
- f) reviewing the external auditor’s Report to the Audit Committee and determining whether any changes have to be implemented as a result;
- g) reviewing, on behalf of the Board, BGHL’s systems of internal controls (including financial, operational, compliance and risk management) and making recommendations to the Board;
- h) considering the major findings of internal investigations and management’s response;
- i) reviewing BGHL’s operating, financial and accounting policies and practices;
- j) considering any other matters specifically delegated to the Committee by the Board from time to time;
- k) reporting to the Board on how it performs its duties; and
- l) confirming to the Board as to whether the annual report and audited Financial Statements taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess BGHL’s performance, business model and strategy.

The Committee may review any matter that it considers appropriate notwithstanding that it is not specifically mentioned in the above list of duties.

# **Boussard & Gavaudan Holding Limited**

## **Report of the Audit Committee**

### **For the year ended 31 December 2023**

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#### **Composition**

The Committee is comprised of Luke Allen, Fred Hervouet and Erich Bonnet, with Mr Allen acting as permanent Chairman. The membership of the Committee and its terms of reference are kept under review. All members of the Committee have relevant competence in the sector in which BGHL operates in addition to relevant financial experience as required by the Code.

Sylvie Sauton left her position as member of the Audit Committee on 22 June 2023.

Only independent non-executive Directors serve on the Committee and the members do not have any links with BGHL's external auditor. They are also independent of the management teams of the Investment Manager, administrator and all other service providers. Notwithstanding that Mr Hervouet is Chairman of the Board, he was independent upon appointment, so is a member of, but may not chair, the Committee.

The Committee meets the external auditor at least twice a year.

#### **Oversight of controls and risk management**

The Board, via its Management Engagement Committee, conducts an annual Business Risk Assessment in conjunction with the Investment Manager. The intention of this exercise is to identify and articulate the material risks that might affect BGHL and its trading prospects, the likelihood of them occurring and their assessed impact. As part of this process the explicit controls intended to mitigate either or both of the risk of occurrence, or the impact of an occurrence, are also articulated. In this way a residual net impact assessment is derived.

The Management Engagement Committee undertook virtual meetings with the Investment Manager to review and inspect operations. The Committee interviewed senior staff members responsible for the internal control and oversight functions, and who report as to the proper conduct of the business in accordance with the regulatory environment in which both BGHL and the Investment Manager operate.

The oversight programme followed a pre-planned agenda and in January and February 2024 involved reviews of, inter alia (i) changes that had taken place within the Investment Manager's operations; (ii) IT systems and controls, including cyber security arrangements; (iii) regulatory compliance; (iv) investor relations; (v) the valuation of unquoted investments; (vi) the risk register, complaints, errors and breaches logs and business continuity arrangements; (vii) ESG and responsible investment policies; and (viii) the impact of external factors such as the Russia/Ukraine and Israel/Palestine conflicts. Performance was assessed as satisfactory with no unacceptable or unanticipated risk exposures. The results of the oversight visit are documented.

As part of the oversight programme, both the Investment Manager and the Administrator report formally to the Committee at least annually on their systems of internal controls. In accordance with the provisions of the Code, the Committee has conducted a review of those systems of internal controls and is satisfied that they are sufficient to withstand the risks to which BGHL is subject. Furthermore, the Management Engagement Committee held a due diligence oversight meeting with a representative from the Board of the Master Fund and was satisfied with the outcome of this meeting.

As BGHL is a closed-ended investment company, all of whose Directors are non-executive, and as all executive functions have been delegated to professional third party advisors, the Committee does not consider it necessary for BGHL to have its own internal audit function. Whilst no reliance can be placed on them, reviews conducted on the Investment Manager's operations by independent custodians, and on-site due diligence visits by prospective investors and their professional advisers provide a degree of additional comfort.

Whilst BGHL does not have any staff, the Committee considers that the arrangements by which staff of the Investment Manager and the Administrator may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters are of great importance. The Committee reviews such arrangements annually and, as required by the Code, is satisfied that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

**Boussard & Gavaudan Holding Limited**  
**Report of the Audit Committee**  
**For the year ended 31 December 2023**

**Significant issues considered regarding the Annual Financial Report**

In discharging its responsibilities, the Audit Committee has specifically considered the following significant issues relating to the Financial Statements:

Significant issue	How the issue was addressed
Valuation of BGHL's investments	<p>The Board reviews portfolio valuations on a regular basis throughout the year, and at quarterly meetings with the Investment Manager seeks assurance that the pricing basis is appropriate and in line with relevant accounting standards. BGHL's net asset value is calculated on a daily basis by the Sub-Administrator.</p> <p>BG Fund investment</p> <p>The Audit Committee concluded that the NAV for the Master Fund remained the appropriate basis of valuation.</p> <p>The impact of the Russia/Ukraine conflict and the conflict in Israel/Palestine on financial markets has been significant, reflecting disruption to international supply chains, the interruption of production generally, higher short and long-term interest rates, inflationary pressures, delays in corporate activity and investment, uncertainty about the availability of financing and increased volatility in the value of financial instruments. The Audit Committee has considered the particular circumstances of the Company in light of these issues, in particular the associated risk exposures and implications for financial reporting.</p> <p>As an investment company, the Company does not have employees, customers or suppliers in a conventional sense. Reliance is however placed on service providers, principally the Investment Manager and the Administrator. The Committee has been kept apprised of business continuity measures enacted by these key service providers and is receiving updates in relation to any emergent risks, vulnerabilities and the continued effectiveness of internal controls. Information flows between the Investment Manager and other advisers have been effective and a key component of oversight in prevailing conditions. Both the Board and the Investment Manager are maintaining dialogue with shareholders in order to provide transparency.</p> <p>Rasa Resorts, S.A.P.I. de C.V. (formerly Rasa Malta, S.A.P.I. de C.V until February 2023) ("Rasa")</p> <p>Rasa is the sole remaining unlisted and level 3 asset in the BGHL portfolio, representing 0.34% of NAV at the end of 2023, and was the subject of a corporate restructuring during the prior year. This position is not immediately realisable and requires valuation based on third party assessments and judgements. Consideration was given as to whether the selected basis of valuation was reasonable and fair.</p> <p>Historically, the valuation used has been based on calculations produced by the management of that company. A key input is land valuations produced independently of management by a third party. Consistent application of the valuation mechanic used by Rasa management is verified by reporting accountants, although this verification does not of itself opine on the resultant valuation.</p> <p>In 2022, a c.78% fair value adjustment was made against the net asset value of Rasa, representing the fair value calculated using the tender price. The Audit Committee remains of the view that a fair value adjustment reflecting illiquidity is appropriate given BGHL's intention to trade out of the position before Rasa management deliver final liquidity to investors. The quantum of the fair value adjustment reflects the differential between the respective time horizons of BGHL and Rasa management for value realisation. This is considered to have implications for the manner in which fair value should be assessed, and greater emphasis has been placed on realisable value than intrinsic value.</p> <p>There remains no immediate threat to solvency and going concern within Rasa, and there are physical land assets to underpin the valuation. The fair value adjustment against the reported valuation in 2023 is considered fair.</p>

**Boussard & Gavaudan Holding Limited**  
**Report of the Audit Committee**  
**For the year ended 31 December 2023**

<p>Managed Wind-down</p>	<p>Following the shareholders’ acceptance on 28 September 2023 of the Board’s proposals for a Managed Wind-down of the Company the Audit Committee concluded that the Company is no longer viable as a going concern and that it is no longer appropriate that the Financial Statements be prepared on a going concern basis. As such the financial statements have been prepared on a basis other than as a going concern.</p> <p>The Committee considers that there are a number of material risks that have arisen as a result of the decision to carry out a Managed Wind-down of the Company as follows:</p> <ul style="list-style-type: none"> <li>- The Company’s NAV will fluctuate between the date that the commencement of the Managed Wind-down was approved and the date that it is concluded as a result of changes in the value of the Company’s investments. As a result the NAV per share actually realised by Shareholders pursuant to the Managed Wind-down may be materially different to that at the date it was approved.</li> <li>- As substantially all of the Company’s portfolio is held indirectly through the Sub-Fund the timelines for the orderly realisation and the completion of the Managed Wind-down are dependent on factors outside of the Company’s direct control.</li> <li>- The Company might experience increased volatility in its NAV and/or its share price as a result of possible redemptions of interests in the Sub-Fund and the realisation of its other assets held outside the Sub-Fund following the approval of the Managed Wind-down.</li> <li>- The maintenance of the Company as an ongoing listed and traded vehicle would incur administrative, legal and listing costs which would decrease the amounts ultimately returned to Shareholders in future redemptions and/or distributions.</li> </ul> <p>The Committee and the Board are working closely with the Investment Manager to ensure that the impact of these risks is mitigated to the fullest extent possible throughout the Managed Wind-down process.</p> <p>It is intended that the Company's assets to be realised on 1 November 2024 with the redemption process being fully concluded by the end of 2024.</p> <p>Thereafter, it is anticipated that the company will be de-listed and then placed into liquidation within twelve months of the publication of this report.</p>
<p>Completeness and accuracy of the disclosures in the Financial Statements</p>	<p>The Audit Committee concluded that all appropriate and required disclosures have been incorporated in the Financial Statements and drew comfort from the fact that multiple layers of oversight exist to achieve this objective. Specifically, the sub-administrator, administrator, Investment Manager and external auditor have all performed their own checks for completeness.</p> <p>The Audit Committee continues to give particular attention to the extent of disclosures about the underlying portfolio of the Master Fund. Risk measures, sensitivities and performance are driven by the make-up of that portfolio and hence additional disclosures about it are appropriate to permit a full understanding of the accounts. However, BGHL does not have direct influence over the Master Fund and the Committee remains concerned to ensure that the correct balance gets struck between disclosing the drivers of performance, without inviting users of the Financial Statements to conflate BGHL with the Master Fund.</p>

**Boussard & Gavaudan Holding Limited**  
**Report of the Audit Committee**  
**For the year ended 31 December 2023**

<p>Presentation of Financial Statements</p>	<p>The Audit Committee considered the complexity of the Financial Statements in their entirety, and the descriptive narrative supporting the financial disclosures. It was recognised that the sophistication of the investment strategies pursued by BGHL do not lend themselves to description in “plain English” and that the use of technical terminology was not always consistent with the goals of ensuring transparency and maximising ease of understanding.</p> <p>On balance the Audit Committee concluded that the benefits of accurate - but detailed - descriptive narrative outweighed the possible benefit of simplified summaries. The nature of the shareholder base (predominantly sophisticated professional investors) was an important factor in reaching this conclusion.</p>
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**Other than Going Concern**

Following the shareholders’ acceptance on 28 September 2023 of the Board’s proposals for a Managed Wind-down of the Company, the Audit Committee concluded that the Company is no longer viable as a going concern and that it is no longer appropriate that the Financial Statements be prepared on a going concern basis. As such the financial statements have been prepared on a basis other than as a going concern. It is intended that the Company’s assets to be realised on 1 November 2024 with the redemption proceeds being paid out by end of 2024.

Thereafter, it is anticipated that the Company will be de-listed and then placed into liquidation within twelve months of the publication of this report.

**Auditor and audit tenure**

BGHL’s auditor has acted in this role since 2006, but there were partner rotations in 2014 and 2019. The Committee, in conjunction with the Board, is committed to reviewing this appointment on a regular basis to ensure that BGHL is receiving an optimal level of service. The appointment of the auditor is reviewed annually and the Committee is satisfied that sufficient safeguards have been put in place by the auditor to mitigate risks associated with long association, such as regular partner rotation. There are no contractual obligations which restrict BGHL’s choice of auditor. Notwithstanding the Board’s satisfaction that the auditor remains independent, it had been the intention of the Company to initiate a tender programme during 2021. The Board however did not feel it prudent to pursue this until such time as the disruption caused by COVID-19 pandemic had subsided. Subsequently, the Board decided to defer the process until the result of the Continuation Vote is known. As that condition was met, the Board recommended proposals for a Managed wind-down of the Company at an EGM of the Company which was held on 28 September 2023. The shareholders have accepted the Board’s proposals for a Managed Wind-down of the Company, the initiation of an audit tender programme is no longer considered to be appropriate.

The Committee does not award any non-audit work other than the review of its interim Financial Statements for the half year ended 30 June and the work required for the provision of the ESEF filing. The full Board would have to approve any other non-audit work. Where non-audit services are provided by the auditor, these engagements are pre-approved by the Committee to ensure that the auditor’s independence and objectivity is not breached, and a recommendation is made to the Board. Whilst interim reviews, and the work required for the provision of the ESEF filing of financial information are considered to be a non-audit service, the Committee did not consider that this role undermined the auditor’s independence. No other non-audit services were provided in 2023.

The Committee considered the experience and tenure of the audit partner and staff and the nature and level of services provided. The Committee received confirmation from the auditor that it had complied with the relevant Guernsey professional and regulatory requirements on independence.

**Assessment of the external audit process**

The Committee considers the nature, scope and results of the auditor’s work and monitors the independence of the external auditor. Formal reports are received from the auditor on an annual basis relating to the extent of their work. The work of the auditor in respect of any significant audit issues and consideration of the adequacy of that work is discussed.

The Chairman of the Committee liaises with the Investment Manager, the Administrator and the Sub-Administrator to discuss the extent of audit work completed to ensure all matters of risk are covered, while the Committee assesses the quality of the draft Financial Statements prepared by the Sub-Administrator.

The Committee has an active involvement in and oversight of the preparation of both half yearly and annual Financial Statements. Ultimate responsibility for reviewing and approving the annual financial report remains with the Board.

**Boussard & Gavaudan Holding Limited**  
**Report of the Audit Committee**  
**For the year ended 31 December 2023**

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**Conclusion in respect of the Annual Report and audited Financial Statements**

The production of BGHL's annual report and audited Financial Statements is a comprehensive process requiring input from a number of different parties. One of the key governance requirements is that BGHL's annual report and audited Financial Statements be fair, balanced and understandable. The Board has requested that the Committee advise on whether it considers that the annual financial report fulfils these requirements.

As a result of the work performed, the Committee recommended that the Board should conclude that the annual report and audited Financial Statements for the Year, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess BGHL's performance, business model and strategy and has reported on these findings to the Board. The Board's conclusions in this respect are set out in the Directors' Report above.



Luke Allen  
Chairman of the Audit Committee  
24 April 2024

# **Boussard & Gavaudan Holding Limited**

## **Alternative Investment Fund Managers Directive Report**

### **For the year ended 31 December 2023**

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#### **Background**

The AIFMD came into force on 22 July 2013, although there was a transitional period for compliance by existing AIFMs and AIFs until 21 July 2014 under the UK's Alternative Investment Fund Managers Regulations, 2013 (the "AIFMD Regulations"). The objective of the AIFMD is to introduce a common regulatory regime for funds marketed in or into the European Union ("EU") which are not regulated under the UCITS regime, with a view to increased investor protection and to enable European regulators to obtain increased information in relation to funds being marketed in or into the EU to assist their monitoring and control of systemic risk issues.

BGHL is not marketed in the EU and therefore does not fulfill the definition of an AIF. However, the Board has chosen to voluntarily adopt the requirements of AIFMD and AIFMD regulations for the Year.

A further consequence of not being marketed in the EU is that BGHL is not in scope of the EU Sustainable Finance Disclosure Regulation (the "SFDR Regulation").

As the Investment Manager is established in the United Kingdom, it has been a non-EU-based AIFM since 1 January 2021. Although the Investment Manager was previously within the scope of AIFMD, BGHL is a non-EU AIF not currently marketed in the EU, so the depositary rules in Article 21 of the AIFMD and the transparency requirements of Articles 22 (annual report) and 23 (Disclosure to investors) of the AIFMD do not apply to BGHL. However, on the advice of the Investment Manager the Board wishes to provide BGHL's shareholders with the information below.

#### **1. Material changes in the disclosures to investors**

During the Year, there were no material changes other than change in investment objective during the year as result of Managed Wind-down to the information required to be made available to investors before they invest in BGHL under Article 23 (Disclosure to investors) of the AIFMD.

#### **2. Presentational changes to the income and expenditure account**

Note 12 to Financial Statements details the realised and change in unrealised gain /loss at asset type level as per the AIFMD requirements.

#### **3. Risk management policy note**

The current risk profile of BGHL, the main features of the risk management systems employed by Investment Manager to manage those risks and the measures to assess the sensitivity of BGHL's portfolio to the most relevant risks are set out in the Investment Manager's Report and in Note 4 to the Financial Statements.

#### **4. Leverage and borrowing**

BGHL is entitled to employ leverage in accordance with its investment policy and as described in the section entitled "BGHL exposure" reproduced in the Investment Manager's Report. The investment policy does not restrict the types and sources of leverage.

Derivatives are used by BGHL for the purpose of hedging the exposure on assets denominated in currencies other than the Euro.

##### *Collateral and asset re-use*

The investment policy does not restrict collateral and asset "re-use" arrangements.

##### *Leverage limits and usage*

BGHL is subject to the following leverage limits:

- 200% of the Net Asset Value.
- 200% of the Net Asset Value as per the AIFMD's "commitment method",
- 200% of the Net Asset Value as per the AIFMD's "gross method"

#### **5. Liquidity arrangements**

BGHL is a closed-ended AIF with the ability to employ leverage, which has two implications on its liquidity management:

- BGHL has no redemption-related liquidity management requirements.



# **Boussard & Gavaudan Holding Limited**

## **Alternative Investment Fund Managers Directive Report**

### **For the year ended 31 December 2023**

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- The Investment Manager monitors the liquidity risk and ensures that the liquidity profile of BGHL's investments complies with BGHL's underlying obligations. BGHL's liquidity risk, obligations and liquidity sources are described in Note 4b.

Within the meaning of AIFMD:

- There were no "new arrangements for managing the liquidity" of BGHL during the reporting Year.
- BGHL has no "assets subject to special arrangements arising from their illiquid nature".

#### **6. Disclosures on Securities Financing Transactions and Total Return Swaps**

BGHL, being managed by an UK-based AIFM throughout the Year, is subject to the European Regulation (EU) 2015/2365 on transparency of securities financing transactions and of reuse.

BGHL does not use securities financing transactions nor total return swaps.

#### **7. AIFM Remuneration Policy**

Remuneration reporting requirements under the AIFMD Regulations are effective once a first full year period has been completed. Given that BGHL decided to voluntarily comply with the AIFMD Regulations with effect from 21 July 2014, these requirements apply to BGHL.

The Investment Manager (the "AIFM") Remuneration Policy is designed to support a pay for performance philosophy and reward eligible colleagues for both team and individual performance against specific goals in line with the needs of the business. All employees share in the responsibility for financial success and the growth of the business. The Remuneration Policy links individual objectives directly to the goals of the business. A participant's actual incentive pay-out will be based on both funding results and business distribution approach. Incentive funding takes into consideration financial performance of a participant's business as well as the Investment Manager overall financial performance. The Investment Manager has a pay for performance philosophy and expects differentiated rewards based on individual performance and contributions. Therefore, distribution of the funded incentive pool is intended to deliver differentiated incentives to the highest performers. Management discretion may be used in determining the funding and the final pay-out. An incentive pay-out is not an entitlement or guarantee, it is designed to enlist and encourage the right actions/behaviours, and reward based on results. All staff receive fixed remuneration in the form of basic pay to ensure that the fixed and variable components are appropriately balanced. The element of basic pay is sufficiently high to allow the operation of a fully flexible policy on variable remuneration including allowing no variable remuneration component being paid. The remuneration policy includes the following features: deferral over 3 years, awards in instruments, at least 50% in shares, retention of the shares for 6 months, and potential application of malus and clawback provisions.

#### **Total remuneration paid to staff of the AIFM during the financial period ending 31 March 2023:**

Fixed remuneration\*: €9,799,982

Variable remuneration\*: €19,652,637

Number of staff: 81

Aggregate remuneration of senior management\*: €2,663,460

Aggregate remuneration of employees whose actions have a material impact on the risk profile of the AIFs managed by the AIFM\*: €16,990,040

\*Remuneration figures reflect an approximation of the portion of remuneration reasonably attributable to the AIFs.

The numbers cover the period from 1 April 2022 to 31 March 2023 and we used for "risk" employees our FCA related definition of Material Risk Takers.

**Boussard & Gavaudan Holding Limited**  
**Management Report**  
**For the year ended 31 December 2023**

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**RESPONSIBILITY STATEMENT**

A description of important events which have occurred during the Year, their impact on the performance of BGHL as shown in the Financial Statements and a description of the principal risks and uncertainties facing BGHL, together with an indication of important events that have occurred since the end of the Year and BGHL's likely future development is given in the report of the Investment Manager, the Directors' Report and the Notes to the Financial Statements. They are considered to be incorporated here by reference.

There were no material related party transactions which took place in the Year, other than those disclosed in the report of the Investment Manager and in Note 6 to the Financial Statements.

The Directors confirm that to the best of their knowledge:

- (a) the Financial Statements, prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of BGHL as at and for the Year and,
- (b) this management report (including the information incorporated by reference) includes a fair review of the development and performance of BGHL and its position at the Year end, together with a description of the principal risks and uncertainties that BGHL faces.

By order of the Board



Fred Hervouet  
Chairman



Luke Allen  
Director

24 April 2024

# Boussard & Gavaudan Holding Limited

## Report of Independent Auditor

### INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF BOUSSARD & GAVAUDAN HOLDING LIMITED

#### Opinion

We have audited the financial statements of Boussard & Gavaudan Holding Limited (the “Company”) for the year ended 31 December 2023 which comprise the Statement of Financial Position, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 1 to 17, including a summary of material accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards as adopted by the European Union.

In our opinion, the financial statements:

- ▶ give a true and fair view of the state of the Company’s affairs as at 31 December 2023 and of its loss for the year then ended;
- ▶ have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- ▶ have been properly prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements, including the UK FRC’s Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The non-audit services prohibited by the FRC’s Ethical Standard were not provided to the Company and we remain independent of the Company in conducting the audit.

#### Emphasis of matter - financial statements prepared on a basis other than going concern

We draw attention to note 2 to the financial statements which explains the Board’s proposals for the Managed Wind-Down of the Company and therefore they do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a basis other than going concern as described in note 2.

Our opinion is not modified in respect of this matter.

#### Overview of our audit approach

Key audit matters	▶ Valuation of investment in BG Fund
Materiality	▶ Overall materiality of €3.3 million which represents 1% of total equity.

#### An overview of the scope of our audit

##### Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the Company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the Company and effectiveness of controls, changes in the business environment and the potential impact of climate change when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

##### Climate change

The Company has explained in climate related risks in the ‘Environmental Social Governance (“ESG”) approach’ section of the Investment Manager’s Report and Financial Highlights and form part of the “Other information”, rather than the audited Financial Statements. Our procedures on these disclosures therefore consisted solely of

# Boussard & Gavaudan Holding Limited

## Report of Independent Auditor

considering whether these disclosures are materially inconsistent with the Company's financial statements, or our knowledge obtained in the course of the audit, or otherwise appear to be materially misstated.

Our audit effort in considering the impact of climate change on the financial statements was focused on the adequacy of the Company's disclosures in the financial statements as set out in note 2. Based on our work we have not identified the impact of climate change on the financial statements to be a key audit matter or to impact a key audit matter.

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p><b>Fair value of investment in BG Fund is not properly determined (2023: €342.3 million, 2022: €342.7 million)</b></p> <p>Refer to the Report of the Audit Committee (page 25); Accounting policies note 2 (page 44); and note 3 of the financial statements (page 49)</p> <p>Over 99% of the fair value of investments relate to the Company's holding in the BG Fund.</p> <p>The valuation of the investments is the principal driver of the Company's net asset value and total comprehensive income. Incorrect valuation could have a significant impact on the net asset value of the Company.</p>	<ul style="list-style-type: none"> <li>➤ We have updated our understanding of the investment valuation process through a review of the SOC 1 report of the Company's Administrators and evaluated the design of controls in this area;</li> <li>➤ We obtained an analysis of the investment in BG Fund held by Company and the method used to value this investment;</li> <li>➤ We have obtained the BG Fund investor statement produced by BG Fund's administrator confirming the Net Asset Value ("NAV") per share and the number of shares held at 31 December 2023 and agreed these to amounts utilised by the Company to determine the fair value;</li> <li>➤ We have obtained a copy of the signed annual report and financial statements of the BG Umbrella Fund for the year ended 31 December 2023 and we have agreed the NAV per share to the BG Fund investor statement; and</li> <li>➤ We have observed the liquidity of BG Fund at the year end as part of our cash cut-off procedures.</li> </ul>	<p>We reported to the Audit Committee that, overall, the valuation of the Company's investment in BG Fund was materially correct and in accordance with International Financial Reporting Standards.</p>

# **Boussard & Gavaudan Holding Limited**

## **Report of Independent Auditor**

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### **Our application of materiality**

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

#### **Materiality**

*The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.*

We determined materiality for the Company to be €3.3 million (2022: €3.5 million), which is 1% (2022: 1%) of total equity. We believe that total equity provides us with an appropriate basis for audit materiality as this is a key published performance measure and is a key metric used by management in assessing and reporting on the overall performance of the Company.

During the course of our audit, we reassessed initial materiality and noted that total equity had increased from €332.7 million at 30 June 2023 to €342.3 million as at 31 December 2023. This movement however had no impact on the materiality determined at the audit planning stage.

#### **Performance materiality**

*The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.*

On the basis of our risk assessments, together with our assessment of the Company's overall control environment, our judgement was that performance materiality was 75% (2022: 75%) of our planning materiality, namely €2.5 million (2022: €2.6 million). We have set performance materiality at this percentage due to the investment strategy remaining consistent with our previous experience and limited audit findings in previous periods.

#### **Reporting threshold**

*An amount below which identified misstatements are considered as being clearly trivial.*

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of €0.2 million (2022: €0.2 million), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters in relation to which the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- ▶ proper accounting records have not been kept by the Company, or
- ▶ the financial statements are not in agreement with the Company's accounting records and returns; or
- ▶ we have not received all the information and explanations we require for our audit.

# **Boussard & Gavaudan Holding Limited**

## **Report of Independent Auditor**

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### **Corporate Governance Statement**

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the Financial Statements or our knowledge obtained during the audit:

- ▶ Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 22;
- ▶ Directors' explanation as to its assessment of the company's prospects, the period this assessment covers and why the period is appropriate set out on page 21-22;
- ▶ Director's statement on whether it has a reasonable expectation that the company will be able to continue in operation and meets its liabilities set out on page 22;
- ▶ Directors' statement on fair, balanced and understandable set out on page 23-24;
- ▶ Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 19-20;
- ▶ The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 20-21; and;
- ▶ The section describing the work of the audit committee set out on pages 25-30.

### **European Single Electronic Format (ESEF)**

The Company has prepared its annual report and financial statements in ESEF. The requirements for this are set out in the Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion the annual report and financial statements prepared in XHTML-format complies in all material respects with the RTS on ESEF.

Management is responsible for preparing the annual report and financial statements in accordance with the RTS on ESEF.

Our responsibility is to obtain reasonable assurance for our opinion whether the annual report and financial statements complies with the RTS on ESEF.

We performed our procedures having regard for Dutch Standard 3950N 'Assurance engagements relating to compliance with criteria for digital reporting'. Our procedures included amongst others:

- ▶ obtaining an understanding of the entity's financial reporting process, including the preparation of the annual report and financial statements in XHTML-format;
- ▶ Identifying and assessing the risks that the annual report and financial statements does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including obtaining the annual report and financial statements in XHTML format and performing validations to determine whether the annual report and financial statements complies with the RTS on ESEF.

### **Responsibilities of directors**

As explained more fully in the statement of directors' responsibilities set out on pages 23 and 24, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine 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 directors are 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

# **Boussard & Gavaudan Holding Limited**

## **Report of Independent Auditor**

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of accounting unless the directors either intend to liquidate the company or to cease operations, or have 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 ISAs (UK) 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.

### ***Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud***

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are:
  - The Companies (Guernsey) Law, 2008:
  - The Protection of Investors (Bailiwick of Guernsey) Law, 2020:
  - The UK Corporate Governance Code:
  - The 2019 AIC Code of Corporate Governance:
  - Financial Conduct Authority ("FCA") Listing Rules:
  - Disclosure Guidance and Transparency Rules ("DTR") of the FCA: and
  - The listing rules of Euronext Amsterdam
- We understood how the Company is complying with those frameworks by making enquiries of the Investment Manager and those charged with governance regarding:
  - their knowledge of any non-compliance or potential non-compliance with laws and regulations that could affect the financial statements;
  - the Company's methods of enforcing and monitoring non-compliance with such policies;
  - management's process for identifying and responding to fraud risks, including programs and controls the Company has established to address risks identified by the entity, or that otherwise prevent, deter and detect fraud; and
  - how management monitors those programs and controls.
- Administration and maintenance of the Company's books and records is performed by JTC Fund Solutions (Guernsey) Limited (Administrator and Corporate Secretary) and SS&C Financial Services, LLC (Sub-Administrator) which are regulated firms, independent of the Investment Manager and the Company. We corroborated our enquiries through our review of Board minutes and any correspondence received from regulatory bodies. We also obtained their SOC1 controls reports and bridging letters for the period not covered by the reports, and reviewed them for findings relevant to the Company. We noted no contradictory evidence during these procedures.
- We assessed the susceptibility of the company's Financial Statements to material misstatement, including how fraud might occur by:
  - obtaining an understanding of entity-level controls and considering the influence of the control environment:
  - obtaining management's assessment of fraud risks including an understanding of the nature, extent and frequency of such assessment documented in the Company's risk register:
  - making inquiries with those charged with governance as to how they exercise oversight of management's processes for identifying and responding to fraud risks and the controls

# Boussard & Gavaudan Holding Limited

## Report of Independent Auditor

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established by management to mitigate specifically those risks the entity has identified, or that otherwise help to prevent, deter and detect fraud:

- making inquiries with the Investment Manager, Administrator, Sub-Administrator and those charged with governance regarding how they identify related parties including circumstances related to the existence of a related party with dominant influence; and
  - making inquiries with the Investment Manager, Administrator, Sub-Administrator and those charged with governance regarding their knowledge of any actual or suspected fraud or allegations of fraudulent financial reporting affecting the Company.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved a review of board minutes, inquiries of the Investment Manager and those charged with governance, and focused testing, including:
    - Through discussion, gaining an understanding of how those charged with governance, the Investment Manager, Administrator and Sub-Administrator identify instances of non-compliance by the Company with relevant laws and regulations:
    - Inspecting the relevant policies, processes and procedures to further our understanding:
    - Reviewing Board and Audit Committee minutes and internal compliance reporting:
    - Inspecting correspondence with regulators; and
    - Obtaining relevant written representations from the Board of Directors.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### Other matters we are required to address

- ▶ Following the appointment by the directors, we were appointed by the Company on 14 August 2007 to audit the financial statements for the year ending 31 December 2007 and subsequent financial periods.
- ▶ The period of total uninterrupted engagement including previous renewals and reappointments is 16 years and 5 months, covering the period from initial appointment to 31 December 2023.
- ▶ The audit opinion is consistent with the additional report to the audit committee.

### Use of our report

This report is made solely to the Company's members, as a body, in accordance with Section 262 of the Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

*Richard Geoffrey Le Tissier*

*for and on behalf of Ernst & Young LLP  
Guernsey, Channel Islands  
24 April 2024*

### Notes:

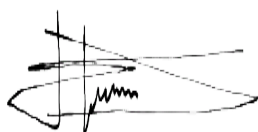
1. The maintenance and integrity of the Boussard & Gavaudan Holding Limited website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the Financial Statements since they were initially presented on the website.
2. Legislation in Guernsey governing the preparation and dissemination of Financial Statements may differ from legislation in other jurisdictions.



**Boussard & Gavaudan Holding Limited**  
**Statement of Financial Position**  
**As at 31 December 2023**

	Note	31 Dec 2023 €	31 Dec 2022 €
<b>Assets</b>			
Investments at fair value through profit or loss			
Cost: € 167,412,311 (2022: €168,898,659)	3	343,402,979	343,857,538
Forward derivatives contracts	3	53,933	95,015
Due from brokers	14	300,000	300,000
Cash and cash equivalents		585,031	2,608,375
<b>Total assets</b>		<b>344,341,943</b>	<b>346,860,928</b>
<b>Liabilities</b>			
Forward derivatives contracts	3	28,235	121,170
Due to brokers	14	-	1,667
Management fees payable	8	1,255,592	1,304,193
Other liabilities		273,868	186,995
Accruals for Managed Wind-down	2	465,632	-
<b>Total liabilities</b>		<b>2,023,327</b>	<b>1,614,025</b>
<b>Equity</b>			
Share capital		199,707,918	199,707,919
Retained earnings		142,610,698	145,538,984
<b>Total equity</b>		<b>342,318,616</b>	<b>345,246,903</b>
<b>Total equity and liabilities</b>		<b>344,341,943</b>	<b>346,860,928</b>
<b>Net asset value per share:</b>			
Class A EURO shares outstanding 12,299,516 (2022: 12,307,469)		€27.5481	€27.7693
Class A GBP shares outstanding 123,090 (2022: 126,294)		£24.5700	£24.4264

The Financial Statements on pages 40 to 59 were approved by the Board of Directors on 24 April 2024 and signed on its behalf by:



Fred Hervouet  
**Chairman**



Luke Allen  
**Director**

**Boussard & Gavaudan Holding Limited**  
**Statement of Comprehensive Income**  
**For the year ended 31 December 2023**

	Note	31 Dec 2023 €	31 Dec 2022 €
<b>Income</b>			
Net realised gain on financial assets and liabilities at fair value through profit or loss	12	2,708,524	9,086,527
Change in unrealised gain/(loss) on financial instruments at fair value through profit or loss	12	1,083,642	(21,416,702)
Net gain/(loss) on financial assets at fair value through profit or loss		3,792,166	(12,330,175)
Other realised and unrealised foreign currency (loss)/gain		(4,653)	9,195
Interest income		-	1,481
<b>Total income/(loss)</b>		<b>3,787,513</b>	<b>(12,319,499)</b>
Interest expense on cash equivalents		-	1,326
Managed Wind-down costs	2	697,039	-
Management fees	8	5,024,979	5,292,361
Administrative fees	7	193,364	187,109
Directors fees	6	141,496	166,756
Professional fees		100,492	92,406
Audit fees		145,511	117,840
Other expenses		165,453	342,388
<b>Total expenses</b>		<b>6,468,334</b>	<b>6,200,186</b>
<b>Net loss and total comprehensive loss</b>		<b>(2,680,821)</b>	<b>(18,519,685)</b>
<b>Basic and diluted earnings per share</b>			
Class A EURO €2,784,888 Loss 12,296,692 shares (2022: €18,181,441 Loss / 12,325,719 shares)		(€0.2265)	(€1.4751)
Class A GBP £87,895 Profit 126,027 shares, (2022: £292,003 Loss / 129,924 shares)		£0.6974	(£2.2475)

There is no statement of Other Comprehensive Income presented as there was no other comprehensive income during the Year.

All activities are of a continuing nature.

The accompanying notes on pages 44 to 59 form an integral part of these Financial Statements

**Boussard & Gavaudan Holding Limited**  
**Statement of Changes in Equity**  
**For the year ended 31 December 2023**

	Share Capital	Distributable Reserve	Treasury Shares	Retained Earnings	Total Equity
	€	€	€	€	€
<b>2023</b>					
Balance as at 1 January 2023	199,707,919	-	-	145,538,984	345,246,903
Net loss attributable to ordinary shares	-	-	-	(2,680,821)	(2,680,821)
Treasury shares acquired	-	-	(247,466)	-	(247,466)
Treasury shares cancelled	(1)	(247,465)	247,466	-	-
Transfer to retained earnings	-	247,465	-	(247,465)	-
<b>Balance as at 31 December 2023</b>	<b>199,707,918</b>	<b>-</b>	<b>-</b>	<b>142,610,698</b>	<b>342,318,616</b>

	Share Capital	Distributable Reserve	Treasury Shares	Retained Earnings	Total Equity
<b>2022</b>					
Balance as at 1 January 2022	199,707,928	-	-	165,923,526	365,631,454
Net loss attributable to ordinary shares	-	-	-	(18,519,685)	(18,519,685)
Treasury shares acquired	-	-	(1,864,866)	-	(1,864,866)
Treasury shares cancelled	(9)	(1,864,857)	1,864,866	-	-
Transfer to retained earnings	-	1,864,857	-	(1,864,857)	-
<b>Balance as at 31 December 2022</b>	<b>199,707,919</b>	<b>-</b>	<b>-</b>	<b>145,538,984</b>	<b>345,246,903</b>

The accompanying notes on pages 44 to 59 form an integral part of these Financial Statements

**Boussard & Gavaudan Holding Limited**  
**Statement of Cash Flows**  
**For the year ended 31 December 2023**

		<b>31 Dec 2023</b>	<b>31 Dec 2022</b>
	<b>Note</b>	<b>€</b>	<b>€</b>
<b><u>Cash flows from operating activities</u></b>			
Net loss and total comprehensive loss		(2,680,821)	(18,519,685)
Adjustments to reconcile net loss to net cash used in operating activities:			
Unrealised (gain)/loss on financial instruments at fair value through profit and loss	12	(1,083,642)	21,416,702
Realised gain on financial instruments at fair value through profit and loss	12	(2,708,524)	(9,086,527)
Decrease in due from brokers		-	240,000
Decrease in performance fee payable		-	(10,391,558)
Increase in accruals for Managed Wind-down		465,632	-
Decrease in management fee payable		(48,601)	(68,925)
(Decrease)/increase in due to brokers		(1,667)	1,438
Increase in other liabilities		86,873	80,595
<b>Net cash used in operating activities</b>		<b><u>(5,970,750)</u></b>	<b><u>(16,327,960)</u></b>
<b><u>Cash flows from investing activities</u></b>			
Purchase of investments at fair value through profit or loss	3.2	(500,000)	-
Sales of investments at fair value through profit or loss	3.2	4,600,000	20,497,002
<b>Net cash provided by investing activities</b>		<b><u>4,100,000</u></b>	<b><u>20,497,002</u></b>
<b><u>Cash flows from financing activities</u></b>			
Treasury shares acquired		(247,466)	(1,864,866)
Net sales/(purchases) of foreign exchange forward derivative contracts	12	94,872	(192,958)
<b>Net cash used in financing activities</b>		<b><u>(152,594)</u></b>	<b><u>(2,057,824)</u></b>
<b>Cash and cash equivalents</b>			
Beginning of the year		2,608,375	497,157
Net movement in cash and cash equivalents		(2,023,344)	2,111,218
<b>Cash and cash equivalents at the end of the year</b>		<b><u>585,031</u></b>	<b><u>2,608,375</u></b>
<b>Supplementary information</b>			
Interest paid		-	(1,326)
In kind transaction		-	1,202,319

The accompanying notes on pages 44 to 59 form an integral part of these Financial Statements

# **Boussard & Gavaudan Holding Limited**

## **Notes to the Financial Statements**

### **For the year ended 31 December 2023**

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#### **1. General information**

##### **1.1 BGHL**

BGHL is a limited liability closed-ended investment company incorporated in Guernsey on 3 October 2006 with registration number 45582.

BGHL was admitted to the Eurolist Market operated by Euronext Amsterdam on 3 November 2006. As a result of listing and trading of the shares on Euronext Amsterdam, BGHL is subject to Dutch securities regulations and to supervision by the relevant Dutch authorities. BGHL is registered with the Dutch Authority for the Financial Markets as a collective investment scheme.

On 28 July 2008, BGHL's shares were also admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange Plc's main market for listed securities. As a result of admission to the Official List of the UK Listing Authority, BGHL is subject to the UK Listing Authority's Listing, Prospectus, Disclosure Guidance and Transparency Rules, save where Dutch securities regulations take precedence. BGHL's share issue costs were borne by the Investment Manager.

At the time of this dual listing, BGHL created a class of shares denominated in Sterling (the "Sterling shares") through the conversion of existing Euro shares into new Sterling shares at the prevailing NAV per Euro share as at 30 June 2008. From that date, shareholders have been able to convert their existing holding of shares in BGHL from one class into another class. Conversions from one class to the other, are effected once a year on the last business day of November in compliance with the procedure published on BGHL's website.

##### **1.2 The Investment Manager**

Boussard & Gavaudan Investment Management LLP is the Investment Manager of BGHL. The Investment Manager is an English limited liability partnership. The Investment Manager is authorised by the United Kingdom's Financial Conduct Authority to perform the activity of managing alternative investment funds.

The Investment Manager also manages BGF and the Master Fund.

The Administrator arranges for the monthly publication of the NAV of BGHL as at the end of the previous month and the Investment Manager provides daily estimates.

Neither of BGHL and BGF have or have ever had any employees or own or have ever owned any facilities.

#### **2. Accounting policies**

##### **Basis of preparation and statement of compliance**

The Financial Statements are prepared in accordance with International Financial Reporting Standards as adopted by the European Union, and with legislation and rules pertaining to Amsterdam Euronext and the London Stock Exchange for listed companies, as well as in accordance with the Companies Law. Major accounting policies are described below.

Following the decision to terminate operations, BGHL Fund is not considered to be a going concern and the basis of accounting has changed to a basis other than as a going concern. The financial statements have been prepared on a basis other than going concern. All assets and liabilities are recorded at their estimated net realisable values and estimated contractual settlement amounts. Managed Wind-down fee of €465,632 were accrued in these financial statements to reflect the contractual commitments as of the end of the Year.

##### **Managed Wind-down**

As disclosed in the 2022 annual report and audited financial statements, the Board had previously made a commitment that, if the Company's shares traded at an average discount in excess of 15 per cent over the financial year to 31 December 2022, the Board would propose a Continuation Vote (the "Continuation Vote") at the annual general meeting to be held in 2023. As that condition was met, the Board recommended proposals for a Managed Wind-down of the Company at an EGM of the Company which was held on 28 September 2023. The Managed Wind-down proposals were approved by the Shareholders and as a result the Company is no longer considered to be a going concern. The Board considers that as the Company is no longer viable and is appropriate that the Financial Statements are prepared on a basis other than as a going concern.

In accordance with the circular issued dated 29 August 2023, the Board will implement the Managed Wind-down by:

- (i) redeeming the interests held by the Company in the BG Fund as of 1 November 2024; and
- (ii) selling, redeeming or otherwise realising other investments held directly or indirectly by the Company.

# **Boussard & Gavaudan Holding Limited**

## **Notes to the Financial Statements**

### **For the year ended 31 December 2023**

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The Board also expects to publish a further shareholder circular in the second half of 2024 which shall set out the full terms of the Rollover Option and the Cash Exit and explain the actions to be taken by Shareholders in connection therewith.

#### **Other than Going Concern**

As noted above, on 28 September 2023 the Company's shareholders accepted the Board's proposals for a Managed Wind-down of the Company and the Directors are working to ensure that the Company's existing assets are realised in an orderly manner by November 2024. Thereafter, it is anticipated that the Company will be delisted and then placed into liquidation within twelve months of the publication of this report. This being the case the Directors have determined that the use of the going concern basis in preparing the financial statements is no longer appropriate and as such the financial statements have been prepared on a basis other than as a going concern, under which the assets and liabilities are measured at their carrying values, which continues to be their fair value.

There were no adjustments made to the carrying values of the Company's assets and liabilities in the current year as a result of this change in basis of preparation. The Directors consider the carrying values to be a reasonable approximation of their net realisable values. A provision for winding-up costs has been included in the current financial year based on the best estimate of the costs that will be incurred through to the conclusion of the liquidation of the Company.

Notwithstanding the Company's Managed Wind-down status, the Board continues to conduct a rigorous and proportionate assessment of BGHL's operational and financial risks with reference to cash flow requirements and the liquidity of investments on a quarterly basis. The Directors confirm that they have a reasonable expectation that the Company will continue to be able to pay its liabilities as they fall due over the period of the Managed Wind-down and the Board is working with the Investment Manager to implement an orderly realisation of the Company's underlying assets in a manner that is consistent with the liquidity of the Company's portfolio such that the orderly realisation will be completed in accordance with the intended timetable.

BGHL incurs ongoing fees and expenses associated with its day-to-day operations, provides cash collateral under currency hedging transactions and uses cash to repurchase its own shares.

#### **New standards, amendments and interpretations issued but not effective for the financial Year beginning 1 January 2023 and not early adopted by BGHL**

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to IAS 1. In January 2020 and October 2022, the Board issued amendments to IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify what is meant by a right to defer settlement; that a right to defer settlement must exist at the end of the reporting period; that classification is unaffected by the likelihood that an entity will exercise its deferral right; that only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification; and disclosures. The effective date is for annual periods beginning on or after 1 January 2024. The standard is not expected to have a material impact on the Financial Statements or performance of BGHL.

Disclosures: Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7. In May 2023, the Board issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures. The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The effective date is for annual periods beginning on or after 1 January 2024. The standard is not expected to have a material impact on the Financial Statements or performance of BGHL.

Lack of exchangeability – Amendments to IAS 21. In August 2023, the Board issued Lack of Exchangeability (Amendments to IAS 21). The amendment to IAS 21 specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. A currency is considered to be exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations. If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique. The effective date is for annual periods beginning on or after 1 January 2025. The standard is not expected to have a material impact on the Financial Statements or performance of BGHL.

# **Boussard & Gavaudan Holding Limited**

## **Notes to the Financial Statements**

### **For the year ended 31 December 2023**

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#### **New standards, amendments and interpretations effective for the Period beginning 1 January 2023 and adopted by BGHL**

There are no standards, amendments to standards or interpretations that are effective for periods beginning on 1 January 2023 that have a material effect on the Financial Statements of BGHL.

#### **Material accounting judgements, estimates and assumptions**

The preparation of BGHL's Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts recognised in the Financial Statements and disclosure of contingent liabilities. However, uncertainty about these assumptions and estimates could result in outcomes that could require material adjustment to the carrying amount of the asset or liability affected in future periods.

#### ***Judgements***

In the process of applying BGHL's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Financial Statements:

#### ***Fair Value***

The carrying values of all financial assets and liabilities are reasonable approximations of their fair values. When the fair value of financial assets cannot be derived from active markets, their fair value is determined using valuation techniques that may include the use of valuation models. BGHL applies judgement when selecting the method of valuation.

#### ***Estimates and assumptions***

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below. BGHL based its assumptions and estimates on parameters available when the Financial Statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of BGHL. Such changes are reflected in the assumptions when they occur.

#### ***Fair Value***

The inputs to the valuation models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. The estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty's), correlation and volatility.

Changes in assumptions about these factors could affect the reported fair value of financial instruments in the statement of financial position and the level where the instruments are disclosed in the fair value hierarchy.

The models are tested for validity by calibration against prices from any observable current market transactions in the same instrument (without modification or repackaging) when available. To assess the significance of a particular input to the entire measurement, BGHL performs sensitivity analysis or stress testing techniques.

BGHL may invest in private equity funds, which are not quoted in an active market and which may be subject to restrictions on redemptions such as lock up periods, redemption gates and side pockets.

The Investment Manager considers the valuation techniques and inputs used in valuing these investments as part of its due diligence prior to investing, to ensure they are reasonable and appropriate and therefore the NAV of these funds may be used as an input into measuring their fair value. In measuring this fair value, the NAV of the funds is adjusted, as necessary, to reflect restrictions on redemptions, future commitments, and other specific factors of the fund and fund manager. In measuring fair value, consideration is also paid to any transactions in the shares of the fund.

When assessing the fair value of the Campastros position, BGHL made an estimation of the level of discount to the valuation reported by Rasa reflecting the value currently realisable by BGHL.

For a description of estimates and assumptions used in assessing fair value of financial assets, please refer to Note 3. Management believes that the estimates utilised in preparing its Financial Statements and management judgements applied are reasonable. However, actual results could differ from these estimates.

#### ***Climate Change***

In preparing BGHL's Financial Statements the Directors have considered the impact of climate change risk and have concluded that it does not have a material impact on the value of the Company's investments. In line with IFRS, investments are valued at fair value as disclosed in Note 3. The Directors consider that the pricing of the

# **Boussard & Gavaudan Holding Limited**

## **Notes to the Financial Statements**

### **For the year ended 31 December 2023**

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underlying portfolio of the Company's investments reflects market participants' views of climate change risk and that there are no further climate related influences on the NAV of the Master Fund in which BGHL invests.

#### **Functional and presentation currency**

Items included in the Financial Statements are measured using the currency of the primary economic environment in which BGHL operates ('the functional currency'). The functional currency is Euro, which reflects BGHL's primary activity of investing in Euro denominated securities. BGHL has adopted the Euro as its presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

#### **Financial assets and liabilities at fair value through profit or loss**

A financial asset is measured at fair value through profit or loss if:

- (a) Its contractual terms do not give rise to cash flows on specified dates that are solely payments of principal and interest (SPPI) on the principal amount outstanding; or
- (b) It is not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell; or
- (c) At initial recognition, it is irrevocably designated as measured at fair value through profit or loss when doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Included within this category are:

- Investments in equity instruments as they are held for trading;
- Investments in debt instruments that are held under a business model to manage them on a fair value basis for investment income and fair value gains; and
- Derivative forward contracts that are in an asset position.

Investments in equity are initially recognised at fair value excluding attributable purchase costs. For equity and debt instruments that are listed they are subsequently valued by using quoted prices, whereas non-listed equities are determined by using the NAV determined by independent administrator as its basis or by using valuation models. The valuation methodology is discussed in Note 3.

BGHL's policy is to determine that any transfers between levels of the fair value hierarchy are deemed to have occurred at the end of the reporting Year.

#### **Derivative forward contracts**

A forward contract is a contract which obliges one party to the contract to buy, and the other party to sell, the asset that is the subject of the contract for a fixed price at a future date. Forward contracts are initially recorded at fair value. A forward currency contract involves an obligation to purchase or sell a specific currency at a future date, at a price set at the time the contract is made. Forward foreign exchange contracts are subsequently valued by reference to the forward price at which a new forward contract of the same size and maturity could be undertaken at the valuation date. The unrealised gain or loss on open forward currency contracts is calculated as the difference between the contract rate and this forward price, and is recognised in the Statement of Financial Position.

Changes in the fair value of investments are recorded in the Statement of Comprehensive Income in net unrealised gain/loss on financial assets at fair value through profit or loss.

#### **Financial liabilities at fair value through profit or loss**

A financial derivative liability is required to be measured at fair value through profit or loss. Included within this category are:

- Derivative forward contracts that are in a liability position.

The accounting policy for forward contracts in a liability position is the same as described in financial assets at fair value through profit or loss.

#### **Recognition/derecognition of financial assets and liabilities at fair value**

Purchases and sales of financial assets and liabilities at fair value are recognised on the trade date - the date on which BGHL commits to purchase or sell the investment. Financial assets are derecognised when the rights to



# **Boussard & Gavaudan Holding Limited**

## **Notes to the Financial Statements**

### **For the year ended 31 December 2023**

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receive cash flows from the investments have expired or BGHL has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognised when its contractual obligations are discharged or cancelled, or expire.

#### **Due from and due to brokers**

Amounts due from and to brokers represent deposits held with brokers, receivables for securities sold, payables or payments for securities purchased that have been contracted for but not yet settled or delivered on the statement of financial position date respectively, and cash pledged as collateral on derivative contracts. Amounts due from brokers is initially measured at fair value plus transaction costs and subsequently measured at cost less impairment. Amounts due to brokers is initially measured at fair value less transaction costs and subsequently measured at amortised cost.

#### **Impairment of financial assets**

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the expected credit loss (“ECL”) is negligible. Investments held at fair value through profit or loss are not subject to IFRS 9 impairment requirements.

For due from brokers the Company uses a 12 month expected loss allowance. The Company has completed some high-level analysis and forward looking qualitative and quantitative information, to determine if the receivables are low credit risk. Based on this analysis the expected credit loss (“ECL”) on receivables is not material and therefore no impairment adjustments were accounted for.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are not offset in the statement of financial position. However they should be offset if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term investments in an active market with original maturities of three months or less and bank overdrafts.

#### **Taxation**

Current income tax assets and liabilities for the current Year are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, at the reporting date in the countries where BGHL directly and through the Master Fund, operates and generates taxable income.

BGHL invests in foreign countries which may levy withholding tax at source on revenues derived by non-residents. Where such tax is withheld at source by the broker or another party, BGHL records the revenue on a gross basis in Statement of Comprehensive Income (the revenue is grossed up and offset against an expense representing the tax withheld at source).

#### **Expenses**

Expenses are accounted for as they occur on an accruals basis. Expenses are charged to the Statement of Comprehensive Income.

#### **Investment entity**

BGHL has unrelated investors and holds multiple investments. Ownership interests in BGHL are in the form of equity shares which are exposed to variable returns from changes in the fair value of BGHL’s assets and liabilities. BGHL has been deemed to meet the definition of an investment entity per IFRS 10 as the following conditions exist:

- (a) BGHL has obtained funds for the purpose of providing investors with investment management services.
- (b) BGHL’s business purpose, which was communicated directly to investors, is investing solely for returns from capital appreciation and investment income, through investments.
- (c) The performance of investments is measured and evaluated on a fair value basis.

- The Fund is an investment entity, therefore, it holds its investments in subsidiaries and associate at fair value rather than consolidating them and are classified as fair value through profit or loss in accordance with IFRS

- The Fund’s prospectus details its objective of providing investment management services to investors. The Fund reports to its investors, and to its management on a fair value basis. All investments are reported at fair value

**Boussard & Gavaudan Holding Limited**  
**Notes to the Financial Statements**  
**For the year ended 31 December 2023**

to the extent allowed by IFRS in the Fund's annual reports. The Fund has a clearly documented exit strategy for all of its investments. The Board has also concluded that the Fund meets the additional characteristics of an investment entity, in that it has more than one investment; the Fund's ownership interests are predominantly in the form of equities and similar securities; it has more than one investor and its investors are not related parties. The Board has concluded that the Fund meets the definition of an investment entity. These conclusions will be reassessed on a continuous basis, if any of these criteria or characteristics change.

BGHL holds more than 20% of the voting shares and has a significant influence over the Umbrella Fund, which is classified as an associate. BGHL's exit strategy with respect to its investment in the Umbrella Fund is that BGHL may redeem its shares in the Umbrella Fund on a monthly basis subject to 60 calendar days' prior notice and does not have any special or preferential rights in the Umbrella Fund. Redemptions and subscriptions in the Umbrella Fund are made in order to manage BGHL's exposure in accordance with BGHL's investment policy.

**Basic and diluted earnings per share, and NAV per share**

Basic earnings per share are calculated by dividing the net income by the weighted average number of registered shares in issue, during the Year. There is no difference between the basic and diluted earnings per share.

NAV per share is calculated by dividing the net assets at the Statement of Financial Position date by the number of shares outstanding at the Statement of Financial Position date.

**Treasury shares**

When BGHL purchases its own equity instruments (treasury shares), they are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of BGHL's own equity instruments.

**3. Fair value of financial instruments**

The following tables analyse BGHL's net assets between the three levels of the fair value hierarchy:

<b>31 December 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total Fair Value</b>	<b>Total Cost</b>
<b>Financial assets at fair value €:</b>					
BG Fund	-	342,282,698	-	342,282,698	167,409,311
Private equity investments	-	-	1,120,281	1,120,281	3,000
Sub-Total €	-	342,282,698	1,120,281	343,402,979	167,412,311
<b>Derivatives</b>					
Forward foreign exchange contracts	-	53,933	-	53,933	-
Sub-Total €	-	342,336,631	1,120,281	343,456,912	167,412,311
<b>Financial liabilities at fair value €:</b>					
<b>Derivatives</b>					
Forward foreign exchange contracts	-	(28,235)	-	(28,235)	-
<b>Total €</b>	<b>-</b>	<b>342,308,396</b>	<b>1,120,281</b>	<b>343,428,677</b>	<b>167,412,311</b>
<b>31 December 2022</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total Fair Value</b>	<b>Total Cost</b>
<b>Financial assets at fair value €:</b>					
BG Fund	-	342,698,082	-	342,698,082	168,895,659
Private equity investments	-	-	1,159,456	1,159,456	3,000
Sub-Total €	-	342,698,082	1,159,456	343,857,538	168,898,659
<b>Derivatives</b>					
Forward foreign exchange contracts	-	95,015	-	95,015	-
Sub-Total €	-	342,793,097	1,159,456	343,952,553	168,898,659
<b>Financial liabilities at fair value €:</b>					
<b>Derivatives</b>					
Forward foreign exchange contracts	-	(121,170)	-	(121,170)	-
<b>Total €</b>	<b>-</b>	<b>342,671,927</b>	<b>1,159,456</b>	<b>343,831,383</b>	<b>168,898,659</b>

Other short term operating assets and liabilities are excluded from the table due to their nature.

In accordance with IFRS, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants. The above tables analyse BGHL's investment into the three levels of fair value hierarchy in accordance with IFRS 13 as described below:

Level 1 – quoted prices in active markets for identical investments that BGHL has the ability to access.

Level 2 – valuations based on other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment spreads, credit risk, etc.) or quoted prices from inactive exchanges.

# Boussard & Gavaudan Holding Limited

## Notes to the Financial Statements

### For the year ended 31 December 2023

Forward contracts are valued primarily based on market observable inputs such as a share price or forward foreign currency curves at the balance sheet date.

Level 3 – valuations based on significant unobservable inputs (including BGHL’s own assumptions in determining the fair value of investments)

#### 3.1 Level 3 investments

Financial assets €	31 December 2023	31 December 2022
<b>Opening Balance</b>	<b>1,159,456</b>	<b>1,085,893</b>
Purchase	-	3,000
Realised loss	-	(2,659,489)
Unrealised (loss)/gain	(39,175)	2,730,052
<b>Closing Balance</b>	<b>1,120,281</b>	<b>1,159,456</b>

The above tables present the movements in Level 3 investments. There were no transfers between levels for the Year.

#### Investment in Rasa Resorts, S.A.P.I. de C.V. (formerly Rasa Malta, S.A.P.I. de C.V until February 2023) (“Rasa”) through Campastros, S.L.U. (“Campastros”)

Campastros is classified as a Level 3 asset for valuation purposes. Campastros is a holding company established in Spain for the purpose of investing in Rasa. Campastros is wholly owned by BGHL. In order to value its investment in Campastros, BGHL values the Rasa shares at their fair market value and calculates the net assets of Campastros based on the Rasa shares fair market value.

#### Rasa fair market value

The management of Rasa values the net assets of the company using a documented valuation procedure. The key significant unobservable input used in this process is land values in Mexico sourced from independent professional advisers, Cushman & Wakefield. These “area based” land values are applied without adjustment to individual properties, the existence and ownership of which is also independently verified by law firm Baker & Mackenzie. The management of Rasa performs an annual valuation each 31 December. In addition, on an annual basis Rasa commissions an external provider to undertake an agreed upon procedure to verify the consistency and accurate application of various aspects of the agreed valuation methodology.

In June 2020, Rasa’s life term was extended until January 2027. The Investment Manager has received a strong indication that Rasa will not realise its remaining assets until 2030 at the earliest. In July 2020, Rasa made a tender offer for a fixed price per share of US\$0.12270. Given the significance of the transaction and Rasa’s long-term horizon, the Investment Manager’s valuation committee has decided to use the tender price to assess the fair value of Rasa. It implies a significant discount to Rasa’s NAV per share calculated by an external provider.

In 2023, no material information or event has required a change to the decision and the Rasa shares continue to be valued at the tender price. This discount is appropriate with the Managed Wind-down deadline as BGHL’s exit will have to be on the secondary market and at a material discount to the net asset value.

Rasa	NAV per share \$ as of 31 Dec 2023(*)	BGHL Valuation	Discount %
Price	0.53355	0.12270	(77.00) %

(\*) The NAV per share is shown based on a total number of shares outstanding equal 188,987,653.

As of 31 December 2023, a 25% increase or decrease in the NAV after the applied discount rate would result in an increase/decrease of profits of €279,473 (31 December 2022: €289,266).

#### 3.2 Level 2 investments

The significant majority of BGHL’s gross assets are invested in the Umbrella Fund. BGHL as a material investor has significant influence over the Umbrella Fund, which indicates it meets the definition of investment in associate according to IAS 28.

BGHL’s investment in the Umbrella Fund is classified as Level 2 in the fair value hierarchy because the only inputs to valuation are the number of shares and the quoted observable market price of those shares. The quoted price is published on the Irish Stock Exchange. BGHL classifies the interest in the Umbrella Fund as Level 2 because there is not a continuous active market in the Umbrella Fund’s shares. The market is active only once a month when

# Boussard & Gavaudan Holding Limited

## Notes to the Financial Statements

### For the year ended 31 December 2023

investors can transact in the Umbrella Fund's shares at the published price which is calculated by the administrator of the Umbrella Fund based on its NAV.

The underlying investments of the Umbrella Fund, which are principally held by the Master Fund, are predominantly classified as Level 1 and Level 2 in the fair value hierarchy.

The proportion of Level 3 direct and indirect investments of the Master Fund is disclosed in the tables below including the proportion of the investments which are fair valued by the Investment Manager using a variety of techniques including discounted cash flows and public/private company comparables. Indirect investments refer to the proportion of Level 3 investments of BG Select Investments (Ireland) Limited, a subsidiary fully owned by the Master Fund.

Master Fund % AUM (*)	31 Dec 2023	31 Dec 2022	Variation %
Level 3	1.54%	2.65%	(1.58)%
of which Investment Manager's Valuation	0.30%	0.49%	(0.28)%

Source: Administrator, SS&C Financial Services LLC

BG Select Investments %AUM of Master fund (*)	31 Dec 2023	31 Dec 2022	Variation %
Level 3	10.44%	8.24%	(1.01)%
of which Investment Manager's Valuation	0.00%	0.00%	0.00%

Source: Administrator, SS&C Financial Services LLC

Total exposure in % AUM (*)	31 Dec 2023	31 Dec 2022	Variation %
Level 3	11.98%	10.89%	(2.59)%
of which Investment Manager's Valuation	0.30%	0.49%	(0.28)%

Source: Administrator, SS&C Financial Services LLC

(\*) Profit & Loss of the FX to hedge investors is included in the AUM of the Master Fund.

Instruments held by the Master Fund are valued in the risk management system which is fed by real time market data in order to price the portfolio. Some instruments such as, but not limited to, derivatives are priced by using in-house developed models.

The system calculates profits and losses as well as net asset values. Inputs are used in applying the various valuation techniques and broadly based on the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, spot and volatility prices, interest rate, credit and foreign exchange levels, default probabilities, liquidity factors as well as other data.

BGHL does not have access to the detail of the underlying valuations nor to the sensitivities and strategies of the Umbrella Fund, BGF and the Master Fund other than as explained in the Investment Manager's Report. BGHL does not have the ability nor the responsibility to direct or to implement the Master Fund's investment objective and policy. As a consequence, BGHL does not consider that it is appropriate to seek to disclose in the Notes of the Financial Statements all quantitative information relating to the underlying investments held by the Master Fund in its Financial Statements. General information about the Master Fund's exposure can be found in the Investment Manager's Report.

#### Umbrella Fund

BGHL's holding of voting shares in the Umbrella Fund is disclosed in the table below:

BGHL's holdings	31 Dec 2023	31 Dec 2022
Voting shares - Umbrella Fund	22.20%	15.40%

The investment in the Umbrella Fund is measured at fair value through profit or loss.

Investment by BGHL into BGF in €	31 Dec 2023	31 Dec 2022
Subscriptions	500,000	-
Redemptions	(4,600,000)	(20,500,002)
<b>Change in holding</b>	<b>(4,100,000)</b>	<b>(20,500,002)</b>

As at 31 December 2023 and 31 December 2022, there were no capital commitment obligations and no amounts due to BGF for unsettled purchases.

# **Boussard & Gavaudan Holding Limited**

## **Notes to the Financial Statements**

### **For the year ended 31 December 2023**

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#### **4. Financial instruments and associated risks**

BGHL's objective in managing risk is the creation and protection of shareholder value. Risk is inherent in BGHL's activities, but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The process of risk management is critical to BGHL's continuing profitability. BGHL is exposed to market risk (which includes currency risk, interest rate risk and price risk), credit risk and liquidity risk arising from the financial instruments it holds.

##### **Risk management structure**

The Investment Manager is responsible for identifying and controlling risks. The Board of Directors supervises the Investment Manager and is ultimately responsible for the overall risk management of BGHL.

##### **Risk measurement and reporting system**

Monitoring and controlling risks is primarily set up to be performed based on limits established by the Board of Directors. These limits reflect the business strategy including the risk that BGHL is willing to accept and the market environment of BGHL. In addition, BGHL monitors and measures the overall risk in relation to the aggregate risk exposure across all risk types and activities.

BGHL is substantially invested in the Master Fund, which represents over time between 80% and 110% of its Net Asset Value. Prima facie, this creates a concentration risk. This concentration risk is addressed by the fact that the Master Fund has wide discretion to invest across different asset classes and to pursue different strategies, and therefore has the benefit of diversification inherently embedded within it. However, the considerable discretion to allocate assets within the Master Fund is of itself a risk since it is theoretically possible for that vehicle to take highly concentrated positions. This risk is managed by the scenario analysis that is performed as part of the stress testing processes. These tests are intended to identify concentration risk which may exist within the Master Fund. The tests are described in the Directors' Report.

BGHL has investment guidelines that set out its overall business strategies, its tolerance for risk and its general risk management philosophy. The Master Fund's maximum level of leverage in accordance with the gross and commitment methods as required under AIFMD is expressed as a percentage of NAV, are 700% under the commitment method and 2,000% under the gross method.

Further commentary on risks and the management of risk is contained within the Investment Manager's report.

##### **(a) *Market Risk***

BGHL is exposed to market risk directly from the investments it makes and indirectly as a result of the types of investments that the Master Fund makes. Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market variables.

Market risk consists of equity price risk, foreign currency risk and interest rate risk and is discussed in the below sections.

##### ***Price risk***

Price risk is the risk of changes in the fair values of equities or equity-linked financial instruments as the result of changes in the levels of equity indices and the value of individual shares. Price risk exposure arises from BGHL's investments in equity securities. BGHL takes significant equity price risk from the investments it makes. At 31 December 2023, should the price of BGF and investments other than BGF have increased/decreased by 10% with all other variables remaining constant, the effect on profit and loss for the Year and on net assets would result in an increase/decrease of approximately €34,340,298 (2022: €34,385,754).

The above impact includes BGHL's indirect exposure to the Master Fund's price risk.

##### ***Interest rate risk***

BGHL is exposed to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its Statement of Financial Position and Statement of Cash Flows. Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair value of financial instruments. Volatility in interest rates could make it more difficult or expensive for BGHL to obtain debt financing and could negatively cause the prices of long or short positions to move in directions not initially anticipated and could decrease the returns that BGHL's investments generate.

BGHL has no significant exposure to short term interest rate risk in the current or prior year. BGHL is also indirectly exposed to interest rate risk through its exposure in the Master Fund.

##### ***Foreign currency risk***

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates.

# Boussard & Gavaudan Holding Limited

## Notes to the Financial Statements

### For the year ended 31 December 2023

#### *Currency hedge of the Sterling Shares*

BGHL uses forward foreign exchange contracts with maturities of less than three months to hedge the sterling share class exposure in order to provide Sterling shareholders with the Sterling equivalent of the Euro performance.

#### *Portfolio currency hedge*

BGHL's investments in currencies other than the Euro are hedged by the Investment Manager using forward currency contracts which are commitments either to purchase or sell a designated currency at a specified future date for a specific price and may settle in cash or another financial asset. Forward currency contracts are individually traded over-the-counter contracts which result in credit exposure to the counterparty. Forward currency contracts result in exposure to market risk based on changes in market prices relative to contracted amounts. Market risks arise due to the possible movement in foreign currency exchange rates. BGHL uses forward foreign exchange contracts with maturities up to three months to hedge its private equity investments which are denominated in foreign currencies.

Notional amounts are the underlying reference amounts to foreign currencies upon which the fair value of the forward contracts held by BGHL are based. While notional amounts do not represent the current fair value and are not necessarily indicative of the future cash flows of BGHL's forward contracts, the underlying price changes in relation to the variables specified by the notional amounts affect the fair value of these derivative financial instruments.

Forward foreign exchange contracts settle on a net basis and the net amount at 31 December 2023 was € 25,698 receivable (2022: €26,155 payable). The table below summarizes BGHL's exposure to foreign currency risks:

Portfolio Currency Exposure - Amounts in €	31 December 2023		31 December 2022	
	GBP	USD	GBP	USD
Investments at fair value through profit or loss	-	1,120,281*	-	1,159,456*
Due from brokers	99,133	17,845	22,044	17,751
Foreign exchange forward derivatives contracts	3,493,628	(1,201,036)	3,457,564	(1,244,382)
Net FX exposure of the portfolio	3,592,761	(62,910)	3,479,608	(67,175)
Net assets effect -5% change in currency	(179,638)	3,145	(173,980)	3,359
Sterling Share Currency Exposure - Amounts in €	31 December 2023		31 December 2022	
	GBP	USD	GBP	USD
Foreign exchange forward derivatives contracts – hedge	3,493,628	-	3,457,564	-
Value of sterling shares	(3,490,165)	-	(3,477,009)	-
Net FX exposure	3,463	-	(19,445)	-
Sterling Share Net Assets effect -5% change in currency	(173)	-	972	-

\*Campastros is a holding company established in Spain for the purpose of investing in Rasa and is wholly owned by BGHL. Rasa shares, which are exposed to USD, are the only asset of Campastros. Consequently, even though Campastros is a Spanish entity reporting in EUR, BGHL is exposed to the USD via its underlying investment in Rasa.

At 31 December 2023, BGHL had contracted to buy and sell the foreign exchange amounts:

Purchase Currency	Unit	Sale Currency	Unit	Settlement Date	Unrealised gain/(loss) (€)
EUR	1,260,415	USD	(1,334,200)	2/5/2024	53,933
GBP	3,030,000	EUR	(3,524,857)	1/4/2024	(28,235)
<b>Total</b>					<b>25,698</b>

At 31 December 2022, BGHL had contracted to buy and sell the foreign exchange amounts:

Purchase Currency	Unit	Sale Currency	Unit	Settlement Date	Unrealised gain/(loss) (€)
EUR	1,342,645	USD	(1,334,200)	3 February 2023	95,015
GBP	3,070,000	EUR	(3,581,052)	5 January 2023	(121,170)
<b>Total</b>					<b>(26,155)</b>

BGHL is also indirectly exposed to foreign exchange risk through its exposure in the Master Fund.

**Boussard & Gavaudan Holding Limited**  
**Notes to the Financial Statements**  
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**(b) Liquidity risk**

Liquidity risk is the risk that BGHL will encounter difficulty in realising assets or otherwise raising funds to meet financial commitments.

BGHL will realise its assets for the Managed Wind-down and return the capital to the BGHL's shareholders in November 2024. BGHL will have a liquidity requirement arising from the commitment to pay redemptions in cash to the BGHL shareholders who do not elect to participate in an offer to roll over their investment.

The Investment Manager of the Master Fund monitors the liquidity adequacy between assets and liabilities on an ongoing basis. As part of this monitoring, attention is paid to the liquidity and the maturity of the assets in the portfolio.

BGHL's financial commitments are represented from time to time by:

- interest, fees and other expenses payable
- amounts payable for the share buy-backs
- amounts due under forward foreign exchange contracts

BGHL manages its liquidity risk by combining the unencumbered cash held for working capital purposes and the redemptions in BGF. BGHL invests into BGF by subscribing for redeemable participating shares. BGHL may redeem its shares in BGF on a monthly basis with 60 days' notice and does not have any special or preferential rights in BGF.

The Investment Manager of the Master Fund monitors the liquidity adequacy between assets and liabilities on an ongoing basis. As part of this monitoring, attention is paid to the liquidity and the maturity of the assets in the portfolio.

Compared to last year end, there were no material changes in the contractual undiscounted cash outflows for financial liabilities.

All financial liabilities of BGHL at 31 December 2023 are shown on an undiscounted basis in the following maturity table.

In EURO	31 December 2023			
	< 1 month	1 to 3 months	4 months to 1 year	> 1 year
Foreign exchange forwards	(28,235)	-	-	-
Due to brokers	-	-	-	-
Management fee payable	-	(1,255,592)	-	-
Other payables	(273,868)	-	-	-
<b>Total financial liabilities</b>	<b>(302,103)</b>	<b>(1,255,592)</b>	-	-
In EURO	31 December 2022			
	< 1 month	1 to 3 months	4 months to 1 year	> 1 year
Foreign exchange forwards	(121,170)	-	-	-
Due to brokers	(1,667)	-	-	-
Management fee payable	-	(1,304,193)	-	-
Other payables	(186,995)	-	-	-
<b>Total financial liabilities</b>	<b>(309,832)</b>	<b>(1,304,193)</b>	-	-

**(c) Credit risk**

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment that it has entered into with BGHL.

BGHL's credit risk is assessed as low since its exposure to brokers/dealers is with reputable broker/dealers, all securities transactions of BGHL are cleared by major securities firms pursuant to customer agreements, BGHL's appointed custodian is a large financial institution having investment grade ratings from the major rating agencies and all of BGHL's exposures to counterparties are with reputable financial institutions.

While cash and cash equivalents and balances due from brokers are also subject to the impairment requirements of IFRS 9, there has been no expected credit loss ("ECL") recognised. Investments held at fair value through profit or loss are not subject to IFRS 9 impairment requirements.

For receivables the Company uses a 12 month expected loss allowance. The Company has completed some high-level analysis and compiled forward looking qualitative and quantitative information, to determine if the receivables are low credit risk. Based on this analysis the ECL on receivables is not material and therefore no impairment adjustments were accounted for.

Amounts appearing in the Statement of Financial Position as due from and due to brokers, which contribute to credit risk are detailed by their main categories as shown in the following table:

**Boussard & Gavaudan Holding Limited**  
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<b>31 December 2023</b>	<b>Gross amount € Due from Brokers</b>	<b>Gross amount € Due to Brokers</b>	<b>Net amount due €</b>
Unsettled trades	-	-	-
Cash held with custodians	585,031	-	585,031
Cash collateral	300,000	-	300,000
Gain/(loss) on forward contracts	53,933	(28,235)	25,698
<b>Total €</b>	<b>938,964</b>	<b>(28,235)</b>	<b>910,729</b>
<b>31 December 2022</b>	<b>Gross amount € Due from Brokers</b>	<b>Gross amount € Due to Brokers</b>	<b>Net amount due €</b>
Unsettled trades	-	(1,667)	(1,667)
Cash held with custodians	2,608,375	-	2,608,375
Cash Collateral	300,000	-	300,000
Gain/(loss) on forward contracts	95,015	(121,170)	(26,155)
<b>Total €</b>	<b>3,003,390</b>	<b>(122,837)</b>	<b>2,880,553</b>

*Cash held with custodians*

BNP Paribas SA was appointed by BGHL to act as custodian, and is responsible for the safe custody of those assets held by BGHL. The custodian is entitled to receive a fee from BGHL based on an agreed percentage per annum of the assets held in custody. BNP Paribas SA is a large financial institution having investment grade ratings from the major rating agencies.

*Off balance sheet risk in relation to over-the-counter derivatives*

Participants of over-the-counter markets are not subject to credit valuation and regulatory oversight in the way that members of “exchange-based” markets are. BGHL may invest in over-the-counter transactions in these markets and may take a credit risk with regard to parties with which it trades and may bear the risk of settlement default. These risks may differ materially from those involved in exchange-traded transactions described above.

Transactions entered into directly between two counterparties generally do not benefit from these protections, which in turn may subject BGHL to the risk that a counterparty does not settle a transaction in accordance with agreed terms and conditions because of a dispute over the terms of the contract or because of a credit or liquidity problem. Counterparty risk is increased for contracts with longer maturities when events may intervene to prevent settlement. The ability of BGHL to transact business with any one or any number of counterparties, the lack of any independent evaluation of the counterparties or their financial capabilities, and the absence of a regulated market to facilitate settlement, may increase the potential for losses to BGHL. BGHL’s exposure to counterparty risk associated with counterparty non-performance on over-the-counter derivatives is generally limited to the fair value of over-the-counter contracts reported as assets which are not covered by an equivalent collateral amount and to the independent amounts requested by counterparties to cover the risk of a derivative contract. Counterparty risk exposure is monitored daily. The risk management system gives real time marked to market position, collateral and risk exposure. All of BGHL’s exposures to counterparties are with reputable financial institutions which are at least single A investment grade rated from the major rating agencies.

There are no assets and liabilities held at Year end, other than FX forwards which are subject to offsetting. The rights of set off under the master netting agreements with respect to BGHL’s recognized financial assets and recognized financial liabilities included in the below table under the heading ‘Gross amounts not offset in the Statement of Financial Position’ are as below:

- If on any date identical amounts are payable by each party to the other in the same currency and in respect of the same transaction then, on such date, each party’s obligation to make payment of any such amount will be automatically satisfied and discharged. However, if the aggregate amount payable by one party exceeds the payable by the other, then the party liable to larger amount will pay the excess amount to other party.

- In respect of two or more transactions, the parties may elect that a net amount will be determined in respect of all amounts payable on the same date and in the same currency. This election may be made separately for different groups of transactions, usually except for FX transactions and currency options.

- In case of early termination (such as in the case of default), the amounts payable will be subject to set off. The net amount payable or receivable will be the sum of the settlement amount in respect of the terminated transactions and the termination currency equivalent of the unpaid amounts payable to the other party less the termination currency equivalent of the unpaid amounts receivable from the other party.

The following table provides disclosure regarding the potential effect of offsetting of recognized assets and liabilities presented in the statement of financial position:



**Boussard & Gavaudan Holding Limited**  
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Description	31 December 2023	
	Derivatives Assets €	Derivatives Liabilities €
Gross Amounts of Recognized Assets	53,933	(28,235)
Gross Amounts Offset in the SFP*	-	-
<b>Net Amounts of Assets presented in the SFP</b>	<b>53,933</b>	<b>(28,235)</b>
Gross Amounts Not Offset in the SFP: Financial Instruments	(28,235)	28,235
Gross Amounts Not Offset in the SFP: Cash Collateral Received/Posted	-	-
<b>Net Amount €</b>	<b>25,698</b>	<b>-</b>

Description	31 December 2022	
	Derivatives Assets €	Derivatives Liabilities €
Gross Amounts of Recognized Assets	95,015	(121,170)
Gross Amounts Offset in the SFP*	-	-
<b>Net Amounts of Assets presented in the SFP</b>	<b>95,015</b>	<b>(121,170)</b>
Gross Amounts Not Offset in the SFP: Financial Instruments	(95,015)	95,015
Gross Amounts Not Offset in the SFP: Cash Collateral Received/Posted	-	-
<b>Net Amount €</b>	<b>-</b>	<b>(26,155)</b>

\*SFP: Statement of Financial Position

BGHL is also indirectly exposed to credit risk through its exposure to the Master Fund.

## 5. Capital management

BGHL is not subject to any externally imposed capital requirements.

Since 28 September 2023, the Investment Manager manages the capital of BGHL in accordance with an orderly Managed Wind-down.

BGHL operates a share buy-back programme designed to reduce its capital, which has had the favourable effect of increasing the NAV per Share since the Shares were repurchased at a discount to their NAV. Transactions under the programme are disclosed in Note 10.

## 6. Related Party transactions

The relationship between BGHL and the Investment Manager and the fees earned are disclosed in Note 8.

The Chairman is currently entitled to an annual fee of €45,000 (2022: €45,000) and each other Director to an annual fee of €30,000 (2022: €30,000). The Chair of the Audit Committee is entitled to receive an additional fee of €7,500 (2022: €7,500) per annum.

As of 31 December 2023, Directors Sylvie Sauton and Erich Bonnet held 6,177 and 1,550 Euro shares in BGHL respectively (31 December 2022: 6,177 and 1,550).

The issued share capital of BGHL is owned by numerous parties and therefore in the opinion of the Directors, there is no ultimate and immediate controlling party.

## 7. Administration fees

JTC Fund Solutions (Guernsey) Limited, the Administrator, is entitled to an annual fee. In addition, the Administrator outsources the accounting to SS&C Financial Services LLC for an annual service fee payable monthly. The administration expenses paid during the Year were €193,364 (31 December 2022: €187,109) and the administration expenses payable at the end of the Year were € 61,885 (31 December 2022: €32,075). The fees for administration services payable to JTC Fund Solutions (Guernsey) Limited are subject to a minimum of £105,288 (2022: £98,400) per annum.

## 8. Management fees and Performance fees

Under the Investment Management Agreement, the Investment Manager has been given responsibility for the day-to-day discretionary management of BGHL's assets in accordance with BGHL's investment objective and policy, subject to the overall supervision of the Directors. The Investment Management Agreement can be terminated by either party giving to the other not less than twelve months' notice in writing, except in certain circumstances where, *inter alia*, the Investment Manager ceases to have all necessary regulatory permissions, becomes insolvent or is in material breach of the Investment Management Agreement or if there cease to be any assets held in or standing to the credit of the Company's portfolio, in which case the Investment Management Agreement may be terminated forthwith. If the Investment Management Agreement is terminated before 31

# Boussard & Gavaudan Holding Limited

## Notes to the Financial Statements

### For the year ended 31 December 2023

December in any period, the performance fee in respect of the then current calculation period is calculated and paid as though the date of termination were the end of the relevant calculation period. Save for the exceptions specified above, the Investment Management Agreement may not be terminated without the prior sanction of shareholders in general meeting by means of a special resolution, which requires at least three quarters of the votes cast at the general meeting to be cast in favour of the proposed resolution to authorise such termination.

The Investment Manager receives a management fee, accrued monthly and payable quarterly, calculated at the annual rate of 1.5 percent of the NAV.

The Investment Manager is also entitled to receive a performance fee. The performance fee is calculated in respect of each calculation period. The performance fee is deemed to accrue on a monthly basis as at each valuation day and is paid annually. For each calculation period, the performance fee is equal to 20 percent of the appreciation in the NAV per share during that calculation period above the previous high NAV per Share of the relevant class (the "Base NAV per Share"). The Base NAV per Share is the highest NAV per Share achieved as at the end of any previous calculation period (if any).

For the Year, the Management fees and the Performance fees were as follows:

	31 December 2023		31 December 2022	
	Expense during the year €	Payable at the end of the year €	Expense during the year €	Payable at the end of the year €
Management Fees	5,024,979	1,255,592	5,292,361	1,304,193
Performance Fees	-	-	-	-

## 9. Expense Ratio

Expense ratios are as below. Performance fees are not taken into account in the expense ratio.

Year ended	AUM € year Average	Management Fees	Administration & Depositary Fees	Other Fees	Expense Ratio
31 December 2023	334,754,589	1.50%	0.06%	0.37%	1.93%
31 December 2022	351,121,664	1.50%	0.05%	0.22%	1.77%

The annual expense ratio has increased by 16 basis points. The increase is driven by incurred and accrued Managed Wind-down fees, auditors fees and by a general increase in expenses due to the impact of inflation and a fall in the NAV.

## 10. Share Capital and Treasury Shares

### Authorised share Capital

The authorised share capital of BGHL is €1,010,000 divided into 5,100,000,000 ordinary shares of €0.0001 each and 5,000,000,000 C Shares of €0.0001 each. During the Year, there were no class C shares in issue.

### Allotted, issued and fully paid

The share capital detail as of 31 December 2023 is as follows:

Class A Shares	Euro Shares				Sterling Shares
	Issued and fully paid	Treasury Shares	Outstanding Shares	% Treasury Shares (*)	
Share balances					Issued and fully paid
<b>At 1 January 2022</b>	<b>12,387,061</b>	-	<b>12,387,061</b>	<b>0.00%</b>	<b>130,254</b>
Repurchase of own shares(*)	-	(83,611)	(83,611)	-	-
Shares cancelled	(83,611)	83,611	-	-	-
Share conversions	4,019	-	4,019	-	(3,960)
<b>At 31 December 2022</b>	<b>12,307,469</b>	-	<b>12,307,469</b>	<b>0.00%</b>	<b>126,294</b>
Repurchase of own shares(*)	-	(11,261)	(11,261)	-	-
Shares cancelled	(11,261)	11,261	-	-	-
Share conversions	3,308	-	3,308	-	(3,204)
<b>At 31 December 2023</b>	<b>12,299,516</b>	-	<b>12,299,516</b>	<b>0.00%</b>	<b>123,090</b>

(\*) Under the Companies Law and the listing rules of EuroNext Amsterdam and the UK Listing Authority, BGHL is only allowed to acquire its own shares with the prior approval of its members in general meeting and that authority is limited to a maximum of 14.99% of its issued share capital on the date that the members' resolution is passed. Authority to repurchase. All shares held in treasury are cancelled after each month end and BGHL seeks renewal of its authority to repurchase its own shares at each annual general meeting.

# Boussard & Gavaudan Holding Limited

## Notes to the Financial Statements

### For the year ended 31 December 2023

#### Voting

The shareholders are entitled to receive notice of and to attend and vote at general meetings of BGHL and each holder of shares being present in person or by proxy or corporate representative at a meeting shall upon a show of hands have one vote and upon a poll each such holder present in person or by proxy or by corporate representative shall have one vote in respect of each share held by him or her. Voting on all resolutions proposed at general meetings of BGHL is always taken on a poll.

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in BGHL may be issued with such preferred, deferred or other special rights or restrictions whether as to dividend, voting, return of capital or otherwise as BGHL at any time by ordinary resolution may determine and subject to and in default of such determination as the Board may determine. Subject to the provisions of the Companies Law, the terms and rights attaching to any class of shares, the Articles and any guidelines established from time to time by the Directors, BGHL may from time to time, purchase or enter into a contract, under which it will or may purchase any of its own shares.

If at any time the share capital is divided into further classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue) may whether or not BGHL is being wound up, be varied with the consent in writing of the holders of three quarters of the issued shares of that class or with the sanction of a special resolution of the holders of the shares of that class. On a winding-up, the shareholders are entitled to the surplus assets remaining after payment of all of the creditors of BGHL.

#### 11. Segmental information

For management purposes, BGHL is engaged in one main operating segment, which is investment in financial instruments. All of BGHL's activities are interrelated, and each activity is dependent on the others. Accordingly, all significant operating decisions are based upon analysis of BGHL as one segment. The financial results from this segment are equivalent to the Financial Statements of BGHL as a whole.

The following table analyses BGHL's total (loss)/income per geographical location. The basis for attributing the total (loss)/income is the place of incorporation of the instrument's counterparty.

In EURO	31 December 2023	31 December 2022
Ireland	3,684,619	(12,151,873)
United Kingdom	142,683	(240,741)
Rest of the world	(39,789)	73,115
<b>Total</b>	<b>3,787,513</b>	<b>(12,319,499)</b>

The following table analyses BGHL's operating income per investment type.

In EURO	31 December 2023	31 December 2022
Equity securities	3,645,441	(12,081,311)
Derivative financial instruments	146,725	(248,864)
Foreign exchange (loss)/gain on financial instruments not at fair value through profit or loss	(4,653)	10,676
<b>Total</b>	<b>3,787,513</b>	<b>(12,319,499)</b>

#### 12. Net realised and change in unrealised gain and loss on financial assets and liabilities:

Realised gain/(loss) on financial assets and liabilities at fair value through profit or loss €	31 December 2023	31 December 2022
<b>Realised gain</b>		
Equity securities	2,613,652	9,279,485
Derivatives- foreign exchange forwards	94,872	-
<b>Realised loss</b>		
Derivatives – foreign exchange forwards	-	(192,958)
<b>Net realised gain on financial assets and liabilities at fair value through profit or loss</b>	<b>2,708,524</b>	<b>9,086,527</b>

Change in unrealised gain/(loss) or loss on financial assets and liabilities at fair value through profit or loss €	31 December 2023	31 December 2022
<b>Change in unrealised gain</b>		
Equity securities	1,031,789	3,018,126
Derivatives- foreign exchange forwards	51,853	-
<b>Change in unrealised loss</b>		
Equity securities	-	(24,378,922)
Derivatives – foreign exchange forwards	-	(55,906)
<b>Net change in unrealised (loss)/gain</b>	<b>1,083,642</b>	<b>(21,416,702)</b>

**Boussard & Gavaudan Holding Limited**  
**Notes to the Financial Statements**  
**For the year ended 31 December 2023**

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**13. Taxation**

BGHL has been granted exemption under the Income Tax (Exempt Bodies) (Guernsey) Ordinance, 1989 from Guernsey Income Tax, and was charged the annual fee of £1,200 (2022: £1,200). As a result, no provision for income tax has been made in the Financial Statements.

BGHL invests in foreign countries which may levy withholding tax at source on revenues derived by non-residents. Where such tax is withheld at source by the broker or another party BGHL records the revenue on a gross basis in Statement of Comprehensive Income (the revenue is grossed up and offset against an expense representing the tax withheld at source).

**14. Due from brokers and due to brokers**

Amounts due from brokers includes €300,000 (2022: €300,000) of cash pledged as collateral on forward foreign exchange contracts. Amounts due to brokers includes €Nil (2022: €1,667) of cash received as collateral on forward foreign exchange contracts under financial liabilities.

**15. Changes in liabilities arising from financing activities**

	<b>Foreign exchange forward derivatives contracts</b>
Balance at 1 January 2023	<b>(121,170)</b>
Cash flows	94,872
Changes in fair value	(1,937)
<b>Balance at 31 December 2023</b>	<b>(28,235)</b>

	<b>Foreign exchange forward derivatives contracts</b>
Balance at 1 January 2022	(24,140)
Cash flows	(192,958)
Changes in fair value	95,928
<b>Balance at 31 December 2022</b>	<b>(121,170)</b>

The 'Changes in fair value' rows above include unrealised gain/(loss) on foreign exchange forward derivatives contracts under financial liabilities.

**16. Post balance sheet events**

There have been no events that have occurred subsequent to the balance sheet date which require disclosure in the financial statements.

**17. Approval of Financial Statements**

The Financial Statements were approved and authorised for issue by the Board on 24 April 2024, at which date these Financial Statements were considered final.