DEKEL AGRIVISION

Annual Report & Financial Statements 2022

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DEKEL AGRI-VISION PLC

CONSOLIDATED FINANCIAL STATEMENTS

AS OF 31 DECEMBER 2022

EUROS IN THOUSANDS

INDEX

CHAIRMAN'S STATEMENT

Summary

The Palm Oil Operation experienced a surge in CPO prices during 2022, reaching unprecedented levels. This significantly contributed to our financial performance during a period of very low production due to an atypically weak high season. Additionally, our mill operations performed well demonstrated by the improved CPO extraction rate and effective operating cost management, despite global inflation. These factors collectively established a solid foundation that allowed the Palm Oil Operation to achieve a strong EBITDA of €4.6m.

The Cashew Operation achieved notable progress during 2022 including first production and first sales revenue, despite equipment delays resulting in a much longer than expected commission phase and a net loss of €2.3m. With all key equipment on site prior to year end, commercial production is now well underway and we believe that the financial performance of the Cashew Operation will significantly improve during 2023.

Palm Oil Operation

CPO production volumes started well in January 2022, however, the expected high season, which typically peaks from February through May did not materialize as usual. Consequently, this marked the weakest high season in the Company's history. It is important to note that this decline in production was experienced across the region. Nonetheless, local experts anticipated that this variation is temporary, and we have seen a significant improvement in the 2023 high season so far.

We achieved record prices for CPO and PKO in 2022 as global inflationary pressures post Covid-19 created supply constraints which was compounded by the war in Ukraine which hampered the supply of sunflower oil, a substitution for CPO. We saw some easing in the global supply constraints as the year progressed and CPO prices softened to around $US1,000 towards the end of 2022, still well above the long term CPO price average of around €800 per tonne. We anticipate CPO prices may soften further as 2023 progresses although to this point, CPO prices remain above historical averages and supportive of a strong 2023 year of financial performance. Whilst seasonal and annual variations in CPO prices are inevitable, we remain positive on the medium to long term outlook for CPO prices given challengers bringing more supply to the market and demand side robustness due to the necessity nature of vegetable oils and therefore CPO, the largest consumed vegetable oil world-wide.

After a lengthy consultation period, the Roundtable on Sustainable Palm Oil ('RSPO') finally provided a clear pathway in H2 2022 of the information required to complete the Company estates audit and we are now preparing the works required with the objective of completing the audits of the Palm Oil Mill and Company estates at the same time. The two key final reports requested by RSPO for the estates audit were a LUCA (land use change analysis) and HCV-HCS (High Conservation Value – High Carbon Stock) assessment. Both reports were commissioned post period end in early 2023 and we expect to receive these reports in early Q3 2023. With these reports completed we will be able to engage RSPO auditors to complete the audit and we will update the market as soon as this audit process has commenced.

Cashew Operation

The Cashew Operation achieved key milestones in 2022 including first production and first sales. However, the ramp in production has been hindered by supplier delays including the sorting and shelling equipment delivery being well behind schedule from the Italian supplier. The Company attempted to mitigate delays by taking over the logistics of shipment directly rather than await consolidation in Italy by the Cashew operation vendor and utilising substitute shelling equipment in order to continue the testing and commissioning of the entire Cashew Operation. Now with all key equipment now on site we commenced commercial production including the first quarterly market reporting. We expect a material improvement in production in 2023 and strong progression towards the Cashew Operation becoming a positive contributor to group profitability after reporting a €2.3 million net loss in 2022.

The Directors firmly believe that, given time, the Cashew Operation has the potential to surpass the Palm Oil Operation in terms of profit contribution to the Group. Our approach to the development of the Cashew project allows for significant capacity expansion within a short period. With a nameplate capacity of 15,000 tonnes per annum ('tpa'), the plant's production can be increased by 50% at no additional cost by adding a third shift, thus reaching a production capacity of 15,000tpa. Moreover, with a capital expenditure of €5-6 million, the mill's capacity can be doubled to 30,000tpa, which the Directors estimate could generate approximately €35-40 million in annual revenues based on current prices.

Other Projects

While we have future expansion plans, including the processing of a third commodity and clean energy initiatives, these projects are currently on hold as we prioritize the ramp up of the Cashew Operation, which we believe will play a pivotal role in enhancing the Group's financial performance in 2023 and beyond.

Group Financial Performance

A summary of the Group financial performance for FY2022, in addition to the comparatives for the previous 5 years, is outlined in the table below.

	FY2022	**FY2021**	**FY 2020**	**FY 2019**	**FY 2018**	**FY 2017**
FFB collected (tonnes)	116,733	190,020	154,151	176,019	146,036	171,696
CPO production (tonnes)	25,751	39,953	34,002	37,649	33,077	38,736
CPO sales (tonnes)	26,016	39,092	34,008	37,713	32,692	38,373
Average CPO price per tonne	€1,025	€868	€602	€491	€542	€680
Total Revenue (all products)	€31.2m	€37.4m	€22.5m	€20.9m	€20.9m	€30.2m
Gross Margin	€5.1m	€6.5m	€2.3m	€1.7m	€1.7m	€6.9m
Gross Margin %	16.7%	17.4%	10.2%	8.1%	8.3%	22.8%
Overheads	€3.9m	€3.8m	€2.8m	€3.2m	€3.2m	€3.6m

EBITDA	€2.7m	€4.8m	€1.2m	€0.2m	(€0.2m)	€4.5m
EBITDA %	9.3%	12.8%	5.3%	1.0%	-	14.9%
Net Profit / (Loss) After Tax	(€1.3m)	€0.6m	(€2.2m)	(€3.3m)	(€3.3m)	€1.6m
Net Profit / (Loss) After Tax %	-	1.6%	-	-	-	5.3%
Total Assets	€54.7m	€51.7m	€43.3m	€33.6m	€33.4m	€33.9m
Total Liabilities	€39.4m	€35.5m	€30.8m	€20.8m	€21.8m	€19.2m
Total Equity	€15.3m	€16.3m	€12.5m	€12.8m	€11.6m	€14.7m

Palm Oil Operation

- Strong EBITDA of €4.6m delivered from the Ayenouan palm oil plant in Côte d'Ivoire ('Palm Oil Operation') primarily driven by record Crude Palm Oil ('CPO') and Palm Kernel Oil Pricing ('PKO') offsetting a historically low Fresh Fruit Bunch ('FFB') harvesting year:
  - 18.4% decrease in revenues to €30.5m (2020: €37.4m) - includes sale of CPO, Palm Kernel Oil ('PKO'), Palm Kernel Cake ('PKC') and Nursery Plants
  - Gross margin increased by 9.2% to 19.0% (2021: 17.4%)
  - 2022 EBITDA of €4.6m (2021: €5.2m)
  - Net profit after tax of €1.1m (2020: €1.0m)

Cashew Operation

- First year of cashew pilot production commenced and first year of sales achieved of €0.7m
- Cashew Operation operating loss of €2.3m recorded for 2022 during the commissioning process
- Significant improvement in financial results expected in 2023 as commercial production ramps up

Outlook

Looking ahead, with the Palm Oil Operation currently experience a rebound in production quantities and prices continuing to remain high the short term outlook for this operation is positive. In addition, with the Cashew operation is now transitioning towards a consistent and growing financial contributor to the Group's performance, we remain on track to deliver a record financial performance in 2023.

I extend my gratitude to the Board, Management, employees, and advisors for their support and hard work throughout the year.

Andrew Tillery
Non-Executive Chairman   Date: 27 June 2023

COMPANY INFORMATION

Directors	Andrew James Tillery, Non-Executive Chairman
	Youval Rasin, Chief Executive Officer
	Yehoshua Shai Kol, Chief Financial Officer
	Lincoln John Moore, Executive Director
	Aristide Achybrou, Non-Executive Director
Secretary	Absolute Trust Nominees Ltd
Registered Office	38 Agias Fylaxeos, Nicolas Court
	First Floor, Office 101
	P.C. 3025
Company Registration	HE 210981
Country of Incorporation	Cyprus

INFORMATION ON THE BOARD OF DIRECTORS

Andrew Tillery, Non-Executive Chairman

Mr Tillery is an experienced project manager and investment executive with over 25 years' operational management and private equity experience in Africa and other emerging markets. This includes eight years (1996-2003) as a CEO in Côte d'Ivoire, West Africa where he had responsibility for managing a group of oil palm operations and also founding a natural rubber business. Mr Tillery has an MA and MSc from Oxford University, an MBA from the University of Chicago and worked with CDC Group Plc (the UK Government development finance institution) from 1989 until 2004. Following this he spent several years in emerging markets investment management. He is currently on the board of a number of African agribusiness and adviser to several agribusiness investment funds in sub-Saharan Africa.

Youval Rasin, Chief Executive Officer

Mr Rasin is the co-founder of Dekel and has held senior management positions in various companies within the Rina Group, a family holding company with diverse interests including agriculture, mining and hotels in Africa and Europe. By profession, Mr Rasin is a qualified lawyer and has been active in Côte d'Ivoire since 2002, with 10 years' experience in agro-industrial projects including 14 years in the palm oil industry with Dekel.

Yehoshua Shai Kol, Deputy CEO and Chief Financial Officer

Mr Kol is the co-founder of Dekel. By profession, Mr Kol is a Chartered Accountant, and has an MBA from Tel Aviv University. Mr Kol worked for 13 years in finance, with significant business & international exposure. Mr Kol is a former employee of KPMG Corporate Finance and Professional Practice. He was also the Financial Director for Europe, Middle East and Africa for an international software company, Director of Finance and Business Development for Yellow Pages Ltd in Israel, during which time he led fund raising and M&A.

Lincoln John Moore, Executive Director

For the past 12 years Mr Moore has been actively involved in establishing and developing oil palm projects in Liberia, Sierra Leone and Côte d'Ivoire. Mr Moore was the former Chief Financial Officer of Sierra Leone Agriculture Ltd until September 2011 and a co-founder and former director of Ragnar Capital Ltd. He has played key roles in raising funding and developing early stage oil palm projects in West Africa. Mr Moore is a Chartered Accountant and former senior manager in the restructuring division of Deloitte.

Aristide ("Aris") C. Achy Brou, Non-Executive Director

Over the last 20 years Aristide has held senior positions in the commodity and derivative trading divisions at Citadel, British Petroleum, JP Morgan and Goldman Sachs. A native of Côte d'Ivoire, Aristide and his family have been involved in rubber plantations and processing operations in the country for over 40 years. Aristide grew up in both France and Côte d'Ivoire and after graduating from the leading aerospace engineering school in France, he moved to the US where he obtained a Master of Science at MIT and received a PhD in Applied Statistics from Johns Hopkins University. Additionally, he holds an MBA from the Wharton Business School, with a focus on Finance and Operational Management of Corporations.

PROFESSIONAL ADVISERS

Nominated Adviser and Joint Broker	WH Ireland Limited 24 Martin Lane, London EC4R 0DR
Joint Brokers	Optiva Securities Limited 49 Berkeley Square, Mayfair London W1J 5AZ
Auditor	Kost Forer Gabbay & Kasierer (a member of Ernst & Young Global) 3 Aminadav St. Tel-Aviv 67067 Israel
Solicitors	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW United Kingdom
Depositary	Computershare Investor Services PLC The Pavilions Bridgewater Road Bristol BS99 6ZZ United Kingdom
Registrars	Cymain Registrars Ltd 26 Vyronos Avenue 1096 Nicosia Cyprus

DIRECTORS' REPORT

The Directors present their annual report and the audited Financial Statements for the year ended 31 December 2022.

Principal Activities

Dekel Public Ltd. is a Cyprus based holding company which owns 100% per cent. of, and is the operator of, Dekel Cote d'Ivoire SA, an oil palm production company established in the Republic of Cote d'Ivoire.

Dekel Public Ltd. also holds a 100% interest in Pearlside Holdings Ltd who through its 100% owned subsidiary Capro CI. which operates a cashew processing operation in the Republic of Cote d'Ivoire.

Group Results

The Group results are set out later in this report and are stated in thousands Euros. The Group made operating net loss after tax of €1.3 million (2021 – net profit after tax of €0.6 million). The Directors do not recommend the payment of a dividend (2021 - nil).

Review of the Business

A review of the business for the year is set out in the Chairman's Statement.

Key Performance Indicators

The Group implemented the following key performance indicators during 2022:

Key Performance Indicator	**Budget**	**Actual**
Fresh Fruit Bunches ('FFB') Received	180,000 tn	116,733 tn
Crude Palm Oil ('CPO') Extraction Rate	22.0%	22.1%
CPO Produced	39,600 tn	25,751 tn

Future Developments

Future Developments are outlined in the Outlook section of the Chairman's Statement.

Going Concern

The Directors have prepared cash flow forecasts and budgets that show that, for a period of at least twelve months from the date of signing these Financial Statements, the Group expects to have sufficient resources to continue its business. Accordingly, the Directors believe that it is appropriate to prepare the Financial Statements on a going concern basis. See Note 1 for further details.

Events After the Reporting Period

On 24 January 2023 the Company increased its ownership in Pearlside Holdings Ltd, the wholly owned parent of Capro CI SA, the entity which owns the Cashew Operation via the acquisition of a 29.3% beneficial interest for a total consideration of £619k (based on closing share price of 3.1p per share as at 23 January 2023). Consideration was provided via the issue of 19,968,701 new ordinary shares of €0.0003367 in the Company.

Directors' Remuneration

Details of Directors' Remuneration for 2022 and 2021 are set out in the table below.

Executive Directors	**Salaries and Fees** €'000	**Benefits** €'000	**Bonuses** €'000	**Total** €'000
Youval Rasin				
-2022	182	33	-	215
-2021	233	33	29	294
Shai Kol				
-2022	183	34	-	**217**
-2021	233	32	29	**294**
Lincoln Moore				
-2022	98	-	-	**98**
-2021	101	-	16	**117**
Non-Executive Directors				
Andrew Tillery				
-2022	27	-	-	**27**
-2021	28	-	-	**28**
Aristide Achybrou				
-2022	27	-	-	**27**
-2021	28	-	-	**28**

Directors' Shares and Options

Details of Directors' interests as at 27 June 2023 in share options and warrants are set out in the table below:

Director	Number of Ordinary Shares	Number of Vested Options	Number of Unvested Options
Andrew Tillery	-	1,800,000	-
Youval Rasin	68,406,705	6,933,333	1,566,667
Yehoshua Shai Kol	28,221,861	6.933,333	1,566,667
Lincoln John Moore	5,549,791	6,933,333	1,566,667
Aristide Achy Brou	23,824,324	-	-

Substantial Shareholding

As at 27 June 2023, the Company had been notified of the following substantial shareholdings in the ordinary share capital:

Directors		
Youval Rasin	68,406,705	12.25%
Shai Kol	28,221,861	5.05%
Aristide Achy Brou	23,824,324	4.27%
Lincoln Moore	5,549,791	0.99%
Over 3%		
Miton Group plc	52,892,394	9.47%
AgDevCo Ltd	41,188,990	7.37%
Biopalm Energy Limited	35,455,111	6.35%
Kilik & Co LLP	21,522,000	3.85%

Corporate Governance

Audit and Remuneration Committees have been established and in each case comprise Andrew Tillery, Aristide Achybrou and Lincoln Moore.

The role of the Remuneration Committee is to review the performance of the executive Directors and to set the scale and structure of their remuneration, including bonus arrangements. The Remuneration Committee also administers and establishes performance targets for the Group's employee share schemes and executive incentive schemes for key management. In exercising this role, the terms of reference of the Remuneration Committee require it to comply with the Code of Best Practice published in the Combined Code.

The Audit Committee is responsible for making recommendations to the Board on the appointment of the auditors and the audit fee, and receives and reviews reports from management and the Company's auditors on the internal control systems in use throughout the Group and its accounting policies.

Suppliers' Payment Policy

It is the Group's policy to agree appropriate terms and conditions for its transactions with suppliers by means ranging from standard terms and conditions to individually negotiated contracts and to pay suppliers according to agreed terms and conditions, provided that the supplier meets those terms and conditions. The Group does not have a standard or code dealing specifically with the payment of suppliers.

Trade payables at the year end all relate to sundry administrative overheads and disclosure of the number of days purchases represented by year end payables is therefore not meaningful.

Directors' Indemnities

In accordance with the Companies (Audit Investigations and Community Enterprise) Act 2004, which came into force on 6 April 2005, the Company has indemnified the Directors against liability to third parties, and undertaken to pay Directors' legal costs as incurred, provided that they are reimbursed to the Company if the individual is convicted.

By Order of the Board

Lincoln Moore, Executive Director   Date: 27 June 2023

CHAIRMAN'S STATEMENT ON CORPORATE GOVERNANCE

Introduction

The Board of Directors of the Company recognises the importance of sound corporate governance and applies The Quoted Companies Alliance Corporate Governance Code (2018) (the 'QCA Code'), which they believe is the most appropriate recognised governance code for a company with shares admitted to trading on the AIM market of the London Stock Exchange. The QCA Code provides the Company with the framework to help ensure that a strong level of governance is maintained, enabling the Company to embed the governance culture that exists within the organisation as part of building a successful and sustainable business for all its stakeholders.

The QCA Code has ten principles of corporate governance that the Company has committed to apply within the foundations of the business. Full details can be found on the company's website: www.dekelagrivision.com.

We have outlined below a short explanation of how the Company applies each of the principles at the time of preparation of this report. The Company will continually reassess and strengthen its policies and associated execution of the aforementioned policies.

Principle One

Establish a strategy and business model which promote long-term value for shareholders

Dekel is a large-scale palm oil producer that works in close partnership with the communities and authorities in its areas of operation. The establishment of such partnerships enables Dekel to pursue its strategy of building sustainable, inclusive and environmentally sensitive palm oil production centres in the Ivory Coast. Full details are provided on the Company's website.

At the core of our immediate strategy is working to defend and increase our market share of the quantity of FFB from our small holder suppliers and increase the market size of FFB from small holders in our region. To increase market share we apply best practise supplier payment systems and assist our small holders with logistics. This is evident in the 7 logistic centres we have established to ease the transportation burden on small holders delivering FFB to our Mill. We have also implemented both a sustainable fertiliser programme with our small holder farmers and a health care programme.

We are also working hard to apply best in practise environmental processes in our existing operations. An example of this is our effluent treatment plant operation which we understand is one of the only fully compliant system operating in our country of operations. We are also a fully committed member of the Round Table for Sustainable Palm Oil and we are well advanced to full certification.

The falls in CPO prices through 2018 to 2020 (which has currently corrected to materially higher prices), highlighted a need to further diversify our operations. We therefore commenced the Cashew Operation project applying our small holder business model. The Cashew Operation commenced pilot production in early 2022 and commercial production in early 2023.

Dekel will continue to assess opportunities to diversify its commodity base and in time, the countries it operates to deliver long term sustainable and diversified revenue streams.

Principle Two

Seek to understand and meet shareholder needs and expectations

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders in order to communicate Dekel's strategy and progress and to understand the needs and expectations of shareholders. In 2021 this included increasing our use of social media (primarily Twitter), regular podcasts to explain key announcements and twice yearly shareholder dial in calls to communicate with our shareholders. See the Dekel website for further details.

Principle Three

Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Group's operations in Côte d'Ivoire to date have created over 300 new jobs at the Palm Oil Operaion and over 200 new jobs at the Cashew Operation.It is also expected that our market entry as a reliable sales partner for palm oil and cashew small holders will continue to encourage the improvement of existing oil farm yields, enhance farmers' income, revitalise the Co-operatives and accelerate the development of social infrastructure in the local community.

Dekel Côte d'Ivoire's activity affects the lives of more than 6,000 families directly and indirectly. Dekel Côte d'Ivoire has completed an Environmental and Social Impact Assessment ("ESIA") which is in line with the International Finance Corporation ("IFC") requirements and Ivorian law. Dekel Côte d'Ivoire is committed to adopt and operate in accordance with the recommendations provided by the ESIA.

The aim of the ESIA report was to satisfy both legal and institutional obligations under the Ivorian environmental protection laws (Arrêté no 00972 du 14 Novembre 2007 relatif á l' application du décret no 96 894 du 8 Novembre 1996), and also comply with the IFC standards on the environment.

Dekel Côte d'Ivoire is a member of the Roundtable of Sustainable Palm Oil ("RSPO"). The RSPO was established in 2004 to promote the production and use of sustainable palm oil. The RSPO is an association created by organisations carrying out activities in and around the entire supply chain for palm oil to promote the growth and use of sustainable palm oil. The Directors are committed to compliance with its code of conduct where applicable and are well advanced towards full RSPO certification.

Principle Four

Embed effective risk management, considering both opportunities and threats, throughout the organization

The Board is responsible for ensuring that procedures are in place and being implemented effectively to identify, evaluate and manage the significant risks faced by the Company. A list of the key operational and business risks is outlined on the Dekel website.

In terms of internal processes, the Company operates pursuant to internally created processes and procedures, ensures all key strategy decisions are reviewed and approved by the Board and operates board committees for both the Audit Committee and Remuneration Committee.

Principle Five

Maintain the Board as a well-functioning, balanced team led by the Chair

All of the Directors are subject to election by shareholders at the first Annual General Meeting after their appointment to the Board and will continue to seek re-election at least once every three years. To date in the current financial year, the Directors have a 100% record of attendance at meetings. Directors meet formally and informally both in person and by telephone. The Board is responsible to the shareholders for the proper management of the Group. The Boards undertakes the following meeting process:

- Strategy and Budgeting meeting once per year
- Monthly circulation of operational and financial results
- Weekly board update calls

Andrew Tillery and Aristide Achybrou are considered to be Independent Directors (applying the principles on independence set out in Section B.1.1. of the UK Corporate Governance Code published by the Financial Reporting Council).

The Company also recognises that from time to time board changes are appropriate to bring new a fresh review of operations and strategy. In 2020 Aristide Achybrou replaced Bernard Francois as part of this strategy.

Principle Six

Ensure that between them, the Directors have the necessary up-to-date experience, skills and capabilities

Our multi-disciplinary management team of executives, entrepreneurs and agronomists can call upon more than 30 years of experience in the international agro-industry. Team members have driven the planning, implementation and management of large-scale agricultural and agri-industrial projects across several continents. The Board considers that all of the Directors and Non-Executive Directors are of sufficient competence and calibre to add strength and objectivity to its activities, and bring considerable experience in scientific, operational and financial development of food products and companies. The Board regularly reviews the composition of the Board to ensure that it has the necessary breadth and depth of skills to support the ongoing development of the Company. The Board ensures its knowledge is kept up to date on key issues and developments pertaining to the Company, its operational environment and to the Directors' responsibilities as members of the Board. During the course of the year, Directors receive updates from various external advisers on a number of industry and corporate governance matters.

Audit and Remuneration Committees have been established and in each case comprise Andrew Tillery, Lincoln Moore and Aristide Achybrou. The audit and remuneration committees comprise a majority of non-executives and that they are chaired by non executives.

The role of the Remuneration Committee is to review the performance of the executive Directors and to set the scale and structure of their remuneration, including bonus arrangements. The Remuneration Committee also administers and establishes performance targets for the Group's employee share schemes and executive incentive schemes for key management. In exercising this role, the terms of reference of the Remuneration Committee require it to comply with the Code of Best Practice published in the Combined Code.

The Audit Committee is responsible for making recommendations to the Board on the appointment of the auditors and the audit fee, and receives and reviews reports from management and the Company's auditors on the internal control systems in use throughout the Group and its accounting policies.

The Directors' biographies and details are set out earlier in this report and further information for the Directors is summarised in the table below.

Name	**Role**	**Time**	**Dekel Shareholder**
Andrew Tillery	Non-Executive Chairman	2 days per month	No
Youval Rasin	Chief Executive Office	Full time	Yes
Yehohua Shai Kol	Deputy CEO and Chief Financial Officer	Full time	Yes
Lincoln Moore	Executive Director	Full time	Yes
Aristide Achybrou	Non-Executive Director	2 days per month	Yes

Principle Seven

Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement
Internal evaluation of the Board, the Committees and individual Directors is undertaken on an annual basis in the form of peer appraisal and discussions to determine the effectiveness and performance against targets and objectives, as well as the Directors' continued independence. As a part of the appraisal the appropriateness and opportunity for continuing professional development whether formal or informal is discussed and assessed.

The Board may utilise the results of the evaluation process when considering the adequacy of the composition of the Board and for succession planning. Succession planning is formally considered by the Board on an annual basis in conjunction with the appraisal process. See principal 5 for 2020 board change implemented.

Principle Eight

Promote a corporate culture that is based on ethical values and behaviours
The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Company as a whole which in turn will impact Company's performance. The Directors are very aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole and the way that consultants or other representatives behave.

The Board seeks to maintain the highest standards of integrity and probity in the conduct of the Group's operations. These values are enshrined in the written policies and working practices adopted by all employees in the Group. An open culture is encouraged within the Group, with regular communications to staff regarding progress and staff feedback regularly sought. The Executives regularly monitors the Group's cultural environment and seeks to address any concerns than may arise, escalating these to Board level as necessary.

The Group is committed to providing a safe environment for its staff and all other parties for which the Group has a legal or moral responsibility in this area. The Group's health and safety policies and procedures encompass all aspects of the Group's day-to-day operations.

Issues of bribery and corruption are taken seriously. The Company has a zero-tolerance approach to bribery and corruption and has an anti-bribery and corruption policy in place to protect the Company, its employees and those third parties to which the business engages with. The policy is provided to staff upon joining the business and training is provided to ensure that all employees within the business are aware of the importance of preventing bribery and corruption. Each employment contract specifies that the employee will comply with the policies.

There were no issues to note during the 2022 financial year.

Principle Nine

Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

Ultimate authority for all aspects of the Company's activities rests with the Board, the respective responsibilities of the Chairman and Non-Executive Directors arising as a consequence of delegation by the Board. The Board has adopted appropriate delegations of authority which set out matters which are reserved for the Board. The Chairman is responsible for the effectiveness of the Board as well as primary contact with shareholders.

The Board has overall responsibility for promoting the success of the Group. The Executive Directors have day-to-day responsibility for the operational management of the Group’s activities. The Non-executive Directors are responsible for bringing independent and objective judgment to Board decisions.

There is a clear separation of the roles of Chief Executive Officer and Non-executive Chairman. The Chairman is responsible for overseeing the running of the Board, ensuring that no individual or group dominates the Board’s decision-making and ensuring the Non-executive Directors are properly briefed on matters. The Chairman has overall responsibility for corporate governance matters in the Group and chairs the Nominations and Corporate Governance Committee. The Chief Executive Officer has the responsibility for implementing the strategy of the Board and managing the day-to-day business activities of the Group. The Company Secretary is responsible for ensuring that Board procedures are followed and applicable rules and regulations are complied with.

The Board has established an Audit Committee and Remuneration Committee with formally delegated duties and responsibilities.

Audit Committee

The Audit Committee comprises three Directors, Andrew Tillery, Lincoln Moore and Aristide Achybrou, and is chaired by Andrew Tillery. The Audit Committee will meet at the time of preparation of the annual and interim accounts of the Company at such other times as the chairman of the Audit Committee shall deem necessary. The Audit Committee receives and reviews reports from management of the Company’s auditors relating to the interim and annual accounts and keeps under review the accounting and internal controls which the Company has in place.

Remuneration Committee

The Remuneration Committee comprises three Directors, Andrew Tillery, Lincoln Moore and Aristide Achybrou, and is chaired by Andrew Tillery. The Remuneration Committee will meet at such times as the chairman of the Remuneration Committee or the Board deem necessary. The Remuneration Committee will determine and review (in consultation with the Board) the terms and conditions of service of the executive directors and non-executive directors. The Remuneration Committee will also review the terms and conditions of any proposed share incentive plans, to be approved by the Board and the Company’s shareholders.

In setting remuneration packages, the Committee ensured that individual compensation levels, and total board compensation, were comparable with those of other AIM-listed companies where appropriate.

Further details are set out in the Director's Report and notes to the accounts.

Principle Ten

Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Company places a high priority on regular communications with its various stakeholder groups and aims to ensure that all communications concerning the Group's activities are clear, fair and accurate. Full details of how the Company maintains a dialogue with shareholders and other stakeholders is set out on the Company's website and in Principal 2 above.

Andrew Tillery
Non-Executive Chairman		Date: 27 June 2023

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Group Financial Statements under the International Financial Reporting Standards ('IFRS'). The Financial Statements are required by law to give a true and fair view of the state of affairs of the Group and Company, in addition to the profit or loss of the Group for that period.

In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departure disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis, unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Group and to enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as each of the Directors are aware:

- there is no relevant audit information of which the Group's auditors are unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Building a better working world

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of

DEKEL AGRI-VISION PLC.

Opinion

We have audited the consolidated financial statements of DEKEL AGRI-VISION PLC. and its subsidiaries ("the Group"), which comprise the consolidated statements of financial position as of 31 December 2022 and 2021, and the related consolidated statements of comprehensive income, changes in equity and cash flows for each of the years then ended, and the related notes to the consolidated financial statements, which, as described in Note 2 to the consolidated financial statements, have been prepared on the basis of International Financial Reporting Standards as adopted by the European Union.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as of 31 December 2022 and 2021, and the results of its operations and its cash flows for the each of the years then ended in accordance with International Financial Reporting Standards as adopted by the European Union

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern for at least one year from the end of the reporting period.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free of 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 absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Kost Forer Gabbay & Kasierer
KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

Tel-Aviv, Israel
June 27, 2023.

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		31 December	
		2022	2021
	Note	Euros in thousands	
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents		2,240	1,595
Trade receivables		1,568	1,487
Inventory	4	3,158	3,240
Bank deposits - restricted	10	679	595
Other accounts receivable	5	950	365
Total current assets		8,595	7,282
NON-CURRENT ASSETS:			
Bank deposits - restricted	10	850	501
Property and equipment, net	7	45,235	43,892
Total non-current assets		46,085	44,393
Total assets		54,680	51,675

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	31 December 2022	31 December 2021
		Euros in thousands	
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Short-term loans and current maturities of long-term loans	10b	5,671	5,431
Trade payables		1,359	1,374
Advances from customers		346	108
Loan from non-controlling interest	6	-	915
Other accounts payable	8	3,852	2,646
Total current liabilities		11,228	10,474
NON-CURRENT LIABILITIES:			
Long-term lease liabilities	9	128	169
Accrued severance pay, net		127	135
Loan from shareholder	6	630	-
Long-term loans	10	27,241	24,562
Total non-current liabilities		28,126	24,866
Total liabilities		39,354	35,340
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	11		
Share capital		177	170
Additional paid-in capital		40,736	39,985
Accumulated deficit		(18,804)	(17,971)
Capital reserve		2,532	2,532
Capital reserve from transactions with non-controlling interests		(9,315)	(8,710)
		15,326	16,006
Non-controlling interests		-	329
Total equity		15,326	16,335
Total liabilities and equity		54,680	51,675

The accompanying notes are an integral part of the consolidated financial statements.

June 27, 2023			
Date of approval of the financial statements	Youval Rasin Director and Chief Executive Officer	Yehoshua Shai Kol Director and Chief Finance Officer	Lincoln John Moore Executive Director

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	Year ended 31 December 2022	2021
		Euros in thousands (Except per share amounts)	
Revenues	12	31,205	37,391
Cost of revenues	15a	26,185	30,880
Gross profit		5,020	6,511
General and administrative expenses	15b	3,845	3,869
Operating profit		1,175	2,642
Other income		103	-
Finance cost	15c	(2,475)	(1,726)
Profit (loss) before taxes on income		(1,197)	916
Taxes on income	14	141	275
Net income (loss) and total comprehensive income (loss)		(1,338)	641
Attributable to:			
Equity holders of the Company		(833)	757
Non-controlling interests		(505)	(116)
Net income (loss) and total comprehensive income (loss)		(1,338)	641
Net earnings (loss) per share attributable to equity holders of the Company:			
Basic and diluted net earnings (loss) per share	16	0.00	0.00

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to equity holders of the Company							
	Share capital	**Additional paid-in capital**	**Accumulated deficit**	**Capital reserve**	**Capital reserve from transactions with non-controlling interests**	**Total**	**Non-controlling interests**	**Total Equity**
	Euros in thousands							
Balance as of 1 January, 2021	142	35,570	(18,728)	2,532	(7,754)	11,762	700	12,462
Net income (loss) and total comprehensive income (loss)	-	-	757	-	-	757	(116)	641
Issue of shares (Note 10)	26	3,719	-			3,745	-	3,745
Non-controlling interests arising from initially consolidated subsidiary	2	401	-	-	(956)	(553)	(255)	(808)
Share-based compensation	-	295	-	-		295	-	295
Balance as of 31 December 2021	170	39,985	(17,971)	2,532	(8,710)	16,006	329	16,335
Net loss and total comprehensive loss	-	-	(833)	-	-	(833)	(505)	(1,338)
Issue of shares for services provided (Note 11)	-	44	-		-	44	-	44
Issue of shares upon acquisition of non-controlling interests (Note 6)	7	707	-	-	(605)	109	176	285
Balance as of 31 December 2022	177	40,736	(18,804)	2,532	(9,315)	15,326	-	15,326

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December	
	2022	2021
	Euros in thousands	
Cash flows from operating activities:		
Net income (loss)	(1,338)	641
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Adjustments to the profit or loss items:		
Depreciation	1,554	1,888
Share-based compensation	-	295
Accrued interest on long-term loans and non-current liabilities	1,421	1,188
Change in employee benefit liabilities, net	(8)	(103)
Gain from sale of property and equipment	(103)	-
Changes in asset and liability items:		
Decrease (increase) in inventories	82	(1,957)
Increase in other accounts receivable	(531)	(1,296)
Increase in trade payables	28	498
Increase (decrease) in advances from customers	238	(1,863)
Increase in other accounts payable	1,206	859
	3,887	(491)
Cash paid during the year for:		
Income taxes	(135)	(264)
Interest	(1,848)	(1,188)
	(1,983)	(1,452)
Net cash provided by (used in) operating activities	566	(1,302)

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December	
	2022	2021
	Euros in thousands	
Cash flows from investing activities:		
Investment in bank deposits	(433)	(814)
Sale of property and equipment	206	-
Purchase of property and equipment	(2,566)	(4,568)
Net cash used in investing activities	(2,793)	(5,382)
Cash flows from financing activities:		
Issue of shares (offering net of expenses)	-	3,726
Cash paid on acquisition of non-controlling interests	-	(806)
Long-term lease, net	(41)	(23)
Loan to subsidiary by non-controlling interests	-	915
Receipt (repayments) of short-term loans, net	(1,668)	605
Receipt of long-term loans	10,577	5,997
Repayment of long-term loans	(5,995)	(2,338)
Net cash provided by financing activities	2,873	8,077
Increase in cash and cash equivalents	645	1,393
Cash and cash equivalents at beginning of year	1,595	202
Cash and cash equivalents at end of year	2,240	1,595
Supplemental disclosure of non-cash activities:		
Issuance of shares in consideration for non-controlling interest in Pearlside	714	403

The accompanying notes are an integral part of the consolidated financial information.

NOTE 1:- GENERAL

a. Dekel Agri-Vision PLC ("the Company") is a public limited company incorporated in Cyprus on 24 October 2007. The Company's Ordinary shares are admitted for trading on the AIM, a market operated by the London Stock Exchange. The Company is engaged through its subsidiaries in developing and cultivating palm oil plantations in Cote d'Ivoire for the purpose of producing and marketing Crude Palm Oil ("CPO"), as well as constructing a Raw Cashew Nut (“RCN”) processing plant, which is currently in the initial production phase. The Company's registered office is in Limassol, Cyprus.

b. CS DekelOil Siva Ltd. ("DekelOil Siva"), a company incorporated in Cyprus, is a wholly owned subsidiary of the Company. DekelOil CI SA, a subsidiary in Cote d'Ivoire currently held 99.85% by DekelOil Siva, is engaged in developing and cultivating palm oil plantations for the purpose of producing and marketing CPO. DekelOil CI SA constructed and is currently operating its palm oil mill.

c. Pearlside Holdings Ltd. (“Pearlside”), a company incorporated in Cyprus, is a subsidiary of the Company since December 2020. The Company holds 100% interest since December 2022 (previously 70.7% interest since February 2021). Pearlside has a wholly owned subsidiary in Cote d’Ivoire, Capro CI SA (“Capro”). Capro is currently engaged in the initial production phase of its RCN processing plant in Cote d’Ivoire near the village of Tiabisu (see also Note 11).

d. DekelOil Consulting Ltd. a company located in Israel and a wholly owned subsidiary of DekelOil Siva, is engaged in providing services to the Company and its subsidiaries.

e. Cash flow from operations and working capital deficiency:

In 2022 the Company generated a positive cash flow from operation of approx €0.5 million compared to a negative cash flow of €1.3 million in 2021. Palm Oil activity continued to be strong and continued to generate positive operating cash flow, which was offset by the negative operating cash flow from the RCN activity which is in its commissioning phase. The Group working capital deficiency continued to decrease to €2.6 million at 31 December 2022 from €3.2 million as of 31 December 2021. In addition, expenditures for the completion of the RCN processing plant of Pearlside have been almost entirely paid and have now entered the production phase with operational capacity in the process of increasing materially over the coming months. As a result, the RCN operation is expected to produce additional operating cash flow for the Group in the latter half of 2023 and beyond. The Group has prepared detailed forecasted cash flows through the end of 2024, which indicate that the Group should have positive cash flows from its operations. However, the operations of the Group are subject to various market conditions, including quantity and quality of fruit harvests and market prices, that are not under the Group's control that could have an adverse effect on the Group's future cash flows.

Based on the above, the Company's management believes it will have sufficient funds necessary to continue its operations and to meet its obligations as they become due for at least a period of twelve months from the date of approval of the financial statements.

NOTE 1:- GENERAL (Cont.)

f. Effects of inflation and increase in interest rate:

Following the global macroeconomic developments in 2022, there was an increase in rates of inflation in worldwide. As part of the measures taken to restrain inflationary price increases, central banks around the world, including the Bank of Israel, began raising their benchmark interest rates. All of the Company's loans bear fixed interest rates (except a negligible amount of €147 thousands), and accordingly the increase in interest rates has not had a material effect on the consolidated financial statements.

g. Definitions:

The Group	-	DEKEL AGRI-VISION PLC and its subsidiaries.
The Company	-	DEKEL AGRI-VISION PLC.
Subsidiaries	-	Companies that are controlled by the Company- CS DekelOil Siva Ltd, DekelOil CI SA, DekelOil Consulting Ltd, and commencing from December 2020 - Pearlside Holdings, Capro CI SA.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies have been applied consistently in the financial statements for all periods presented, unless otherwise stated.

a. Basis of presentation of the financial statements:

These financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

The financial statements have been prepared on a cost basis.

The Company has elected to present profit or loss items using the function of expense method.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):

b. Consolidated financial statements:

The consolidated financial statements comprise the financial statements of companies that are controlled by the Company (subsidiaries). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Potential voting rights are considered when assessing whether an entity has control. The consolidation of the financial statements commences on the date on which control is obtained and ends when such control ceases.

The financial statements of the Company and of the subsidiaries are prepared as of the same dates and periods. The consolidated financial statements are prepared using uniform accounting policies by all companies in the Group. Significant intragroup balances and transactions and gains or losses resulting from intragroup transactions are eliminated in full in the consolidated financial statements.

Non-controlling interests in subsidiaries represent the equity in subsidiaries not attributable, directly or indirectly, to a parent. Non-controlling interests are presented in equity separately from the equity attributable to the equity holders of the Company. Profit or loss and components of other comprehensive income are attributed to the Company and to non-controlling interests. Losses are attributed to non-controlling interests even if they result in a negative balance of non-controlling interests in the consolidated statement of financial position.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as a change in equity by adjusting the carrying amount of the non-controlling interests with a corresponding adjustment of the equity attributable to equity holders of the Company less / plus the consideration paid or received.

c. Business combinations and goodwill:

Business combinations are accounted for by applying the acquisition method. The cost of the acquisition is measured at the fair value of the consideration transferred on the acquisition date with the addition of non-controlling interests in the acquiree. In each business combination, the Company chooses whether to measure the non-controlling interests in the acquiree based on their fair value on the acquisition date or at their proportionate share in the fair value of the acquiree's net identifiable assets.

Direct acquisition costs are carried to the statement of profit or loss as incurred.

In a business combination achieved in stages, equity interests in the acquiree that had been held by the acquirer prior to obtaining control are measured at the acquisition date fair value while recognizing a gain or loss resulting from the revaluation of the prior investment on the date of achieving control.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):

c. Business combinations and goodwill (Cont.):

Contingent consideration is recognized at fair value on the acquisition date and classified as a financial asset or liability in accordance with IAS 39. Subsequent changes in the fair value of the contingent consideration are recognized in profit or loss. If the contingent consideration is classified as an equity instrument, it is measured at fair value on the acquisition date without subsequent remeasurement.

d. Functional currency, presentation currency and foreign currency:

1. Functional currency and presentation currency:

The local currency used in Cote d'Ivoire is the West African CFA Franc ("FCFA"), which has a fixed exchange rate with the Euro (Euro 1 = FCFA 655.957). A substantial portion of the Group's revenues and expenses is incurred in or linked to the Euro. The Group obtains debt financing mostly in FCFA linked to Euros and the funds of the Group are held in FCFA. Therefore, the Company's management has determined that the Euro is the currency of the primary economic environment of the Company and its subsidiaries, and thus its functional currency. The presentation currency is Euro.

2. Transactions, assets and liabilities in foreign currency:

Transactions denominated in foreign currency are recorded upon initial recognition at the exchange rate at the date of the transaction. After initial recognition, monetary assets and liabilities denominated in foreign currency are translated at each reporting date into the functional currency at the exchange rate at that date. Exchange rate differences, other than those capitalized to qualifying assets or accounted for as hedging transactions in equity, are recognized in profit or loss. Non-monetary assets and liabilities denominated in foreign currency and measured at cost are translated at the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currency and measured at fair value are translated into the functional currency using the exchange rate prevailing at the date when the fair value was determined.

e. Cash equivalents:

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of acquisition.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):

f. Financial instruments:

1. Financial assets:

Financial assets are measured upon initial recognition at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets, except for financial assets measured at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

The Company classifies and measures debt instruments in the financial statements based on the following criteria:

- The Company's business model for managing financial assets; and

- The contractual cash flow terms of the financial asset.

a) Debt instruments are measured at amortized cost when:

The Company's business model is to hold the financial assets in order to collect their contractual cash flows, and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial recognition, the instruments in this category are measured according to their terms at amortized cost using the effective interest rate method, less any provision for impairment.

On the date of initial recognition, the Company may irrevocably designate a debt instrument as measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency, such as when a related financial liability is also measured at fair value through profit or loss.

b) Equity instruments and other financial assets held for trading:

Investments in equity instruments do not meet the above criteria and accordingly are measured at fair value through profit or loss.

Other financial assets held for trading, including derivatives, are measured at fair value through profit or loss unless they are designated as effective hedging instruments.
Dividends from investments in equity instruments are recognized in profit or loss when the right to receive the dividends is established.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):

f. Financial instruments (Cont.):

2. Impairment of financial assets:

The Company evaluates at the end of each reporting period the loss allowance for financial debt instruments which are not measured at fair value through profit or loss.

The Company has short-term financial assets such as trade receivables in respect of which the Company applies a simplified approach and measures the loss allowance in an amount equal to the lifetime expected credit losses. An impairment loss on debt instruments measured at amortized cost is recognized in profit or loss with a corresponding loss allowance that is offset from the carrying amount of the financial asset.

As of 31 December 2021, there were no past-due trade receivables.

3. Financial liabilities:

a) Financial liabilities measured at amortized cost:

Financial liabilities are initially recognized at fair value less transaction costs that are directly attributable to the issue of the financial liability.

After initial recognition, the Company measures all financial liabilities at amortized cost using the effective interest rate method.

4. Derecognition of financial instruments:

a) Financial assets:

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire.

b) Financial liabilities:

A financial liability is derecognized when it is extinguished, that is when the obligation is discharged or cancelled or expires.

g. Borrowing costs:

The Group capitalizes borrowing costs that are attributable to the acquisition, construction, or production of qualifying assets which necessarily take a substantial period of time to get ready for their intended use or sale.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):

g. Borrowing costs (Cont.):

The capitalization of borrowing costs commences when expenditures for the asset are incurred, the activities to prepare the asset are in progress and borrowing costs are incurred and ceases when substantially all the activities to prepare the qualifying asset for its intended use or sale are complete. The amount of borrowing costs capitalized in a reporting period includes specific borrowing costs and general borrowing costs based on a weighted capitalization rate.

h. Leases:

The Company accounts for a contract as a lease when the contract terms convey the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee:

For leases in which the Company is the lessee, the Company recognizes on the commencement date of the lease a right-of-use asset and a lease liability, excluding leases whose term is up to 12 months and leases for which the underlying asset is of low value. For these excluded leases, the Company has elected to recognize the lease payments as an expense in profit or loss on a straight-line basis over the lease term. In measuring the lease liability, the Company has elected to apply the practical expedient in the Standard and does not separate the lease components from the non-lease components (such as management and maintenance services, etc.) included in a single contract.

On the commencement date, the lease liability includes all unpaid lease payments discounted at the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate. After the commencement date, the Group measures the lease liability using the effective interest rate method.

On the commencement date, the right-of-use asset is recognized in an amount equal to the lease liability plus lease payments already made on or before the commencement date and initial direct costs incurred. The right-of-use asset is measured applying the cost model and depreciated over the shorter of its useful life or the lease term.
Following are the periods of depreciation of the right-of-use assets by class of underlying asset:

	Years
Land	99
Motor vehicles	5

The Group tests for impairment of the right-of-use asset whenever there are indications of impairment pursuant to the provisions of IAS 36.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):

i. Biological assets:

Biological assets of the Company are fresh fruit bunches (FFB) that grow on palm oil trees. The period of biological transformation of FFB from blossom to harvest and then conversion to inventory and sale is relatively short (about 2 months). Accordingly, any changes in fair value at each reporting date are generally immaterial.

j. Property and equipment:

Property and equipment are stated at cost, net of accumulated depreciation. Palm oil trees before maturity are measured at accumulated cost, and depreciation commences upon reaching maturity.

Depreciation is calculated by the straight-line method over the estimated useful lives of the assets at the following annual rates:

	%
Extraction mill	2.5
Palm oil plantations	3.33
Computers and peripheral equipment	33
Equipment and furniture	15 – 20
Motor vehicles	25
Agriculture equipment	15

The useful life, depreciation method and residual value of an asset are reviewed at least each year-end and any changes are accounted for prospectively as a change in accounting estimate. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized.

k. Impairment of non-financial assets:

The Company evaluates the need to record an impairment of non-financial assets whenever events or changes in circumstances indicate that the carrying amount is not recoverable.

If the carrying amount of non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value less costs of sale and value in use. In measuring value in use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

An impairment loss of an asset, other than goodwill, is reversed only if there have been changes in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. Reversal of an impairment loss, as above, shall not be increased above the lower of the carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognized for the asset in prior years and its recoverable amount. The reversal of impairment loss of an asset presented at cost is recognized in profit or loss.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):

l. Revenue recognition:

Revenue from contracts with customers is recognized when the control over the services is transferred to the customer. The transaction price is the amount of the consideration that is expected to be received based on the contract terms.

In determining the amount of revenue from contracts with customers, the Company evaluates whether it is a principal or an agent in the arrangement. The Company is a principal when the Company controls the promised goods or services before transferring them to the customer. In these circumstances, the Company recognizes revenue for the gross amount of the consideration. When the Company is an agent, it recognizes revenue for the net amount of the consideration, after deducting the amount due to the principal.

Revenue from the sale of goods:

Revenue from sale of goods is recognized in profit or loss at the point in time when the control of the goods is transferred to the customer, generally upon delivery of the goods to the customer.

Contract balances:

Amounts received from customers in advance of performance by the Company are recorded as contract liabilities/advance payments from customers and recognized as revenue in profit or loss when the work is performed. For all years presented in these financial statements, such advances were recognized as revenues in the year subsequent to their receipt.

m. Inventories:

Inventories are measured at the lower of cost and net realizable value. The cost of inventories comprises costs of purchase and costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale. The Company periodically evaluates the condition and age of inventories and makes provisions for slow moving inventories accordingly.

Cost of finished goods inventories is determined on the basis of average costs including materials, labor and other direct and indirect manufacturing costs based on normal capacity.

n. Earnings (loss) per share:

Earnings (loss) per share are calculated by dividing the net income attributable to equity holders of the Company by the weighted number of Ordinary shares outstanding during the period.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.):

o. Earnings (loss) per share:

Potential Ordinary shares are included in the computation of diluted earnings per share when their conversion decreases earnings per share from continuing operations. Potential Ordinary shares that are converted during the period are included in diluted earnings per share only until the conversion date and from that date in basic earnings per share. The Company's share of earnings of investees is included based on its share of earnings per share of the investees multiplied by the number of shares held by the Company.

p. Provisions:

A provision in accordance with IAS 37 is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects part or all of the expense to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense is recognized in profit or loss net of any reimbursement.

q. Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the assumption that the transaction will take place in the asset's or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities measured at fair value or for which fair value is disclosed are categorized into levels within the fair value hierarchy based on the lowest level input that is significant to the entire fair value measurement:

q. Fair value measurement (Cont.):

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - inputs other than quoted prices included within Level 1 that are observable either directly or indirectly.

Level 3 - inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

r. Share-based payment transactions:

The Company's employees / other service providers are entitled to remuneration in the form of equity-settled share-based payment transactions and certain employees / other service providers are entitled to remuneration in the form of cash-settled share-based payment transactions that are measured based on the increase in the Company's share price.

Equity-settled transactions:
The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date on which they are granted. The fair value is determined using an acceptable option model.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

s. Taxes on income:
Current or deferred taxes are recognized in profit or loss, except to the extent that they relate to items which are recognized in other comprehensive income or equity.

1. Current taxes:

The current tax liability is measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period as well as adjustments required in connection with the tax liability in respect of previous years.

2. Deferred taxes:

Deferred taxes are computed in respect of temporary differences between the carrying amounts in the financial statements and the amounts attributed for tax purposes.
Deferred taxes are measured at the tax rate that is expected to apply when the asset

is realized or the liability is settled, based on tax laws that have been enacted or substantively enacted by the reporting date.

s. Taxes on income (Cont.)

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is not probable that they will be utilized. Temporary differences for which deferred tax assets had not been recognized are reviewed at each reporting date and a respective deferred tax asset is recognized to the extent that their utilization is probable.

Taxes that would apply in the event of the disposal of investments in investees have not been taken into account in computing deferred taxes, as long as the disposal of the investments in investees is not probable in the foreseeable future. Also, deferred taxes that would apply in the event of distribution of earnings by investees as dividends have not been taken into account in computing deferred taxes, since the distribution of dividends does not involve an additional tax liability or since it is the Company's policy not to initiate distribution of dividends from a subsidiary that would trigger an additional tax liability.

t. Significant accounting estimates and assumptions used in the preparation of the financial statements:

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. Changes in accounting estimates are reported in the period of the change in estimate.

u. Changes in accounting policies - initial application of new financial reporting and accounting standards and amendments to existing financial reporting and accounting standards:

Amendment to IAS 16, "Property, Plant and Equipment":

In May 2020, the IASB issued an amendment to IAS 16, "Property, Plant and Equipment" ("the Amendment"). The Amendment prohibits a company from deducting from the cost of property, plant and equipment ("PP&E") consideration received from the sales of items produced while the company is preparing the asset for its intended use. Instead, the company should recognize such consideration and related costs in profit or loss.

The Amendment is effective for annual reporting periods beginning on or after 1 January 2022. The Amendment is applied retrospectively, but only to items of PP&E made available for use on or after the beginning of the earliest period presented in the financial statements in which the company first applies the Amendment.

The cumulative effect of initially applying the Amendment is recognized as an adjustment to the opening balance of retained earnings (or other component of equity, as applicable) at the beginning of the earliest period presented.

The application of the Amendment did not have a material impact on the Company's financial statements.

NOTE 3:- DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION

a. Amendment to IAS 1, "Presentation of Financial Statements":
In January 2020, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" regarding the criteria for determining the classification of liabilities as current or non-current ("the Original Amendment"). In October 2022, the IASB issued a subsequent amendment ("the Subsequent Amendment").

According to the Subsequent Amendment:

- Only covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or non-current.

- An entity should provide disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months from the reporting date. This disclosure is required to include information about the covenants and the related liabilities. The disclosures must include information about the nature of the future covenants and when compliance is applicable, as well as the carrying amount of the related liabilities. The purpose of this information is to allow users to understand the nature of the future covenants and to assess the risk that a liability classified as non-current could become repayable within twelve months. Furthermore, if facts and circumstances indicate that an entity may have difficulty in complying with such covenants, those facts and circumstances should be disclosed.

According to the Original Amendment, the conversion option of a liability affects the classification of the entire liability as current or non-current unless the conversion component is an equity instrument.

The Original Amendment and Subsequent Amendment are both effective for annual periods beginning on or after 1 January 2024 and must be applied retrospectively. Early application is permitted.

The Company is evaluating the possible impact of the Amendment on its current loan agreements.

b. Amendment to IAS 8, "Accounting Policies, Changes to Accounting Estimates and Errors":

In February 2021, the IASB issued an amendment to IAS 8, "Accounting Policies, Changes to Accounting Estimates and Errors" ("the Amendment"), in which it introduces a new definition of "accounting estimates".
Accounting estimates are defined as "monetary amounts in financial statements that are subject to measurement uncertainty". The Amendment clarifies the

distinction between changes in accounting estimates and changes in accounting policies and the correction of errors.
The Amendment is to be applied prospectively for annual reporting periods beginning on or after 1 January 2023 and is applicable to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Early application is permitted.

NOTE 3:- DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION (Cont.)

c. Amendment to IAS 12, "Income Taxes":

In May 2021, the IASB issued an amendment to IAS 12, "Income Taxes" ("IAS 12"), which narrows the scope of the initial recognition exception under IAS 12.15 and IAS 12.24 ("the Amendment").

According to the recognition guidelines of deferred tax assets and liabilities, IAS 12 excludes recognition of deferred tax assets and liabilities in respect of certain temporary differences arising from the initial recognition of certain transactions. This exception is referred to as the "initial recognition exception". The Amendment narrows the scope of the initial recognition exception and clarifies that it does not apply to the recognition of deferred tax assets and liabilities arising from transactions that are not a business combination and that give rise to equal taxable and deductible temporary differences, even if they meet the other criteria of the initial recognition exception.

The Amendment applies for annual reporting periods beginning on or after 1 January , 2023, with earlier application permitted. In relation to leases and decommissioning obligations, the Amendment is to be applied commencing from the earliest reporting period presented in the financial statements in which the Amendment is initially applied. The cumulative effect of the initial application of the Amendment should be recognized as an adjustment to the opening balance of retained earnings (or another component of equity, as appropriate) at that date.

The Company estimates that the initial application of the Amendment is not expected to have a material impact on its financial statements.

d. Amendment to IAS 1 - Disclosure of Accounting Policies:

In February 2021, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" ("the Amendment"), which replaces the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. One of the main reasons for the Amendment is the absence of a definition of the term 'significant' in IFRS whereas the term 'material' is defined in several standards and particularly in IAS 1.

The Amendment is applicable for annual periods beginning on or after 1 January 2023. Early application is permitted.

The Company is evaluating the effects of the Amendment on its financial statements.

NOTE 4:- INVENTORY

	31 December	
	2022	2021
	Euros in thousands	
Raw cashew nuts	1,248	1,381
Spare parts, tools & materials	986	771
Kernel cashew nuts	350	-
Palm oil mill final products	334	902
Plants	240	186
	3,158	3,240

NOTE 5:- OTHER ACCOUNTS RECEIVABLE

	31 December	
	2022	2021
	Euros in thousands	
Advance payment to suppliers and prepaid expenses	904	319
Loans to employees	38	29
Government authorities (VAT)	5	10
Prepaid expenses and other receivables	3	7
	950	365

NOTE 6:- INVESTMENT IN PEARLSIDE HOLDINGS LTD

As described in Note 1c, Pearlside Holdings Ltd ("Pearlside") is a subsidiary of the Company. As of 1 January 2021, the Company had a 54% equity interest in Pearlside.

On 8 February 2021, the Company signed an agreement to purchase an additional 16.7% of Pearlside for a total value of £1.062 million (€1.2 million), of which £354,000 (€403 thousand) was settled via the issue of 7,080,000 new Ordinary shares at 5 pence per share (see Note 11), and the remaining £708,000 (€806 thousand) was settled in cash. Following this acquisition, the Company held 70.7% of Pearlside. The difference between the total consideration and the carrying amount of the non-controlling interests, in the amount of € 956 thousand, was recorded as a charge to "capital reserve from transactions with non-controlling interests" in equity.

During 2021 the shareholders of Pearlside invested additional funds as a loan to Pearlside, in order to finance the construction and activity of Pearlside. The portion of the loan provided by the non-controlling interests amounted to €915 thousand. The loan bears no interest and is to be repaid only from available funds of Pearlside. The loan was presented as a current liability in the consolidated statement of financial position as of 31 December 2021.

On 30 December 2022, the Company signed an agreement to purchase the remaining 29.3% held by the non-controlling interests by way of issuing 19,968,701 Ordinary shares of the Company. Based on the market price of the Company's shares on the date of the purchase, the total fair value of the shares amounts to €714 thousand.

Following this acquisition, the Company holds 100% of Pearlside.

Concurrently, it was agreed that the loan in the amount of €915 thousand provided by the non-controlling interests, would only be repaid from the available cash flow from Pearlside, as to be determined in the sole discretion of the board of directors of Pearlside. The Company believes that no repayments of the loan will be made prior to 1 January 2024, and accordingly, the loan has been classified as a non-current loan from a shareholder. As the loan bears no interest, the fair value of the loan in the amount of €630 thousand was calculated based on the present value of estimated future repayments discounted using the prevailing market rate of interest (7.75%) for a similar type of loan.

Of the total fair value of the shares issued in the amount of €714 thousand, € 285 thousand is attributed to the difference (discount) between the nominal amount of the loan from the shareholder and the fair value of the loan. The aggregation of remaining portion of the fair value (€ 429 thousand) and the negative carrying amount (€ 176 thousand) of the non-controlling interests, in the amount of € 605 thousand, has been recorded as a charge to "capital reserve from transactions with non-controlling interests" in equity.

NOTE 7:- PROPERTY AND EQUIPMENT, NET

Composition and movement:

	Computers and peripheral equipment	Equipment and furniture	Motor vehicles	Agricultur e equipment	Extraction mill and land	Palm oil plantations	Cashew processing mill under construction and land	Total
Cost:								
Balance as of 1 January, 2021	282	106	1,552	490	26,281	7,632	12,133	48,476
Additions during the year	87	453	723	-	247	-	3,079	4,589
Disposals during the year	-	-	(149)	-	-	-	-	(149)
Balance as of 1 January, 2022	369	559	2,126	490	26,528	7,632	15,212	52,916
Additions during the year	22	302	482	292	105	-	1,797	3,000
Disposals during the year	-	-	(352)	-	(57)	-	-	(409)
Balance as of 31 December, 2022	391	861	2,256	782	26,576	7,632	17,009	55,507
Accumulated depreciation:								
Balance as of 1 January 2021	177	99	958	409	4,569	1,015	-	7,227
Depreciation	31	15	220	26	861	789	-	1,942
Disposals during the year	-	-	(145)	-	-	-	-	(145)
Balance as of 31 December 2021	208	114	1,033	435	5,430	1,804	-	9,024
Depreciation	55	88	281	68	737	320	5	1,554
Disposals during the year	-	-	(306)	-	-	-	-	(306)
Balance as of 31 December 2022	263	202	1,008	503	6,167	2,124	5	10,272
Depreciated cost at 31 December 2022	128	659	1,249	278	20,409	5,508	17,004	45,235
Depreciated cost at 31 December 2021	161	445	1,093	55	21,098	5,828	15,212	43,892

Substantially all property and equipment are located in Coite d’Ivoire.

NOTE 8:- OTHER ACCOUNTS PAYABLE

	31 December 2022	31 December 2021
	Euros in thousands	
Employees and payroll accruals	1,015	917
VAT payable	467	405
Other accounts payable and accrued expenses	2,370	1,324
	3,852	2,646

NOTE 9:- RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

On 24 June 2008, DekelOil CI SA signed a lease agreement for 42 hectares near the village of Ayenouan, Cote d'Ivoire. The agreement is with the village of Adao and the people occupying the land in Ayenouan. The lease is for 90 years and the payment for the lease is FCFA 3,000,000 (app. € 4,573) per annum.

A subsidiary signed a lease agreement with the government authorities for 6 hectares near the village of Tiabissuo, Cote d’Ivoire. The agreement is for a lease of 99 years with an annual lease payment of 6 million FCFA (app. € 9,146)

The right-of-use assets in respect of the above leases are included in Property and Equipment (Note 7). The balance of the lease liabilities at 31 December 2022 amounted to € 128 (2021 - €169).

NOTE 10:- LOANS

a. Long-term loans:

	Currency	Interest rate as of 31 December 2022	31 December 2022	31 December 2021
			Euros in thousands	
				-
SOGEBOURSE (c.1)	In FCFA	8.4%	2,750	4,568
SIB (c.2)	In FCFA	6.85%	124	256
AgDevCo (c.3)	In Euro	7%	3,600	7,200
BGFI (c.4)	In FCFA	7.5%	711	941
BIDC (c.5)	In FCFA	7.25%	4,573	4,053
NSIA (c.6)	In FCFA	8.5%	2,287	2,287
NSIA (c.7)	In FCFA	7.75%	762	133
BGFI (c.8)	In FCFA	7.75%	1,441	1,524
HUDSON (c.9)	In FCFA	7.5%	15,138	5,991
Poalim (c.10)	In NIS	4.2%	76	-
Mizrachi (c.10)	In NIS	4.2%	72	-
Total loans			31,534	26,953
Less - current maturities			(4,293)	(2,391)
			27,241	24,562

NOTE 10:- LOANS (Cont.)

b. Short-term loans and current maturities:

	31 December	
	2022	2021
	Euros in thousands	
Bank credit line (c.11)	1,378	1,888
Short-term loan from bank	-	1,152
Current maturities - per a. above	4,293	2,391
	5,671	5,431

c. 1. In September 2016 DekelOil CI SA signed a long-term financing facility agreement with a consortium of institutional investors arranged by SOGEBOURSE for a long-term loan of up to FCFA 10 billion (approximately €15.2 million). Of this amount, FCFA 5.5 billion (approximately €8.4 million) was utilized to refinance the West Africa Development Bank („BOAD") loan The loan is repayable over 7 years in fourteen semi annual payments. And bears interest at a rate of 6.85% per annum.
On 22 October 2016 SOGEBOURSE transferred the funds and the BOAD loan was repaid in full.
On 1 February 2018 the DekelOil CI SA drew down a second tranche of FCFA 2.8 billion (€4.34 million) from its FCFA 10 billion (€15.2 million) long-term Syndicated Loan Facility with Sogebourse CI. On the same terms as the first tranche. Part of the funds were used to repay a short-term loan in the amount of €1,524 thousand and a long-term loan in the amount of €497 thousand.

2. In October 2018 DekelOil CI SA signed a loan agreement with Societe Ivorienne de Banque ("SIB") for FCFA 400 million (approximately €610 thousand). The loan is for 5 years and bears interest at a rate of 8.2% per annum. One of the boilers in the CPO extraction mill serves as a security for the loan.

3. In July 2019 DekelOil CI SA signed an agreement with AgDevCo Limited ("AgDevCo"), a leading African agriculture sector impact investor for a €7.2 million loan for a term of 10 years, 4 years of principal grace and 6 years of repayment, with a gross interest rate of 7.5% per annum, variable and based on 12-month Euro Short Term Rate published by the European Central Bank (which replaced the Euro Libor used previously) plus a pre-defined spread, and collared with a minimum rate of 6% per annum and a maximum rate of 9% per annum. In August 2022 DekelOil CI SA repaid €3.6 million out of the €7.2 million. Following this repayment, it was agreed that the interest will be fixed at 7% per annum, and that the remaining loan will be paid in 4 equal annual instalments starting in July 2024. It was also agreed that all financial covenants were canceled. The fixed assets of DekelOil CI SA serves as a security for this loan.

NOTE 10:- LOANS (Cont.)

4. On 7 July 2020 DekelOil CI SA signed a loan agreement with Banque Gabonaise Francaise International ("BGFI") for FCFA 800 million (approximately €1,220 thousand). The loan is for 5 years and bears interest at a rate of 7.25% per annum.

5. On 16 March 2016 Capro CI SA signed a loan agreement with the Bank of Investment and Development of CEDEAO ("EBID") according to which EBID agreed to grant Capro CI SA a facility of 3,000 million FCFA (€ 4,573 thousand). During 2022 Capro CI SA made the last withdrawal under this loan agreement ayth the amount of €520.
   The EBID loan shall bear interest at a rate of 8.5% per annum. The loan has a tenure of seven years and shall be repaid in 20 quarterly installments over five years, commencing after a grace period on principal payments of two years. Principal payments start in January 2022. According to the loan agreement as a security for this loan there is a lien over the equipment of Capro CI SA and an amount of €97 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

6. In 2018 Capro CI SA signed a loan agreement with NSIA bank, Togo ("NSIA Togo") according to which NSIA Togo agreed to grant Capro CI SA a facility of 1,500 million FCFA (€ 2,278 thousand).
   NSIA Togo loan shall bear interest at a rate of 7.25%% per annum. The loan has a tenure of seven years and shall be repaid in 20 quarterly installments over five years, commencing after a grace period on principal payments of two years from the first withdrawal made on 20 February 2020. As a security for this loan there is a lien over the equipment of Capro CI SA and an amount of €49 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

7. On 30 March 2020 Capro CI SA signed a loan agreement with NSIA bank Cote d'Ivoire ("NSIA") according to which NSIA agreed to grant Capro CI SA a facility of 500 million FCFA (€ 762 thousand).
   NSIA loan shall bear interest at a rate of 7.25% per annum. The loan is for two years with one year grace period on principal payments. The loan was fully repaid in 2022.
   In August 2022 Capro CI SA signed a new loan agreement with NSIA for the same amount. The loan will bear interest at a rate of 7.75%. The loan is for two years with one year grace period on principal payments.

8. On 3 February 2020 Capro CI SA signed a loan agreement with Banque Gabonaise Francaise International ("BGFI") for FCFA 1,000 million (approximately €1,542 thousand). The loan shall bear interest at a rate of 7.5% per annum. The loan has a tenure of seven years and shall be repaid in monthly installments over five years, commencing after a grace period on principal payments of two years from the first withdrawal made in September 2020. According to the loan agreement as a security for this loan an amount of €114 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

NOTE 10:- LOANS (Cont.)

9. On 25 January 2021 DekelOil CI SA signed an agreement with Hudson for issuance of a long-term bond of up to 10,000 million FCFA (€15.2 million). The first tranche of 3,930 million FCFA (€ 6 million) was received on 27 January 2021, and the second tranche of 6 billion FCFA (€9.1 million) was received on 24 July 2022. The bond is for 7 years with a 3-year grace for principal repayments. The first tranche of the bond bears annual interest of 7.75% and the second tranche of the bond bears annual interest of 7.25%. According to the agreement DekelOil CI SA accumulates the funds for each payment prior to each payment by a monthly payment to be made for that purpose to a designated deposit account. In addition, a fixed amount has been deposited in a separate bank account. As of 31 December, 2022, the current deposit amounts to €649 thousand (2021 - € 283 thousand) and the non-current deposit amounts to €588 thousand (€239 thousand), respectively.

10. In August and in October 2022 a subsidiary of the Company signed two loan agreements for two vehicles in the amount of €148 thousand (denominated in NIS). The loan is for 5 years with annual interest of 4.2% which is linked to the prime interest rate in Israel.

11. The Company has a line of credit of €3 million from various banks in Cote d'Ivoire. The lines of credit are revolving annually and bear an annual interest rate of 7.75%

NOTE 11:- EQUITY

a. Composition of share capital:

	31 December		31 December	
	2022	2021	2022	2021
	Authorized		Issued and outstanding	
	Number of shares			
Ordinary shares of € 0.0003367 par value each	1,000,000,000	1,000,000,000	557,373,476	535,863,569

Each Ordinary share confers upon its holder voting rights, the right to receive cash and share dividends, and the right to share in excess assets upon liquidation of the Company.

Commencing from December 2019, pursuant to his remuneration contract, the General Manager of the company's subsidiary, shall be issued 400,000 Ordinary Shares per year at par value over the next 3 years, vesting on a monthly basis. The fair value of the Ordinary shares to be issued at the date of grant amounts to € 34 thousand. As of 31 December 2022, all 1,200,000 Ordinary shares are fully vested. 800,000 Ordinary shares were issued to the General Manager in 2022.

On 29 January 2021, the Company raised equity totaling to £3.3 million (€3.7 million, (net of £0.23 million (€0.26 million) fund raising costs) through the placing of 70,000,000 new Ordinary Shares at an issue price of 5 pence per share.

On 8 February 2021, the Company signed an agreement to purchase an additional 16.7% of Pearlside for a total consideration of £1.062 million (€1.2 million), of which £354,000 (€403 thousand) was settled via the issue of 7,080,000 new Ordinary shares at 5 pence per share - see Note 6.

In 2021 (January and September) the Company issued 1,656,029 ordinary shares to certain brokers in consideration for services provided. The fair value of the shares issued amounting to € 64 thousand was recorded in general and administrative expenses.

In 2022 the Company issued 645,037 ordinary shares to certain brokers and suppliers in consideration for services provided and issued 496,169 ordinary shares to a director as a remuneration for his services. The fair value of the shares issued amounting to € 44 thousand was recorded in general and administrative expenses.

See Note 6 for details of issuance of 19,968,701 Ordinary shares valued at €714 thousand (based on the market price of the shares) upon acquisition of non-controlling interest in Pearlside.

NOTE 11:- EQUITY (Cont.)

b. Share option plan:

As of 31 December 2022 and 2021 there are 35,522,314 options outstanding to purchase Ordinary shares at a weighted average exercise price of €0.033.
There are 5,866,667 options outstanding with a weighted average exercise price of €0.023 that may only be exercised if at any point following the date of grant, the 30-day Volume Weighted Average Price of the Ordinary Shares achieves a price per share equal to or exceeding 6.0 pence. This condition has not been met as of 31 December 2022.
Accordingly, as of 31 December 2022 and 2021 there are 29,655,647 options that are exercisable at a weighted average exercise price of €0.035.

During 2022 and 2021, no options were granted, exercised, forfeited or expired.

c. Capital reserve:

The capital reserve comprises the contribution to equity of the Company by the controlling shareholders.

NOTE 12:- REVENUES

a. Substantially all the revenues are derived from the sales of Palm Oil, Palm Kernel Oil and Palm Kernel Cake in Cote d'Ivoire, see also Note 19.

b. Major customers:

	Year ended 31 December	
	2022	**2021**
	Euros in thousands	
Revenues from major customers which each account for 10% or more of total revenues reported in the financial statements:		
Customer A -	9,403	23,925
Customer B -	8,811	5,241

NOTE 13:- FAIR VALUE MEASUREMENT

The fair value of accounts and other receivables, loans, and trade and other payables approximates their carrying amount due to their short-term maturities. The fair value of long-term loans with a carrying amount of €32,164 thousands and €26,953 thousands (including current maturities) as of 31 December, 2022 and 2021, respectively, approximates their fair value (level 3 of the fair value hierarchy).

NOTE 14:- INCOME TAXES

a. Tax rates applicable to the income of the Company and its subsidiaries:

The Company and its subsidiaries, CS DekelOil Siva Ltd and Pearlside Holdings Ltd, were incorporated in Cyprus and are taxed according to Cyprus tax laws. The statutory tax rate is 12.5%.

The carryforward losses (which may be carried forward indefinitely) of the Company are approximately €31 thousand, of CS DekelOil Siva Ltd are approximately €20 thousand, and of Pearlside are approximately €12 thousand.

The subsidiary, DekelOil CI SA, was incorporated in Cote d'Ivoire and is taxed according to Cote d'Ivoire tax laws. Based on its investment plan, DekelOil CI SA received a full tax exemption from local income tax, "Tax on Industrial and Commercial profits," for the thirteen years starting 1 January 2014, 50% tax exemption for the fourteenth year and 25% tax exemption for the fifteenth year.

The tax exemptions were conditional upon meeting the terms of the investment plan, which the Group has met.

The subsidiary, Capro CI SA, was incorporated in Cote d'Ivoire and is taxed according to Cote d'Ivoire tax laws. Based on its investment plan, Capro CI SA received a full tax exemption from local income tax, "Tax on Industrial and Commercial profits," for the thirteen years starting from commencement of production, 50% tax exemption for the fourteenth year and 25% tax exemption for the fifteenth year.

The tax exemptions were conditional upon meeting the terms of the investment plan, which the Group is expecting to meet.

The subsidiary DekelOil Consulting Ltd was incorporated in Israel and is taxed according to Israeli tax laws.

b. Tax assessments:

The Company's subsidiaries, DekelOil CI SA and Capro CI SA received a final tax assessment through 2020 and 2019 respectivly.
As of 31 December 2022, the Company and all its other subsidiaries had not yet received final tax assessments. For DekelOil Consulting LTD the tax assessment prior to 2014 is deemed to be final.

c. The tax expense during the year ended 31 December, 2022, relates to tax of the Company's subsidiaries DekelOil CI SA and DekelOil Consulting Ltd.

NOTE 15:- SUPPLEMENTARY INFORMATION TO THE STATEMENT OF COMPREHENSIVE INCOME

		Year ended 31 December	
		2022	**2021**
		Euros in thousands	
a.	Cost of revenues:		
	Cost of fruit	19,072	23,064
	Maintenance and other operating costs	3,092	3,251
	Salaries and related benefits	1,788	1,937
	Depreciation	1,304	1,684
	Cultivation and nursery costs	717	588
	Vehicles	212	356
		26,185	30,880
b.	General and administrative expenses:		
	Salaries and related benefits	1,741	1,610
	Subcontractors	515	452
	Legal, accounting, and professional fees	274	378
	Depreciation	250	204
	Office expenses	182	160
	Travel expenses	167	84
	Vehicle maintenance	148	118
	Insurance	111	168
	Brokerage and nominated advisor fees	56	99
	Share-based compensation	-	271
	Other	401	325
		3,845	3,869
c.	Finance cost:		
	Interest on loans (*)	1,675	1,438
	Bank fees	638	400
	Exchange rate differences	162	(112)
		2,475	1,726

*) Net of interest capitalized of €434 thousand (2021 - €827 thousand).

NOTE 16:- INCOME (LOSS) PER SHARE

The following reflects the income (loss) and share data used in the basic and diluted earnings per share computations:

	Year ended 31 December	
	2022	2021
	Euros in thousands	
Net income (loss) attributable to equity holders of the Company	(833)	757
Weighted average number of Ordinary shares used for computation of:		
Basic earnings (loss) per share	537,209,718	528,368,244
Diluted earnings (loss) per share	537,209,718	529,217,521

In 2022, share options are excluded from the calculation of diluted loss per share as their effect is antidilutive.

NOTE 17:- BALANCES AND TRANSACTIONS WITH RELATED PARTIES

		Year ended 31 December	
		2022	2021
		Euros in thousands	
a.	Balances:		
	Current:		
	Other accounts payable	286	452
	Non-current:		
	Loan from shareholder (see Note 6)	630	-
b.	Compensation of key management personnel of the Company:		
	Short-term employee benefits	820	801
	Share-based compensation	-	224

c. Significant agreements with related parties:

1. In February 2008, DekelOil Consulting Limited ("Consulting") signed an employment agreement with a shareholder, who is a director of the Company, the CEO of the Company and the chairman of the Board of Directors of DekelOil CI SA. Under the employment agreement, the CEO is entitled to a monthly salary of € 20,000 per month. The agreement is terminable by the Company with 24 months' notice. The total annual salary, social benefits, bonuses and management fee paid to the CEO during 2022 and 2021 was approximately €239 thousand and €217 thousand, respectively.

2. In March 2008, DekelOil Consulting Limited signed an employment agreement with a shareholder, who is a director of the Company, its Deputy CEO and Chief Financial Officer. The agreement was amended on 11 July 2014, by the board of the subsidiary to reflect the same salary terms as those of the CEO described in c

(1) above. The total annual salary and social benefits paid to the employee during 2022 and 2021 was approximately €239 thousand and €217 thousand, respectively.

NOTE 18:- FINANCIAL INSTRUMENTS

a. Classification of financial liabilities:

The financial liabilities in the statement of financial position are classified by groups of financial instruments pursuant to IFRS 9:

	31 December 2022	31 December 2021
	Euros in thousands	
Financial liabilities measured at amortized cost:		
Trade and other payables	5,211	4,022
Short-term loans	1,378	3,040
Long-term lease liabilities	128	169
Loan from shareholder	630	-
Loan from non-controlling interest	-	915
Long-term loans (including current maturities)	31,534	26,947
Total	38,881	35,093

b. Financial risks factors:

The Group's activities expose it to market risk (foreign exchange risk).

Foreign exchange risk:

The Company is exposed to foreign exchange risk resulting from the exposure to different currencies, mainly, NIS and GBP. Since the FCFA is fixed to the Euro, the Group is not exposed to foreign exchange risk in respect of the FCFA. As of December 31, 2022, the foreign exchange risk is immaterial.

Liquidity risk:

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments (including interest payments):

31 December 2022

	Less than one year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	> 5 years	Total
	Euros in thousands						
Long-term loans (1)	6,519	6,942	6,487	7,931	5,423	3,262	36,564
Loan from shareholder	-	-	-	-	-	915	915
Short-term loan	1,378	-	-	-	-	-	1,378
Trade payables and other accounts payable	5,211	-	-	-	-	-	5,211
Long-term lease liabilities	44	44	44	44	34	1,350	1,559
	13,152	6,986	6,531	7,975	5,457	5,527	45,627

NOTE 18:- FINANCIAL INSTRUMENTS (Cont.)

31 December 2021

	Less than one year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	> 5 years	Total
	Euros in thousands						
Long-term loans (1)	4,117	3,269	4,563	4,447	4,225	10,937	31,558
Loan from non-controlling interest	915	-	-	-	-	-	915
Short-term loan	3,040	-	-	-	-	-	3,040
Trade payables and other accounts payable	4,022	-	-	-	-	-	4,022
Long-term lease liabilities	30	15	15	15	15	1,365	1,455
	12,124	3,284	4,578	4,462	4,240	12,302	40,990

Movement in financial liabilities:

	Short term loans	Long term loans (1)	Lease liabilities	Loan from non-controllin g interest (2)	Total
Balance as of 1 January 2021	2,437	23,291	192	-	23,557
Receipt of short-term loan	3,040	-	-	915	3,955
Repayment of long-term lease	-	-	(23)	-	(23)
Repayment of loans	(2,437)	(2,339)	-	-	(4,776)
Receipt of long-term loans	-	5,991	-	-	5,991
Balance as of 31 December 2021	3,040	26,943	169	915	28,704
Receipt of short-term loan	1,378	-	-	-	1,378
Receipt of long-term loan		(4,591)			(4,591)
Repayment of long-term lease			(41)		(41)
Repayment of loans	(3,040)		-	-	(3,040)
Loan discount (2)				285	285
Receipt of long-term loans					
Balance as of 31 December 2022	1,378	31,534	128	630	33,670

1) Including current maturities and accrued interest.

2) 2022 - loan from shareholder, see Note 6.

NOTE 19:- OPERATING SEGMENTS

a. General:

The operating segments are identified based on information that is reviewed by the Company's management to make decisions about resources to be allocated and assess its performance. Accordingly, for management purposes, the Group is organized into two operating segments based on the two business units the Group has. The two business units are incorporated under two separate subsidiaries of the Company, the CPO production unit is incorporated under CS DekelOil Siva Ltd and its subsidiary and the RCN processing plant in commissioning stage is incorporated under Pearlside Holdings Ltd and its subsidiary (see Note 1).

NOTE 19:- OPERATING SEGMENTS (Cont.)

Segment performance (segment income (loss)) and the segment assets and liabilities are derived from the financial statements of each separate group of entities as described above. Unallocated items are mainly the Group's headquarter costs, and taxes on income.

b. Reporting operating segments:

	Crude Palm Oil	Raw Cashew Nut	Unallocated	Total
		Euros in thousands		
Year ended 31 December 2022:				
Revenues-External customers	30,459	746	-	31,205
Segment operating profit (loss)	3,727	(1,430)	(1,122)	1,175
Finance cost	(2,182)	(265)	(28)	(2,475)
Other income	103	-	-	103
Profit (loss) before taxes on income	1,648	(1,695)	(1,150)	(1,197)
Depreciation and amortization	1,383	146	25	1,554
Year ended 31 December 2021:				
Revenues-External customers	37,391	-	-	37,391
Segment operating profit (loss)	3,830	(391)	(797)	2,642
Finance cost	(1,805)	(5)	84	(1,726)
Profit before taxes on income	2,844	(396)	(1,532)	916
Depreciation and amortization	1,861	-	27	1,888

	Crude Palm Oil	Raw Cashew Nut	Unallocated	Total
		Euros in thousands		
As of 31 December 2022:				
Segment assets	36,389	18,291	-	54,680
Segment liabilities	28,427	10,927	-	39,354
As of 31 December 2021:				
Segment assets	35,368	16,307	-	51,51,675
Segment operating profit (loss)	24,397	10,943	-	35,340