Brigade-M3 European Acquisition Corp.

Unaudited Condensed Interim Financial Report ("Interim Report")

For the six months ended 30 June 2023

Brigade-M3 European Acquisition Corp.
Table of Contents
30 June 2023

INTERIM DIRECTORS' REPORT

Introduction

Brigade-M3 European Acquisition Corp. (the "**Company**") is a special purpose acquisition company incorporated under the laws of the Cayman Islands as an exempted company with limited liability. The Company is listed on Euronext Amsterdam, the regulated market operated by Euronext Amsterdam N.V. ("**Euronext Amsterdam**") and is seeking to effect a merger, share exchange, asset acquisition, share purchase, reorganisation or similar business combination with an operating company, which is referred to herein as a business combination ("**Business Combination**").

The Company was formed by Brigade SPAC Sponsor II LLC (the "**Sponsor Entity**"). The Sponsor Entity is controlled by Brigade Capital GP, LLC, which is an affiliate of Brigade Capital Management, LP, together with the group entities that are affiliated with it by way of common control ("**Brigade**"). M3 Euro SPAC Sponsor I, LP ("**M3**") is the strategic partner to the Sponsor Entity.

The unaudited condensed interim financial statements cover the period 1 January 2023 to 30 June 2023 (the "**Reporting Period**").

The Company appointed: (i) Cantor-Aurel and Cantor Fitzgerald Europe ("**Cantor**") as joint global coordinators (collectively, the "**Joint Global Coordinators**"); (ii) Cantor-Aurel as sole bookrunner; (iii) Brigade Capital UK LLP (the "**Financial Adviser**" or "**Brigade UK**"), an affiliate of the Sponsor Entity, as the financial adviser; (iv) ABN AMRO Bank N.V. as the listing and paying agent, and the warrant agent; and (v) HSBC Bank plc (the "**Escrow Agent**") as escrow agent, in each case, in connection with the Offering (as defined below) and admission to listing and trading on Euronext Amsterdam of the Units, Ordinary Shares and Warrants ("**Admission**").

On 8 December 2021, the Company offered by way of private placement 25,000,000 units (the "**Units**"), each consisting of one ordinary share (an "**Ordinary Share**") and one-half (1/2) of a warrant (a "**Warrant**"), at a price of $10.00 per Unit (the "**Offering**"). The Offering ended on 10 December 2021, raising proceeds of $250,000,000, and the Units, Ordinary Shares and Warrants were admitted to listing on Euronext Amsterdam on 10 December 2021. The Company held the proceeds of the IPO in an escrow account administered by the Escrow Agent (the "**Escrow Account**").

More information about the Company, including the Company's Initial Public Offering ("**IPO**") Prospectus dated 8 December 2021 (the "**Prospectus**"), which was approved by the Dutch Authority for the Financial Markets (AFM), can be found on the Company's website – www.BrigadeM3EAC.com

Business and Financial Developments

The Company had until 14 June 2023 to complete a Business Combination (the "**Business Combination Deadline**"). The Company investigated various potential targets and held explorative talks with a selection of them, but despite extensive efforts the Company was unable to find a suitable business combination target prior to the Business Combination Deadline. Upon reaching the Business Combination Deadline, the board of directors of the Company (the "**Directors**" or the "**Board**") initiated the redemption of all listed Units and Ordinary Shares in accordance with the terms and conditions in the Company's articles of association and as disclosed in the Company's Prospectus. On 20 June 2023, redemption proceeds were paid to holders of Units and Ordinary Shares received redemption proceeds from the Escrow Account through payment by the Listing Agent, at a price per Unit or Ordinary Share of $10.20 plus accrued interest of $9,380,492, following which the Escrow Account and appointment of the Escrow Agent were terminated. The formal redemption of the Units and Ordinary Shares then took effect on 21 June 2023 and the redeemed Units and Ordinary Shares were transferred to the Company's treasury.

In addition, the public warrants and the sponsor warrants automatically expired without value on 15 June 2023 following the Business Combination Deadline, in line with the terms and conditions of the warrants and the disclosure in the Prospectus.

Post Redemption

Following the redemption of the Units and Ordinary Shares (and the expiration of the public warrants and the sponsor warrants), the only current outstanding securities of the Company are the sponsor shares, held by the Sponsor Entity and certain directors of the Company.

On 9 August 2023, the sponsor shareholders resolved to (i) change the name of the Company to "BM3EAC Corp."; (ii) redesignate all issued Units held in treasury as Ordinary Shares; (iii) amend the authorised share capital from US$53,000 to US$28,000 to reflect the cancellation of the authorised but unissued Units; and (iv) amend and restate the Company's memorandum and articles of association in order to facilitate the re-purposing and continuation of the Company.

On 12 September 2023, the Board resolved to cancel 25,000,000 Ordinary Shares. Following the cancellation, the Company continued to hold the remaining 25,000,000 Ordinary Shares in treasury, available for re-allocating in the future.

The Sponsor Entity committed additional working capital of $775,000 to cover the anticipated costs associated with the re-purposing and continuation of the Company.

The timetable below shows the dates of the key recent events:

Event	**Date**
Business Combination Deadline	14 June 2023
Last trading day	14 June 2023
Expiration of sponsor warrants and public warrants	15 June 2023
Record date for the redemption of Units and Ordinary Shares	16 June 2023
Payment of redemption proceeds	20 June 2023
Redemption of Units and Ordinary Shares	21 June 2023
Change of name	9 August 2023
Redesignation of Units to Ordinary Shares	9 August 2023
Amendment and restatement of Memorandum and Articles of Association	9 August 2023
Cancellation of 25m Ordinary Shares	12 September 2023

Financial summary as at 30 June 2023:

- Bank account balance: $120,623
- Shareholder's equity: $280,965

During the period 1 January 2023 to 30 June 2023, the Company earned interest income of $6,309,711 on its escrow account. Furthermore, the Company generated unrealized capital gains in the Reporting Period attributable to the fair value recognition of the warrant liabilities. The expenses incurred by the Company in the Reporting Period include, amongst others, legal costs, corporate services, accounting and tax advisory costs, and other operating expenses. This has resulted in a gain of $5,035,758 during the Reporting Period.

Strategy and Business Outlook

Following the redemption and re-purposing of the Company, the Directors intend for the company to continue for a temporary period as an acquisition vehicle, listed on Euronext Amsterdam, and believe that the Company provides an efficient route (by way of merger, share exchange or similar) for an operating company to achieve a public market listing and thereby access to public market capital as well as additional private capital. The Directors continue to believe that the experience, capabilities, relationships and track record of the Directors, Brigade and M3 will be instrumental in identifying compelling target companies.

Director Information

The Company was incorporated on 21 April 2021 as an exempted company with limited liability under the laws of the Cayman Islands with registered number 374650.

The Company is subject to the relevant provisions of Cayman Islands law as well as its Memorandum and Articles of Association. Additionally, the Company voluntarily applies certain principles from the Dutch Corporate Governance Code (the "**DCGC**").

As at the date of this Interim Report, the directors of the Company (the "**Directors**" and, together, the "**Board**"): are:

Name	**Position**
Vijay Rajguru	Executive Director and Chairman of the Board
Rosalia Portela	Executive Director
Steven P. Vincent	Non-Executive Director
Carlos Sagasta	Independent Non-Executive Director
Stephan Walz	Independent Non-Executive Director
Brenda Rennick	Independent Non-Executive Director

Further details on the directors, including their respective management experience and expertise, their powers, responsibilities and functioning, and their mandatory disclosure obligations are set out in the Prospectus.

Interests of the Directors

As at the date of this Interim Report, the interests in the capital instruments of the Company of the Directors remain as disclosed in the Prospectus.

Powers, Responsibilities and Functioning

Pursuant to the Articles of Association, the Directors are granted broad authority to manage the Company's business and may exercise all powers in such respect. The Executive Directors manage the Company's day-to-day business and operations and implement its strategy. The Non-Executive Directors focus on policy and supervising the performance of the duties of all Directors and the general state of affairs of the Company. The Directors may take actions by unanimous written resolution or by a majority vote at a Board meeting.
.

Corporate Governance

As a company incorporated under the laws of the Cayman Islands, there is no statutory corporate governance code applicable to the Company. The laws of the Cayman Islands do however provide that proper corporate governance has to be maintained. Notwithstanding there being no statutory corporate governance code applicable to the Company, the Company has implemented a corporate governance framework consisting of (i) a Board the majority of which consists of directors who, in the Company's estimate, would qualify as independent within the meaning of best practice provision 2.1.8 of the DCGC, were it to apply to the Company, (ii) an Audit Committee and (iii) corporate governance policies, including a Code of Ethics, Diversity Policy, Insider Trading Policy and Corporate Governance Guidelines, each as defined below and each of which can be viewed on the Company's website (www.BrigadeM3EAC.com).

Audit Committee

The Board has appointed from among its Directors an Audit Committee. The Audit Committee consists of Ms. Rennick as chairperson and Mr. Rajguru. The organisation, rules, decision-making and other internal matters of the Audit Committee have been adopted by the Board and are set out in the Company's Audit Committee Charter, available on the Company's website (www.BrigadeM3EAC.com).

Code of Ethics

The Company has adopted a code of ethics (the "**Code of Ethics**") requiring it to avoid, wherever possible, all conflicts of interest, except under guidelines or resolutions approved by the Board (or the Audit Committee, where applicable). Under the Code of Ethics, conflict of interest situations will include any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) involving the Company. In addition, the Audit Committee, pursuant to the terms of reference of the Audit Committee, will be responsible for reviewing and approving related party transactions to the extent that the Company enters into such transactions. The Company's Code of Ethics is available on the Company's website (www.BrigadeM3EAC.com).

Insider Trading Policy

The Company has adopted an insider trading policy (the "**Insider Trading Policy**") setting out, *inter alia*, prohibitions on directly or indirectly conducting or recommending transactions in Company securities while in the possession of inside information. The Company's Insider Trading Policy is available on the Company's website (www.BrigadeM3EAC.com).

Corporate Governance Guidelines

The Company has adopted corporate governance guidelines (the "**Corporate Governance Guidelines**") relating to, *inter alia*, (i) board composition and director qualifications; (ii) the Board's responsibilities; (iii) the Board's meetings and related procedures; (iv) director communications, compensation, orientation and continuing education; (v) leadership development; (vi) the Board's annual performance evaluation; and (vii) means of communicating with the Board. The Company's Corporate Governance Guidelines are available on the Company's website (www.BrigadeM3EAC.com).

Corporate Social Responsibility

The Directors believe that businesses which have established a viable environmental, social and governance ("**ESG**") plan for their future, or that recognise the potential associated with establishing such an ESG plan will experience enhanced expansion relative to those without such a commitment or opportunity for the foreseeable future, and the Directors therefore are also focused on ensuring that the target company meets these criteria. As a consequence, the Company takes into account sustainability and corporate social responsibility factors when evaluating potential target businesses. The factors that will be evaluated relating to the sustainability of the business and opportunity for enhancing such sustainability include: the practices, products and services of the business; the production methods for the products and services, including their relationship to a low-carbon, prosperous, equitable, healthy and safe society; the nature of revenue and the likelihood that current earnings are "borrowing" from future earnings; and overall contribution to equality and long-term benefit to society.

Anti-corruption and Human Rights

The Company complies with the anti-corruption and human rights laws of the countries in which it does business. The Directors shall not take or cause to be taken any action that would reasonably result in the Company not complying with such anti-corruption and/or human rights laws. The Directors are responsible for ensuring that any agents appointed on the Company's behalf are reputable and uphold the Company's standards in this area.

Risks and Risk Management

Risks

Following the redemption of all outstanding Units and Ordinary Shares, as well as the expiry of the warrants, the Directors recognise that the Company is solely owned by the Sponsor Entity and the Directors and that the risks associated with the Company and previously disclosed in the Prospectus should now be read in that context. In particular, the Directors recognise that all risks are currently borne solely by the Sponsor Entity and the Directors, who are fully cognizant of the risks.

The Company is exposed to certain risk factors and events that may or may not occur. A summary of certain risks is set out in the table below and should be read in conjunction with Part II of the Company's Prospectus (available on the Company's website: www.BrigadeM3EAC.com), which discloses what the Directors believe are the most material risks concerning the Company's business, although they may not be the only risks and uncertainties. Additional risks not known to the Company, or currently believed not to be material, could later turn out to have a material impact on the Company.

Risk category	Risk description	Potential impact
Strategic	The Company may face significant competition for Business Combination opportunities	High
Strategic	There is no assurance that the Company will identify suitable Business Combination opportunities	High

Strategic	The ability of the Company to negotiate a Business Combination on favorable terms could be affected by the limited time to complete the Business Combination, although the re-purposing and continuation of the Company mitigates such risk.	Medium
Financial	The Company may need to arrange third-party financing and there can be no assurance that it will be able to obtain such financing, which could compel the Company to restructure or abandon a particular proposed Business Combination	Medium
Financial	If the Company's working capital is insufficient, it could inhibit the Company's search for a target business and therefore the ability to complete a Business Combination	Medium
Operational	The Company's success is dependent upon the Directors, Brigade and/or M3 to identify and execute a Business Combination and the departure of key individuals could adversely affect the Company group of individuals and other key personnel	Medium
Operational	The Company's search for a target business may be materially adversely affected by macroeconomic events as well as other adverse conditions on the public financial markets	Medium
Operational	Harm to the reputation of the Company, the Sponsor (or any of its affiliates) or the Directors may materially adversely affect the Company	Medium

Risk Management

The Board is ultimately responsible for maintaining effective risk management, which includes the Company's risk governance structure, the Company's system of internal controls and the Company's audit approach.

The Company has in place a risk management and internal control system in relation to its financial reporting process and the process of preparing the financial statements. The Board reviews the effectiveness of the system of internal financial, operational and compliance controls, and risk management. The Board examines whether the system of internal controls operated effectively throughout the year (taking into account that due to the size of the Company and its limited operations, segregation of duties is generally limited) and will make recommendations when appropriate.

The Board is of the opinion that, to the best of its knowledge:

- no deficiencies in the effectiveness of the internal risk and control systems have been identified;
- the internal risk management and control systems of the Company provide reasonable assurance that the financial reporting as included in the financial statements do not contain any material inaccuracies;

- there is a reasonable expectation that the Company will be able to continue its operations and meet its liabilities, therefore, it is appropriate to adopt the going concern basis in preparing the financial reporting. This opinion is based on the fact that the Board remains focused on completing a Business Combination and the Sponsor Entity has committed additional working capital sufficient to cover the Company's operations for at least the next 12 months.

No matter how comprehensive a risk management and control system may be, it cannot be assumed to be exhaustive, nor can it provide certainty that it will prevent negative developments from occurring in the Company's business and business environment or that response to risk will be fully effective. The Company's risk management framework is designed to avoid or mitigate rather than to eliminate the risks associated with the accomplishment of the Company's strategic objectives. It provides reasonable assurance but not absolute assurance against material misstatement or loss. In the Reporting Period, the Company has not identified any major failings in its internal risk management and control system.

2023 Unaudited Condensed Interim Financial Statements ("Interim Financial Statements")

The Directors have reviewed and discussed the June 2023 Interim Financial Statements, as prepared by MaplesFS Limited.

The Directors believe the June 2023 Interim Financial Statements of the Company meet all requirements for correctness and transparency.

On behalf of the Directors

28 September 2023

Vijay Rajguru
Chairman

NON-EXECUTIVE DIRECTORS' INTERIM REPORT

The Non-Executive Directors focus on policy and supervising the performance of the duties of all Directors and the general state of affairs of the Company. As at the date of this Interim Report, the Company's Non-Executive Directors are as listed below:

Name	**Position**
Steven P. Vincent	Non-Executive Director
Carlos Sagasta	Independent Non-Executive Director
Stephan Walz	Independent Non-Executive Director
Brenda Rennick	Independent Non-Executive Director

The Non-Executive Directors provide, *inter alia*, a supervisory and oversight function to the Company in relation to its search for a Business Combination and to ensure that any decisions that are reached align with the Company's strategy.

The Non-Executive Directors are aware of the Company's strategic, financial, operational, legal and compliance risks, the internal control and management systems in place, and of the actions taken to manage the risks.

REMUNERATION REPORT

The Directors do not receive any fixed or variable remuneration. As compensation for their services, the Sponsor has assigned Sponsor Shares to each of the Directors (other than to Steven P. Vincent who does not receive any compensation) at the nominal value of $0.0001 per Sponsor Share:

Name	Position	Founder Shares
Vijay Rajguru	Executive Director and chairman of the Board	25,000
Rosalia Portela	Executive Director	20,000
Steven P. Vincent	Non-Executive Director	0
Carlos Sagasta	Independent Non-Executive Director	20,000
Stephan Walz	Independent Non-Executive Director	20,000
Brenda Rennick	Independent Non-Executive Director	20,000

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Interim Report. The Interim Report comprises the Interim Directors' Report, the Interim Financial Statements and some other information. The Directors are responsible for preparing the Interim Report in accordance with applicable law and regulations. The Directors are required by law to prepare the Interim Report for each financial year. The Directors have prepared the Interim Report in accordance with International Financial Reporting Standards ("IFRS"). The Directors must not approve the Interim Report unless they are satisfied that it gives a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the Interim Report, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose, with reasonable accuracy at any time, the financial position of the Company and enable them to ensure that the Interim Report complies with applicable law. The Directors have assessed the effectiveness of the Company's internal risk management and control systems. Though such systems are designed to manage and control risks, they can provide reasonable, but not absolute, assurance against material misstatements. Based on this assessment, to the best of our knowledge and belief, no material failings of the effectiveness of the Company's internal risk management and control systems occurred and the internal risk and control systems provides reasonable assurance that the Interim Financial Statements do not contain any errors of material importance.

Each of the Directors confirm that to the best of their knowledge:

- the Interim Financial Statements, which have been prepared in accordance with IFRS, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Interim Directors' Report gives a true and fair view on the situation on the balance sheet date, the development and performance of the business and the position of the Company of which the financial information is included in the Interim Directors' Report and includes a description of the principal risks that the Company faces; and
- having taken all matters considered by the Board and brought to the attention of the Board during the Reporting Period into account, the Directors consider that the Interim Report, taken as a whole is fair, balanced and understandable. The Directors believe that the disclosures set out in the Interim Report provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

The Directors have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the Directors consider it appropriate to adopt the going-concern basis in preparing the Interim Report.

On behalf of the Company
28 September 2023

Vijay Rajguru
Chairman

Brigade-M3 European Acquisition Corp.
Unaudited Condensed Statement of Financial Position
30 June 2023

	Note	30 June 2023 (Unaudited) $	31 December 2022 (Audited) $
Assets			
Cash	4	120,623	369,832
Escrow account	7	-	258,070,782
Prepayments		269,868	571,562
Forward derivative agreement at fair value through profit or loss	3,14	-	151,500
Total assets		**390,491**	**259,163,676**
Shareholders' equity and liabilities			
Shareholders' equity			
Share capital	8	625	625
Retained earnings/(deficit)		280,340	(4,755,417)
Total shareholders' equity/(deficit)		**280,965**	**(4,754,792)**
Liabilities			
Accrued expenses		109,526	182,000
Units	8	-	120,287,901
Redeemable ordinary shares	8	-	137,300,617
Public Warrants liabilities at fair value through profit or loss	3,8	-	2,350,450
Sponsor warrant liabilities at fair value through profit or loss	3,8	-	3,797,500
Total liabilities		**109,526**	**263,918,468**
Total shareholders' equity and liabilities		**390,491**	**259,163,676**

The notes on pages 16 to 40 form an integral part of these financial statements.

Brigade-M3 European Acquisition Corp.
Unaudited Condensed Statement of Comprehensive Income
For the period from 1 January 2023 to 30 June 2023

	Note	For the period 1 January 2023 to 30 June 2023 $	For the period 1 January 2022 to 30 June 2022 $
Income			
Interest income		6,313,913	163,270
Net unrealised gains/(losses) on financial assets and liabilities at fair value through profit or loss		(13,079,000)	12,264,270
Reversal of interest expense calculated using the effective interest method		12,283,475	-
Other income		216	-
Total income		**5,518,604**	**12,427,540**
Expenses			
Share based payment expense		-	17,436,953
Interest expense calculated using the effective interest method		-	9,389,294
Formation and operational expenses	9	482,846	1,388,513
Total expenses		**482,846**	**28,214,760**
Net gain/(loss) for the period		**5,035,758**	**(15,787,220)**
Total comprehensive income/(loss) for the period		**5,035,758**	**(15,787,220)**
Basic gain/(loss) per share	11	$0.81	($2.53)
Diluted gain/(loss) per share	11	$0.81	($2.53)

The notes on pages 16 to 40 form an integral part of these financial statements.

Brigade-M3 European Acquisition Corp.
Unaudited Condensed Statement of Changes in Equity
For the period from 1 January 2023 to 30 June 2023

	Share capital	Share based payment reserve	Retained earnings	Total
	$	$	$	$
Opening balance – 1 January 2023	**625**	**-**	**(4,755,417)**	**(4,754,792)**
Comprehensive income for the period	-	-	5,035,758	5,035,758
Total comprehensive gain for the period	**-**	**-**	**5,035,758**	**5,035,758**
Capital transactions				
Share based payment reserve	-	-	-	-
Closing balance – 30 June 2023	**625**	**-**	**280,340**	**280,965**

	Share capital	Share based payment reserve	Retained earnings	Total
	$	$	$	$
Opening balance – 1 January 2022	**625**	**2,215,745**	**1,276,339**	**3,492,709**
Comprehensive loss for the period	-	-	(15,787,220)	(15,787,220)
Total comprehensive loss for the period	**-**	**-**	**(15,787,220)**	**(15,787,220)**
Capital transactions				
Share based payment reserve	-	17,436,954	-	17,436,954
Closing balance – 30 June 2022	**625**	**19,652,699**	**(14,510,881)**	**5,142,443**

The notes on pages 16 to 40 form an integral part of these financial statements.

Brigade-M3 European Acquisition Corp.
Unaudited Condensed Statement of Cash Flows
For the period from 1 January 2023 to 30 June 2023

	For the period from 1 January 2023 to 30 June 2023 $	For the period from 1 January 2022 to 30 June 2022 $
Cash flows from operating activities:		
Net income/(loss) for the period	5,035,758	(15,787,220)
Adjustments to reconcile net income/(loss) for the period to net cash used in operating activities:		
Adjustment for:		
Net unrealised (gains)/losses on financial assets and liabilities at fair value through profit or loss	13,079,000	(12,264,270)
Share based payment expense	-	17,436,953
Interest expense calculated using the effective interest method	-	9,389,294
Reversal of interest expense calculated using the effective interest method	(12,283,475)	
Interest income on escrow	(6,309,711)	(162,939)
Underwriting discount expense	-	788,185
Changes in:		
Prepayments	301,694	289,829
Accrued expenses	(72,475)	(82,967)
Net cash used in operating activities	**(249,209)**	**(393,135)**
Net change in cash	**(249,209)**	**(393,135)**
Cash at beginning of the period	369,832	915,515
Cash at end of the period	**120,623**	**522,380**

The notes on pages 16 to 40 form an integral part of these financial statements.

1. General information

Brigade-M3 European Acquisition Corp. (the "Company") is an exempted company with limited liability, incorporated under the laws of the Cayman Islands on 21 April 2021 (date of incorporation). The Company is registered as exempted because its objects are to be carried out mainly outside the Cayman Islands. The Company is a special purpose acquisition company, formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganisation or similar business combination (a "Business Combination") with an operating company.

The Company is registered with the Registrar of Companies under incorporation number 374650 and has its registered office in Grand Cayman, Cayman Islands. Brigade SPAC Sponsor II LLC is the Company's sponsor (the "Sponsor Entity").

The Company was listed on the Euronext Amsterdam Stock Exchange ("Euronext Amsterdam") as of 8 December 2021, having raised US$ 250,000,000 in its IPO of 25,000,000 units at US$ 10 per unit (the "Offering"), and remains listed. An over-allotment option existed but was not exercised. These proceeds were placed in an escrow account as outlined in the prospectus. Each unit was exchangeable for one (1) redeemable ordinary share and one-half (½) of a public warrant. The Company had until 14 June 2023 ("Settlement Date") to complete a Business Combination, (the "Business Combination Deadline"). The Company investigated various potential targets and held explorative talks with a selection of them, and despite extensive efforts the Company was unable to find a suitable business combination target prior to the Business Combination Deadline. Effective 14 June 2023, the Company initiated the redemption (the "Redemption") of all Unit Shares and Ordinary Shares (together, the "Public Shares"), in accordance with the terms and conditions in the Company's articles of association and as disclosed in the Company's Prospectus. The redemption proceeds held in the escrow account were returned to the shareholders at a per-share price of $10.20 plus accrued interest of $9,380,492 on 20 June 2023, following which the Escrow Account and appointment of the escrow agent were terminated. The formal redemption of the Units and Ordinary Shares then took effect on 21 June 2023 and the redeemed Units and Ordinary Shares were transferred to the Company's treasury. Additionally, the public warrants and the sponsor warrants (together, the "Warrants") were automatically expired without value on 15 June 2023 following the Business Combination Deadline, in line with the terms and conditions of the warrants and the disclosure in the Prospectus. Lastly, following the Business Combination Deadline, the Forward Purchase Agreement was terminated without having been exercised. Following the redemption of the Units and Ordinary Shares (and the expiration of the public warrants and the sponsor warrants), the only current outstanding securities of the Company are the sponsor shares, held by the Sponsor Entity and certain directors of the Company. With the support of the Sponsor Entity, the Directors intend for the company to continue as a repurposed acquisition vehicle, remaining listed on Euronext Amsterdam, in the belief that the Company provides an efficient route (by way of merger, share exchange or similar) for an operating company to achieve a public market listing and thereby access to public market capital as well as additional private capital.

The Company has no employees as at 30 June 2023 (2022: same).

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

2.1 Basis of preparation

These interim financial statements for the six months ended 30 June 2023 have been prepared in accordance with IAS 34 Interim Financial Reporting, and should be read in conjunction with the Company's last annual consolidated financial statements as at and for the period ended 31 December 2022 ('last annual financial statements'). They do not include all the information required for a complete set of financial statements prepared in accordance with IFRS Standards. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual financial statements.

2.2 Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets resulting from operations during the reporting period. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements
Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 2.3 – Going concern
- Note 2.5 – Determination of functional currency

Assumptions and estimation uncertainties
Information about assumptions and estimation uncertainties made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following note:

- Note 3 – Fair value measurement

2.3 Going concern

The interim financial statements have been prepared on a going concern basis. Following the Offering and prior to the completion of any Business Combination, the Company will not engage in any operations, other than in connection with the selection, structuring and completion of a Business Combination.

2. Summary of significant accounting policies (continued)

2.3 Going concern (continued)

Following the Redemption, with the support of the Sponsor Entity, the Directors intend for the company to continue for a temporary period as a repurposed acquisition vehicle, remaining listed on Euronext Amsterdam, and in the belief that the Company provides an efficient route (by way of merger, share exchange or similar) for an operating company to achieve a public market listing and thereby access to public market capital as well as additional private capital. The Directors continue to believe that the experience, capabilities, relationships and track record of the Directors, Brigade and M3 will be instrumental in identifying compelling target companies.

There is a reasonable expectation that the Company will be able to continue its operations and meet its liabilities, therefore, it is appropriate to adopt the going concern basis in preparing the financial reporting. This opinion is based on the fact that the Board remains focused on completing a Business Combination and the Sponsor Entity has committed additional working capital sufficient to cover the Company's operations for at least the next 12 months.

2.4 New accounting developments

There are no new accounting developments which are expected to have a significant impact on the Company's financial condition or results of operations.

2.5 Functional and presentation currency

(i) Functional currency

Functional currency is the currency of the primary economic environment in which the Company operates. The majority of the Company's transactions are denominated in USD. The majority of expenses are denominated and paid in USD.

(ii) Transactions and balances

Transactions in foreign currencies are translated into USD at the exchange rate at the dates of the transactions. Foreign currency assets and liabilities are translated into USD using the exchange rate prevailing at the reporting date. Foreign exchange gains and losses arising from translation, if any, are included in the statement of comprehensive income.

2. Summary of significant accounting policies (continued)

2.6 Financial instruments

(i) Recognition and initial measurement

The Company initially recognises financial assets and financial liabilities on the date it becomes a party to the contractual provisions of the instrument. Any gains and losses arising from changes in fair value of the financial assets or financial liabilities at fair value through profit or loss ("FVTPL") are recorded in the statement of comprehensive income.

Financial assets and financial liabilities are measured initially at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement

Financial assets
On initial recognition, the Company classifies financial assets as measured at amortised cost or FVTPL.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on the specified dates to cash flows that are solely payments of principal and interest.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

Financial assets classified at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of comprehensive income. Any gain or loss on derecognition is recognised in the statement of comprehensive income.

Financial assets classified at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest income and foreign exchange gains and losses, are recognised in the statement of comprehensive income. Financial assets include cash and share capital receivable.

2. Summary of significant accounting policies (continued)

2.6 Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

Financial liabilities
Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains or losses, including any interest, are recognised in the statement of comprehensive income.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of comprehensive income. Any gain or loss on derecognition is also recognised in the statement of comprehensive income. Financial liabilities include accrued expenses.

(iii) Amortised cost

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

(iv) 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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The Company measures instruments quoted in an active market at a mid-price because this price provides a reasonable approximation of the exit price.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all the factors that market participants would take into account in pricing a transaction.

The Company recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred.

2. Summary of significant accounting policies (continued)

2.6 Financial instruments (continued)

(v) Impairment

The Company recognises loss allowances for expected credit losses ("ECLs") on financial assets measured at amortised cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- financial assets that are determined to have low credit risk at the reporting date; and
- other financial assets for which credit risk has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

The Company considers a financial asset to have low credit risk when the credit rating of the counter party is equivalent to the globally understood definition of 'investment grade'. The Company considers this to be BBB or higher per Standard and Poor's.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

2. Summary of significant accounting policies (continued)

2.6 Financial instruments (continued)

(v) Impairment (continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Fund expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due; or
- it is probable that the borrower will enter bankruptcy or other financial reorganisation.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

2. Summary of significant accounting policies (continued)

2.6 Financial instruments (continued)

(vi) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset that is derecognised) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of comprehensive income. Any interest in such transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is profit or loss.

2.7 Forward derivative agreements

The forward derivative agreements are instruments that give the Company the right, but not the obligation to issue ("put") ordinary shares at a specified price (the "exercise price") on or before a predetermined date when such right is exercised by cash settlement.

The value of the forward derivative agreement has two components: time value and intrinsic value. A forward derivative agreement has a limited life and expires on a certain date. As the expiration date of a forward derivative agreement approaches, the time value of a forward derivative agreement will decline. In addition, if the share underlying the forward derivative agreement increases in price, the intrinsic value of an in the money forward derivative agreement will decline. Further, if the price of the share underlying the forward derivative agreement exceeds the exercise price of the forward derivative agreement, the forward derivative agreement will expire worthless.

There is no forward derivative agreement as at 30 June 2023.

2.8 Cash

Cash represents cash deposits held at financial institutions. Cash is held at major financial institutions.

2. Summary of significant accounting policies (continued)

2.9 Prepayments

These represent assets for amounts paid prior to the end of the financial period, for which services are yet to be provided to the Company. Prepayments are presented as current assets unless the service is not due to be provided within 12 months after the reporting period.

2.10 Accrued expenses

These amounts represent liabilities for services provided to the Company prior to the end of the financial period, which are unpaid. Accrued expenses are presented as current liabilities unless payment is not due within 12 months after the reporting period.

Accrued expenses are recognised initially at fair value. The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price. Subsequent measurement is at amortised cost using the effective interest method.

2.11 Escrow account

No cash is held in escrow as at 30 June 2023. Cash held in escrow is subject to legal or contractual restriction by third parties as well as restriction as to withdrawal or use, including restrictions that require the cash to be used for a specified purpose and restrictions that limit the purpose for which this cash can be used.

2. Summary of significant accounting policies (continued)

2.12 Units

Units comprise of redeemable ordinary shares and public warrants. Each unit is exchangeable for one (1) redeemable ordinary share and one-half (½) of a public warrant. As of 14 June 2023 the Directors had initiated the redemption of all listed Units and Ordinary Shares in accordance with the terms and conditions in the Company's articles of association and as disclosed in the Company's Prospectus. Additionally, the public warrants were automatically expired without value as of 15 June 2023.

Redeemable ordinary shares

Redeemable ordinary shares are redeemable at the shareholder's option and are classified as financial liabilities.

Redeemable ordinary shares are recognised initially at fair value. The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price. Subsequent measurement is at amortised cost using the effective interest method.

The 'effective interest rate' is calculated on initial recognition of a financial instrument as the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the amortised cost of the financial liability.

In calculating amortisation expense, the effective interest rate is applied to the amortised cost of the liability.

Any amortisation expense on financial liabilities measured at amortised cost is presented in the statement of comprehensive income as interest expense calculated using the effective interest method.

Public warrants

The public warrants are classified as derivative liabilities measured at FVTPL at each reporting period, in accordance with IFRS 9 – *Financial Instruments* ("IFRS 9") and IAS 32 – *Financial Instruments: Presentation* ("IAS 32").

Public warrants are recognised initially at fair value. The fair value of public warrants at initial recognition was determined by a valuation specialist.

Subsequent measurement is at FVTPL with changes in the fair value recorded in the statement of comprehensive income.

2.13 Sponsor shares

Sponsor shares are not redeemable, do not receive any proceeds on liquidation and are classified as equity in the statement of financial position.

Sponsor shares are recognised initially at cost. The best evidence of the cost of an equity instrument at initial recognition is normally the transaction price.

2. Summary of significant accounting policies (continued)

2.14 Sponsor warrants

The sponsor warrants are classified as derivative liabilities measured at FVTPL at each reporting period, in accordance with IFRS 9 – *Financial Instruments* ("IFRS 9") and IAS 32 – *Financial Instruments: Presentation* ("IAS 32").

Sponsor warrants are recognised initially at fair value. The fair value of sponsor warrants at initial recognition was determined by a valuation specialist.

Subsequent measurement is at FVTPL with changes in the fair value recorded in the statement of comprehensive income.

The sponsor warrants were automatically expired without value as of 15 June 2023.

2.15 Taxation

The Company is exempt from all forms of taxation in the Cayman Islands. However, in some jurisdictions, dividend income, interest income and capital gains may be subject to withholding tax imposed in the country of origin. The Company presents withholding tax separately from the dividend income, interest income and investment income in the statement of comprehensive income.

In accordance with IAS 12 - *Income taxes* ("IAS 12"), the Company is required to recognise a tax liability when it is probable that the tax laws of foreign countries require a tax liability to be assessed on the Company's capital gains sourced from such foreign country, assuming the relevant taxing authorities have full knowledge of all the facts and circumstances. The tax liability is then measured at the amount expected to be paid to the relevant taxation authorities, using the tax laws and rates that have been enacted or substantively enacted by the end of the reporting period. There is sometimes uncertainty about the way enacted tax law is applied to offshore investment companies. This creates uncertainty about whether or not a tax liability will ultimately be paid by the Company. Therefore, when measuring any uncertain tax liabilities, management considers all of the relevant facts and circumstances available at the time that could influence the likelihood of payment, including any formal or informal practices of the relevant tax authorities.

The Company considers interest and penalties on related tax liabilities to be an inseparable element of the tax liability and accounts for interest and penalties as if they are within the scope of IAS 12. These amounts would be included within the tax line in the statement of comprehensive income, and the liability would be included within the income tax liability on the statement of financial position.

2. Summary of significant accounting policies (continued)

2.16 Related parties

A party is considered to be related to the Company if:

(i) the party is a person or a close member of that person's family and that person
- has control or joint control over the Company;
- has significant influence over the Company; or
- is a member of the key management personnel of the Company or of a parent of the Company; or

(ii) the party is an entity where any of the following conditions applies:
- the entity and the Company are members of the same group;
- one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- the entity and the Company are joint ventures of the same third party;
- one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company;
- the entity is controlled or jointly controlled by a person identified in (i); and
- a person identified in (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.17 Offering costs

Offering costs consist of costs that are directly related to the Offering and share issuance.

These costs have been charged to the applicable financial instrument using a reasonable allocation methodology, whether to shareholders' equity or financial liability, upon issuance of the associated financial instruments. If the associated financial instrument is a financial liability carried at amortised cost, the offering costs will be capitalised. If the financial liability is subsequently carried at FVTPL, offering costs are expensed.

All offering costs were allocated to the applicable financial instruments for the respective financial periods, if applicable.

3. Fair value measurement

A number of the Company's accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a valuation specialist who reports directly to the Board. The Board has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The management team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of the Standards, including the level in the fair value hierarchy in which the valuations should be classified.

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

- 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 for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 - Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. The determination of what constitutes "observable" requires significant judgement by management. Fair values of financial assets and liabilities that are traded in active markets are based on quoted market prices or price quotations from a broker that provides an unadjusted price from an active market for identical instruments. A market is regarded as "active" if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an on-going basis.

The determination of fair value for financial assets and financial liabilities for which there is no observable market price requires the use of valuation techniques. For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgement depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

3. Fair value measurement (continued)

Valuation techniques

If there is no quoted price in an active market, then the Company uses valuation models such as Black Scholes Option Pricing Model which has been used in valuing sponsor warrants and the Monte Carlo Simulation Model for valuing public warrants. These models maximise the use of relevant observable inputs and minimise the use of unobservable inputs. These valuation techniques incorporate all of the factors that market participants would take into account in pricing a transaction. They will also consider or take into account the contract terms (including the strike price and contract maturity) and multiple inputs (including the price of the Company's ordinary shares, volatility, risk-free rate and the term to the Company's business combination). Valuation techniques include the use of methods to determine key inputs such as volatility. Volatility is assessed by comparison with similar instruments for which observable market prices exist.

Valuation models that employ significant unobservable inputs require a higher degree of management judgement and estimation in the determination of fair value. Management judgement and estimation are usually required for the selection of the appropriate valuation model to be used.

The fair value of the financial instruments are determined by the Board upon consultation with a valuation specialist with reference to significant unobservable inputs. Fair values reflect the credit risk of the Company and the instruments themselves.

The valuation specialist has used a net present valuation calculation in determining the fair value of the forward derivative agreement, incorporating the present value of funding cost, expected term and the risk-free rate, to value this financial instrument.

In order to value the public warrants, if applicable, the valuation specialist has used a Monte Carlo Simulation Model because this can explicitly model the possibility of redemption at the option of the Company. Which can happen at any point within the public warrant's exercise period. The Black Scholes Option Pricing Model was instead considered in determining the value of sponsor warrants because the path-dependent nature of the redemption provisions do not apply to the sponsor warrants.

3. Fair value measurement (continued)

Fair value hierarchy – Financial instruments measured at FVTPL

As at 30 June 2023, the Company did not hold any financial instruments at fair value through profit or loss. As such no fair value hierarchy is presented at 30 June 2023.

The following table summarises the valuation of the Company's financial instruments within the fair value hierarchy levels at 31 December 2022:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Financial assets at fair value through profit or loss				
Forward purchase agreement at FVTPL	-	-	151,500	151,500
	-	-	151,500	151,500
Financial liabilities at fair value through profit or loss				
Public warrant liabilities at FVTPL	-	2,350,450	-	2,350,450
Public warrant liabilities, included in units at FVTPL	-	2,024,551	-	2,024,551
Sponsor warrant liabilities at FVTPL	-	3,797,500	-	3,797,500
	-	8,172,501	-	8,172,501

Changes in level 3 measurements

The following table presents the changes in the Company's financial instruments classified in Level 3 of the fair value hierarchy for the period from 1 January 2023 to 30 June 2023 and year ended 31 December 2022:

	2023		2022	
	$	$	$	$
	Forward purchase agreement	Warrants	Forward purchase agreement	Warrants
Beginning of period/year	**151,500**	**-**	**1,841,750**	**(17,794,825)**
Net unrealised gain/(loss) on financial assets and liabilities at FVTPL	(151,500)	-	(1,690,250)	9,622,325
Transfer from level 3 to 2	-	-	-	8,172,500
End of period	**-**	**-**	**151,500**	**-**

There were no transfers between levels for the period ended 30 June 2023 and the year ended 31 December 2022.

3. Fair value measurement (continued)

Changes in level 3 measurements (continued)

As at 30 June 2023, the Company did not hold any financial instruments at fair value through profit or loss. As such no unobservable inputs table and related information is presented at 30 June 2023.

As of 31 December 2022, the forward derivative agreement had not been included in a significant unobservable inputs table as it was valued based on unobservable inputs that were not deemed to be significant.

4. Cash

	30 June 2023	**31 December 2022**
	$	**$**
Current account	120,623	369,832
Total cash	**120,623**	**369,832**

The amounts available to the Company in the current account are used to fund the operational costs related to working capital and search for a company or business for Business Combination.

5. Financial risk management

The Audit Committee monitors the effectiveness of the Company's internal control systems, internal audit system and risk management system with respect to financial reporting. Financial risks principally include market risk, liquidity risk and credit risk. There has been no change during the period to the manner in which these risks are managed and measured.

5.1. Market risk management

Market risk is the risk that the value of financial assets will fluctuate as a result of changes in market prices whether those changes are caused by factors specific to the individual assets or factors affecting all assets in the market. Market risk includes interest, currency and other market price risk.

Interest risk

As at 30 June 2023, the Company held cash in an interest-bearing account. As at 31 December 2022, the majority of the Company's restricted cash held in the Escrow Account was held in an interest-bearing account denominated in USD. As such, the Company was primarily exposed to the financial risks associated with the effects of fluctuations in the prevailing levels of interest rates on its financial position and cash flows.

5. Financial risk management (continued)

5.1. Market risk management (continued)

Cash flow sensitivity analysis for variable-rate instruments

A cash flow sensitivity analysis for the variable rate of cash held in the Escrow Account for the period from 1 January 2023 to 30 June 2023 was not disclosed because, as at 30 June 2023, no amounts were held in the Escrow Account.

A reasonably possible change of 100 basis points in interest rates at 31 December 2022 would have increased/ (decreased) equity and profit or loss by the amounts shown below.

	Profit or loss	
	100 bp increase	**100 bp decrease**
	$	**$**
31 December 2022		
Escrow Account	(30,708)	30,708
Cash flow sensitivity	(30,708)	30,708

Currency risk

As at 30 June 2023 and 31 December 2022, the Company did not hold any financial assets or financial liabilities denominated in currencies other than its functional currency. Consequently, the Company is not directly exposed to risks associated with fluctuating exchange rates. As the Company has minimal exposure to currency risk, management considers that no foreign exchange rate sensitivity analysis is required.

Other market price risk

As at 30 June 2023, the Company did not hold financial assets and financial liabilities and was therefore not exposed to other market price risk. As at 31 December 2022, the Company held financial assets and financial liabilities that are valued by the valuation specialists, including the forward derivative agreement, Sponsor Warrants, Public Warrants and Public Warrants included as a component part of the Units. These financial assets and financial liabilities are measured at fair value by a valuation specialist using the observed public warrant price as the major input in the valuation model. The balance of the Public and Sponsor Warrants as of 31 December 2022 was $8,172,501. If the fair value per unit of both instruments was 50 bp higher / (lower), it would result in an increase / (decrease) of $ 40,863 / ($40,863) to the balance. This reasonable 50 bp assumption shows the effect of the unit fair value on the equity and profit and loss of the Company.

5.2. Liquidity risk management

Liquidity risk is the risk that the Company may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

5. Financial risk management (continued)

5.2. Liquidity risk management (continued)

As at 30 June 2023, the cash available in the current account, amounting to $120,623 (31 December 2022: $369,832) will be used to settle the operational costs of the Company. Additionally, should the Company not have adequate funds to meet the expenditure required for operating its business through the next 12 months, the Sponsor Entity can fund any excess costs through the issuance of debt instruments to the Company, such as a promissory note.

The table below summarises the maturity profile of the Company's financial assets and liabilities at 30 June 2023.

	Less than 3 months $	3 - 12 months $	12 - 18 months $	Total $
Assets				
Cash	120,623	-	-	120,623
	120,623	-	-	120,623
Liabilities				
Accrued expenses	-	109,526	-	109,526
	-	109,526	-	109,526
Net liquidity position	120,623	(109,526)	-	11,097

5. Financial risk management (continued)

5. 2. Liquidity risk management (continued)

The table below summarises the maturity profile of the Company's financial assets and liabilities at 31 December 2022.

	Less than 3 months	3 - 12 months	12 - 18 months	Total
	$	$	$	$
Assets				
Cash	369,832	-	-	369,832
Escrow account	-	258,070,782	-	258,070,782
Forward derivative agreement at FVTPL	-	151,500	-	151,500
	369,832	258,222,282	-	258,592,114
Liabilities				
Redeemable Ordinary Shares	-	137,300,617	-	137,300,617
Units	-	120,287,901	-	120,287,901
Public Warrant liabilities at FVTPL	-	2,350,450	-	2,350,450
Sponsor Warrant liabilities at FVTPL	-	3,797,500	-	3,797,500
Accrued expenses	-	182,000	-	182,000
	-	263,918,468	-	263,918,468
Net liquidity position	369,832	(5,696,186)	-	(5,326,354)

5. Financial risk management (continued)

5. 3. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

The assets of the Company comprise of cash held in a trust account with Goldman Sachs as at 30 June 2023. For the year ended 31 December 2022, the majority of the assets of the Company comprise cash and the Escrow Account that are held in separate trust accounts with HSBC and Goldman Sachs respectively. .

The probability of default of these custodians is deemed low based on the following credit ratings as at 30 June 2023 and 31 December 2022:

Credit Ratings	Balance as at 30 June 2023 ($)	Moody's	Standard & Poor's	Fitch
Goldman Sachs	120,623	A2	BBB+	A
	120,623			

Credit Ratings	Balance as at 31 December 2022 ($)	Moody's	Standard & Poor's	Fitch
Goldman Sachs	369,832	A2	BBB+	A
HSBC	258,070,782	A3	A-	A+
	258,440,614			

Counterparty risk
As at 30 June 2023, the Company is not exposed to counterparty risks.

5. 4. Capital risk management

The Sponsor Entity or its affiliates may fund any excess costs, as disclosed in note 2.3.

6. Acquisition

The Company made no acquisitions during the period 1 January 2023 to 30 June 2023 (2022: same).

7. Escrow Account

During the period 1 January 2023 to 30 June 2023, the Company earned interest income of $6,313,913 on its escrow account. On 20 June 2023, redemption proceeds were paid to holders of Units and Ordinary Shares from the Escrow Account through payment by the Listing Agent, at a price per Unit or Ordinary Share of $10.20 plus accrued interest of $9,380,492, following which the Escrow Account and appointment of the Escrow Agent were terminated.

8. Capital instruments

8.1 Authorised share capital

The authorised share capital of the Company at 30 June 2023 and 31 December 2022 is $53,000 divided into 250,000,000 Redeemable Ordinary Shares of a par value of $0.0001 each, 30,000,000 Sponsor Shares of a par value of $0.0001 each and 250,000,000 unit shares of a par value of $0.0001.

8.2 Sponsor shares

Following the redemption of the Units and Ordinary Shares on 21 June 2023 (and the expiration of the public warrants and the sponsor warrants), the only outstanding securities of the Company are the 6,250,000 sponsor shares, held by the Sponsor Entity and certain directors of the Company as at 30 June 2023.

8.3 Public Warrants and Sponsor Warrants

The public warrants and sponsor warrants automatically expired without value on 15 June 2023 following the Business Combination Deadline, in line with the terms and conditions of the warrants and the disclosure in the Prospectus.

8.4 Units and Ordinary Shares

On 21 June 2023 the outstanding Units and Ordinary Shares were redeemed and transferred to the Company's treasury, resulting in a total of 25,000,000 Units and 25,000,000 Ordinary Shares being held in treasury as at 30 June 2023.

9. Operating costs

Total formation and operational expenses of the Company for the period ended 30 June 2022 amounted to $482,846 (30 June 2022: $1,388,513), which includes insurance expense of $302,493 (30 June 2022: $305,000) and audit fees of $51,500 (30 June 2022: $81,000).

10. Dividends

No dividends were paid or declared by the Company during the period ended 30 June 2023 and year ended 31 December 2022.

11. Net gain/(loss) per share

11.1. Basic net loss per share

	For the period 1 January 2023 to 30 June 2023$	For the period 1 January 2022 to 30 June 2022 $
Numerator		
Net gain/(loss) for the period used in basic earnings per share	5,035,758	(15,787,220)
Total net gain/(loss) for the period used in basic earnings per share	5,035,758	(15,787,220)
Denominator		
Weighted average number of sponsor shares used in basic loss per share	625	625
Total weighted average number of sponsor shares used in basic loss per share	6,250,000	6,250,000

The weighted average number of shares does not consider redeemable ordinary shares because these instruments are not accounted for as equity, but rather as a financial liability.

11.2. Diluted net earnings per share

The Company has reviewed the dilution factors and concluded that there are no instruments that have dilutive potential as at 30 June 2023 (2022: same). As there is uncertainty as to the likelihood of an initial Business Combination, the potential dilutive effects of redeemable ordinary shares, sponsor warrants and public warrants have not been factored into the above weighted average number of shares. The conditions for conversion of these instruments to equity have not been satisfied at the reporting date.

12. Related party transactions

All legal entities that can be controlled, jointly controlled or significantly influenced by the Company are considered to be a related party. Also, entities which can control, jointly control or significantly influence the Company are considered a related party. In addition, statutory and supervisory directors and close relatives are regarded as related parties.

Subsequent to the redemption of Units and Ordinary shares, the Sponsor Shares carry voting rights of 100% of total shares eligible to vote, of which the directors hold 1.7%. Each Ordinary Share (other than shares in treasury) are eligible to vote. Sponsor Shares have the same voting rights as Ordinary Shares do.

During the period ended 30 June 2023, the forward derivative agreement with Brigade-M3 European FPA L.P. (the "Purchaser") was automatically terminated on the Business Combination Deadline. Total fair value of the forward agreement derivative as at 31 December 2022 was $151,500.

There were no other related party transactions for the period ending 30 June 2023.

30 June 2023 (2022: same)	Number of shares, beginning of period	Issued	Transfers	Forfeited/ Dispossessed	Number of shares, end of period
<u>Sponsor shares</u>					
Brigade SPAC Sponsor II LLC	6,145,000	-	-	-	6,145,000
Vijay Rajguru (Executive director and chairman)	25,000	-	-	-	25,000
Rosalia Portela (Executive director)	20,000	-	-	-	20,000
Carlos Sagasta (Non-executive director)	20,000	-	-	-	20,000
Stephan Walz (Non-executive director)	20,000	-	-	-	20,000
Brenda Rennick (Non-executive director)	20,000	-	-	-	20,000
	6,250,000	-	-	-	6,250,000

13. Income tax

The Company is domiciled in the Cayman Islands. Under the current laws of the Cayman Islands, there is no income, estate, corporation, capital gains or other taxes payable by the Company. As a result, no provision for Cayman Islands' taxes has been made in the financial statements.

Overseas withholding taxes may be charged on certain investment income and capital gains of the Company. No withholding taxes have been incurred or paid during the period ended 30 June 2023 (2022: same).

The Company has concluded that there was no impact on the results of its operations relating to taxation for the period ended 30 June 2023 (2022: same).

14. Accounting classification and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy as at 30 June 2023.

30 June 2023	Carrying Value	Fair Value	Fair value hierarchy level
Financial assets measured at amortised cost			
Cash	120,623	120,623	Level 1
Prepayments	269,868	269,868	Level 1
	390,491	390,491	
Financial liabilities measured at amortised cost			
Accrued expenses	109,526	109,526	Level 2
	109,526	109,526	

14. Accounting classification and fair value (continued)

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy as at 31 December 2022.

31 December 2022	Carrying Value	Fair Value	Fair value hierarchy level
Financial assets measured at fair value			
Forward purchase agreement	151,500	151,500	Level 3
	151,500	151,500	
Financial assets measured at amortised cost			
Cash	369,832	369,832	Level 1
Escrow account	258,070,782	258,070,782	Level 1
	258,440,614	258,440,614	
Financial liabilities measured at fair value			
Public Warrant liabilities	2,350,450	2,350,450	Level 2
Public Warrant liabilities, included in Units	2,024,551	2,024,551	Level 2
Sponsor Warrant liabilities	3,797,500	3,797,500	Level 2
	8,172,501	8,172,501	
Financial liabilities measured at amortised cost			
Redeemable Ordinary Shares	137,300,617	131,625,172	Level 2
Redeemable Ordinary Shares, included in Units	118,263,350	113,374,828	Level 2
Accrued expenses	182,000	182,000	Level 2
	255,745,967	245,182,000	

15. Subsequent events

On 9 August 2023, the holders of the shares in the Company resolved to (i) change the name of the Company from Brigade-M3 European Acquisition Corp. to “BM3EAC Corp.”; (ii) redesignate all issued Units held in treasury as Ordinary Shares; (iii) amend the authorised share capital from US$53,000 to US$28,000 to reflect the cancellation of the authorised but unissued Units; and (iv) amend and restate the Company’s memorandum and articles of association in order to facilitate the re-purposing and continuation of the Company.

On 12 September 2023, the Board resolved to cancel 25,000,000 Ordinary Shares. Following the cancellation, the Company continued to hold the remaining 25,000,000 Ordinary Shares in treasury, available for re-allocating in the future.