Half Year Report 2024

Landis+Gyr

Contents

Letter to Shareholders

Dear Landis+Gyr Shareholders,

We see a tremendous amount of change in our industry with a rapidly rising energy demand around the globe due to electrification, but also due to end consumers demanding more insight into their energy usage. We all want to deploy and use resources in an informed and sustainable way. Our integrated edge-to-enterprise solutions are engineered to empower utilities and people all over the world to drive efficiencies and the decarbonization of the grid. We want to offer our customers a choice to utilize the power of flexible solutions to optimize their operations, always with the goal of creating value.

Creating Value by Focusing on the Americas Market Opportunity

Our suite of mission-critical infrastructure solutions, including software, communication networks, services, and sensor technologies is recognized through a continued high backlog, demonstrating the appreciation our customers express for Landis+Gyr as a partner of choice.

As our largest market, the Americas region offers the greatest opportunity to empower our customers with higher value software and services solutions and we are proud of our strong customer relationships, delivering trusted and secure critical infrastructure as a single-source partner for many utilities, that consistently delivers both close to 100% customer satisfaction and retention ratings. We continue to hold a leading position in an attractive market, characterized by strong industry fundamentals, and our leading integrated edge-to-enterprise solution offering is differentiated and highly valued as such by our customers.

In our EMEA region, the market focus and customer expectations are fundamentally different. Over the past few years, we have succeeded in optimizing our production footprint and, as a result, EMEA is well positioned to elevate its margin profile in the future. However, we believe that a different approach to business and value creation is required compared to the Americas.

Therefore, the Board of Directors of Landis+Gyr has decided to review actions to drive value creation for all stakeholders. By focusing Landis+Gyr on the highly attractive Americas region, we intend to pool our resources and focus on the market which is most aligned with our strategy of providing integrated edge-to-enterprise energy management solutions.

In addition, the Board has decided that this is the right time to evaluate strategic options for the best value creation from the EMEA business.

With strong focus on our future asset allocation and value creation in the North American market, to access a larger pool of capital, and to facilitate the comparison with our key sector peers, we believe there may be a good case for a US listing over the medium-term. It is also certainly helpful that we already report in US Dollar and under US-GAAP. As a result, the merits of a potential US listing over the medium-term have to be carefully assessed as well, also taking into account the best interest of our existing shareholders.

Throughout this process, we remain laser-focused on our customers' success and will ensure business continuity across all levels of the organization. We take a tremendous amount of pride in the strong relationships we have built with our customers and are deeply committed to continue to serve our customers and end consumers with leading technologies, customer-success driven teams, and an unwavering passion for innovation and sustainability

First Half Financial Year 2024 Results

We are pleased with the results for the first half of financial year 2024 especially on the back of an extraordinarily strong FY 2023. Order intake of USD 812.1 million for the first half of FY 2024 was driven by a continued strong order intake in the Americas, resulting in a sustained high committed backlog of almost USD 3.7 billion, and a solid book-to-bill ratio of 0.9. Net revenue decreased by 4.3% in constant currency, to USD 925.6 million during the first half of financial year 2024 compared to the corresponding prior period, due to project timing in EMEA. Adjusted EBITDA increased 60 basis points year-over-year to 11.7% or USD 108.2 million due to operational efficiencies, proceeds of real estate sales in India, and a continued recover of supply chain cost.

Free Cash Flow (excl. M&A) was USD (13.5) million, affected by timing of collections, a back end loaded FY 2024 delivery plan and timing of unbilled receivables. We managed to maintain a robust balance sheet with low net debt to trailing twelve months Adjusted EBITDA ratio of 1.01x.

Net income attributable to shareholders was USD 48.2 million, resulting in diluted earnings per share amount of USD 1.67.

Outlook for FY 2024

We reconfirm our outlook for FY 2024. As already communicated, we expect a back end loaded financial year with low single-digit net revenue growth for FY 2024. With a continued recovery of supply chain costs and the operational efficiency measures taken, the Adjusted EBITDA margin is expected to be between 11% and 13% of net revenue. We will continue to actively manage operating working capital with a strong focus on cash conversion.

Enabling Sustainable Resource Management

We continue to elevate our efforts to decarbonize grids around the world and optimize our own operations to have a meaningful sustainable impact.

Through consistently high investments in innovative technologies and solutions, we strive to further increase our positive impact on the environment and continue to link 20% of our short-term incentive (STI) for all bonus-eligible employees to ESG targets, driving sustainable progress in support of the UN Sustainable Development Goals.

In addition, in September, we were awarded the prestigious Platinum medal from EcoVadis, the highest possible distinction awarded under this rating, placing us within the top 1% of companies rated by EcoVadis in our peer group. This recognition underscores our strong commitment to sustainability and the successful integration of sustainable practices across our business operations.

As we continue to support our customers on their decarbonization journeys, we are proud to say that in 2023, we were able to help avoid more than 8.9 million tons of CO_2 through our large installed smart metering base.

A History of Reinvention & Commitment

For over 128 years, we have served the market as a leading innovator. We have led the energy industry with innovation, introduced numerous firsts, and continue to support our customers as a partner of choice because of this ongoing legacy. This was only possible, because we embraced change at every turn and kept on reinventing ourselves. Our strategic transformation positions us well to deliver sustained profitable growth going forward and we are convinced that we have the right strategic focus to continue to deliver shareholder value in the years to come. Positioned in the sweet spot of the energy transition, we continue to develop and deliver leading innovation as the demand for intelligence at the edge for smarter, resilient, reliable and sustainable grids continues to increase.

On the one hand, in order to create value, we need to be laser-focused on delivering a new best for our customers every day. Only with truly differentiated solutions and exemplary service are we able to defend and expand our market position. We can only achieve this by creating an environment in which our employees can thrive and are enabled to win.

On the other hand, we need to pursue a strategy that creates value by focusing on those regions that offer the highest level of profitable growth and that are most aligned with our strategy of providing leading edge-to-enterprise solutions.

We have been entrusted with and are responsible for our employees', customers' and shareholders' success and embrace the fact that change is inevitable, but success is optional; and it is our privilege to actively shape our Company's future and create this success together.

Our teams around the world are motivated and driven by the ambition to provide leading energy efficiency solutions. We proudly serve our customers in partnership to empower people around the world to manage energy better and would like to thank our over 6,700 employees around the globe for their continued dedication, passion, and entrepreneurial spirit to solidify our leading position and ensure continuous leading-edge innovation, customer satisfaction, and speed to market.

Our customers' ambitious goals to serve communities around the globe with safe and reliable energy and to decarbonize the grid, inspire us every day and we would like to thank our customers and partners for their continued trust and partnership.

We are excited about our transformational journey as we continue to execute on our strategy with a strong focus on offering leading energy efficiency technology to our customers, expanding our strong partnerships, driving profitable growth and, thus, contributing to sustainable global development.

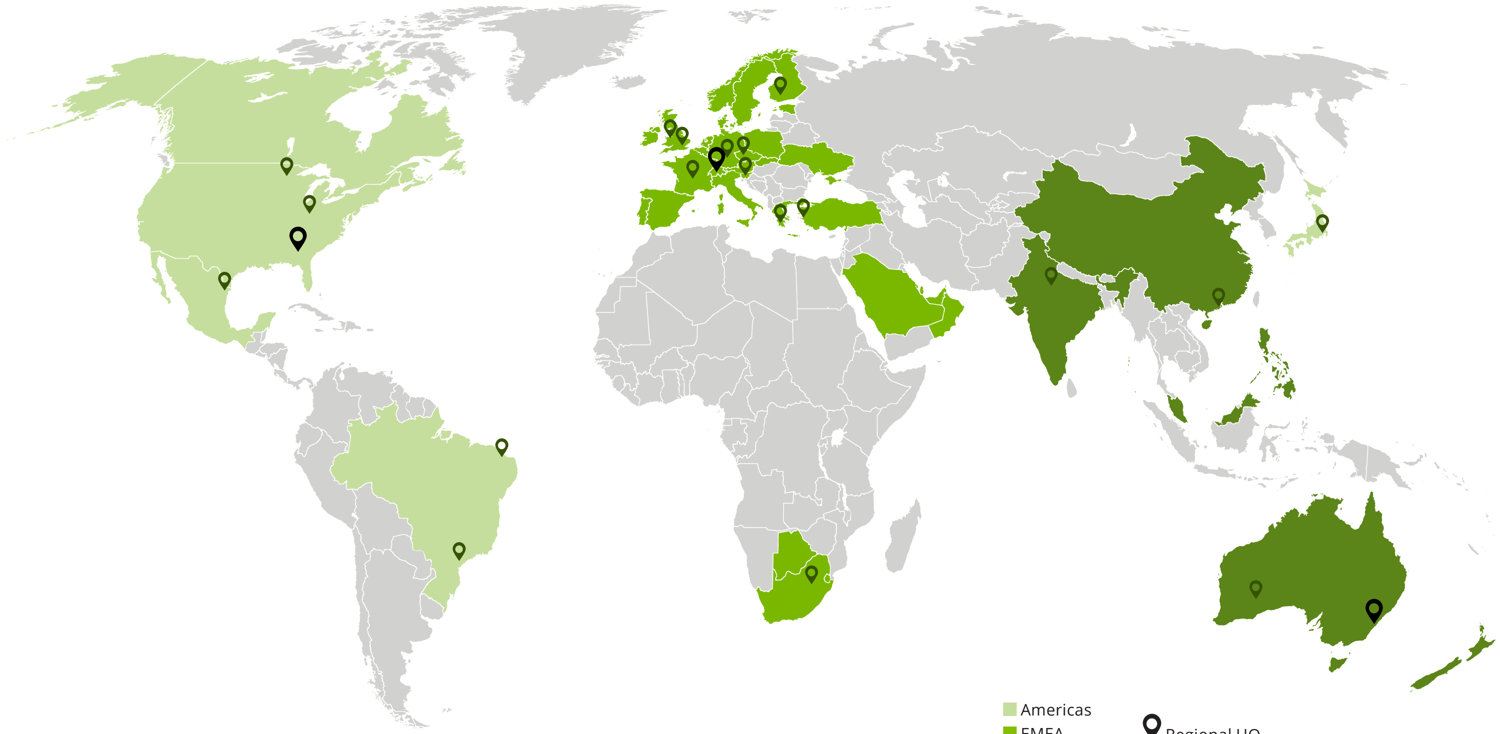
On behalf of all of us at Landis+Gyr, we thank you, our shareholders, for your continued support of and ownership in Landis+Gyr, and that you have joined us in driving our mission to manage energy better – together.

Yours sincerely,

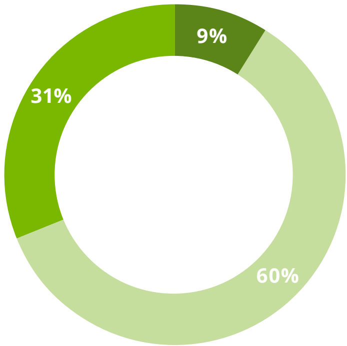
Andreas Umbach
Chair

Werner Lieberherr
Chief Executive Officer

H1 2024 at a Glance



Net Revenue Split



Americas
EMEA
APAC

Americas
EMEA
APAC

Regional HQ
R&D Centers / Manufacturing

Platinum Rating (Top 1%)

ESG Risk Rating of 7.4 (Negligible Risk)

Company grade: B+

AA-rated since 2018

Prime Rating (top decile)

Key Figures

Committed Backlog

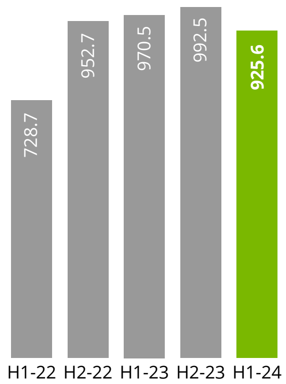
3,645.1

in million USD

Net Revenue

925.6

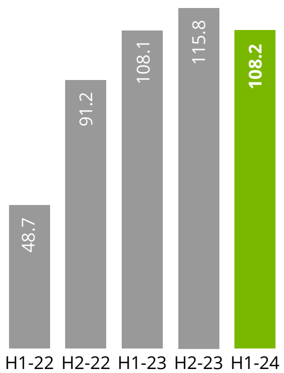
in million USD



Adjusted EBITDA

108.2

in million USD

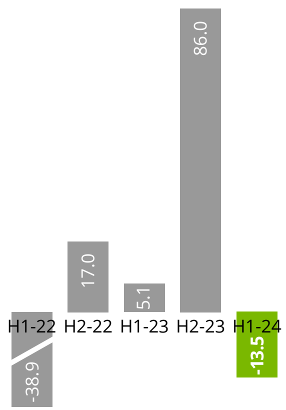


Free Cashflow

(excluding M&A)[1]

(13.5)

in million USD



KEY FIGURES

(in million USD, unless otherwise indicated)	Six months ended September 30, 2024	2023	CHANGE USD	Constant Currency
Order Intake	812.1	958.1	(15.2%)	(15.2%)
Committed Backlog	3,645.1	3,730.5	(2.3%)	(3.3%)
Net revenue	925.6	970.5	(4.6%)	(4.3%)
Reported EBITDA	108.5	99.8	8.7%	
Adjusted EBITDA	108.2	108.1	0.1%	
Adjusted EBITDA as % of net revenue	11.7%	11.1%		
Operating income	71.6	64.2	11.5%	
Net income attributable to Landis+Gyr Group AG Shareholders	48.2	41.2	17.0%	
Earnings per share – basic (USD)	1.67	1.43	16.8%	
Earnings per share – diluted (USD)	1.67	1.43	16.8%	
Free Cash Flow excluding M&A[1]	(13.5)	5.1	–	
Cash provided by operating and investing activities	(13.5)	5.1	–	
Net Debt	226.3	134.2	68.6%	

NET REVENUE TO EXTERNAL CUSTOMERS

Americas	558.7	564.8	(1.1%)	(0.2%)
EMEA	286.1	321.6	(11.0%)	(11.4%)
Asia Pacific	80.7	84.1	(4.0%)	(4.1%)
Total	**925.6**	**970.5**	**(4.6%)**	**(4.3%)**

ADJUSTED EBITDA

Americas	96.3	89.9	7.1%
EMEA	(5.6)	6.7	–
Asia Pacific	20.3	8.6	136.0%
Corporate unallocated	(2.8)	2.9	–
Total	**108.2**	**108.1**	**0.1%**

1 Net cash provided by operating activities, minus net cash used in investing activities, excluding merger & acquisition activities.

Due to rounding, numbers presented may not add to the totals provided.

Interim Consolidated Financial Statements (unaudited)

Interim Consolidated Statements of Operations (unaudited)

USD in thousands, except per share data	SIX MONTHS ENDED SEPTEMBER 30, 2024	2023
Net revenue	**925,561**	**970,466**
Cost of revenue	642,083	676,617
Gross profit	**283,478**	**293,849**
Operating expenses		
Research and development	88,574	94,758
Sales and marketing	36,457	38,985
General and administrative	68,760	78,062
Amortization of intangible assets	18,080	17,866
Operating income	**71,607**	**64,178**
Other income (expense), net	(5,803)	(12,487)
Income before income tax expense	**65,804**	**51,691**
Income tax expense	(17,368)	(11,171)
Net income before noncontrolling interests	**48,436**	**40,520**
Net income (loss) attributable to noncontrolling interests	262	(718)
Net income attributable to Landis+Gyr Group AG Shareholders	**48,174**	**41,238**
Earnings per share:		
Basic	1.67	1.43
Diluted	1.67	1.43
Weighted average number of shares used in computing earnings per share:		
Basic	28,869,423	28,868,796
Diluted	28,908,889	28,936,263

The accompanying notes are an integral part of these Interim Consolidated Financial Statements.

Interim Consolidated Statements of Comprehensive Income (unaudited)

USD in thousands	SIX MONTHS ENDED SEPTEMBER 30, 2024	2023
Net income before noncontrolling interests	**48,436**	**40,520**
Other comprehensive (loss) income:		
Foreign currency translation adjustments, net of income tax expense	10,656	(6,372)
Pension plan benefits liability adjustments, net of income tax expense	(8,112)	(6,606)
Comprehensive income	**50,980**	**27,542**
Net loss attributable to noncontrolling interests, net of tax	(262)	718
Foreign currency translation adjustments attributable to the noncontrolling interests	(190)	84
Comprehensive income attributable to Landis+Gyr Group AG Shareholders	**50,528**	**28,344**

The accompanying notes are an integral part of these Interim Consolidated Financial Statements.

Interim Consolidated Balance Sheets (unaudited)

USD in thousands, except share data	September 30, 2024	March 31, 2024
ASSETS		
Current assets		
Cash and cash equivalents	111,528	127,837
Accounts receivable, net of allowance for doubtful accounts of USD 5.3 million and USD 6.1 million	418,731	337,578
Inventories, net	248,340	237,525
Prepaid expenses and other current assets	108,366	108,641
Total current assets	**886,965**	**811,581**
Property, plant and equipment, net	118,915	121,550
Intangible assets, net	158,545	178,307
Goodwill	1,053,135	1,051,670
Deferred tax assets	71,131	64,888
Other long-term assets	215,305	216,396
TOTAL ASSETS	**2,503,996**	**2,444,392**
LIABILITIES AND EQUITY		
Current liabilities		
Trade accounts payable	180,843	155,171
Accrued liabilities	42,681	41,605
Warranty provision – current	27,500	30,206
Payroll and benefits payable	52,663	81,770
Short-term debt	81,386	4,404
Operating lease liabilities – current	14,524	14,794
Other current liabilities	99,022	96,354
Total current liabilities	**498,619**	**424,304**

USD in thousands, except share data	September 30, 2024	March 31, 2024
Long-term debt	249,142	248,151
Warranty provision – noncurrent	15,608	12,964
Pension and other employee liabilities	28,807	26,751
Deferred tax liabilities	32,645	33,562
Tax provision	21,636	20,128
Operating lease liabilities – noncurrent	65,936	68,049
Other long-term liabilities	67,278	58,967
Total liabilities	**979,671**	**892,876**
Redeemable noncontrolling interests	**–**	**5,035**
Commitments and contingencies – Note 15		
Shareholders' equity		
Landis+Gyr Group AG shareholders' equity Registered ordinary shares (28,908,944 and 28,908,944 issued shares at September 30, 2024, and March 31, 2024, respectively)	302,756	302,756
Additional paid-in capital	953,662	1,029,603
Retained earnings	334,032	285,858
Accumulated other comprehensive loss	(67,164)	(69,518)
Treasury shares, at cost (16,324 and 54,456 shares at September 30, 2024, and March 31, 2024, respectively)	(1,209)	(4,014)
Total Landis+Gyr Group AG shareholders' equity	**1,522,077**	**1,544,685**
Noncontrolling interests	2,248	1,796
Total shareholders' equity	**1,524,325**	**1,546,481**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**2,503,996**	**2,444,392**

The accompanying notes are an integral part of these Interim Consolidated Financial Statements.

Interim Consolidated Statements of Changes in Shareholders Equity (unaudited)

	Registered ordinary shares								
USD in thousands except for shares	**Shares**	**Amount**	**Additional paid-in capital**	**Retained earnings**	**Accumulated other compre-hensive loss**	**Treasury shares**	**Total Landis+Gyr Group AG equity**	**Noncontrolling interests**	**Total shareholders' equity**
Balance at March 31, 2023	**28,908,944**	**302,756**	**1,100,179**	**176,105**	**(52,418)**	**(5,069)**	**1,521,553**	**1,283**	**1,522,836**
Net income (loss)	–	–	–	41,238	–	–	41,238	(718)	40,520
Foreign currency translation adjustments, net of income tax expense	–	–	–	–	(6,288)	–	(6,288)	(84)	(6,372)
Pension plan benefits liability adjustments, net of income tax expense	–	–	–	–	(6,606)	–	(6,606)	–	(6,606)
Net loss allocated to redeemable noncontrolling interests	–	–	–	–	–	–	–	1,128	1,128
Adoption of ASU 2016-13	–	–	–	(224)	–	–	(224)	–	(224)
Dividends paid (CHF 2.20 per share)	–	–	(70,780)		–	–	(70,780)	–	(70,780)
Share-based compensation	–	–	2,498	–	–	–	2,498	–	2,498
Delivery of shares	–	–	(2,918)	–	–	2,918	–	–	–
Balance at September 30, 2023	**28,908,944**	**302,756**	**1,028,979**	**217,119**	**(65,312)**	**(2,151)**	**1,481,391**	**1,609**	**1,483,000**
Balance at March 31, 2024	**28,908,944**	**302,756**	**1,029,603**	**285,858**	**(69,518)**	**(4,014)**	**1,544,685**	**1,796**	**1,546,481**
Net income	–	–	–	48,174	–	–	48,174	262	48,436
Foreign currency translation adjustments, net of income tax expense	–	–	–	–	10,466	–	10,466	190	10,656
Pension plan benefits liability adjustments, net of income tax expense	–	–	–	–	(8,112)	–	(8,112)	–	(8,112)
Purchase of treasury shares	–	–	–	–	–	(2,521)	(2,521)	–	(2,521)
Dividends paid (CHF 2.25 per share)	–	–	(72,473)	–	–	–	(72,473)	–	(72,473)
Share-based compensation	–	–	1,858	–	–	–	1,858	–	1,858
Delivery of shares	–	–	(5,326)	–	–	5,326	–	–	–
Balance at September 30, 2024	**28,908,944**	**302,756**	**953,662**	**334,032**	**(67,164)**	**(1,209)**	**1,522,077**	**2,248**	**1,524,325**

The accompanying notes are an integral part of these Interim Consolidated Financial Statements.

Interim Consolidated Statements of Cash Flows (unaudited)

USD in thousands	SIX MONTHS ENDED SEPTEMBER 30, 2024	2023
Cash flow from operating activities		
Net income before noncontrolling interests	48,436	40,520
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	36,864	35,580
Share-based compensation	1,858	2,498
Gain on disposal of property, plant and equipment	(8,982)	(63)
Loss (income) on foreign exchange, net	(1,388)	5,917
Change in allowance for doubtful accounts	(795)	(3,463)
Deferred income tax	(5,406)	(2,297)
Change in operating assets and liabilities, net of effect of businesses acquired and effect of changes in exchange rates:		
Accounts receivable	(71,863)	37,043
Inventories, including advance payments	(9,668)	(63,291)
Trade accounts payable	17,305	(5,825)
Other assets and liabilities	(11,824)	(22,613)
Net cash provided by (used in) operating activities	**(5,463)**	**24,006**
Cash flow from investing activities		
Payments for property, plant and equipment	(11,688)	(18,696)
Payments for intangible assets	(51)	(829)
Proceeds from the sale of property, plant and equipment	3,728	659
Net cash used in investing activities	**(8,011)**	**(18,866)**

USD in thousands	SIX MONTHS ENDED SEPTEMBER 30, 2024	2023
Cash flow from financing activities		
Proceeds from third party facility	283,219	165,218
Repayment of borrowings to third party facility	(208,764)	(109,105)
Purchase of treasury shares	(2,521)	–
Purchase of redeemable noncontrolling interests	(5,063)	–
Dividends paid	(72,473)	(70,780)
Net cash used in financing activities	**(5,602)**	**(14,667)**
Net decrease in cash and cash equivalents	**(19,076)**	**(9,527)**
Cash and cash equivalents at beginning of period, including restricted cash	127,837	117,986
Effects of foreign exchange rate changes on cash and cash equivalents	2,767	(1,623)
Cash and cash equivalents at end of period, including restricted cash	**111,528**	**106,836**
Reconciliation of cash, cash equivalents, and restricted cash reported in the Interim Consolidated Balance Sheet		
Cash and cash equivalents	111,528	106,227
Restricted cash included in other long-term assets	–	609
Total cash, cash equivalents, and restricted cash shown in the Interim Consolidated Statement of Cash Flows	**111,528**	**106,836**
Supplemental cash flow information		
Cash paid for income tax	11,182	12,753
Cash paid for interest	10,983	8,391

The accompanying notes are an integral part of these Interim Consolidated Financial Statements.

Notes to Interim Consolidated Financial Statements (unaudited)

Note 1: General Information

Landis+Gyr Group AG ("Landis+Gyr") and its subsidiaries (together, the "Company" or the "Group") form a leading global provider of integrated energy management solutions to utilities. The Company is organized in a geographical structure which corresponds to the regional segments of the Americas, Europe, Middle East and Africa ("EMEA"), and Asia Pacific. Landis+Gyr offers a comprehensive portfolio of products, solutions and services, including meters and related devices, communications technologies and software applications that are essential to the measurement and management of energy distribution and consumption.

Landis+Gyr's registered ordinary shares are listed on the SIX Swiss Exchange (Valor number: 37115349; ISIN: CH0371153492; Ticker symbol: LAND).

The following notes relate to the Interim Consolidated Financial Statements of Landis+Gyr for each of the six months ended September 30, 2024, and September 30, 2023.

The Interim Consolidated Financial Statements have not been audited. They were approved for publication by the Board of Directors on October 29, 2024.

Note 2: Summary of Significant Accounting Policies

2.1 Basis of Presentation
The unaudited Interim Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP") for interim financial information and accordingly do not include all information and disclosures as required by US GAAP for complete financial statements. Therefore, such financial information should be read in conjunction with the audited Consolidated Financial Statements for the financial year ended March 31, 2024.

In the opinion of the management, these unaudited Interim Consolidated Financial Statements reflect all adjustments necessary to fairly state the Consolidated Balance Sheets, Statements of Operations, Statements of Comprehensive Income, Cash Flows and Changes in Shareholders' Equity for the interim periods presented. Management considers all such adjustments to be of a normal recurring nature.

All amounts are presented in United States dollars ("USD"), unless otherwise stated.

2.2 Use of Estimates
The preparation of Consolidated Financial Statements in accordance with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the Interim Consolidated Financial Statements and accompanying notes. Actual results may differ materially from these estimates.

Global economic impacts beyond the Company's control, such as pandemics and various ongoing conflicts around the world, may create disruption in customer demand and global supply chains, resulting in market volatility, which the Company continues to monitor, and where reasonably possible, to manage and mitigate. A major disruption in the global economy and supply chain could have a material adverse effect on the Company's business, prospects, financial condition, results of operations, and cash flows.

2.3 Recent Accounting Pronouncements Applicable for Future Periods

In August 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-05 – Business Combinations – Joint Venture Formations (Subtopic 805-60): Recognition and Initial Measurement, which provides guidance on the initial recognition of contributions received by a joint venture. The update requires joint ventures to initially measure all contributions received upon their formation at fair value. Before ASU 2023-05, there was no authoritative guidance in US GAAP that addressed how a joint venture should recognize contributions received. As a result, there has been diversity in practice, with some joint ventures accounting for contributions received on a carryover basis and others at fair value. This update is effective prospectively for the Company for annual and interim reporting periods beginning April 1, 2025, with early adoption permitted. The Company intends to apply the revised guidance to any newly formed joint ventures with a formation date on or after April 1, 2025.

In November 2023, the FASB issued ASU 2023-07 – Segment Reporting (Topic 280) – Improvements to Reportable Segment Disclosures, which amends the reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 is effective for the Company's consolidated financial statements as of March 31, 2025, and interim financial reports for the six-month period ending September 30, 2025, with early adoption permitted. These amendments are to be applied retrospectively to all prior periods presented in the consolidated financial statements. The Company is currently evaluating the impact this standard will have on its consolidated financial statements disclosures.

In December 2023, the FASB issued ASU 2023-09 – Improvements to Income Tax Disclosures, which amends Income Taxes (Topic 740). The FASB issued this update to improve annual basis income tax disclosures related to (1) rate reconciliation, (2) income taxes paid, and (3) other disclosures related to pretax income (or loss) and income tax expense (or benefit) from continuing operations. This amendment is effective for the Company on April 1, 2025, with early adoption permitted. These amendments are to be applied on a prospective basis. Retrospective application is permitted. The Company is currently evaluating the impact this standard will have on its consolidated financial statements disclosures.

Note 3: Shareholders' Equity

As of September 30, 2024, and March 31, 2024, the capital structure reflected 28,908,944 issued registered ordinary shares with restricted transferability. The restricted transferability is related to the fact that the Board of Directors can reject a shareholder not disclosing the beneficial owner.

Registered ordinary shares carry one vote per share, as well as the right to dividends.

Conditional Share Capital

The share capital of the Company may be increased by up to CHF 4,500,000 by issuing up to 450,000 fully paid-in registered shares with a nominal value of CHF 10 each, upon the exercise of option rights or in connection with similar rights regarding shares granted to officers and employees at all levels of the Company and its group companies according to respective regulations and resolutions of the Board of Directors. This conditional share capital has been approved and is available for use. As of September 30, 2024, no shares were issued from this conditional share capital.

Furthermore, the share capital of the Company may be increased by up to CHF 28,908,940 by the issuance of up to 2,890,894 paid-in registered shares with a nominal value of CHF 10 each through the exercise or mandatory exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone or in connection with bonds, notes, loans, options, warrants or other securities or contractual obligations of the Company or any of its subsidiaries. As of September 30, 2024, no shares were issued from this conditional share capital.

Capital Band

The Company has a capital band ranging from CHF 260,180,500 (lower limit) to CHF 317,998,380 (upper limit). The Board of Directors shall be authorized within the capital band to increase or reduce the share capital once or several times and in any amounts or to acquire or dispose of shares directly or indirectly until June 22, 2026, or until an earlier expiry of the capital band. The capital increase or reduction may be effected by issuing up to 2,890,894 fully paid-in registered shares with a nominal value of CHF 10 each and cancelling up to 2,890,894 registered shares with a nominal value of CHF 10 each, as applicable, or by increasing or reducing the nominal value of the existing shares within the limits of the capital band.

Until June 22, 2026, or an earlier expiry of the capital band, the total number of newly issued shares which may be issued with the restriction or withdrawal of advance subscription rights or pre-emptive rights (1) from the conditional capital and (2) from the capital band must not exceed 2,890,894 new shares.

Treasury Shares

From time to time, the Company may repurchase shares of its common stock under programs authorized by the Board of Directors. Share repurchases are made in the open market and in accordance with applicable securities laws. Shares repurchased are displayed separately as Treasury shares in the Interim Consolidated Financial Statements.

The changes in Treasury shares during the six-month periods ended September 30, 2024, and September 30, 2023, were as follows:

TREASURY SHARES

	SIX MONTHS ENDED SEPTEMBER 30,			
	2024	**2024**	2023	2023
	Number of shares	**Average acquisition price per share (in CHF)**	Number of shares	Average acquisition price per share (in CHF)
Treasury shares – opening balance as of April 1	54,456	69.93	54,764	91.98
Purchases	30,000	75.22	–	–
Delivery of shares	(68,132)	71.21	(29,268)	97.93
Treasury shares – closing balance as of September 30	**16,324**	**74.33**	**25,496**	**85.14**

In the six-month period ended September 30, 2024, the Company delivered 68,132 shares out of the treasury stock, of which 64,780 were allotted to employees eligible under the long-term incentive plan (“LTIP”), and 3,352 shares were related to the share-based remuneration of the Company’s Board of Directors.

In the six-month period ended September 30, 2023, the Company delivered 29,268 shares out of the treasury stock, of which 26,193 were allotted to employees eligible under the long-term incentive plan (“LTIP”), and 3,075 shares were related to the share-based remuneration of the Company’s Board of Directors.

Dividend

At the Annual General Meeting of Shareholders on June 25, 2024, shareholders approved the proposal of the Board of Directors to distribute CHF 2.25 per share to shareholders. The declared dividend amounted to CHF 64.9 million (USD 72.5 million at the exchange rate prevailing on June 25, 2024) and was paid in July 2024.

At the Annual General Meeting of Shareholders on June 22, 2023, shareholders approved the proposal of the Board of Directors to distribute CHF 2.20 per share to shareholders. The declared dividend amounted to CHF 63.5 million (USD 70.8 million at the exchange rate prevailing on June 22, 2023) and was paid in June 2023.

Accumulated Other Comprehensive Income (Loss)

The components of accumulated other comprehensive loss (AOCL) of Landis+Gyr Group AG consist of:

ACCUMULATED OTHER COMPREHENSIVE LOSS

	SEPTEMBER 30,	
USD in thousands	**2024**	2023
Foreign currency translation adjustments, net of tax	(53,912)	(70,225)
Pension plan benefits liability adjustments, net of taxes of USD 2,123 and USD (1,420) as of September 30, 2024, and September 30, 2023, respectively	(13,252)	4,913
Accumulated other comprehensive loss	**(67,164)**	**(65,312)**

The following tables present the reclassification adjustments in AOCL by component:

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) – H1 2024

USD in thousands	**Defined benefit pension items**	**Foreign currency items**	**Total**
Beginning balance, April 1, 2024	**(5,140)**	**(64,378)**	**(69,518)**
Other comprehensive income (loss) before reclassifications	(7,847)	10,466	2,619
Amounts reclassified from accumulated other comprehensive income (loss)	(265)	–	(265)
Net current-period other comprehensive income (loss)	(8,112)	10,466	2,354
Ending balance, September 30, 2024	**(13,252)**	**(53,912)**	**(67,164)**

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) – H1 2023

USD in thousands	**Defined benefit pension items**	**Foreign currency items**	**Total**
Beginning balance, April 1, 2023	**11,519**	**(63,937)**	**(52,418)**
Other comprehensive loss before reclassifications	(6,397)	(6,288)	(12,685)
Amounts reclassified from accumulated other comprehensive income (loss)	(209)	–	(209)
Net current-period other comprehensive loss	(6,606)	(6,288)	(12,894)
Ending balance, September 30, 2023	**4,913**	**(70,225)**	**(65,312)**

The pension plan benefits liability adjustment, net of taxes, in the AOCL changed by USD (8.1) million and USD (6.6) million in the six-month periods ended September 30, 2024, and September 30, 2023, respectively. These changes represent the movement of the current year activity including the reclassified amounts from AOCL to net income:

AOCL – PENSION PLAN BENEFIT LIABILITY ADJUSTMENT

	SIX MONTHS ENDED SEPTEMBER 30,	
USD in thousands	**2024**	2023
Amortization of actuarial loss	303	359
Amortization of prior service credit	(568)	(568)
Amounts reclassified from other comprehensive income (loss) to net income[1]	**(265)**	**(209)**
Net actuarial loss	(8,930)	(6,996)
Total before tax	**(9,195)**	**(7,205)**
Tax benefit	1,083	599
Total other comprehensive loss from defined benefit pension plans (net of tax) for the half year ended September 30,	**(8,112)**	**(6,606)**

1 These accumulated other comprehensive income components are included in the computation of net periodic pension costs (see Note 12: Pension and Post Retirement Benefit Plans for additional details).

Note 4: Earnings per Share

Basic earnings per share is calculated by dividing net income by the weighted average number of shares outstanding during the period.

Diluted earnings per share is calculated by dividing net income by the weighted average number of shares outstanding during the period, assuming that all potentially dilutive securities were exercised, if dilutive. Potentially dilutive securities comprise shares granted subject to certain conditions under the Company's share-based payment arrangements.

Treasury shares are not considered outstanding for share count purposes, and they were excluded from the average number of ordinary shares outstanding for the purpose of calculating the basic and diluted earnings per share.

The following table sets forth the computation of basic and diluted earnings per share (EPS):

EARNINGS PER SHARE

	SIX MONTHS ENDED SEPTEMBER 30,	
USD in thousands, except per share data	**2024**	2023
Basic earnings per share		
Net income attributable to Landis+Gyr Group AG Shareholders	48,174	41,238
Weighted-average number of shares used in computing earnings per share	**28,869,423**	**28,868,796**
Basic earnings per share attributable to Landis+Gyr Group AG shareholders	**1.67**	**1.43**
Diluted earnings per share		
Net income attributable to Landis+Gyr Group AG Shareholders	48,174	41,238
Weighted-average number of shares used in computing earnings per share	28,869,423	28,868,796
Effect of dilutive securities	39,466	67,467
Adjusted weighted-average number of shares outstanding	**28,908,889**	**28,936,263**
Diluted earnings per share attributable to Landis+Gyr Group AG shareholders	**1.67**	**1.43**

For the six months ended September 30, 2024, there were 343,110 potentially dilutive securities from the Company's share-based long-term incentive plans, of which 39,466 were included in the computation of the adjusted weighted-average number of shares outstanding. The remaining 303,644 securities could be dilutive in future periods.

For the six months ended September 30, 2023, there were 346,082 potentially dilutive securities from the Company's share-based long-term incentive plans, of which 67,467 were included in the computation of the adjusted weighted-average number of shares outstanding.

Note 5: Other Income (Expense), net

The components of Other income (expense), net were as follows:

OTHER INCOME (EXPENSE), NET

	SIX MONTHS ENDED SEPTEMBER 30,	
USD in thousands	**2024**	2023
Interest income	1,163	948
Interest expense	(11,707)	(9,728)
Income (loss) on foreign exchange, net	1,388	(5,917)
Non-operational pension credit	2,531	2,305
Gain from change in fair value of earn-out liabilities	297	–
Gain (loss) from change in fair value of investments in equity securities	525	(95)
Other income (expense), net	**(5,803)**	**(12,487)**

Gain from Change in Fair Value of Earn-out Liabilities
In connection with certain business combinations, the Company recorded contingent consideration liabilities, which are payable subject to the achievement of certain financial targets. During the six-month periods ended September 30, 2024, and September 30, 2023, the Company recorded gains from the change in value of the earn-out liabilities of USD 0.3 million and nil, respectively, which are included within Other income (expense), net in the Consolidated Statement of Operations.

Gain (Loss) from Change in Fair Value of Investments in Equity Securities
The Company has an equity interest in Allego N.V. ("Allego"), whose shares are traded over the counter on the New York Stock Exchange. For the six-month period ended September 30, 2024, and September 30, 2023, the Company recorded gains (losses) from the change in value of its equity interest in Allego of USD 0.5 million and USD (0.1) million, respectively, which are included within Other income (expense), net in the Interim Consolidated Statement of Operations.

Note 6: Revenue

The following table provides information about contract assets and liabilities with customers:

CONTRACT ASSETS AND LIABILITIES

USD in thousands	**September 30, 2024**	March 31, 2024
Contract assets	**3,711**	**2,414**
Advances from customers	3,902	6,498
Deferred revenue	62,968	61,033
Contract liabilities	**66,870**	**67,531**

Contract assets primarily relate to the Company's right to receive consideration for work completed but for which no invoice has been issued at the reporting date. Contract assets are transferred to receivables when rights to receive payment become unconditional. Contract assets are included within Prepaid expenses and other current assets in the Interim Consolidated Balance Sheets.

Contract liabilities primarily relate to advances received on orders from customers as well as amounts invoiced to customers in excess of revenues recognized predominantly on long-term projects. Contract liabilities are reduced as work is performed and as revenues are recognized. Of the contract liabilities as of March 31, 2024, the Company recognized revenue of USD 29.5 million during the six-month period ended September 30, 2024. Contract liabilities are included within Other current liabilities and Other non-current liabilities in the Interim Consolidated Balance Sheets.

Transaction Price Allocated to Remaining Performance Obligations
Total transaction price allocated to remaining performance obligations represents committed but undelivered products and services for contracts and purchase orders at period end. 12-month remaining performance obligations represent the portion of the total transaction price allocated to remaining performance obligations that the Company estimates will be recognized as revenue over the next 12 months. The total transaction price allocated to remaining performance obligations is not a complete measure of future revenues as the Company also receives orders where the customer may have legal termination rights but it is not likely that the customer would exercise such rights.

The total transaction price allocated to remaining performance obligations related to contracts is approximately USD 1,251.2 million for the next 12 months and approximately USD 2,393.9 million for periods longer than 12 months. The total remaining performance obligations are comprised of product and services components. The services component relates primarily to maintenance agreements for which customers pay a full year's maintenance in advance, and revenue is generally recognized over the service period. The total transaction price allocated to remaining performance obligations also includes the Company's extended warranty contracts, for which revenue is recognized over the warranty period, and hardware, which is recognized as units are delivered. The estimate of when remaining performance obligations will be recognized requires significant judgment.

Disaggregation of Revenue

The disaggregation of revenue into categories which depicts how revenue is affected by economic factors is disclosed in Note 18: Segment Information.

Note 7: Goodwill

The following table reflects changes in the carrying amount of goodwill for the six-month periods ended September 30, 2024, and September 30, 2023:

GOODWILL

USD in thousands	Americas	EMEA	Asia Pacific	Total
Balance as of March 31, 2023	**737,350**	**287,655**	**23,503**	**1,048,508**
Effect of change in exchange rates	–	(1,007)	–	(1,007)
Balance as of September 30, 2023	**737,350**	**286,648**	**23,503**	**1,047,501**
Balance as of March 31, 2024	**737,350**	**287,374**	**26,946**	**1,051,670**
Effect of change in exchange rates	–	1,239	226	1,465
Balance as of September 30, 2024[1)]	**737,350**	**288,613**	**27,172**	**1,053,135**

1) As of September 30, 2024, and March 31, 2024, the gross goodwill amounted to USD 1,509.1 million and USD 1,507.7 million, respectively. The accumulated impairment charges as of September 30, 2024, and March 31, 2024, amounted to USD 456 million, thereof USD 396 million, USD 30 million and USD 30 million related to the Americas, EMEA and Asia Pacific segments, respectively.

Goodwill is tested for impairment annually in the fourth quarter of each financial year or more often if an event or circumstance indicates that an impairment may have occurred.

During September 2024, the Company completed its half-year review of goodwill impairment indicators. As a result, Management determined that a quantitative impairment test for the EMEA reporting unit was required, attributable to a weaker performance for this reporting unit. As a result of the assessment performed, no goodwill impairment charges were recorded during the six-month period ended September 30, 2024. However, there are still risks related to the EMEA reporting unit, which had less than 10% excess of fair value over its carrying amount. The EMEA reporting unit's fair value was determined using the discounted cash flow model. The Company will continue to monitor this reporting unit, as any changes in assumptions, estimates or market factors could result in a future impairment.

Note 8: Other Investments

On February 26, 2024, the Company entered into a Simple Agreement for Future Equity ("SAFE") with Span.IO, Inc. ("Span"), a company incorporated in San Francisco (California – U.S.A.). As per the terms of the SAFE, the Company made a cash contribution of USD 50.0 million to Span in exchange for the right to obtain a variable number of preferred shares to be issued by Span in connection with its next round of financing. Span develops and commercializes innovative smart panels that manage and control loads. As of September 30, 2024, the Company did not hold any shares in Span. The carrying amount of the SAFE investment in Span as of September 30, 2024, and March 31, 2024, was USD 50.0 million, which is included within Other long-term assets in the Interim Consolidated Balance Sheets. The Company performed an impairment analysis that included an assessment of certain qualitative indicators. As a result of the assessment performed, no impairment charges were recorded in the six-month period ended September 30, 2024.

On February 27, 2024, the Company subscribed 7,233,796 newly issued ordinary shares, representing 5.36% of the total outstanding shares, of Brusa Elektronik AG ("Brusa"), a company incorporated in Buchs (St. Gallen – Switzerland). Upon subscription, the Company made a cash contribution of CHF 20.0 million (or USD 22.7 million at the prevailing currency exchange rate as of that date). Brusa is a development service provider for electronic and mechanical components of the e-powertrain. As of September 30, 2024, and March 31, 2024, the carrying amount of the Company's share in Brusa was USD 22.7 million, which is included within Other long-term assets in the Interim Consolidated Balance Sheets. The Company performed an impairment analysis that included an assessment of certain qualitative indicators. As a result of the assessment performed, no impairment charges were recorded in the six-month period ended September 30, 2024.

In addition, the Company owns other equity interests which are not individually material. As of September 30, 2024, and March 31, 2024, the aggregate carrying amount of these equity investments was USD 3.3 million and USD 2.7 million, respectively.

Note 9: Debt

The components of the loans payable are as follows:

BANK DEBT

USD in thousands	September 30, 2024		March 31, 2024	
	Balance	**Weighted average interest rate**	Balance	Weighted average interest rate
Multicurrency revolving credit facility B	80,000	5.9%	–	n/a
Other borrowings	1,386	10.0%	4,404	9.1%
Short-term debt	**81,386**		**4,404**	
Multicurrency term loan facility A	249,865	6.0%	249,101	5.9%
Less: unamortized prepaid debt fees – term loan	723		950	
Long-term debt	**249,142**		**248,151**	

On February 29, 2024, Landis+Gyr AG entered into an agreement (the "Credit Facilities Agreement") for a USD 250 million multicurrency term loan (the "Facility A") and a USD 250 million multicurrency revolving credit facility (the "Facility B") provided by a bank syndicate led by UBS Switzerland AG. Both facilities mature in February 2029. It did so to replace the previous revolving credit facilities and for general corporate purposes. Both facilities mature in February 2029.

The Credit Facilities Agreement has a maturity of five years and provides two extensions of the facilities for an additional period of one year each.

The Credit Facilities Agreement contains affirmative and negative covenants customarily found in loan agreements for similar transactions, subject to certain agreed exceptions, for the borrower and the Group. These include exceptions with respect to, among other actions, maintaining the Group's business operations and assets, carrying out transactions with third parties at market conditions, ranking all obligations at least pari passu with present or future payment obligations, complying with laws and reporting obligations, and preparing financial statements in accordance with US GAAP. Among the actions restricted by the Credit Facilities Agreement are the following (subject to certain exceptions): carrying out material changes to the Group's activities or structure, changing its accounting standards, incurring further indebtedness, granting security for indebtedness, granting credit to third parties, and carrying out certain disposals of assets. The Credit Facilities Agreement also contains a financial covenant requiring that the Group's Net Senior Debt (as defined therein) divided by EBITDA is not greater than 3.00x, whereby EBITDA shall always be positive.

The Credit Facilities Agreement contains events of default, including, among others, payment defaults, breach of other obligations under the agreement, cross-default, insolvency, material adverse change, or a material reservation of the auditors. Indebtedness under the Credit Facilities Agreement may be voluntarily prepaid in whole or in part, subject to notice, minimum amounts, and break costs.

Multicurrency Term Loan Facility – Facility A

Under the multicurrency term loan, the Company may borrow loans in Swiss Francs with consecutive interest periods of one, two, three or six months, or in U.S. Dollars or Euros, with consecutive interest periods of one, three, six or twelve months.

Borrowings under Facility A bear interest at a rate based on the term Secured Overnight Financing Rate ("SOFR") in the case of borrowings in U.S. Dollars, the Euro Interbank Offered Rate ("EURIBOR") in the case of borrowings in Euros, or the Swiss Average Rate Overnight ("SARON") in the case of borrowings in Swiss Francs, plus a margin ranging from 1.05% to 2.15% depending on the Net Senior Debt/EBITDA ratio calculated every half year on March 31 and September 30.

As of September 30, 2024, the Company has drawn loans under Facility A for a total amount of USD 249.9 million which will mature during the following six-month period, but the Company has the intention and the ability to roll them over the Credit Facilities Agreement until February 2029. The unused portion was nil.

As of March 31, 2024, the Company has drawn loans under Facility A for a total amount of USD 249.1 million. The unused portion was nil.

During the financial year ended March 31, 2024, the Company incurred debt issuance costs of USD 1.0 million in connection with the obtainment of Facility A. These were recognized as a reduction of Long-term debt in the Consolidated Balance Sheet. The Company is amortizing Facility A's debt issuance costs over the facility's term.

Multicurrency Revolving Credit Facility – Facility B

Under the multicurrency revolving credit facility, the Company may borrow loans in Swiss Francs with consecutive interest periods of one, two, three or six months, or in U.S. Dollars and in Euros with consecutive interest periods of one, three, six or twelve months.

Borrowings under Facility B bear interest at a rate based on the term Secured Overnight Financing Rate ("SOFR") in the case of borrowings in U.S. Dollars, the Euro Interbank Offered Rate ("EURIBOR") in the case of borrowings in Euros, or the Swiss Average Rate Overnight ("SARON") in the case of borrowings in Swiss Francs, plus a margin ranging from 0.75% to 1.85% depending on the Net Senior Debt/EBITDA ratio calculated every half year at March 31 and September 30.

As of September 30, 2024, the Company has drawn loans under Facility B for a total amount of USD 80.0 million. The unused portion was USD 170.0 million.

As of March 31, 2024, the Company had not drawn anything under Facility B; the unused portion was USD 250.0 million.

During the financial year ended March 31, 2024, the Company incurred debt issuance costs of USD 1.0 million in connection with the obtainment of Facility B. These were capitalized and recognized within Other long-term assets in the Company's Consolidated Balance Sheet. The Company is amortizing Facility B's debt issuance costs over the facility's term.

The Company incurs a quarterly commitment fee equal to 35% per annum of the applicable margin of the unused portion of the multicurrency revolving credit facility, as well as a quarterly utilization fee up to 0.3% per annum of all outstanding Facility B loans.

Note 10: Derivative Financial Instruments

The Company is exposed to certain currency risks arising from its global operating, financing and investing activities. The Company uses derivative instruments to reduce and manage the economic impact of these exposures. Forward foreign exchange contracts are the main instrument used to protect the Company against the volatility of future cash flows (caused by changes in exchange rates) arising from transactions denominated in foreign currencies.

The gross notional amounts of outstanding foreign exchange contracts as of September 30, 2024, and March 31, 2024, were USD 90.5 million and USD 150.4 million, respectively.

For the six-month periods ended September 30, 2024, and September 30, 2023, the Company recognized losses from changes in the fair value of forward foreign exchange contracts of USD (3.9) million and USD (4.7) million, respectively. These amounts are included within Cost of revenue and Other income (expense), net in the Interim Consolidated Statements of Operations.

The fair values of the outstanding derivatives, included in the Interim Consolidated Balance Sheet as of September 30, 2024, were as follows:

DERIVATIVE FINANCIAL INSTRUMENTS

		Derivative assets		Derivative liabilities	
September 30, 2024 (USD in thousands)	**Notional amount**	**Prepaid expenses and other current assets**	**Other long-term assets**	**Other current liabilities**	**Other long-term liabilities**
Foreign exchange contracts:					
Foreign currency forward contracts in JPY	43,986	660	–	2,050	–
Foreign currency forward contracts in EUR	16,029	196	–	76	–
Foreign currency forward contracts in GBP	15,859	–	–	980	–
Foreign currency forward contracts in CHF	5,898	119	–	171	–
Foreign currency forward contracts in AUD	3,438	–	–	75	–
Foreign currency forward contracts in ZAR	2,745	22	–	174	–
Foreign currency forward contracts in MXN	2,008	–	–	185	–
Foreign currency forward contracts in SEK	571	3	–	–	–
Total derivative financial instruments		**1,000**	**–**	**3,711**	**–**

The fair values of the outstanding derivatives, included in the Consolidated Balance Sheet as of March 31, 2024, were as follows:

DERIVATIVE FINANCIAL INSTRUMENTS

		Derivative assets		Derivative liabilities	
March 31, 2024 (USD in thousands)	**Notional amount**	**Prepaid expenses and other current assets**	**Other long-term assets**	**Other current liabilities**	**Other long-term liabilities**
Foreign exchange contracts:					
Foreign currency forward contracts in GBP	51,291	237	–	453	–
Foreign currency forward contracts in EUR	40,499	10	–	680	–
Foreign currency forward contracts in JPY	28,216	2,505	–	648	–
Foreign currency forward contracts in CHF	12,528	43	–	332	–
Foreign currency forward contracts in MXN	8,202	520	–	–	–
Foreign currency forward contracts in AUD	6,982	68	–	80	–
Foreign currency forward contracts in SEK	2,721	63	–	29	–
Total derivative financial instruments		**3,447**	**–**	**2,222**	**–**

A summary of the effect of netting arrangements on the Company's financial position related to the offsetting of its recognized derivative assets and liabilities under master netting arrangements or similar agreements is as follows:

DERIVATIVE FINANCIAL INSTRUMENTS

		Gross amounts not offset in the Consolidated Balance Sheets		
Offsetting of derivative assets	**Gross amounts of recognized assets**	**Derivative financial instruments**	**Cash collateral received**	**Net amount**
September 30, 2024	1,000	(552)	–	448
March 31, 2024	3,447	(1,036)	–	2,411

		Gross amounts not offset in the Consolidated Balance Sheets		
Offsetting of derivative liabilities	**Gross amounts of recognized liabilities**	**Derivative financial instruments**	**Cash collateral pledged**	**Net amount**
September 30, 2024	3,711	(552)	–	3,159
March 31, 2024	2,222	(1,036)	–	1,186

The Company's derivative assets and liabilities subject to netting arrangements include foreign exchange forward contracts with seven counterparties on September 30, 2024, and six counterparties on March 31, 2024. No derivative asset or liability balance with any of Landis+Gyr's counterparties was individually significant on September 30, 2024, or March 31, 2024. The Company's derivative contracts with each of these counterparties exist under agreements that provide for the net settlement of all contracts through a single payment in a single currency in the event of default. The Company has no pledges of cash collateral against its obligations, and it has not received pledges of cash collateral from its counterparties under the associated derivative contracts.

Note 11: Fair Value

The Company measures financial assets and liabilities at fair value. Foreign currency exchange contracts are measured at fair value on a recurring basis by means of various valuation techniques and models and the inputs used are classified based on the hierarchy outlined within the Company's significant accounting policies.

In addition, certain assets are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

The valuation techniques and models utilized for measuring financial assets and liabilities are reviewed and validated at least annually.

Recurring Fair Value Measurements

As of September 30, 2024, and March 31, 2024, for each of the fair value hierarchy levels, the following assets and liabilities were measured at fair value on a recurring basis:

FAIR VALUE MEASUREMENTS

September 30, 2024 USD in thousands	**Total**	**Level 1**	**Level 2**	**Level 3**
Assets				
Foreign currency forward contracts	1,000	–	1,000	–
Other long-term assets – Investments in equity securities	1,250	1,250	–	–
Total	**2,250**	**1,250**	**1,000**	**–**
Liabilities				
Foreign currency forward contracts	3,711	–	3,711	–
Other long-term liabilities – Contingent consideration	1,410	–	–	1,410
Total	**5,121**	**–**	**3,711**	**1,410**

FAIR VALUE MEASUREMENTS

March 31, 2024 USD in thousands	Total	Level 1	Level 2	Level 3
Assets				
Foreign currency forward contracts	3,447	–	3,447	–
Other long-term assets – Investments in equity securities	725	725	–	–
Total	**4,172**	**725**	**3,447**	**–**
Liabilities				
Foreign currency forward contracts	2,222	–	2,222	–
Other long-term liabilities – Contingent consideration	1,615	–	–	1,615
Total	**3,837**	**–**	**2,222**	**1,615**

Investments in Equity Securities

Equity interests traded on a public stock exchange for which quoted prices are readily and regularly available are categorized as level 1 instrument.

Foreign Currency Forward Contracts

The fair value of the foreign currency forward exchange contracts has been determined by assuming that the unit of account is an individual derivative transaction, and that the derivative could be sold or transferred on a stand-alone basis. The foreign currency forward exchange contracts are classified as Level 2. The key inputs used in valuing derivatives include foreign exchange spot and forward rates, all of which are available in an observable market. The fair value does not reflect subsequent changes in the economy, interest and tax rates and other variables that may affect the determination of fair value.

Contingent Consideration Liability

In connection with certain business combinations, the Company recorded contingent consideration liabilities, which are payable subject to the achievement of certain financial targets. The fair value of these contingent consideration liabilities was estimated with Monte Carlo simulation models using Level 3 inputs, including EBITDA volatility and other market variables to assess the probability of achieving the targets, and any subsequent changes in fair value are recorded in the Consolidated Statements of Operations until settlement.

Fair Value of Other Financial Instruments

The fair value of the Company's other financial instruments approximates carrying values because of the short-term nature of these instruments.

Refer to Note 14: Redeemable Noncontrolling Interests for a discussion of certain temporary equity instruments issued by the Company.

Note 12: Pension and Post Retirement Benefit Plans

Net periodic pension benefit costs for the Company's defined benefit plans include the following components:

NET PERIODIC PENSION BENEFIT COST

	SIX MONTHS ENDED SEPTEMBER 30,	
USD in thousands	**2024**	2023
Service cost	1,690	1,676
Operational pension cost	**1,690**	**1,676**
Interest cost	2,336	2,909
Expected return on plan assets	(4,602)	(5,005)
Amortization of prior service costs	(568)	(568)
Amortization of actuarial loss	303	359
Non-operational pension credit	**(2,531)**	**(2,305)**
Net periodic benefit credit	**(841)**	**(629)**

Employer contributions for the six-month periods ended September 30, 2024, and September 30, 2023, were USD 3.0 million and USD 2.1 million, respectively.

Note 13: Income Taxes

The Company's tax provision as a percentage of income before tax typically differs from its weighted average tax rate and may vary from period to period owning to fluctuations in the forecast mix of earnings in domestic and international jurisdictions, new or revised tax legislation and accounting pronouncements, tax credits, state income taxes, adjustments to valuation allowances, and uncertain tax positions, among other items.

Income taxes for the six-month periods ended September 30, 2024, and September 30, 2023, were provided at a rate of 26.4% and 21.6%, respectively, mainly driven by the geographical mix of profits.

Note 14: Redeemable Noncontrolling Interests

On July 29, 2021, the Company completed the acquisition of 75 percent of the issued and outstanding shares of Etrel d.o.o. ("Etrel"). The resulting 25 percent noncontrolling interest was recorded at fair value as of the acquisition date. The noncontrolling interest holders had the option, which was embedded in the noncontrolling interest, to require the Company to acquire their ownership interests between October 1, 2024, and March 31, 2025. The combination of a noncontrolling interest and a redemption feature, outside of the control of the Company, resulted in a redeemable noncontrolling interest, which was presented after liabilities and before stockholders' equity on the Interim Consolidated Balance sheet.

On April 8, 2024, the Company completed the acquisition of the remaining outstanding common shares and voting rights of Etrel for USD 5.1 million cash consideration. The transaction was accounted for as an equity transaction with a redeemable noncontrolling interest and, accordingly, no gain or loss was recognized in the Company's earnings. The carrying amount of the redeemable noncontrolling interest was adjusted to reflect the change in its ownership interest in Etrel. The difference between the fair value of the consideration paid and the amount by which the noncontrolling interest was adjusted was not significant.

Note 15: Commitments & Contingencies

Guarantees
The following table provides quantitative data regarding the Company's third-party guarantees. The maximum potential payments represent a "worst-case scenario" and do not reflect management's expected outcomes.

GUARANTEES

Maximum potential payments (USD in million)	September 30, 2024
Performance guarantees obtained from third parties	170.2
Financial guarantees issued in connection with financing activities	449.5
Financial guarantees issued in connection with lease agreements	4.7
Total	**624.4**

The Company is often required to obtain bank guarantees, bid bonds, or performance bonds in support of its obligations for customer tenders and contracts. These guarantees or bonds typically provide a guarantee to the customer for future performance, which usually covers the delivery phase of a contract and may, on occasion, cover the warranty phase. As of September 30, 2024, the Company had total outstanding performance bonds and bank guarantees of USD 170.2 million. In the event any such bank guarantee or performance bond is called, the Company would be obligated to reimburse the issuer of the guarantee or bond; however, the Company has no reason to expect that any outstanding guarantee or bond will be called.

In addition, the Company has entered into guarantees that provide financial assurances to certain third parties related to the outstanding lines of credit or to leasing arrangements, predominantly for office leases. The total amount was USD 454.2 million as of September 30, 2024.

Furthermore, the Company is party to various guarantees whereby it has assured the performance of its wholly owned subsidiaries' products or services according to the terms of specific contracts. Such guarantees may include guarantees that a project will be completed within a specified time. If the subsidiary were to fail to fulfill its obligations under the contract, then the Company could be held responsible for the other party's damages resulting from such failure. Because Landis+Gyr's liability under the guarantees typically matches the subsidiaries' liability under the primary contracts, such guarantees generally do not limit the guarantor's total potential liability where the liability results, for example from personal injury or death or from intellectual property infringement. Therefore, it is not possible to specify the maximum potential amount of future payments that could be made under these or similar agreements. However, the Company has no reason to believe that any of the outstanding parent guarantees will ever be exercised and the Company has not had to make payments against any such parent guarantees in the past.

Legal Proceedings
The Company is subject to various legal proceedings and claims of which the outcomes are subject to significant uncertainty. The Company's policy is to assess the likelihood of any adverse judgments or outcomes related to legal matters, as well as ranges of probable losses. A determination of the amount of the liability required, if any, for these contingencies is made after an analysis of each known issue. A liability is recognized and charged to operating expense when the Company determines that a loss is probable, and the amount can be reasonably estimated.

In August 2015, Energisa SA and a number of related plaintiffs filed two related lawsuits in Brazil, alleging that the Company's electric meters were excessively vulnerable to fraud. The initial petitions requested the Company to provide new firmware to the plaintiffs and to reimburse their cost of installation in meters supplied with this firmware. A technical expert report has been completed and the cases have been consolidated. On May 10, 2024, the court published its sentence, rejecting Energisa's claim in its entirety. It stated that fraud was only proven in 397 meters total, and the population of meters in question was acquired between 2008 and 2010, having exceeded their useful operating period, while only a small number of the meter population was actually exchanged during that time, the costs of which were borne by the end users, not

Energisa. Therefore, granting the cost of updating all meters would generate illicit enrichment for Energisa. On August 16, 2024, the court rejected Energisa's Motion for Clarification, confirming the number of meters at 397. Energisa filed an appeal and although the Company cannot predict the ultimate outcome of this case, it believes that the allegations are massively exaggerated and if overturned, any ruling in favor of Energisa would comprise only a liability for the costs of updating 397 meters.

On October 5, 2015, the Romanian Competition Council ("RCC") launched an ex officio investigation against the Company together with several of its competitors into the alleged infringement of certain provisions of Romanian competition law in connection with auctions on the market of electricity meters and connected equipment. In response, the Company immediately engaged external experts to conduct an extensive internal forensic investigation. This did not reveal any violation of competition law. Additionally, the Company provided the RCC evidence demonstrating that it had not engaged in any of the alleged anti-competitive conduct. The Company is not materially active in the Romanian metering market nor was it materially active during the period under investigation. On January 4, 2018, the Plenum of the RCC issued its preliminary decision against the Company and five other companies and imposed a fine of RON 27.4 million (or USD 6.14 million, converted at the exchange rate as of September 30, 2024). In May 2018, the Company filed an appeal against the decision on the basis that it was significantly flawed and incorrect in fact and law. The referral request to the ECJ was dismissed by the Court on April 26, 2022. On August 8, 2022, the Court released an oral verdict, dismissing the Company's appeal and its subsidiary request to reduce the fine. The Court is yet to issue its written judgement, including the arguments for its decision. The Company will initiate the additional appeal process as soon as the written judgement is received. Although the Company cannot predict the ultimate outcome of this case, it believes that it is probable that the fine will be reduced.

In addition to the cases listed above, Landis+Gyr and its subsidiaries are parties to various employment-related, administrative, or other commercial proceedings in jurisdictions where the Company operates. None of the proceedings are individually material to Landis+Gyr, and the Company believes that it has made adequate provision such that the ultimate disposition of the proceedings will not materially affect its business or financial condition.

In the normal course of business, the Company is party to various legal claims, actions, and complaints. It is not possible to predict with certainty whether or not the Company will ultimately be successful in any of these legal matters, or if not, what the impact might be. However, the Company's management does not expect that the results of any of these legal proceedings will have a material adverse effect on the Company's results of operations, financial position or cash flows.

Due to the nature of the Company's business, it may be subject to claims alleging infringement of intellectual property rights belonging to third parties in connection with various of the Company's products and technologies. In this context, the Company may also be exposed to allegations of patent infringement relating to communication or other technologies from time to time, for example where the Company purchases components or technology from vendors which may incorporate technology belonging to third parties. In these instances, the Company relies on the contractual indemnification from such vendors against the infringement of such third-party intellectual property rights. However, where such contractual rights prove unenforceable or non-collectible, the Company may need to bear the full responsibility for damages, fees, and costs resulting from such allegations of infringement. It could also be necessary for the Company to enter into direct licenses from third parties with regard to technologies incorporated into products supplied to the Company from such vendors. As of the date of these Interim Consolidated Financial Statements there is no active or ongoing litigation related to such allegations of infringement and associated indemnification from vendors.

Indemnification

The Company may provide an indemnification related to the infringement of any patent, copyright, trademark, or other intellectual property right on software or equipment within its customer contracts. This indemnification may cover damages and related costs, including attorney's fees with respect to an indemnified claim, provided that (a) the customer promptly notifies the Company in writing of the claim and (b) the Company controls the defense and all related settlement negotiations. The Company may also provide an indemnification to its customers for third-party claims resulting from damages caused by the negligence or willful misconduct of its employees/agents under certain contracts or assume other liability risks in commercial contracts. These indemnification obligations typically do not have liability caps. It is not possible to predict the maximum potential amount of future payments under these or similar agreements.

Warranty

A summary of the warranty provision account activity is as follows:

WARRANTY PROVISION

USD in thousands	SIX MONTHS ENDED SEPTEMBER 30, 2024	2023
Beginning balance, April 1,	43,170	46,266
New product warranties	4,762	3,185
Other changes / adjustments to warranties	(1,784)	(935)
Claims activity	(4,142)	(6,080)
Effect of changes in exchange rates	1,102	(179)
Ending balance, September 30,	**43,108**	**42,257**
Less: current portion of warranty	(27,500)	(28,219)
Long-term warranty	15,608	14,038

The Company calculates its provision for product warranties based on historical claims experience, projected failures and specific review of certain contracts.

New product warranties for the six months ended September 30, 2024, and September 30, 2023, primarily consist of additions in line with the ordinary course of business.

Note 16: Restructuring Charges

The Company continually reviews its business, manages costs and aligns resources with market demand. As a result, the Company has taken several actions to reduce fixed costs, eliminate redundancies, strengthen operational focus, and better position itself to respond to market pressures or unfavorable economic conditions.

During the six-month period ended September 30, 2024, the Company continued its efforts aimed at reducing costs and improving operating performance. In connection with these restructuring plans, the Company recognized costs related to termination benefits for employee positions that were eliminated. The total initiatives for the six-month period ended September 30, 2024, represent approximately USD 2.1 million primarily related to severance costs. Some of the severance payments were completed during the six-month period ended September 30, 2024, and the remaining payments are expected to be completed during the financial year ending March 31, 2025, or in the following financial year.

A summary of the Company's restructuring activity, including costs incurred during the six-month periods ended September 30, 2024, and September 30, 2023, is as follows:

RESTRUCTURING ACTIVITY

USD in thousands	SIX MONTHS ENDED SEPTEMBER 30, 2024	2023
Beginning balance, April 1,	3,860	6,707
Restructuring charges	2,101	15,089
Cash payments	(2,997)	(7,729)
Effect of changes in exchanges rates	(77)	(69)
Balance as of September 30,	**2,887**	**13,997**

The outstanding balance as of September 30, 2024, and September 30, 2023, respectively, is included under Accrued liabilities in the Interim Consolidated Balance Sheets.

A summary of the Interim Consolidated Statement of Operations line items where restructuring charges have been recognized is as follows:

RESTRUCTURING COST

	SIX MONTHS ENDED SEPTEMBER 30,	
USD in thousands	**2024**	2023
Cost of revenue	1,562	3,195
Research and development	(17)	4,047
Sales and marketing	137	762
General and administrative	419	7,085
Total	**2,101**	**15,089**

The following table outlines the cumulative and current costs incurred to date under the programs per operating segment:

RESTRUCTURING BY SEGMENT

USD in thousands	**Cumulative Costs incurred up to September 30, 2024**	**Total Costs incurred in the six months ended September 30, 2024**
Americas	6,423	16
EMEA	10,688	2,039
Asia Pacific	10,683	46
Corporate	1,308	–
Restructuring Charges	**29,102**	**2,101**

The cumulative costs incurred up to September 30, 2024, represent the Company's ongoing restructuring efforts under various programs over the last three financial years.

Note 17: Related Party Transactions

The Company conducts business with certain companies where members of the Company's Board of Directors or Executive Committee act, or in recent years have acted, as directors or senior executives. The Company's Board of Directors has determined that the Company's business relationships with those companies do not constitute material business relationships. This determination was made in accordance with the Company's related party transaction policy, which was prepared based on the Swiss Code of Best Practice.

Note 18: Segment Information

The Company has organized itself in the following operating segments: Americas, EMEA and Asia Pacific, which are also the Company's reportable segments.

A description of each reportable segment is as follows:

Americas – The Americas generates the majority of its revenue in the United States, with the remaining balance produced in Canada, Central America, South America, Japan and certain other markets which adopt US standards. The Americas reportable segment designs, manufactures, markets, and sells products for the Company's three growth platforms Smart Metering, Grid Edge Intelligence and Smart Infrastructure technology. Product examples are Landis+Gyr's Gridstream® Connect platform, advanced metering infrastructure solutions, smart electricity meters, commercial/industrial and grid meters, communication modules for water and gas meters, street light controllers, distribution automation, system deployment services, managed network services, demand response, and other advanced metering infrastructure offerings including software (head end system ("HES"), meter data management ("MDM"), analytics, flexibility management), installation, implementation, consulting, maintenance support, and related services, as well as cybersecurity solutions.

EMEA – The EMEA segment produces the majority of its revenue in Europe with the balance generated in the Middle East, South Africa and certain other markets which adopt European standards. The EMEA reportable segment designs, manufactures, markets, and sells products for the Company's three growth platforms Smart Metering, Grid Edge Intelligence and Smart Infrastructure technology. Product examples are advanced metering infrastructure solutions, smart electricity meters, prepayment electricity meters, commercial/industrial and grid meters, smart gas meters and prepayment solutions, heat meters and solutions, water meters and solutions, load control devices, system deployment services, managed network services, and advanced metering infrastructure offerings including software (HES, MDM, analytics), installation, implementation, consulting, maintenance support, and related services. In addition, the Company offers EV charging hardware and smart charging software, including demand response and flexibility management, as well as cybersecurity solutions.

Asia Pacific – The Asia Pacific segment generates the majority of its revenue in Australia, New-Zealand, China, and Hong Kong, while the balance is generated in other markets in Asia. The Asia Pacific reportable segment designs, manufactures, markets, and sells products for the Company's three growth platforms Smart Metering, Grid Edge Intelligence and Smart Infrastructure technology. Product examples are advanced metering infrastructure solutions, non-smart and smart electricity meters, prepayment electricity meters, commercial/industrial and grid meters, gas meters, heat and water meters and solutions, load control devices, system deployment services, and advanced metering infrastructure offerings including software (HES, MDM, analytics, flexibility), installation, implementation, consulting, maintenance support, and related services. With the recent acquisitions, the Company is expanding its offering with EV charging hardware, charging management software and services.

Headquarter activities and other centralized functions are included within Corporate unallocated.

The Chief Operating Decision Maker ("CODM") is the Company's Chief Executive Officer. Each operating segment offers products for different applications and markets and provides separate financial information that is evaluated regularly by the CODM. The CODM allocates resources to and assesses the performance of each operating segment based on the information outlined below.

The Company has two primary measures for evaluating segment performance: net revenue to third parties (excluding any inter-company sales) and the adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"). Management defines Adjusted EBITDA as operating income (loss) excluding (i) depreciation and amortization, (ii) impairment of intangible assets, (iii) restructuring charges, (iv) warranty normalization adjustments and (v) timing difference on FX derivatives.

The CODM primarily reviews the results of each segment on a basis that is before the elimination of profits made on inventory sales between segments. Segment results below are presented before these eliminations, with a total deduction for intersegment profits to arrive at the Company's consolidated Adjusted EBITDA.

SEGMENT INFORMATION

USD in thousands	SIX MONTHS ENDED SEPTEMBER 30, 2024	2023
Net revenues		
Americas	560,412	569,260
thereof to external customers	558,710	564,842
thereof to other segments	1,702	4,418
EMEA	302,692	357,732
thereof to external customers	286,119	321,566
thereof to other segments	16,573	36,166
Asia Pacific	80,930	85,215
thereof to external customers	80,732	84,058
thereof to other segments	198	1,157
Elimination	(18,473)	(41,741)
Total Company	**925,561**	**970,466**
Adjusted EBITDA		
Americas	96,319	89,895
EMEA	(5,572)	6,654
Asia Pacific	20,286	8,623
Corporate unallocated	(2,834)	2,920
Total Company	**108,199**	**108,092**
Restructuring charges[1]	(2,101)	(15,089)
Warranty normalization adjustments[2]	2,733	4,828
Timing difference on FX derivatives[3]	(360)	1,927
Depreciation	(15,770)	(14,730)
Amortization of intangible assets	(21,094)	(20,850)
Other income (expense), net	(5,803)	(12,487)
Income before income tax expense	**65,804**	**51,691**

1 Restructuring charges are summarized in Note 16: Restructuring Charges including the line items in the Interim Consolidated Statements of Operations that include the restructuring charges.
2 Warranty normalization adjustments represent warranty expense that diverges from three-year average of actual warranty costs incurred (in cash or the value of other compensation paid out to customers) in respect of warranty and warranty-like claims.
3 Timing difference on FX derivatives represents unrealized gains and losses on derivatives where the underlying hedged transactions have not yet been realized.

Note 19: Subsequent Events

The Company evaluated subsequent events and transactions that occurred after the balance sheet date through October 29, 2024, which is the date that the Interim Consolidated Financial Statements were available to be issued.

No significant events occurred subsequent to the balance sheet date but prior to October 29, 2024 that would have a material impact on the Interim Consolidated Financial Statements.

Supplemental Reconciliations and Definitions

Adjusted EBITDA

The reconciliation of Operating income (loss) to Adjusted EBITDA is as follows for the six-month periods ended September 30, 2024, and September 30, 2023:

ADJUSTED EBITDA

	L+G GROUP AG		AMERICAS		EMEA		ASIA PACIFIC		CORPORATE AND ELIMINATIONS	
	SIX MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,	
USD in millions, unless otherwise indicated	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023
Operating income (loss)	**71.6**	**64.2**	**77.1**	**68.7**	**(17.4)**	**(7.3)**	**18.9**	**6.5**	**(7.0)**	**(3.7)**
Amortization of intangible assets	21.1	20.8	12.9	12.9	4.5	4.5	0.3	–	3.4	3.4
Depreciation	15.8	14.7	8.5	8.0	5.5	5.1	1.0	1.0	0.8	0.6
EBITDA	**108.5**	**99.8**	**98.5**	**89.6**	**(7.3)**	**2.2**	**20.2**	**7.6**	**(2.9)**	**0.3**
Restructuring charges	2.1	15.1	–	4.7	2.0	7.1	–	0.7	0.1	2.6
Warranty normalization adjustments [1]	(2.7)	(4.8)	(2.2)	(4.4)	(0.6)	(1.0)	0.1	0.6	–	–
Timing difference on FX derivatives [2]	0.4	(1.9)	–	–	0.4	(1.7)	–	(0.2)	–	–
Adjusted EBITDA	**108.2**	**108.1**	**96.3**	**89.9**	**(5.6)**	**6.7**	**20.3**	**8.6**	**(2.8)**	**2.9**
Adjusted EBITDA margin (%)	11.7%	11.1%	17.2%	15.9%	(1.9%)	2.1%	25.2%	10.3%		

1 Warranty normalization adjustments represent warranty expenses that diverge from a three-year average of actual warranty costs incurred (in cash or the value of other compensation paid out to customers) in respect of warranty and warranty-like claims. For the calculation of the average of actual warranty costs incurred (in cash or the value of other compensation paid out to customers) in respect of warranty-like claims for the periods under review and going forward, see section "Warranty Provisions".
2 Timing difference on FX derivatives represents unrealized gains and losses on derivatives where the underlying hedged transactions have not yet been realized.

Due to rounding, numbers presented may not add to the totals provided.

Adjusted Gross Profit

The reconciliation of Gross Profit to Adjusted Gross Profit is as follows for the six-month periods ended September 30, 2024, and September 30, 2023:

ADJUSTED GROSS PROFIT

	L+G GROUP AG		AMERICAS		EMEA		ASIA PACIFIC		CORPORATE AND ELIMINATIONS	
	SIX MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,		SIX MONTHS ENDED SEPTEMBER 30,	
USD in millions, unless otherwise indicated	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023
Gross Profit	**283.5**	**293.8**	**189.9**	**191.4**	**64.0**	**85.7**	**34.0**	**21.7**	**(4.4)**	**(5.0)**
Amortization of intangible assets	3.0	3.0	0.5	0.6	2.4	2.4	0.1	–	–	–
Depreciation	12.3	11.6	7.7	7.2	4.3	4.0	0.3	0.4	–	–
Restructuring charges	1.6	3.2	–	2.3	1.5	0.8	–	0.1	0.1	–
Warranty normalization adjustments	(2.7)	(4.8)	(2.2)	(4.4)	(0.6)	(1.0)	0.1	0.6	–	–
Timing difference on FX derivatives	0.4	(1.9)	–	–	0.4	(1.7)	–	(0.2)	–	–
Adjusted Gross Profit	**298.0**	**304.9**	**195.9**	**197.1**	**71.9**	**90.2**	**34.5**	**22.6**	**(4.3)**	**(5.0)**
Adjusted Gross Profit margin (%)	32.2%	31.4%	35.1%	34.9%	25.1%	28.1%	42.7%	26.9%		

Due to rounding, numbers presented may not add to the totals provided.

Adjusted Operating Expenses

The reconciliation of Operating Expenses to Adjusted Operating Expenses is as follows for the six-month periods ended September 30, 2024, and September 30, 2023:

ADJUSTED OPERATING EXPENSES

USD in millions, unless otherwise indicated	SIX MONTHS ENDED SEPTEMBER 30, 2024	2023
Research and development	**88.6**	**94.8**
Depreciation	(1.4)	(1.3)
Restructuring charges	–	(4.0)
Adjusted Research and Development	**87.2**	**89.5**
Sales and marketing	36.5	39.0
General and administrative	68.8	78.1
Depreciation	(2.1)	(2.0)
Restructuring charges	(0.6)	(7.8)
Adjusted Sales, General and Administrative	**102.6**	**107.3**
Adjusted Operating Expenses	**189.8**	**196.8**

Due to rounding, numbers presented may not add to the totals provided.

Warranty Provisions

The Company offers standard warranties on its metering products and its solutions for periods ranging from one to five years. In some instances, warranty periods can be further extended based on customer-specific negotiations.

Warranty accruals represent the Company's estimate of the cost of projected warranty and are based on historical and projected warranty trends, specific quality issues identified (if any), supplier information and other business and economic projections as well as other commercial considerations. The Company's results in any given period are affected by additions to, as well as releases of, or other adjustments to, these accruals, offset by insurance proceeds, received or receivable, if any.

In assessing the underlying operational performance of the business over time, Management believes that it is useful to consider average actual warranty costs incurred (in cash or the value of other compensation paid out to customers) in respect of warranty as an alternative to warranty accruals, which are estimates and subject to change and significant period-to-period volatility. For the purposes of determining warranty normalization adjustments, the average actual warranty costs incurred (in cash or the value of other compensation paid out to customers) in respect of warranty claims is calculated on the basis of a three-year rolling average for the six-month period ended September 30, 2024, and September 30, 2023.

Management presents Adjusted EBITDA in this Half Year Report 2024 as an alternative performance measure (both at the Group and at the segment level). With regard to warranty, Adjusted EBITDA includes the average actual warranty costs incurred (in cash or the value of other compensation paid out to customers) in respect of such claims, which amounted to USD 5.7 million and USD 7.1 million for the six-month periods ended September 30, 2024, and September 30, 2023. For the six-month periods ended September 30, 2024, and September 30, 2023, the warranty normalization adjustments made in calculating Adjusted EBITDA amounted to USD (2.7) million and USD (4.8) million, respectively.

The following table provides information on the Company's accruals in respect of warranty claims as well as the associated outflow (in cash and cash equivalents) for the periods under review.

WARRANTY PROVISION

USD in millions, unless otherwise indicated	SIX MONTHS ENDED SEPTEMBER 30, 2024	FINANCIAL YEAR ENDED MARCH 31, 2024	FINANCIAL YEAR ENDED MARCH 31, 2023	SIX MONTHS ENDED MARCH 31, 2022	Average
Beginning of the period	**43.2**	**46.3**	**48.3**	**53.0**	
Business combinations	–	–		–	
Additions[1]	4.8	11.3	11.2	3.1	
Other changes / adjustments to warranties[2]	(1.8)	(3.3)	(1.8)	(0.4)	
Outflows	(4.1)	(11.3)	(10.3)	(8.5)	(11.4)
Effect of changes in exchange rates	1.1	0.2	(1.2)	1.2	
Ending balance	**43.1**	**43.2**	**46.3**	**48.3**	

1 "Additions" reflects new product warranty amounts included in warranty provisions.
2 "Other changes/adjustments to warranties" reflects amounts included in warranty provisions as a result of releases or other adjustments resulting from settlement of claims for which accruals had previously been recorded.

Due to rounding, numbers presented may not add to the totals provided.

The following table provides further information on the Company's warranty claims and the derivation of the warranty normalization adjustments used in calculating Adjusted EBITDA.

WARRANTY NORMALIZATION ADJUSTMENTS

USD in millions, unless otherwise indicated	SIX MONTHS ENDED SEPTEMBER 30, 2024	SIX MONTHS ENDED SEPTEMBER 30, 2023
Additions[1]	4.8	3.2
Other changes / adjustments to warranties	(1.8)	(0.9)
Net changes to warranty accruals	**3.0**	**2.3**
Three-year average actual warranty costs incurred (in cash or the value of other compensation paid out to customers) in respect of warranty claims	5.7	7.1
Warranty normalization adjustments	**(2.7)**	**(4.8)**

1 "Additions" reflects new product warranty amounts included in warranty provisions (USD 4.8 million and USD 3.2 million for the six-month periods ended September 30, 2024, and September 30, 2023, respectively).

Due to rounding, numbers presented may not add to the totals provided.

Main Exchange Rates Applied

The following exchange rates against the USD have been applied for the most important currencies concerned:

EXCHANGE RATES

	INCOME STATEMENT AVERAGE EXCHANGE RATE, SIX MONTHS ENDED SEPTEMBER 30,		EXCHANGE RATE ON BALANCE-SHEET DATE	
Exchange rates	**2024**	2023	**9/30/2024**	3/31/2024
Euro countries – EUR	1.0877	1.0884	1.1148	1.0789
United Kingdom – GBP	1.2811	1.2591	1.3401	1.2620
Switzerland – CHF	1.1299	1.1223	1.1841	1.1085
Brazil – BRL	0.1858	0.2036	0.1838	0.1995
Australia – AUD	0.6644	0.6613	0.6939	0.6521

Glossary

The following table provides definitions for key terms and abbreviations used within this Half Year report.

Term	Definition
Adjusted EBITDA	Operating income (loss) excluding depreciation and amortization, impairment of intangible assets, restructuring charges, warranty normalization adjustments and timing difference on FX derivatives
Adjusted Gross Profit	Total revenue minus the cost of revenue, adjusted for depreciation, amortization, restructuring charges, warranty normalization adjustments and timing difference on FX derivatives
Adjusted Operating Expense	Research and development expense (net of research and development related income), plus sales and marketing expense, plus general and administrative expense, adjusted for depreciation and restructuring charges
Basic EPS	The amount of earnings for the period divided by the weighted-average number of shares of common stock outstanding during the reporting period
Capex	Capital expenditures (cash used to acquire property, plant and equipment and intangible assets)
Committed Backlog	Cumulative sum of the awarded contracts, with firm volume and price commitments, that are not fulfilled as of the end of the reporting period
Cost of Revenue	Cost of manufacturing and delivering the products or services sold during the period
Diluted EPS	The amount of earnings for the period divided by the weighted-average number of shares of common stock outstanding during the reporting period, including the shares that would have been outstanding assuming the issuance of common shares for all potentially dilutive common shares outstanding during the reporting period
EBITDA	Earnings before Interest, Taxes, Depreciation & Amortization and Impairment of intangible assets
EPS	Earnings Per Share (the Company's total earnings divided by the weighted average number of shares outstanding during the period)
Free Cash Flow (excluding M&A)	Cash flow from operating activities (including changes in net operating working capital) minus cash flow from investing activities (capital expenditures in fixed and intangible assets), excluding merger & acquisition activities
Net Debt	Current and non-current loans and borrowings less cash and cash equivalents
Net Revenue	Income realized from executing and fulfilling customer orders, before any costs or expenses are deducted
Order Intake	Sum of awarded contracts during the reporting period, with firm volume and price commitments

Share Information

KEY STOCK EXCHANGE FIGURES

For the period	**01.04.2024 –30.09.2024**	01.10.2023 –31.03.2024	01.04.2023 –30.09.2023
Share price period end (CHF)	78.60	70.05	66.30
Share price high (CHF)	83.10	73.15	84.10
Share price low (CHF)	67.70	53.95	62.70
Average daily trading volume on SIX Swiss Exchange (number of shares)[1]	40,998	53,460	53,032
Market capitalization period end (excl. treasury shares; CHF million)	2,272	2,021	1,915
Number of issued shares (period end)	28,908,944	28,908,944	28,908,944
Number of treasury shares (period end)	16,324	54,764	25,496

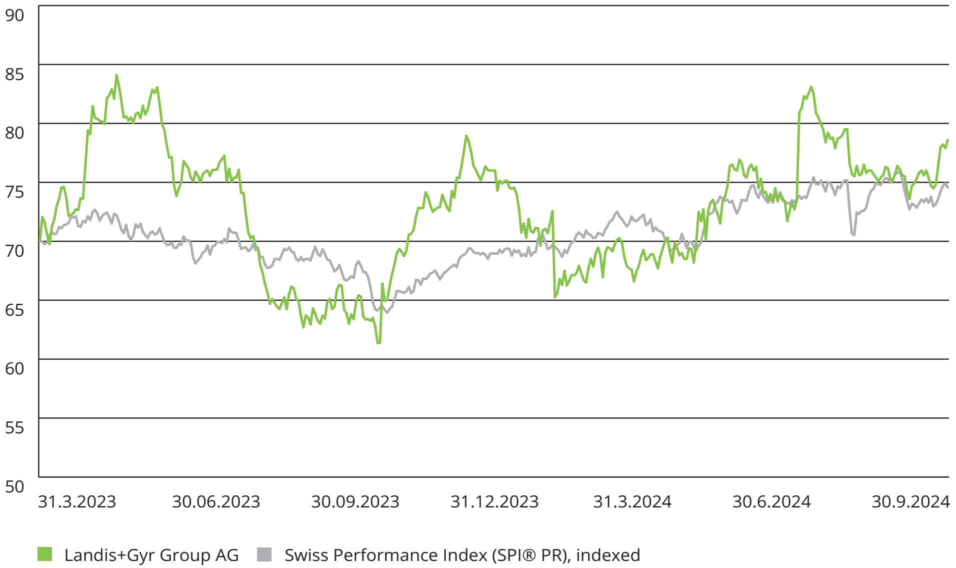
1 Data source: SIX Swiss Exchange

SHAREHOLDER STRUCTURE

As of September 30, 2024, 7,824 shareholders were entered in the share register. The following shareholders held 3% or more of the outstanding share capital of Landis+Gyr Group AG (as per SIX Swiss Exchange filings):

Shareholder	Number of shares	% of share capital
Rudolf Maag, Switzerland	3,000,000	10.38%
SEO Management, Switzerland	1,448,338	5.01%
UBS Fund Management, Switzerland	1,244,551	4.31%
Global Alpha Capital Management, Canada	882,783	3.05%

SHARE PRICE PERFORMANCE LANDIS+GYR GROUP AG



LANDIS+GYR GROUP AG REGISTERED SHARES

Listing	SIX Swiss Exchange (International Reporting Standard)
Ticker	LAND
Bloomberg / Reuters Symbol	LAND SW / LANDI.S
ISIN	CH0371153492
Valor Number	37115349
Indices	SPI®, SPI ESG, SPI ESG Select, SPI EXTRA®, SPI ex SLI®, Swiss All Share Index, UBS 100 Index, Ethos Swiss Corporate Governance Index
Accounting Standard	US GAAP

CORPORATE CALENDAR

Release of Results for Financial Year 2024	May 8, 2025
Publication of Annual Report 2024 and Invitation to AGM	May 28, 2025
Annual General Meeting 2025	June 25, 2025
Release of Half Year Results 2025	October 28, 2025

Information Policy

Landis+Gyr maintains an open dialog with all internal and external stakeholders. Our information policy is based on consistent, effective, open, honest and timely communication. Matters affecting the share price are published immediately in accordance with the ad hoc publicity rules of the SIX Swiss Exchange.

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This Half Year Report contains information regarding alternative performance measures. Definitions of these measures and reconciliations between such measures and their USGAAP counterparts may be found in pages 28 to 30 of this Half Year Report.

This Half Year Report includes forward-looking information and statements including statements concerning the outlook for our businesses. These statements are based on current expectations, estimates and projections about the factors that may affect our future performance, including global economic conditions, and the economic conditions of the regions and industries that are major markets for Landis+Gyr Group AG (hereinafter "Landis+Gyr"). These expectations, estimates and projections are generally identifiable by statements containing words such as "expects", "believes", "estimates", "targets", "plans", "outlook", "guidance" or similar expressions. All forward-looking statements are based only on data available to Landis+Gyr at the time of preparation of this Half Year Report. Landis+Gyr does not undertake any obligation to update any forward-looking statements contained in this Half Year Report as a result of new information, future events or otherwise.

There are numerous risks, uncertainties and other factors, many of which are beyond Landis+Gyr's control, that could cause the Company's actual results to differ materially from the forward-looking information and statements made in this announcement and which could affect the Company's ability to achieve its stated targets. The important factors that could cause such differences include, among others: continued or future effects of the COVID-19 pandemic, global shortage of energy or supplied components as well as increased freight rates, business risks associated with the volatile global economic environment and political conditions, including wars or military actions; market acceptance of new products and services; changes in governmental regulations and currency exchange rates; estimates of future warranty claims and expenses and sufficiency of accruals; and other such factors as may be discussed from time to time in Landis+Gyr Group AG filings with the SIX Swiss Exchange. Although Landis+Gyr Group AG believes that its expectations reflected in any such forward-looking statement are based upon reasonable assumptions, it can give no assurance that those expectations will be achieved.

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