# INTERIM CONSOLIDATED FINANCIAL STATEMENTS

# **AS OF JUNE 30, 2024**

# **UNAUDITED**

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<sup>\*</sup> This Financial Statements is a translation of the Hebrew Financial Statements reported on Aug 29, 2024. In the event of any conflicts between the English and the Hebrew version, the Hebrew version shall supersede.



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#### **Auditors' Review**

#### To the Shareholders of

## IMAGESAT INTERNATIONAL (I.S.I.) LTD.

#### Introduction

We have reviewed the accompanying financial information of ImageSat International (I.S.I) Ltd. ("the Company), which includes the condensed consolidated statement of financial position as of June 30, 2024 and the condensed consolidated statements of profit or loss and other comprehensive income, changes in equity, and cash flow for the six- and three-month period then ended. The board of directors and management are responsible for the preparation and presentation of the financial information for these interim periods in accordance with International Accounting Standard IAS 34, Interim Financial Reporting, and are also responsible for the preparation of this interim financial information in accordance with Chapter D of the Israel Securities Regulations (Periodic and Immediate Reports), 1970. Our responsibility is to express a conclusion on this interim financial information based on our review.

## Scope of the review

We conducted our review in accordance with Israel Review Standard 2410 of the Institute of Certified Public Accountants in Israel, Review of Interim Financial Information by the Independent Auditor of the Entity. A review of interim financial information consists of making enquiries, primarily persons responsible for financial and accounting matters, and applying analytic and other review procedures. A review is substantially more limited in scope than an audit conducted in accordance with generally accepted auditing standards in Israel and consequently does not enable us to be certain that we are aware of all of the significant matters that could be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that this financial information has not been prepared, in all material respects, in accordance with IAS 34.

In addition to that stated in the paragraph above, based on our review, nothing has come to our attention that causes us to believe that the financial information does not comply, in all material respects, with the disclosure requirements of Chapter D of the Israel Securities Regulations (Periodic and Immediate Reports), 1970.

Tel Aviv August 29,2024 Kost Forer Gabbas and Kusierer KOST FORER GABBAY & KASIERER Certified Public Accountants

# CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Jun	ne 30	December 31	
	2024	2023	2023	
	Unau	ıdited	Audited	
		USD thousands		
CURRENT ASSETS:				
Cash and cash equivalents	46,898	9,349	37,107	
Restricted cash	93	93	93	
Short-term deposits	-	27,250	-	
Trade receivables	11,079	5,843	11,654	
Other account receivables	13,174	13,369	14,942	
Income tax receivables	-	-	126	
Inventories	1,218	1,306	1,098	
	72,462	57,210	65,020	
NON-CURRENT ASSETS:				
Property and equipment	172,080	188,837	180,300	
Property and equipment under construction	13,873	13,051	13,519	
Advances on account of property and equipment	2,559	2,065	2,261	
Right-of-use assets	7,750	8,732	8,210	
Intangible assets	531	637	583	
Deferred taxes	82	408		
	196,875	213,730	204,873	
	269,337	270,940	269,893	

# CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	June	June 30		
	2024	2023	December 31, 2023	
	Unau	dited	Audited	
		USD thousand	ls	
CURRENT LIABILITIES:				
Current maturities of lease liabilities	1,062	1,061	1 070	
Current maturities of loan from a related party	10,672	10,311	1,078	
Trade payables	4,336	,	20,977	
Advances and deferred revenues	8,592	3,427	2,906	
Other account payables	,	5,859	7,319	
other account payables	36,810	37,951	40,303	
	61,472	58,609	72,583	
NON-CURRENT LIABILITIES:				
Lease liabilities	5,436	6,178	5,977	
Other liabilities	166	166	166	
Advances and deferred revenues	-	10,189	2,439	
Employee benefit liabilities	62	74	72	
Deferred taxes	-	-	753	
Loans from banks	20,000	_	755	
Loan from a related party	21,164	30,408	20,642	
	16 929	47.015	20.040	
EQUITY ATTRIBUTARIE TO FOURTY	46,828	47,015	30,049	
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY:				
Share capital	-	-	-	
Share premium and capital reserves	206,040	206,040	206,040	
Share-based payments reserve	3,240	2,503	2,898	
Accumulated deficit	(48,243)	(43,227)	(41,677)	
	161,037	165,316	167,261	
	269,337	270,940	269,893	

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

August 29, 2024

Date of approval of the financial statements

Gillon Beck Chairman of the Board of Directors Noam Segal CEO

Yuval Sipper CFO

# CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Six months ended June 30		Three mon June	Year ended December 31	
	2024	2023	2024	2023	2023
		Unaud			Audited
			USD thousar nan earnings		
		(other ti	ian earnings	per snare)	
Revenues	21,032	15,588	7,876	10,316	43,913
Costs of revenues	12,782	3,158	3,062	1,532	12,637
Depreciation	8,853	1,804	4,416	982	11,042
Gross profit (loss)	(603)	10,626	398	7,802	20,234
Gross profit (loss)	(003)	10,020	390	7,802	20,234
Selling and marketing expenses	1,802	2,213	827	1,057	3,993
General and administrative expenses	2,297	2,822	1,183	1,139	5,154
Research and development expenses	1,933	1,592	798	825	3,806
Operating income (loss)	(6,635)	3,999	(2,410)	4,781	7,281
Finance income	506	1,186	261	650	1,568
Finance expenses	1,336	1,350	650	698	2,991
			()		
Income (loss) before taxes on income	(7,465)	3,835	(2,799)	4,733	5,858
Taxes on income (tax benefit)	(899)	686	(192)	647	1,185
Net income (loss)	(6,566)	3,149	(2,607)	4,086	4,673
Other comprehensive loss (net of taxes):					
income from remeasurement of defined					
benefit plans					26
Total other comprehensive income					26
Total comprehensive income (loss)	(6,566)	3,149	(2,607)	4,086	4,699
- · · · · · · · · · · · · · · · · · · ·					
Earnings per share					
Earnings per share attributable to equity					
holders of the Company (USD)	(0.11)	0.05	(0.04)	0.07	0.08
Earnings per share (fully diluted) (USD)	(0.11)	0.05	(0.04)	0.07	0.08

Balance as of March 31, 2024

Balance as of June 30, 2024

Comprehensive loss Share-based payment

# CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital	Share premium and capital reserves	Share- based payments reserve Unaudited	Accumulated deficit	Total capital
		ŢŢ	SD thousand	ls.	
Balance as of January 1, 2024 (Audited)	-	206,040	2,898	(41,677)	167,261
Comprehensive loss Share-based payment	- -	<u>-</u>	342	(6,566)	(6,566) 342
Balance as of June 30, 2024		206,040	3,240	(48,243)	161,037
	Share capital	Share premium and capital reserves	Share- based payments reserve Unaudited	Accumulated deficit	Total capital
		U	SD thousand	ls	
Balance as of January 1, 2023 (Audited)	-	205,905	2,266	(46,376)	161,795
Comprehensive income Conversion of options Share-based payment	- - -	135	(135) 372	3,149	3,149
Balance as of June 30, 2023		206,040	2,503	(43,227)	165,316
	Share capital	Share premium and capital reserves	Share- based payments reserve Unaudited	Accumulated deficit	Total capital
		U	SD thousand	ls	

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

206,040

206,040

3,086

154

3,240

(45,636)

(2,607)

(48,243)

163,490

(2,607)

161,037

154

# CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital	Share premium and capital reserves	Share- based payments reserve	Accumulated deficit	Total capital
	'		Unaudited		
		U	SD thousand	S	
Balance as of March 31, 2023	-	206,040	2,340	(47,313)	161,067
Comprehensive income Share-based payment	- -	-	- 163	4,086	4,086 163
Balance as of June 30, 2023		206,040	2,503	(43,227)	165,316

	Share capital	Share premium and capital reserves	Share-based payments reserve	Accumulated deficit	Total capital
			Audited		
		J	JSD thousands		
Balance as of January 1, 2023	-	205,905	2,266	(46,376)	161,795
Net income	-	-	-	4,673	4,673
Conversion of options	-	135	(135)	-	-
Share-based payment	-	-	767	-	767
Other comprehensive income				26	26
Balance as of December 31, 2023	-	206,040	2,898	(41,677)	167,261

# CONSOLIDATED STATEMENTS OF CASH FLOW

	Six months ended June 30		Three mon June		Year ended December 31	
	2024	2023	2024	2023	2023	
		Unaı	ıdited		Audited	
			USD thousan	ids		
<u>Cash flows from operating activities</u> :						
Net income (loss)	(6,566)	3,149	(2,607)	4,086	4,673	
Adjustments to reconcile net income to net cash provided by operating activities:						
Adjustments to profit or loss:						
Depreciation and amortization	8,801	1,751	4,390	955	10,935	
Depreciation of an intangible asset	52	53	26	27	107	
Amortization of right-of-use asset	583	477	292	286	1,057	
Share-based payment	342	372	154	163	767	
Finance income, net	490	(899)	246	(873)	750	
Taxes (benefit) on income	(899)	686	(192)	647	1,185	
Change in employee benefit liabilities, net	(10)	(16)	(2)	(13)	(18)	
	9,359	2,424	4,914	1,192	14,783	
Changes in assets and liabilities: Decrease (increase) in trade						
receivables	575	(1,786)	(2,508)	(2,238)	(7,597)	
Increase in other receivables	(116)	(2,309)	(935)	(3,155)	(4,940)	
Decrease (increase) in inventories	(154)	-	-	-	208	
Increase (decrease) in trade payables Increase (decrease) in advances and	3,289	645	1,963	(1,060)	429	
deferred revenues Increase (decrease) in other account	(1,166)	(5,529)	3,903	(3,730)	(11,819)	
payables	(3,638)	(474)	(1,735)	(341)	2,816	
	(1,210)	(9,453)	688	(10,524)	(20,903)	
Cash paid or received in the period for:						
Interest received	394	1,478	255	1,146	2,283	
Interest paid	(2,345)	*(110)	(206)	*(51)	*(751)	
Tax paid	(20)	(721)	(11)	(13)	(740)	
Tax received	355	73			73	
	(1,616)	720	38	1,082	865	
Net cash provided by (used for)						
operating activities	(33)	(3,160)	3,033	(4,164)	(582)	

<sup>\*)</sup> Reclassification in an immaterial amount

# CONSOLIDATED STATEMENTS OF CASH FLOW

	Six months ended June 30			Three months ended June 30		
	2024	2023	2024	2023	December 31 2023	
		Unau			Audited	
Cash flow from investing activities:			USD thousands			
Purchase of property and equipment Investment in property and equipment	(547)	(26,136)	(187)	(20,959)	(27,173)	
under construction Advances on account of property and	(652)	(2,839)	(325)	(636)	(3,307)	
equipment Withdrawal of bank deposits	10,864	(260)	10,864	(165)	(451) 22,250	
Investment in bank deposits Deposit of restricted cash	(10,864)	(5,000) 20,000	-	(5,000) 20,000	20,000	
Net cash used in investing activities	(1,199)	(14,235)	10,352	(6,760)	11,319	
Cash flow from financing activities:						
IPO proceeds, net Repayment of lease liabilities	(448) (8,529)	*(429)	(150)	*(222)	*(803)	
resput ment of reaso nationals	20,000		20,000			
Net cash provided by (used in) financing activities	11,023	(429)	19,850	(222)	(803)	
Increase (decrease) in cash and cash equivalents	9,791	(17,824)	33,235	(11,146)	9,934	
Cash and cash equivalents at the beginning of the period:	37,107	27,173	13,663	20,495	27,173	
Cash and cash equivalents at the end of the period	46,898	9,349	46,898	9,349	37,107	
Material non-cash transactions						
Conversation of options		135				
Recognition of a right-of-use asset vs. lease liability	<u>-</u>	1,286			1,286	
Purchase of property and equipment vs. trade payables	<u> </u>	385		385		

<sup>\*)</sup> Reclassification in an immaterial amount

#### NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 1:- GENERAL

## A. General description of the Company and its activity

ImageSat International (I.S.I) Ltd. and its subsidiaries ("ImageSat" or "the Company") specialize in providing space-based intelligence solutions, very-very high-resolution satellite imagery and data analytics specifically tailored for homeland defense markets and civilian markets, in Israel and worldwide. The Company was incorporated in Israel on January 26, 1999 as a limited private company. On September 7, 2000, the Company changed its name to ImageSat Israel Ltd. (previously West Indian Space Israel Ltd.) and on September 2, 2021 the Company changed its name to ImageSat International (I.S.I) Ltd. In February 2022, the Company made an initial public offering of its shares. For further details, see Note 1(c) on the 2023 annual financial statements.

- B. These financial statements have been prepared in condensed format as of June 30, 2024 and for the six and three months then ended ("the Interim Consolidated Financial Statements"). The financial statements should be read in the context of the Company's annual financial statements as of December 31, 2023 for the year then ended, and their accompanying notes ("the Consolidated Annual Financial Statements").
- C. The Company chose to apply the relief for publication of interim separate financial information allowed by the Amendment to the Regulations for Periodic and Immediate Reporting, 2022.

## D. Financing

As of the report date, the company maintains a balance for current payments totaling approximately \$42 million which the Company owes to a material shareholder, Israel Aerospace Industries ("IAI"): 1) balance of payables in respect of the manufacturing of the EROS C3 satellite amounts to \$31.3 million as described in note 24(4) in the Consolidated Annual Financial Statements, which has been repaid in the beginning of the third quarter 2024 (see note 4b); 2) current maturity of approximately \$10.7 million, in connection with a loan from IAI as described in Note 16b in the Consolidated Annual Financial Statements. This current maturity will be repaid in the beginning of January 2025.

As described in note 4c and note 4d in the interim consolidated financial statements of the first quarter of 2024, The company entered into agreements with banking corporations to set up credit lines to meet these payments. The total credit line signed by the company with the banking corporations is in the amount of 20 million dollars. As described in Note 4A below, the company drew the overall credit line at the end of June 2024. Additionally, the Company foresees growth in its business operations, in-line with its business plans and resulting from increased cash flow generated from its current activities. In light of the aforementioned and based on the Company's management estimation based on its plans, the Company will successfully fulfill its obligations in the foreseeable future.

#### E. The "swords of iron" war

As described in Note 1 of the Consolidated Annual Financial Statements concerning the consequences of the 'Iron Swords' war, the following outlines the effects of the war on the company's business activities during the reporting period:

#### NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 1:- GENERAL (cont.)

As of the report date, the Company has no indication of any material impact of the War on its business operations. However, it is not possible to predict the War's duration or the extent of its potential future effects, if any, on the Company's activities and business results.

Currently, the Company is closely monitoring the political developments in relation to the President of Chile's anti-Israel positions. In particular, Chile's appeal to the International Court of Justice at The Hague and the boycott imposed on the participation of Israeli companies in the aerospace conference hosted by Chile, in the context of the Iron Swords War. These days, the political climate in Chile is challenging for Israeli companies. Nevertheless, the work on the Chilean space project with the customer is maintained, and the Company is in communication with it daily, and is examining the situation on an ongoing basis.

#### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of presentation of the financial statements:

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Furthermore, the financial statements have been prepared in conformity with the provisions of the Israeli Securities Regulations (Annual Financial Statements), 2010.

#### B. Format of preparation of the Interim Consolidated Financial Statements

The Interim Consolidated Financial Statements have been prepared in accordance with International Accounting Standard IAS 34, Interim Financial Reporting. The accounting policy applied in the preparation of these Interim Consolidated Financial Statements is consistent with the policy applied in the preparation of the annual consolidated financial statements.

## C. Functional currency and presentation currency

The presentation currency of the financial statements is the US Dollar.

#### D. Initial adoption of amendments to existing financial reporting and accounting standards:

# 1. Amendment to IAS 1, "Presentation of Financial Statements":

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

According to the Subsequent Amendment:

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

## NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

• In respect of a liability for which compliance with financial covenants is to be evaluated within twelve months from the reporting date, disclosure is required to enable users of the financial statements to assess the risks related to that liability. The Subsequent Amendment requires disclosure of the carrying amount of the liability, information about the financial covenants, and the facts and circumstances at the end of the reporting period that could result in the conclusion that the entity may have difficulty in complying with the financial covenants.

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

The Original Amendment and Subsequent Amendment are applied retrospectively for annual periods beginning on January 1, 2024.

The Amendments did not have a material impact on the Company's interim consolidated financial statements

## NOTE 3:- DISCLOSURE OF NEW IFRS APPLICATION

IFRS 18, "Presentation and Disclosure in Financial Statements":

In April 2024, the International Accounting Standards Board ("the IASB") issued IFRS 18, "Presentation and Disclosure in Financial Statements" ("IFRS 18") which replaces IAS 1, "Presentation of Financial Statements".

IFRS 18 is aimed at improving comparability and transparency of communication in financial statements.

IFRS 18 retains certain existing requirements of IAS 1 and introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information.

IFRS 18 does not modify the recognition and measurement provisions of items in the financial statements. However, since items within the statement of profit or loss must be

classified into one of five categories (operating, investing, financing, taxes on income and discontinued operations), it may change the entity's operating profit. Moreover, the publication of IFRS 18 resulted in consequential narrow scope amendments to other accounting standards, including IAS 7, "Statement of Cash Flows", and IAS 34, "Interim Financial Reporting".

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, and is to be applied retrospectively. Early adoption is permitted but will need to be disclosed.

The Company is evaluating the effects of the new standard, including the effects of the consequential amendments to other accounting standards, on its consolidated financial statements.

#### NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 4:- SIGNIFICANT EVENTS DURING AND AFTER THE REPORTING PERIOD

- A. On June 24, 2024, the company withdrew the full credit amount available, totaling \$20 million, from banking corporations, as part of the credit facility agreement detailed in Notes 4c and 4d of the consolidated interim financial statements for the first quarter of 2024. The main terms of the loans with the banking corporations are as follows:
  - 1. The loan is in US dollars, with a term not to exceed two years and principal repayment due at the end of the period.
  - 2. Early repayment of all or part of the loan is permitted (subject to the terms of the loan agreement) on the quarterly interest payment dates.
  - 3. The loans will bear variable quarterly interest at a nominal annual rate not exceeding the term SOFR interest for the period plus between 2.5 and 3.5 percentage points, calculated annually.
  - 4. Security:
    - 4.1. To secure its obligations, the company will provide a permanent lien and a first-class pledge, including a check on the lien without amount limitations, as follows:
    - 4.1.1: The company's rights in the EROS C3 satellite and other related items.
    - 4.1.2: The company's rights to receive rewards or receipts related to the pledged assets, including:
      - 4.1.2.1: Insurance policies covering the satellite.
      - 4.1.2.2: Rights to all funds or revenues generated from or through the satellite.
      - 4.1.2.3: All funds, deposits, or cash in a designated account related to satellite sales, until the account is closed as per the agreement.
      - 4.1.2.4: All interest, profits, and other assets arising from the above rights and assets, as well as assets received from realizations.

#### 5. Financial Relations:

- 5.1: Equity Ratio The company's equity ratio of its total balance sheet will not be less than 35% at any time.
- 5.2: Equity Amount The company's equity capital will not be less than \$120,000 thousand at any time.
- As of the report date, the company meets all the financial ratios specified above.
- B. At the beginning of July 2024, the company paid \$31.3 million to IAI to settle the final payment for the purchase of the EROS C3 satellite, in accordance with the contract terms detailed in Note 24(4) of the consolidated annual financial statements. Following this payment, the liens imposed by IAI on the company's assets, under the December. 2022 agreement to secure the EROS C3 satellite, were released.
- C. On July 28, 2024, an agreement was signed between the company and a third party, unrelated to the company and/or its owner, for a period of three years to provide analytics services based on satellite information. The services will be rendered in accordance with the specifications detailed in the agreement, for the benefit of Customer A, at a total value of approximately 54.5 million dollars, most of which will be paid quarterly throughout the term of the agreement (hereinafter: 'the agreement'). The analytics will be delivered through a cloud-based platform designed for the processing and analysis of intelligence products from space, utilizing artificial intelligence-based analytics.
- D. On August 21, 2024, the company signed an agreement with a customer in Asia for the supply of two RUNNER-type sensing satellites, along with related products and services.

The total contract value is approximately \$30 million, which will be paid to the company **NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS** 

#### NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 4: - SIGNIFICANT EVENTS DURING AND AFTER THE REPORTING PERIOD (CONT.)

over the project period of approximately three years, according to the milestones agreed upon in the purchase agreement.

E. On August 29, 2024, the company's board of directors decided to allocate a total of 60,000 non-tradable options to a Chief Officer, with mechanisms to exercise them for 60,000 ordinary shares of the company. The vesting period of the grant is staggered across three installments: 33% will mature on August 29, 2026, another 33% on August 29, 2027, and the final 33% on August 29, 2028. The exercise price for each option is set at NIS 19 per share. The fair value of each option, determined using the Black-Scholes model, is NIS 6.5. The grants were made through the capital route (with a trustee) in accordance with Section 102 of the Income Tax Ordinance.

#### **NOTE 5: - REVENUES**

Breakdown of revenues based on the geographic location of the customers:

		ths ended ne 30	Three months ended June 30		Year ended December 31	
	2024	2023	2024	2023	2023	
	Unaudited					
		USD thousa	nds			
Asia	9,234	10,215	4,837	6,509	29,452	
America	10,498	3,954	2,402	2,400	11,332	
Africa	427	-	421	-	-	
Europe	676	67	178	64	886	
Israel	197	1,352	38	1,343	2,243	
	21,032	15,588	7,876	10,316	43,913	

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