Annual report including audited financial statements
as at May 31st 2023

Citadel Value Fund SICAV

Société d'Investissement à Capital Variable
Luxembourg

R.C.S. Luxembourg B85320

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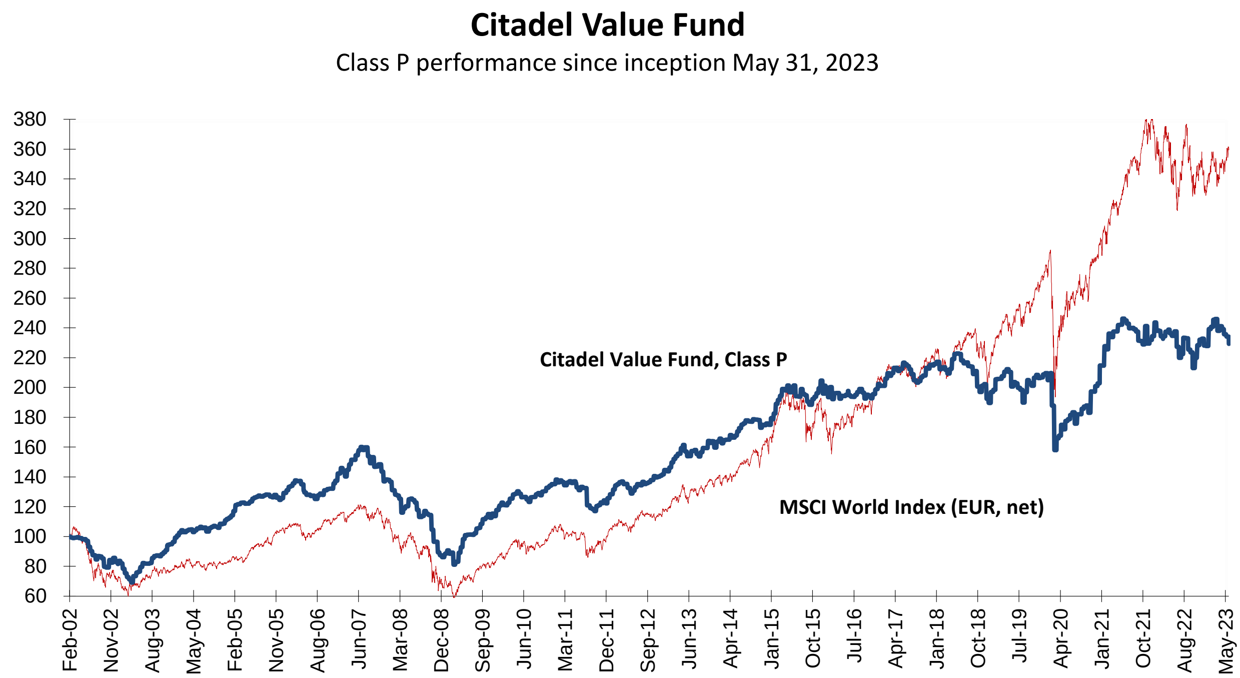
Dear shareholder,

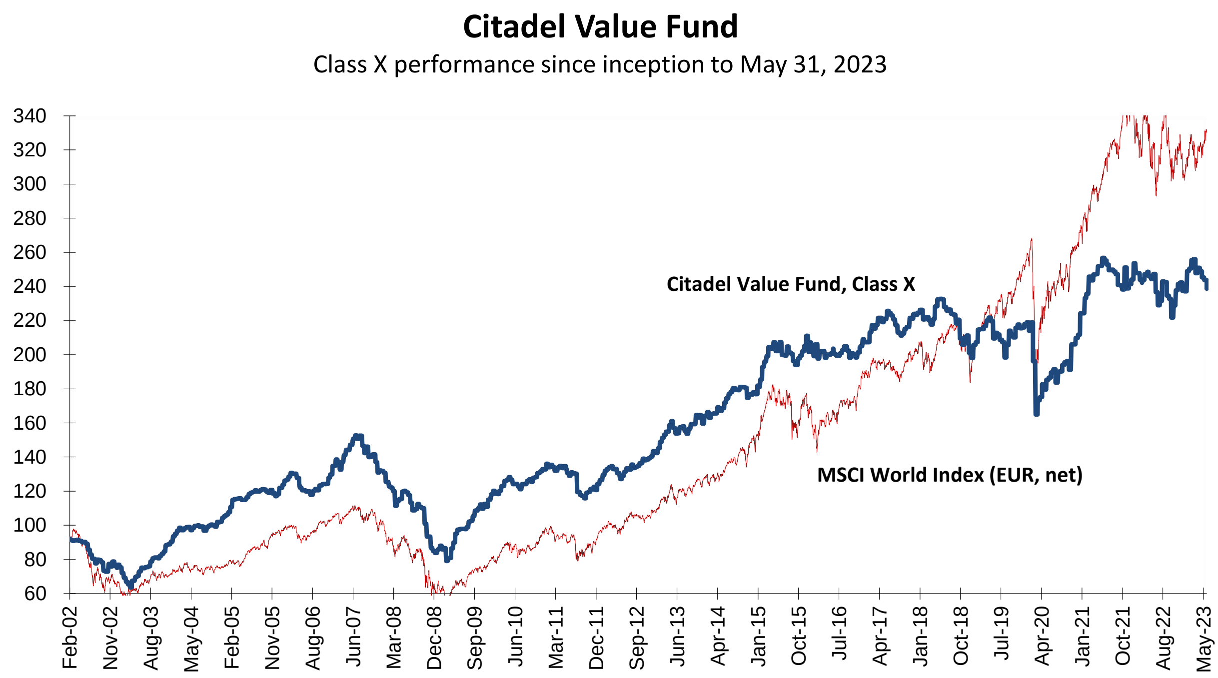
We are reporting another relatively stable calendar year-to-date return per May 31, 2023, of +0.6% for Citadel's class P and X shares. The return since inception is 129% for class P shares and 160% for class X shares. This result was achieved after a strong Fund performance in the initial months of 2023, followed by some market weakness in April and May. The +4.6% performance for the month of June 2023, right after the fiscal year-end close, is testimony to the current capricious behaviour of financial markets. Although not spectacular, Citadel was able to stay close to its goal of capital preservation during times of high uncertainty. Below we'll discuss the portfolio performance in more detail.

Citadel is an actively managed Fund without a reference to a benchmark. Still, it makes sense to compare a fund's performance to reference indices. However, this year so far, index performance is all over the place, partly because only a tiny number of mega cap technology stocks have shown huge returns, while many other stocks in the index have gone sideways at best. The MSCI World Index (net returns, in EUR, shown in the chart below) is up 8.6% calendar year-to-date as per May 31, 2023, but the Dow Jones Industrial index, for example, was down -0.7% in the same period, lacking any significant technology sector exposure. The MSCI World Value index was down -1.8%.



Fund Performance Citadel Value Fund as of May 31, 2023	Since inception	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023 YTD
Class -P-	129,3%	-18,4%	17,0%	17,2%	12,0%	9,7%	-0,5%	-35,8%	36,2%	12,9%	-6,9%	12,7%	15,1%	10,1%	12,2%	-0,1%	7,4%	-12,1%	10,1%	-2,9%	15,6%	-2,8%	0,6%
Class -X-	159,7%	-18,4%	19,3%	17,6%	11,9%	10,2%	0,8%	-34,7%	36,9%	13,6%	-6,4%	13,0%	16,5%	11,4%	13,9%	0,1%	8,3%	-11,8%	10,1%	-2,9%	15,2%	-2,8%	0,6%

Source: EFA, D&F. X-Class inception on June 4th, 2013. X-Class performance until May 2013 estimated based on P-Class shares since inception date February 11th, 2002



Fundamental company analysis – complex but rewarding

Frequent readers of our shareholder letters know that at Citadel, we focus our efforts on fundamental company analysis when making informed investment decisions, rather than on macro-economic forecasts or stock market sentiment. With bizarre economic circumstances like 0% or lower interest rates and 40-year highs in inflation rates, we felt obliged to also write about macro-economic topics over the past few years. But why does our day-to-day focus continue to be on fundamental company analysis? This is because macro forecasts, sentiment indicators, index movements etc. do not provide an unambiguous answer to the key question facing any serious investor: what is an individual company worth? We want to be able to make a reasonable estimate of the intrinsic value of a business. Knowing a company's intrinsic value allows us to compare this value to today's market price and to judge whether it would be rewarding to purchase a share in this company at the quoted price. Rather than running the risk of overpaying for a company, we instead prefer to benefit from the crucial margin-of-safety by paying much less than the intrinsic value. This way an investor achieves two crucial long-term goals: downside protection and expected upward potential.

This in a nutshell clarifies the logic behind fundamental company analysis and value investing (the "why"). But what about the "how"? How do we perform fundamental company analysis? It seems a simple concept, but for various reasons, it can be quite complex getting it right. It certainly helps that the Fund's investment team has a very long track record in financial analysis. Long-time experience brings the advantage of a broad information network, while also providing significant cumulative knowledge about many companies, industries, and a variety of business models. This is important for two reasons. Firstly, cumulative knowledge helps to time-efficiently select investment opportunities while quickly discarding the less interesting ones. Secondly, knowledge is key to risk reduction and helps to achieve the goal of preservation of capital. By having deep knowledge about the company you invest in, the risk of nasty surprises that impair the long-term value of your investment is reduced significantly (though never entirely on account of random events like pandemics, other natural disasters or sudden technology shifts). We will never be omniscient but aim to make a reasonable estimate of a companies' normalised earnings power. If we cannot reasonably determine this, we move on to our next case.

After having made a first selection of potentially interesting opportunities, we put significant effort in researching a company. We read about the company, its markets, competitors, customers, and suppliers, and draw up a quantitative model. A detailed quantitative model allows us to detect the historical strengths and weaknesses of the business model and it serves as a basis for various valuation techniques. Simultaneously, we look at peer group comparisons, sector valuations and M&A analyses to compare our investment opportunity to its listed and unlisted peers. Usually, this research process generates a whole lot of questions about the company, which we subsequently discuss with company management – or with its customers or competitors. We test our key assumptions of the investment thesis, which includes how management thinks and acts regarding shareholder value creation.

The results of this elaborate research process are sometimes surprising. It occasionally happens, for instance, that a listed competitor appears to be a more interesting investment candidate than the company we researched in the first place. Sometimes we come across questionable accounting issues, usually a sufficient reason for not proceeding with the investment opportunity. In recent times, with subsiding economic growth, we are noticing increased use of accounting trickery to artificially boost company profitability. A simple example is spreading the depreciation of capital expenditures over a longer period than previously, which inflates profitability relative to how much cash the business is earning. Obviously, our analysis needs to look beyond this type of accounting gimmickry. Over the past years, increasingly complex accounting regulation has become a complication factor. It can obfuscate the underlying financial performance of a company and be very hard to detect. Without getting too technical, some examples of this are today's lease accounting rules, revenue recognition rules for long-term contracts and pension accounting.

To us, fundamental company analysis is the best approach to gaining insight into the value of a company. This helps to reduce fundamental risks to equity investing and provides solid rules for buy and sell decisions, without the stress of human emotions. Citadel's shareholders can rest assured that the Fund will continue to manage its portfolio based on fundamental company analysis, thereby providing crucial peace-of-mind when investing in stocks.

Portfolio performance highlights

Citadel's overall performance was rather steady during the current calendar year so far, with a modest positive return per May 31, 2023 (the Fund's fiscal year end). The underlying portfolio return was an estimated +1.7%. This was the balance of meaningful plusses and minuses in the portfolio. As usual we'd like to be transparent about the strong performers as well as the laggards, so we will review both ends of the spectrum below.

Citadel's best year-to-date performer was **SOL Group**, an Italian industrial and medical gas producer which is also the no. 2 European home care service provider. SOL realised record profitability in 2022, driven by superb results in both the technical gas division and home care. Management was able to pass on significant cost inflation of technical gas production whilst still growing volumes. And in home care (particularly respiratory services such as oxygen at home), growth re-accelerated as the overall care sector recovered from the covid period. Citadel purchased its holding in March and April 2020 at a very attractive valuation. Since then, the total return for the Fund was +161%. Notwithstanding this, the stock is still relatively inexpensive when compared to its larger peers Air Liquide and Linde.

The second-best performer in the portfolio was **Vitesco Technologies**[1]. Vitesco's results have been roughly in line with expectations, no surprises there. However, its order intake for its electrification technology products (to be used by nine out of the top-ten battery electric car manufacturers) continues to impress. Once these orders turn into product sales, we expect economies-of-scale driving profitability to a much higher level compared to today's margins. This makes the stock look outright cheap at current stock price levels.

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[1] We kindly refer to an elaborate discussion on the Vitesco Technologies case in the November 30, 2022, shareholder letter.

Most significant performance contributors & detractors					
January 1, 2023 to May 31, 2023					
Holding	**Contribution**	**Absolute return**	**Holding**	**Detraction**	**Absolute return**
SOL Group	2,5%	46%	NOV	-2,7%	-32%
Vitesco	1,1%	12%	Signify	-1,6%	-17%
Nichirin	1,1%	31%	American Eagle Outfitters	-1,3%	-27%
Booking Holdings	0,8%	30%	Village Super Market -A-	-0,6%	-10%
Toyota Industries	0,6%	14%	Pronexus	-0,3%	-5%
Note: Returns in € and including dividends					

The Japanese company **Nichirin** also contributed nicely to the Fund's performance, more on this company later. The strong results of **Booking Holdings** will be discussed in the "Changes in the portfolio" section, as this holding was sold recently. Finally, **Toyota Industries** (global market leader in forklift trucks and a major shareholder in Toyota Motor) made a markedly positive contribution.

Looking at the detractors during the first five months of 2023, **NOV** (formerly National Oilwell Varco) stood out with a negative performance of 32%. This compares with NOV's positive performance of 64% in calendar 2022. NOV is a market leading supplier of infrastructure for the oil & gas sector, with a fast-growing business in offshore wind installation technology. The energy services sector has entered a growth recovery phase, particularly in offshore, which is beneficial to NOV. However, the company's significant exposure to the slowing North American onshore segment hampered its financial performance. We believe the stock holds significant upside potential, as growing global energy consumption and the rapid depletion of existing reserves will lead to energy shortages that can't be met by growing green-energy production alone. Growing exploration and production is unavoidable and hence we see significant business growth and value creation ahead for NOV.

Signify (global leader in lighting products, solutions, and services) experienced share price pressure in the first five months of 2023. Signify has been struggling to keep up its growth relative to last year's much more buoyant market for lighting. Overall, we believe management has been doing a good job amid a tougher environment. Relative to the free cash flow this business typically generates, the stock price is currently a bargain in our view. Consequently, the Fund added to its existing position at very attractive price levels.

The share price of **American Eagle Outfitters** ("AEO", a US apparel retail chain) reflected mediocre results for the recent quarters, due to lower consumer spending on non-luxury clothing, and due to its sluggish logistics business, which is currently being restructured. Contrary to AEO, **Village Super Market** (grocery chain in the US East coast) posted strong profit and free cash flow growth. Unfortunately, this was not awarded with a higher share price. Last in row, **Pronexus** (financial disclosure and investor services in Japan) had a stable share price amidst stable financial results, however, the weakened Japanese Yen resulted in a small negative net performance for the Fund in this period.

Few changes in the portfolio

During the first five months of calendar 2023, there was not much trading in the Fund's portfolio. As already indicated, we increased the weighting in **Signify** at very attractive valuation levels. We estimate that this latest addition has been bought at a free cash flow yield of around 15% (taking the average of the 4-year period of our 2023-2026 estimates). The current dividend yield is around 6%. We are very happy that the market provided this recent buying opportunity at a discount to its estimated intrinsic value of more than 50%.

Changes in the Portfolio

January 1, 2023 to May 31, 2023

Holdings bought or added to	Holdings reduced or sold
Signify	Booking Holdings
Stellantis	

After a holding period of exactly three years, the entire holding in **Booking Holdings** (a leading online travel booking platform) was divested. In March 2020, the covid-induced stock market panic enabled us to buy this great business – a remarkable cash machine – at a bargain valuation of around 16% normalised free cash flow yield. Once the travel industry recovered from covid restrictions and people raced to go on holidays again, the earnings of Booking Holdings recovered as well. Revenues in FY2022 exceeded the pre-covid records, and so did the share price. Having met our current estimate of its intrinsic value, it was rational to sell off the Fund's position, which was done at a healthy net return of +111%. We certainly don't exclude the possibility that Booking Holdings will grow faster in the future than we currently expect. But at the current valuation we think it's prudent not to run the risk of this higher growth not materialising (for example due to an economic recession). This conservatism is a hallmark of true value investing.

We were able to reinvest the proceeds in a new portfolio position, namely **Stellantis,** a leading global car manufacturer. Created early 2021, Stellantis combines the former Fiat Chrysler Automotive group and the Peugeot Citroen Automotive group, which includes major other car brands such as Jeep, Dodge, RAM, Opel, and Maserati. Selling 6 million cars per annum, it is the 3rd largest carmaker in the world and in fact a very profitable one. In 2022, which was admittedly a quite profitable year for many carmakers, Stellantis realised an 11% operating margin and returned 7% free cash flow on its revenues. With strong management, Stellantis embarked on a strategy of integrating and unifying the many car platforms of its list of brands, creating billions of cost synergies as this integration moves forward (this integration is what some other car manufacturers already largely completed, but for Stellantis it constitutes clear potential). At the same time, the company is accelerating the development of battery electric vehicles. Although a lot still needs to be done, its entry level battery electric models are already market leading in Italy, France, and Germany.

Stellantis' ultra strong balance sheet (€ 50bn cash at hand) is offering more than sufficient means for this journey, and it's a very big safety cushion in case of a weaker market environment. Also, Stellantis happens to be one of the few large carmakers lacking a large Chinese operation, and therefore it is less susceptible to the country-specific risks of China. We believe this is a risk reducing element, which we always like in a business. Finally, the stock is trading at an ultra-low valuation, regardless of the angle from which you would look at it. The Fund built a position at an enterprise value of 1x operating profit. We estimate that the through-the-cycle ("normalised") free cash flow yield is around 50%. That provides a huge margin-of-safety. In addition, the shareholder is treated well with a high dividend pay-out (the FY22 pay-out reflected a 9% dividend yield), in addition to a sizeable share buy-back. Even when incorporating a recessionary cycle into our earnings model, the shares would still be very cheap.

In addition to Stellantis, we have been filling our radar screen with numerous prospective investment opportunities. Converting the list into actual investments is a matter of time and of price discipline: in many cases stock prices have not come down sufficiently to offer an appropriate margin-of-safety. As market volatility is most likely to continue, we have high hopes that we will be able to strike again to the long-term benefit of the Fund's shareholders.

Portfolio summary – attractively valued with room for new opportunities

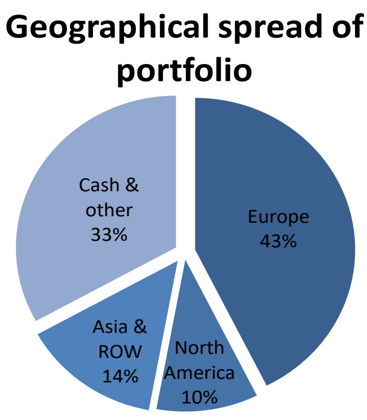
As per May 31, 2023, the portfolio consists of holdings in 18 companies. The portfolio top-5 consists of four Western European companies, and one Japanese company. Companies listed in Europe represent 43% of the Fund's NAV. The Fund's exposure to Asia (Japan and South Korea) is limited to around 14%. The exposure of Citadel to the US is 10%, down from 14% as of May 31, 2022, chiefly due to the divestment of Booking Holdings. The Fund's net cash balance per May 31, 2023, amounted to 24% of

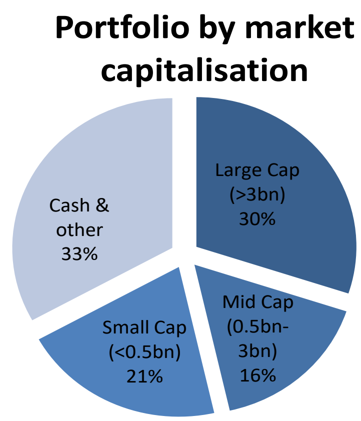
NAV. This cash position excludes an 8.9% holding in a money market fund with an ultra-short duration. We feel very comfortable with this cash position, as it provides ample room to take advantage of new investment opportunities once they might arise amid volatile markets.

Portfolio Holdings
as of 31 May 2023

Company	Activity	% of NAV
Vitesco	industrial goods (automotive electronics)	7,2%
SOL Group	healthcare & industrial (homecare, medical & technical gases)	5,5%
Signify	industrial goods (lighting)	5,0%
Dewhurst -A-	industrial goods (elevator fixtures & controls)	4,8%
Pronexus	business services (financial documentation & IR services)	4,3%
Swatch Group	retail (luxury watches & jewelry)	4,1%
NOV	industrial goods (oil & gas equipment & services)	3,9%
Village Super Market -A-	retail (supermarkets)	3,8%
TGS	industrial services (seismic data)	3,6%
Toyota Industries	industrial goods (Toyota, forklifts, engines, cars & parts)	3,6%
Stellantis	consumer goods (passenger cars)	3,6%
Nichirin	industrial goods (automotive & motorcycle components)	3,1%
Samsung Electronics -Pref-	technology (semiconductors & consumer electronics)	3,0%
AEO	retail (apparel)	2,6%
Ahold Delhaize	retail (supermarkets)	2,4%
Zwack Unicum	consumer goods (spirits)	2,3%
MPAC Group	industrial goods (packaging machinery)	2,1%
Continental	industrial goods (tires & automotive components)	1,9%
JP Morgan Ultra Short Income UCITS ETF	money market fund	8,9%
Cash and other assets & liabilities		24,1%
		100,0%

We believe that the valuation characteristics of the current portfolio are attractive, as they reflect a large margin-of-safety. Adding up the estimated intrinsic values of each portfolio holding and weighing them according to the current portfolio composition, we arrive at an intrinsic value of c. € 409 per Citadel P-class share and c. € 426 per X-class share. Per May 31, 2023, Citadel's NAV was trading at a 44% discount to this intrinsic value estimate. We remind the reader of the fact that the intrinsic value estimates are based on normalised earnings, not on an optimistic growth scenario. Also from this perspective, the estimated potential reflects a degree of conservatism. Based on the portfolio companies' last realised financial year, Citadel is trading at a "look-through" valuation of 3.4x operational earnings (EBITDA) compared to its Enterprise Value. The Fund's weighted free cash flow yield is 8%. On these valuation metrics, Citadel is trading at less than half of the weighted average MSCI World index valuation. We have no crystal ball, and no guarantees can be given, but the key message is that this discount should provide downside protection and some peace of mind to the investor in a volatile world, as well as offering a sound basis for future performance.





Citadel's portfolio has traditionally had some bias towards small cap stocks, as this is a place where value opportunities often can be found. The small cap segment currently represents 21% of the Fund's portfolio. Nevertheless, large cap stocks represent the largest part of the portfolio by market capitalisation (30%), with mid-caps making up 16%. Industrial goods, retail & wholesale and consumer staples are the three largest industry sectors represented in the portfolio. Technology related exposure is limited to 3%. In the next section, we would like to share some thoughts on **Nichirin**, a probably unknown but nevertheless very interesting industrial company held by the Fund.

Nichirin – breaking news

Citadel's holding in **Nichirin** has been part of the portfolio since 2019, so it's about time to present this Japanese company to you in more detail. Nichirin, which will celebrate its 100th corporate anniversary next year, started off as a subsidiary of Suzuki to produce specialised rubber hoses, such as bicycle tubes and hoses for automotive brakes. Further innovation and specialisation led to Nichirin's current near monopoly position in producing brake hoses for motorcycles for Japanese motorcycle manufacturers. This is a very profitable market position. In particular, the brake hoses and fuel hoses needed for the millions of small Honda motorcycles typically seen throughout the crowded cities of South-East Asia are an important profit driver. Having recently completed major capacity expansion projects in India, Vietnam, and Indonesia, we expect the Asian market to be a continuing growth engine for Nichirin.

Further, the company provides various specialty hoses for the automotive industry, e.g., for air conditioning, internal heat exchangers, brakes, and power steering. For these products, Nichirin has an impressive automotive customer list, which includes VW, GM, Stellantis, Subaru and Tesla. On the motorcycle side, customers include all Japanese OEMs such as Honda, Suzuki, Yamaha, and Kawasaki, as well as European brands such as Piaggio. Nichirin has a very strong balance sheet (as is often the case with Japanese companies) and it pays a healthy dividend while it has also initiated a share buy-back program – a sign that management does care about its shareholders. Citadel was able to purchase its holding at 2.5x operating profit and a double-digit free cash flow yield. We believe this is a very attractive valuation for a business that has consistently generated double-digit operating margins and a double-digit return on capital. After a >60% share price appreciation since the Fund's first purchase, the stock's valuation is still modest, so to this day we continue to be satisfied shareholders in this small but well-managed company.

Miscellaneous

Situation in Ukraine

The Russian Federation invaded Ukraine on 24 February 2022 and has caused considerable disruption to the global economy and more particularly to those companies and countries with significant exposure to those countries. As of the date of this Report, the Fund has received confirmation that none of the investments of the Fund has any significant exposure to Russia or Ukraine and that no sanctioned investors have been identified in the Fund. The performance of the investments of the Fund has not shown a significant adverse impact so far from this invasion. The situation is being monitored on an ongoing basis, with daily screening of sanctions lists.

Sustainable Finance Disclosure Regulation

The approach to sustainable finance may evolve and develop over time, both due to a refinement of investment decision-making processes to address ESG factors and risks, and because of legal and regulatory developments. Article 7 of Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainability investment (the "Taxonomy Regulation") applies to this Fund. The investments underlying this financial product do not consider the EU criteria for environmentally sustainability economic activities. The Fund can therefore qualify as a financial product under Article 6 of the SFDR.

In conclusion

2023 has so far been a steady but muted year in terms of performance. We continue working on new investment opportunities, obeying the same principles of rationality and patience as we have done since the Fund's inception in 2002. We hope this letter has provided some additional insight to understanding how these investment principles are implemented. We again would like to thank you for your loyalty. We wish you and your family a great summertime with some time off to spend with family and friends.

Luxembourg, 4 July 2023 | The Board of Directors

DocuSigned by:
Jos Rotteveel
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Note: The information in this report represents historical data and is not an indication of future results.

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L-2013 Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

To the Shareholders of
CITADEL VALUE FUND SICAV
2, rue d'Arlon
L - 8399 Windhof (Koerich)

Opinion

We have audited the financial statements of CITADEL VALUE FUND SICAV (the "Fund"), which comprise the statement of net assets and the statement of investments and other net assets as at 31 May 2023, and the statement of operations and other changes in net assets for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of CITADEL VALUE FUND SICAV as at 31 May 2023, and of the results of its operations and changes in its net assets for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements.

Basis for opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "*Commission de Surveillance du Secteur Financier*" ("CSSF"). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of the "*réviseur d'entreprises agréé*" for the audit of the financial statements » section of our report. We are also independent of the Fund in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors of the Fund (the "Board of Directors") is responsible for the other information. The other information comprises the information stated in the annual report but does not include the financial statements and our report of the "*réviseur d'entreprises agréé*" thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

BDO Audit, Société Anonyme
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TVA LU 23425810
BDO Audit, a *société anonyme* incorporated in Luxembourg, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. BDO is the brand name for the BDO network and for each of the BDO Member Firms.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors for the financial statements

The Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the "*réviseur d'entreprises agréé*" for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "*réviseur d'entreprises agréé*" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of "*réviseur d'entreprises agréé*" to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of "*réviseur d'entreprises agréé*". However, future events or conditions may cause the Fund to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Those Charged with Governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Luxembourg, 13 September 2023

BDO Audit
Cabinet de révision agréé
represented by

Frédéric Mosele

Statement of net assets (in EUR)
as at May 31st 2023

Assets	
Securities portfolio at market value	25,439,817.28
Cash at banks	8,003,945.13
Income receivable on portfolio	121,308.94
Prepaid expenses	9,980.30
Total assets	33,575,051.65
Liabilities	
Expenses payable	48,921.19
Total liabilities	48,921.19
Net assets at the end of the year	33,526,130.46

Breakdown of net assets per share class

Share class	Number of shares	Currency of share class	NAV per share in currency of share class	Net assets per share class (in EUR)
MP capitalisation	3,129.72	EUR	292.80	916,395.21
P capitalisation	31,277.29	EUR	229.30	7,171,775.57
X capitalisation	106,595.17	EUR	238.64	25,437,959.68
				33,526,130.46

The accompanying notes are an integral part of these financial statements.

Statement of operations and other changes in net assets (in EUR)
from June 1st 2022 to May 31st 2023

Income	
Dividends, net	566,264.40
Bank interest	37,625.03
Other commissions received	735.51
Total income	604,624.94
Expenses	
Investment management fees	247,039.23
Management Company fees	29,473.93
Depositary fees	19,840.96
Banking charges and other fees	11,956.38
Transaction fees	11,213.09
Central administration costs	57,205.41
Professional fees	20,034.84
Other administration costs	10,128.95
Subscription duty ("taxe d'abonnement")	16,403.60
Bank interest paid	4,707.32
Interest paid on bank deposits	3,116.34
Other expenses	23,194.55
Total expenses	454,314.60
Net investment income	150,310.34
Net realised gain/(loss)	
- on securities portfolio	895,271.05
- on foreign exchange	-1,549.30
Realised result	1,044,032.09
Net variation of the unrealised gain/(loss)	
- on securities portfolio	-2,257,536.65
Result of operations	-1,213,504.56
Subscriptions	449,799.53
Redemptions	-577,632.16
Total changes in net assets	-1,341,337.19
Total net assets at the beginning of the financial year	34,867,467.65
Total net assets at the end of the financial year	33,526,130.46

The accompanying notes are an integral part of these financial statements.

Statistical information (in EUR)
as at May 31st 2023

Total net assets	Currency	31.05.2021	31.05.2022	31.05.2023
	EUR	34,558,930.47	34,867,467.65	33,526,130.46

Net asset value per share class	Currency	31.05.2021	31.05.2022	31.05.2023
MP capitalisation	EUR	304.42	301.07	292.80
P capitalisation	EUR	242.18	237.69	229.30
X capitalisation	EUR	252.05	247.37	238.64

Number of shares	outstanding at the beginning of the year	issued	redeemed	outstanding at the end of the year
MP capitalisation	3,129.72	-	-	3,129.72
P capitalisation	31,791.74	1,933.56	-2,448.01	31,277.29
X capitalisation	106,595.17	-	-	106,595.17

Statement of investments and other net assets (in EUR)
as at May 31st 2023

Currency	Number / nominal value	Description	Cost	Market value	% of total net assets *
Investments in securities					
Transferable securities admitted to an official stock exchange listing					
Shares					
CHF	5,000	Swatch Group AG	980,827.13	1,388,286.12	4.14
EUR	10,000	Continental AG	615,829.70	622,800.00	1.86
EUR	27,000	Koninklijke Ahold Delhaize NV	269,064.31	800,820.00	2.39
EUR	70,000	Signify NV	1,747,033.16	1,668,800.00	4.98
EUR	71,984	Sol SpA	718,578.11	1,846,389.60	5.51
EUR	85,000	Stellantis NV	1,339,606.00	1,206,150.00	3.60
EUR	40,000	Vitesco Technologies Gr AG	1,763,999.73	2,430,000.00	7.25
			6,454,111.01	8,574,959.60	25.59
HUF	15,000	Zwack Unicurn Nyrt	572,052.36	764,193.60	2.28
JPY	65,000	Nichirin Co Ltd Reg	853,103.18	1,055,760.90	3.15
JPY	226,600	Pronexus Inc	1,138,422.89	1,450,925.56	4.33
JPY	21,000	Toyota Industries Corp	563,125.16	1,214,964.01	3.62
			2,554,651.23	3,721,650.47	11.10
KRW	24,000	Samsung Electronics Co Ltd Pref	1,331,388.17	994,997.67	2.97
NOK	95,000	TGS ASA	1,293,887.68	1,220,996.54	3.64
USD	90,000	American Eagle Outfitters Inc	1,113,349.03	858,308.33	2.56
USD	100,000	Nov Inc	1,745,598.66	1,319,392.35	3.93
USD	65,000	Village Super Market Inc A	1,207,163.63	1,265,074.08	3.77
			4,066,111.32	3,442,774.76	10.26
Total shares			17,253,028.90	20,107,858.76	59.98
Transferable securities dealt in on another regulated market					
Shares					
GBP	223,500	Dewhurst Plc A Non Voting	574,406.40	1,623,618.31	4.84
GBP	250,000	MPAC Group Plc	511,201.47	719,186.63	2.14
Total shares			1,085,607.87	2,342,804.94	6.98
Open-ended investment funds					
Tracker funds (UCITS)					
EUR	29,989	JPMorgan ETFs (Ireland) ICAV EUR Ultra-Sh Inc UCITS ETF Dist	2,953,290.39	2,989,153.58	8.92
Total tracker funds (UCITS)			2,953,290.39	2,989,153.58	8.92
Total investments in securities			21,291,927.16	25,439,817.28	75.88
Cash at banks				8,003,945.13	23.87
Other net assets/(liabilities)				82,368.05	0.25
Total				33,526,130.46	100.00

* Minor differences may arise due to rounding in the calculation of percentages.

Industrial and geographical classification of investments
as at May 31st 2023

Industrial classification
(in percentage of net assets)

Cyclical consumer goods	25.53 %
Industrials	19.91 %
Investment funds	8.92 %
Non-cyclical consumer goods	8.44 %
Energy	7.57 %
Raw materials	5.51 %
Total	75.88 %

Geographical classification
(in percentage of net assets)

Japan	11.10 %
The Netherlands	10.97 %
United States of America	10.26 %
Germany	9.11 %
Ireland	8.92 %
United Kingdom	6.98 %
Italy	5.51 %
Switzerland	4.14 %
Norway	3.64 %
South Korea	2.97 %
Hungary	2.28 %
Total	75.88 %

Statement of changes in investments (unaudited)

from June 1st 2022 to May 31st 2023

Currency	Description	Purchases	Sales
Shares			
EUR	Berentzen-Gruppe AG	0	168,569
EUR	Koninklijke Boskalis Westminster NV	0	45,000
EUR	Signify NV	32,000	0
EUR	Stellantis NV	85,000	0
GBP	Dewhurst Plc A Non Voting	0	25,000
GBP	MPAC Group Plc	75,000	0
KRW	Nong Shim Holdings Co Ltd	0	4,500
USD	Booking Holdings Inc Reg	0	350
Tracker funds (UCITS)			
EUR	JPMorgan ETFs (Ireland) ICAV EUR Ultra-Sh Inc UCITS ETF Dist	29,989	0

Note 1 -General information

Citadel Value Fund SICAV (the "Fund") is a "*Société d'Investissement à Capital Variable*" ("SICAV"), established on January 3rd 2002 for an indefinite duration.

The financial year of the Fund runs from June 1st to May 31st.

The reference currency of the Fund is the Euro (EUR).

The most recent annual report and the most recent semi-annual report, the Articles of Association, the Prospectus and the KID are available at the registered office of the Fund and on its website www.citadelfund.com. At those places the last three annual reports of the Fund are available.

Note 2 - Significant accounting policies

a) Presentation of the financial statements

The financial statements of the Fund are prepared in accordance with the Luxembourg legal and regulatory requirements concerning undertakings for collective investment and with generally accepted accounting principles in Luxembourg.

The financial statements of the Fund have been prepared on a going concern basis.

b) Valuation of assets

The valuation of the investments is based on the following principles:

1) Investments (transferable securities and money market instruments) listed on any stock exchange and on any regulated market are valued at the last closing price, unless the price is not representative at the Valuation Date. In the latter case the price will be valued at the probable realization value estimated with care and good faith by the Board of Directors.

2) Investments (transferable securities and money market instruments) which are not listed on any stock exchange are valued on the basis of the probable realization value estimated with care and good faith of the Board of Directors.

3) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received is deemed to be the nominal value thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such a discount as may be considered appropriate by the Board of Directors in such case to reflect the true value thereof.

The Board of Directors, at its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Fund.

c) Acquisition cost of securities in the portfolio

The acquisition cost of the securities held by the Fund that are denominated in currencies other than the reference currency of the Fund is converted into this currency at the exchange rate prevailing on the date of purchase.

d) Net realised gain /(loss) on securities portfolio

The realised gains and losses on securities portfolio are calculated on the basis of the average acquisition cost and are disclosed net in the statement of operations and other changes in net assets.

e) Investment income

Dividend income is recorded at the “ex-date”, net of any withholding tax.

f) Conversion of foreign currencies

Cash at banks, other net assets, liabilities and the market value of the securities in the portfolio expressed in currencies other than the reference currency of the Fund are converted into this currency at the exchange rate prevailing on the date of the financial statements. Income and expenses expressed in currencies other than the reference currency of the Fund are converted into this currency at the exchange rate prevailing on the date of the transaction. Net realised gains or losses on foreign exchange are disclosed in the statement of operations and other changes in net assets.

At the date of the financial statements, the exchange rates are the following:

1	EUR	=	0.9745830	CHF	Swiss Franc
			0.8603469	GBP	Pound Sterling
			370.9792893	HUF	Hungarian Forint
			148.9920681	JPY	Japanese Yen
			1,413.4706510	KRW	South Korean Won
			11.8808690	NOK	Norwegian Krona
			1.0664000	USD	US Dollar

g) Transaction fees

Transaction costs disclosed under the item "Transaction fees" in the statement of operations and other changes in net assets are mainly composed of broker fees incurred by the Fund relating to purchases or sales of securities and of fees relating to transactions paid to the depositary.

Note 3 - Investment management fees

Pure Capital S.A., the Investment Manager, is entitled to an investment management fee, calculated monthly, payable at the end of each month and based on the net assets of the Fund as at the last monthly Valuation Date at a rate of 0.75 % p.a., with a minimum of EUR 15,000.- p.a.. The net assets pertaining to the Class “MP” shares will not be included in this calculation as they are not subject to the investment management fee.

The Investment Manager appointed as its investment advisor D&F Financial Services B.V. for an indefinite period pursuant to an Investment Advisory Agreement signed on January 1st 2022; the Investment Advisor may, subject to approval of the Investment Manager, sub-delegate its powers.

The remuneration of the Investment Advisor is included in the remuneration of the Investment Manager.

The Investment Advisor provides assistance and advice to the Investment Manager regarding investment decisions.

Note 4 - Management Company fees

For the general services of the Management Company (which do not include the fees in respect of services of the investment management, registrar and transfer agency and central administration), the Management Company is entitled to a maximum fee amounting to 0.06 % calculated on the basis of the Net Asset Value of the Fund, with an annual minimum of EUR 5,000.- payable out of the assets of the Fund. The net assets pertaining to the Class “MP” shares will not be included in this calculation as they are not subject to the management company fee.

Note 5 - Incentive fees

The Investment Manager is entitled to an incentive fee equal to 20% in case of the “P” share Class and to 10% in case of the “X” share Class of the Excess Return (as defined below), if any, achieved by the Fund, which is calculated and payable annually at the end of each financial year. The net assets pertaining to the Class "MP" shares are not included in this calculation as they are not subject to the incentive fee.

The following conditions will apply for the calculation of the incentive fee:

The Excess Return in any year shall be calculated by deducting the High Water Mark, after it has been increased with the Hurdle Rate as defined below, from the last net asset value per share of the current financial year (adjusted for incentive fee provision and including accrual of crystallised incentive fees) and adjusting for subscriptions, redemptions and dividends, if any. The adjustment mechanism for subscriptions and redemptions is specifically designed to ensure that increases resulting from new subscriptions are not resulting in an artificial increase of the calculated Excess Return.

The Hurdle Rate has been set at a rate of 4% annualised during the first year following the High Water Mark.

The incentive fee will be subject to the following 2 restrictions:
1) There will be no incentive fee if the Excess Return so defined is 0 or negative.
2) A High Water Mark restriction: There will be no incentive fee, if the last net asset value per share (adjusted for incentive fee provision and including accrual of crystallised incentive fees) is lower than the net asset value per share (after accrual of the incentive fee) as of the end of any of the five (5) financial years preceding the current financial year (the “**Performance Reference Period**”). The High Water Mark is therefore defined as the highest net asset value per share at the end of any of the financial years during the Performance Reference Period. For the avoidance of doubt, no incentive fee will accrue for the part of the Fund’s performance that is below the High Water Mark during the Performance Reference Period.

For the purpose of calculating the net asset value per share as of any Valuation Date, the incentive fee (if applicable) will be expensed and provisioned. On each Valuation Date, the incentive fee will be recalculated, based on the actual Excess Return, if any, on that Valuation Date. The Fund will pay out an incentive fee, if any, to the Investment Manager, only once a year after the end of each fiscal year based on the Excess return, if any, as per the date of the fiscal year end.

In case of a redemption at a net asset value per share that includes an incentive fee provision, the pro rata part of that incentive fee will be carried forward as a crystallised incentive fee until the fiscal year end and will be paid to the Investment Manager after the fiscal year end.

The Fund pays the incentive fees to the Investment Manager of the Fund.

At the date of the financial statements, no incentive fee was recorded.

Note 6 - Subscription tax ("Taxe d’abonnement")

In accordance with current law and practice in Luxembourg, the Fund is not subject to Luxembourg corporate tax. Nor are dividends that are paid by the Fund subject to any Luxembourg withholding tax. However, the Fund is subject in Luxembourg to a registration tax of 0.05% per annum with regard to the "Class P", "Class X" and "Class MP" shares that is payable quarterly in arrears on the basis of the value of the aggregate net assets of the Fund at the end of the relevant calendar quarter. No stamp duty or other tax is payable in Luxembourg on the issue of new shares, except for the payment of an initial capital tax of EUR 1,250.00 that was paid at the incorporation of the Fund.

Note 7 -Depositary fees and Central administration costs

The Board of Directors appointed Pure Capital S.A., the management company, as its administrative agent and domiciliary agent as well as registrar and transfer agent.

Pure Capital S.A. delegated the tasks of the Administrative Agent, Registrar and Transfer Agent of the Fund, exclusively to UI efa S.A. .

The Fund has appointed Quintet Private Bank (Europe) S.A. as Depositary of the assets of the Fund pursuant to a depositary agreement with effective date as of 31st March 2016.

Central administration costs and depositary fees are based on annual rates as defined in the respective contracts.

Note 8 -Directors' fee

The members of the Board of Directors may be entitled to a directors' fee, to be approved by the general assembly of Shareholders, as well as reimbursements of expenses incurred by them in the conduct of their duties.

The Directors' fees are recorded under the caption "Other expenses" in the statement of operations and other changes in net assets.

At the date of the report, the Directors' fee incurred by the Fund amounted to EUR 14,624.97 (the net amount is EUR 12,187.48 and EUR 2,437.49 is the 20% WHT).

Note 9 - Subscription and redemption fees

No subscription and no redemption fees are payable.

Shares redeemed have no voting rights and do not participate in dividends, if applicable, or other distributions.

Note 10 - Events

With effect from May 15th 2023, EUROPEAN FUND ADMINISTRATION S.A. changed its name to UI efa S.A..

Note 11 - Liquidity Risk Management

The Fund invests according to a deep value strategy, suitable for investors with an investment horizon of at least three to five years. The Fund may invest in the shares of small and medium-sized companies, which may be less liquid and more volatile than securities of larger companies. The Management Company deploys a risk management system based on a Liquidity Policy. As at May 31st 2023, 15.1% of total net assets is considered illiquid according to the methodology implemented by the Risk Management Department of the Management Company.

Note 12 -Ukraine-Russia conflict

The Russian Federation invaded Ukraine on 24 February 2022 and has caused considerable disruption to the global economy and more particularly to those companies and countries with significant exposure to those countries. As of the date of this report, the Fund has received confirmation that firstly that there are no sanctioned investors or investors closely associated with sanctioned entities or persons in the Fund, and secondly that none of the Fund's investments have any significant exposure to Russia or Ukraine. Consequently, the performance of the Fund's investments has not shown a significant adverse impact so far from this invasion. The situation is being monitored on an ongoing basis.

Note 13 -Subsequent events

As of today's date there are no subsequent events to be disclosed.

1 - Risk management

As required by Circular CSSF 11/512 as amended, the Board of Directors of the Fund needs to determine the global risk exposure of the Fund by applying either the commitment approach or the VaR (“Value at Risk”) approach.

In terms of risk management, the Board of Directors of the Fund decided to adopt the commitment approach as a method of determining the global exposure.

2 - Remuneration

<table>
<tr><th></th><th>Number of Beneficiaries</th><th>Total remuneration paid</th><th>Fixed remuneration paid</th><th>Variable remuneration paid</th><th>Amount paid directly by the Fund itself to the Management Company (including management company fees; incentive fees and domiciliation fees)</th></tr>
<tr><td>Total remuneration paid by the Management Company during the financial year to executives and senior management</td><td>6</td><td>3,194,644.75 €</td><td>1,553,669.01 €</td><td>1,640,975.74 €</td><td rowspan="2">77,469.50€</td></tr>
<tr><td>Total remuneration paid by the Management Company during the financial year to other staff</td><td>18</td><td>1,711,907.84€</td><td>1,381,557.84€</td><td>330,350.00€</td></tr>
</table>

3 - Information concerning the transparency of securities financing transactions and of reuse of cash collateral (regulation EU 2015/2365, hereafter "SFTR")

During the reporting period, the Fund did not engage in transactions which are subject to the publication requirements of SFTR. Accordingly, no information concerning the transparency of securities financing transactions and of reuse of cash collateral should be reported.

4 - Sustainability-related disclosures

The approach to sustainable finance may evolve and develop over time, both due to a refinement of investment decision-making processes to address ESG factors and risks, and because of legal and regulatory developments. Article 7 of Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainability investment (the "Taxonomy Regulation") applies to the Fund. The investments underlying this financial product do not take into account the EU criteria for environmentally sustainability economic activities. The Fund can therefore qualify as a financial product under Article 6 of the SFDR.