

IMPACT DEVELOPER & CONTRACTOR

# ANNUAL REPORT

# 2025

IMPACT  
ADIA VERDI

[www.impactsa.ro](http://www.impactsa.ro)

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## IMPACT'S MISSION / WHO WE ARE

An innovative company with **34 years of activity** on the Romanian market, **which creates trends in real estate**, author of **the residential complex concept**, **the first real estate company listed on the Bucharest Stock Exchange**, in 1996.

Our work is focused on **having a positive impact on people's lives, developing communities with a focus on sustainability, efficiency, and a rich social life.**

The experience of developing 17 residential complexes positions us as a developer of large-scale residential projects.

### MISSION

Our mission is to positively impact people's lives by developing communities with focus on sustainability, efficiency and wellbeing. We generate added value to all our stakeholders through sound investments.

### VISION

We strive to become the leading Residential Real Estate Developer in the region through sustainable large-scale residential projects.

### OUR VALUES

which reflect the company's DNA:

#### > INTEGRITY.

We promise to always respect the law, make the best decisions, and do what is best for our clients, our company, our partners, and our team, with success for all parties involved.

#### > TRANSPARENCY.

We pay special attention to transparency and equal treatment of all our investors, respecting business conduct and ethics.

#### > INNOVATION.

We seek to be at the top of industry innovations, an example that motivates and inspires everyone else.

#### > RESPECT FOR THE ENVIRONMENT AND SUSTAINABLE CONSTRUCTION.

We have a commitment to Green. We apply and implement principles and technologies to achieve nZEB and BREEAM Excellent standards in all our developments.

#### > RESPONSIBILITY.

We build the future for our customers. We are committed to always offering the most valuable propositions to our customers, because we are eager to find a way to meet their needs and exceed their expectations.

#### > MOTIVATION.

We are dedicated to developing residential projects that prioritize quality, comfort, and safety. We are motivated not only to build homes, but to create **spaces where people feel "at home,"** even for many generations.



## IMPACT GROUP OVERVIEW / STRUCTURE

Vertically integrated companies that establish the **IMPACT SA Project Development Platform**



### ARCHITECTURE AND AUTHORIZATION




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**Impact Alliance Architecture SRL:** Subsidiary established in 2022, in which IMPACT holds 51%, the main object of activity being the provision of architectural, design and authorization services.

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### GENERAL ENTREPRENEUR




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**R.C.T.I. Company SRL:** Subsidiary in which IMPACT holds 51.01%, real estate construction company involved in the construction of IMPACT projects, especially in GREENFIELD Băneasa, as well as projects for third parties. The company joined the IMPACT group in 2022.

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### PROPERTY ADMINISTRATION




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**Spatzioo Management SRL:** The company that provides management services for residential, retail and commercial projects.

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### FINANCIAL INTERMEDIATION




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**Impact Finance & Sales SRL:** Has a role in diversifying the range of services related to residential sales. Impact Finance & Sales in collaboration with financial institutions in Romania offers advantageous loan solutions for clients purchasing homes.



## STRUCTURE

### Active project development companies



#### **IMPACT DEVELOPER & CONTRACTOR**

The parent company, in which the **GREENFIELD Băneasa** and **GREENFIELD West** projects in Bucharest, **BOREAL Plus** in Constanța, as well as **LOTUS** in Oradea are developed.



**ARIA VERDI DEVELOPMENT SRL** is developing the **Aria Verdi** project, in Bucharest.



**GREENFIELD COPOU RESIDENCE SRL** is developing the **Greenfield Copou** project, in Iasi.



**BERGAMOT DEVELOPMENTS SRL** and **BERGAMOT DEVELOPMENTS PHASE II SRL** developed and completed the **Luxuria Residence** project in Bucharest.



**CLEARLINE DEVELOPMENT** is project company for a **residential project** in Cluj-Napoca.

**IMPACT**

**PROJECT  
PORTOFOLIO**



## LUXURIA RESIDENCE – BUCHAREST



Located in the Expoziției area, in Bucharest, **LUXURIA Residence** is built to international standards of quality and sustainability, being **the first residential complex in Romania with BREEAM Excellent certification.**

The complex harmoniously combines buildings with modern architecture with ample green spaces and complex facilities, to ensure the well-being of residents.

99% contracted as at 31 of December 2025, **LUXURIA Residence** brings together the first modern urban community in the Expoziției area.

# 630 Units

COMPLETED UNITS	630
UNITS SOLD AS AT 31.12.2025	627
BALANCE AS AT 31.12.2025	3
UNITS UNDER CONSTRUCTION	-
UNITS IN PREPARATION	-
TOTAL UNITS TO BE VALUED IN THE FUTURE	3
SCB TO BE VALUED IN THE FUTURE (sqm)	633





## LUXURIA RESIDENCE – BUCUREȘTI



### LOCATION

The Expozitiei-Domenii area (Bucharest, Sector 1) is among the most attractive, combining a residential neighborhood steeped in history with a new business area. Expoziției is the new development pole of Bucharest, attracting office, hotel and commercial developments.

### FACILITIES

**LUXURIA Residence** brings together a harmonious mix of affordable facilities: secure access, 24/7 security and video surveillance, lounge area for socializing and relaxing, open 24/7, fitness center with modern Technogym equipment, 9,650 sqm of green spaces, private parks, children's playground, underground parking for residents, reception available 24/7.

### ESG

LUXURIA is the first residential complex in the country with a BREEAM Excellent certificate, which confirms the quality and sustainability of the buildings, as well as the reduced impact on the environment. With a focus on reducing pollution, increasing the well-being of residents and minimizing energy consumption, **LUXURIA Residence** sets a new standard for modern living requirements:

- Sustainable design
- Construction management for reduced environmental impact
- Large, glazed spaces, according to sunshine studies
- Superior thermal and acoustic insulation
- Building central heating systems
- Paints and materials with a low level of pollutants
- High-performance ventilation systems
- Ventilated facades
- Eco-friendly electrical and lighting appliances
- Smart automation
- Underground parking without car traffic inside the compound
- Ample green spaces
- Separate waste collection



## LUXURIA RESIDENCE – AWARDS



- **2022: The Most Sustainable Residential Project - LUXURIA RESIDENCE** awarded at the Realty Forum 2022 event, organized by *Business Review*
- **2020: Architecture Multiple Residence**, awarded by the *International Property Award*
- **2020: Best Upscale Residential Project**, awarded by *THE TIMES – Investing in Property*
- **2018: Architecture Multiple Residence**, awarded by *International Property Award*

## GREENFIELD BĂNEASA – BUCUREȘTI



**GREENFIELD Băneasa** is a large-scale residential project, with over 6,600 homes and over 15,000 inhabitants upon its completion in 2034, located in Sector 1 of the Capital, built sustainably for a better urban future.

Since 2007, the starting year of the works for the first phase of development, until now, **GREENFIELD Băneasa** has experienced a sustainable development, bringing the community new infrastructure and new facilities: two private parks, extensive green spaces, playgrounds, proximity stores, the GREENFIELD PLAZA shopping center and the WELLNESS CLUB by Greenfield, sports center, public transportation. As the project advances and approaches maturity, other new facilities

are added such as a state school and kindergarten, church, nursery, infrastructure and new access roads.

In 2023, the construction of the "Greenfield" Educational Complex with a state school and kindergarten began, with the objective of completion and inauguration by 2027.

In 2025, the Urban Planning Certificates were obtained for the continuation of the construction works of access roads and the completion of the infrastructure provided for in the Greenfield Băneasa PUZ. The project has a deadline of 2025-2026, in order to facilitate the obtaining of the necessary permits for the continuation of the GREENFIELD Băneasa project.

## 6,485 Units

COMPLETED UNITS	3,418
UNITS SOLD AS OF 31.12.2025	3,066
BALANCE AS OF 31.12.2025	352
UNITS UNDER CONSTRUCTION	435
UNITS IN PREPARATION	2,632
TOTAL UNITS TO BE VALUED IN THE FUTURE	3,419
SCB TO BE VALUED IN THE FUTURE (sqm)	337,954



## GREENFIELD BĂNEASA RESIDENCE



## GREENFIELD BĂNEASA RESIDENCE – AWARDS

- **2021:** “Proiectul Rezidențial al Anului” at *SEE Property Forum*
- **2019:** “Best Smart Green Project” in the *Smart Real Estate and Residential Category*, awarded at the *Smart City Industry Awards*
- **2016:** “The best residential compound that uses sustainable architecture and design” awarded at the *Smart City Industry Awards Gala*



## GREENFIELD BĂNEASA RESIDENCE

### UNIQUE LOCATION

Located in Sector 1, Baneasa, probably in the most beautiful location in the northern area and embraced by 900 hectares of forest, GREENFIELD BANEASA offers residents a wealth of facilities both within the complex and in its immediate vicinity. Residents enjoy all the advantages of a secluded, unique location, but also the advantages of urban life specific to a European capital.

### DEVELOPMENT PHASES

The first 3 phases, including Panoramic, totaling 2,686 homes, were completed by 2022. The remaining units are to be developed in stages by 2034.

At the end of 2025, of the 1,167 units with building permits, 732 were completed, and 435 were under construction.

### PERMITS

- Zonal Urban Plan (PUZ) for over 4,000 units, of which:
- 1,167 homes with building permits, of which 732 completed
- 550 homes in the final stage of authorization.
- 2,286 homes under authorization

### ESG

#### “The 15-minute city”

The urban concept of "city in 15 minutes" is based on the need to have all the basic facilities and services within a 15-minute walk or bike ride from home. GREENFIELD Baneasa is designed to meet the demands of this urban trend, offering residents the services they need in close proximity.

### Apartments built to BREEAM Excellent and nZEB standards

New buildings authorized after 2021 will have low energy consumption, complying with the new standard in housing construction, nZEB, which requires sustainable design, energy-saving techniques and the use of renewable energy.

#### Renewable energy

- Photovoltaic park
- Solar panels
- Green mobility
- Charging stations for electric cars
- Bicycle racks
- Urban micro-mobility solutions including bicycles, scooters and electric scooters

### FACILITIES

8,700+ sqm of fitness and wellness spaces;

5,000+ sqm of commercial space;

180,000+ sqm of green spaces:

- Private parks
- Promenade alleys
- Recreational places
- Children's playgrounds
- Animal playgrounds

8,000+ parking places;

State school and kindergarten under construction;

STB terminal for route 203, which connects to Piata Victoriei;

In the future, other community functions will be added: a church, a nursery and a medical clinic.

At the same time, the construction of a metro station in the immediate vicinity is planned, to which regular transport will be introduced.



## GREENFIELD PLAZA BUCHAREST

## GREENFIELD PLAZA

**GREENFIELD PLAZA, the first shopping center developed by IMPACT**, an investment with an estimated market value of **over 23 mill euro**, with an area of 14,001 sq m, a mixed-use project covering retail, wellness and office functions, occupied at a rate of 100%, which will ensure the daily needs of the GREENFIELD community.

### Shopping gallery

- Supermarket
- Pharmacy
- Beauty salon
- Cafes
- Restaurants
- Laundry for clothes
- Playground
- Grocer's
- Pet shop

### Wellness Club by Greenfield

- Semi-Olympic pool
- Indoor children's pool
- Outdoor pool
- Fitness room
- Spinning room
- Massage rooms
- Squash
- Saunas (dry, wet, IR)
- Cafe, restaurant

### Other functions

- Office building
- Car wash
- 264 parking spaces
- charging stations for electric vehicles
- Bicycle racks
- Urban mobility solutions
- Parcel delivery points
- Medical clinic
- Dental clinic

### ESG

**BREEAM Excellent certificate** – We used responsible practices, durable materials, sustainable and intelligent systems and equipment, which lead to reduced pollution, protection of natural resources and reduced maintenance costs.

**Renewable energy:** The wellness club's roof is equipped with solar panels, which cover about 70% of the energy needs for heating domestic water and swimming pools, while 75% of the electricity needs for the shopping mall are provided by photovoltaic panels.





## ARIA VERDI – BUCHAREST



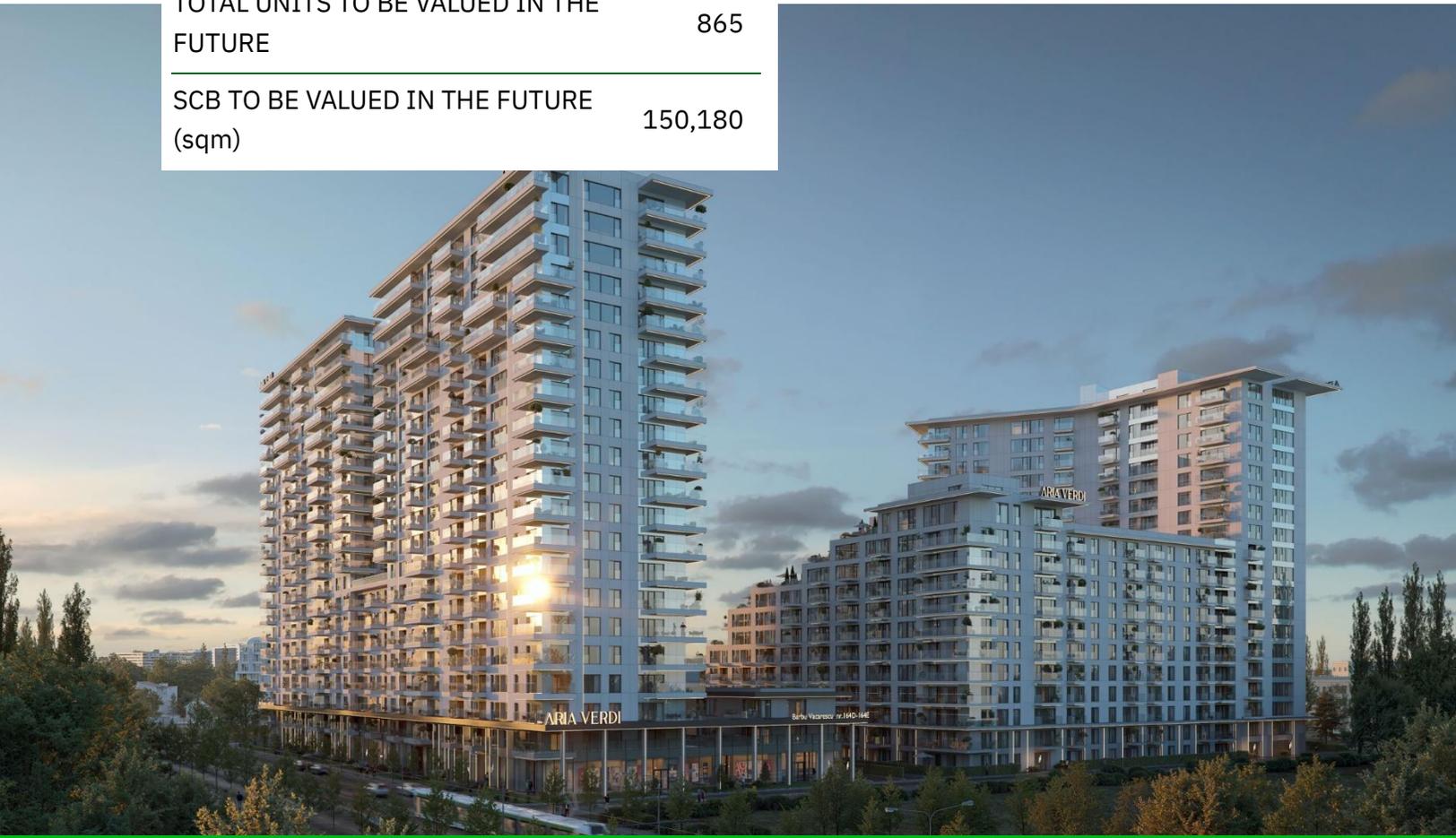
**ARIA VERDI**  
RAFINAMENTUL URBAN REDEFINIT

Located on Bd. Barbu Văcărescu, one of the most beautiful and desirable areas of the Capital, **ARIA VERDI** will offer a spectacular view of the city, being surrounded by parks and lakes. The complex aims to raise the standard of quality of living in the premium segment, including a series of modern facilities: luxury shopping galleries, wellness area (swimming pool, spa, fitness), restaurants, cafes and large green spaces.

The new residential complex encourages a lifestyle integrated with daily needs and offers a healthy environment for residents, being designed with care for the environment, including sustainability and wellbeing solutions, to BREEAM Excellent and nZEB standards.

COMPLETED UNITS	-
UNITS SOLD AS AT 31.12.2025	-
BALANCE AS AT 31.12.2025	-
UNITS UNDER CONSTRUCTION	-
UNITS IN PREPARATION	865
TOTAL UNITS TO BE VALUED IN THE FUTURE	865
SCB TO BE VALUED IN THE FUTURE (sqm)	150,180

# 865 Units



## ARIA VERDI – BUCHAREST



### PREMIUM LOCATION

ARIA VERDI is located on Barbu Văcărescu Boulevard, near the central and business area of Bucharest, one of the main areas where real estate projects have been developed in recent years.

### PERMIT

The building permit was obtained in 2025.

### DEVELOPMENT PHASES

The project will have two development phases.

### ESG

#### Apartments designed to BREEAM Excellent and nZEB standards

- The buildings will be constructed following the BREEAM Excellent green certification criteria;
- The new buildings will have low energy consumption, complying with the new standard in housing construction, nZEB, which involves sustainable design, energy-saving techniques and the use of renewable energy.

#### Renewable energy

- Photovoltaic panels

#### Green mobility

- Charging stations for electric cars

#### FACILITIES

##### Over 7,600 square meters of green spaces:

- Private parks
- Verdi Park
- Promenade alleys
- Recreational places

#### Children's playground

##### Over 5,000 square meters of commercial space available to all residents.

##### Over 2,700 sq m sports and relaxation club

- Pool
- Fitness room
- Massage

#### Underground parking spaces



## GREENFIELD WEST – BUCHAREST



Located in Sector 6 of the Capital, **GREENFIELD West** will be a mixed-use project – residential and commercial – that enjoys credibility from the perspective of the brand's history. Like the project in the Baneasa area, **GREENFIELD West** approaches modern, minimalist architecture and offers the highest construction standard for the middle segment. The future project will integrate the two concepts already implemented in Baneasa, home wellbeing and the 15-minute city.



## 4,202 Units

COMPLETED UNITS	-
UNITS SOLD AS AT 31.12.2025	-
BALANCE AS AT 31.12.2025	-
UNITS UNDER CONSTRUCTION	-
UNITS IN PREPARATION	4,202
TOTAL UNITS TO BE VALUED IN THE FUTURE	4,202
SCB TO BE VALUED IN THE FUTURE (sqm)	415,666

### LOCATION

GREENFIELD West will be developed in an area of the Capital that is in full expansion, where numerous office, logistics and commercial buildings are currently being built. The new complex developed by IMPACT will complete the area's offer in the residential segment, being the largest residential project developed in the west of Bucharest.

### PERMITS

Existing Detailed Urban Plan (PUD), improvement in progress. Based on the latest available concept, it is estimated that over 4,200 units will be authorized, with a GBA (Gross Built Area excluding parking and underground) of over 415,000 sq m including a community center of over 14,000 sq m, School, Kindergarten.



## GREENFIELD WEST – BUCHAREST

### DEVELOPMENT PHASES

The project will have 10 development phases.

### ESG

#### Apartments designed to BREEAM Excellent and nZEB standards

- The buildings will be constructed following the BREEAM Excellent green certification criteria;
- The new buildings will have low energy consumption, complying with the new standard in housing construction, nZEB, which involves sustainable design, energy-saving techniques and the use of renewable energy.

#### Renewable energy

- Photovoltaic panels

#### Green mobility

- Charging stations for electric cars
- Bicycle racks
- Micro-mobility solutions including bicycles, scooters and electric scooters



### FACILITIES

#### Community center of over 14,000 sqm:

- Semi-Olympic pool
- Indoor children's pool
- Outdoor pool
- Fitness room
- Spinning room
- Massage parlors
- Squash
- Cafe, restaurant

#### Education – over 9,600 sqm:

- Educational centers
- Nursery

#### Over 60,000 sqm of green spaces:

- Private parks
- Promenade alleys
- Recreational places
- **Children's playgrounds**
- **Pet playgrounds**
- **Outdoor fitness spaces**
- **Multifunctional sports field**
- **Over 4,000 sq m of commercial space**
- **Over 5,300 parking spaces** exterior aboveground, interior aboveground and underground

#### Controlled access community:

Barriers at every entrance to the neighborhood  
 Access will be card-based.  
 24/7 security

## BOREAL PLUS CONSTANȚA



In the north of Constanța, far from the hustle and bustle and pollution of the city, Boreal, the first residential complex in Constanta consisting of 150 houses, was completed in 2010.

Nearby, **BOREAL Plus is being developed, with 18 houses and 769 apartments**, of which 18 houses have been completed and sold, 209 apartments completed and 159 sold.

Boreal Plus offers a wonderful environment for families to develop, in perfect harmony with nature and the city.



## 769 Units

COMPLETED UNITS	209
UNITS SOLD AS AT 31.12.2025	159
BALANCE AS AT 31.12.2025	50
UNITS UNDER CONSTRUCTION	134
UNITS IN PREPARATION	428
TOTAL UNITS TO BE VALUED IN THE FUTURE	612
SCB TO BE VALUED IN THE FUTURE (sqm)	55,410

### LOCATION

Located in the north of the city, BOREAL Plus offers a balanced urban lifestyle, in a quiet and airy area, overlooking Lake Siutghiol, the Black Sea, but at the same time close to all the city's amenities, including commercial and logistics areas. The complex has direct access to Tomis Boulevard, being 15 minutes from the city center and Mamaia beach.

### PERMITS

341 apartments and 18 houses were authorized for construction in 2020. The 18 houses and 209 apartments were completed in 2023.

The Building Permit for another 428 units to be completed by 2030.

## BOREAL PLUS CONSTANȚA



### ESG

**Renewable energy:** solar panels.

**Protecting resources and the environment:**

- Building central heating
- Superior thermal and sound insulation
- Intelligent automation

### FACILITIES

With a panoramic view of the Black Sea and Lake Siutghiol, the apartments in **BOREAL Plus** are defined by the safety and durability of the construction, but also by the comfort they offer. The complex is located in the immediate vicinity of a Kaufland hypermarket

and will benefit from parks, kindergarten and convenience stores.

**12,000 sqm of green spaces**

- Private Park
- Promenade alleys
- Recreation places
- Children's playground

**417 sqm of commercial spaces**, which can accommodate a wide range of services, from convenience stores to medical offices.

**930** above-ground outdoor, above-ground indoor and underground parking spaces, with over 50% of the parking spaces covered.

**Planned private kindergarten**, with an area of 1,990 sqm, building that can accommodate up to 150 children, in 7 classes.

## BOREAL PLUS – CONSTANȚA – AWARDS

- **2020: Residential Development**, awarded by the *International Property Award*.



## GREENFIELD COPOU - IASI



In complete harmony with the unique natural environment in which it will be built, GREENFIELD Copou Iasi will replicate the Greenfield housing model, becoming one of the largest green residential building projects in Iasi, built to nZEB standards and BREEAM Excellent certified.

The apartments will benefit from premium finishes and will offer spectacular views of the city and the Botanical Garden, in low-rise blocks, GF+5, separated by generous green spaces. The excellent facilities and the very good connectivity with the city's points of interest complete the mix of attributes that will make GREENFIELD COPOU the new landmark of residential developments in Iasi.



## 1,062 Units

COMPLETED UNITS	-
UNITS SOLD AS AT 31.12.2025	-
BALANCE AS AT 31.12.2025	-
UNITS UNDER CONSTRUCTION	-
UNITS IN PREPARATION	1,062
TOTAL UNITS TO BE VALUED IN THE FUTURE	1,062
SCB TO BE VALUED IN THE FUTURE (sqm)	97,408



## GREENFIELD COPOU - IASI



### LOCATION

GREENFIELD Copou Iași is located on the Copou Hill, offering a panoramic view of the Botanical Garden and the city of Iasi. Called "The Green Lung of Iasi", the Copou area offers an ideal natural setting, which attracts parks, relaxation areas through silence and fresh air. At the same time, it is a bohemian area, full of history, a famous university district. The ensemble will be harmoniously integrated, through blocks with low height regime and by including ample green spaces.

### PERMITS

The building permit was obtained in 2023.

### DEVELOPMENT PHASES

The project will have 4 development phases.

### ESG

#### Apartments designed to BREEAM Excellent and nZEB standards

- All buildings will be built following the BREEAM Excellent green certification criteria;
- The new buildings will have a low energy consumption, complying with the new standard in housing construction, nZEB, which involves sustainable design, energy-saving techniques and the use of renewable energy.

#### Renewable energy

- Photovoltaic panels
- Solar Pannels

#### Green mobility

- Charging stations for electric cars
- Micro-mobility solutions including bicycles, scooters and electric scooters
- Bicycle paths

### FACILITIES

#### 15,000 sqm green spaces:

- Private parks
- Promenade alleys
- Recreational spaces
- Playground for children
- Landscape

#### 1,473 sqm commercial gallery

#### 1,190 sqm sports and wellness club

- Fitness
- Pool
- Spa
- Restaurant

#### 1,161 parking places

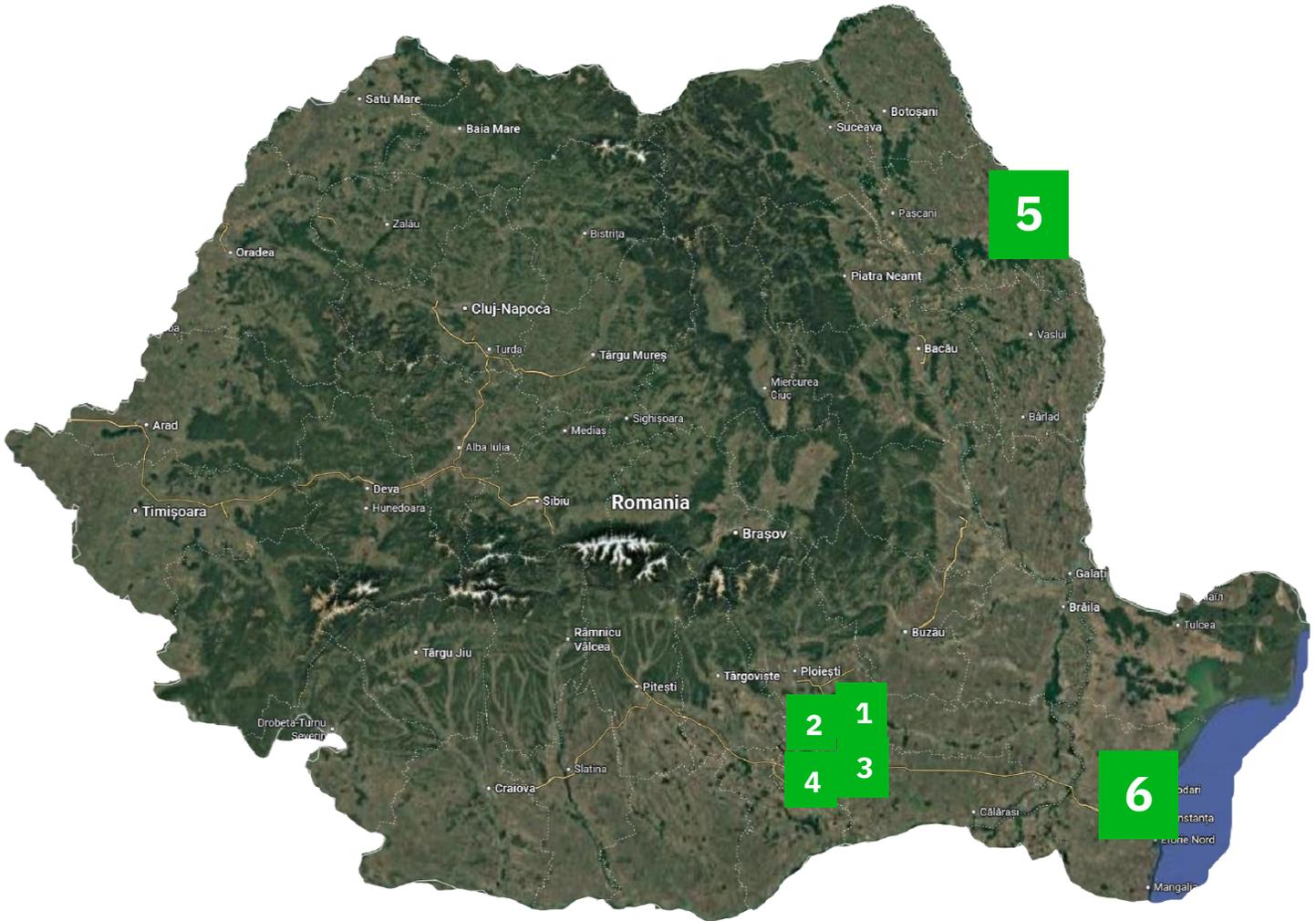
#### Private kindergarten – 945 sqm

#### Gated community:

- Barriers at every entrance to the neighborhood
- Access is based on card
- Security 24h/7
- Video surveillance



## IMPACT DEVELOPMENTS IN ROMANIA



- 1. Greenfield Baneasa - Bucharest
- 2. Luxuria Residence - Bucharest
- 3. Aria Verdi – Bucharest
- 4. Greenfield West – Bucharest
- 5. Greenfield Copou – Iasi
- 6. Boreal Plus - Constanta

## LANDS OWNED BY IMPACT AS AT 31 OF DECEMBER 2025

Location	Land (sqm)	Market value (thousands of euro)	% of total land market value IMPACT	Carrying amount (thousands of euro)	No. Units	Gross development value (thousands of euro)
<b>Luxuria Residence</b>						
<b>Luxuria Residence infrastructure</b>	<b>1,210</b>	<b>480</b>	<b>0%</b>	<b>480</b>	<b>-</b>	<b>-</b>
<b>Greenfield Băneasa</b>						
Greenfield Băneasa (UTR3 – F4)	7,717	2,547	1%	1,273	185	25,366
Greenfield Băneasa (UTR3 – F5)	11,082	3,657	2%	1,828	250	27,525
Greenfield Băneasa (UTR4)	32,273	10,005	5%	5,324	550	85,152
Greenfield Băneasa (UTR7)	44,792	13,438	7%	13,438	676	135,280
Greenfield Băneasa (UTR8)	28,079	8,424	4%	8,424	436	86,680
Greenfield Băneasa (UTR10)	67,248	20,174	11%	20,174	894	152,454
Photovoltaic park	7,447	1,865	1%	1,865	-	-
Other pipeline projects in planning	17,950	4,788	2%	4,788	76	16,393
Other pipeline projects	27,173	7,181	4%	7,181	-	-
<b>Total Greenfield Băneasa land projects</b>	<b>243,761</b>	<b>72,078</b>	<b>38%</b>	<b>64,296</b>	<b>3,067</b>	<b>528,850</b>
<b>Greenfield Băneasa infrastructure</b>	<b>112,684</b>	<b>12,140</b>	<b>6%</b>	<b>10,454</b>	<b>-</b>	<b>-</b>
<b>Total Greenfield land Baneasa</b>	<b>356,446</b>	<b>84,219</b>	<b>44%</b>	<b>74,750</b>	<b>3,067</b>	<b>528,850</b>
<b>Aria Verdi</b>						
<b>Land</b>	<b>25,424</b>	<b>40,678</b>	<b>21%</b>	<b>40,678</b>	<b>865</b>	<b>501,124</b>
<b>Greenfield West</b>						
Land	258,895	38,834	20%	38,834	4,202	718,276
<b>Total land in Bucharest for projects</b>	<b>528,080</b>	<b>151,591</b>	<b>79%</b>	<b>143,809</b>	<b>8,134</b>	<b>1,749,249</b>
<b>Total land in Bucharest with infrastructure</b>	<b>113,894</b>	<b>12,620</b>	<b>7%</b>	<b>10,934</b>	<b>-</b>	<b>-</b>

Table continues

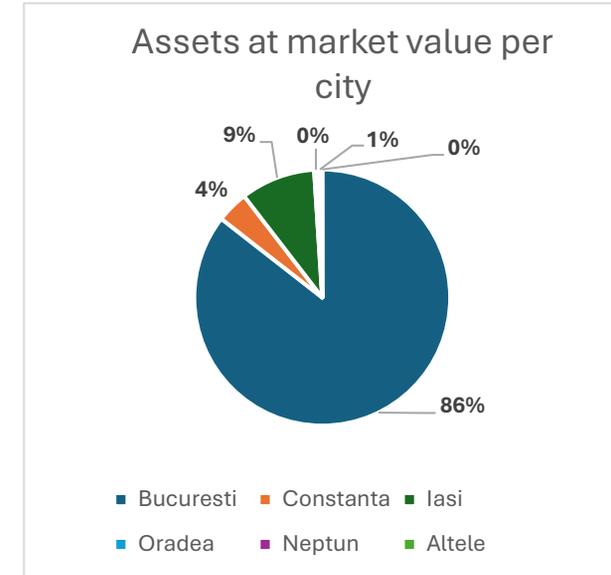
Location	Land (sqm)	Market value (thousands of euro)	% of total land market value IMPACT	Carrying amount (thousands of euro)	No. Units	Gross development value (thousands of euro)
<b>Total land Bucharest</b>	<b>641,975</b>	<b>164,211</b>	<b>86%</b>	<b>154,743</b>	<b>8,134</b>	<b>1,763,511</b>
<b>Boreal Plus</b>						
Boreal Plus - Phase 2	7,816	2,188	1%	357	134	17,591
Boreal Plus - Phase 3	18,552	4,824	3%	813	428	61,543
Kindergarten	1,990	557	0%	90	-	-
Parking spaces	789	10	0%	11	-	-
<b>Boreal Plus villas infrastructure</b>	<b>2,866</b>	<b>126</b>	<b>0%</b>	<b>396</b>	<b>-</b>	<b>-</b>
<b>Total land Constanta</b>	<b>32,013</b>	<b>7,705</b>	<b>4%</b>	<b>1,668</b>	<b>562</b>	<b>79,134</b>
<b>Iași</b>						
<b>Land</b>	<b>50,263</b>	<b>18,095</b>	<b>9%</b>	<b>7,383</b>	<b>1,062</b>	<b>185,242</b>
<b>Unipoles</b>	<b>8,264</b>	<b>86</b>	<b>0%</b>	<b>86</b>	<b>-</b>	<b>-</b>
<b>Voluntari Infrastructure previous projects</b>	<b>1,392</b>	<b>38</b>	<b>0%</b>	<b>38</b>	<b>-</b>	<b>-</b>
<b>Oradea</b>						
Pipeline project with PUZ in progress	24,460	856	0%	856	-	-
<b>Previous projects infrastructure</b>	<b>3,390</b>	<b>42</b>	<b>0%</b>	<b>42</b>	<b>-</b>	<b>-</b>
<b>Total land Oradea</b>	<b>27,850</b>	<b>898</b>	<b>0%</b>	<b>898</b>	<b>-</b>	<b>-</b>
<b>Neptun</b>	<b>37,562</b>	<b>939</b>	<b>0%</b>	<b>939</b>	<b>-</b>	<b>-</b>
<b>Total infrastructure</b>	<b>121,543</b>	<b>12,825</b>	<b>7%</b>	<b>11,410</b>	<b>-</b>	<b>-</b>
<b>Total land projects</b>	<b>677,777</b>	<b>179,146</b>	<b>93%</b>	<b>154,344</b>	<b>9,758</b>	<b>2,012,792</b>
<b>Total landbank</b>	<b>799,319</b>	<b>191,971</b>	<b>100%</b>	<b>165,753</b>	<b>9,758</b>	<b>2,012,792</b>

\*GDV - for projects with a building permit, the Gross Development Value represents the final value agreed upon by Management, while for projects under development, the value is based on preliminary concepts and may be subject to change.



## Summarization based on city

Location	Land (sqm)	Market value (thousands of euro)	% of total land market value IMPACT	Carrying amount (thousands of euro)	No. Units	Gross development value (thousands of euro)
București	641,975	164,211	86%	154,743	8,134	1,749,294
Constanța	32,013	7,705	4%	1,668	562	79,134
Iași	50,263	18,095	9%	7,383	1,062	185,242
Oradea	27,850	898	0%	898	-	-
Neptun	45,826	1,025	0	1,025	-	-
Altele	1,392	38	0	38	-	-
<b>Total</b>	<b>799,319</b>	<b>191,971</b>	<b>100%</b>	<b>165,753</b>	<b>9,758</b>	<b>2,012,792</b>





## SITUATION AND PERSPECTIVES AS AT 31 DECEMBER 2025

The Group holds a land portfolio of

**799,319 sqm,**

at a total book value of

**165.7 mill euro**

and a market value of

**191.9 mill euro.**

For **292,532 sqm**, the Group holds building permit to develop projects worth a total of **773 mill euro**.

Residential projects have been initiated on some of these land plots.

**G**iven the magnitude of the projects that the Group builds, they include the development of a large-scale infrastructure (streets, green spaces, parks, sidewalks, children's playgrounds, etc.). Depending on the context of each project, the infrastructure is either donated to public authorities or transferred upon the sale of residential units that extends over a longer period, with phased construction, therefore, as at 31 of December 2025, the Group owns infrastructure for its current and past projects.

The company actively works to depreciate and/or transfer infrastructure to recover its value, deduct related costs and eliminate ownership costs.

**IMPACT**

**OPERATIONAL**



## SIGNIFICANT ACCOUNTING POLICIES

### ACCOUNTING POLICY FOR THE RECOGNITION OF REVENUE FROM THE SALE OF RESIDENTIAL PROPERTY

The Group's financial statements are prepared in accordance with OMFP and International Financial Reporting Standards (IFRS).

The Group's revenues are recognized according to IFRS 15 "Revenue from Contracts with Customers", which involves two types of recognition:

- the method at a given point in time  
and
- the gradual recognition method.

Regarding revenue from the sale of residential units, the IMPACT Group adopted **the point-in-time recognition method**.

Under this method, the entire debit from the sale of a residential property is **recognized at the time the sale and purchase contract is signed**, or in other words, at the time of transfer of ownership to the end customer.

In this way, any advance received from the client both upon signing the promise/reservation contract and during the development of the project in question, is considered a "contractual liability" and is reported in the Liabilities section of financial statements.

Until the signing of the sales contract, no transaction is recorded in the profit and loss account with reference to the pre-contracted unit. Upon signing the sales contract, both the sales price and the total cost of the contract are recognized in the profit and loss account, thus, a total margin per unit can be generated.

### TAXATION

Starting with 2022, the IMPACT Group is a VAT Tax Group. This tax facility allows compensation of VAT payable with VAT to be recovered between the members of the Group, simplifying reporting and optimizing the cash flow of the entire Group.



## **CONSOLIDATION OF FINANCIAL STATEMENTS**

Consolidating the financial statements of a group with a parent company involves presenting an integrated financial picture for the entire economic entity, by aggregating the financial statements of the parent company and the controlled subsidiaries.

According to IFRS 10, when the parent company controls subsidiaries - either through a 100% or partial 51% share, their assets, liabilities, income and expenses are fully included in the consolidated financial statements, with the elimination of intragroup transactions and balances.

In case of partial holdings, the minority interest is recognized separately in both equity and consolidated results. This approach ensures a faithful reflection of the Group's true economic size and performance, providing transparency to investors, creditors and other stakeholders.

## **RECOGNITION OF GAINS FROM REVALUATION OF INVESTMENT PROPERTY**

Investment property represents properties (land and/or buildings) held with the intention of earning rental income or capital appreciation (or both), including fixed assets under construction for such purposes, which are initially measured at cost, including transaction costs. Investment property also includes land with indefinite future use. As a rule, the Group acquires large areas of land, as its business model is to build large projects (approximately 1,000 units per project), therefore the duration of obtaining the necessary building permits may be uncertain, the period during which the initial conditions underlying the estimates related to the projects could change (increase in construction prices, management development strategy, changes in legislation, etc.). As such, given the reasonable probability that the land plots will not be used in accordance with management's intention, due to uncertainties beyond the Group's control, management initially recognizes certain land plots as investment properties until building permits have been obtained, a detailed project concept has been developed and significant steps have been taken to identify construction companies and finance the project. These assets are initially recorded at cost and revalued periodically.

Revaluations are carried out regularly every 6 months, the external valuation team being Colliers Valuation and Advisory. Market values are determined in euro, and following the translation of values into lei, the revaluation income also contains the exchange rate differences related to this translation.

IFRS standards do not allow the recognition of certain asset elements at market value, such as: the apartments in inventory available for sale, as well as those in the final stage of development; the revaluation of fixed assets, such as the Wellness Club and Impact Office, and the revaluation of land in inventories.



## **INFRASTRUCTURE**

The cost of infrastructure works included in real estate projects is allocated to the cost of each apartment in the related project. The cost is transferred to cost of sales as the apartments are sold.

Because the development process of a project is longer than one year, borrowing costs incurred during the project are capitalized in the cost of the project (IAS 23) until the time of receipt of the respective project.

## **EXTERNAL FINANCIAL AUDITOR**

KPMG Audit SRL was appointed by the decision of the General Meeting of Shareholders dated April 29, 2024, to audit the financial statements for the year 2024, subsequently the extension of the mandate of the external financial auditor KPMG Audit SRL was approved, for the financial years 2025, 2026 and 2027.



## GROUP PERFORMANCE WITHIN THE REPORTED PERIOD (2025)

### OPERATIONAL AND FINANCIAL

#### IFRS net asset

**205.1** mill euro

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#### Net assets at fair value

**270** mill euro

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#### Revenue

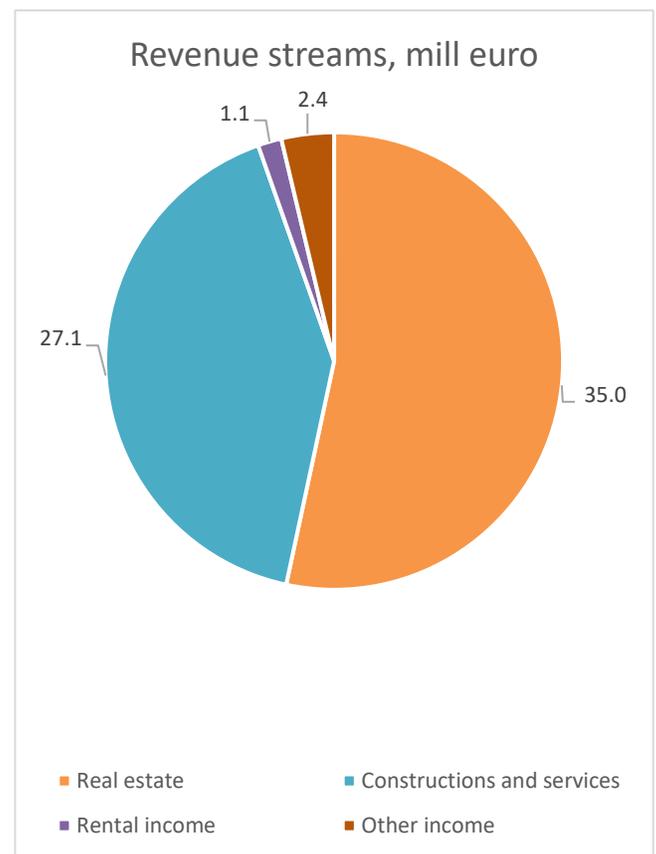
**65.6** mill euro

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#### Gross Profit

**16.6** mill euro

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During 2025, 247 housing units were sold, measuring a total of 20,057 sqm, at a value of 35 mill euro.

## Projects summary

Project	Completed units	Units sold as of 31.12.2025	Balance as at 31.12.2025	Units under construction	Units in preparation	Total units to be sold in the future	SCB to be developed in the future (sqm)
Luxuria	630	627	3	-	-	3	633
Greenfield Băneasa	3,418	3,066	352	435	2,632	3,419	337,954
Aria Verdi	-	-	-	-	865	865	150,180
Greenfield West	-	-	-	-	4,202	4,202	415,666
Boreal Plus	209	159	50	134	428	612	55,410
Greenfield Copou	-	-	-	-	1,062	1,062	97,408
<b>Total</b>	<b>4,257</b>	<b>3,852</b>	<b>405</b>	<b>569</b>	<b>9,189</b>	<b>10,163</b>	<b>1,057,509</b>

## Phases completed by projects as at 31 of December 2025

Project	Total Apartments	Sales & Pre-sales i		Available	Value of available units
	units	units	%	units	thousands euro
Luxuria Residence	630	627	99%	3	3,672
Greenfield Baneasa - Teilor	732	380	52%	352	52,236
Boreal Plus	209	159	76%	50	6,536
Boreal Plus (Vile)	18	18	100%	-	-
<b>Total</b>	<b>1,589</b>	<b>1,184</b>	<b>75%</b>	<b>405</b>	<b>62,444</b>

As at 31 of December 2025, the Group's completed projects are 75% contracted (both sales and pre-sales).

The total value of the units available for sale, which will be sold in the coming periods, is approximately **62 mill euro**.

Indicator	12 months 2025	12 months 2024	% evolution
Residential units sold	247	329	-25%
Area sold	19,076	27,331	-30%
Total consolidated revenues (thousands of euro)	65,649	61,966	6%
Gross profit (thousands of euro)	16,624	16,978	-2%
Gross margin %	25%	27%	-2%
<b>Net profit (thousand euro)</b>	<b>15,309</b>	<b>12,181</b>	27%
Net profit margin	23%	20%	4%

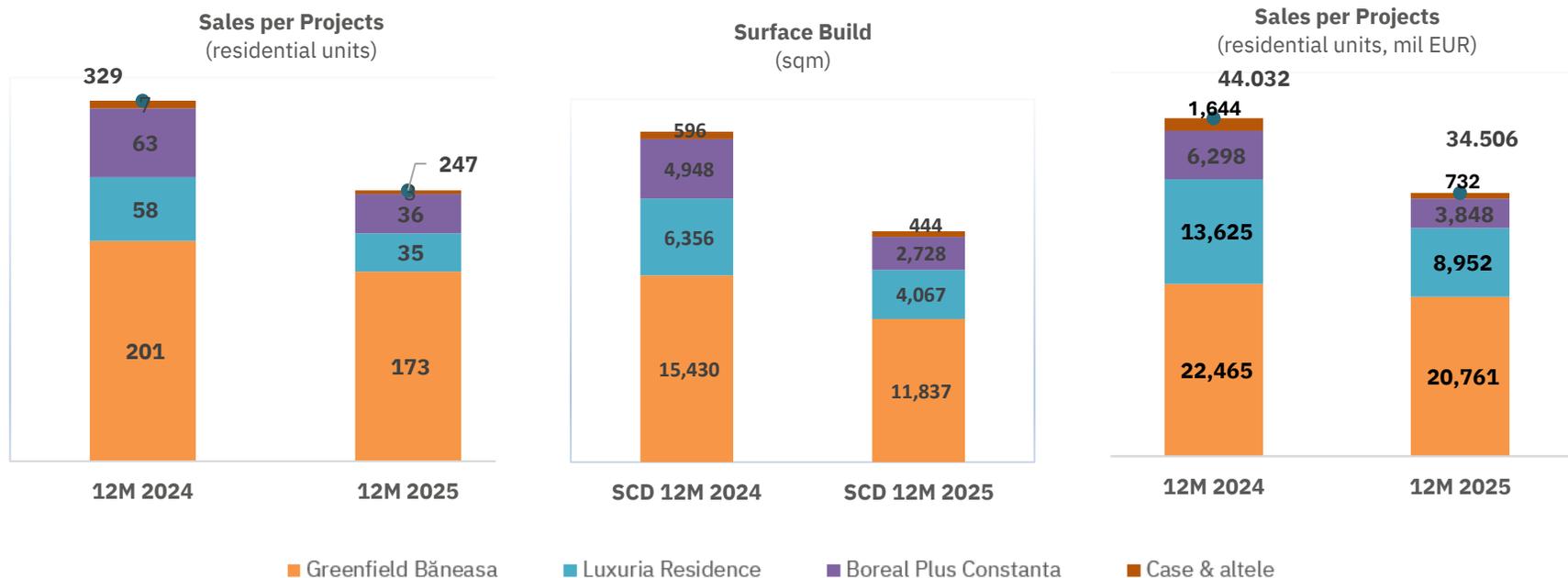
  

Indicator	December 31, 2025	December 31, 2024	% evolution
<b>Financial liabilities balance (thousands of euro)</b>	34,485	63,754	-46%
Debt to assets ratio	13%	22%	-9%
Net assets (thousands of euro)	205,134	194,012	6%
Net asset at market value (thousands of euro)	270,075	262,609	3%

During 2025, the Group sold **247 units** (following the delivery of the units in Greenfield Baneasa) with an area of 19,076 sq m, for a total value of approximately 35,035 thousand euro, total consolidated revenues of 65,649 thousand euro with a gross profit of 16,624 thousand euro, compared with 329 units with an area of 27,634 sqm and a value of 44,250 thousand euro, total consolidated revenues of 61,966 thousand euro with a gross profit of 16,978 thousand euro during 2024.

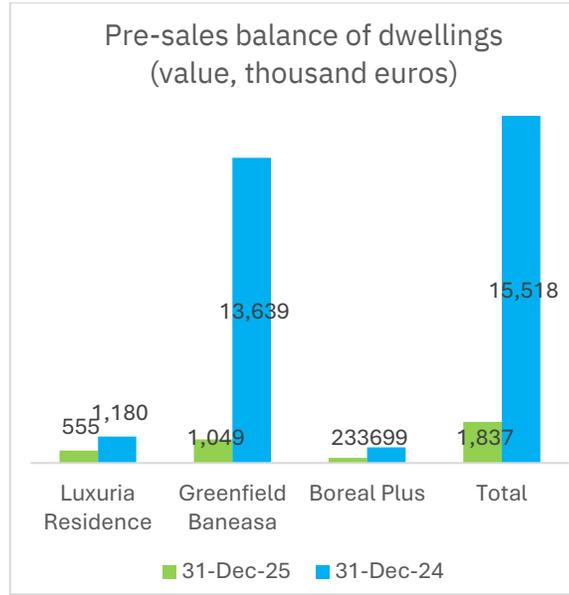
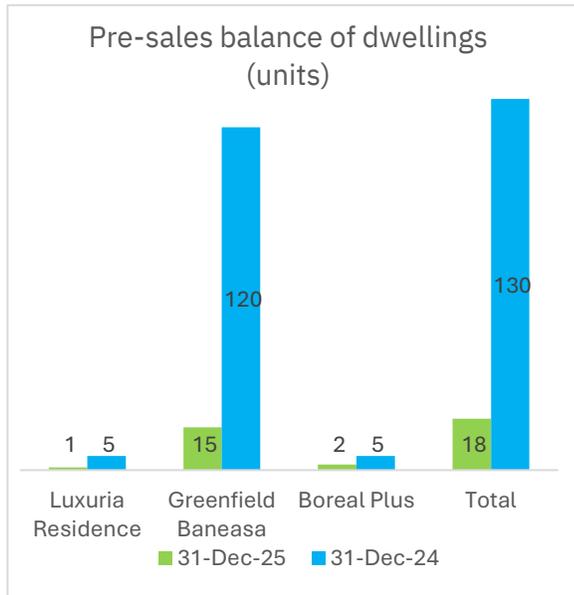
- The net asset value as at 31 of December 2025 is 205,134 thousand euro, compared to 194,012 thousand euro as at 31 of December 2024.
- **The debt ratio** of the IMPACT Group maintained its downward trend, decreasing to **13%** as at 31 of December 2025, from 22% as at 31 of December 2024, in line with the decrease in the loan balance by 29,269 thousand euro.
- The company's **total debt** consists mainly of bank loans worth 24,747 thousand euro and bonds worth 9,580 thousand euro.
- The General Meeting of Shareholders of April 29, 2025 approved the election of the following members of the Board of Directors, for a 4-year term, from April 29, 2025 to April 28, 2029.
- The Board of Directors decided to extend the mandate of the General Manager - Câmpeanu-Richard Dan-Sebastian and Financial Director - Bistriceanu Claudiu, for a period of 4 (four) years, from June 19, 2025 to June 19, 2029.
- IMPACT Developer & Contractor SA finalised the **process of consolidating the nominal value** with the aim of increasing the nominal value of the shares while reducing the total number of shares (20 shares with a nominal value of 0.25 RON/share will represent one share with a nominal value of 5 RON/share), according to the decision of the Extraordinary General Meeting of Shareholders number 2, dated April 29, 2025.

## SALES (units, sqm, values)



- **GREENFIELD Băneasa** – 173 residential units compared to 201 units in the same period of 2024, with a total value of **21 mil euro**.
- **LUXURIA Residence** – 35 residential units with a value of **8.9 mil euro**, compared to 58 units with a value of 13.6 mil euro, in the same period of the previous year. The Luxuria Residence project is 99% sold as at 31 of December 2025.
- **BOREAL Plus Constanța** – 36 residential units worth **3.8 mil euro** compared to 63 residential units worth 6.2 mil euro in the same period last year. Also, 3 houses worth **0.7 mil euro** were sold, thus marking the completion of house sales in this project.

## PRE-SALE AS AT 31 OF DECEMBER 2025 (units, value)



Project	units		value, thousand euro	
	31-dec-2025	31-dec -2024	31- dec-2025	31-dec-2024
Luxuria Residence	1	5	555	1,180
Greenfield Băneasa	15	120	1,049	13,639
Boreal Constanța	2	5	233	699
<b>Total</b>	<b>18</b>	<b>130</b>	<b>1,837</b>	<b>15,518</b>

As at 31 of December 2025, IMPACT had a total of 18 pre-sold units, with a package value of **1.8 mill euro**. Most of these pre-contracts relate to the Greenfield Baneasa project, given the relatively higher availability of dwellings.

Pre-sales refer only to the Group's completed projects, thus the conversion into sales-purchase contracts and, respectively into revenues, occurs relatively quickly (approximately 1-2 months).

For more details on revenue recognition, see the *Accounting policy for the recognition of the sale of residential units section*. By comparison, as at 31 of December 2024, the balance of pre-sold dwellings was significantly higher, 130 units with a package value of 15.5 mill euro, due to the fact that the 732 dwellings in Greenfield Baneasa were made available for sale only in Q4 2024.

## ONGOING PROJECTS AND PIPELINE PROJECTS FOR 2026-2034 PERIOD

Project	Total number of units	Total gross built area	Gross development value (thousand euro)
<b>Greenfield Băneasa</b>			
<b>Greenfield Baneasa UTR3</b>			
UTR3 - Phase 4	185	20,436	25,366
UTR3 - Phase 5	250	21,889	27,525
<b>Total Greenfield Baneasa UTR3</b>	<b>435</b>	<b>42,325</b>	<b>52,891</b>
<b>Greenfield Băneasa UTR4</b>			
UTR4 - Phase 1	154	13,823	23,222
UTR4 - Phase 2	396	38,446	61,931
<b>Total Greenfield Baneasa UTR4</b>	<b>550</b>	<b>52,269</b>	<b>85,152</b>
<b>Greenfield Băneasa UTR10</b>			
UTR10-Phase 1	278	29,057	48,024
UTR10-Phase 2	378	37,829	63,193
UTR10-Phase 3	238	22,586	41,238
<b>Total Greenfield Băneasa UTR10</b>	<b>894</b>	<b>89,472</b>	<b>152,454</b>
<b>Greenfield Băneasa UTR7</b>			
UTR7-Phase 1	436	48,063	90,483
UTR7-Phase 2	240	22,404	44,796
<b>Total Greenfield Băneasa UTR7</b>	<b>676</b>	<b>70,467</b>	<b>135,280</b>
<b>Greenfield Băneasa UTR8</b>			
UTR8-Phase 1	277	21,697	44,189
UTR8-Phase 2	159	19,673	42,491
<b>Total Greenfield Băneasa UTR8</b>	<b>436</b>	<b>41,370</b>	<b>86,680</b>

Project	Total number of units	Total gross built area	Gross development value (thousand euro)
<b>Other Greenfield Baneasa</b>			
Greenfield	76	12,550	16,393
<b>Total other Greenfield projects</b>	<b>76</b>	<b>12,550</b>	<b>16,393</b>
<b>Aria Verdi</b>			
Aria Verdi - Phase 1	401	79,407	248,853
Aria Verdi - Phase 2	464	70,774	252,271
<b>Total Aria Verdi</b>	<b>865</b>	<b>150,181</b>	<b>501,124</b>
<b>Greenfield West</b>	<b>2,314</b>	<b>284,559</b>	<b>386,748</b>
<b>Total Bucharest</b>	<b>6,246</b>	<b>743,192</b>	<b>1,416,722</b>
<b>Boreal Plus Constanța</b>			
Boreal Plus - Phase 2	134	12,099	17,591
Boreal Plus - Phase 3.1	152	14,941	22,417
Boreal Plus - Phase 3.2	87	8,197	12,707
Boreal Plus - Phase 3.3	189	16,367	26,419
<b>Total Boreal Plus Constanța</b>	<b>562</b>	<b>51,604</b>	<b>79,134</b>
<b>Greenfield Copou Iași</b>			
Iasi Copou-Phase 1	472	41,504	74,480
Iasi Copou-Phase 2.1	247	24,921	48,730
Iasi Copou-Phase 2.2	343	30,983	60,838
<b>Total Greenfield Copou Iasi</b>	<b>1,062</b>	<b>97,408</b>	<b>184,408</b>
<b>Total general</b>	<b>7,870</b>	<b>892,204</b>	<b>1,680,263</b>

*\*\*Gross Development Value is based on internal management estimates*



For the **next 9 years**, the Group plans to build **7,870 residential units**, with a gross **development value estimated at 1.6 bn euro**.

As at 31 of December 2025, the Group has building permits for a total of 2,496 residential units, with a total gross built area of 292,532 sqm. This area also includes commercial spaces, green spaces, children's playgrounds, etc. The gross development value of these projects is estimated by management at 773 mill euro.

As at 31 of December 2025, the Group has construction underway for a total of 383 residential units, of which 250 in Greenfield Baneasa, at a gross development value of 27.5 mill euro, and 134 units in Boreal Plus Constanta, at a gross development value of 17.6 mill thousand euro. The completion of the two ongoing projects is estimated to be done in 2026.

In 2026, the Group will begin construction of 185 residential units in Greenfield Baneasa with completion in 2027.

In the coming period, the management intends to launch the construction of the first phase of the Aria Verdi project, located on Barbu Văcărescu Boulevard in Bucharest (total gross development value of the development project 431 mill euro) and the construction of the first phase of the Greenfield Copou Iasi project (gross development value of the project 184 mill euro).

## ASSETS AND DEBT BY SEGMENTS

thousands of euro	REAL ESTATE DEVELOPMENT			CONSTRUCTION			RENTAL			OTHER ACTIVITIES			TOTAL		
	31-Dec-2025	31-Dec-2024	Change % y/y	31-Dec-2025	31-Dec-2024	Change % y/y	31-Dec-2025	31-Dec-2024	Change % y/y	31-Dec-2025	31-Dec-2024	Change % y/y	31-Dec-2025	31-Dec-2024	Change % y/y
Total Assets	287,857	260,019	11%	11,040	13,552	-19%	22,712	22,413	1%	9,773	12,339	-21%	331,382	308,324	7%
Elimination of intragroup transactions	(55,019)	(12,589)	337%	(1,656)	(1,086)	53%	(10,634)	(10,687)	0%	-	-	0%	(67,309)	(24,362)	176%
<b>Consolidated assets</b>	<b>232,838</b>	<b>247,430</b>	<b>-6%</b>	<b>9,384</b>	<b>12,466</b>	<b>-25%</b>	<b>12,078</b>	<b>11,726</b>	<b>3%</b>	<b>9,773</b>	<b>12,339</b>	<b>-21%</b>	<b>264,073</b>	<b>283,962</b>	<b>-7%</b>
<b>% of total</b>	<b>88%</b>	<b>87%</b>		<b>4%</b>	<b>4%</b>		<b>5%</b>	<b>4%</b>		<b>4%</b>	<b>4%</b>		<b>100%</b>	<b>100%</b>	
Total liabilities	71,261	97,977	-28%	5,693	7,855	-28%	-	-	0%	49	-	0%	77,002	105,832	-28%
Elimination of intragroup transactions	(17,414)	(15,702)	11%	(639)	(181)	252%	-	-	0%	(11)	-	0%	(18,064)	(15,883)	14%
<b>Consolidated liabilities</b>	<b>53,846</b>	<b>82,275</b>	<b>-35%</b>	<b>5,054</b>	<b>7,674</b>	<b>-34%</b>	<b>-</b>	<b>-</b>	<b>0%</b>	<b>38</b>	<b>-</b>	<b>0%</b>	<b>58,938</b>	<b>89,949</b>	<b>-35%</b>
<b>% of total</b>	<b>91%</b>	<b>91%</b>		<b>9%</b>	<b>9%</b>		<b>0%</b>	<b>0%</b>		<b>0%</b>	<b>0%</b>		<b>100%</b>	<b>100%</b>	
Net assets	216,921	162,043	34%	5,347	5,696	-6%	22,712	22,413	1%	9,724	12,339	-21%	254,704	202,492	26%
Elimination of intragroup transactions	(37,605)	3,112	1308%	(1,018)	(904)	13%	(10,634)	(10,687)	0%	11	-	0%	(49,245)	(8,479)	481%
<b>Consolidated net assets</b>	<b>178,992</b>	<b>165,155</b>	<b>9%</b>	<b>4,329</b>	<b>4,792</b>	<b>-10%</b>	<b>12,078</b>	<b>11,726</b>	<b>3%</b>	<b>9,735</b>	<b>12,339</b>	<b>-21%</b>	<b>205,134</b>	<b>194,012</b>	<b>6%</b>
<b>% of total</b>	<b>87%</b>	<b>85%</b>	<b>0%</b>	<b>2%</b>	<b>2%</b>	<b>0%</b>	<b>6%</b>	<b>6%</b>	<b>0%</b>	<b>5%</b>	<b>6%</b>	<b>0%</b>	<b>100%</b>	<b>100%</b>	<b>0%</b>

## REVENUE BY SEGMENTS

	REAL ESTATE DEVELOPMENT			CONSTRUCTION			RENTAL INCOME			OTHER INCOME			TOTAL		
	31 Dec 2025	31 Dec 2024	Var %	31 Dec 2025	31 Dec 2024	Var %	31 Dec 2025	31 Dec 2024	Var %	31 Dec 2025	31 Dec 2024	Var %	31 Dec 2025	31 Dec 2024	Var %
<b>Revenue</b>	35,035	44,250	-20%	30,658	15,412	102%	1,698	1,166	48%	4,376	45,657	29%	71,768	64,271	12%
Elimination of intragroup transactions	-	-	0%	(3,576)	(883)	305%	(603)	(539)	13%	(1,940)	(880)	124%	(6,119)	(2,302)	166%
<b>Consolidated revenues</b>	<b>35,035</b>	<b>44,250</b>	<b>-20%</b>	<b>27,082</b>	<b>14,529</b>	<b>89%</b>	<b>1,096</b>	<b>628</b>	<b>77%</b>	<b>2,436</b>	<b>2,562</b>	<b>-4%</b>	<b>65,649</b>	<b>61,969</b>	<b>6%</b>
<b>%of total</b>	<b>53%</b>	<b>71%</b>		<b>41%</b>	<b>23%</b>		<b>2%</b>	<b>1%</b>		<b>4%</b>	<b>4%</b>		<b>100%</b>	<b>100%</b>	
Profit/(loss) before tax	25,403	22,680	14%	815	840	-2%	1,698	739	133%	1,248	1,036	22%	29,164	25,295	15%
Elimination of intragroup transactions	(10,606)	(11,555)	-7%	(187)	(69)	170%	(603)	(539)	13%	1,136	445	155%	(10,259)	(11,718)	-12%
<b>Consolidated profit/(loss) before tax</b>	<b>14,797</b>	<b>11,125</b>	<b>0%</b>	<b>628</b>	<b>771</b>	<b>-17%</b>	<b>1,096</b>	<b>200</b>	<b>455%</b>	<b>2,385</b>	<b>1,481</b>	<b>63%</b>	<b>18,906</b>	<b>13,577</b>	<b>39%</b>
<b>%of total</b>	<b>78%</b>	<b>82%</b>		<b>3%</b>	<b>4%</b>		<b>6%</b>	<b>1%</b>		<b>13%</b>	<b>8%</b>		<b>100%</b>	<b>100%</b>	



**IMPACT** aimed for a vertical integration of services by establishing or acquiring different companies in order to offer the real estate market quality housing units, on time, with an optimal quality/price ratio associated with quality complementary services. Thus, the Group is now made up of companies that provide services both within the Group and for third parties (see the full list of companies at Group Structure section).

The Group's net consolidated assets as at 31 of December 2025, are worth 205,548 thousand euro, representing a slight increase of 6% compared to 31 December 2024.

In 2025, 87% of the total consolidated net assets are allocated to real estate development activities, compared to 85% in 2024.

The assets are mainly represented by land intended for development, as well as inventories under development and available for sale.

Net assets involved in real estate development activity generated a total of 35,035 thousand euro in revenues (representing 53% of total revenues for the period) during 2025 and 44,250 thousand euro (representing 71% of total revenues for the period) in the same period of 2024.

During 2025, of the total revenues generated by real estate development, 14,797 thousand euro were converted into net profit in 2025 (78% of the total profit). During 2024, the real estate activity generated a net profit of 11,125 thousand euro.

Construction services are provided by the RCTI group company both within the Group and for third parties. Although the net assets used in the activity represent approximately 4%, these assets generate a significant proportion of the Group's revenues after the elimination of intercompany transactions and announce an increasing evolution given the context of existing contracts with third parties.

RCTI's third-party construction services are estimated at **45 million euro** annually. RCTI has a total of 5 contracts ongoing for the period 2025-2026, totalling **79 million euro**, for projects located in cities such as Brasov, Sinaia, Craiova and Bucharest.

The construction services provided within the Group fluctuate significantly over the years, depending on the development stage of the projects in which the real estate development company IMPACT is involved.

In 2024, 732 residential units in GREENFIELD Băneasa, developed by RCTI, were completed and sales were launched, while in 2025, RCTI continued the development of a further 250 units in the same project.

For 2026, construction services provided by RCTI within the Group are expected to increase significantly, in view of the upcoming projects: Boreal Plus Constanța Phase 2, comprising 134 residential units; the next 185 units in Phase IV of GREENFIELD Băneasa; and 401 residential units along with 5,200 sqm of commercial space in Aria Verdi.



Rental income represents a fixed revenue stream within the Group and is mainly generated by the commercial spaces leased within Greenfield Baneasa Plaza (with an estimated market value of 21.7 mill euro).

Other rental income is generated from residential units leased within the GREENFIELD Băneasa, BOREAL Plus Constanța, and LUXURIA Residence projects.

While net assets used for rental purposes represent approximately 6% of total consolidated net assets, generating 1.1 mill euro during 2025, the net income generated is on a slightly increasing trend. It is expected that these fixed income-providing assets will be sold when the market conditions allow, to ensure the desired profitability from the sale.

Other revenues are generated from wellness, property management services, brokerage services and utilities.

The net assets involved in other income, as well as the income generated, are not significant at Group level, but management estimates that these activities will be expanded, in line with the growth of real estate development activity.

# FINANCIAL RESULTS / 31 December 2025

## PROFIT AND LOSS ACCOUNT

thousand euro	Consolidated – thousand euro			Standalone – thousand euro		
	12m 2025	12m 2024	%	12m 2025	12m 2024	%
Revenue	65,649	61,966	6%	28,596	35,754	(13%)
Gross profit	16,624	16,978	(2%)	9,510	10,373	(8%)
<b>Gross margin %</b>	<b>25%</b>	<b>27%</b>		<b>33%</b>	<b>32%</b>	
Other (expenses)/income, net	6,771	3,664	85%	6,300	4,717	34%
<b>% of revenue</b>	<b>10%</b>	<b>6%</b>		<b>22%</b>	<b>14%</b>	
EBITDA	24,489	21,426	14%	16,476	15,556	6%
EBITDA margin %	37%	35%		58%	46%	
EBIT	23,395	20,642	13%	15,810	15,090	5%
EBIT margin %	36%	33%		55%	46%	
Financial result*	(4,489)	(6,639)	-32%	6,426	4,376	47%
<b>Net result</b>	<b>15,309</b>	<b>12,181</b>	<b>26%</b>	<b>19,852</b>	<b>17,738</b>	<b>12%</b>
<b>Net profit margin</b>	<b>23%</b>	<b>20%</b>		<b>69%</b>	<b>54%</b>	

\* The financial result at standalone level includes dividends distributed by the Group companies, amounting to 10,178 thousand euro as at 31 of December 2025 and 10,141 as at 31 of December 2024.

At consolidated level, compared to the same period last year, the Group recorded a 6% increase in turnover, to 65,649 thousand euro during 2025. More than half of the group-level revenues, 53%, were generated from the sale of 247 apartments worth 35 million euros. Service provisions (construction, wellness, and property management) account for 45% of the total consolidated revenues, while 2% are rental income.

The gross margin remained relatively stable in 2025, at 25%, compared to 27% in the same period last year.

The consolidated net profit in 2025 is 15,309 thousand euros, with an increase of 26% compared to 2024, and EBITDA had a growth of 14%.

On an individual level, the net profit of IMPACT SA is 19,852 thousand euros, influenced by financial income of 10,178 thousand euros - dividends received from companies within the group.

## STATEMENT OF FINANCIAL POSITION

thousand euro	Consolidated - thousand euro			Standalone - thousand euro		
	31-Dec-2025	31-Dec-2024	%	31-Dec-2025	31-Dec-2024	%
<b>Fixed assets, of which</b>	<b>188,043</b>	<b>177,516</b>	<b>6%</b>	<b>195,452</b>	<b>191,446</b>	<b>2%</b>
Investment property	109,571	141,567	(23%)	119,283	151,700	(21%)
Tangible fixed assets, of which	17,688	18,933	(7%)	8,872	9,478	(6%)
Goodwill	695	712	<i>n.a</i>	-	-	<i>n.a</i>
<b>Current assets, of which</b>	<b>76,030</b>	<b>106,445</b>	<b>(29%)</b>	<b>69,617</b>	<b>87,118</b>	<b>(20%)</b>
Inventory	62,288	82,090	(24%)	59,225	74,618	(21%)
Trade and other receivables	4,989	8,894	(44%)	4,833	3,976	22%
Cash and cash equivalents	7,942	14,470	(45%)	4,880	7,568	(36%)
<b>Total assets</b>	<b>264,073</b>	<b>283,961</b>	<b>(7%)</b>	<b>265,068</b>	<b>278,564</b>	<b>(5%)</b>
<b>Liabilities, of which</b>	<b>58,938</b>	<b>89,949</b>	<b>(34%)</b>	<b>54,920</b>	<b>83,169</b>	<b>(34%)</b>
Bank loans and bonds	34,485	63,754	(46%)	33,643	60,148	(44%)
Trade and other debts	6,584	9,181	(28%)	3,223	6,432	(50%)
Deferred tax liability	12,767	16,108	(21%)	12,977	16,320	(20%)
Profit Tax Liability	5,077	880	477%	5,077	269	1785%
<b>Equity</b>	<b>205,134</b>	<b>194,012</b>	<b>6%</b>	<b>210,149</b>	<b>195,395</b>	<b>8%</b>
<b>Total liabilities and equity</b>	<b>264,073</b>	<b>283,961</b>	<b>(7%)</b>	<b>265,068</b>	<b>278,564</b>	<b>(5%)</b>

## ASSETS, EQUITY AND LIABILITIES

At consolidated level, as at 31 of December 2025, investment property decreased by 23%, to a total value of 109,571 thousand euro. This decrease is due to the fact that part of the land has been reclassified as inventory/pipeline projects.

Bank loans decreased by 46% as of December 31, 2025, to a value of 34,485 thousand euros compared to the period ended December 31, 2024, which significantly improved the group's solvency ratio, with the debt ratio decreasing from 22% in 2024 to 13% in 2025.

Equity increased by 6%, reaching 205.1 million euro. This development is based on solid profitability and the reinvestment of results, strengthening the group's financial position and supporting the premises for future investments.

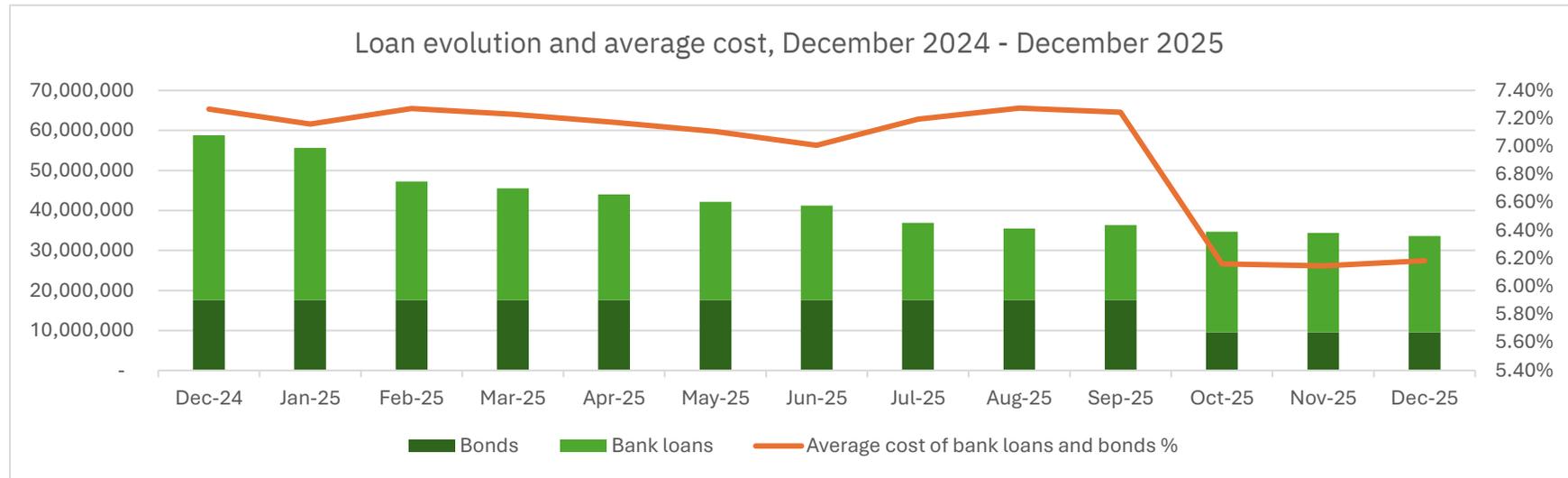
## NET ASSET AT MARKET VALUE

	thousand euro	thousand euro	thousand euro
	31-Dec-25	31-Dec-24	31-Dec-23
<b>Net assets (IFRS)</b>	205,134	194,012	185,522
<b>Include*</b>	-	-	-
i) Revaluation of other fixed assets	4,846	4,038	3,896
ii) Revaluation of inventories	60,095	64,559	71,984
<b>Net assets at market value</b>	<b>270,075</b>	<b>262,609</b>	<b>261,402</b>

The net assets value as at 31 of December 2025 was **205.1 mill euro**, while their value adjusted to **market value was 270 mill euro**.

The value not reflected in the financial statements is in the total amount of **64.9 mill euro**. This comes from: the revaluation of apartments in inventory available for sale, as well as those in the final stage of development; the revaluation of fixed assets, such as Wellness Club and Impact Office and the revaluation of land in inventory. The revalued values were based on the revaluations prepared by the external appraiser *Colliers Valuation and Advisory*, as at 31 of December 2025.

## LOAN EVOLUTION AND RELATED COSTS (for project companies within the IMPACT Group)



thousand euro	Dec-24	Jan-25	Feb-25	Mar-25	Apr-25	May-25	Jun-25	Jul-25	Aug-25	Sep-25	Oct-25	Nov-25	Dec-25
Bank loans	41,190	38,100	29,661	27,977	26,466	24,539	23,667	19,305	17,879	18,780	25,080	24,802	24,061
Average monthly cost of bank loans	220	198	153	142	132	119	112	93	86	91	120	119	116
<b>Average lending cost %</b>	<b>6.41%</b>	<b>6.23%</b>	<b>6.18%</b>	<b>6.10%</b>	<b>5.97%</b>	<b>5.83%</b>	<b>5.67%</b>	<b>5.75%</b>	<b>5.80%</b>	<b>5.82%</b>	<b>5.76%</b>	<b>5.73%</b>	<b>5.77%</b>
Bonds	17,580	17,580	17,580	17,580	17,580	17,580	17,580	17,580	17,580	17,580	9,580	9,580	9,580
Average monthly bond cost	136	134	134	132	132	130	129	129	129	128	58	58	58
<b>Average cost of bonds %</b>	<b>9.27%</b>	<b>9.18%</b>	<b>9.12%</b>	<b>9.04%</b>	<b>8.98%</b>	<b>8.89%</b>	<b>8.82%</b>	<b>8.78%</b>	<b>8.77%</b>	<b>8.77%</b>	<b>7.21%</b>	<b>7.21%</b>	<b>7.21%</b>
<b>Total financial liabilities</b>	<b>58,770</b>	<b>55,680</b>	<b>47,241</b>	<b>45,557</b>	<b>44,046</b>	<b>42,119</b>	<b>41,247</b>	<b>36,885</b>	<b>35,459</b>	<b>36,360</b>	<b>34,660</b>	<b>34,382</b>	<b>33,641</b>
<b>Total average monthly cost</b>	<b>356</b>	<b>332</b>	<b>286</b>	<b>274</b>	<b>263</b>	<b>249</b>	<b>241</b>	<b>221</b>	<b>215</b>	<b>219</b>	<b>178</b>	<b>176</b>	<b>173</b>
<b>Average cost of bank loans and bonds %</b>	<b>7.27%</b>	<b>7.16%</b>	<b>7.27%</b>	<b>7.23%</b>	<b>7.17%</b>	<b>7.11%</b>	<b>7.01%</b>	<b>7.20%</b>	<b>7.27%</b>	<b>7.24%</b>	<b>6.16%</b>	<b>6.15%</b>	<b>6.18%</b>



As at 31 of December 2025, the Group's debt ratio was 13%, following a downward trend since 31 of December 2024. This evolution is in line with management's objectives to reduce banking exposure and consequently debt costs in percentage and absolute figures.

The graph and table above analyze the loans at the level of IMPACT Developer & Contractor and the project companies. The year 2024 was a year in which the Group's profitability was marked by external factors such as the inflationary context, the increase in the price of housing loans, as well as internal factors such as the delay in the delivery of the 732 dwellings project in Greenfield Baneasa, the closure of the Vadul Moldovei road, which represented an important access route to the neighborhood, and the litigation challenging the PUZ in Greenfield Baneasa. Thus, the reduced sales caused an additional need for loans. The COVID crisis generated an increase in the costs of materials and financing costs, which made it impossible for Electrogrup the constructor of phases 1 and 2 of Greenfield Baneasa to meet the fixed price agreed in the contract, which led to the termination of the construction contract and the delay in the completion deadline with implications and a reduction in the pace of sales. As a solution to the situation created but also to prevent similar situations, construction capacity was integrated into the IMPACT Group through the acquisition of 51.01% of RCTI Company, a company that completed all 732 apartments under construction.

From the second half of 2024 until now, the management has implemented a strategy to reduce exposure to bank loans and optimize the lending cost. This initiative is clearly reflected in the table above. Thus, in the 4th quarter of 2024, sales for the 732 dwellings project in Greenfield Baneasa were started, which led to the closing of a project loan worth 34 mill euro in February 2025.

Successful marketing campaigns in the Luxuria Residence and Boreal Plus Constanta projects brought the necessary cash availability to accelerate loan repayment and significantly reduce mortgaged assets.

## Pledged assets as at 31 of December 2025 vs 31 December 2024

Asset	December 31, 2025			December 31, 2024			Variation 2025 vs 2024 - thousand euro	Variation 2025 vs 2024 - percentage
	Inventories and fixed assets at market value - thousands of euro	Real estate investments at market value - thousand euro	Total mortgaged assets - thousand euro	Inventories and fixed assets at market value - thousands of euro	Real estate investments at market value - thousand euro	Total mortgaged assets - thousand euro		
Boreal Plus Apartments Constanta	-	-	-	5,887	-	5,887	(5,887)	(100%)
Greenfield Apartments UTR3	6,518	-	6,518	96,292	-	96,292	(89,774)	(93%)
<b>Total pledged apartments</b>	<b>6,518</b>	<b>-</b>	<b>6,518</b>	<b>102,180</b>	<b>-</b>	<b>102,180</b>	<b>(95,661)</b>	<b>(94%)</b>
<b>Land</b>	<b>2,615</b>	<b>44,771</b>	<b>47,386</b>	<b>27,749</b>	<b>54,754</b>	<b>82,503</b>	<b>(35,117)</b>	<b>(43%)</b>
<b>Greenfield Plaza community centre</b>	<b>1,710</b>	<b>22,314</b>	<b>24,042</b>	<b>2,000</b>	<b>21,000</b>	<b>23,000</b>	<b>1,024</b>	<b>4%</b>
<b>Total</b>	<b>10,843</b>	<b>67,873</b>	<b>78,716</b>	<b>131,929</b>	<b>75,754</b>	<b>207,683</b>	<b>(192,754)</b>	<b>(62%)</b>
<b>Total assets at market value</b>			<b>329,013</b>			<b>352,558</b>		
<b>% mortgaged assets out of total assets</b>			<b>24%</b>			<b>59%</b>		

## ACTUAL 2025 VS BUDGETED 2025

thousand euro	12m 2025 achieved	12m 2025 budgeted	Comparison of a vs b
	a	b	
<b>Revenue</b>	<b>65.649</b>	<b>84,305</b>	(22%)
<b>Cost of sales</b>	<b>(49.026)</b>	<b>(57,514)</b>	(15%)
<b>Gross profit</b>	<b>16.624</b>	<b>26,792</b>	<b>(38%)</b>
<b>Gross margin</b>	<b>25%</b>	<b>32%</b>	<b>(7%)</b>
General and administrative expenses	(8.497)	(5,801)	46%
Marketing expenses	(797)	(809)	(1%)
Other net operating income	5.584	5,708	(2%)
Other net operating expenses	(1.988)	(616)	223%
Gains from revaluation of investment property	12.468	-	
<b>Operating profit</b>	<b>23.395</b>	<b>25,273</b>	<b>(7%)</b>
<b>% Operating profit / Revenue</b>	<b>36%</b>	<b>30%</b>	<b>6%</b>
<b>Net financial result (loss)</b>	<b>(4.489)</b>	<b>(3,217)</b>	40%
<b>Profit before tax</b>	<b>18.906</b>	<b>22,056</b>	<b>(14%)</b>
	<b>29%</b>	<b>26%</b>	<b>3%</b>
Income tax expense	(3.596)	(3,529)	2%
<b>Result of the period</b>	<b>15.309</b>	<b>18,527</b>	<b>(17%)</b>
<b>% Net Profit/ Total Revenue</b>	<b>23%</b>	<b>22%</b>	<b>1%</b>
<b>EBITDA</b>	<b>24.489</b>	<b>26,073</b>	<b>(6%)</b>
<b>% EBITDA / Total Revenue</b>	<b>37%</b>	<b>31%</b>	<b>6%</b>



As at 31 of December 2025, the Group achieved an **operating profit of EUR 23.4 mill**, compared to EUR 25.2 mill budgeted, and a **net profit of EUR 15.3 mill**, compared to EUR 18.5 mill budgeted. However, **the net margin was 23% as at 31 of December 2025, compared to 22% budgeted**. Thus, the Group achieved a net profit 17% lower than budgeted despite that the market was characterized by uncertainties regarding tax and legislative changes.

Also, the resulting **EBITDA margin was 6% higher than the budgeted one**, which generates a better capacity to pay financial obligations.



## RELEVANT LITIGATIONS

### **a) The dispute initiated by the EcoCivica Foundation**

File No. 4122/3/2022 was registered with the Bucharest Court, Administrative and Fiscal Litigation Section, in which IMPACT is the Defendant, the Plaintiffs being the Eco Civica Association and three individuals from outside the Greenfield Baneasa neighborhood but in the vicinity of Eco Civica.

The subject of the file is the suspension and annulment of the administrative act HCGMB 705/18.12.2019 approving the Zonal Urban Plan Aleea Teisani - Drumul Padurea Neagra no. 56-64, the suspension and annulment of the Building Permits no. 434/35/P/2020 and no. 435/36/P/2020, the annulment of some preliminary approvals, the abolition of works. Based on the above-mentioned acts, the fourth phase of development of Greenfield Baneasa was developed.

The court resolved on 14 of August 2025, the exceptions (means of defense in a civil lawsuit) invoked both by the Company and by other defendants in the case.

The court considered that the requests made by the EcoCivica Foundation regarding the suspension and cancellation of the Building Permits are time-barred and were rejected as time-barred, and the requests regarding the suspension of the Building Permits, made by the other plaintiffs, were rejected as being devoid of purpose. The Environmental Opinion 01/16.05.2019 remains valid and produces full legal effects.

The trial continued, and on 11.04.2025, the court spoke on the merits of the case. After the debates, the court remained in judgment. The pronouncement was successively postponed until 06.08.2025.

On August 6, 2025, after several court hearings, the court dismissed the action as unfounded and admitted the voluntary intervention request filed by the Lexcivica Association in support of the Company's position.

The court's decision may be appealed within 15 days of its communication.

"The Company's management appreciates that the entire approval and authorization process, both of the Zonal Urban Plan and of the building permits whose cancellation is requested, was carried out legally, in compliance with the requirements imposed by the competent authorities through the issued urban planning certificates. Also, the construction works were executed in accordance with the legal provisions and the conditions established by the building permits, an aspect confirmed by the conclusion of the reception minutes together with the authorities and entities involved, including the Sector 1 City Hall. The buildings have been commissioned and have already been introduced into the civil circuit".



## **b) Dispute regarding access to Vadul Moldovei Street, file 1820/3/2023**

On January 19, 2023, IMPACT filed an action with the Bucharest Court of Appeal - Section II, Administrative and Fiscal Litigation - against the Bucharest City Hall, the District 1 City Hall and the Romsilva National Forestry Agency, requesting the court to oblige these institutions to comply with their obligations assumed by the decisions of the General Council of the Bucharest Municipality, the Local Council of District 1, as well as those assumed by the act of acceptance of the donation signed with IMPACT since 2018, and to permanently open public access between Aleea Privighetorilor and Drumul Pădurea Pustnicu.

During the process, some of IMPACT's requests were resolved administratively, by adopting:

- HCGMB no. 100/02.04.2024, which authorizes the request to the Government regarding the transfer, free of charge, of two sections of forest road (Vadul Moldovei) from the administration of Romsilva to the public domain of the Municipality of Bucharest, for temporary access of 5 years;
- HCGMB no. 130/29.04.2024, which approves the definitive removal from the forest fund of a land of 0.3009 ha, destined for a road of local interest, to ensure access, also for a period of 5 years, between Aleea Teișani and Drumul Pădurea Pustnicu.

However, certain administrative operations remain to be completed by the Bucharest City Hall, Romsilva and the Ministry of Environment, which is why the process continues.

At the trial date of October 28, 2025, the court remained in the decision, which it postponed to November 11, 2025.

At the court hearing on October 28, 2025, the court reserved its decision, which it successively postponed until November 27, 2025. On November 27, 2025, the Tribunal dismissed, as unfounded, the exceptions raised by the defendants regarding the statute of limitations of the right to take legal action and the lack of active procedural standing of Impact, as well as the request to summon to court.

The Company filed an appeal against Civil Judgment no. 9513/2025 of 27 November 2025, rendered by the Bucharest Tribunal in case file no. 1820/3/2023 (the “Judgment”). Through the appeal, the Company requests that the appeal be allowed, the challenged decision be quashed, the case be remitted for retrial, and the statement of claim be admitted. No hearing date has been set for the appeal.

## **c) The litigation regarding the Greenfield Copou lands, case no. 5350/99/2025**

On October 16, 2025, Greenfield Copou Residence S.R.L. (a company in which Impact holds a 99% share of the share capital) filed with the Iași Tribunal an action for declaration, case number 5350/99/2025, brought against Mrs. Ghelț Doina-Adriana and Enăchescu Andreea-Silvia.



Through this action, Greenfield Copou Residence S.R.L. requests the court to recognize its property right over the lands held in Iași Municipality, Copou area, covering a total surface of 50,263 square meters.

In management's view the property titles concerning the Greenfield Copou lands are valid and legal, and the action for declaration has a declaratory nature, being intended to remove any state of legal uncertainty generated by the abusive notifications issued by the defendants in the case, as well as by the ongoing lawsuits between them and the individuals from whom Greenfield Copou Residence S.R.L. purchased the lands. The company states that the lands were acquired in the period 2020–2021, in compliance with all real estate publicity formalities, and at the time of acquisition, there were no entries regarding ongoing litigations or claims made by these two individuals. The court granted the request for public legal aid, in this respect ordering the reduction of the stamp duty to the amount of 158,545 lei and allowing payment in 10 monthly installments of 15,854 lei each, due no later than the 15th of the month.

The next hearing has been scheduled for 18 June 2026.

From the perspective of the validity of Greenfield Copou Residence's title, the principles of protection of good faith and the need to ensure the legal certainty and stability of civil transactions constitute sufficient arguments to counter any potential action seeking the annulment of Greenfield Copou Residence's title. Moreover, the land register rules expressly protect a good-faith subsequent acquirer who acquired a property on the basis of a transaction for consideration, as regulated by Article 901 of the Civil Code, regarding the acquisition in good faith of a registered right.



## Board of Directors and Company's Management

### Board of Directors

The Board of Directors represents the decision-making body with regard to all matters that are significant for IMPACT Developer & Contractor in its entirety. The Board of Directors shall delegate IMPACT Developer & Contractor management competences under the terms and to the extent provided for by law and by the Articles of Association.

The Board of Directors shall perform all acts that are necessary and useful in order to achieve IMPACT Developer & Contractor's business object, except for the ones provided for by law in the competence area of the General Meeting of Shareholders and the ones delegated to the chief executive officer.

The Board of Directors is structured in such manner as to allow its duties to be fulfilled with due diligence. The Board of Directors shall meet on a regular basis in order to ensure the fulfilment of its duties in an efficient manner. There is a clear distribution of responsibilities between the Board of Directors and the executive management.

**The Board of Directors has 5 members as at 31<sup>st</sup> December 2025:**

- **George-Toma Mucibabici**, Director, Chairmen of the Board of Directors
- **Dan Octavian Voiculescu**, Director
- **Sorin Apostol**, Director
- **Daniel Pandeale**, Director
- **Radu Dumitru Stănescu**, provisional Director

### Nomination and remuneration committee

The Nomination and Remuneration Committee is a body subordinate to the Board of Directors constituted to issue qualified and independent opinions on nomination and remuneration policies and practices, to perform the attributions assigned by the Board of Directors in this sector of activity. Members: Radu Dumitru Stănescu – Chairman of the committee, George Toma Mucibabici, Daniel Pandeale.

### Audit committee

The Audit Committee has an advisory role being set up with the purpose of assisting the Board of Directors in carrying out its duties related Chairman of the committee to financial reporting, external audit, and internal control. Members: George Toma Mucibabici – Chairman of the committee; Dumitru-Radu Stanescu; Sorin Apostol.

### Risk committee

The Risk Committee has an advisory role being set up with the purpose of assisting the Board of Directors in carrying out its duties related to risk management policies and practices, capital adequacy to risks, risk appetite of the company. Members: George Toma Mucibabici – Chairman of the committee; Radu Dumitru Stanescu; Dan-Octavian Voiculescu.



## Board of Directors and Company's Management

### Board of Directors

The members of the Board of Directors as of December 31, 2025 are presented below.

#### **GEORGE-TOMA MUCIBABICI**

Chairman of the BoD



Year of birth: 1959;

- George Mucibabici has a vast career in banking, financial, and business consulting, with significant contributions to the development and modernization of Romania's financial and banking system.;
- Chairman of the Board of Directors since april 2025, appointed until 2029. Member of Nomination and Remuneration Committee, Audit Committee and Risk Committee.

#### **DANIEL PANDELE**

Non-executive director



Year of birth: 1964;

- With over 29 years of management experience, he has extensive business knowledge, being a founding member of: Expo Cupa SRL, Cupa International SRL, Danielis Star Company and Doraly Mall;;
- Member of the Board of Directors since April 2017, appointed until 2029. Member of the Audit Committee, the Nomination and Remuneration Committee and the Risk Committee.

#### **RADU DUMITRU STĂNESCU**

Interim Non-Executive Director,  
Independent



Year of birth: 1967;

- He has extensive experience in business development and corporate governance. He has worked in 4 multinational companies, in Middle Management and Director positions, covering regions from 7 to 26 countries.
- During the period 2000 – 2025 he collaborated, as a business consultant both in Romania and in other countries, with various local and multinational organizations.
- Interim director, appointed in 2025 Member of the Audit Committee, the Nomination and Remuneration Committee and the Risk Committee.



## Board of Directors and Company’s Management

### Board of Directors

#### **DAN OCTAVIAN VOICULESCU**

Non-executive Director



Year of birth: 1980;

- Graduated in architecture, with extensive experience in the field, he coordinated and drafted complex urban planning and architecture projects, namely residential complexes, master plans, urban and zonal developments, modifications of UTRs and modernizations of old industrial areas, concepts and tactical proposals for the rehabilitation of disadvantaged areas in the modernization of the city.
- Founder and CEO of Modern City Development S.R.L., an architecture and engineering company with 19 years of activity on the Romanian market.
- Member of the Board of Directors since April 2025, appointed until April 2029.

#### **SORIN APOSTOL**

Non-executive Director



Year of birth: 1975;

- Sorin Apostol has a remarkable financial and managerial experience. His knowledge in the financial sector and on the capital market, as well as his experience as a businessman, represent an advantage for IMPACT;
- Between 01.02.2018 and 27.04.2021 he was the General Manager of Impact, and from 28.04.2021 to 31.05.2024 he held the position of Executive Director of Impact;
- Member of the Board of Directors since April 2021, appointed until 2029. Member of the Audit Committee, Nomination and Remuneration Committee and Risk Committee.
- Owns 47% of the shares of Swiss Capital, one of the most important brokers on the capital market in Romania.

## Board of Directors and Company's Management

### Company's Management

On 31 of May 2024, the mandate of Mr. Constantin Sebesanu as General Manager ended, as well as the mandate of Mr. Sorin Apostol as executive director (COO) which ended on the same date. Starting with 1st of June 2024, Mr. Richard Dan-Sebastian Campeanu took over the position of Interim General Manager until 19 of June 2025. The Board of Directors decided to extend the terms of office of the Chief Executive Officer, Richard Dan-Sebastian Campeanu for a further four (4)-year period, from 19 June 2025 to 19 June 2029.

Mr. Richard Dan-Sebastian Campeanu leads the company with a team consisting of:

- Mr. Claudiu Bistriceanu - Chief Financial Officer;
- Mr. Ionut Panduru – Sales Director;
- Mrs. Gina Patrinoiu - Head of Legal;
- Mrs. Loredana Rosu - Head Of Marketing.

The Group's management is employed on a permanent contract basis, except Mr. Bistriceanu with a mandate, which expires at the end of 2029.





## MAIN RISKS AND UNCERTAINTIES THAT MAY AFFECT IMPACT'S ACTIVITY

Risk	Management
<b>Market risk</b>	<p>The global and local economic instability might have a negative effect upon <b>IMPACT</b>'s cash holdings. This issue is closely monitored, and necessary actions are taken to ensure <b>IMPACT</b>'s stability.</p> <p>The slowdown of the economic growth and consumption in Romania might have a negative effect upon <b>IMPACT</b>'s activity. <b>IMPACT</b> takes necessary actions to make sure that its products remain attractive and are adjusted to the market requirements.</p>
<b>Legal environment</b>	<p>The legal changes, the amendments to the permit obtaining procedure might have negative effects upon <b>IMPACT</b>'s activity. Such changes and the effects upon <b>IMPACT</b>'s activity are constantly monitored by <b>IMPACT</b>.</p>
<b>Credit risk</b>	<p>As a real estate developer, <b>IMPACT</b> relies on equity and funding obtained from third parties for the project's development. The limitation of access to financing might have negative effects upon <b>IMPACT</b>'s capacity to develop new project. The management of <b>IMPACT</b> constantly monitors this issue and strives to diversify <b>IMPACT</b>'s financing sources.</p> <p>A significant share of <b>IMPACT</b>'s clients resort to bank loans for the acquisition of residences. Any strengthening of the conditions for the bank loans might have negative effects upon the dwellings sales. <b>IMPACT</b> takes all necessary measures to mitigate the negative effects of such regulatory changes upon its activity.</p>
<b>Currency risk</b>	<p>A significant increase of the foreign exchange rate for EUR might result in higher payments for loans, bonds and acquisitions made in relation to the construction works expressed in EUR. The main liabilities expressed in EUR are the bonds, the loan obtained for project financing and the construction agreements with the general contractor.</p>
<b>Geographic risk</b>	<p><b>IMPACT</b>'s activity is concentrated in Bucharest. The geographical risk will be mitigated by expanding developments in Constanta, Iasi and other important cities in the country.</p>



## FINANCIAL RATIOS

(CONSOLIDATED AND INDIVIDUAL, IFRS)

### Impact – Individual

<b>Quick ratio</b>	thousand euro	
<u>Current assets</u>	<u>69,617</u>	= 3.51
Current liabilities	19,848	
<hr/>		
<b>Debt to equity ratio</b>	thousand euro	
<u>Borrowed capital x 100</u>	<u>33,643</u>	= 16.01%
Equity	210,149	
<hr/>		
<b>Average receivables collection period</b>	thousand euro	
<u>Average customer balance*360</u>	<u>1,568,156</u>	= 54.84
Turnover	28,596	
<hr/>		
<b>Fixed asset turnover rate</b>	thousand euro	
<u>Turnover</u>	<u>28,596</u>	= 0.15
Fixed assets	195,452	

### Impact – Consolidated

<b>Quick ratio</b>	thousand euro	
<u>Current assets</u>	<u>76,030</u>	= 3.16
Current liabilities	24,029	
<hr/>		
<b>Debt to equity ratio</b>	thousand euro	
<u>Borrowed capital x 100</u>	<u>34,485</u>	= 16.81%
Equity	205,134	
<hr/>		
<b>Customer flow rotation speed</b>	thousand euro	
<u>Average customer balance*360</u>	<u>2,459,876</u>	= 37.47
Turnover	65,649	
<hr/>		
<b>Fixed asset turnover rate</b>	thousand euro	
<u>Turnover</u>	<u>65,649</u>	= 0.35
Fixed assets	188,043	

### Impact - Individual

<b>Debt ratio (individual)</b>	thousand euro	
<u>Borrowed capital x 100</u>	<u>33,643</u>	= 13%
Assets at market value	251,798	

### Impact - Consolidated

<b>Debt ratio (consolidated)</b>		
<u>Borrowed capital x 100</u>	<u>34,485</u>	= 13%
Assets at market value	270,075	



## CONCLUSIONS

- The Group achieves a 26% increase in consolidated net profit in 2025 compared to 2024, reaching 15.3 mill euro, and a 14% increase in EBITDA, up to 24.5 mill euro.
- The Group's debt to assets ratio decreased significantly at 31 of December 2025, to 13% compared to 22% at 31 December 2024, reflecting management's strategy to reduce exposure to banks and financial institutions, while reducing significant interest expenses, which in the past eroded the Group's profitability.
- During 2025, loans decreased by 27.7 mill euro, while consolidated liquidity decreased by 6.5 mill euro, and remaining at a level of 7.9 mill euro, enough to cover the working capital requirement.
- During 2025, affiliated companies generated dividends of 10 mill euro.
- For IMPACT, the year 2025 was one of great importance, in which we managed to increase financial performance and operational capacity, thus preparing ourselves for the start in 2026 of the largest development cycle. Achieving these objectives despite the numerous challenges faced in the residential market last year reflects the company's 35 years of experience, as well as our commitment and ability to initiate and successfully carry out the development strategy for the period 2026 – 2034.

## ACTIONS TO IMPROVE PERFORMANCE

- We aim to reduce the cost of financing and will act to attract financing at a cost of less than 6%.
- New loans will be taken out to finance new projects or refinance existing ones, with a cost of less than 6%.
- We will prioritize raising equity over bank debt.
- We will take action to reduce the costs associated with loan contracts by releasing pledged assets from mortgage following accelerated loan repayment.
- We will manage loan costs at project company level to maintain the level of debt within the deductibility range.



## RELATIONSHIP WITH BVB AND INVESTORS

Presentation of the key actions proposed to be implemented in the following period:

### a) Increasing the liquidity of the share

- We have initiated an active market making program, in collaboration with **Raiffeisen Bank International AG**, an authorized market participant, to ensure the constant presence of buy and sell quotes.
- Diversifying the investor base, including attracting Romanian and foreign institutional and private funds.
- Active promotion of the Company, the medium and long-term Strategy as well as the Projects through road-show events, participation in "equity research" conferences both in the country and abroad (e.g. organized by Raiffeisen, Wood, etc.), presentations in the financial press.

### b) Free float increase

- Increasing the free-float from 22.64% to 25%, the official minimum threshold for eligibility in the **BET index**, through:
  - partial sale of shares held by majority shareholders,
  - capital increases.
- This measure would increase not only the eligibility, but also the attractiveness of the shares from the perspective of local and international investment funds and ETFs.

### c) Improving trading frequency

- Goal: IMP shares to be traded in at least 95% of the stock market sessions in the last 6 months.
- This can be achieved by:
  - maintaining communication and sustained campaigns with the market
  - encouraging daily trading through partnerships with brokers and providing dedicated analysis reports.

### d) Transparency and corporate governance

- Continued publication of financial reports, in full IFRS format and in English.
- Annual publication of a sustainability report.
- Introducing electronic voting at GMOS and EMOS: broader and more active participation of investors, as well as increased transparency and trust in the company-shareholder relationship.

### e) Close monitoring of BET technical criteria

Constant monitoring of:

- traded volume vs. companies on the last positions in BET (ex: TTS, TRP),
- the estimated weight of IMP in the index upon possible inclusion,
- semi-annual review reports published by BVB.



## AFFIDAVIT

The undersigned, George Toma Mucibabici, in capacity of Chairman of the Board of Directors, Dan Sebastian Câmpeanu, in capacity of General Manager and Claudiu Bistriceanu, in capacity of Chief Financial Officer of Impact Developer & Contractor S.A. (hereinafter referred to as the „Company”), in consideration of the provisions of art. 63 of Law no. 24/2017 regarding issuers of financial instruments and market operations and art. 223 of the ASF Regulation no. 5/2018 regarding issuers and securities related operations,

hereby declare that, to the best of our knowledge, the annual (individual and consolidated) financial statements as at 31 of December 2025, prepared in compliance with the applicable accounting standards offer an accurate and true image of the assets, liabilities, financial standing, profit and loss account of the Company and, respectively, of its subsidiaries included in the process of consolidation of the financial statements, and the Reports of the Board of Directors (on the consolidated financial statements prepared in accordance with the International Financial Reporting Standards as laid down by the Order of the Ministry of Public Finance no. 2844/2016 with all subsequent amendments) comprise a correct analysis of the Company’s and its subsidiaries development and performance, as well as a description of the main risks and uncertainties specific to the performed activity.

### **President of the Board of Directors**

George Toma Mucibabici

### **General Manager**

Dan Sebastian Câmpeanu

### **Chief Financial Officer**

Claudiu Bistriceanu

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# **ANNEXES**



## STAGE OF IMPLEMENTATION OF THE CORPORATE GOVERNANCE CODE

Section	Principle	Prov No.	Provision (detailed)	YES/NO/ Partial	Explanation (text and url link if document is on website)
<b>A: GOVERNING BODIES</b>					
A: GOVERNING BODIES	<b>A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The Board should clearly define and disclose the full scope of its roles and responsibilities.</b>	A 1.1	The Board should have an internal regulation that formalises and clearly states its roles and responsibilities. The articles of association, Board's internal regulation and other internal regulations should clearly delineate the roles and competencies among the Board, general meeting of shareholders (GMS) and executive management.	✓	
		A 1.2	Board's internal regulation should include, among others, the Board's responsibilities as well as fiduciary duties of directors to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company, its shareholders and taking into account the interests of other stakeholders in line with legal requirements.	✓	
		A 1.3	To sustain the Company's long-term viability and success, the Board should: <ul style="list-style-type: none"> <li>· Oversee the development and approve the Company's strategy and ensure that it also integrates sustainability aspects, including environmental and social (E&amp;S) considerations and climate-related risks and opportunities;</li> </ul>	Partial	The Company considers that it is partially compliant with this provision, given that its internal documents regulate the role of the Board of Directors in approving and overseeing the strategy, appointing and evaluating the executive management, ensuring the internal



Section	Principle	Prov No.	Provision (detailed)	YES/NO/ Partial	Explanation (text and url link if document is on website)
			<ul style="list-style-type: none"> <li>· Appoint and dismiss CEO and other executives to whom executive management responsibilities were delegated (called executive management ) and ensure their succession planning;</li> <li>· Oversee the management performance, management role in addressing material sustainability risks and opportunities and align the remuneration of executive management with the long-term interests and sustainability of the Company, according to the provisions of the Company's remuneration policy;</li> <li>· Ensure there is a sound framework for internal controls and risk management;</li> <li>· Ensure that the Company has in place procedures to enable effective communication with shareholders and other stakeholders.</li> </ul>		<p>control and risk management framework, as well as communicating with shareholders. In addition, the Nomination Policy includes provisions regarding succession planning for key executive positions, and the Company's strategy incorporates sustainability elements.</p> <p>Full compliance is not yet achieved, as the distinct oversight by the Board of material climate-related risks and opportunities, the alignment of executive management remuneration with relevant sustainability objectives, and the procedural framework for dialogue with other categories of stakeholders beyond shareholders/investors are not sufficiently explicit.</p> <p>To achieve full compliance, the Company intends to further enhance its internal framework in these areas and to update on its website the most recent version of the Nomination Policy.</p>



		A 1.4	Duration of appointment of Board and executive management should be set clearly and should, to the extent possible, foster stability and predictability.	✓	
A: GOVERNING BODIES E	<b>A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.</b>	A 2.1	The Board should have at least five members.	✓	
		A 2.2	The Board should have in place a policy on Board and executive management diversity and should ensure that diversity requirements in terms of gender, age, experiences and skills are incorporated in the Nomination Policy.	Partial	The Company considers that it is partially compliant with this provision, given the existence of policies that include references to diversity at the level of the Board of Directors and the executive management, including with respect to gender, experience, and competencies. Full compliance is currently being strengthened, as the relevant diversity criteria are to be reflected more clearly and consistently in the Nomination Policy, and gender balance at Board level remains an area for improvement. In order to achieve full alignment, the Company intends, during 2026, to revise the nomination framework and further enhance its practical application.
		A 2.3	The Board should develop a Board profile which specifies the desired characteristics and traits of its members including factors such as independence, diversity, integrity, specific skills and experience, industry knowledge, ability and willingness to devote adequate time and effort to Board responsibilities in the context of the needs of the Board and its committees and their exercise of	✓	



			the Board's strategic and oversight roles. The Board profile can be part of the Nomination Policy.		
		A 2.4	The majority of the members of the Board should be non-executives. At least a third of the Board members should be independent. Each independent member of the Board should submit a declaration regarding his/her independence at the time of his/her nomination for election or re-election as well as when any change in his/her status arises, as per the criteria of independence defined in law and in Appendix A to the Code.	✓	
		A 2.5	The Nomination and Remuneration Committee (or the entire Board if there is no Nomination and Remuneration Committee) should assess whether the directors can be considered independent under the factors taken into account, by examining whether there are any business or other personal relationships that could materially affect the independence and objectivity of the director and his/her ability to act in the best interests of the Company, its shareholders and stakeholders.	Partial	The Company considers that it is partially compliant with this provision, given that the Nomination Policy includes independence criteria, provides for the submission of independence declarations, and regulates the assessment of situations that may affect the independence of directors, including through the involvement of the Nomination Committee. Furthermore, the internal framework on conflicts of interest covers relevant situations that may affect objectivity and the ability to act in the best interest of the Company. Full compliance is not yet fully supported, as a unified provision explicitly requiring the Committee/Board to assess all relevant business and personal relationships is not sufficiently evident, and the formal documentation



					of such assessment has not been distinctly demonstrated. To achieve full compliance, the Company intends, during 2026, to strengthen the procedural framework and formalize the documentation of the independence assessment.
		A 2.6	The positions of Chairperson and Chief Executive Officer (CEO) are recommended to be held by different individuals.	✓	
		A 2.7	If the Chairperson and CEO functions are performed by the same person, it is recommended that the Board appoints an independent Vice-Chairperson.	No	The provision is not applicable, as the roles of Chair of the Board and Chief Executive Officer are not held by the same person.
A: GOVERNING BODIES	<b>A.3. The Board should ensure that a formal, rigorous and transparent procedure is put into place regarding the nomination of new members to the Board.</b>	A 3.1	The Company should develop and disclose a board nomination policy (“Nomination Policy”) that should define the processes and procedures for the nomination, election or replacement of a director. The Nomination Policy, approved by the competent governance body, shall describe how the Company receives and evaluates nominations from shareholders (including minority shareholders) or from members of the Board, including in relation to the board profile, independence and diversity.	✓	For the elections conducted in 2025, the nominations reviewed were based on the applications submitted by the candidates themselves, as no separate proposals were put forward by the shareholders.
		A 3.2	The Board, through its Nomination and Remuneration Committee, if established, should monitor the nomination process of candidates for the position of Board member.	✓	



		A 3.3	<p>The Company should disclose to shareholders information on the experiences and CV of the director candidates that they require to make an informed decision on the appointment or reappointment of the directors including the following:</p> <ul style="list-style-type: none"> <li>· candidates' professional commitments and engagements, including executive and non-executive positions in companies, public authorities, not-for-profit bodies or other organisations;</li> <li>· any existing or potential conflicts of interest including whether they have business, family or other relationships that could affect their performance as directors on the Board;</li> <li>· which shareholder or member of the Board proposed each candidate for the Board positions.</li> </ul>	✓	For the elections conducted in 2025, the nominations reviewed were based on the applications submitted by the candidates themselves, as no separate proposals were put forward by the shareholders.
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A: GOVERNING BODIES	<b>A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.</b>	A 4.1	<p>The Board shall establish an Audit Committee to enhance its oversight capability over the financial reporting, internal control framework, internal and external audit processes, and compliance with applicable laws and regulations. Where a separate risk management committee is not required by law or already established, the Audit Committee will also include oversight responsibilities for the efficiency of the risk management framework.</p>	✓	
		A 4.2	<p>The Audit Committee is recommended to be composed of non-executive directors.</p>	Partial	The Company is partially compliant with this provision, as the Audit



			<p>The majority of the Committee members is recommended to be independent, including the Committee chairperson. The Audit Committee, as a whole, should have competencies relevant to the Company's area of operations. The Committee and its members should comply with the applicable national and European legislation.</p>		<p>Committee is composed exclusively of non-executive members, has an independent majority, including at chair level, and collectively holds relevant competencies for the Company's field of activity.</p> <p>Full compliance is expected to be achieved through the completion of the Committee's composition with a member possessing expertise in accounting and statutory audit, in line with the applicable requirements, a measure envisaged for implementation during 2026.</p>
A 4.3			<p>The Boards of Premium Tier companies should set up a Nomination and Remuneration Committee formed of non-executive directors. The majority of the Committee members is recommended to be independent, including the Committee chairperson. The Board may also establish a separate Nomination Committee and a separate Remuneration Committee if the Board composition accommodates it and if this is justified given the Company's size and complexity of its business and governance structures.</p>	✓	
A 4.4			<p>In addition to its specific responsibilities as provided under this Code, the Nomination and Remuneration Committee should:</p> <p>i. Review and recommend to the Board the size and composition of the Board and lead the development and ongoing review of the Board profile;</p>	✓	



			<ul style="list-style-type: none"> <li>ii. Identify individuals qualified to become Board members and members of the executive management, if requested; evaluate the candidates for executive management roles; evaluate the candidates proposed by the shareholders or by Board members for a director role and inform the GMS accordingly;</li> <li>iii. Make recommendations to the Board concerning committee appointments (other than the Nomination and Remuneration Committee);</li> <li>iv. Coordinate an annual evaluation of the Board, directors and committees in line with provisions set out in Principle A.5.;</li> <li>v. Assist the Board in fulfilling its responsibilities related to the Company's remuneration policy;</li> <li>vi. Assist the Board in the development of the succession plans for executive management, as well as the emergency succession plans and CEO search process, as required;</li> <li>vii. Oversee the administration of the Company's compensation and benefits plans.</li> </ul>		
		A 4.5	<p>The role and responsibilities of Board committees should be defined in separate internal regulation (operating regulations) and disclosed on the Company's website. If the Company chooses not to establish any of the Board committees not required by law, the corresponding tasks and</p>	✓	



			responsibilities shall be done by the Board and should be adequately stated in the Board's internal regulation.		
	A 4.6		The evaluation of independence for the members of the committees, including when the members of the committees are appointed by the GMS, shall be carried out according to the same procedure applicable to the independent members of the Board.	Partial	<p>The Company considers that it is partially compliant with this provision, as the internal documents include independence assessment criteria for Board members and set out independence requirements applicable to certain committee roles.</p> <p>Full compliance is not yet fully supported, as it is not sufficiently explicit that the independence assessment for committee members, including those appointed by the General Meeting of Shareholders, is carried out through the same procedure applicable to independent Board members, and the formal documentation of such assessment has not been distinctly evidenced. To achieve full compliance, the Company intends, during 2026, to enhance the internal framework and formalize the documentation of this assessment.</p>
	A 4.7		The Chairpersons of the Audit Committee and Nomination and Remuneration Committee should not be the Chairperson of the Board or of any other committee, unless this is justified by the size of the Board.	No	<p>The Chairperson of the Board of Directors, an independent non-executive director, holds the position of Chairperson of both the Audit Committee and the Risk Committee. The Chairperson of the Nomination and Remuneration Committee is also an independent non-executive director.</p>



A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A 5.1	<p>The Board Chairperson is primarily responsible for ensuring that the Board functions properly. The Board's internal regulation should contain the role and responsibilities of the Board Chairperson and the Board Chairperson, at a minimum, should:</p> <ul style="list-style-type: none"><li>• Determine the agenda of the Board meetings, chair such meetings and ensure that minutes are kept of such meetings;</li><li>• Ensure the Board receives accurate, timely, useful, succinct information to enable the Board to make sound decisions;</li><li>• Ensure the Board has sufficient time for consultation and decision-making;</li><li>• Enable the Committees to function properly and that there is effective communication with Board committees, including actionable, insightful reports of committees back to the full Board;</li><li>• Ensure the performance of the Board is evaluated and discussed at least once a year and disclosed as per provision D.1.3;</li><li>• Ensure that the Board has proper working relationship with the executive management. The CEO and the Chairman of the Board (if positions are held by different individuals) shall meet regularly;</li></ul>	✓	



			<ul style="list-style-type: none"> <li>Address and manage internal disputes and conflicts of interest concerning Board members.</li> </ul>		
		A 5.2	The Board should meet as often as necessary but not less than six (6) times a year.	✓	
		A 5.3	The Board can request to designate the Corporate Secretary who should assist the Board in complying with its obligations under law, Board internal regulation and other policies. The Corporate Secretary should be a senior officer in the Company tasked with assisting the Board and its committees in organising their activities, in preparing for the meetings, annual Board and committee performance evaluation and director training programs, if the case.	✓	
		A 5.4	The Board should clearly define the rights and responsibilities, scope of authority and other issues related to the Corporate Secretary.	✓	The Company considers that it partially complies with this provision, given that the Board of Directors' Regulation defines the duties, responsibilities, and functional scope of the corporate secretariat activity, including with respect to meeting preparation, document management, communication of decisions, and support provided in relation to the General Meeting of Shareholders. Full compliance is, however, not explicitly reflected under the title "General Secretary," as formulated in the Code's provision, since the internal framework regulates these aspects at the level of the Secretariat/Secretary of the Board.



					To achieve full compliance, the Company intends, in the upcoming period, to expressly clarify within its internal framework the functional equivalence of this role and appropriately align the terminology.
A 5.5			The Board and its committees should develop and approve an annual internal work plan identifying topics to address during the year before the end of the previous year. The plan should take into account decisions that need to be proposed to the GMS, reporting by management and internal control functions, the required frequency of Board and Committee meetings, and should be reviewed by the Chairperson, assisted by the Corporate Secretary.	Partial	<p>Although at the beginning of 2025 an internal annual work plan for the Board and its committees was not approved, throughout the year all necessary topics for the management and supervision of the Company's activity were addressed, including those regarding executive management reports and matters requiring proposals to the GMS.</p> <p>To ensure full alignment with corporate governance requirements, starting from 2026, the Board of Directors and its committees will develop and approve an internal annual work plan before the end of the first quarter. This plan will identify the main topics to be analysed during the year, will take into account the necessary frequency of Board and committee meetings, as well as the periodic reporting of executive management and internal control functions, and will be reviewed by the Chairperson of the Board.</p>
A 5.6			The Board should conduct an annual evaluation of the composition, activity and dynamics of the Board and its committees,	Partial	The Board of Directors' Regulations provide for an annual evaluation of the Board's and its committees'



			individually and as a whole, and which should be coordinated by the Nomination and the Remuneration Committee.		activities. The evaluation for 2025 will be carried out by the end of the first quarter of 2026, under the coordination of the Nomination and Remuneration Committee.
A 5.7			The Nomination and Remuneration Committee should share the results of the Board evaluation with the whole Board and should then set follow up actions, if any, including professional development and training plans for the Board to fill gaps.	No	The Nomination and Remuneration Committee will share the results of the Board's evaluation with the entire Board of Directors and will determine, if applicable, subsequent actions, including professional development and training plans, in accordance with the adopted evaluation Procedure.
A 5.8			The Board's internal regulation should require Company orientation (induction) programmes for newly appointed directors, ensured by internal staff of the Company. The Board's internal regulation can also include references for ongoing director education program, if needed. The implementation of any orientation and ongoing trainings programmes for directors (as per the Board decision) is made under the oversight of the Nomination and Remuneration Committee, with the support of the Corporate Secretary. Based on the results of the annual board evaluation, the Nomination and Remuneration Committee jointly with the Board Chairperson shall develop professional development programmes focusing on the areas where capacity should be built among Board members.	Partial	The Regulations of the Nomination and Remuneration Committee, as well as the nomination policies, provide for specific duties regarding induction programs and, as applicable, ongoing training programs for Board members. During 2025, the training activities were carried out by the Secretary of the Board. For 2026, a dedicated plan for induction and ongoing training programs has been adopted.



A: GOVERNING BODIES	<b>A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.</b>	A 6.1	Executive management should run the Company and be accountable to the Board. Division of responsibilities between the Board and the executive management and between different members of the executive management should be clearly articulated in the Company's by-laws and the internal regulations of the Company.	✓	
		A 6.2	When Board Chairperson and CEO roles are exercised by one individual, the different responsibilities of the Board Chairperson and CEO should be clearly defined and distinguished in the Company by-laws.	No	Not applicable as the positions of Chairperson of the Board and General Manager are held by different persons.
		A 6.3	The Board should ensure that the executive management is comprised of persons with adequate knowledge, skills, diversity and experience to support successful Company performance and that there are measures in place to provide for the orderly succession of executive management.	✓	
		A 6.4	The Board, with the support of the Nomination and Remuneration Committee, should annually evaluate executive management's performance, the effectiveness of its cooperation with the Board, including the information provided to the Board.	Partial	The remuneration and incentives policy is aligned with the strategic objectives and performance indicators of the executive management, in order to support the implementation of the Company's strategy and plans. The evaluations for 2025 will be carried out in the first quarter of 2026.



## B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

<p>B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK</p>	<p><b>B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.</b></p>	<p>B 1.1</p>	<p>The Board determines the nature and extent of the risks the Company is willing to take necessary for the achievement of Company’s strategic objectives (i.e., the Company’s risk appetite) and should ensure there are clear structures, policies and procedures in place that identify, evaluate, report, manage and monitor significant and emerging risks, including risks related to sustainability, cybersecurity and the use of digital technologies. The Board should explain in the annual report the mechanisms and processes in place to identify and manage risks.</p>	<p>Partial</p>	<p>The Company considers that it partially complies with this provision, as it has an internal framework for risk management and dedicated governance structures in place, and its internal documents include references to emerging risks, including those related to sustainability, cybersecurity, and the use of digital technologies. Full compliance is currently being strengthened, as these aspects are not yet sufficiently explicitly and consistently reflected in the risk policy, in the reports submitted to the Board, and in the annual report. In 2026, the Company will enhance its internal risk management framework so that these components are explicitly integrated into the Risk Management Policy, reflected in the reports to the Board, and appropriately included in the annual report.</p>
		<p>B 1.2</p>	<p>The Board should adopt a formal risk management policy, to ensure accurate, complete and timely identification, measurement and reporting of risks, adequate and feasible risk control measures as well as integration of an E&amp;S risks into the risk management framework in support of the Company’s strategy implementation.</p>	<p>Partial</p>	<p>The Company considers that it partially complies with this provision, as it has in place a formal Risk Management Policy and an internal framework governing the identification, assessment, monitoring, management, and reporting of risks. Full compliance is currently being strengthened, as the explicit</p>



					<p>integration of environmental and social risks into the formal risk policy is not yet sufficiently clearly reflected.</p> <p>During 2026, the Company will supplement the Risk Management Policy with explicit references to the identification, assessment, monitoring, and reporting of environmental and social risks, as well as to the manner in which these risks are integrated into the Company's overall risk management framework, in support of the implementation of the Company's strategy.</p>
		B 1.3	<p>The Board and Audit Committee should understand emerging information technology and artificial intelligence-related changes so to mitigate cybersecurity risks. Time should be given to the AI risks and opportunities and cybersecurity on Board agenda to ensure understanding of cyber protection.</p>	No	<p>Starting from 2026, the Board intends to include, in a structured manner, topics related to emerging risks concerning information technology, artificial intelligence, and cybersecurity on the agendas of both the Board and the Audit Committee, in order to ensure an adequate understanding and the strengthening of the Company's cybersecurity framework.</p>
		B 1.4	<p>The Company is recommended to establish a risk management function responsible for ensuring accurate, complete and timely identification of the risks, ensuring that adequate and feasible risk control measures are in place and monitoring the risk management procedures. The risk management function, through the Chief Risk Officer</p>	Partial	<p>The duties regarding risk management are currently performed by the Risk Committee. However, in 2026, the Company will establish a Chief Risk Officer (CRO) position, who will have specific responsibilities in this field and will ensure direct communication and functional reporting to the Board and</p>



			(CRO), where present, should have a direct communication and functional reporting to the Board and Audit Committee (if there is no separate Risk Committee).		the Risk Committee (in the absence of a dedicated Risk Committee).
		B 1.5	The Board with the assistance from the Audit Committee should at least annually assess the adequacy and effectiveness of Company's risk management and internal control framework (including operational and compliance controls) and make relevant recommendations. The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and compliance, internal control reports, if they are required by applicable legislation, to the Audit Committee, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and submission of relevant reports to the Board.	✓	
		B 1.6	The Company should develop and make available on a free of charge basis on the Company's website a whistle-blowing mechanism which would enable employees and stakeholders to make reports about suspected breaches or wrongdoings as per the applicable legislation in place.	✓	
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of</b>	B 2.1	In addition to its responsibilities mentioned in legislation and elsewhere in the Code, the Audit Committee should: <ul style="list-style-type: none"> <li>Review the Company's internal controls and risk management frameworks;</li> </ul>	Partial	The Company considers that it partially complies with this provision, as the Audit Committee Regulation covers responsibilities related to internal control, risk management,



	<p><b>financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.</b></p>	<ul style="list-style-type: none"> <li>· Oversee the development and application of the Company's policies on conflicts of interests and related party transactions;</li> <li>· Ensure independence and review the effectiveness of the Company's internal audit function and make a recommendation to the Board;</li> <li>· Oversee the internal audit function;</li> <li>· Oversee the preparation of sustainability-related reports and information included in them, unless this task is assigned to another committee;</li> <li>· Oversee the framework for ensuring the Company's compliance with applicable legal and regulatory requirements and internal regulations of the Company (like the procedures for reporting breaches of the law or the Company's Code of Conduct), unless this task is assigned to another committee.</li> </ul>		<p>internal audit, and, to a large extent, compliance. Full compliance is currently being strengthened, as certain responsibilities provided by the Code are not yet reflected with sufficient clarity, particularly those related to transactions with related parties, sustainability reporting, and procedures for reporting breaches of law or of the Code of Conduct. In this regard, the Company intends to supplement, the Audit Committee Regulation, during 2026, with explicit provisions addressing these matters.</p>
	B 2.2	Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by regular (at least annual) or ad-hoc reports to the Board.	✓	
	B 2.3	The Audit Committee should monitor the independence and objectivity of the external auditor. The Committee should approve a policy on the provision of permitted non-audit services by the external auditor in line with legal requirements and enforce implementation of that policy. Committee's findings regarding the independence of the	Partial	The Company considers that it partially complies with this provision, as the Audit Committee monitors the relationship with the external auditor, and for 2025 the Company confirms the selection of an independent external auditor, in line with independence and objectivity requirements.



			external auditor should be disclosed in the annual report.		<p>Full compliance is currently being strengthened, as the Policy on the external auditor and permitted non-audit services has not yet been formally approved, and the Committee’s conclusions on the independence of the external auditor are not yet presented separately in the annual report.</p> <p>In 2026, the Board of Directors will approve a Policy on the external auditor and permitted non-audit services, in accordance with legal requirements, and will ensure its implementation.</p>
		B 2.4	The Audit Committee should discuss the annual audit work plan with the external auditor covering the scope and materiality of the activities to be audited. The audit committee should meet the external auditor as needed to discuss issues identified and to monitor the quality of the services provided.	✓	
	<p><b>B.3. The Board should ensure the independence of the internal audit function. Company’s internal audit function should provide independent and objective assurance on the effectiveness of risk management</b></p>	B 3.1	The Board should ensure that the internal audit has the authority, resources and procedures adequate to assist the Board in ensuring effectiveness and efficiency of the Company’s risk management and internal control framework.	✓	
		B 3.2	To ensure fulfilment of the core functions of the internal audit function, the head of the function should be appointed by and report functionally directly to the Board via the Audit Committee, who shall be tasked with approving his/her appointment and dismissal. This is without	✓	



	<p><b>framework and internal control framework.</b></p>		<p>prejudice to administrative reporting to the CEO and sharing information with the Company’s executive management, in line with legal requirements and professional standards.</p>		
		<p>B 3.3</p>	<p>The internal audit function should be established in line with applicable legal requirements and industry standards (e.g., Institute of Internal Auditors). The internal audit authority, composition, remuneration, annual budget, working procedures and other relevant matters shall be regulated in separate internal audit’s internal regulation approved by the Board, following the recommendation of the Audit Committee.</p>	<p>Partial</p>	<p>The internal audit activity is outsourced, and the authority, responsibilities, working procedures, and other relevant aspects are regulated through the internal audit plan and the contract concluded with the provider of internal audit services, both approved by the Board of Directors upon the recommendation of the Audit Committee.</p> <p>In 2026, the Company will adopt an Internal Audit Regulation, clearly setting out the authority of the function, its scope of responsibilities, resources, annual budget, working procedures, and other relevant aspects, including the requirement that the Internal Audit Function be established in accordance with applicable legal requirements and industry standards.</p>
		<p>B 3.4</p>	<p>The Audit Committee should agree an annual internal audit work plan with the internal auditor, receive internal audit reports, updates on key audit issues, monitor implementation of recommendations of the internal audit and provide necessary guidance.</p>	<p>✓</p>	



## C: PERFORMANCE, MOTIVATION AND REWARD

<p>C: PERFORMANCE, MOTIVATION AND REWARD</p>	<p><b>C.1. Members of the Board shall receive remuneration corresponding to the volume and weight of powers and their responsibilities, rather than the performance of management or the Company. The structure and amount of director's remuneration should enable the Company to attract, retain and motivate the competent and qualified directors.</b></p>	<p>C 1.1</p>	<p>Board members should receive remuneration, as per the Remuneration Policy of the Company. Members who also serve on Board committees should receive additional remuneration for this work. But in no circumstances should the remuneration be linked to the number of board or committee meetings.</p>	<p>Partial</p>	<p>In 2025, the members of the Board of Directors received a fixed remuneration, established by the General Meeting of Shareholders, and the Board members who are part of the Board committees benefited from an additional fixed remuneration for committee meetings.</p> <p>In April 2026, the Remuneration Policy will be updated, and the directors will benefit from a fixed remuneration, independent of the number of meetings.</p>
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<p>C: PERFORMANCE, MOTIVATION AND REWARD</p>	<p><b>C.2. The Board shall ensure there is a formal and transparent policy and procedure for determining the remuneration of executive management that aligns with the long-term interests of the Company and the Company's strategy. This policy shall be presented, subject for approval, to the GMS in line with legal requirements.</b></p>	<p>C 2.1</p>	<p>The Board should determine the annual remuneration of the executive management, based on the recommendations of the Nomination and Remuneration Committee and in accordance with the Company's remuneration policy. The remuneration policy should be prepared in accordance with the relevant legal requirements.</p>	<p>✓</p>	
		<p>C 2.2</p>	<p>Levels of remuneration for executive management members and key performance indicators taken into account when determining variable (performance-based) part of the remuneration should be set in advance and be measurable and appropriate in relation to the agreed strategy and risk appetite, the economic environment within which the Company operates, and the pay and conditions of employees within the Company. In particular, they should include indicators related to non-financial performance and appropriate sustainability objectives.</p>	<p>Partial</p>	<p>The Company considers that it partially complies with this provision, as the Remuneration Policy sets out the general framework applicable to the remuneration of the executive management and provides for its alignment with the Company's strategy, risk policy, and long-term objectives. Full compliance is currently being strengthened, as the key performance indicators associated with the variable component, their measurable nature, references to the economic environment and employee conditions, as well as non-financial indicators and sustainability objectives, are not yet reflected with sufficient clarity. In this regard, the Company intends to supplement the Remuneration Policy during 2026 to include these aspects.</p>
		<p>C 2.3</p>	<p>Company's shares and/or share purchase options should represent a significant part (e.g., not less than 10%) of the executive</p>	<p>✓</p>	<p>The variable remuneration of the members of the executive management is based exclusively on the Stock Option Plan.</p>



			management member's total variable remuneration.		
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## D: DISCLOSURE AND INVESTOR RELATIONS

D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D 1.1	The Company should make sure to provide accurate, complete and timely financial and operational information, including quarterly, half-yearly and annual reports, as well as current reports. Companies should ensure all relevant information is easily accessible to investors, including through the Company website and other public information sources, as the case may be.	✓	
		D 1.2	The Company is recommended to have an Investor Relations (IR) function and should appoint a dedicated person in charge of IR function. The contact details of the person or persons charged of the IR function shall be available on the Company's website. The IR function will report directly to the CEO/CFO, underscoring its significance within the Company's hierarchy and emphasizing its central role in managing and communicating the Company's capital market engagements and status. The Company should organise induction and regular training/courses, if needed, for the IR function, tailored to its specific needs and responsibilities.	✓	
		D 1.3	The Company should include on its corporate website a dedicated Investor Relations section, with all relevant	✓	



			information of interest for investors, available both in Romanian and English.		
		D 1.4	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• Main corporate regulations: updated articles of association, GMS procedures, board’s internal regulation and board committees’ internal regulations.</li> </ul>	✓	
		D 1.5	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• List of current members of the Board, Board’s Committees and executive management, providing an up-to-date information on independence status , professional CVs (containing at least: name, surname, gender, nationality, age; work experience by year, position and Company; studies, field of study and academic or professional institution granting the diploma), other professional commitments, including executive and non-executive Board positions in companies, not-for-profit institutions and state institutions; relationship with shareholders holding at least 5% of the voting rights/shares issued by the Company; the duration of the appointment of the members of the Board, the Committees and the executive management, specifying the date from which they were appointed.</li> </ul>	Partial	The list of the members of the Board of Directors, together with their professional CVs and the indication of their independence status, is published on the Company’s website, in the section dedicated to Investor Relations. Information regarding other professional commitments is not currently presented in full; however, this aspect will be completed during 2026.
		D 1.6	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• Current reports and periodic reports (quarterly, semi-annual and annual reports).</li> </ul>	✓	



		<p>D 1.7</p> <p>The company should include on its Investor Relations section:</p> <ul style="list-style-type: none"> <li>Information related to GMS: the agenda, supporting materials and the decisions taken; procedure for running the GMS; the Nomination Policy; candidates' professional CVs (containing at least: name, surname, gender, nationality, age; work experience by year, position and Company; studies, field of study and academic or professional institution granting the diploma), as well as any other information presented at A.3.3; communication channel(s) for shareholders to address questions; answers to shareholders' questions related to the agenda; declarations of independence for board candidates and evaluations made by Nomination and Remuneration Committee/Board for candidates, including their compliance with independence criteria.</li> </ul>	<p>✓</p>	
		<p>D 1.8</p> <p>The company should include on its Investor Relations section:</p> <ul style="list-style-type: none"> <li>Information on Board evaluation, made as per Provision A.5.7, including evaluation criteria and process, as well as a summary result of the evaluation and actions that have been or will be undertaken as a result of the evaluation.</li> </ul>	<p>Partial</p>	<p>The Procedure regarding the evaluation of the Board has been approved. The evaluation for the year 2025 is currently underway, and its results, together with relevant information on the criteria, evaluation process, and resulting actions, will be published in the section dedicated to Investor Relations on the Company's website.</p>
		<p>D 1.9</p> <p>The company should include on its Investor Relations section:</p> <ul style="list-style-type: none"> <li>Information on corporate events, such</li> </ul>	<p>Partial</p>	<p>The Company has adopted and implemented the relevant corporate policies, including the</p>



			as payment of dividends and other distributions to shareholders, or other events leading to the acquisition or limitation of rights of a shareholder, including the deadlines and principles applied to such operations. Such information should be published within a timeframe that enables investors to make investment decisions.		Code of Conduct, the Dividend Policy, the Remuneration Policy, the Investor Communication Policy, the Social Responsibility (CSR) / Sponsorship Policy, the Related-Party Transactions Policy, the Diversity, Equity, and Inclusion Policy, and the Whistleblowing Policy. The Forecast Policy is currently under development.
		D 1.10	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• Corporate policies, among which code of conduct, dividend policy, remuneration policy, forecast policy, policy for communication with investors, the corporate social responsibility (CSR)/sponsorship policy, policy for related parties' transactions, policy for diversity, equity and inclusion, and whistleblowing policy (if not already part of the Code of Conduct).</li> </ul>		The Company has adopted and implemented the relevant corporate policies, including the Code of Conduct, the Dividend Policy, the Remuneration Policy, the Investor Communication Policy, the Social Responsibility (CSR) / Sponsorship Policy, the Related-Party Transactions Policy, the Diversity, Equity, and Inclusion Policy, and the Whistleblowing Policy. The Forecast Policy is currently under development.
		D 1.11	The Company should organise at least two meetings/conference calls with analysts and investors each year. The information presented on these occasions should be published in the IR section of the Company website at the time of the meetings/conference calls.	✓	
		D 1.12	The Company should disclose the material and reportable non-financial and sustainability issues with emphasis on the disclosure of environmental, social and governance (ESG) issues of its business and operations in line with the	✓	



			recognized standard of sustainability reporting. The Company's sustainability statements shall be disclosed on its website.		
		D 1.13	The Company should have a CSR/sponsorship policy to guide the activity in the area of supporting CSR activities and sponsorship.	✓	The Policy was adopted in February 2026 and will be published on the Company's website.

D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.</b>	D 2.1	The Company should have a CSR/sponsorship policy to guide the activity in the area of supporting CSR activities and sponsorship.	✓	
		D 2.2	The Company should have a dividend policy as a set of directions the Company intends to follow regarding the distribution of net profit.	✓	
		D 2.3	The procedure for running the GMS should not restrict the participation of shareholders in GMS and the exercise of their rights. Amendments of the procedure for running the GMS should take effect, at the earliest, as of the next GMS.	✓	
		D 2.4	The external auditors should attend the shareholders' meetings where their	✓	



			reports are presented, in order to respond to shareholders' questions.		
		D 2.5	The Board should present to the annual GMS a summary of the assessment of the adequacy and effectiveness of the risk management and internal control framework, as per the related information included in the annual report.	Partial	The Company considers that it partially complies with this provision, as it has communication channels available for shareholders and investors and organizes periodic briefings for investors. In 2025, the Company initiated the steps for implementing the eVote system, with the aim of facilitating shareholder participation in the General Meeting of Shareholders, this mechanism being scheduled for use starting with the April 2026 GMS.
		D 2.6	The Company should stimulate engagement with shareholders and investors by: <ul style="list-style-type: none"> <li>• Encouraging active shareholder participation in GMS, like ensuring conditions for virtual participation.</li> <li>• Holding regular briefings and updates for investors, especially during significant corporate events.</li> <li>• Establishing channels for shareholders to provide feedback and ask questions, ensuring responses are timely and comprehensive.</li> </ul>	✓	
		D 2.7	Any professional, consultant, expert or financial analyst may participate in the shareholders' meeting upon prior invitation from the Chairperson of the Board. Accredited journalists may also participate in the GMS, unless the Chairperson decides otherwise.	✓	



## E: SUSTAINABILITY AND STAKEHOLDERS

E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.1. The Company should integrate sustainability aspects in its strategy and mitigate any material negative environmental and social impacts of its operations, to the possible extent.</b>	E 1.1	The Board should ensure that sustainability, environmental and social considerations are integrated in the Company's strategy and operations, risk management and remuneration practices and shall oversee this integration. A specialised sustainability committee or one of the standing committees of the Board shall assist the Board with these tasks.	Partial	These duties are assumed by the Board of Directors, which oversees the integration of sustainability, environmental, and social aspects into the Company's strategy and activity. Currently, the opportunity to establish a specialized committee or to include a specialist in this field within the existing committees is being analyzed.
		E 1.2	The Board should ensure that Company's operations run according to the national and international E&S standards and Company's E&S policies are consistent with its long-term objectives. In particular, the Company shall have internal acts relating to its responsibilities for environmental and social issues and policies and procedures that enable it to identify material factors and assess the impact on the Company's activities.	Partial	The Company considers that it partially complies with this provision, as it has internal documents and relevant mechanisms in place regarding environmental and social matters, and the CSR Policy and Sustainability Reporting reflect their integration into the Company's strategy and operations. Full compliance is currently being strengthened, as the governance framework does not yet sufficiently explicitly demonstrate the conformity of operations with relevant national and international environmental and social standards, and the procedures regarding the identification and assessment of social impact can be more clearly formalized. In this regard, the Company intends to strengthen the internal framework within the relevant governance documents.



		E 1.3	Whenever a decision to be approved by the Board has potential material and negative E&S impact, the Board should receive from the executive management (i) an analysis on how this decision is aligned with the Company's sustainability objectives and E&S policies or (ii) proposal of the measures to mitigate negative E&S impacts.	Partial	<p>The Company considers that it partially complies with this provision, as the strategy and the CSR Policy reflect relevant sustainability objectives and principles. Full compliance is currently being strengthened, as there is not yet an explicit requirement that decisions with a potentially significant negative impact in the E&amp;S sphere be accompanied, at Board level, by an alignment analysis or mitigation measures.</p> <p>In this regard, the Company intends to supplement the internal framework within the relevant governance documents.</p>
E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.2. The Company should have in place a process for identifying the stakeholders affected by Company's operations. The Board should take into consideration stakeholders' interests and ensure there is active communication between the Company and its stakeholders.</b>	E 2.1	The Board should ensure that there is a formal stakeholder identification process for Company's stakeholders including investors, creditors, clients, employees and suppliers, as well as targeted approaches for engaging with its priority stakeholders.	Partial	<p>The Company considers that it partially complies with this provision, as it has identified relevant categories of stakeholders and has communication channels and engagement mechanisms in place for several of them.</p> <p>Full compliance is currently being strengthened, as there is not yet a formal, unified, and explicit process for the identification, classification, and prioritization of stakeholders within the governance framework, one that would consolidate all relevant categories provided by the Code.</p> <p>In this regard, the Company intends to formalize this process within the relevant governance documents.</p>



<p>E: SUSTAINABILITY AND STAKEHOLDERS</p>	<p><b>E.3. The Board should adopt a Code of Conduct with adequate scope including guiding principles which reflect the Company's commitment to ethics, integrity and quality of performance.</b></p>	<p>E 3.1</p>	<p>The Board should develop a purpose statement and a vision statement as well as articulate Company's values, so the entire organisation understands the Company's strategic direction.</p>	<p>✓</p>	
		<p>E 3.2</p>	<p>The Board should adopt a Code of Conduct for Board members, executive management and Company employees, with clear provisions aimed at preventing and sanctioning fraud and bribery. The Board should not permit any waiver of any ethics requirement by any director, executive manager or employee.</p>	<p>✓</p>	
		<p>E 3.3</p>	<p>The Board should ensure that the Code of Conduct policies are integrated into Company's practices and incorporated into the onboarding process for new hires. The Board should ensure the efficient implementation and monitoring of compliance with the Code of Conduct and periodically review it.</p>	<p>✓</p>	

## APPENDIX 2

### OTHER INFORMATION

#### IMPACT's EMPLOYEES

At the end of 2025, **IMPACT Developer & Contractor** had a number of 29 employees. Additionally, **IMPACT Developer & Contractor** has a 5-member Board of Directors.

At the same time, Spazioo has a number of 30 employees and 1 administrators and Impact Finance had 13 employees and 1 Administrator.

RCTI Company, had a total of 137 employees as at 31 December 2025 and 2 Administrators.

There is no trade union in **IMPACT**. There is 1 employer representative and 2 employee representatives.

Labor relations are regulated by:

- labor contract
- job description
- the company's internal regulations
- the code of conduct within the company
- the essential ethical values within society

Remuneration of Company's management in 2025 was RON 2,137,767 (2024: RON 2,317,272). For more details please see Remuneration report, published on company's website.

RON thousands		31-Dec-21	31-Dec-22	31-Dec-23	31-Dec-24	31-Dec-25
Inventories	A	538,922	617,698	541,335	408,324	317,573
Current assets	B	617,094	634,321	613,908	529,469	387,639
Current liabilities	C	262,033	195,353	131,212	180,302	122,513
Total assets	D	1,204,412	1,443,362	1,467,824	1,412,452	1,346,375
Total liabilities	E	487,558	553,742	560,729	447,416	300,497
Equity	F	716,854	889,620	907,095	965,036	1,045,878
Loans and borrowings	G	337,033	387,765	413,634	317,119	175,821
<i>Loans and borrowings, short term</i>	H	186,912	118,910	66,976	135,961	69,674
<i>Loans and borrowings, long term</i>	I	150,121	268,855	346,658	181,158	106,147
Cash and cash equivalents	J	42,037	55,108	51,293	71,974	40,402
Net debt	K (G-J)	294,996	332,657	362,341	245,145	135,419
Turnover	L	137,585	308,254	171,217	308,254	331,077
Net profit	M	78,800	84,767	18,611	60,596	77,206
EBITDA	N	99,907	111,393	56,224	106,585	123,500
Interest paid	O	6,617	13,631	29,329	30,552	15,011
<b>Ratios</b>						
Loans and borrowings / EBITDA	G/N	3.37	3.48	7.36	2.98	1.42
Net debt / EBITDA	K/N	2.95	2.99	6.44	2.30	1.10
EBITDA / Interest paid	N/O	15.10	8.17	1.92	3.49	8.23
Return on Assets	M/D	6.54%	5.87%	1.27%	4.29%	5.73%
Return on Equity	M/F	10.99%	9.53%	2.05%	6.28%	7.38%
Gearing ratio	G/F	47.02%	43.59%	45.60%	32.86%	16.81%
Current ratio	B/C	2.3550	3.2471	4.6787	2.9366	3.1641
Quick ratio	(B-A)/C	0.2983	0.0851	0.5531	0.6719	0.5719

**IMPACT DEVELOPER & CONTRACTOR S.A.**

**CONSOLIDATED FINANCIAL STATEMENTS  
AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2025**

**PREPARED IN ACCORDANCE WITH  
INTERNATIONAL FINANCIAL REPORTING STANDARDS  
AS ENDORSED BY THE EUROPEAN UNION**

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(All amounts are expressed in thousand RON, unless stated otherwise)

	<u>Note</u>	<u>31-Dec-2025</u>	<u>31-Dec-2024</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant, and equipment	<b>7</b>	90,181	94,175
Intangible assets		760	1,012
Goodwill		3,543	3,543
Right of use assets		586	1,571
Investment property	<b>8</b>	558,649	704,167
Pipeline projects	<b>9</b>	305,017	78,515
<b>Total non-current assets</b>		<b>958,736</b>	<b>882,983</b>
<b>Current assets</b>			
Inventories	<b>10</b>	317,573	408,324
Trade and other receivables	<b>11</b>	25,434	44,242
Prepayments and other current assets	<b>11</b>	4,230	4,929
Cash and cash equivalents	<b>12</b>	40,402	71,974
<b>Total current assets</b>		<b>387,639</b>	<b>529,469</b>
<b>Total assets</b>		<b>1,346,375</b>	<b>1,412,452</b>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>Shareholders' equity</b>			
Share capital	<b>13</b>	598,699	598,699
Share premium		45,622	41,379
Other reserves		55,671	47,214
Own shares	<b>14</b>	(433)	-
Retained earnings		338,300	269,760
<b>Equity attributable to equity holders of the parent</b>		<b>1,037,859</b>	<b>957,052</b>
Non-controlling Interest		8,019	7,984
<b>Total equity</b>		<b>1,045,878</b>	<b>965,036</b>
<b>Non-current liabilities</b>			
Loans and borrowings	<b>15</b>	106,147	181,158
Trade and other payables	<b>16</b>	6,742	5,834
Deferred tax liability	<b>22</b>	65,095	80,122
<b>Total non-current liabilities</b>		<b>177,984</b>	<b>267,114</b>

	<u>Note</u>	<u>31-Dec-2025</u>	<u>31-Dec-2024</u>
<b>Current liabilities</b>			
Loans and borrowings	<b>15</b>	69,674	135,961
Trade and other payables	<b>16</b>	20,900	24,512
Income Tax Payables	<b>22</b>	25,884	4,377
Contract liabilities		5,929	15,320
Provisions for risk and charges		126	132
<b>Total current liabilities</b>		<b>122,513</b>	<b>180,302</b>
<b>Total liabilities</b>		<b>300,497</b>	<b>447,416</b>
<b>Total shareholders' equity and liabilities</b>		<b>1,346,375</b>	<b>1,412,452</b>

The consolidated financial statements have been authorized for issue by the management on 27 of March 2026 and signed on its behalf by:

\_\_\_\_\_  
**George-Toma Mucibabici**  
Chairman of the BoD

\_\_\_\_\_  
**Dan Sebastian Campeanu**  
Chief Executive Officer

\_\_\_\_\_  
**Claudiu Bistriceanu**  
Chief Financial Officer

(All amounts are expressed in thousand RON, unless stated otherwise)

	Note	12 months period ended as at	
		31-Dec-2025	31-Dec-2024
Revenue	17	331,077	308,254
Cost of sales	17	(247,242)	(223,795)
<b>Gross profit</b>		<b>83,835</b>	<b>84,459</b>
General and administrative expenses	19	(42,850)	(32,301)
Marketing expenses		(4,019)	(2,702)
Other operating income	20	28,163	37,112
Other operating expenses	20	(10,027)	(11,484)
Gains from revaluation of investment property		62,880	27,602
<b>Operating profit</b>		<b>117,982</b>	<b>102,686</b>
Finance income	21	2,412	1,911
Finance expense	21	(25,051)	(34,935)
<b>Finance result net (loss)</b>		<b>(22,639)</b>	<b>(33,024)</b>
<b>Profit before income tax</b>		<b>95,343</b>	<b>69,662</b>
Income tax expense/(income)	22	(18,137)	(9,066)
<b>Profit for the period</b>		<b>77,206</b>	<b>60,596</b>
Non-controlling interest (NCI)		2,460	1,921
Equity holders of the parent		74,746	58,675
<b>Basic earnings per share (EPS)</b>		<b>0.6321</b>	<b>0.0248</b>
<b>Diluted earnings per share</b>		<b>0.6321</b>	<b>0.0248</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the period</b>		<b>77,206</b>	<b>60,596</b>
Comprehensive income attributable to:			
Non-controlling interest (NCI)		2,460	1,921
Equity holders of the parent		74,746	58,675

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**Claudiu Bistriceanu**  
Chief Financial Officer

Note	Share capital	Share premium	Other reserves	Own shares	Retained earnings	Total equity attributable to equity holders of the parent	Non-controlling interest	Total equity
<b>Balance as at 01 of January 2025</b>	<b>598,699</b>	<b>41,379</b>	<b>47,214</b>	<b>-</b>	<b>269,760</b>	<b>957,052</b>	<b>7,984</b>	<b>965,036</b>
<b>Other comprehensive income</b>								
Profit for the period	-	-	-	-	74,746	74,746	2,460	77,206
<b>Total other comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>74,746</b>	<b>74,746</b>	<b>2,460</b>	<b>77,206</b>
Own shares	-	4,606	-	(796)	4,606	(796)	-	(796)
Shared based payments	-	(363)	-	363	-	-	-	-
Dividends granted to shareholders	-	-	-	-	-	-	(2,425)	(2,425)
Legal reserves	-	-	8,457	-	(8,457)	-	-	-
Other changes in equity	-	-	-	-	6,857	6,857	-	6,857
<b>Total changes in ownership interests</b>	<b>-</b>	<b>4,243</b>	<b>8,457</b>	<b>(433)</b>	<b>(6,206)</b>	<b>6,061</b>	<b>(2,425)</b>	<b>3,636</b>
<b>Balance as of 31 December 2025</b>	<b>598,699</b>	<b>45,622</b>	<b>55,671</b>	<b>(433)</b>	<b>338,300</b>	<b>1,037,859</b>	<b>8,019</b>	<b>1,045,878</b>

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**Claudiu Bistriceanu**  
Chief Financial Officer

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Note	Share capital	Share premium	Other reserves	Own shares	Retained earnings	Total equity attributable to equity holders of the parent	Non-controlling interest	Total equity
<b>Balance as at 01 of January 2024</b>	<b>598,884</b>	<b>41,462</b>	<b>41,590</b>	<b>(268)</b>	<b>216,709</b>	<b>898,377</b>	<b>8,718</b>	<b>907,095</b>
<b>Other comprehensive income</b>								
Profit for the period	-	-	-	-	58,675	58,675	1,921	60,596
<b>Total other comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>58,675</b>	<b>58,675</b>	<b>1,921</b>	<b>60,596</b>
Own shares acquired and cancelled during the year	(185)	(83)	-	268	-	-	-	-
Shared based payments	-	-	-	-	-	-	-	-
Dividends granted to shareholders	-	-	-	-	-	-	(2,655)	(2,655)
Legal reserves	-	-	5,624	-	(5,624)	-	-	-
Other changes in equity	-	-	-	-	-	-	-	-
<b>Balance as of 31 December 2024</b>	<b>598,699</b>	<b>41,379</b>	<b>47,214</b>	<b>-</b>	<b>269,760</b>	<b>957,052</b>	<b>7,984</b>	<b>965,036</b>

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Chief Executive Officer

**Claudiu Bistriceanu**  
Chief Financial Officer

IMPACT DEVELOPER & CONTRACTOR S.A.  
CONSOLIDATED STATEMENT OF CASH FLOW  
FOR THE YEAR ENDED 31 DECEMBER 2025



(All amounts are expressed in thousand RON, unless stated otherwise)

	Note	12 months period ended as at	
		31-Dec-2025	31-Dec-2024
<b>Net profit</b>		<b>77,206</b>	<b>60,596</b>
<b>Adjustments to reconcile profit for the period to net cash flows:</b>		<b>(21,029)</b>	<b>(151)</b>
Loss (Gain) from revaluation of Investment property	8	(62,880)	(27,602)
Reversal of impairment of PPE	7	(1,424)	(2,097)
Depreciation and amortization	7	4,952	3,875
Inventory write-off/ (reversal of write off)	20	(4,519)	(1,688)
Impairment of receivables	20	2,065	2,308
Finance income	21	(2,412)	(1,911)
Finance expense	21	25,051	34,935
Non cash gain from compensation not yet received		-	(17,038)
Income tax	22	18,138	9,066
<b>Working capital adjustments</b>		<b>85,512</b>	<b>90,755</b>
Decrease/(increase) in trade receivables and other receivables	11	24,140	(15,300)
Decrease in prepayments	11	699	2,139
Increase in inventory	10	86,298	131,754
(Decrease)/increase in trade, other payables, and contract liabilities	16	(12,407)	(24,017)
(Decrease)/increase in provisions		-	(156)
Income tax paid	22	(13,218)	(3,666)
<b>Net cash flows from operating activities</b>		<b>141,689</b>	<b>151,199</b>
<b>Investing activities</b>			
Purchase of property, plant and equipment	7	(1,925)	(1,831)
Proceeds (expenditure) from Investment property	8	-	1,041
Expenditure on investment property under development	8	(7,198)	(1,794)
Proceeds from sale of PPE	8	1,912	2,295
<b>Net cash flows from investing activities</b>		<b>(7,211)</b>	<b>(289)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from borrowings	15	106,036	102,544
Repayment of principal of borrowings	15	(254,650)	(199,566)
Dividends paid	13	(2,425)	(2,655)
Interest paid	15	(15,011)	(30,552)
<b>Net cash used in financing activities</b>		<b>(166,050)</b>	<b>(130,229)</b>
<b>Net increase / (decrease) of cash and equivalents</b>		<b>(31,572)</b>	<b>20,681</b>
<b>Opening balance of Cash and equivalents</b>	<b>12</b>	<b>71,974</b>	<b>51,293</b>
<b>Closing balance of Cash and equivalents</b>	<b>12</b>	<b>40,402</b>	<b>71,974</b>

The consolidated financial statements have been authorized for issue by the management on 27 of March 2026 and signed on its behalf by:

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Chairman of the BoD

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Chief Executive Officer

**Claudiu Bistriceanu**  
Chief Financial Officer

## 1. REPORTING ENTITY

Impact Developer & Contractor S. A's ("the Company" or "the Parent") is a company domiciled in Romania having as object of activity real estate development and sale and construction services. The Company has fiscal code 1553483 and is registered with the Trade Registry under no. J2018007228408. The registered office of the Company is in Bucharest, District 1, Road Padurea Mogosoia 31-41.

The shareholders structure as at 31 December 2025 and 31 December 2024 is disclosed within Note 13.

The Consolidated Financial Statements for the period ended 31 of December 2025 include the Company and its subsidiaries financial information (together referred to as the „Group”) as follows:

Company	Country of registration	Nature of activity	% Controlled by the Group as at 31 December 2025	% Controlled by the Group as at 31 December 2024
Clearline Development and Management SRL	Romania	Real estate development	100%	100%
Spatzoo Management SRL	Romania	Property management	100%	100%
Bergamot Development Phase II SRL	Romania	Real estate development	100%	100%
Bergamot Development SRL	Romania	Real estate development	100%	100%
Impact Finance & Sales SRL	Romania	Administration	100%	100%
Greenfield Copou Residence SRL	Romania	Real estate development	100%	100%
Greenfield Copou Residence Phase II SRL	Romania	Real estate development	100%	100%
Aria Verdi Development SRL	Romania	Real estate development	100%	100%
Greenfield Property Management SRL	Romania	Real estate development	100%	100%
R.C.T.I. Company SRL	Romania	Construction works	51.01%	51.01%
Impact Alliance Architecture	Romania	Architecture services	51%	51%
IMPACT Alliance Moldova SRL	Romania	Construction works	51%	51%
“Impact pentru viitor” organization	Romania	Non for-profit organization	100%	-

The Company is one of the first active companies in the field of real estate development in Romania, being founded in 1991 through public subscription. In 1995, the Company introduced the concept of residential complex on the Romanian market. Starting from 1996, the Company is traded on the Bucharest Stock Exchange (BVB).

During 2025, the activity of the Group was the development of the residential projects in Greenfield Baneasa as well as the selling of the finalized projects in Greenfield Baneasa and Luxuria Residence from Bucharest, and Boreal Plus from Constanta.

## 2. BASIS OF PREPARATION

The Consolidated Financial Statements have been prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union (“EU IFRS”).

The financial statements have been prepared on a going concern basis and under the historical cost basis, except for investment properties, that are presented at fair value, as explained in the accounting policies below.

In preparing the Consolidated Financial Statements, the management has considered the implications of climate change and embedded such risks in the assumptions used for the determination of the fair value of the investment properties.

IMPACT published for the fourth year in row, in 2025, a sustainability report, which summarizes the Group’s efforts in regards to climate change risks. The sustainability reporting is not part of these financial statements or part of the Annual report and is not audited. The sustainability report was developed following the GRI Standards (Global Reporting Initiative), the most well-known international sustainability reporting framework (GRI Referenced). At the same time, the report was published to meet the national legal requirements set out in the Order of the Public Finance Minister No. 1,938/2016 and the Order of the Public Finance Minister No. 3,456/2018 on non-financial reporting. This report is not part of the financial statements or part of the Annual report.

Management is aware of potential climate change risks for its operations as well as for those of its partners and it regularly monitors and evaluates the impact of such risks in order to adopt appropriate measures, if the case. For more details regarding climate change matters impacting the Group activities, please see the Annual Sustainability report published on Company’s website. This report is not part of the financial statements or part of the Annual report.

### (a) Basis of Consolidation

The consolidated financial statements include the financial statements of the company and the entities controlled by the Company (its subsidiaries) by the end of the reporting period (31 December 2025). The Group controls an entity when the following conditions are met:

- a) Power over the Investee: The Group has existing rights that give it the current ability to direct the relevant activities of the investee
- b) Exposure or Rights to Variable Returns: The Group must have the ability to obtain returns from its involvement with the investee
- c) The Ability to Use Power to Influence Returns: The Group must have the practical ability to use its power to influence the amount of returns obtained

The Group reassess whether it controls an investee if facts and circumstances indicate that there are changes in one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control of the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in the profit or loss account from the date the Company acquires control until the date the Company ceases to control the subsidiary. Profit or loss and each component of other

comprehensive income is attributable to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in a deficit balance for the non-controlling interests.

When necessary, adjustments are made to the financial statements of the subsidiaries to bring the applied accounting policies in line with the Group's accounting policies. All assets and liabilities, equity, income, expenses and cash flows related to transactions between members of the Group are eliminated on consolidation.

### **(b) Going concern**

The consolidated financial statements have been prepared on a going concern basis, as management is satisfied that the Group has adequate resources to continue as a going concern for the foreseeable future.

The significant disruptions in the global markets driven by the war in Ukraine and Iran and current inflationary economic context had a broad effect on participants in a wide variety of industries, creating a widespread volatility and supply chain disruptions. The Group has prepared forecasts based on the anticipated activity in the upcoming period, considering the pre-sales agreement in place, anticipated evolution of its real-estate projects as well as contractual and estimated cash outflows.

The Group expects an increase in development activity during 2026, as it intends to finalize Phase 5 of Greenfield Baneasa- Teilor project, launch the development of Aria Verdi, Greenfield Copou – Phase 1 and Boreal Plus – Phase 2 and obtain further building permits for future projects (Greenfield Baneasa UTR4).

Having considered these forecasts, the Directors remain of the view that the Group's financing arrangements and capital structure provide both the necessary facilities and covenant headroom to enable the Group to conduct its business for at least the next 12 months. Consequently, the financial statements were prepared on a going concern basis.

## **3. FUNCTIONAL AND PRESENTATION CURRENCY**

The consolidated Financial Statements are presented in RON, this being also the functional currency of the Group. All financial information is presented in thousands of RON (thousand RON), unless otherwise stated.

## **4. MATERIAL ACCOUNTING POLICIES**

The accounting policies used by the Group are prepared in accordance with the IFRS Accounting Standards as endorsed by the EU.

The accounting policies described below have been constantly applied by all the Group's entities (a) for all periods presented in these Consolidated Financial Statements.

Disclosed below is the summary of the material accounting policies.

### **(a) Cash and cash equivalents**

Cash and cash equivalents include cash balances, cash deposits and short-term, highly liquid investments

This is a free translation from the original Romanian version.  
The attached notes are part of these financial statements

with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### **(b) Trade receivables**

Trade receivables are amounts due from customers for rental and service charge income from tenants and construction services in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are recognized initially at fair value, generally at the amount of consideration that is unconditional. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method. Trade receivables are also subject to the impairment requirements of IFRS 9. The Group applies the IFRS 9 simplified approach to measuring expected credit losses.

Trade receivables are written-off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

### **(c) Inventories**

Inventories are assets held for sale in the normal course of business, or which are in the process of production for such sale or are in the form of materials or supplies to be consumed in the production process or in the rendering of services.

The basis for the valuation of the inventories is the lower of cost and net realizable value.

Cost is defined as the sum of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost includes direct materials and, where applicable, direct labor and indirect manufacturing costs incurred in bringing the inventories to their present location and condition. Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Estimated selling price is based on revaluation reports provided by Colliers for each individual unit in inventory.

As the production process is longer than one year, the borrowing costs incurred during the process are also capitalized in cost of inventories (IAS 23).

The amount of inventories recognized as an expense during the period, referred to as cost of sales, consists of those costs previously included in the measurement of inventory that has now been sold, as well as unallocated production overheads (i.e. commissions of sales agents).

The cost of infrastructure works included in the real estate projects is reported as inventories and it is allocated to the cost of each apartment in the related project. The cost is transferred to cost of goods sold as the apartments are sold.

The cost of inventories is measured using the following techniques:

- ✓ Residential properties      specific identification
- ✓ Land                              Specific identification
- ✓ Other                              first in-first out (FIFO)

The Company operates in an industry where finished products take extended time to complete, therefore the management has assessed the normal operating cycle for the development of the residential projects to be at 4 years. As such all its inventory which is to be translated into revenue within less than 4 years from the reporting date, is considered short term inventory, whereas the remaining is classified as pipeline projects,

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within non-current assets. For more details on pipeline projects please see Note 8.

#### **(d) Property, plant, and equipment**

Non-current non-financial assets are primarily operational in character (i.e. actively used in the business rather than being held as passive investments) and they may be classified into two basic types: tangible and intangible. Tangible assets have physical substances.

An item of property, plant and equipment is recognized only if two conditions are met:

- It is probable that future economic benefits associated with the item will flow to the entity.
- The cost of the item can be determined reliably.

Property, plant, and equipment are stated in the statement of financial position at their cost amounts less any accumulated depreciation and accumulated impairment losses.

The cost of the property, plant and equipment item include:

- The purchase price, including legal and brokerage fees, import duties and non-refundable purchase taxes.
- Any directly attributable costs incurred to bring the asset to the location and operating condition as expected by management, including site preparation, delivery and handling, installation, set-up and testing.
- Estimated costs of dismantling and removing the item and restoring the site.

The costs of property, plant and equipment are allocated through depreciation to the periods that will have benefited from the use of the asset. The depreciation method used is straight-line depreciation with no residual value.

The land is not depreciated.

The depreciation is charged to the statement of profit and loss.

The estimated useful lives of property, plant and equipment for current and comparative periods are as follows:

- Buildings: 40 years
- Plant and equipment: 3-12 years
- Fixtures and fittings: 5-10 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of reporting.

An item of property, plant and equipment is derecognized at disposal or when no future economic benefits are expected from its use or disposal. In such cases, the asset is removed from the statement of financial position. The difference between the net carrying amount and any proceeds received will be recognized through the statement of profit and loss.

### **(e) Borrowing costs**

Borrowing costs are represented by interest and other costs incurred by the Group in connection with the borrowing of the funds. Borrowing costs include interest expense calculated using the effective interest method, interest in respect of lease liabilities or exchange differences arising from foreign currency borrowings.

Borrowing costs that are directly attributable to the acquisition, construction or production of the qualifying assets is capitalized as part of the cost of the asset.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale (inventories, buildings).

The borrowing costs of general loans are added to the cost of the qualifying assets (in accordance with IAS 23). The applicable rate for capitalization is the weighted average interest rate of the loans obtained by the Group.

Capitalization of borrowing costs would cease when substantially all the activities to prepare the asset is completed.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

### **(f) Investment property**

Investment property is property (land and/or buildings) held with the intention of earning rental income or for capital appreciation (or both), including Investment Property under construction for such purposes, are initially valued at cost, including transaction costs. Investment property also includes land with undetermined future use. Usually, the Group acquires major plots of land, as its business model is to build large projects (around 1,000 units per project), therefore the timing of obtaining the necessary building permits might be uncertain, time during which initial conditions for project estimates might change (construction prices increase, management strategy of development, changes in legislation, etc.). As such, given the reasonable probability for the plots of land not to be used as intended due to uncertainties not under Group's control, the management initially recognizes certain plot of lands as investment property until the construction authorization is obtained, a detailed concept of the project is finalized, and significant steps have been done to identify construction companies and financing for the project.

After initial recognition, investment property is measured at fair value model, with changes in the fair value being recognized in profit or loss.

When the use of a property is changed, such that it is reclassified to property, plant and equipment or inventories, its fair value as of the date of reclassification becomes the cost of the property for subsequent accounting purposes.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising from the derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Although, the Company's management is assessing on a regular basis the best use of the land maintained in investments, the transfer from investment property to inventory is made only when there is an actual change in use rather than on changes in an entity's intentions.

The Group transfers land classified as investment property to inventories at the point when there is sufficient evidence that uncertainties previously preventing development have been resolved or significantly reduced. Such evidence typically includes (but is not limited to):

- Obtaining valid building permits or regulatory authorizations.
- Finalization and approval of detailed development plans and project specifications by management.
- Management's commitment to commence the project, supported by formal decisions or resolutions.
- Initiation of substantive activities demonstrating intent to sell (e.g., identification of construction companies, entering into contracts, obtaining project-specific financing arrangements).

#### **(g) Impairment of non-financial assets**

An impairment exists when the recoverable amount (the higher of fair value less costs to sell and value in use) is less than the carrying amount. The assessment is to be made on an asset-specific basis or on the smallest group of assets for which the entity has identifiable cash-flows (the cash-generating unit).

The Group assesses at the end of each reporting period whether there is any indication that a non-financial asset (other than inventory and deferred tax assets) might be impaired. The carrying amount of the asset is compared with the recoverable amount. If the recoverable amount is lower than the carrying amount, an impairment loss is recognized for the difference in profit or loss.

#### **(h) Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is more than the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the

purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the CGU when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

#### **(i) Shareholder's equity**

##### **Treasury shares**

When shares recognized as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserves. The treasury shares are subject of restriction as per Company law in Romania.

##### **Dividends**

Dividends represent the pro-rata distribution of earnings to the owners of the entity. The approval date is the date when the shareholders vote to accept the dividends declared. This date governs the incurrence of a legal liability by the entity.

The Group do not declare dividends in excess of the amount of retained earnings.

#### **(j) Current liabilities, provisions, contingencies, and events after the reporting period**

Current liabilities are those that are payable within 12 months of the reporting date. Current liabilities include current portions of long-term debt and bank overdrafts, dividends declared, other obligations that are due on demand, trade credit, accrued expenses, deferred revenues, advances from customers. The offsetting of the current assets against related current liabilities is not allowed.

Accounts payable on normal terms are not interest-bearing and are stated at their nominal value.

The carrying amount of trade and other payables that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled, or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Those liabilities for which amount, or timing of expenditure is uncertain are deemed to be provisions. A provision is recognized only if: the entity has a present obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

Changes in provisions are considered at the end of each reporting period; provisions are adjusted to reflect the current best estimate. The amount of changes in estimate is accounted through profit or loss.

Contingent liabilities are not recognized in the statement of financial position. They are disclosed only in the notes.

Events occurring after the reporting date, which provide additional information about conditions prevailing at the reporting date (adjusting events) are reflected in the consolidated financial statements. Events occurring after the reporting date that provide information on events that occurred after the reporting date (non-adjusting events), when material, are disclosed in the notes to the consolidated financial statements. When the going concern, assumption is no longer appropriate at or after the reporting period, the financial statements are not prepared on a going concern basis.

### **(k) Revenue from Contracts with Customers**

Revenue is recognized when the performance obligation is satisfied by transferring a promised good or service to a customer. Revenue is recognized when the customer acquires control over the goods or services rendered, at the amount which reflects the price at which the Group is expected to be entitled to receive in exchange of those goods or services. Revenue is recognized at the fair value of the services rendered or goods delivered, net of VAT, excises or other taxes related to the sale.

Revenue comprises the fair value of the consideration received or receivable, net of value added tax, after eliminating sales within the Group. Revenue and profit are recognized as follows:

#### *(i) Revenue from sale of residential properties*

Revenue from sale of residential properties during the ordinary course of business is valued at fair value of the amount collected or to be collected on legal completion. The revenues are recognized when the control of the assets have been transferred to the customer, this is usually when title of the property passes to the customer on legal completion and possible return of goods can be estimated reliably. This is the point at which all performance obligations are satisfied in line with the provisions of IFRS 15 and there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. If it is probable for certain rebates to be granted, and their value can be measured reliably, then these are recognized as a reduction of the revenues when the sale revenues are recognized. There is not considered to be a significant financing component in contracts with customers as the period between the recognition of revenue and the collection is almost always less than one year, the company has also instalments payments over a period of more than one year but those are not significant.

Payment is made in tranches, a fixed EUR 2,000 (net of VAT) at the signing of the initial reservation of the residential unit, 15% of total contract price at the signing of the pre-sale agreement and the remaining amount at the signing of the sale-purchase agreement, when the control passes to the client. In addition, according to standard contractual clauses, the client has no right to exist the contract, or to a corresponding reimbursement of advance paid. In specific and isolated cases, the Company may agree to terminate the pre-sale agreement and reimburse the advance to the client. Furthermore, once the final sale-purchase agreement is signed there is no refund option, however the client is entitled to 2-year warranties for the quality of the residential unit delivered. The warranties are on a back-to-back basis, meaning that these are provided by the seller (Impact SA. Bergamot Developments I or Bergamot Developments II) to the client, but the seller passes the responsibility to the general contractor (RCTI Company SRL) which in turn reaches out to the sub-contractor responsible for the work and the corresponding repair.

#### *(ii) Revenues from water and sewage system*

The Group owns within Greenfield Baneasa project the water and sewage system. The revenues from charging of water are recognized when they are realized, together with the water expenses invoiced by the suppliers. The Group recharges the utilities at mark-up which is calculated as administrative costs of maintaining the water sewage plus a profit. The price invoiced by the Group is approved by the Romanian Energy Regulatory Authority (ANRE).

#### *(iii) Revenue from construction services*

This is a free translation from the original Romanian version.  
The attached notes are part of these financial statements

For construction services, revenue is recognized over time as the services are provided. The stage of completion for determining the amount of revenue to recognize is assessed based on surveys of work performed and approved by the client. If the services under a single arrangement are rendered in different reporting periods, then the consideration is allocated based on their relative stand-alone selling prices. The stand-alone selling price is determined based on the list prices at which the Group sells the services in separate transactions.

## **(l) Leases**

The Group analyses at the commencement of the contract the extent to which a contract is or contains a lease. Namely, the extent to which the contract confers the right to use an identifiable asset for a period in exchange for the consideration.

### *Group as lessee*

The Group applies a single recognition and measurement approach to all leases, except for short-term leases and low-value assets. The Group recognizes lease payables for lease payments and the right of use assets representing the right to use the underlying asset. i) Right of use assets: The Group recognizes the right of use assets at the date of commencement of a lease (i.e. the date on which the underlying asset is available for use). The right of use the assets is measured at cost excluding accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liability. The cost of the right to use the assets includes the amount of the recognized lease liability incurred at initial direct costs and lease payments made on or before the commencement date excluding any lease benefits received. The right of use assets are amortized on a straight-line basis over the shorter of the lease term and the estimated useful life of the assets.

If ownership of a leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a call option, depreciation is calculated using the asset's estimated useful life. The duration of the lease contract was considered the irrevocable period of the lease contract, considering the extension option also.

At the date of commencement of the lease, the Group recognizes the lease payables measured at the current value of the lease payments to be made throughout the lease. Lease payments include fixed payments. (including fixed payments as a substance) excluding any lease benefits receivable, variable lease payments that depend on an index or rate, and amounts expected to be paid under the residual value guarantee. Lease payments also include the exercise price of a call option that is reasonably certain to be exercised by the Group and penalty payments for the termination of the lease, if the lease term reflects the group's option to terminate the lease. Variable lease payments that do not depend on an index or rate are recognized as an expense in the period in which the event or conditions that determine the payments occur.

To calculate the current value of lease payments, the Group uses the incremental loan rate at the commencement date of the lease because the default interest rate of the lease is not readily determinable.

After the start date, the amount of the lease liability is increased to reflect the accretion of interest and decreased for the lease payments made. In addition, the carrying amount of the lease is re-measured if there is a change, a modification in the lease term, a change in lease payments (change in future payments resulting from a change in an index or instalment rate used to determine those lease payments) or a change in the valuation of an underlying asset purchase option. Lease liabilities are included in Note 15 – Loans.

### *Group as a lessor*

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

#### **(m) Foreign currency**

The functional currency used by the Group entities is RON (Romanian lei).

Transactions in foreign currency are converted into the functional currencies of the Group entities at the exchange rates of the transaction dates. Monetary assets and liabilities that at the reporting date denominated in foreign currency are converted into the functional currency at the exchange rate as of the reporting date. The gains and losses from exchange rate differences related to monetary items are computed as the difference between the amortized cost in functional currency at the beginning of the year, adjusted by the effective interest, payments, and collections during the year, on one side and the amortized cost in foreign currency translated using the exchange rate prevailing at the end of the year.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency using the exchange rate prevailing at the date of the determination of fair value.

The non-monetary elements denominated in a foreign currency that are carried at historical cost are converted using the exchange rate prevailing at the date of transaction.

The exchange rate differences resulting from translation are recognized in the Consolidated Statement of Profit or Loss and Other Comprehensive Income as financial expenses/revenues.

#### **(n) Financial instruments**

The financial assets with cash flows are solely payments of principal and interest whose business model is to hold to collect contractual cash flows are measured at amortized cost. A financial asset or a financial liability is recognized in the statement of financial position when the Group becomes party to the contractual provision of the instrument.

For the financial instruments that are measured at amortized cost, transaction costs are subsequently included in the calculation of the amortized cost using the effective interest method and amortized through profit or loss over the life of the instrument.

The financial liabilities are classified as subsequently measured at amortized cost (trade payables, loan payables with standard interest rates, bank borrowings).

#### **(o) Taxation**

The tax charge represents the sum of the current tax and deferred tax.

#### **Current income tax**

The income tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The Group's liability for current income tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

In determining the amount of current and deferred tax the Group takes into account the impact of uncertain tax positions and whether additional taxes, penalties and late-payment interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact the tax expense in the period that such a determination is made.

### **Deferred income tax**

Deferred tax is recognized in respect of temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognized for:

- a) Temporary differences on the initial recognition of assets and liabilities in a transaction that:
  - is not a business combination; and
  - at the time of the transaction affects neither the accounting nor the taxable profit or loss(ii) does not give rise to equal taxable and deductible temporary differences;
- b) Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- c) Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses , unused tax credits and deductible temporary differences to the extent that is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences are considered. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. The measurement of deferred tax reflects the tax consequences that would follow from the way the Group expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Group has not rebutted this presumption.

Deferred tax assets and liabilities are offset only if certain criteria are met.

### **(p) Segment reporting**

The Group generates revenue primarily from the sale of residential properties. In addition, to sustain its core business, the Group has expanded to construction, rental and property management services.

The Group has two reportable segments, as described below, which are the Group's strategic business units:  
*Development of residential properties:* the Group is involved in the development and sale of residential properties

*Construction services:* the Group uses a Group Company for the construction of its properties for sale. In addition, the construction company obtains revenue from services of construction from third parties.

*Other revenue* includes revenue from rental of investment property or residential properties and revenue, revenue from facility management, wellness and fitness services, and utilities.

Information regarding the results of each reportable segment is set out in Note 17. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed

by the Group's CEO and CFO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

#### **q) Share-based payment**

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognized as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

The corresponding fair value of the amount payable to employees in respect of SARs, which are settled in cash is recognized as an expense with corresponding increase in liabilities over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the SARs. Any changes in the liability are recognized in profit or loss.

#### **r) Related party**

Parties are considered related when one party, either through ownership, contractual rights, family relationship or otherwise, has the ability to directly or indirectly control or significantly influence the other party. Related parties include individuals that are principal owners, key management personnel of Group's subsidiaries and members of the Board of Directors and members of their families, and any company that is related party to Group's entities.

### **5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 4, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are relevant.

Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### **(i) Fair value measurements and valuation processes**

The Group has obtained a report from an international valuation company, Colliers Valuation and Advisory SRL, as at 31 December 2025 setting out the estimated market values for the Group's investment property and property developed for sale in their current state. Colliers is an independent professionally qualified valuation specialist who holds a recognized relevant professional qualification and has recent experience in the locations and categories of valued properties. The valuation was based on the assumption as to the best use of each property by a third-party developer.

In the Romanian market actual transaction values for real estate deals are not publicly available and there is not a high volume of transactions in larger land plots. The sale price comparison method therefore has inherent limitations, and a significant degree of judgement is required in its application.

For investment property, land assets are mainly valued using the sales comparison approach. The main assumptions underlying the market value of the groups land assets are:

- the selection of comparable land plots resulting in determining the “offer price” which is taken as the basis to form an indicative price.
- the quantum of adjustments to apply against the offer price to reflect deal prices, and differences in location and condition including the status of any legal dispute as described in Note 20 Contingencies.

The valuation is highly sensitive to these variables and adjustments to these inputs would have a direct impact on the resulting valuation.

#### Land in investment property

Impact on the valuation included in the balance sheet on 31 December 2025, as well as at 31 December 2024 and gains on investment property registered to profit or loss of a 5% strengthening/(weakening) of the price per sqm. The table below includes the key prices used in the determination of the sensitivity analysis results:

<b>2025</b>							
<b>Land</b>	<b>RON/SQM</b>	<b>+5% RON/SQM</b>	<b>-5% RON/SQM</b>	<b>+5% Total value</b>	<b>-5% Total value</b>	<b>Effect of increase</b>	<b>Effect of decrease</b>
Greenfield Băneasa land (Bucharest)	1,504	1,579	1,429	306,660	277,454	14,603	14,603
Blvd. Ghencea – Timișoara land (Bucharest)	765	803	727	207,896	188,096	9,900	9,900
Other (Neptun,Oradea)	188	198	179	12,267	11,099	584	584
<b>2024</b>							
<b>Land</b>	<b>RON/SQM</b>	<b>+5% RON/SQM</b>	<b>-5% RON/SQM</b>	<b>+5% Total value</b>	<b>-5% Total value</b>	<b>Effect of increase</b>	<b>Effect of decrease</b>
Greenfield Băneasa land (Bucharest)	1,377	1,446	1,308	279,521	254,900	13,311	13,311
Barbu Vacarescu land (Bucharest)	7,536	7,913	7,160	201,187	182,027	9,580	9,580
Blvd. Ghencea – Timișoara land (Bucharest)	697	732	662	189,464	171,420	9,022	9,022
Other (Neptun,Oradea)	180	189	171	11,750	10,631	560	560

## Property

A sensitivity analysis of a change of +/-0.5% in yield and 1 EUR/sqm in rent per sqm is disclosed below:  
**2025:**

	Yield	-0.50%	0.00%	0.50%
	Rent/sqm	7.00%	<b>7.50%</b>	8.00%
(5.00%)	23.09	11,324	10,569	9,909
0.00%	24.3	11,636	10,855	10,171
5.00%	25.52	11,948	11,140	10,434

## 2024:

	Yield	-0.50%	0.00%	0.50%
	Rent/sqm	7.00%	<b>7.50%</b>	8.00%
(5.00%)	24.2	11,151	10,405	9,753
0.00%	<b>25.47</b>	11,443	10,672	9,999
5.00%	26.75	11,735	10,940	10,245

### (ii) Transfer of assets both from and to investment property

IAS 40 (investment property) requires the transfers from and to investment property to be evidenced by a change in use. Conditions which are indications of a change in use are judgmental and the treatment can have a significant impact on the financial statements since investment property is recorded at fair value and inventory is recorded at cost.

- For the Ghencea plots of land, Management has assessed the recognition and classification criteria under IAS40 and concluded that the respective plots of land should remain classified as investment property until a decision to change the use will be taken. Currently there are various initiatives undertaken in order to enhance the value of those assets (including project concepts and initiatives to obtain building permits, which are affected by political uncertainties), but as of 31 of December 2025 and up to the approval date of the present financial statements no firm and formal decision had been taken by the Company as to the actual use of those lands; consequently, these assets are classified as investment properties as of 31 of December 2025 (same at 31 December 2025) and continued to be recorded at fair value as at the balance sheet date.
- Aria Verdi – As at 31 December 2024 the plot of land for Aria Verdi project was classified as Investment property. In August 2025 the plot of land was transferred as a contribution in kind to the share capital of the fully owned subsidiary Aria Verdi Development S.R.L. Considering the classification criteria and management's intention to develop a residential project and the fact that for that plot of land was obtained the construction authorization on 1 July 2025 the plot of land for Aria Verdi was classified as Inventories as at 31 December 2025.  
 Given that the operating cycle for the Aria Verdi project is estimated to exceed four years from the date of these financial statements, the land was classified as Pipeline projects.
- For a portion of the Greenfield land consisting in vacant plots of land Management has assessed the recognition and classification criteria under IAS40 and concluded that the respective plots of land should remain classified as investment property until a decision to change the use will be taken. Management has not planned any potential development in the following 3-4 years from the balance sheet date and there are multiple scenarios available. As such, considering that there is still an undetermined use and that the Company continues to hold the respective plots of land for future

appreciation, in line with the provisions of IAS40 they continue to be accounted for at fair value within investment property.

- The Company has concluded lease agreements for certain apartments. Management has assessed the classification criteria under IAS40 and IAS2 and concluded that those apartments should continue to be classified as inventories, given that units are available for sale and the rental activity is carried out in order to optimize cash-flows on the near-term.

Had different judgements been applied in determining a change in use, then the financial statements may have been significantly different because of the differing measurement approach of inventory and investment properties.

### **(iii) Legal issues**

The management of the Group analyses regularly the status of all ongoing litigation and following a consultation with the legal advisors and with the Board of Directors, decides upon the necessity of recognizing provisions related to the amounts involved or their disclosure in the financial statements. Key legal matters are summarized in Note 20.

### **(iv) Cost allocation**

To determine the profit that the Group should recognize on its developments in a specific period, the Group has to allocate site-wide development costs between units sold in the current year and to be sold in future years. Industry practice does vary in the methods used and in making these assessments there is a degree of inherent uncertainty. The future projects to which costs are allocated are only those of which development is certain – i.e. the land is already included in inventory. If there is a change in future development plans from those currently anticipated, then the result would be fluctuations in cost and profit recognition over different project phases.

### **(v) Operating cycle**

The Group's operating cycle is determined based on the nature of its business activities. Management has exercised significant judgement in defining the operating cycle, which impacts the classification of assets as current or non-current.

Judgement: The operating cycle is considered to be the period between the acquisition of assets for processing and their realization in cash or cash equivalents. For the Group, this period is estimated to be 4 years.

Estimation Uncertainty: The determination of the operating cycle involves assumptions about the duration of production processes, inventory turnover rates, and the timing of receivables collection. Changes in these assumptions could significantly affect the classification of assets.

Impact: If the operating cycle were to be reassessed to be longer/shorter than 4 years, certain assets would be reclassified as current/non-current, which could affect liquidity ratios and other financial metrics.

## 6. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

A) Amendments to accounting policies and to information to be disclosed.

- Amendments to IFRS 9 and IFRS 7 *Amendments to the Classification and Measurement of Financial Instruments: Settlement of liabilities through electronic payment systems.*

There has been diversity in practice over the timing of the recognition and derecognition of financial assets and financial liabilities, particularly when they are settled using electronic payment system. The amendments to IFRS 9 clarify when a financial asset or a financial liability is recognised and derecognised. Under the amendments, a company generally derecognises its trade payable on the settlement date. Normally this is the date, on which payment is completed.

The amendments also provide an optional exception, which allows the company to derecognise its trade payable earlier than the settlement date, potentially on the date when payment is initiated and cannot be canceled. The exception is available when the company uses an electronic payment system that meets all of the following criteria:

- no practical ability to withdraw, stop or cancel the payment instruction;
- no practical ability to access the cash to be used for settlement as a result of the payment instruction; and
- the settlement risk associated with the electronic payment system is insignificant.

Companies can choose to apply the exception for electronic payments on a system-by-system basis.

### *Classification of financial assets with ESG-linked features*

Under IFRS 9, it was unclear whether the contractual cash flows of some financial assets with ESG-linked features represented SPPI, which is a condition for measurement at amortised cost. This could have resulted in financial assets with ESG-linked features being measured at fair value through profit or loss.

The amendments introduce an additional SPPI test for financial assets with contingent features that are not related directly to a change in basic lending risks or costs – e.g. where the cash flows change depending on whether the borrower meets an ESG target specified in the loan contract.

Under the amendments, certain financial assets including those with ESG-linked features could now meet the SPPI criterion, provided that their cash flows are not significantly different from an identical financial asset without such a feature.

The amendments also include additional disclosures for all financial assets and financial liabilities that have certain contingent features that are:

- not related directly to a change in basic lending risks or costs; and
- are not measured at fair value through profit or loss.

### *Contractually linked instruments (CLIs) and non-recourse features*

The amendments clarify the key characteristics of CLIs and how they differ from financial assets with non-recourse features. The amendments also include factors that a company needs to consider when assessing the cash flows underlying a financial asset with non-recourse features (the ‘look through’ test).

### *Disclosures on investments in equity instruments*

The amendments require additional disclosures for investments in equity instruments that are measured at fair value with gains or losses presented in other comprehensive income (FVOCI).

Management has assessed that the amendments will have no material impact on the financial statements of the Group.

- Amendments to IFRS 9 and IFRS 7 *Contracts Referencing Nature-dependent Electricity*

The amendments enable nature-dependent electricity contracts, which are sometimes referred to as renewable power purchase agreements (PPAs), to be better reflected in the financial statements. The amendments:

- Clarify the application of the own use exemption to these contracts.
- Amend the hedge accounting requirements to allow contracts for electricity from nature-dependent renewable energy sources to be used as a hedging instrument if certain conditions are met.

Introduce additional disclosure requirements to enable investors to understand the impact of these contracts on a company's financial performance and future cash flow. Currently the Group does not use any renewable power source but it plans to do it in the future, therefore it plans to assess the impact of the amendments on the financial statements and apply the new standard, if the case, starting from 1 January 2026.

- Annual Improvements to IFRS Standards – Volume 11

In this volume of improvements, the IASB makes minor amendments to IFRS 9 Financial Instruments and to a further four accounting standards. The amendments to IFRS 9 address:

- a conflict between IFRS 9 and IFRS 15 Revenue from Contracts with Customers over the initial measurement of trade receivables; and
- how a lessee accounts for the derecognition of a lease liability under paragraph 23 of IFRS 9.

The amendments to IFRS 9 require companies to initially measure a trade receivable without a significant financing component at the amount determined by applying IFRS 15. They also clarify that when lease liabilities are derecognised under IFRS 9, the difference between the carrying amount and the consideration paid is recognised in profit or loss. Management has assessed that the amendments will have no material impact on the financial statements of the Group.

B) The standards/amendments that are not yet effective, but they have been endorsed by the European Union

- IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 replaces IAS 1 Presentation of Financial Statements. The major changes in the requirements are summarized below.

A more structured statement of profit or loss

IFRS 18 introduces newly defined 'operating profit' and 'profit or loss before financing and income tax' subtotals and a requirement for all income and expenses to be allocated between three new distinct categories based on a company's main business activities: operating, investing and financing.

Under IFRS 18, companies are no longer permitted to disclose operating expenses only in the notes. A company presents operating expenses in a way that provides the 'most useful structured summary' of its expenses by either:

- nature;
- function; or
- using a mixed presentation.

If any operating expenses are presented by function, then new disclosures apply.

MPMs – Disclosed and subject to audit

IFRS 18 also requires some 'non-GAAP' measures to be reported in the financial statements. It introduces a narrow definition for Management Performance Measures ("MPMs"), requiring them to be:

- a subtotal of income and expenses;
- used in public communications outside the financial statements; and
- reflective of management's view of financial performance.

For each MPM presented, companies need to explain in a single note to the financial statements why the measure provides useful information, how it is calculated and reconcile it to an amount determined under IFRS Accounting Standards.

#### Greater disaggregation of information

The new standard includes enhanced guidance on how companies group information in the financial statements. This includes guidance on whether information is included in the primary financial statements or is further disaggregated in the notes.

Companies are discouraged from labelling items as 'other' and are required to disclose more information if they continue to do so.

#### Other changes applicable to the primary financial statements

IFRS 18 sets operating profit as a starting point for the indirect method of presenting cash flows from operating activities and eliminates the option for classifying interest and dividend cash flows as operating activities in the cash flow statement (this differs for companies with specified main business activities). It also requires goodwill to be presented as a new line item on the face of the balance sheet.

#### Transition

In its annual financial statements prepared for the period in which the new standard is first applied, an entity shall disclose, for the comparative period immediately preceding that period, a reconciliation for each line item in the statement of profit or loss between:

- the restated amounts presented applying IFRS 18; and
- the amounts previously presented applying IAS 1.

The Group plans to apply the new standard from 1 January 2027.

- IFRS 19 Subsidiaries without Public Accountability Disclosures

IFRS 19 allows eligible subsidiaries to apply IFRS Accounting Standards with the reduced disclosure requirements of IFRS 19.

A subsidiary may choose to apply the new standard in its consolidated, separate or individual financial statements provided that, at the reporting date:

- it does not have public accountability;
- its parent produces consolidated financial statements under

IFRS Accounting Standards.

A subsidiary applying IFRS 19 is required to clearly state in its explicit and unreserved statement of compliance with IFRS Accounting Standards that IFRS 19 has been adopted.

Management has assessed that the amendments will have no material impact on the financial statements of the Group.

## 7. PROPERTY, PLAND AND EQUIPMENT

### Reconciliation of carrying amount

	Land and buildings	Machinery, equipment and vehicles	Fixtures and fittings	Assets under construction	Total
<b>Cost / valuation</b>					
<b>Balance as at 1 of January 2025</b>	<b>87,589</b>	<b>14,897</b>	<b>3,627</b>	<b>2,908</b>	<b>109,021</b>
Additions	-	827	223	875	1,925
Transfers	(3,279)	5,554	-	(3,661)	(1,386)
Disposals	(1,400)	(38)	222	-	(1,660)
<b>Balance as at 31 December 2025</b>	<b>82,910</b>	<b>21,240</b>	<b>3,628</b>	<b>122</b>	<b>107,900</b>
<b>Accumulated depreciation and impairment losses</b>					
<b>Balance as at 1 of January 2025</b>	<b>8,622</b>	<b>4,458</b>	<b>1,766</b>	-	<b>14,846</b>
Charge for the period	1,750	2,530	453	-	4,733
Transfers	(1,345)	909	-	-	(436)
Accumulated depreciation of disposals	(1,424)	-	-	-	(1,424)
<b>Balance as at 31 December 2025</b>	<b>7,603</b>	<b>7,897</b>	<b>2,219</b>	-	<b>17,719</b>
<b>Carrying amounts</b>					
<b>As at 1 January 2025</b>	<b>78,967</b>	<b>10,439</b>	<b>1,861</b>	<b>2,908</b>	<b>94,175</b>
<b>As at 31 December 2025</b>	<b>75,307</b>	<b>13,343</b>	<b>1,409</b>	<b>122</b>	<b>90,181</b>

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	Land and buildings	Machinery, equipment and vehicles	Fixtures and fittings	Assets under construction	Total
<b>Cost / valuation</b>					
<b>Balance as at 1 of January 2024</b>	<b>88,407</b>	<b>4,934</b>	<b>3,121</b>	<b>3,296</b>	<b>99,758</b>
Additions	-	945	506	-	1,451
Transfers	1,270	9,225	-	(388)	10,107
Disposals	(2,088)	(207)	-	-	(2,295)
<b>Balance as at 31 of December 2024</b>	<b>87,589</b>	<b>14,897</b>	<b>3,627</b>	<b>2,908</b>	<b>109,021</b>
<b>Accumulated depreciation and impairment losses</b>					
<b>Balance as at 1 of January 2024</b>	<b>8,528</b>	<b>3,781</b>	<b>1,328</b>	<b>-</b>	<b>13,637</b>
Charge for the period	1,358	1,282	438	-	3,078
Transfers	723	(495)	-	-	228
Accumulated depreciation of disposals	(1,987)	(110)	-	-	(2,097)
<b>Balance as at 31 of December 2024</b>	<b>8,622</b>	<b>4,458</b>	<b>1,766</b>	<b>-</b>	<b>14,846</b>
<b>Carrying amounts</b>					
<b>As at 1 January 2024</b>	<b>79,879</b>	<b>1,153</b>	<b>1,793</b>	<b>3,296</b>	<b>86,121</b>
<b>As at 31 December 2024</b>	<b>78,967</b>	<b>10,439</b>	<b>1,861</b>	<b>2,908</b>	<b>94,175</b>

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### Land and buildings:

Transfer within inventories represents a plot of infrastructure land within an previous residential project of the Group in total value of RON 1,622 thousand and within investment properties, three leased apartments owned by Spazioo, with a total value of RON 1,617 thousand.

The depreciation method used was the straight-line method.

The main disposals of land and buildings relate to the sale of several land plots in Voluntari and Băneasa, with a value of RON 1,400 thousand.

### Machines, equipment and means of transport:

The main transfer relates to the commissioning of the Photovoltaic Park and its three CEF units (Office, Parking and SPA), amounting to RON 3,640 thousand.

Transfers of RON 821 thousand represent cars for which the leasing contract was closed during 2025 and therefore the items were transferred from right of use assets to PPE.

### Pledged assets:

As at 31 December 2025 PPE in total of RON 22.048 thousand were pledged as securities for bank loans, representing land and buildings (31 December 2024: RON 70,914 thousand). The significant decrease is due to the fact that in February 2025, Impact Developer and Contractor SA repaid the OTP Bank loan and released all the corresponding pledged assets. For more details on the bank loan, please see Note 15 Loans and borrowings.

## 8. INVESTMENT PROPERTY

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
<b>Balance at 1 of January</b>	<b>704,167</b>	<b>679,046</b>
Additions	7,206	1,793
Transfers from PPE/Inventories	1,344	(3,552)
Transfers to PPE/Inventories	(216,948)	-
Value adjustments	-	319
Disposals	-	(1,041)
Changes in fair value during the year	62,880	27,602
Balance at 31 of December	<b>558,649</b>	<b>704,167</b>

Investment property comprises primarily land plots held with the purpose of capital appreciation or land with undetermined future use.

Additions are mainly referring to architectural services performed for investment property under development.

In addition, a land plot with a total value of RON 206,532 thousand, located on Barbu Văcărescu Boulevard, was transferred from investment property to inventories. As at 31 December 2024 the plot of land for Aria Verdi project was classified as Investment property. In August 2025 the plot of land was transferred as a contribution in kind to the share capital of the fully owned subsidiary Aria Verdi Development S.R.L. Considering the classification criteria and management's intention to develop a residential project and the fact that the Company obtained the construction authorization on 1 July 2025 the plot of land for Aria Verdi was classified as Inventories as at 31 December 2025. Given that the operating cycle for the Aria Verdi

project is estimated to exceed four years from the date of these financial statements, the land was classified as Pipeline projects. Together with the transfer of the land, the architectural design project for the development, as well as the investments made for the project's development, were also transferred, with a total value of RON 10,416 thousand.

Overall, the fair value of land presented as investment property, as well as buildings increased at the end of 2025, by RON 62,880 thousand, following the revaluation carried out by the external evaluator, Colliers Valuation and Advisory S.R.L.

Below you can find a breakdown of total properties included within investment property:

	31-Dec-25		31-Dec-24	
	SQM	RON thousand	SQM	RON thousand
Greenfield Baneasa land (Bucharest)	194,159	292,057	193,311	266,210
Barbu Vacarescu land (Bucharest)	-	-	25,424	191,607
Bldv. Ghencea – Timișoara land (Bucharest)	258,895	197,996	258,895	180,442
Other (Neptun, Oradea)	62,022	11,683	62,022	11,190
Greenfield Plaza commercial property (land included)	11,111	56,913	11,111	54,718
<b>Total</b>	<b>526,187</b>	<b>558,649</b>	<b>550,763</b>	<b>704,167</b>

For the year 2025, the Group obtained rental income from investment property (Greenfield Plaza) in total value of RON 3,190 thousand. The operating expenses arising from the investment property that generated rental income are recovered through service charge from the tenants. No operating expenses were recorded for investment property that did not generate rental income.

Considering the classification criteria under IAS40 and as detailed in Note 5 – Critical accounting judgements (transfer of assets both from and to investment property), the Group concluded that as at 31 of December 2025 there is sufficient evidence that the future use of the land is uncertain and thus the land should be classified as investment property and not as inventory, in accordance with IAS 40 provision regarding “land held for a currently undetermined future use”.

Details on the legal matters related to land are presented in Note 25.

### **Valuation processes**

The Group's investment properties were valued at 31 December 2025 and 31 December 2024 by independent professionals Colliers Valuation and Advisory SRL, external, independent evaluators, authorized by ANEVAR, having experience regarding the location and nature of the properties evaluated.

For all investment properties, their current use equates to the highest and best use. Below there is description of the valuation technique used in determination of the fair value of investment property.

### **Fair value hierarchy**

Based on the input data used in the valuation technique, the fair value of real estate investments was classified at level 3 of the fair value hierarchy as at 31 of December 2025 and 31 of December 2024. The valuation is considered appropriate given the adjustments applied to the data observed for comparable land and building valuations. These adjustments are based on location and condition and are not directly observable. There were no transfers from levels 1 and 2 to level 3 during the year.

### Valuation techniques

Fair values for the plots of land are determined by applying the comparison method. The evaluation model is based on a price per square meter of land, obtained from observable data of existing price offers on the market.

The table below presents a summary of the most significant assets and key assumptions used:

Asset	Main parameters as at 31 of December 2025	Main parameters as at 31 of December 2024
Greenfield Baneasa land	<ul style="list-style-type: none"> <li>Price offers per square meter for the land plots used as comparables: EUR 252–306/sqm.</li> <li>Observable adjustments to the asking prices to reflect transaction prices, location and condition: from -42% discount to +105% premium.</li> </ul>	<ul style="list-style-type: none"> <li>Price offer per square meter for land used as comparable: from 149 EUR / sqm to 500 EUR / sqm</li> <li>Observable offer price adjustments to reflect transaction prices, location, and condition: from -59% discount to +90% Premium</li> </ul>
Blvd. Ghencea land	<ul style="list-style-type: none"> <li>Price offers per square meter for the land plots used as comparables: EUR 175–340/sqm.</li> <li>Observable adjustments to the asking prices to reflect transaction prices, location and condition: discounts of up to -58%.</li> </ul>	<ul style="list-style-type: none"> <li>Price offer per square meter for land used as comparable: from 170 EUR/sqm to 254 EUR/sqm</li> <li>Observable offer price adjustments to reflect transaction prices, location, and condition: discount of -82% to value</li> </ul>

The Greenfield Plaza property has been revalued by Colliers, using the Discounted Cash Flow method. The main assumptions used are disclosed below:

	31-Dec-25	31-Dec-24
Discount rate	9.25%	9.25%
Vacancy rate	between 2% and 10%	between 2% and 10%
Rent (EUR/sqm for commercial space)	between 9 and 46 EUR/sqm/month	between 9 and 46 EUR/sqm/month
Yield	7.50%	7.50%

The carrying value as at 31 of December 2025 of the investment property (land and buildings) pledged is RON 346,049 thousands (31 December 2024: RON 326,856 thousand).

The investment property land held by the Group is located in Bucharest, Constanta and Oradea. The SQM prices differ depending on location, and size of the land.

## 9. PIPELINE PROJECTS

The Company operates in an industry where finished products take extended time to complete, therefore the management has assessed the normal operating cycle of its activity to be at 4 years. As such all of its inventory which is to be translated into revenue within less than 4 years from the reporting date, is considered short term inventory, whereas the remaining is classified as pipeline projects.

	<b>31-Dec -25</b>	<b>31-Dec-24</b>
Aria Verdi	217,290	-
Greenfield Baneasa	36,363	31,294
Boreal Plus Constanta	4,147	-
Greenfield Copou Iasi	47,217	47,221
	<b>305,017</b>	<b>78,515</b>

## 10. INVENTORIES

	<b>31-Dec -25</b>	<b>31-Dec-24</b>
Finished properties and other goods for sale	183,331	283,046
Work in progress residential developments:		
Land for development	32,485	35,381
Development and construction costs	101,757	89,897
	<b>317,573</b>	<b>408,324</b>

Inventories are represented by:

	<b>31-Dec -25</b>	<b>31-Dec-24</b>
Greenfield residential project	258,091	310,845
Luxuria residential project	10,219	37,140
Constanta land and project	38,829	53,517
Others inventory	10,434	6,822
	<b>317,573</b>	<b>408,324</b>

Management estimates of inventories to be realized within less than 12 months, as well more than 12 months from the reporting date (31 December 2025) is disclosed below:

	<b>To be realized within 12 months</b>	<b>To be realized within more than 12 months</b>
Greenfield residential project	81,242	176,849
Luxuria residential project	10,219	-
Constanta land and project	28,596	10,233
Others inventory	6,260	4,174
	<b>126,317</b>	<b>191,256</b>

Out of the total of RON 258,229 thousand in Greenfield Baneasa, a total of RON 81,830 is to be realized within 12 months, based on management estimates of the residential units to be sold. Luxuria project is to be realized fully within 12 months, as the management has the intention to sale all the 4 residential units in inventory and corresponding parking spaces during 2026. As regards to Constanta project, RON 28,596 thousand represents the value of inventory estimated to be realized within the next 12 months.

Lands with a carrying amount of RON 32,485 thousand as of 31 of December 2025 (31 of December 2024: RON 35,381 thousand) consist mainly of land owned by the Group for the development of new residential properties and infrastructure, in Bucharest, Constanta or Iasi. The land value has decreased by 8%, due to a transfer of infrastructure costs from property plant and equipment to inventories. Development and construction costs have increased by 13%, due to the progress made by the Group in the development Greenfield Baneasa project.

Completed real estate with an accounting value of RON 183,331 thousand on 31 December 2025 (31 December 2024: RON 283,046 thousand) refers entirely to apartments held for sale by the Group.

Cost of residential units recognized during 2025 is RON 116,542 thousand (2024: RON 147,670 thousand).

The book value as of 31 December 2025 of the pledged finished goods is RON 33,233 thousand (31 December 2024: RON 365,636 thousand) (see Note 10). The significant decrease is due to the fact that in February 2025, Impact Developer and Contractor SA repaid the OTP Bank loan and released all the corresponding pledged assets. For more details on the bank loan, please see *Note 15 Loans and borrowings*.

According to the provision of IAS23 – Borrowing costs, the costs related to general loans were capitalized in the value of eligible assets using a weighted average rate. No project was eligible for capitalization of borrowing costs in 2025 or in 2024.

Further details on the company's loans are set out in *Note 15*.

## 11. TRADE RECEIVABLES AND OTHER RECEIVABLES

	<b>Short term</b>	
	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Trade receivables	11,995	24,904
Other receivables	10,126	18,821
Receivables from authorities	3,313	517
	<b>25,434</b>	<b>44,242</b>
<b>Prepayments and other current assets</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Prepaid expenses	3,175	4,178
Local taxes	1	(435)
Financing commissions	773	1,047
Advance payments to services suppliers	281	139
	<b>4,230</b>	<b>4,929</b>

The “Other receivables” line item includes a receivable arising from the allocation of 2025 profit by Clearline Development and Management SRL, based on the interim balance sheet as at 30 June 2025, for the purpose of covering accumulated losses from prior years, in amount of RON 6,683 thousand. The receivable will be offset with accumulated losses following the approval of the annual financial statements as of 31 December 2025.

Prepayments include advance payments to IT software suppliers, taxes on land and buildings.

Financing commissions relate to costs incurred directly attributable to obtaining bank loans and bonds. These fees are recognized in profit or loss on a systematic basis over the term of the related borrowing.

An allowance has been made for expected credit losses from trade receivables of RON 6,484 thousand (31 December 2024: 6,009 thousand RON).

**Reconciliation of the provision for expected credit losses:**

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Balance as at 1st of January	6,009	4,078
Net change in allowance for receivables	475	1,931
<b>Balance as at 31 of December</b>	<b><u>6,484</u></b>	<b><u>6,009</u></b>

As at 31 of December 2025, the Company did not have any pledged receivables, except for the rental income which is pledged in favour of First Bank. The average monthly value of the rent receivable is RON 356 thousand.

Information about the group's exposure to credit and market risks, and impairment losses for trade receivables is included in Note 23.

**12. CASH AND CASH EQUIVALENTS**

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Current accounts	40,375	71,952
Petty cash	18	14
Cash advances	9	8
	<b><u>40,402</u></b>	<b><u>71,974</u></b>

Current accounts are held with Romanian commercial banks. Out of the total balance of cash, RON 9 thousand (31 December 2024: 9 thousand RON) is restricted cash. The restricted cash is subject to commercial or legal restrictions (cash collateral for letters of guarantee, cash collateral for the payment of uncollected dividends, etc.).

The cash balance decreased by 31,572 thousand lei, or 44% as at 31 December 2025, compared with 31 December 2024. This is due mainly to the full reimbursement of the OTP Bank loan (a balance as at 31 December 2024 of RON 86,560 thousand), First Bank loan (a balance as at 31 December 2024 of RON 26,435 thousand) as well as due to the reimbursement of RON 13,200 thousand of the Vista Bank facility.

**13. SHARE CAPITAL**

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Paid share capital	591,235	591,235
Adjustments of the share capital (hyperinflation)	7,464	7,464
<b>Balance as at 31 of December</b>	<b><u>598,699</u></b>	<b><u>598,699</u></b>
Number of shares in issue at period end	<b><u>118,247,071</u></b>	<b><u>2,364,941,410</u></b>

By Resolution no. 2 of the Extraordinary General Meeting of Shareholders dated 29 April 2025, the consolidation of the nominal value of one share issued by the Company was approved, from a nominal value of RON 0.25/share to a nominal value of RON 5.00/share, by increasing the nominal value of the shares concurrently with a reduction in the total number of shares (twenty (20) shares with a nominal

value of RON 0.25/share will represent one (1) share with a nominal value of RON 5.00/share) (the “Nominal Value Consolidation”). As a result of the Nominal Value Consolidation, the total number of shares in the Company’s share capital is equal to the number of shares issued prior to the Nominal Value Consolidation divided by 20, representing the ratio between the consolidated nominal value (RON 5.00/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.25/share).

The shareholding structure at the end of each reported period was as follows:

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
	%	%
Gheorghe Iaciu	58.52%	58.03%
Swiss Capital SA	10.10%	10.07%
Legal entities	11.23%	11.29%
Individuals	20.15%	20.61%
	<b>100.00%</b>	<b>100.00%</b>

All shares are ordinary and have equal ranking related to the Group’s residual assets. The nominal value of one share is 5 RON. The holders of ordinary shares have the right to receive dividends, as these are declared at certain moments in time, and have the right to one vote per 1 share during the meetings of the Group.

The Other reserves constituted for the Group are detailed below:

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Legal Reserves	55,593	52,007
Statutory reserves	-	(4,871)
Other reserves	78	78
<b>Balance as at 31 December</b>	<b>55,671</b>	<b>47,214</b>

The legal reserve is set in accordance with the provisions of the Romanian Company Law, which requires that at least 5% of the annual accounting profit before tax is transferred to “legal reserve” until the balance of this reserve reaches 20% of the share capital of the Company. As of 31 December 2025, the legal reserve is in amount of RON 55,593 (31 December 2024: RON 52,007).

### Dividends

No dividends were granted to the shareholders of the Group during 2025, nor in 2024. However, dividends in total amount of RON 2,425 thousand were granted to non-controlling interest shareholders of RCTI Company, of which RON 2,252 thousand were already paid in 2025. Also, RCTI Company granted and paid dividends in the amount of RON 2,656 thousand to its non-controlling interest shareholders in 2024.

### Capital management.

For the Group’s capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group’s capital management is to maximize the shareholder value. The Group manages its capital structure and adjusts in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a debt to assets ratio, which is loans and borrowings less cash and cash equivalents, divided to total assets. The Group’s policy is to keep the debt to assets ratio to less than 40%.

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To achieve this overall objective, the Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. In case of breaches in meeting the financial covenants, the banks allow for remedy periods. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies, or processes for managing capital as at 31 of December 2025 and as at 31 of December 2024. Debt to assets ratio as of 31 of December 2025 and 31 December 2024 are disclosed below:

<b>Debt to assets ratio</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Loans and borrowings	175,821	317,119
Less: cash and cash equivalents	(40,402)	(71,974)
<b>Net debt</b>	<b>135,419</b>	<b>245,145</b>
Total assets	1,346,375	1,412,452
<b>Net debt to assets</b>	<b>10%</b>	<b>17%</b>

#### 14. OWN SHARES

<b>Value – RON thousand</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
<b>Balance as at 1 of January</b>	-	<b>268</b>
Purchase of own shares	796	-
Own shares cancelled during the year	-	(268)
Share-based payments	(363)	-
<b>Balance as at 31 of December</b>	<b>433</b>	-

	<b>31-Dec-25 (no. of shares)</b>	<b>31-Dec-24 (no. of shares)</b>
<b>Balance as at 1 of January</b>	-	<b>738,541</b>
Purchase of own shares	175,000	-
Own shares cancelled during the year	-	738,541
Share-based payments	(76,500)	-
<b>Balance as at 31 of December</b>	<b>98,500</b>	-

The reserve of own shares represents the cost of shares of the Parent Company purchased on the market, to satisfy the options and conditional quotas granted under the Group's share-based payment schemes. As at 31 of December 2025, the Group has own shares in amount of RON 433 thousand (December 2024: no own shares).

The Group may grant shares to employees and members of the Board of Directors according to the decision to implement the "Stock Option Plan" program (the "Plan"), with the objective of granting option rights for the acquisition of shares free of charge by employees and members of the Company's management, respectively the members of the Board of Directors and the directors of the Company, in order to maintain and motivate them as well as to reward them for the activity carried out within the Company.

The total number of shares that may be granted to Eligible Persons under this Plan is a maximum of 3,060,000 registered shares ("Reserved Shares").

During 2025, 76,500 free shares were granted to employees who satisfied the plan's eligibility criteria.

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## 15. LOANS AND BORROWINGS

This note shows information related to the contractual terms of the interest-bearing loans and borrowings of the Group, valued at amortized cost.

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
<b>Non-current liabilities</b>		
Secured bank loans	90,779	93,695
Issued bonds	15,296	87,178
Leasing	72	285
<b>Total non-current liabilities</b>	<b><u>106,147</u></b>	<b><u>181,158</u></b>
<b>Current liabilities</b>		
Short-term borrowings	35,392	135,512
Issued bonds	34,062	-
Leasing	220	449
<b>Total current liabilities</b>	<b><u>69,674</u></b>	<b><u>135,961</u></b>

Terms and repayment schedules of loans and borrowings are as follows:

Lender	Currency	Maturity	Amount of the facility, in original currency	Balance at 31-Dec -25 (thous. RON)	Balance at 31-Dec-24 (thous. RON)
<b>Bonds</b>					
Private placement bonds	EUR	24-Dec-26	6,581	33,556	32,737
Credit Value Investments	EUR	02-Oct-27	8,000	-	39,793
Private placement bonds	EUR	12-Feb-27	3,000	15,296	14,648
<b>Total bonds</b>				<b>48,852</b>	<b>87,178</b>
<b>Loans</b>					
				24,882	
Libra Internet Bank	EUR	05-Nov-27	7,000	-	-
OTP Bank	EUR	31-Mar-25	21,161	-	54,281
OTP Bank	EUR	31-Mar-25	13,279	52,874	32,279
Alpha Bank	EUR	08-Jun-29	20,000	-	66,321
First Bank	EUR	29-Mar-29	3,500	-	13,234
First Bank	EUR	19-Arp-27	4,000	-	13,200
Garanti BBVA	RON	31-Dec-26	17,395	43,847	6,627
Garanti BBVA	EUR	31-Dec-27	6,910	-	25,569
Vista	RON	31-Jul-26	19,500	4,000	17,200
<b>Total bank loans</b>				<b>125,603</b>	<b>228,711</b>
Leasing	EUR			292	734
<b>Total leasing</b>				<b>292</b>	<b>734</b>
<b>Interest</b>				<b>1,074</b>	<b>496</b>
<b>Total</b>				<b>175,821</b>	<b>317,119</b>

	<b>Bonds</b>	<b>Loans</b>	<b>Leasing</b>	<b>Total</b>
<b>Balance as at 1 January 2025</b>	<b>87,674</b>	<b>228,711</b>	<b>734</b>	<b>317,119</b>
Drawings	-	106,036	-	106,036
Repayments	(41,154)	(213,054)	(442)	(254,650)
Interest paid	(7,386)	(7,625)	-	(15,011)
Interest charge	7,648	8,928	-	16,576
Withholding tax expense	(270)	-	-	(270)
Foreign exchange differences	2,846	3,175	-	6,021
<b>Balance as at 31 December 2025</b>	<b>49,358</b>	<b>126,171</b>	<b>292</b>	<b>175,821</b>

	Bonds	Loans	Leasing	Total
<b>Balance as at 1 January 2024</b>	<b>72,209</b>	<b>339,070</b>	<b>2,355</b>	<b>413,634</b>
Drawings	14,910	87,634	-	102,544
Repayments	-	(197,938)	(1,628)	(199,566)
Interest paid	(8,300)	(22,225)	(27)	(30,552)
Interest charge	8,196	22,225	27	30,448
Withholding tax expense	552	-	-	552
Foreign exchange differences	107	(55)	7	59
<b>Balance as at 31 December 2024</b>	<b>87,674</b>	<b>228,711</b>	<b>734</b>	<b>317,119</b>

In December 2020, the Parent Company carried out a new issue of Private Placement bonds in the amount of EUR 6,580 thousand with a fixed interest rate of 6.4% p.a., payable semi-annually. The bonds were issued by the Parent Company on 24 December 2020, they have a maturity of 6 years and were listed in May 2021 on the regulated market of BVB.

In June 2022, IMPACT SA contracted a loan denominated in EUR from Alpha Bank for the general financing of projects (working capital). The approved value of the loan is EUR 20,000 thousand, with maturity in 7 years from the granting.

In September 2022, IMPACT SA contracted 4 loans denominated in EUR from OTP Bank to finance phases F1-F3 of the UTR3 project in Greenfield Băneasa. The cumulative value of the credits is EUR 40,440 thousand, of which two in a total amount of EUR 34,440 thousand are intended to finance the project, with a maturity of 3 years from the granting, and two in a total amount of EUR 6,000 thousand to cover VAT payments, with maturity of 2 years from granting. The loan has been fully reimbursed in February 2025.

In May 2023, the IMPACT SA contracted a loan denominated in EUR from First Bank for the refinancing of the Community centre Greenfield Plaza. The value of the credit is EUR 3,500 thousand, with a maturity of 70 months from the granting.

In October 2023 IMPACT SA offered for subscription 80 Series IMP27 bearer bonds (the "Bonds"), each with a nominal value of EUR 100,000.00 (one hundred thousand euros) and an aggregate nominal value of EUR 8,000,000.00 (eight million euros). The Bonds were allotted to institutional investors – consortium of several investment funds, of which assets are managed by CVI Dom Maklerski sp. z o.o. The Polish company under business name CVI Trust sp. z o.o., with its registered seat in Warsaw, Poland, is acting as a security administrator. The coupon value is variable and the interest is 1 month EURIBOR+ 8.75%. The maturity date is 2 October 2027. The bonds were fully redeemed on 6 October 2025, as follows:

- on 3 October 2025, IMPACT DEVELOPER & CONTRACTOR S.A. repaid at maturity an amount of EUR 2 million;
- on 6 October 2025, IMPACT DEVELOPER & CONTRACTOR S.A. made an early redemption of EUR 6 million, so that the outstanding balance was fully repaid 24 months before the maturity date.

In November 2023 IMPACT SA contracted a loan denominated in RON from Garanti Bank for the general financing of projects (working capital). The value of the loan is RON 17,395 thousand, with a maturity of 3 years from the granting. Credit facility drawings started in December 2023.

In February 2024, the following liabilities were contracted by the Group:

- IMPACT DEVELOPER & CONTRACTOR SA contracted a loan denominated in RON from First Bank for the general financing of projects (working capital). The value of the loan is EUR 4 million, with a maturity of 3 years from the granting. Credit facility drawings started in April 2024.

- IMPACT DEVELOPER & CONTRACTOR SA launched a public offering for the subscription of 30,000 bonds, at a nominal value of 100 EUR/ bond. The offering period was from 12 of February to 23 of February 2024. The offer was brokered by SSIF Tradeville SA. The issued bonds were registered, dematerialized, unconditional, non-guaranteed and nonconvertible bonds, having a nominal value of up to 3,000,000 EUR. The offering was fully subscribed, IMPACT being able to raise 3,000,000 EUR in bonds, with a fixed interest rate of 9%, payable on a half-yearly basis. The bonds are traded on the regulated market administered by BVB.
- RCTI Company obtained a loan facility in total amount of RON 19,500, thousand from Vista Bank. The loan is to be used for working capital financing and for issuing of bank guarantee letters. The maturity period is 18 months from the signing date.

In June 2024 IMPACT SA contracted a loan denominated in EUR from Garanti Bank for the general financing of projects (working capital). The value of the loan is EUR 6.9 million, with a maturity of 3 years from the granting. Credit facility drawings started in July 2024.

In December 2024 IMPACT SA contracted a loan denominated in EUR from Libra Bank for the general financing of projects (working capital). The value of the loan is EUR 7 million, with a maturity of 3 years from the granting. The loan has been fully drawn during February 2025.

On 28 February 2025, IMPACT DEVELOPER & CONTRACTOR S.A. repaid the project loan from OTP Bank contracted for the development of the Greenfield Băneasa Teilor project. As at 31 December 2024, the outstanding balance of the loan was RON 86,560 thousand. The loan was repaid in full one month prior to its maturity date.

On 7 May 2025, IMPACT DEVELOPER & CONTRACTOR S.A. repaid the loan from Garanti Bank, a RON-denominated facility granted to finance current operations. As at 31 December 2024, the outstanding balance of the loan was RON 6,627 thousand. The loan was repaid in full 19 months prior to its maturity date.

On 11 July 2025, IMPACT DEVELOPER & CONTRACTOR S.A. repaid the loan from Garanti Bank, an EUR-denominated facility granted to finance current operations. As at 30 June 2025, the outstanding balance of the loan was RON 5,640 thousand. The loan was repaid in full 29 months prior to its maturity date.

The two EUR-denominated loan facilities obtained from First Bank in 2023 and 2024, respectively, both for the refinancing of the Greenfield Plaza Community Centre and for financing current operations, were fully repaid by 31 July 2025.

In August 2025, IMPACT DEVELOPER & CONTRACTOR S.A. contracted an EUR-denominated loan from Garanti Bank for the refinancing of the Greenfield Plaza Community Centre and for financing current operations. The loan amount is EUR 10 million, with a maturity of 120 months from the contract signing date. Drawdowns commenced in September 2025 and amounted to EUR 8.6 million by 31 December 2025.

The bank loans of the Group are subject to financial covenants, such as Debt Service Coverage Ratio (DSCR), Loan to Value (LTV), Net Debt to Total Assets, Net debt to Equity. In case of breaching the financial covenants, the contracts include remedy period, margin increase or renegotiation of loan terms.

All the financial indicators were met as of 31 December 2025 and as of 31 December 2024.

The market value of the liabilities related to leasing contracts approximates their book value.

No new leasing contracts were signed in 2025. During 2024 Spatzioo closed its leasing contract and sold the respective cars. Furthermore, Impact SA closed all its leasing contracts and sold part of the cars. As at 31 December 2025 the leasing contracts refer to 9 contracts for machinery and cars of RCTI Company.

The interest rate is fixed. Fixed instalments are paid throughout the duration of the contract.

## 16. TRADE AND OTHER PAYABLES

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
<b>Non-current liabilities</b>		
Retentions owed to third party	6,742	5,834
	<b>6,742</b>	<b>5,834</b>
<b>Current liabilities</b>		
Trade payables	16,568	16,907
Tax debts	2,447	5,510
Other payables	76	121
Employees payables	1,656	1,648
Dividends payable	153	326
	<b>20,900</b>	<b>24,512</b>
<b>TOTAL</b>	<b>27,624</b>	<b>30,346</b>
Contract liabilities (Advances from customers)	4,452	14,094
Deferred income	1,477	1,226
<b>TOTAL</b>	<b>5,929</b>	<b>15,320</b>

Information related to the Group's exposure to exchange rate risk and liquidity risk related to trade and other liabilities is included in Note 23.

The contract liabilities balance has decreased by RON 9,642 primarily as a result of accelerated sales in the Greenfield Băneasa Teilor project, driven by the legislative framework maintaining eligibility for the reduced VAT rate. Accordingly, customer advances were reversed and revenue from sales was recognized. Detailed information about Advances from clients are presented in Note 17.

## 17. REVENUES AND OTHER INFORMATION FOR OPERATING SEGMENTS

The Group generates revenue primarily from the sale of residential properties. In addition, to sustain its core business, the Group has expanded to construction, rental and property management services.

The Group has two reportable segments, as described below, which are the Group's strategic business units:

- *Development of residential properties*: the Group is involved in the development and sale of residential properties
- *Construction services*: the Group uses a Group Company for the construction of its properties for sale. In addition, the construction company obtains revenue from services of construction from third parties.

- *Other revenue* includes revenue from rental of investment property or residential properties and revenue, revenue from facility management, wellness and fitness services, and utilities.

Information regarding the results of each reportable segment is set out below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the Group's CEO and CFO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

	Sale of residential properties		Construction services		Total reportable segments	
	2025	2024	2025	2024	2025	2024
Total revenue from segments	176,686	220,114	154,612	76,666	331,298	296,780
Cost of Sale for segments	116,130	147,670	122,369	67,109	238,499	214,779
Profit before tax from segments	128,109	112,819	4,109	4,179	132,218	116,998
Assets for segments	1,583,437	1,404,848	56,287	67,408	1,639,724	1,472,256
Liabilities for segments	361,671	487,345	29,026	39,074	390,697	526,419

#### Reconciliation with financial statements items

	2025	2024
Total revenue from segments	331,298	296,780
Revenue from non-reportable segments	30,636	22,924
Elimination of inter-segment revenue	(30,857)	(11,450)
<b>Total consolidated revenue</b>	<b>331,077</b>	<b>308,254</b>
Profit before tax from segments	132,218	116,997
Profit before tax from non-reportable segments	14,861	10,954
Elimination of inter-segment profits	(51,736)	(58,289)
<b>Consolidated profit before tax</b>	<b>95,343</b>	<b>69,662</b>
Total assets for segments	1,639,724	1,472,256
Assets for non-reportable segments	49,827	61,376
Elimination of inter-segment assets balances	(343,176)	(121,179)
<b>Total consolidated assets balances</b>	<b>1,346,375</b>	<b>1,412,453</b>
Total liabilities for segments	392,348	526,419
Liabilities for non-reportable segments	248	-
Elimination of inter-segment liabilities balances	(92,099)	(79,003)
<b>Total consolidated liabilities balances</b>	<b>300,497</b>	<b>447,416</b>

As at 31 of December 2025 inter-segment asset balances include elimination of investments in subsidiaries in amount of RON 222,703 thousand, while the remaining RON 115,018 thousand represents elimination of receivables against payables and RON 5,456 thousand unrealized profits on inventory. Revenue from non-reportable segments is disclosed within the note below.

As at 31 December 2025, elimination of inter-segment profits include mainly dividends income from subsidiaries in amount of RON 51,330 thousand.

As at 31 December 2025, IMPACT had 18 dwellings pre-sold and reserved with a package value of RON 9,350 thousand. All of those refer to finalized projects. For these pre-sale agreements clients paid deposits in

amount of RON 4,452 thousand which are shown under Contract liabilities in the statement of financial position.

As at 31 of December 2024, IMPACT had 130 dwellings pre-sold and reserved with a package value of RON 77,190 thousand. All of those refer to finalized projects. For these pre-sale agreements clients paid deposits in amount of RON 14,089 thousand which are shown under Contract liabilities in the statement of financial position.

Split of Group revenue:

	<b>12M 2025</b>	<b>12M 2024</b>
Revenue from residential properties	176,686	220,114
Revenue from construction services	148,865	82,338
Rental income	5,526	5,802
	<b>331,077</b>	<b>308,254</b>

Cost of sales is composed of the following:

	<b>12M 2025</b>	<b>12M 2024</b>
Cost of goods sold	116,130	147,670
Services cost	127,715	72,786
Costs related to rental services	3,397	3,339
	<b>247,242</b>	<b>223,795</b>

**Sales per residential project analysis:**

	<b>12M 2025</b>	<b>12M 2024</b>
Greenfield Baneasa	106,809	112,494
Boreal Plus	23,029	36,639
Luxuria Residence	46,200	69,320
Others	648	1,661
	<b>176,686</b>	<b>220,114</b>

During 2025, the Group sold 247 units, out of which 173 dwellings in GREENFIELD Baneasa, 35 dwellings in LUXURIA Residence and 36 dwellings as well as 3 villas in BOREAL Plus (20,057 sqm built saleable area plus related parking spots, storage and court yards). The 247 units generated corresponding revenues of approximately RON 176,686 thousand.

During 2024, the Group sold 329 units, out of which 201 dwellings in GREENFIELD Baneasa, 58 dwellings in LUXURIA Residence, 63 dwellings as well as 4 villas in BOREAL Plus and other commercial spaces (27,634 sqm built saleable area plus related parking spots, storage and court yards). The 329 units sold throughout 2024 generated corresponding revenues of approximately RON 202,115 thousand.

The revenue from construction services represents the income from construction services performed by RCTI Company. During 2025 the revenue from construction services increased by RON 66,527 thousand, or 81% due to an expansion of the Company's activity, which signed new contracts throughout the end of 2025.

During 2024–2026, RCTI has six ongoing contracts with a total value of EUR 64,242 thousand, for projects located in Braşov, Sinaia, Craiova and Bucharest.

Revenue from rental is obtained from renting the commercial spaces within Greenfield Plaza community center as well as from renting the apartments and other commercial spaces. The rented apartments are not held as investment property but held for sale in the ordinary course of business, given that the business model is to make available to clients for sale all of the apartments. Furthermore, the Group recorded revenue from sale of wellness and fitness services within Wellness Club by Greenfield. Additional income is generated from utilities sale, furniture sales and property management performed by the group companies (RON 5,526 thousand in 2025 and RON 5,437 thousand in 2024).

#### 18. EXPENSES BY NATURE (Cost of sales, General and administrative expenses, Marketing expenses, Other operating expenses)

	<b>12M 2025</b>	<b>12M 2024</b>
Changes in inventories of finished goods and work in progress	219,724	201,561
Employee expenses	22,399	16,419
Consultancy	13,371	11,502
Infrastructure costs	13,114	10,583
Raw materials and consumables	12,552	9,021
Taxes	3,786	4,749
Depreciation and amortisation	5,518	4,308
Maintenance	3,487	2,845
Advertising	4,019	2,702
Disposal of assets	1,634	2,013
Rent expense	274	402
Other	4,260	4,177
<b>Total</b>	<b>304,138</b>	<b>270,282</b>

#### 19. GENERAL AND ADMINISTRATIVE EXPENSES

	<b>12M 2025</b>	<b>12M 2024</b>
Consumables	4,133	3,167
Third party expenses	13,261	11,732
Staff costs	19,938	13,662
Amortization	5,518	3,740
	<b>42,850</b>	<b>32,301</b>

## 20. OTHER OPERATING INCOME/EXPENSE

### Other operating income:

	<u>12M 2025</u>	<u>12M 2024</u>
Other operating income	1,019	4,918
Net gain on disposal of PPE	471	1,021
Reversal of impairment of PPE	1,478	30
Compensation for impairment of inventories	7,495	29,455
Impairment of receivables	1,315	-
Impairment of inventories	4,519	1,343
Other compensations (penalty interest)	11,866	-
	<u>28,163</u>	<u>37,112</u>

During 2025, the Group recognised RON 7,495 thousand as compensation for the reduction in the value of inventories, as well as RON 11,866 thousand as penalty interest received following the Court's decision issued in the case relating to the Lomb project, project recorded in the subsidiary Clearline

During 2024 the Group recorded RON 29,455 as compensation of write-down of inventories following the decision issued by the Court during the year on the Lomb project (for more details on the two litigations please see *Note 27 – Contingencies*). Below you can find a breakdown of the amount registered by the Group:

- RON 17,038 thousand registered by Clearline as write back of inventory
- RON 7,219 thousand registered by Impact SA as interest and other compensations
- RON 5,198 thousand registered by Impact SA as compensation for the inventories written down

### Other operating expenses:

	<u>12M 2025</u>	<u>12M 2024</u>
Other operating expenses	103	2,079
Other tax expenses	3,786	4,749
Loss on disposal of PPE	1,634	2,035
Fines and penalties	130	313
Impairment of receivables	3,380	2,308
Impairment allowance for inventory	495	-
Sponsorship	499	-
	<u>10,027</u>	<u>11,484</u>

## 21. FINANCE (EXPENSE)/INCOME

	<u>12M 2025</u>	<u>12M 2024</u>
Interest expense	(16,578)	(30,448)
Foreign exchange loss	(6,104)	(1,689)
Other financial expenses	(2,369)	(2,798)
<b>Total finance expense</b>	<u>(25,051)</u>	<u>(34,935)</u>

Interest income	1,521	475
Foreign exchange gains	891	1,436
<b>Total finance income</b>	<b>2,412</b>	<b>1,911</b>
<b>Finance result, net</b>	<b>(22,639)</b>	<b>(33,024)</b>

Compared with the same period of prior year, during 2025, the interest expense has decreased by RON 13,870 thousand. This is due to the fact that the loan balance has decreased by RON 141,298 thousand as at 31 December 2025 compared with 31 December 2024.

As regards to foreign exchange results, during 2025 the Group has registered net loss from foreign exchange of RON 5,213 thousand due to decrease in value of RON currency against EUR (2024: net foreign exchange loss of RON 253 thousand).

## 22. TAXES

### (a) Taxes recognized in the profit and loss account

	<b>31-Dec-2025</b>	<b>31-Dec-2024</b>
Deferred income tax expense (benefit)	(15,028)	3,258
Income tax expense	33,134	5,805
Current income tax (small enterprises)	31	3
<b>Total tax expense (benefit)</b>	<b>18,137</b>	<b>9,066</b>

The Group has identified an uncertain tax treatment related to timing of taxation of gains arising from the remeasurement of investment properties transferred to inventories. The Group therefore measured the effect of the uncertainty and recognized a current tax provision of RON 25,883 thousand in respect of the potential additional income taxes. The closing balance is presented within current tax liabilities in the statement of financial position.

### (b) Effective tax rate reconciliation

	<b>31-Dec-2025</b>		<b>31-Dec-2024</b>	
<b>Profit before tax</b>		<b>95,343</b>		<b>69,660</b>
Income tax calculated using the entity's local tax rate	(16%)	(15,255)	(16%)	(11,146)
Non-deductible expenses and adjustments	(1%)	(1,197)	(3%)	(1,805)
Tax exempt income	1%	217	8%	5,419
Tax incentives	1%	462	2%	1,247
Current year temporary difference for which no DT was recognized	(3%)	(2,544)	(5%)	(3,653)
Changes in estimates related to prior years	-	-	1%	873
<b>Total profit tax expense</b>	<b>(19%)</b>	<b>(18,137)</b>	<b>(13%)</b>	<b>(9,066)</b>

**(c) Cumulative temporary differences that generate deferred tax**

	31-Dec-25		31-Dec-24	
	Taxable base	Tax amount	Taxable base	Tax amount
Goodwill	(3,543)	(567)	(3,543)	(567)
Investment property	(416,635)	(66,661)	(515,528)	(82,485)
Trade receivables and other receivables	6,484	1,037	5,822	932
	<b>(413,694)</b>	<b>(66,191)</b>	<b>(513,249)</b>	<b>(82,120)</b>
Tax losses that generated deferred tax	6,849	951	12,487	1,998
	<b>(406,845)</b>	<b>(65,095)</b>	<b>(500,762)</b>	<b>(80,122)</b>

**(d) Movements in deferred tax balances**

	Balance as at 31 December 2025					
	Balance at 01.01.2025	Recognized in the current result	Recognized in other elements of comprehensive income	Net	Assets	Liability
<b>2025</b>						
Property, plant and equipment	-	-	-	-	-	-
Godwill	567	-	-	567	-	567
Investment property	82,485	(15,824)	-	92,546	-	92,546
Trade receivables and other receivables	(932)	(105)	-	(1,037)	(1,037)	-
Inventories	-	-	-	-	-	-
The effect of tax losses that generated deferred tax	(1,998)	901	-	(1,096)	(1,096)	-
<b>(Receivables)/ net tax liabilities</b>	<b>80,122</b>	<b>(15,028)</b>	<b>-</b>	<b>65,095</b>	<b>(2,133)</b>	<b>67,228</b>
	Balance at 01.01.2024	Recognized in the current result	Recognized in other elements of comprehensive income	Net	Assets	Liability
<b>2024</b>						
Tangible assets	1,231	(1,231)	-	-	-	-
Godwill	567	-	-	567	-	567
Investment property	79,574	2,911	-	82,485	-	82,485
Trade receivables and other receivables	(652)	(280)	-	(932)	(932)	-
Inventories	-	-	-	-	-	-
The effect of tax losses that generated deferred tax	(3,856)	1,858	-	(1,998)	(1,998)	-
<b>(Receivables)/ net tax liabilities</b>	<b>76,864</b>	<b>3,258</b>	<b>-</b>	<b>80,122</b>	<b>(2,930)</b>	<b>83,052</b>

## 23. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

Financial risk management

The Group is exposed to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk
- currency risk
- financing risk

### Risk management framework

The Group’s policies regarding risk management are defined as ensuring identification and analysis of the risks the Group is dealing with, setting limits and adequate controls, as well as risk monitoring and compliance with the limits set. The policies and system meant to manage risks are regularly reviewed to reflect the changes that have occurred in the market conditions and Group’s operations. The Group, through its standards and procedures for coaching and management, aims to develop an orderly and constructive control environment, where all employees understand his/her role and duties.

#### (a) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises mainly from the Group’s trade receivables and financial assets.

The net carrying value of the financial assets represents the maximum exposure to credit risk. The maximum exposure to credit risk at reporting date was:

	<b>Note</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Trade and other receivables	12	22,121	43,725
Cash and cash equivalents	13	40,402	71,974
		<b>62,523</b>	<b>115,699</b>

Reconciliation of trade receivables disclosed above with balance sheet trade receivables:

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Trade receivables disclosed for credit risk	22,121	43,725
Receivables from tax authorities	3,313	517
<b>Total trade receivables and other receivables</b>	<b>25,434</b>	<b>44,242</b>

The Group is not exposed to any concentration of credit risk.

#### Trade receivables and other receivables

Expected credit loss on trade receivables are measured by applying the simplified model according to IFRS 9. The Group uses a provision matrix by applying segmentation to capture significantly different historical credit loss experience for different customer segments. The provision matrix is based on historical loss experience but is also adjusted to reflect information about current conditions and reasonable and supportable forecasts of future economic conditions. Furthermore, the Company's exposure to credit risk is mainly influenced by the individual characteristics of each customer. However, management also considers the demographic characteristics of the Company's customer base, including the non-payment risk characteristic of the field of activity and that of the country in which the customer operates, given that all these factors influence credit risk.

To monitor the credit risk related to customers, the Group monitors payment delays monthly and takes measures deemed necessary, on a case-by-case basis.

The Group establishes an allowance for impairment which represents its estimates of losses on trade receivables and other receivables (see Note 11).

The maximum credit risk exposure related to trade receivables and other receivables at the reporting date by geographic region was:

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
România	22,121	43,725
	<b>22,121</b>	<b>43,725</b>

### Impairment losses

The debt aging situation at the reporting date was:

	<u>31-Dec-25</u>			<u>31-Dec-24</u>		
	Gross amount	Adjustment for impairment	Net amount	Gross amount	Adjustment for impairment	Net amount
Did not reach the maturity date	16,330	-	16,330	32,668	-	32,668
Remaining between 1-30 days	4,939	-	4,939	6,947	-	6,947
Remaining between 31-90 days	582	-	582	1,102	-	1,102
Remaining between 91-120 days	252	-	252	135	-	135
Remaining between 121-365 days	1,598	(1,598)	-	2,222	(405)	1,817
Arrears of more than one year	4,904	(4,886)	18	2,958	(1,902)	1,056
	<b>28,605</b>	<b>(6,484)</b>	<b>22,121</b>	<b>49,742</b>	<b>(2,307)</b>	<b>43,725</b>

Impairment losses as at 31 December 2025, relate to a number of customers who have indicated that they do not anticipate having the ability to pay the amounts owed primarily due to economic conditions.

The Group believes that amounts for which provisions have not been established and which are overdue by more than 30 days will be collected, based on historical payment behavior and a thorough analysis of the credit rating of the customers in question.

### Cash and cash equivalents.

As at 31 of December 2025, the Group held cash and cash equivalents in the amount of RON 40,402 thousand (31 December 2024: RON 71,974 thousand), representing the maximum exposure to credit risk related to these assets. Cash and cash equivalents are maintained with banks and financial institutions in Romania.

## (b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulties in meeting the obligations associated with financial debts that are settled in cash or through the transfer of another financial asset. The Group's approach to liquidity risk is to ensure, to the extent possible, that it always holds sufficient liquidity to meet liabilities as they fall due, both under normal and stressed conditions, without incur unacceptable losses or jeopardize the Group's reputation.

The following table presents the residual contractual maturities of financial liabilities at the end of the reporting period, including estimated interest payments and excluding the impact of netting agreements:

<b>31-Dec-25</b>	<b>Carrying value</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>Between 1 and 2 years</b>	<b>Between 2 and 5 years</b>	<b>Over 5 years</b>
Loans	174,747	174,747	35,116	32,660	85,238	21,733
Trade debts and other debts	31,124	31,124	24,382	6,742	-	-
	<b>205,871</b>	<b>205,871</b>	<b>59,498</b>	<b>39,402</b>	<b>85,238</b>	<b>21,733</b>
Estimates of future interest	21,263	21,263	6,412	4,659	6,768	3,424
<b>Total</b>	<b>227,134</b>	<b>227,134</b>	<b>65,910</b>	<b>44,061</b>	<b>92,006</b>	<b>25,157</b>

<b>31-Dec-24</b>	<b>Carrying value</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>Between 1 and 2 years</b>	<b>Between 2 and 5 years</b>	<b>Over 5 years</b>
Loans	316,623	316,623	145,412	50,781	120,430	-
Trade debts and other debts	40,156	40,156	34,322	5,834	-	-
	<b>356,779</b>	<b>356,779</b>	<b>179,734</b>	<b>56,615</b>	<b>120,430</b>	<b>-</b>
Estimates of future interest	42,818	42,818	17,412	13,489	11,917	-
<b>Total</b>	<b>399,597</b>	<b>399,597</b>	<b>197,146</b>	<b>70,104</b>	<b>132,347</b>	<b>-</b>

Reconciliation of trade payables disclosed above with balance sheet trade payables:

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Trade payables exposed to liquidity risk	31,124	40,156
Payables to state authorities	2,447	5,510
	<b>33,371</b>	<b>45,666</b>

## (c) Market risk

The Group's activities expose it to the financial risk of changes in currency exchange rates and interest rates. The Group aims to manage its exposure to these risks using a mix of fixed or floating rate loans and foreign currency loans.

## (d) Currency risk

The Group is exposed to currency risk due to sales, purchases and other loans that are denominated in a currency other than the functional currency of the Group's entities (the Romanian leu), primarily the euro.

The summary of quantitative data regarding the Group's exposure to currency risk (euro) reported to the Group's management based on the risk management policy is as follows:

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
<b>Financial assets</b>		
Trade receivables and other receivables	1,249	1,145
Cash and cash equivalents	9,079	14,514
	<b>10,328</b>	<b>15,659</b>
<b>Financial liabilities</b>		
Loans	170,455	292,062
Trade debts and other debts	-	-
	<b>170,455</b>	<b>292,062</b>
<b>Net exposure</b>	<b>(160,127)</b>	<b>(276,403)</b>

The Group has not entered hedging contracts with respect to foreign currency obligations or exposure to interest rate risk.

The main exchange rates used during the year were:

	<b>31 December 2025</b>	<b>Medium for 2025</b>	<b>31 December 2024</b>	<b>Medium for 2024</b>
EUR	5,985	5,0431	4,9741	4,9746

#### Sensitivity analysis

A 10% appreciation / depreciation of the leu against the EUR as at 31 of December 2025 and 31 of December 2024 would have changed profit before tax by the amounts indicated below. This analysis is based on the variations in exchange rates that the Company considers reasonably possible at the end of the reporting period. This analysis assumes that all other variables, especially interest rates, remain constant and ignores any impact of expected sales and purchases.

	<b>31-Dec-25</b>			<b>31-Dec-24</b>		
	<b>Accounting value</b>	<b>Effect of depreciation</b>	<b>Effect of appreciation</b>	<b>Accounting value</b>	<b>Effect of depreciation</b>	<b>Effect of appreciation</b>
Monetary assets and liabilities	(160,127)	(16,013)	16,013	(276,403)	(27,640)	27,640

## Interest rate risk

	31-Dec-25				31-Dec-24			
	Accounting value	Variable rate	Fixed rate	Non-interest bearing	Accounting value	Variable rate	Fixed rate	Non-interest bearing
<b>Financial assets</b>								
Trade receivables and other receivables	25,434	-	-	25,434	44,242	-	-	44,242
Cash and cash equivalents	40,402	-	-	40,402	71,974	-	-	71,974
	<b>65,836</b>	<b>-</b>	<b>-</b>	<b>65,836</b>	<b>116,216</b>	<b>-</b>	<b>-</b>	<b>116,216</b>
<b>Financial liabilities</b>								
Loans	170,455	121,603	48,852	-	292,062	244,677	47,385	-
Trade debts and other debts	31,124	-	-	31,124	40,156	-	-	40,156
	<b>201,579</b>	<b>121,603</b>	<b>48,852</b>	<b>31,124</b>	<b>332,218</b>	<b>244,677</b>	<b>47,385</b>	<b>40,156</b>

At the reporting date, the interest rate risk exposure profile related to interest-bearing financial instruments reported to the Group's management was as follows:

	Accounting value	
	31-Dec-25	31-Dec-24
<b>Fixed rate instruments</b>		
Financial assets	-	-
Financial debts	48,852	47,385
<b>Closing balance fixed rate instruments</b>	<b>(48,852)</b>	<b>(47,385)</b>
<b>Variable rate instruments</b>		
Financial debts	121,603	244,677
<b>Closing balance variable rate instruments</b>	<b>(121,603)</b>	<b>(244,677)</b>
<b>Total balance</b>	<b>(170,455)</b>	<b>(292,062)</b>

The Group does not record financial assets or fixed-rate financial liabilities at fair value through profit and loss and does not use derivatives (interest rate swaps) as hedging instruments within a hedge accounting model at value. Therefore, a change in interest rates at the reporting date would not affect the result.

## Cash flow sensitivity analysis for variable rate instruments

A possible change of 100 basis points at the reporting date would have increased or decreased equity and profit or loss by 1,216 (2024: 2,447). This analysis assumes that all other variables, in particular foreign currency exchange rates, remain unchanged.

31 December 2025	<i>Profit / (Loss)</i>	
	<b>100 bp increase</b>	<b>100 bp decrease</b>
Variable rate instruments	(1,216)	1,216

31 December 2024	<i>Profit / (Loss)</i>	
	<b>100 bp increase</b>	<b>100 bp decrease</b>
Variable rate instruments	(2,447)	2,447

Compared with 2024, the exposure to changes in interest rate in 2025 decreased by RON1,231 thousand. This is due to the decrease of the balance of debt with variable rate instrument by RON 103,108 thousand.

## 24. CAPITAL COMMITMENTS

As at 31 December 2025, the Group had no capital commitments. However, the Group is engaged in contractual commitments through the pre-sale agreements it concludes with its clients for the sale of developed dwellings (please see *Note 17 – Revenues*, for more details on pre-sale agreements).

## 25. CONTINGENCIES

At the date of these consolidated financial statements, the Group is involved in ongoing litigation, both as plaintiff and defendant.

The Group's management regularly analyzes the status of all ongoing litigation and, following a consultation with the Board of Directors and with legal advisors, decides on the need to recognize provisions related to committed amounts and to include them in the financial statements.

Considering the existing information, the Group's management believes that the significant disputes are the following:

### a) Litigation initiated by "EcoCivic Association"

File no. 4122/3/2022 was registered on the roll of the Bucharest Court, Administrative and Fiscal Litigation Section, in which Impact Developer & Contractor S.A. is the Defendant, the Claimants being the Eco Civic Association and three natural persons from outside the Greenfield Baneasa neighborhood.

The object of the file is the suspension and annulment of the administrative act HCGMB 705/18.12.2019 approving the Zonal Urban Plan Aleea Teisani - Drumul Padurea Neagra no. 56-64, the suspension and cancellation of Building Authorizations no. 434/35/P/2020 and no. 435/36/P/2020, cancelling some preliminary approvals, cancelling works. Based on the acts mentioned above, the fourth development phase of Greenfield Baneasa has been developed.

On 14.08.2024, the Court ruled the exceptions (defenses in a civil action) raised by the Company and the defendants in the case.

The Court ruled that the claims filed by EcoCivica Foundation for the suspension and annulment of the Construction Permits were time-barred and were dismissed as time-barred, while the claims filed by the other plaintiffs for the suspension of the Construction Permits were dismissed as lacking object. Environmental Permit 01/16.05.20 remains valid and has full legal effects.

The trial continued, and on 11.04,2025, the court spoke on the merits of the case. After the debates, the court remained in judgment. The pronouncement was successively postponed until 06.08,2025.

On 6 August 2025, following several court hearings, the court dismissed the claim as unfounded and granted the application for ancillary voluntary intervention filed by the Lexcivica Association in support of the Company's position.

Thee judgment is subject to appeal within 15 days of its communication. As of the date of these financial statements, the judgment has not yet been notified.

The management appreciates that the entire approval and authorization process, both of the Zonal Urban Plan and of the building permits whose cancellation is requested, was carried out legally, in compliance with the requirements imposed by the competent authorities through the town planning certificates issued. Also, the building works were executed in accordance with the legal provisions and the conditions established by the building permits, an aspect confirmed by the conclusion of the minutes of reception together with the authorities and entities involved, including the City Hall Sector 1. The buildings were commissioned and have already been introduced into the civil circuit (sold to clients). Consequently, management did not consider it necessary to set up a provision related to this litigation as of 31 December 2025.

**b) Litigation regarding access to Vadul Moldovei street, file 1820/3/2023**

On January 19, 2023, Impact Developer & Contractor S.A. registered an action against the Bucharest City Hall, the District 1 City Hall and the Romsilva National Forestry Authority at the Bucharest Court - Section II Administrative and Fiscal Litigation, requesting the court to oblige these institutions to comply with the obligations assumed by the decisions of the General Council of the Municipality of Bucharest, of the Local Council of Sector 1, as well as those assumed by the act of acceptance of the donation signed with IMPACT since 2018, and to definitively open public access between road "Aleea Privighetorilor" and road "Drumul Padurea Pustnicu".

During the process, some of the Impact Developer & Contractor S.A. requests were resolved administratively, by adopting:

- HCGMB no. 100/02.04,2024, which authorizes the request to the Government regarding the transfer, free of charge, of two sections of forest road (Vadul Moldovei) from the administration of Romsilva into the public domain of the Municipality of Bucharest, for temporary access of 5 years;
- HCGMB no. 130/29.04,2024, which approves the definitive removal from the forest fund of a land of 0,3009 ha, with the destination of a road of local interest, to ensure access, also for a period of 5 years, between Aleea Teisani and Drumul Padurea Pustnicu.

However, certain administrative operations remain to be completed by Bucharest City Hall, Romsilva and the Ministry of the Environment, which is why the process continues.

At the hearing held on 28 October 2025, the court reserved judgment, deferred the issuance of its decision several times until 27 November 2025. On 27 November 2025, the Tribunal rejected as unfounded the objections raised by the defendants regarding the statute of limitations of the right of action and IMPACT's lack of active procedural capacity and dismissed the action.

The Company filed an appeal against Civil Judgment no. 9513/2025 of 27 November 2025, rendered by the Bucharest Tribunal in case file no. 1820/3/2023 (the "Judgment"). Through the appeal, the Company requests that the appeal be allowed, the challenged decision be quashed, the case be remitted for retrial, and the statement of claim be admitted. No hearing date has been set for the appeal.

**c) Litigation regarding the Greenfield Copou land plots, file no. 5350/99/2025**

On 16 October 2025, Greenfield Copou Residence S.R.L. (a company in which Impact holds a 99% interest in the share capital) filed with the Iași Tribunal an action for declaratory relief, registered under case file no. 5350/99/2025, brought against Ms Ghelț Doina-Adriana and Ms Enăchescu Andreea-Silvia.

Through this action, Greenfield Copou Residence S.R.L. requests the court to confirm its ownership title over the land plots held in Iași Municipality, Copou area, with a total surface of 50,263 sq.m.

In management’s view the ownership titles relating to the Greenfield Copou land plots are valid and lawful, and the declaratory action is of a purely declaratory nature, intended to remove any legal uncertainty generated by the abusive notices submitted by the defendants, as well as by the ongoing disputes between them and the parties from whom Greenfield Copou Residence S.R.L. acquired the land plots.

The Company notes that the land plots were acquired during 2020–2021, in compliance with all real estate registration/publicity formalities, and that at the time of acquisition there were no registrations/annotations regarding ongoing litigation or claims asserted by the two individuals.

The court granted the application for legal aid (public judicial assistance) and, accordingly, ordered the reduction of the court stamp duty to RON 158,545 and its payment in 10 monthly instalments of RON 15,854 each, due no later than the 15th day of each month.

The next hearing has been scheduled for 18 June 2026.

From the perspective of the validity of Greenfield Copou Residence’s title, the principles of protection of good faith and the need to ensure the legal certainty and stability of civil transactions constitute sufficient arguments to counter any potential action seeking the annulment of Greenfield Copou Residence’s title. Moreover, the land register rules expressly protect a good-faith subsequent acquirer who acquired a property on the basis of a transaction for consideration, as regulated by Article 901 of the Civil Code, regarding the acquisition in good faith of a registered right.

As at the date of these financial statements, there is no statement of claim in which Greenfield Copou Residence is a defendant, the ownership titles to the land plots held by Greenfield Copou Residence are not being challenged and, accordingly, management considers that there is no impact on the financial statements as at 31 December 2025.

**26. THE RESULT PER SHARE (EPS)**

	<b>2025</b>	<b>2024</b>
Profit attributable to ordinary equity holders of the parent	74,746	58,675
Average number of ordinary shares during the year (thousands)	118,247	2,365,506
<b>Basic result per share (lei/share)</b>	<b>0,6321</b>	<b>0,0248</b>

By Resolution no. 2 of the Extraordinary General Meeting of Shareholders dated 29 April 2025, the consolidation of the nominal value of one share issued by the Company was approved, from a nominal value of RON 0.25/share to a nominal value of RON 5.00/share, by increasing the nominal value of the

shares concurrently with a reduction in the total number of shares (twenty (20) shares with a nominal value of RON 0.25/share will represent one (1) share with a nominal value of RON 5.00/share) (the “Nominal Value Consolidation”). As a result of the Nominal Value Consolidation, the total number of shares in the Company’s share capital is equal to the number of shares issued prior to the Nominal Value Consolidation divided by 20, representing the ratio between the consolidated nominal value (RON 5.00/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.25/share). The calculation of basic EPS has been based on the following profit attributable to the ordinary shareholders and weighted number of outstanding shares:

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Profit (loss) for the year attributable to the owners of the Group	75,745	58,675
Dividends on non-redeemable preference shares	-	-
<b>Profit (loss) attributable to ordinary shareholders</b>	<b>75,745</b>	<b>58,675</b>
<b>Weighted-average number of ordinary shares (basic)</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Issued ordinary shares on 1 January	2,365,506	2,365,680
Effect of treasury shares held	-	-
Effect of shares cancelled	(2,247,433)	(174)
<b>Weighted-average number of ordinary shares (basic) at 31 December</b>	<b>118,247</b>	<b>2,365,506</b>

The calculation of diluted EPS has been based on the following profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

**Diluted earnings per share**

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Profit (loss) attributable to ordinary shareholders	74,746	58,675
Interest expense on convertible notes, net of tax	-	-
<b>Profit (loss) attributable to ordinary shareholders (diluted)</b>	<b>74,746</b>	<b>58,675</b>
	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Weighted-average number of ordinary shares (basic) at 31 December	118,247	2,365,506
Effect of convertible notes/share option issue	-	-
<b>Weighted-average number of ordinary shares (diluted) at 31 December</b>	<b>118,247</b>	<b>2,365,506</b>

## 27. AUDITOR'S EXPENSE

KPMG Audit SRL was appointed by the decision of the General Meeting of Shareholders dated 29 April 2025, to audit the financial statements for 2025, 2026 and 2027, prepared under the responsibility of IMPACT D&C's management according to the international standards – IFRS (including the consolidated financial statements). The auditors' liability towards IMPACT D&C and the General Meeting of Shareholders shall be determined and limited according to the law and the agreement concluded with them.

In 2025 the statutory auditor KPMG Audit SRL had a contractual statutory audit fee of EUR 183,850 (for the statutory audit of the consolidated and standalone annual financial statements of the Company and of its Romanian subsidiaries, as well as for the financial statements in ESEF digital format). Other services, related to inter-company transactions review, were contracted in 2025. Those services were valued at EUR 5,000 representing the other assurance services in relation to certain reports issued by the Company that are not prohibited by article 5(1) of Regulation (EU) no. 537/2014 of the European Parliament and of the Council.

In 2024 the statutory auditor KPMG Audit SRL had a contractual statutory audit fee of EUR 165,400 (for the statutory audit of the consolidated and standalone annual financial statements of the Company and of its Romanian subsidiaries, as well as for the financial statements in ESEF digital format). Other services, related to inter-company transactions review, were contracted in 2024. Those services were valued at EUR 5,000 representing the other assurance services in relation to certain reports issued by the Company that are not prohibited by article 5(1) of Regulation (EU) no. 537/2014 of the European Parliament and of the Council.

## 28. RELATED PARTIES

### Transactions with Key Management Members

Remuneration of key management personnel comprises salaries and related benefits, including share based payments, social and medical contributions, unemployment, and other similar contributions. The Group's management is employed on a contract basis.

The remuneration of the administrators, for the period ending as at 31 December 2025, is approved by the General Meeting of Shareholders.

Remuneration of Company's management in 2024 was as follows:

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Short-term employee benefits	1,873,837	2,317,272
Share-based payment	263,930	-
<b>Total</b>	<b><u>2,137,767</u></b>	<b><u>2,317,272</u></b>

### Transactions with shareholders

In 2025, the Group did not declare or pay dividends to its shareholders. RCTI, one of the companies within the Group, has distributed and paid dividends to its shareholders with non-controlling interest, in total value of RON 2,425 thousand. (2024: RON 2,656 thousand).

Please see Note 13 – Share capital for details regarding the ultimate controlling party.

The following transactions were concluded in 2025 with the majority shareholder or related parties of the Group:

- A loan facility in amount of RON 15,000 thousand has been provided by Gheorghe Iaciu, the majority shareholder of Impact SA in February 2025. The facility has a 1 year maturity and a fixed interest rate of 6.95%. An amount of RON 8,000 thousand has been used as at the reporting period, for working capital needs.
- A transaction amounting to RON 840 thousand with STEGAR Investment SRL (an entity controlled by Gheorghe Iaciu) for the acquisition of two apartments and two outdoor parking spaces in the Boreal Plus Constanța residential complex
- RON 3,158 thousand transaction with RAND Autonomy SRL (company controlled by one of the key shareholder of RCTI) for the acquisition of equipment and materials for installing of air conditioner and ventilation systems
- Transactions amounting to RON 56 thousand with Doraly Mall SRL for billboard rental services, and RON 22 thousand for utility expenses;
- Transactions amounting to RON 154 thousand with Modern City Development SRL for design and architectural services;
- Transactions amounting to RON 124 thousand with Green City Architects SRL for real estate brokerage services;
- Transactions amounting to RON 306 thousand with Polar Real Estate SRL for property management services;
- Transactions amounting to RON 181 thousand with STAR PERFORMINING SRL for employee consultancy and training services.
- Swiss Capital (a minority shareholder) acts as the Company's capital markets broker, facilitating the execution of transactions in financial instruments.

## 29. SUBSEQUENT EVENTS

No subsequent events were identified after reporting date.

The consolidated financial statements have been authorized for issue by the management on 27 March 2026 and signed on its behalf by:

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**George-Toma Mucibabici**  
Chairman of the BoD

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**Dan Sebastian Campeanu**  
Chief Executive Officer

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**Claudiu Bistriceanu**  
Chief Financial Officer

STATEMENT

pursuant to provisions under art.31 in Accounting Law no.82/1991

the annual financial statements had been drafted on 31/12/2025 for:

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Entity: IMPACT DEVELOPER&CONTRACTOR SA

County: 40--BUCHAREST

Address: Drumul Padurea Mogosoiaia,31-41,Bucharest, 1st District, phone no. 0212307570

Trade Registry order number: J2018007228408

Ownership: 34--Stock company

Main activity (NACE code and class denomination): 4110--Real Estate  
Development(promotion)

Sole Registration Code: 1553483

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The undersigned, George-Toma Mucibabici,

pursuant to art.10 par.(1)in Accounting Law no.82/1991, holding the position of President of the Board of Directors of SC Impact Developer & Contractor hereby take responsibility for the preparation of the annual consolidated financial statements as of 31/12/2025 and hereby confirm the following:

a) The accounting policies used in the preparation of the annual financial statements are compliant with the applicable accounting regulations.

b) The annual financial statements provide an accurate overview on the financial position, financial performance and the other information relating to the carried out activity.

c) The legal entity carries out its activity under continuity conditions.

Signature

**IMPACT DEVELOPER & CONTRACTOR SA**

**SEPARATE FINANCIAL STATEMENTS  
AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2025**

**PREPARED IN ACCORDANCE WITH  
MINISTRY OF FINANCE ORDER NO 2844/2016 FOR THE APPROVAL OF ACCOUNTING REGULATIONS  
IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS**

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	<u>Note</u>	<u>31-Dec-25</u>	<u>31-Dec-24</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Tangible assets	<b>7</b>	45,232	47,144
Intangible assets		428	640
Noncurrent receivables	<b>12</b>	67,986	71,150
Investment property	<b>8</b>	608,166	754,571
Investments in subsidiaries	<b>11</b>	234,188	47,474
Pipeline projects	<b>9</b>	40,510	31,293
<b>Total non-current assets</b>		<b>996,510</b>	<b>952,273</b>
<b>Current assets</b>			
Inventories	<b>10</b>	301,957	371,159
Trade and other receivables	<b>12</b>	24,643	19,775
Other current assets		3,461	4,755
Cash and cash equivalents	<b>13</b>	24,880	37,644
<b>Total current assets</b>		<b>354,941</b>	<b>433,333</b>
<b>Total assets</b>		<b>1,351,451</b>	<b>1,385,605</b>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>Shareholders' equity</b>			
Share capital	<b>14</b>	598,699	598,699
Share premium	<b>14</b>	45,622	41,379
Other reserves	<b>14</b>	53,952	44,484
Own shares	<b>15</b>	(433)	-
Retained earnings		373,603	287,354
<b>Total equity</b>		<b>1,071,443</b>	<b>971,916</b>
<b>Non-current liabilities</b>			
Loans and borrowings	<b>16</b>	106,075	118,435
Trade and other payables	<b>17</b>	6,573	6,857
Deferred tax liability	<b>23</b>	66,165	81,175
<b>Total non-current liabilities</b>		<b>178,813</b>	<b>206,467</b>

**IMPACT DEVELOPER & CONTRACTOR SA**  
**SEPARATE STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2025**  
**(All amounts are expressed in thousand RON, unless stated otherwise)**



	<u>Note</u>	<u>31-Dec-25</u>	<u>31-Dec-24</u>
<b>Current liabilities</b>			
Loans and borrowings	<b>16</b>	65,454	180,749
Trade and other payables	<b>17</b>	7,009	14,377
Income tax payable	<b>23</b>	25,884	1,340
Contract liabilities	<b>17</b>	2,722	10,627
Provisions for risks and charges		126	131
<b>Total current liabilities</b>		<b>101,195</b>	<b>207,223</b>
<b>Total liabilities</b>		<b>280,008</b>	<b>413,690</b>
<b>Total equities and liabilities</b>		<b>1,351,451</b>	<b>1,385,605</b>

The standalone financial statements have been authorized for issue by the management on 27 March 2026 and signed on its behalf by:

\_\_\_\_\_  
**George Toma Mucibabici**  
 Chairman of the BoD

\_\_\_\_\_  
**Dan Sebastian Campeanu**  
 Chief Executive Officer

\_\_\_\_\_  
**Claudiu Bistriceanu**  
 Chief Financial Officer

**IMPACT DEVELOPER & CONTRACTOR SA**  
**SEPARATE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE**  
**INCOME FOR THE YEAR ENDED 31 DECEMBER 2025**  
**(All amounts are expressed in thousand RON, unless stated otherwise)**



	<u>Note</u>	<b>12 months period ended as at</b>	
		<u>31-Dec-25</u>	<u>31-Dec-24</u>
Revenue	<b>18</b>	144,212	162,938
Cost of sales	<b>18</b>	(96,250)	(111,337)
<b>Gross profit</b>		<u>47,962</u>	<u>51,601</u>
General and administrative expenses	<b>20</b>	(26,356)	(22,866)
Marketing expenses		(3,451)	(1,988)
Other operating income	<b>21</b>	7,376	26,961
Other operating expenses	<b>21</b>	(7,405)	(8,188)
Gains on investment property	<b>8</b>	61,608	29,545
<b>Operating profit</b>		<u>79,734</u>	<u>75,065</u>
Finance income	<b>22</b>	56,659	56,065
Finance expense	<b>22</b>	(24,251)	(34,296)
<b>Finance costs, net</b>		<u>32,408</u>	<u>21,769</u>
<b>Profit before tax</b>		<u>112,142</u>	<u>96,835</u>
Income tax (expense)	<b>23</b>	(12,025)	(8,595)
<b>Profit of the period</b>		<u>100,117</u>	<u>88,240</u>
Other comprehensive income		-	-
<b>Total comprehensive income for the period</b>		<u><b>100,117</b></u>	<u><b>88,240</b></u>

The standalone financial statements have been authorized for issue by the management on 27 March 2026 and signed on its behalf by:

**George Toma Mucibabici**  
Chairman of the BoD

**Dan Sebastian Campeanu**  
Chief Executive Officer

**Claudiu Bistriceanu**  
Chief Financial Officer

**IMPACT DEVELOPER & CONTRACTOR SA**  
**SEPARATE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2025**  
 (All amounts are expressed in thousand RON, unless stated otherwise)



	Note	Share capital	Share premium	Other reserves	Own shares	Retained earnings	Total equity
<b>Balance as at 01 of January 2025</b>		<b>598,699</b>	<b>41,379</b>	<b>44,484</b>	<b>-</b>	<b>287,354</b>	<b>971,915</b>
<b>Other comprehensive income</b>							
Profit for the period						100,117	100,117
<b>Total other comprehensive income</b>						<b>100,117</b>	<b>100,117</b>
Own shares		-	4,606	-	(796)	4,606	(796)
Shared based payments		-	(363)	-	363	-	-
Legal reserves		-	-	9,468	-	(9,468)	-
Other changes in equity		-	-	-	-	206	206
<b>Balance as of 31 December 2025</b>		<b>598,699</b>	<b>45,622</b>	<b>53,952</b>	<b>(433)</b>	<b>373,603</b>	<b>1,071,443</b>

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**IMPACT DEVELOPER & CONTRACTOR SA**  
**SEPARATE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 OF DECEMBER 2025**  
**(All amounts are expressed in thousand RON, unless stated otherwise)**



	Note	Share capital	Share premium	Other reserves	Own shares	Retained earnings	Total equity
<b>Balance as at 1 January 2024</b>		<b>598,884</b>	<b>41,462</b>	<b>39,642</b>	<b>(268)</b>	<b>203,955</b>	<b>883,675</b>
<b>Other comprehensive income</b>							
Profit for the period		-	-	-	-	88,240	88,240
<b>Total other comprehensive income</b>						<b>88,240</b>	<b>88,240</b>
Own shares canceled during the year		-	-	-	-	-	-
Legal reserves		-	-	4,842	-	(4,842)	-
Revaluation reserves		-	-	-	-	-	-
Other changes in equity		(185)	(83)	-	268	-	-
<b>Balance as at 31 December 2024</b>		<b>598,699</b>	<b>41,379</b>	<b>44,484</b>	<b>-</b>	<b>287,354</b>	<b>971,915</b>

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**IMPACT DEVELOPER & CONTRACTOR SA**  
**SEPARATE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2025**  
**(All amounts are expressed in thousand RON, unless stated otherwise)**



	Note	31-Dec-25	31-Dec -24
<b>Net profit</b>		<b>100,117</b>	<b>88,240</b>
<b>Adjustments to reconcile profit for the period to net cash flows:</b>		<b>(82,169)</b>	<b>(48,435)</b>
Valuation gains on investment property	8	(61,608)	(29,545)
Gain on sale PPE		-	(187)
Reversal of impairment loss PPE		(1,424)	(2,097)
Reversal of impairment of investments		-	(8,053)
Depreciation and amortization	7	3,300	673
Impairment of inventories	10	(4,273)	-
Impairment of receivables	12	958	2,165
Finance income	22	(55,399)	(54,592)
Finance expense	22	24,251	34,296
Income tax expense	23	12,025	8,719
<b>Working capital adjustments</b>		<b>50,930</b>	<b>37,728</b>
Decrease/(increase) in trade receivables and other receivables	12	(1,597)	1,426
Decrease/(increase) in prepayments	12	1,294	1,966
Decrease/(increase) in inventory	10	74,675	88,554
(Decrease)/increase in trade, other payables, and contract liabilities	17	(18,078)	(54,063)
(Decrease)/increase in provisions		-	(156)
Income tax paid	23	(5,363)	
<b>Net cash flows used in operating activities</b>		<b>68,878</b>	<b>77,533</b>
<b>Cash flow from investing activities</b>			
Loans granted to subsidiaries		(541)	(3,726)
Loan reimbursements collected from subsidiaries		5,904	3,420
Amounts invested in subsidiaries	27	19,819	(3,235)
Purchase of property, plant and equipment	7	(1,156)	(1,481)
Proceeds/(expenditure) with investment property		-	1,041
Expenditure on investment property under development		(8,935)	(2,763)
Proceeds from sale of property, plant and equipment	7	1,399	303
Dividends received	22	49,382	49,633
Interest received		1,870	1,280
<b>Net cash flows from investing activities</b>		<b>65,872</b>	<b>44,472</b>
<b>Cash flows from financing activities:</b>			
Proceeds from borrowings	16	78,546	69,145
Repayment of principal of borrowings	16	(213,519)	(159,536)
Interest paid	16	(14,411)	(29,748)
<b>Net cash from financing activities</b>		<b>(149,384)</b>	<b>(120,139)</b>
<b>Net increase / (decrease) of cash and equivalents</b>		<b>(12,764)</b>	<b>1,866</b>
<b>Opening balance of Cash and equivalents</b>	<b>13</b>	<b>37,644</b>	<b>35,778</b>
<b>Closing balance of Cash and equivalents</b>	<b>13</b>	<b>24,880</b>	<b>37,644</b>

The standalone financial statements have been authorized for issue by the management on 27 March 2026 and signed on its behalf by:

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Chairman of the BoD

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Chief Executive Officer

**Claudiu Bistriceanu**  
Chief Financial Officer

## 1. REPORTING ENTITY

Impact Developer & Contractor SA (“the Company”) is a Company registered in Romania whose activity is the development of real estate. The Company has fiscal code 1553483 and is registered with the Trade Registry under no. J2018007228408. The registered office of the Company is in Bucharest, District 1, Road Padurea Mogosoaia 31-41.

The Company controls several other entities and prepares consolidated financial statements. According to the provisions of Law no. 24/2017, such entities shall also prepare separate financial statements.

The Company and its subsidiaries (together referred to as the „Group”) are as follows:

	<u>Country of registration</u>	<u>Nature of activity</u>	<u>% Owned by the Company as at 31 December 2025</u>	<u>% Owned by the Company as at 31 December 2024</u>
Clearline Development and Management SRL	Romania	Real estate development	100%	100%
Spatzio Management SRL	Romania	Property management	66.90%	66.90%
Bergamot Development Phase II SRL	Romania	Real estate development	99%	99%
Bergamot Development SRL	Romania	Real estate development	100%	100%
Impact Finance & Sales SRL	Romania	Administration	99%	99%
Greenfield Copou Residence SRL	Romania	Real Estate development	99%	99%
Greenfield Copou Residence Phase II SRL	Romania	Real estate development	99%	99%
Aria Verdi Development SRL	Romania	Real estate development	99%	99%
Greenfield Property Management SRL	Romania	Real estate development	100%	100%
Impact Alliance Architecture SRL	Romania	Architecture services	51%	51%
R.C.T.I. Company	Romania	Constructor	51.01%	51.01%
Impact Alliance Moldova SRL	Romania	Constructor	51%	51%
“Impact pentru viitor” organization	Romania	Non for-profit organization	100%	-

The Company is one of the first companies active in real estate development sector in Romania, being constituted in 1991 through public subscription. In 1995, the Company introduced the residential concept on the Romanian market. Since 1996, the Company’ securities are publicly traded in Bucharest Stock Exchange (BVB).

During 2025, the Company’s activity revolved around the Greenfield Baneasa residential complex in Bucharest and Boreal Plus in Constanta.

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The attached notes are part of these financial statements

## **2. THE BOARD OF DIRECTORS**

The Board of Directors represents the decision-making body for all significant aspects of the Company due to the strategic, financial, or reputational implications. The Board delegates the management powers of the Company, under the conditions and limits provided by the law and by the Articles of Incorporation.

The Board of Administration was comprised of the following 5 members, until 28 April 2025:

- Iuliana Mihaela Urda, Chairperson of the Board of Directors
- Intrepid Gem SRL, represented by Petru Văduva
- Dan Octavian Voiculescu, Director
- Daniel Pandele, Director
- Sorin Apostol, Director

As of 29 April 2024, Ms. Ruxandra-Alina Scarlat was replaced by Mr. Dan Octavian Voiculescu, on a 1 year term, until 28 April 2025.

On 29 April 2025, in the General Shareholders' Meeting, the members of the Board of Directors of the Company were elected for a four years term: (29 April 2025 – 28 April 2029):

- George-Toma Mucibabici, Chairperson of the Board of Directors
- Dan Octavian Voiculescu, Director
- Daniel Pandele, Director
- Sorin Apostol, Director
- Dumitru-Radu Stanescu, temporary Director until the next General Shareholders' Meeting

### **Executive Management of the Company**

On 27<sup>th</sup> April 2021, the Board of Directors appointed Mr. Constantin Sebesanu as General Manager for a four-year term, starting with 28 April 2021. On the same date, Sorin Apostol took over the position of executive director (COO).

Starting from 1 of January 2022, Claudiu Bistriceanu was appointed as financial director (CFO) with a 4 (four) years mandate.

On 31 May 2024, Mr. Constantin Sebeșanu's mandate as Chief Executive Officer ended, and Mr. Sorin Apostol's mandate as Chief Operating Officer (COO) also ended on the same date. Starting 1 June 2024, Mr. Câmpeanu Richard Dan-Sebastian assumed the role of Interim Chief Executive Officer until 19 June 2025.

The Board of Directors decided to extend the terms of office of the Chief Executive Officer, Câmpeanu-Richard Dan-Sebastian, and the Chief Financial Officer, Bistriceanu Claudiu, for a further four (4)-year period, from 19 June 2025 to 19 June 2029.

### **3. BASIS OF PREPARATION**

#### **a) Declaration of conformity**

These separate financial statements were prepared in accordance with the Order of Minister of Public Finance no.2844/2016 and subsequent amendments („OMFP 2844/2016”). According to OMFP 2884/2016 the International Financial Reporting Standards ("IFRS") represent standards adopted based on the procedure as per European Commission Regulation no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards (IFRS as adopted by European Union). The Company also prepares consolidated financial statements in accordance with IFRS-EU, approved at the same date as these separate Financial Statements.

The financial statements have been prepared on a going concern basis and on the historical cost basis, except for the revaluation of investment properties that are measured at fair values. Historical cost is generally based on the fair value of the consideration given in exchange for goods and service.

Management is aware of potential climate change risks for its operations as well as for those of its partners and it regularly monitors and evaluates the impact of such risks in order to adopt appropriate measures, if the case. For more details regarding climate change matters impacting the Company’s activities, please see the Annual Sustainability report published on Company’s website. This report is not part of the financial statements or part of the Annual report.

#### **b) Going concern**

The separate financial statements have been prepared on a going concern basis, as management is satisfied that the Company has adequate resources to continue as a going concern for the foreseeable future.

The significant disruptions in the global markets driven by the war in Ukraine and Iran and current inflationary economic context had a broad effect on participants in a wide variety of industries, creating a widespread volatility and supply chain disruptions. The Company has prepared forecasts based on the anticipated activity in the upcoming period, considering the pre-sales agreement in place, anticipated evolution of its real-estate projects as well as contractual and estimated cash outflows.

The Company expects an increase in development activity during 2026, as it intends to finalize Phase 5 of Greenfield Baneasa- Teilor project, launch the development of Aria Verdi, Greenfield Copou – Phase 1 and Boreal Plus – Phase 2 and obtain further building permits for future projects (Greenfield Baneasa UTR4).

Having considered these forecasts, the Directors remain of the view that the Company’s financing arrangements and capital structure provide both the necessary facilities and covenant headroom to enable the Company to conduct its business for at least the next 12 months. Consequently, the financial statements were prepared on a going concern basis.

### **FUNCTIONAL AND PRESENTATION CURRENCY**

The Separate Financial Statements are presented in RON, this being also the functional currency of the

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Company. All financial information is presented in thousands of RON (thousand RON), unless otherwise stated.

#### **4. MATERIAL ACCOUNTING POLICIES**

The accounting policies used by the Company are compliant with the OMFP 2844/2016.

The accounting policies described below have been constantly applied by the Company for all periods presented in these Separate Financial Statements.

Disclosed below is the summary of the material accounting policies.

##### **a) Cash and cash equivalents**

Cash and cash equivalents include cash balances, cash deposits and short-term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

##### **(b) Trade receivables**

Trade receivables are amounts due from customers for rental and service charge income from tenants and construction services in the ordinary course of business. If collection is expected in four years or less, they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are recognised initially at fair value, generally at the amount of consideration that is unconditional. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Trade receivables are also subject to the impairment requirements of IFRS 9. The Company applies the IFRS 9 simplified approach to measuring expected credit losses.

Trade receivables are written-off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Company.

##### **c) Inventories and normal operating cycle**

Inventories are assets held for sale in the normal course of business, or which are in the process of production for such sale or are in the form of materials or supplies to be consumed in the production process or in the rendering of services.

The basis for the valuation of the inventories is the lower of cost and net realizable value.

Cost is defined as the sum of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost includes direct materials and, where applicable, direct labor and indirect manufacturing costs incurred in bringing the inventories to their present location and condition. Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

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As the production process is longer than one year, the borrowing costs incurred during the process are also capitalized in cost of inventories (IAS 23).

The cost of infrastructure works included in the real estate projects is reported as inventories and it is allocated to the cost of each apartment in the related project. The cost is transferred to the cost of goods sold as the apartments are sold.

The valuation of inventories upon entry into the company is done using the following techniques:

- ✓ Residential properties      specific identification
- ✓ Land                              Specific identification
- ✓ Other                              first in-first out (FIFO)

The Company operates in an industry where finished products take extended time to complete, therefore the management has assessed the normal operating cycle of its activity to be at 4 years. As such all of its inventory which is to be realised from sale within less than 4 year from the reporting date, is considered short term inventory, whereas the remaining is classified as pipeline projects. Pipeline projects are typically later phases of within active projects, for which active construction has not yet begun. Infrastructure, including infrastructure provision and sewages are classified as inventories or pipeline projects, in line with the project they relate to. For more details on pipeline projects, please see Note 9 – Pipeline projects.

#### **d) Property, plant, and equipment**

Non-current non-financial assets are primarily operational in character (i.e. actively used in the business rather than being held as passive investments) and they may be classified into two basic types: tangible and intangible. Tangible assets have physical substances.

An item of property, plant and equipment is recognized only if two conditions are met:

- It is probable that future economic benefits associated with the item will flow to the entity.
- The cost of the item can be determined reliably.

Property, plant, and equipment are stated in the statement of financial position at their cost amounts less any accumulated depreciation and accumulated impairment losses.

The cost of the property, plant and equipment item include:

- The purchase price, including legal and brokerage fees, import duties and non-refundable purchase taxes.
- Any directly attributable costs incurred to bring the asset to the location and operating condition as expected by management, including site preparation, delivery and handling, installation, set-up and testing.
- Estimated costs of dismantling and removing the item and restoring the site.

The costs of property, plant and equipment are allocated through depreciation to the periods that will have benefited from the use of the asset. The depreciation method used is straight-line depreciation with no residual value.

The land is not depreciated.

The depreciation is charged to the statement of profit and loss.

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The estimated useful lives of property, plant and equipment for current and comparative periods are as follows:

- Buildings: 40 years
- Plant and equipment: 3-12 years
- Fixtures and fittings: 5-10 years

An item of property, plant and equipment is derecognized at disposal or when no future economic benefits are expected from its use or disposal. In such cases, the asset is removed from the statement of financial position, both the asset and the related contra asset – accumulated depreciation. The difference between the net carrying amount and any proceeds received will be recognized through the statement of profit and loss.

#### **e) Borrowing costs.**

Borrowing costs are represented by interest and other costs incurred by the Company in connection with the borrowing of the funds. Borrowing costs include interest expense calculated using the effective interest method, interest in respect of lease liabilities or exchange differences arising from foreign currency borrowings.

Borrowing costs that are directly attributable to the acquisition, construction or production of the qualifying assets is capitalized as part of the cost of the asset.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale (inventories, buildings).

The borrowing costs of general loans are added to the cost of the qualifying assets (in accordance with IAS 23). The applicable rate for capitalization is the weighted average interest rate of the loans obtained by the Company.

Capitalization of borrowing costs would cease when substantially all the activities to prepare the asset is completed.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

#### **f) Investment property**

Investment property is property (land and/or buildings) held with the intention of earning rental income or for capital appreciation (or both), including Investment Property under construction for such purposes, are initially valued at cost, including transaction costs. Investment property also includes land with undetermined future use. Usually, the Company acquires major plots of land, as its business model is to build large projects (around 1,000 units per project), therefore the timing of obtaining the necessary building permits might be uncertain, time during which initial conditions for project estimates might change (construction prices increase, management strategy of development, changes in legislation, etc.). As such, given the reasonable probability for the plots of land not to be used as intended, the management initially recognizes land as investment property.

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After initial recognition, investment property is measured at fair value model, with changes in the fair value being recognized in profit or loss.

When the use of a property is changed, such that it is reclassified to property, plant and equipment or inventories, its fair value as of the date of reclassification becomes the cost of the property for subsequent accounting purposes.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising from the derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Although, the Company's management is assessing on a regular basis the best use of the land maintained in investments, the transfer from investment property to inventory is made only when there is an actual change in use rather than on changes in an entity's intentions.

The Company transfers land classified as investment property to inventories at the point when there is sufficient evidence that uncertainties previously preventing development have been resolved or significantly reduced. Such evidence typically includes (but is not limited to):

- Obtaining valid building permits or regulatory authorizations.
- Finalization and approval of detailed development plans and project specifications by management.
- Management's commitment to commence the project, supported by formal decisions or resolutions.
- Initiation of substantive activities demonstrating intent to sell (e.g., identification of construction companies, entering into contracts, obtaining project-specific financing arrangements).

#### **g) Impairment of non-financial assets**

An impairment exists when the recoverable amount (the higher of fair value less costs to sell and value in use) is less than the carrying amount. The assessment is to be made on an asset-specific basis or on the smallest group of assets for which the entity has identifiable cash-flows (the cash-generating unit).

The Company assesses at the end of each reporting period whether there is any indication that a non-financial asset (other than inventory and deferred tax assets) might be impaired. The carrying amount of the asset is compared with the recoverable amount. If the recoverable amount is lower than the carrying amount, an impairment loss is recognized for the difference in profit or loss.

#### **h) Shareholder's equity**

##### **Treasury shares**

When shares recognized as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserves. The treasury shares are subject of restriction as per Company law in Romania. Any costs associated with equity transactions are to be accounted for as a reduction of equity.

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## **Dividends**

Dividends represent the pro-rata distribution of earnings to the owners of the entity. The approval date is the date when the shareholders vote to accept the dividends declared. This date governs the incurrence of legal liability by the entity.

The Company does not declare dividends in excess of the amount of earnings retained.

### **i) Current liabilities**

Current liabilities include current portions of long-term debt and bank overdrafts, dividends declared, other obligations that are due on demand, trade credit, accrued expenses, deferred revenues, advances from customers. Trade payables expected to be settled within the normal operating cycle are classified as current. The offsetting of the current assets against related current liabilities is not allowed.

Accounts payable on normal terms are not interest-bearing and are stated at their nominal value.

### **j) Provisions and contingent liabilities**

Those liabilities for which amount, or timing of expenditure is uncertain are deemed to be provisions. A provision is recognized only if: the entity has a present obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

Changes in provisions are considered at the end of each reporting period; provisions are adjusted to reflect the current best estimate. The amount of changes in estimate is accounted through profit or loss.

Contingent liabilities are not recognized in the statement of financial position. They are disclosed only in the notes.

### **k) Events after the reporting period**

Events occurring after the reporting date, which provide additional information about conditions prevailing at the reporting date (adjusting events) are reflected in the financial statements. Events occurring after the reporting date that provide information on events that occurred after the reporting date (non-adjusting events), when material, are disclosed in the notes to the financial statements. When the going concern assumption is no longer appropriate at or after the reporting period, the financial statements are not prepared on a going concern basis.

### **l) Revenue from Contracts with Customers**

Revenue is recognized when the performance obligation is satisfied by transferring a promised good or service to a customer. Revenue is recognized when the customer acquires control over the goods or services rendered, at the amount which reflects the price at which the Company is expected to be entitled to receive in exchange of those goods or services. Revenue is recognized at the fair value of the services rendered or goods delivered, net of VAT, excises or other taxes related to the sale.

Revenue comprises the fair value of the consideration received or receivable, net of value added tax, after eliminating sales within the Company. Revenue and profit are recognized as follows:

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*(i) Revenue from sale of residential properties*

Revenue from sale of residential properties during the ordinary course of business is valued at fair value of the amount collected or to be collected on legal completion. The revenues are recognized when the control of the asset have been transferred to the customer, this is usually when title of the property passes to the customer on legal completion. This is the point at which all performance obligations are satisfied in line with the provisions of IFRS 15 and there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. If it is probable for certain rebates to be granted, and their value can be measured reliably, then these are recognized as a reduction of the revenues when the sale revenues are recognized. There is not considered to be a significant financing component in contracts with customers as the period between the recognition of revenue and the payment is almost always less than one year. In a limited number of cases, the company has also instalments payments over a period more than one year but those are not significant.

Payment is done in tranches, a fixed EUR 2,000 (net of VAT) at the signing of the initial reservation of the residential unit, 15% of total contract price at the signing of the pre-sale agreement and the remaining amount at the signing of the sale-purchase agreement, when the control passes to the client. In addition, according to standard contractual clauses, the client has no right to exist the contract, or to a corresponding reimbursement of advance paid. In specific and isolated cases, the Company may agree to terminate the pre-sale agreement and reimburse the advance to the client. Furthermore, once the final sale-purchase agreement is signed there is no refund option, however the client is entitled to 2 years warranties for the quality of the residential unit delivered. The warranties are on a back to back basis, meaning that these are provided by the seller (Impact SA. Bergamot Developments I or Bergamot Developments II) to the client, but the seller passes the responsibility to the general contractor (RCTI Company SRL) which in turn reaches out to the sub-contractor responsible for the work and the corresponding repair.

*(ii) Revenues from water and sewage system*

The Company owns within Greenfield Baneasa project the water and sewage system. The revenues from charging of water are recognized when they are realized, together with the water expenses invoiced by the suppliers. The Company recharges the utilities at mark-up which is calculated as administrative costs of maintaining the water sewage plus a profit. The price invoiced by the Company is approved by the National Authority for Reglementation of the Energy Sector (ANRE).

**m) Foreign currency**

The functional currency used by the Company is RON (Romanian lei).

Transactions in foreign currency are converted into the functional currency of the Company at the exchange rates of the transaction dates. Monetary assets and liabilities that at the reporting date denominated in foreign currency are converted into the functional currency at the exchange rate as of the reporting date. The gains and losses from exchange rate differences related to monetary items are computed as the difference between the amortized cost in functional currency at the beginning of the year, adjusted by the effective interest, payments, and collections during the year, on one side and the amortized cost in foreign currency translated using the exchange rate prevailing at the end of the year.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency using the exchange rate prevailing at the date of the determination of fair value.

The non-monetary elements denominated in a foreign currency that are carried at historical cost are converted using the exchange rate prevailing at the date of transaction.

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The exchange rate differences resulting from translation are recognized in the Statement of Profit or Loss and Other Comprehensive Income as finance expense/revenue.

#### **n) Financial instruments**

The financial assets with cash flows are solely payments of principal and interest whose business model is to hold to collect contractual cash flows are measured at amortized cost. A financial asset or a financial liability is recognized in the statement of financial position when the Company becomes party to the contractual provision of the instrument.

For the financial instruments that are measured at amortized cost, transaction costs are subsequently included in the calculation of the amortized cost using the effective interest method and amortized through profit or loss over the life of the instrument.

The financial liabilities are classified as subsequently measured at amortized cost (trade payables, loan payables with standard interest rates, bank borrowings).

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled, or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

#### **o) Taxation**

The tax charge represents the sum of the current tax and deferred tax.

##### **Current income tax**

The current income tax is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the profit and loss statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The Company's liability for current income tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

In determining the amount of current and deferred tax the Company takes into account the impact of uncertain tax positions and whether additional taxes, penalties and late-payment interest may be due. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact the tax expense in the period that such a determination is made.

##### **Deferred income tax**

Deferred tax is recognized in respect of temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognized for:

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- a) Temporary differences on the initial recognition of assets and liabilities in a transaction that:
  - is not a business combination; and
  - at the time of the transaction affects neither the accounting nor the taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences;
- b) Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- c) Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses , unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences are considered. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Company has not rebutted this presumption.

Deferred tax assets and liabilities are offset only if certain criteria are met.

#### **q) Share-based payment**

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

#### **r) Related party**

Parties are considered related when one party, either through ownership, contractual rights, family relationship or otherwise, has the ability to directly or indirectly control or significantly influence the other party. Related parties include individuals that are principal owners, key management personnel of Company's subsidiaries and members of the Board of Directors and members of their families, and any company that is related party to Company's entities.

### **5. MATERIAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Company's accounting policies, which are described in note 5, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are

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based on historical experience and other factors that are relevant.

Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**(i) Fair value measurements and valuation processes**

The Company has obtained a report from an international valuation company, Colliers Valuation and Advisory SRL, as at 31 December 2025 setting out the estimated market values for the Company’s investment property and property developed for sale in their current state. Colliers is an independent professionally qualified valuation specialist who holds a recognized relevant professional qualification and has recent experience in the locations and categories of valued properties. The valuation was based on the assumption as to the best use of each property by a third-party developer.

In the Romanian market actual transaction values for real estate deals are not publicly available and there is not a high volume of transactions in larger land plots. The sale price comparison method therefore has inherent limitations, and a significant degree of judgement is required in its application.

For investment property, land assets are mainly valued using the sales comparison approach. The main assumptions underlying the market value of the Company’s land assets are:

- the selection of comparable land plots resulting in determining the “offer price” which is taken as the basis to form an indicative price.
- the quantum of adjustments to apply against the offer price to reflect deal prices, and differences in location and condition including the status of any legal dispute as described in Note 26.

The key inputs are summarized in Note 8. The valuation is highly sensitive to these variables and adjustments to these inputs would have a direct impact on the resulting valuation.

A sensitivity analysis:

**Land in investment property**

Impact on the valuation included in the balance sheet on 31 December 2025, as well as at 31 December 2024 and gains on investment property registered to profit or loss of a 5% strengthening/(weakening) of the price per sqm. The table below includes the key prices used in the determination of the sensitivity analysis results:  
**2025**

<b>Land</b>	<b>RON/SQM</b>	<b>+5% RON/SQM</b>	<b>-5% RON/SQM</b>	<b>+5% Total value</b>	<b>-5% Total value</b>	<b>Effect of increase</b>	<b>Effect of decrease</b>
Greenfield Băneasa land (Bucharest)	1,491	1,566	1,417	304,019	275,065	14,477	14,477
Bldv. Ghencea – Timișoara land (Bucharest)	767	805	728	208,390	188,544	9,923	9,923
Other (Neptun, Oradea)	156	164	148	10,158	9,190	484	484

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**2024**

Land	RON/SQM	+5% RON/SQM	-5% RON/SQM	+5% Total value	-5% Total value	Effect of increase	Effect of decrease
Greenfield Băneasa land (Bucharest)	1,385	1,454	1,315	281,044	254,278	13,383	13,383
Barbu Vacarescu land (Bucharest)	7,569	7,948	7,191	202,066	182,822	9,622	9,622
Bld. Ghencea – Timișoara land (Bucharest)	697	732	662	189,464	171,420	9,022	9,022
Other (Neptun, Oradea)	139	146	132	9,075	8,211	432	432

**Property**

A sensitivity analysis of a change of +/-0.5% in yield and 1 EUR/sqm in rent per sqm is disclosed below:

**2025:**

	Yield	-0,50%	0,00%	0,50%
	Rent/sqm	7,00%	7,50%	8,00%
(5.00%)	18.74	22,426	20,636	19,582
0.00%	<b>19.72</b>	23,253	21,670	20,286
5,00%	20.71	24,081	22,035	20,989

**2024:**

	Yield	-0.50%	0.00%	0.50%
	Rent/sqm	7.00%	<b>7.50%</b>	8.00%
(5.00%)	19.9	21,881	20,400	19,107
0.00%	<b>20.95</b>	22,619	21,075	19,725
5.00%	22	23,400	21,749	20,344

**(ii) Transfer of assets both from and to investment property**

IAS 40 (investment property) requires the transfers from and to investment property to be evidenced by a change in use. Conditions which are indications of a change in use are judgmental and the treatment can have a significant impact on the financial statements since investment property is recorded at fair value and inventory is recorded at cost.

- For the Ghencea plot of land, Management has assessed the recognition and classification criteria under IAS40 and concluded that the respective plots of land should remain classified as investment property until a decision to change the use will be taken. Currently there are various initiatives undertaken in order to enhance the value of those assets (including project concepts and initiatives to obtain building permits, which are affected by political uncertainties ), but as of 31 of December 2025 and up to the approval date of the present financial statements no firm and formal decision had been taken by the Company as to the actual use of those lands; consequently, these assets are classified as investment properties as of 31 December 2025 (same at 31 December 2024) and continued to be recorded at fair value as at the balance sheet date.
- For a portion of the Greenfield land consisting in vacant plots of land Management has assessed the  
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recognition and classification criteria under IAS40 and concluded that the respective plots of land should remain classified as investment property until a decision to change the use will be taken. Management has not planned any potential development in the following 3-4 years from the balance sheet date and there are multiple scenarios available. As such, considering that there is still an undetermined use and that the Company continues to hold the respective plots of land for future appreciation, in line with the provisions of IAS40 they continue to be accounted for at fair value within investment property.

- Aria Verdi - As at 31 December 2024 the plot of land for Aria Verdi project was classified as Investment property. In August 2025 the plot of land was transferred as a contribution in kind to the share capital of the fully owned subsidiary Aria Verdi Development S.R.L.
- The Company has concluded lease agreements for certain apartments. Management has assessed the classification criteria under IAS40 and IAS2 and concluded that those apartments should continue to be classified as inventories, given that units are available for sale and the rental activity is carried out in order to optimize cash-flows on the near-term.

Had different judgements been applied in determining a change in use, then the financial statements may have been significantly different because of the differing measurement approach of inventory and investment properties.

### **(iii) Legal issues**

The management of the Company analyses regularly the status of all ongoing litigation and following a consultation with the Board of Administration, decides upon the necessity of recognizing provisions related to the amounts involved or their disclosure in the separate financial statements. Key legal matters are summarized in Note 26.

### **(iv) Cost allocation**

To determine the profit that the Company should recognize on its developments in a specific period, the Company has to allocate site-wide development costs between units sold in the current year and to be sold in future years. Industry practice does vary in the methods used and in making these assessments there is a degree of inherent uncertainty. The future projects to which costs are allocated are only those of which development is certain – i.e. the land is already included in inventory. If there is a change in future development plans from those currently anticipated, then the result would be fluctuations in cost and profit recognition over different project phases.

### **(i) Operating cycle**

The Company's operating cycle is determined based on the nature of its business activities. Management has exercised significant judgement in defining the operating cycle, which impacts the classification of assets as current or non-current.

Judgement: The operating cycle is considered to be the period between the acquisition of assets for processing and revenue recognition. For the Company, this period is estimated to be 4 years.

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Estimation Uncertainty: The determination of the operating cycle involves assumptions about the duration of production processes, inventory turnover rates, and the timing of receivables collection. Changes in these assumptions could significantly affect the classification of assets.

Impact: If the operating cycle were to be reassessed to be longer/shorter than 4 years, certain assets would be reclassified as current/non-current, which could affect liquidity ratios and other financial metrics.

## **6. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS**

A) New or amended standards and interpretations applicable for annual periods beginning after 1 January 2026

- Amendments to IFRS 9 and IFRS 7 *Amendments to the Classification and Measurement of Financial Instruments: Settlement of liabilities through electronic payment systems.*

There has been diversity in practice over the timing of the recognition and derecognition of financial assets and financial liabilities, particularly when they are settled using electronic payment system. The amendments to IFRS 9 clarify when a financial asset or a financial liability is recognised and derecognised. Under the amendments, a company generally derecognises its trade payable on the settlement date. Normally this is the date, on which payment is completed.

The amendments also provide an optional exception, which allows the company to derecognise its trade payable earlier than the settlement date, potentially on the date when payment is initiated and cannot be canceled. The exception is available when the company uses an electronic payment system that meets all of the following criteria:

- no practical ability to withdraw, stop or cancel the payment instruction;
- no practical ability to access the cash to be used for settlement as a result of the payment instruction; and
- the settlement risk associated with the electronic payment system is insignificant.

Companies can choose to apply the exception for electronic payments on a system-by-system basis.

### *Classification of financial assets with ESG-linked features*

Under IFRS 9, it was unclear whether the contractual cash flows of some financial assets with ESG-linked features represented SPPI, which is a condition for measurement at amortised cost. This could have resulted in financial assets with ESG-linked features being measured at fair value through profit or loss.

The amendments introduce an additional SPPI test for financial assets with contingent features that are not related directly to a change in basic lending risks or costs – e.g. where the cash flows change depending on whether the borrower meets an ESG target specified in the loan contract.

Under the amendments, certain financial assets including those with ESG-linked features could now meet the SPPI criterion, provided that their cash flows are not significantly different from an identical financial asset without such a feature.

The amendments also include additional disclosures for all financial assets and financial liabilities that have certain contingent features that are:

- not related directly to a change in basic lending risks or costs; and
- are not measured at fair value through profit or loss.

### *Contractually linked instruments (CLIs) and non-recourse features*

The amendments clarify the key characteristics of CLIs and how they differ from financial assets with non-recourse features. The amendments also include factors that a company needs to consider when assessing the cash flows underlying a financial asset with non-recourse features (the 'look through' test).

### *Disclosures on investments in equity instruments*

The amendments require additional disclosures for investments in equity instruments that are measured at fair value with gains or losses presented in other comprehensive income (FVOCI).

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Management has assessed that the amendments will have no material impact on the financial statements of the Company.

- Amendments to IFRS 9 and IFRS 7 *Contracts Referencing Nature-dependent Electricity*

The amendments enable nature-dependent electricity contracts, which are sometimes referred to as renewable power purchase agreements (PPAs), to be better reflected in the financial statements. The amendments:

- Clarify the application of the own use exemption to these contracts.
- Amend the hedge accounting requirements to allow contracts for electricity from nature-dependent renewable energy sources to be used as a hedging instrument if certain conditions are met.

Introduce additional disclosure requirements to enable investors to understand the impact of these contracts on a company's financial performance and future cash flow. Currently the Company does not use any renewable power source but it plans to do it in the future, therefore it plans to assess the impact of the amendments on the financial statements and apply the new standard, if the case, starting from 1 January 2026.

- Annual Improvements to IFRS Standards – Volume 11

In this volume of improvements, the IASB makes minor amendments to IFRS 9 Financial Instruments and to a further four accounting standards. The amendments to IFRS 9 address:

- a conflict between IFRS 9 and IFRS 15 Revenue from Contracts with Customers over the initial measurement of trade receivables; and
- how a lessee accounts for the derecognition of a lease liability under paragraph 23 of IFRS 9.

The amendments to IFRS 9 require companies to initially measure a trade receivable without a significant financing component at the amount determined by applying IFRS 15. They also clarify that when lease liabilities are derecognised under IFRS 9, the difference between the carrying amount and the consideration paid is recognised in profit or loss. Management has assessed that the amendments will have no material impact on the financial statements of the Company.

B) The standards/amendments that are not yet effective, but they have been endorsed by the European Union

- IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 replaces IAS 1 Presentation of Financial Statements. The major changes in the requirements are summarized below.

A more structured statement of profit or loss

IFRS 18 introduces newly defined 'operating profit' and 'profit or loss before financing and income tax' subtotals and a requirement for all income and expenses to be allocated between three new distinct categories based on a company's main business activities: operating, investing and financing.

Under IFRS 18, companies are no longer permitted to disclose operating expenses only in the notes. A company presents operating expenses in a way that provides the 'most useful structured summary' of its expenses by either:

- nature;
- function; or
- using a mixed presentation.

If any operating expenses are presented by function, then new disclosures apply.

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MPMs – Disclosed and subject to audit

IFRS 18 also requires some ‘non-GAAP’ measures to be reported in the financial statements. It introduces a narrow definition for Management Performance Measures (“MPMs”), requiring them to be:

- a subtotal of income and expenses;
- used in public communications outside the financial statements; and
- reflective of management’s view of financial performance.

For each MPM presented, companies need to explain in a single note to the financial statements why the measure provides useful information, how it is calculated and reconcile it to an amount determined under IFRS Accounting Standards.

Greater disaggregation of information

The new standard includes enhanced guidance on how companies group information in the financial statements. This includes guidance on whether information is included in the primary financial statements or is further disaggregated in the notes.

Companies are discouraged from labelling items as ‘other’ and are required to disclose more information if they continue to do so.

Other changes applicable to the primary financial statements

IFRS 18 sets operating profit as a starting point for the indirect method of presenting cash flows from operating activities and eliminates the option for classifying interest and dividend cash flows as operating activities in the cash flow statement (this differs for companies with specified main business activities). It also requires goodwill to be presented as a new line item on the face of the balance sheet.

Transition

In its annual financial statements prepared for the period in which the new standard is first applied, an entity shall disclose, for the comparative period immediately preceding that period, a reconciliation for each line item in the statement of profit or loss between:

- the restated amounts presented applying IFRS 18; and
- the amounts previously presented applying IAS 1.

The Company plans to apply the new standard from 1 January 2027.

- IFRS 19 Subsidiaries without Public Accountability Disclosures

IFRS 19 allows eligible subsidiaries to apply IFRS Accounting Standards with the reduced disclosure requirements of IFRS 19.

A subsidiary may choose to apply the new standard in its consolidated, separate or individual financial statements provided that, at the reporting date:

- it does not have public accountability;
- its parent produces consolidated financial statements under IFRS Accounting Standards.

A subsidiary applying IFRS 19 is required to clearly state in its explicit and unreserved statement of compliance with IFRS Accounting Standards that IFRS 19 has been adopted.

Management has assessed that the amendments will have no material impact on the financial statements of the Company.

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## 7. PROPERTY, PLANT AND EQUIPMENT

### Reconciliation of carrying amount

	Land and buildings	Machinery, equipment, and vehicles	Fixtures and fittings	Assets under construction	Total
<b>Cost / valuation</b>					
<b>Balance as at 1 January 2025</b>	<b>40,062</b>	<b>11,594</b>	<b>2,137</b>	<b>2,888</b>	<b>56,681</b>
Additions	-	213	122	821	1,156
Transfers	(1,662)	3,661	-	(3,661)	(1,662)
Disposals	(1,399)	-	-	-	(1,399)
<b>Balance as at 31 December 2025</b>	<b>37,001</b>	<b>15,468</b>	<b>2,259</b>	<b>48</b>	<b>54,776</b>
<b>Accumulated depreciation and impairment losses</b>					
<b>Balance as at 1 January 2025</b>	<b>6,892</b>	<b>1,785</b>	<b>861</b>	<b>-</b>	<b>9,537</b>
Charge for the period	1,033	1,755	301	-	3,089
Transfers	(1,658)	-	-	-	(1,658)
Accumulated depreciation of disposals	(1,424)	-	-	-	(1,424)
<b>Balance as at 31 of December 2025</b>	<b>4,842</b>	<b>3,540</b>	<b>1,162</b>	<b>-</b>	<b>9,544</b>
<b>Carrying amounts</b>					
<b>As at 1 January 2025</b>	<b>33,170</b>	<b>9,809</b>	<b>1,276</b>	<b>2,888</b>	<b>47,144</b>
<b>As at 31 December 2025</b>	<b>32,159</b>	<b>11,928</b>	<b>1,097</b>	<b>48</b>	<b>45,232</b>

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**IMPACT DEVELOPER & CONTRACTOR SA**  
**NOTES TO THE SEPARATE FINANCIAL STATEMENTS AS**  
**AT 31 OF DECEMBER 2025**  
(All amounts are expressed in thousand RON, unless stated otherwise)



	Land and buildings	Machinery, equipment, and vehicles	Fixtures and fittings	Assets under construction	Total
<b>Cost / valuation</b>					
<b>Balance as at 1 of January 2024</b>	<b>40,457</b>	<b>2,577</b>	<b>1,688</b>	<b>3,268</b>	<b>47,989</b>
Additions	-	512	449	-	961
Transfers	(261)	8,673	-	(379)	8,033
Disposals	(134)	(169)	-	-	(303)
<b>Balance as at 31 of December 2024</b>	<b>40,062</b>	<b>11,594</b>	<b>2,137</b>	<b>2,888</b>	<b>56,681</b>
<b>Accumulated depreciation and impairment losses</b>					
<b>Balance as at 1 of January 2024</b>	<b>9,810</b>	<b>1,496</b>	<b>580</b>	-	<b>11,886</b>
Charge for the period	1,275	398	281	-	1,954
Transfers	(2,207)	-	-	-	(2,207)
Accumulated depreciation of disposals	(1,987)	(110)	-	-	(2,097)
<b>Balance as at 31 December 2024</b>	<b>6,892</b>	<b>1,785</b>	<b>861</b>	-	<b>9,537</b>
<b>Carrying amounts</b>					
<b>As at 1 January 2024</b>	<b>30,646</b>	<b>1,081</b>	<b>1,108</b>	<b>3,268</b>	<b>36,102</b>
<b>As at 31 December 2024</b>	<b>33,170</b>	<b>9,809</b>	<b>1,276</b>	<b>2,888</b>	<b>47,144</b>

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### **Lands and buildings:**

Transfer within inventories represents a plot of infrastructure land within an previous residential project of the Company in total value of RON 1,622 thousand.

The main disposals of land and buildings relate to the sale of several land plots in Voluntari and Băneasa, with a value of RON 1,400 thousand.

The depreciation method used was the straight-line method.

### **Machines, equipment and means of transport:**

The main transfer relates to the commissioning of the Photovoltaic Park and its three CEF units (Office, Parking and SPA), amounting to RON 3,661 thousand.

### **Pledged assets:**

As at 31 December 2025 PPE in total of RON 8,717 thousand were pledged as securities for bank loans, representing land and buildings (31 December 2024: RON 36,667 thousand). The significant decrease is due to the fact that in February 2025, Impact Developer and Contractor SA repaid the OTP Bank loan and released all the corresponding pledged assets. For more details on the bank loan, please see Note 16 Loans and borrowings.

## **8. INVESTMENT PROPERTY**

### **Reconciliation of carrying amount of property investments**

	<u>2025</u>	<u>2024</u>
<b>Balance on January 1</b>	<b>754,571</b>	<b>726,852</b>
Additions	8,935	2,763
Transfers from/to PP&E and Inventories	0	(3,549)
Disposals	(216,948)	(1,041)
Changes in fair value during the year	61,608	29,545
<b>Balance on December 31</b>	<b>608,166</b>	<b>754,571</b>

Investment property comprises primarily land plots held with the purpose of capital appreciation or land with undetermined future use.

Additions are mainly referring to architectural services for investment property under development – Aria Verdi project located on Bd. Barbu Vacarescu.

A land plot with a total value of RON 206,532 thousand, located on Barbu Văcărescu Boulevard was transferred as a contribution in kind to the share capital of Aria Verdi Development S.R.L., a fully owned subsidiary. The value of the land at the transfer date was established by an independent valuer. Together with the transfer of the land, also the architectural design project for the development, as well as the investments made for the project’s development, were sold to the subsidiary, with a total value equal to the net booked value of RON 10,416 thousand.

The fair value of the remaining land plots presented as investment property, as well as buildings increased at the end of 2025, by RON 61,608 thousand, following the revaluation carried out by the external evaluator, Colliers Valuation and Advisory S.R.L.

Below you can find a breakdown of total properties included within investment property:

	31-Dec-25		31-Dec-24	
	SQM	RON thousand	SQM	RON thousand
Greenfield Băneasa land (Bucharest)	194,159	289,542	193,311	267,661
Barbu Vacarescu land (Bucharest)	-	-	25,424	192,444
Blvd. Ghencea – Timișoara land (Bucharest)	258,895	198,467	258,895	180,442
Other (Neptun, Oradea)	62,022	9,674	62,022	8,643
Greenfield Plaza commercial property (land included)	11,111	110,483	21,521	105,384
<b>Total</b>	<b>526,187</b>	<b>608,166</b>	<b>561,173</b>	<b>754,574</b>

For the year 2025, the Company obtained rental income from investment property (Greenfield Plaza) in total value of RON 5,607 thousand. The operating expenses arising from the investment property that generated rental income are recovered through service charge from the tenants. No operating expenses were recorded for investment property that did not generate rental income.

The Company's management analyzes annually, at the balance sheet date, the market conditions at those points in time to decide the best use of the land, namely if it will be used to build to sell or to build to rent.

Considering the classification criteria under IAS40 and as detailed in note 5 ii – Critical accounting judgements (transfer of assets both from and to investment property), the Company concluded that as at 31 of December 2025 there is sufficient evidence that the future use of the land is uncertain and thus the land should be classified as investment property and not as inventory, in accordance with IAS 40 provision regarding "land held for a currently undetermined future use".

Details on the legal issues related to land are found in Note 26.

### ***Valuation processes***

The Company's investment properties were valued at as at 31 of December 2025 by independent professionals Colliers Valuation and Advisory SRL, external, independent evaluators, authorized by ANEVAR, having experience regarding the location and nature of the properties evaluated.

For all investment properties, their current use equates to the highest and best use. Below there is description of the valuation technique used in determination of the fair value of investment property.

### ***Fair value hierarchy***

Based on the inputs to the valuation technique, the fair value measurement for investment property has been categorized as Level 3 fair value at 31 of December 2025. This assessment is deemed appropriate considering the adjustments of the date for comparable lands and of the construction assessments. These adjustments are based on location and condition and are not directly observable. There were no transfers from level 2 to level 3 during the year.

### Valuation techniques

The following table presents the valuation techniques used in the determination of the fair value of buildings and lands:

Asset	Main parameters on 31 <sup>st</sup> of December 2025	Main parameters on 31 <sup>st</sup> of December 2024
Greenfield Băneasa land	<ul style="list-style-type: none"> <li>Price offers per square meter for the land plots used as comparables: EUR 252–306/sqm.</li> <li>Observable adjustments to the asking prices to reflect transaction prices, location and condition: from -42% discount to +105% premium.</li> </ul>	<ul style="list-style-type: none"> <li>Price offer per square meter for land used as comparable: from 149 EUR / sqm to 500 EUR / sqm</li> <li>Observable offer price adjustments to reflect transaction prices, location, and condition: from -59% discount to +90% Premium</li> </ul>
Blvd. Ghencea land	<ul style="list-style-type: none"> <li>Price offers per square meter for the land plots used as comparables: EUR 175–340/sqm.</li> <li>Observable adjustments to the asking prices to reflect transaction prices, location and condition: discounts of up to -58%.</li> </ul>	<ul style="list-style-type: none"> <li>Price offer per square meter for land used as comparable: from 170 EUR/sqm to 254 EUR/sqm</li> <li>Observable offer price adjustments to reflect transaction prices, location, and condition: discount of -82% to value</li> </ul>

The Greenfield Plaza property has been revalued by Colliers, using the Discounted Cash Flow method. The main assumptions used are disclosed below:

	31-Dec-25	31-Dec-24
Discount rate	9.25%	9.25%
Vacancy rate	between 2% and 10%	between 2% and 10%
Rent (EUR/sqm for commercial space)	between 9 and 46 EUR/sqm/month	between 9 and 46 EUR/sqm/month
Yield	7.50%	7.50%

The carrying value as at 31 December 2025 of the investment property (land and buildings) pledged is RON 346,049 thousand (31 December 2024: RON 379,896 thousands).

The investment property land held by the Company is located in Bucharest, Constanta and Oradea. The SQM prices differ depending on location, and size of the land.

## 9. PIPELINE PROJECTS

The Company operates in an industry where finished products take extended time to complete, therefore the management has assessed the normal operating cycle of its activity to be at 4 years. As such all its inventory which is to be translated into revenue within less than that year from the reporting date, is considered short term inventory, whereas the remaining is classified as pipeline projects.

	31-Dec-25	31-Dec-24
Greenfield Baneasa	36,363	31,293
Boreal Plus Constanta	4,147	-
	<b>40,510</b>	<b>31,293</b>

## 10. INVENTORIES

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Finished goods and other goods for sale	175,601	250,574
Work in progress residential developments:		
Land for development	32,485	35,383
Development and construction costs	93,871	85,201
	<u><b>301,957</b></u>	<u><b>371,159</b></u>

Inventories are represented by:

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Greenfield residential project	262,826	317,324
Constanta land and project	39,131	53,835
	<u><b>301,957</b></u>	<u><b>371,159</b></u>

Management estimates of inventories to be realized within less than 12 months, as well more than 12 months from the reporting date (31 December 2025) is disclosed below:

	<u>To be realized within 12 months</u>	<u>To be realized within more than 12 months</u>
Greenfield residential project	82,866	179,960
Constanta land and project	28,811	10,320
<b>Total</b>	<u><b>111,676</b></u>	<u><b>190,281</b></u>

Out of the total of RON 262,826 thousand in Greenfield Baneasa, a total of RON 82,866 is to be realized within 12 months, based on management estimates of the residential units to be sold. As regards to Constanta project, RON 28,811 thousand represents the value of inventories estimated to be realized within the next 12 months.

Lands with a carrying amount of RON 32,485 thousand as at 31 December 2025 (31 December 2024: RON 35,381 thousand) consist of lands held by the Company for development of new residential properties and infrastructure, in Bucharest and Constanța. The value of the land decreased by 8% as a result of the transfer of an infrastructure allowance from property, plant and equipment to inventories. Development and construction costs increased by 13%, due to the progress made by the Company in the Greenfield Băneasa development project.

Completed residential properties with a carrying value of RON 175,601 thousand as at 31 December 2025 (31 December 2024: RON 250,574 thousand) refer entirely to apartments held for sale by the Company.

Cost of goods sold recognized during the period is RON 90,857 thousand (2024: RON 110,064 thousand).

The carrying value as at 31 December 2025 of the finished goods inventories pledged is of RON 33,233 thousand (RON 377,963 thousand as at 31 December 2024). The significant decrease is due to the fact that in February 2025, Impact Developer and Contractor SA repaid the OTP Bank loan and released all the corresponding pledged assets. For more details on the bank loan, please see *Note 16 Loans and borrowings*.

According to the provision of IAS23 – Borrowing costs, the costs related to general loans were capitalized in the value of eligible assets using a weighted average rate. No project was eligible for capitalization of

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borrowing costs in 2025 or in 2024.

Further details on the Company's loans are set out in Note 16.

## 11. FINANCIAL ASSETS

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Investments in subsidiaries	234,188	47,474
	<b><u>234,188</u></b>	<b><u>47,474</u></b>

The Company holds interests in the following subsidiaries and associations:

	<b>31-Dec-25</b>			
	<b>Percentage</b>	<b>Gross value</b>	<b>Impairment</b>	<b>Book value</b>
Spatzoo Management	66,8%	5,945	-	5,945
Clearline Development and Management	100%	1	-	1
Bergamot Developments	100%	6,770	-	6,770
Bergamot Developments Phase II	99%	49	-	49
Impact Finance & Sales	99%	1	-	1
Greenfield Copou Residence	99%	49	-	49
Greenfield Copou Residence Phase II	99%	48	-	48
Aria Verdi Development	100%	206,581	-	206,581
Greenfield Property Management	100%	49	-	49
RCTI	51,01%	14,440	-	14,440
Impact Alliance Arhitecture	51%	255	-	255
Impact Alliance Moldova	51%	-	-	-
Impact pentru viitor organization	100%	-	-	-
<b>Total subsidiaries</b>		<b>234.188</b>	<b>-</b>	<b>234.188</b>

	<b>31-Dec-24</b>			
	<b>Percentage</b>	<b>Gross value</b>	<b>Impairment</b>	<b>Book value</b>
Spatzoo Management	6.23%	3,345	-	3,345
Clearline Development and Management	100%	22,420	-	22,420
Bergamot Developments	100%	6,770	-	6,770
Bergamot Developments Phase II	100%	49	-	49
Impact Finance & Sales	100%	1	-	1
Greenfield Copou Residence	100%	49	-	49
Greenfield Copou Residence Phase II	100%	48	-	48
Aria Verdi Development	100%	48	-	48

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Greenfield Property Management	100%	49	-	49
RCTI	51.01%	14,440	-	14,440
Impact Alliance Arhitecture	51%	255	-	255
Impact Alliance Moldova	51%	-	-	-
<b>Total subsidiaries</b>		<b>47,474</b>	<b>-</b>	<b>47,474</b>

Clearline Development and Management SRL holds 33.2% in Spatzioo Management SRL (former Actual Invest House SRL)

- a) Spatzioo Management SRL, a company that provides management services for new residential as well as commercial developments.
- b) Clearline Development and Management S.R.L. (former Lomb SA) is the project company through which IMPACT was to develop a residential project in Cluj-Napoca, in partnership with the local authority.
- c) Bergamot Developments S.R.L., company within the Company with main object of activity real estate development, which starting with 2018 developed a residential ensemble of approx. 51,382 square meters, 500 apartments, on a land of approximately 17,213 sqm, respectively the first phase of the residential complex Luxuria Domenii Residence.
- d) Bergamot Developments Phase II S.R.L., a company within the Company having as main object of activity the real estate development, which is to develop the Phase II (130 apartments) of the residential complex Luxuria Domenii Residence, consisting of 13,618 square meters built on a plot of 5,769 sqm.
- e) Impact Finance & Sales S.R.L. has a role in diversifying the range of services related to home sales. Impact Finance & Sales collaborates with financial institutions in Romania in order to offer advantageous lending solutions for clients who purchase dwellings.
- f) Greenfield Copou Residence S.R.L., a company within the Company having as main object of activity the lease and sublease of its own or of rented property has been incorporated in December 2019. Its object is to develop the Greenfield Copou project in Iasi.
- g) Greenfield Copou Residence Phase II SRL, a company within the Company, having as main object of activity the real estate development, has been incorporated in 2021.
- h) Greenfield Property Management SRL, a company within the Company, having as main object of activity the real estate development, has been incorporated in 2021.
- i) Aria Verdi Property SRL, a company within the Company, having as main object of activity the real estate development, has been incorporated in 2021.
- j) Impact Alliance Architecture SRL, a company within the Company having as main object of activity architecture services, has been incorporated in 2022
- k) RCTI Company, a company within the Company having as main object of activity the real estate constructions, has been acquired by the Company in 2022.
- l) Impact Alliance Moldova, a company having as main activity construction services. The company was set-up in 2023 but no share capital was paid in yet.
- m) "Impact pentru viitor", an organization whose purpose is to represent and defend the common interests of the members of the Greenfield Baneasa community in the relationship with public authorities, service providers and other legal entities, in accordance with the legislation in force.

As at 31 of December 2025 the balance of investments in subsidiaries has increased by 393%, or RON 186,714 thousand due to the followings:

- Increase of the share capital of Aria Verdi Development S.R.L. through a contribution in kind of the land plot with a total value of RON 206,532 thousand, located on Barbu Văcărescu Boulevard. The

capital contribution was made following the issuance of the building permit for the Aria Verdi project in July 2025 and management's decision to commence the project.

- Decrease of Clearline's share capital by RON 22,419 thousand.
- Increase of Spatzioo's share capital by RON 2,600 thousand.

## 12. TRADE AND OTHER RECEIVABLES

	Short term		Long term	
	31-Dec-25	31-Dec-24	31-Dec-25	31-Dec-24
Trade receivables	3,084	11,643	-	-
Receivables from related parties	16,452	8,061	67,986	71,150
Sundry debtors	99	5	-	-
Receivables from authorities	5,008	66	-	-
	<b>24,643</b>	<b>19,775</b>	<b>67,986</b>	<b>71,150</b>

Long-term receivables represent the balance of loans and their related interest granted by the Company to its subsidiaries. Details of the component of the amount in Note 27 – related party transactions.

As at 31 December 2025, the Company did not have any pledge receivables, except for the rental income which is mortgaged in favor of Garanti Bank. The average monthly value of these receivables is RON 365 thousand (excluding rental income from subsidiary Spatzioo for the Wellness Club).

Information about the Company's exposure to credit and market risks, and impairment losses for trade receivables is included in Note 24.

## 13. CASH AND CASH EQUIVALENTS

	31-Dec-25	31-Dec-24
Current accounts	24,860	37,630
Petty Cash	12	7
Cash advances	8	8
	<b>24,880</b>	<b>37,644</b>

Current accounts are held with Romanian commercial banks. Out of the total balance of cash, 9 thousand RON (31 December 2024: 9 thousand RON) is restricted cash. The restricted cash is subject to commercial or legal restrictions (cash collateral for letters of guarantee, cash collateral for the payment of uncollected dividends, etc.).

The cash balance decreased by 12,764 thousand lei, or 34% as at 31 December 2025, compared with 31 December 2024. This is due mainly to the full reimbursement of the OTP Bank loan (a balance as at 31 December 2024 of RON 86,560 thousand) and First Bank loan (a balance as at 31 December 2024 of RON 26,435 thousand).

#### 14. SHARE CAPITAL

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Paid Share capital	591,235	591,235
Adjustments of the share capital (hyperinflation)	7,464	7,464
	<b>598,699</b>	<b>598,699</b>
Number of shares in issue at period end	<b><u>118,247,071</u></b>	<b><u>2,364,941,410</u></b>

By Resolution no. 2 of the Extraordinary General Meeting of Shareholders dated 29 April 2025, the consolidation of the nominal value of one share issued by the Company was approved, from a nominal value of RON 0.25/share to a nominal value of RON 5.00/share, by increasing the nominal value of the shares concurrently with a reduction in the total number of shares (twenty (20) shares with a nominal value of RON 0.25/share will represent one (1) share with a nominal value of RON 5.00/share) (the “**Nominal Value Consolidation**”). As a result of the Nominal Value Consolidation, the total number of shares in the Company’s share capital is equal to the number of shares issued prior to the Nominal Value Consolidation divided by 20, representing the ratio between the consolidated nominal value (RON 5.00/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.25/share).

The shareholding structure at the end of each reported period was as follows:

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
	%	%
Gheorghe Iaciu	58,52%	58.03%
Swiss Capital SA	10,10%	10.07%
Legal entities	11,23%	20.61%
Individuals	20,15%	11.29%
	<b><u>100,00%</u></b>	<b><u>100,00%</u></b>

All shares are ordinary and have equal ranking related to the Company’s residual assets. The nominal value of one share is 5 RON. The holders of ordinary shares have the right to receive dividends, as these are declared at certain moments in time, and have the right to one vote per 1 share during the meetings of the Company.

The Other reserves constituted for the Company are detailed below:

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Legal reserves	53,952	49,355
Statutory reserves	-	(4,871)
	<b><u>53,952</u></b>	<b><u>44,484</u></b>

The legal reserve is set in accordance with the provisions of the Romanian Company Law, which requires that at least 5% of the annual accounting profit before tax is transferred to “legal reserve” until the balance of this reserve reaches 20% of the share capital of the Company. As of 31 December 2025, the legal reserve is in amount of RON 53,952 (31 December 2024: RON 49,355).

#### Dividends

No dividends were distributed during 2024 and 2025.

## Capital management

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a debt to assets ratio, which is loans and borrowings less cash and cash equivalents, divided to total assets. The Company's policy is to keep the debt to assets ratio to less than 40%.

In order to achieve this overall objective, the Company's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. In case of breaches in meeting the financial covenants the banks allow for remedy periods. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies, or processes for managing capital as at 31 of December 2025 and as at 31 of December 2024.

Debt to assets ratio as of 31 of December 2025 and 31 December 2024 are disclosed below:

	<b>31-Dec-2025</b>	<b>31-Dec-2024</b>
<b>Debt to assets ratio</b>		
Loans and borrowings	171,529	299,183
Less: cash and cash equivalents	(24,880)	(37,644)
<b>Net debt</b>	<b>146,649</b>	<b>261,539</b>
Total assets	1,351,451	1,385,605
<b>Net debt to assets</b>	<b>11%</b>	<b>19%</b>

## 15. OWN SHARES

	<b>2025</b>	<b>2024</b>
<b>Balance as at 1 January</b>	-	<b>268</b>
Own shares acquired	796	-
Own shares acquired and cancelled during the year	-	(268)
Share based payments	(363)	-
<b>Balance as at 31 December</b>	<b>433</b>	-

	<b>2025 (no. of shares)</b>	<b>2024 (no. of shares)</b>
<b>Balance at 1 January</b>	-	<b>738,541</b>
Purchase of own shares	175,000	-
Own shares cancelled during the year	-	(738,541)
Share-based payments	(76,500)	-
<b>Balance at 31 December</b>	<b>98,500</b>	-

The reserve of own shares represents the cost of shares of the Parent Company purchased on the market, to satisfy the options and conditional quotas granted under the Company's share-based payment schemes.

As at 31 December 2025, the Company has own shares with an accounting value of RON 433 thousand (December 2024: no own shares).

The Company granted shares to employees and members of the Board of Directors according to the decision to implement the "Stock Option Plan" program (the "Plan"), with the objective of granting option rights for the acquisition of shares free of charge by employees and members of the Company's management, respectively the members of the Board of Directors and the directors of the Company, in order to maintain and motivate them as well as to reward them for the activity carried out within the Company.

The total number of shares that may be granted to Eligible Persons under this Plan is a maximum of 3,060,000 registered shares ("Reserved Shares").

During 2025, 76,500 free shares were granted to employees who satisfied the plan's eligibility criteria.

## 16. LOANS AND BORROWINGS

This note discloses information related to the contractual terms of the interest-bearing loans and borrowings of the Company, valued at amortized cost.

	<u>31-Dec-2025</u>	<u>31-Dec-2024</u>
<b>Non-current liabilities</b>		
Secured bank loans	90,779	31,256
Issued bonds	15,296	87,178
<b>Total non-current liabilities</b>	<b>106,075</b>	<b>118,435</b>
<b>Current liabilities</b>		
Secured bank loans	31,392	180,703
Issued bonds	34,062	46
<b>Total current liabilities</b>	<b>65,454</b>	<b>180,749</b>

Terms and repayment schedules of loans and borrowings in balance are as follows:

<b>Lender</b>	<b>Currency</b>	<b>Maturity</b>	<b>Amount of the facility, in original currency</b>	<b>Balance at 31-Dec -25</b>	<b>Balance at 31-Dec-24</b>
<b>Loans and borrowings</b>					
Private placement bonds	EUR	24-Dec-26	6,581	33,556	32,737
Credit Value Investments	EUR	02-Oct-27	8,000	-	39,793
Private placement bonds	EUR	12-Feb-27	3,000	15,296	14,649
<b>Total bonds</b>				<b>48,852</b>	<b>87,178</b>
Libra Internet Bank	EUR	05-Nov-27	7,000	24,882	-
OTP Bank	EUR	31-Mar-25	21,161	-	54,281
OTP Bank	EUR	31-Mar-25	13,279	-	32,279
Alpha Bank	EUR	08-Jun-29	20,000	52,874	66,321
First Bank	EUR	29-Mar-29	3,500	-	13,234
First Bank	EUR	19-Apr-27	4,000	-	13,200
Garanti BBVA	RON	31-Dec-26	17,395	-	6,627
Garanti BBVA	EUR	31-Dec-27	6,910	43,847	25,569
<b>Total bank loans</b>				<b>121,603</b>	<b>211,511</b>
<b>Interest</b>				<b>1,074</b>	<b>494</b>
<b>Total</b>				<b>171,529</b>	<b>299,183</b>

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	<b>Bonds</b>	<b>Loans and borrowings</b>	<b>Leasing</b>	<b>Total</b>
<b>Balance at 1 January 2025</b>	<b>87,672</b>	<b>211,511</b>	<b>-</b>	<b>299,183</b>
Drawings	0	78,546	-	78,546
Repayments	(41,154)	(172,365)	-	(213,519)
Interest expense	(7,386)	(7,027)	-	(14,413)
Interest paid	7,648	8,331	-	15,979
Withholding tax	(270)	-	-	(270)
FX differences	2,846	3,175	-	6,021
<b>Balance at 31 December 2025</b>	<b>49,358</b>	<b>122,171</b>	<b>-</b>	<b>171,529</b>

	<b>Bonds</b>	<b>Loans and borrowings</b>	<b>Leasing</b>	<b>Total</b>
<b>Balance at 1 January 2024</b>	<b>72,209</b>	<b>315,962</b>	<b>903</b>	<b>389,075</b>
Drawings	14,910	54,235	-	69,145
Repayments	-	(158,630)	(907)	(159,537)
Interest expense	(8,301)	(22,301)	(27)	(29,784)
Interest paid	8,194	22,301	27	29,641
Withholding tax	553	-	-	553
FX differences	107	(56)	5	55
<b>Balance at 31 December 2024</b>	<b>87,672</b>	<b>211,511</b>	<b>-</b>	<b>299,183</b>

In December 2020, the Company carried out a new issue of Private Placement bonds in the amount of EUR 6,580 thousand with a fixed interest rate of 6.4% p.a., payable semi-annually. The bonds were issued by the Company on 24 December 2020, they have a maturity of 6 years and were listed in May 2021 on the regulated market of BVB.

In June 2022, the Company contracted a loan denominated in EUR from Alpha Bank for the general financing of projects (working capital). The approved value of the loan is EUR 20,000 thousand, with maturity in 7 years from the granting.

In September 2022, the Company contracted 4 loans denominated in EUR from OTP Bank to finance phases F1-F3 of the UTR3 project in Greenfield Baneasa. The cumulative value of the credits is EUR 40,440 thousand, of which two in a total amount of EUR 34,440 thousand are intended to finance the project, with a maturity of 3 years from the granting, and two in a total amount of EUR 6,000 thousand to cover VAT payments, with maturity of 2 years from granting. The loan has been fully reimbursed in February 2025.

In May 2023, the Company contracted a loan denominated in EUR from First Bank for the refinancing of the Community centre Greenfield Plaza. The value of the credit is EUR 3,500 thousand, with a maturity of 70 months from the granting.

In October 2023 the Company offered for subscription 80 Series IMP27 bearer bonds (the “Bonds”), each with a nominal value of EUR 100,000.00 (one hundred thousand euros) and an aggregate nominal value of EUR 8,000,000.00 (eight million euros). The Bonds were allotted to institutional investors – consortium of several investment funds, of which assets are managed by CVI Dom Maklerski sp. z o.o. The Polish company under business name CVI Trust sp. z o.o., with its registered seat in Warsaw, Poland, is acting as a security administrator. The coupon value is variable and the interest is 1 month EURIBOR+ 8.75%. The maturity date is 2 October 2027. The bonds were fully redeemed on 6 October 2025, as follows:

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- on 3 October 2025, IMPACT DEVELOPER & CONTRACTOR S.A. repaid at maturity an amount of EUR 2 million;
- on 6 October 2025, IMPACT DEVELOPER & CONTRACTOR S.A. made an early redemption of EUR 6 million, so that the outstanding balance was fully repaid 24 months before the maturity date.

In November 2023 the Company contracted a loan denominated in RON from Garanti Bank for the general financing of projects (working capital). The value of the loan is RON 17,395 thousand, with a maturity of 3 years from the granting. Credit facility drawings started in December 2023.

In February 2024, the following liabilities were contracted by the Company:

- IMPACT Developer & Contractor S.A. contracted a loan denominated in RON from First Bank for the general financing of projects (working capital). The value of the loan is EUR 4 million, with a maturity of 3 years from the granting. Credit facility drawings started in April 2024.
- IMPACT Developer & Contractor S.A. launched a public offering for the subscription of 30,000 bonds, at a nominal value of 100 EUR/ bond. The offering period was from 12 of February to 23 of February 2024. The offer was brokered by SSIF Tradeville SA. The issued bonds were registered, dematerialized, unconditional, non-guaranteed and nonconvertible bonds, having a nominal value of up to 3,000,000 EUR. The offering was fully subscribed, IMPACT being able to raise 3,000,0000 EUR in bonds, with a fixed interest rate of 9%, payable on a half-yearly basis. The bonds are traded on the regulated market administered by BVB.

In June 2024 the Company contracted a loan denominated in EUR from Garanti Bank for the general financing of projects (working capital). The value of the loan is EUR 6.9 million, with a maturity of 3 years from the granting. Credit facility drawings started in July 2024.

In December 2024 the Company contracted a loan denominated in EUR from Libra Bank for the general financing of projects (working capital). The value of the loan is EUR 7 million, with a maturity of 3 years from the granting. The loan has been fully drawn during February 2025.

On 28 February 2025, IMPACT DEVELOPER & CONTRACTOR S.A. repaid the project loan from OTP Bank contracted for the development of the Greenfield Băneasa Teilor project. As at 31 December 2024, the outstanding balance of the loan was RON 86,560 thousand. The loan was repaid in full 1 month prior to its maturity date.

On 7 May 2025, IMPACT DEVELOPER & CONTRACTOR S.A. repaid the loan from Garanti Bank, a RON-denominated facility granted to finance current operations. As at 31 December 2024, the outstanding balance of the loan was RON 6,627 thousand. The loan was repaid in full 19 months prior to its maturity date.

On 11 July 2025, IMPACT DEVELOPER & CONTRACTOR S.A. repaid the loan from Garanti Bank, an EUR-denominated facility granted to finance current operations. As at 30 June 2025, the outstanding balance of the loan was RON 5,640 thousand. The loan was repaid in full 29 months prior to its maturity date.

The two EUR-denominated loan facilities obtained from First Bank in 2023 and 2024, respectively, both for the refinancing of the Greenfield Plaza Community Centre and for financing current operations, were fully repaid by 31 July 2025.

In August 2025, IMPACT DEVELOPER & CONTRACTOR S.A. contracted an EUR-denominated loan from Garanti Bank for the refinancing of the Greenfield Plaza Community Centre and for financing current operations. The loan amount is EUR 10 million, with a maturity of 120 months from the contract signing date. Drawdowns commenced in September 2025 and amounted to EUR 8.6 million by 31 December 2025.

The bank loans of the Company are subject to financial covenants, such as Debt Service Coverage Ratio (DSCR), Loan to Value (LTV), Net Debt to Total Assets, Net debt to Equity. In case of breaching the financial covenants, the contracts include remedy period, margin increase or renegotiation of loan terms.

All the financial indicators were met as of 31 December 2025 and as of 31 December 2024.

No new leasing contracts were signed in 2025. During 2024 the Company closed all its leasing contracts and sold part of the cars.

## 17. TRADE AND OTHER PAYABLES

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
<b>Non-current liabilities</b>		
Retentions owed to third party	6,573	6,857
	<u>6,573</u>	<u>6,857</u>
<b>Current liabilities</b>		
Trade payables	5,953	3,729
Related parties payables	-	5,341
Tax debt	721	4,730
Debt to employees	323	545
Other payables	12	31
	<u>7,009</u>	<u>14,377</u>
<b>TOTAL</b>	<u>13,582</u>	<u>21,235</u>
Contract liabilities (Advances from customers)	2,720	10,685
Deferred income	2	(59)
<b>TOTAL</b>	<u>2,722</u>	<u>10,627</u>

Contract liabilities has decreased as at 31 of December 2025, compared with 31 of December 2024 by RON 7,965 thousand, mostly due to the fact that in October the sales of the Greenfield Teilor project were started, therefore, the advances were reversed and revenues from the sales were recorded. Detailed information about Advances from clients are presented in Note 18.

Information related to the Company's exposure to exchange rate risk and liquidity risk related to trade and other liabilities is included in Note 24.

## 18. REVENUES

### Revenues of the Company:

	<u>12M 2025</u>	<u>12M 2024</u>
Revenue from sale of residential properties and land	130,486	150,795
Revenue from services	6,100	4,912
<b>Revenue from customers</b>	<b>136,586</b>	<b>155,706</b>
Rental income	7,626	7,232
<b>Total</b>	<b><u>144,212</u></b>	<b><u>162,938</u></b>

	<u>12M 2025</u>	<u>12M 2024</u>
Cost of goods sold	90,858	105,796
Services cost	5,392	2,863
Costs related to rental services	-	2,678
	<b><u>96,250</u></b>	<b><u>111,337</u></b>

As at 31 December 2025, the Company had 18 dwellings pre-sold and reserved with a package value of RON 9,350 thousand. All of those refer to finalized projects. For these pre-sale agreements clients paid advances in amount of RON 2,720 thousand which are shown under Contract liabilities in the statement of financial position.

As at 31 of December 2024, the Company had a balance of 125 pre-sale agreements, in total value of RON 71,318 thousand. All these apartments are finalized as at 31 December 2024 and are expected to be translated into revenues within the next period. For these pre-contracts, the clients have paid deposits in the amount of RON 10,685 thousand, which can be found under contract liabilities, in the statement of financial position.

### Sales breakdown by residential projects:

	<u>12M 2025</u>	<u>12M 2024</u>
Greenfield Baneasa	106,809	112,494
Boreal Plus Constanta	23,029	36,640
Other	648	1,661
	<b><u>130,486</u></b>	<b><u>150,795</u></b>

During 2025, the Company sold 212 units, out of which 173 dwellings in GREENFIELD Baneasa and 36 dwellings as well as 3 villas in BOREAL Plus (16,389 sqm built saleable area plus related parking spots, storage and court yards). The sold units generated corresponding revenues of approximately RON 130,486 thousand.

During 2024, Impact sold 271 units, represented by, 201 dwellings in Greenfield Baneasa, 63 dwellings and 4 houses in BOREAL Plus Constanta, as well as 3 other commercial spaces. The sold units generated corresponding revenues of RON 150,795 thousand.

Revenue from rental is obtained from renting the commercial spaces within Greenfield Plaza community centre (RON 5,530 thousand in 2025 and RON 4,951 thousand in 2024) as well as from renting the apartments (RON 2,096 thousand in 2025 and RON 2,280 thousand in 2024). The rented apartments are not held as investment property but held for sale in the ordinary course of business, given that the business model is make available to clients for sale all of the apartments.

**19. EXPENSES BY NATURE (Cost of sales, General and administrative expenses, Marketing expenses, Other operating expenses)**

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Changes in inventories of finished goods and work in progress	74,443	95,187
Employee expenses	10,003	11,170
Consultancy	11,123	8,444
Infrastructure costs	10,843	9,015
Raw materials and consumables	10,303	7,296
Taxes	2,912	3,795
Depreciation and amortisation	3,358	2,317
Maintenance	2,721	1,832
Advertising	3,451	1,988
Disposal of assets	1,271	2,013
Rent expense	125	225
Other	2,909	1,096
<b>Total</b>	<b>133,462</b>	<b>144,379</b>

**20. GENERAL AND ADMINISTRATIVE EXPENSES**

	<b>12M 2025</b>	<b>12M 2024</b>
Consumables	3,057	2,160
Services provided by third parties	12,175	9,762
Staff costs	7,766	8,627
Depreciation	3,358	2,317
	<b>26,356</b>	<b>22,866</b>

**21. OTHER OPERATING INCOME/EXPENSES**

**Other operating income:**

	<b>12M 2025</b>	<b>12M 2025</b>
Other operating income	336	4,224
Net gain on disposal of PPE	-	775
Reversal of impairment of investments	-	8,023
Reversal of impairment of receivables	1,452	30
Compensation of write down of inventories	1,315	12,417
Reversal of impairment of inventory	4,273	1,491
	<b>7,376</b>	<b>26,961</b>

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Revenue from disposals of non-current assets includes the sale to Aria Verdi Development S.R.L. of the architectural design project for the development of the Aria Verdi project, as well as the investments made for the project's development, with a total value of RON 10,416 thousand. The sale was carried out at carrying amount, with the Company recognizing income and an expense in the same amount, presented on a net basis in the income statement.

During 2024 the Company recorded RON 12,417 as compensation of write-down of inventories following the decision issued by the Court during the year on the Lomb project. Below you can find a breakdown of the amount registered by the Company:

- RON 7,219 thousand registered by Impact SA as interest and other compensations
- RON 5,198 thousand registered by Impact SA as compensation for the inventories written down

Furthermore, the Company registered a reversal of impairment of the investment in its subsidiary Clearline, as a result of the winning of the Cluj case.

**Other operating expenses:**

	<u>12M 2025</u>	<u>12M 2024</u>
Other operating expenses	(10)	28
Other tax expenses	2,912	3,795
Loss on disposal of PPE	1,271	2,013
Fine and penalties	8	187
Impairment of receivables	2,273	2,165
Sponsorship	951	-
	<u>7,405</u>	<u>8,188</u>

**22. FINANCE (EXPENSE)/INCOME**

	<u>12M 2025</u>	<u>12M 2024</u>
Interest expense	(15,979)	(30,103)
Foreign exchange loss	(5,926)	(1,502)
Other financial expenses	(2,346)	(2,691)
<b>Total finance expense</b>	<u>(24,251)</u>	<u>(34,296)</u>
Interest income	4,687	4,473
Foreign exchange gains	642	1,148
Other financial income	51,330	50,445
<b>Total finance income</b>	<u>56,659</u>	<u>56,065</u>
<b>Finance result, net</b>	<u>32,408</u>	<u>21,769</u>

Compared with the same period of prior year, during 2025, the interest expense has decreased by RON 14,124 thousand. This is due to the fact that the loan balance has decreased by RON 127,656 thousand as at 31 December 2025 compared with 31 December 2024.

As regards to foreign exchange results, during 2025 the Company has registered net loss from foreign exchange of RON 5,284 thousand due to decrease in value of RON currency against EUR (2024: net foreign exchange loss of RON 354 thousand).

## 23. INCOME TAX

### (i) Taxes recognized in the profit and loss account

	<u>12M 2025</u>	<u>12M 2024</u>
Deferred income tax (expense)	(15,011)	7,255
Income tax expense	27,036	1,340
<b>Income tax expenses</b>	<b><u>12,025</u></b>	<b><u>8,595</u></b>

The Company has identified an uncertain tax treatment related to timing of taxation of gains arising from the revaluation of investment properties representing land transferred as share capital contribution to a subsidiary. Therefore, the company measured the effect of the uncertainty and recognized a payable for uncertain tax treatments of RON 25,883 thousand. The closing balance as at 31 December 2025 is presented within current tax liabilities in the statement of financial position.

### (ii) Effective tax rate reconciliation

		<u>12M 2025</u>		<u>12M 2024</u>
<b>Profit before tax</b>		<b><u>112,142</u></b>		<b><u>96,835</u></b>
Income tax calculated using the entity's local tax rate (16%)	(16%)	(17,943)	(16%)	(15,494)
Non-deductible expenses and adjustments	(16%)	(1,252)	(2%)	(1,486)
Tax exempt income	7%	8,213	11%	10,715
Tax incentives	1%	804	1%	1,247
Current year losses for which no deferred tax asset is recognised	(2%)	(1,848)	(4%)	(3,650)
Changes in estimates related to prior years		-	0%	73
		<b><u>(11%)</u></b>		<b><u>(8,595)</u></b>

### (iii) Cumulative temporary differences that generate deferred tax

	<u>31-Dec-25</u>		<u>31-Dec-24</u>	
	Taxable base	Tax amount	Taxable base	Tax amount
	Taxable base	Tax amount	Taxable base	Tax amount
Investment property	(415,363)	(66,458)	515,581	82,493
Trade receivables and other receivables	1,838	294	(2,279)	(365)
	<b><u>(413,525)</u></b>	<b><u>(66,164)</u></b>	<b><u>513,302</u></b>	<b><u>82,128</u></b>
Tax losses that generated deferred tax	-	-	(5,961)	(954)
	<b><u>(413,525)</u></b>	<b><u>(66,164)</u></b>	<b><u>507,342</u></b>	<b><u>81,175</u></b>

**IMPACT DEVELOPER & CONTRACTOR SA**  
**NOTES TO THE SEPARATE FINANCIAL STATEMENTS AS**  
**AT 31 OF DECEMBER 2025**



(All amounts are expressed in thousand RON, unless stated otherwise)

*(iv) Movements in deferred tax balances*

	<b>Balance at 31-Dec-25</b>					
	<b>Balance at 01.01.2025</b>	<b>Recognized in the current result</b>	<b>Recognized in other elements of comprehensive income</b>	<b>Net</b>	<b>Assets</b>	<b>Debt</b>
<b>2025</b>						
Investment property	82,493	(16,034)	-	66,458	-	66,458
Trade receivables and other receivables	(364)	70	-	(294)	(294)	-
Fiscal losses that generate deferred tax	(953)	953	-	-	-	-
<b>(Receivables)/ net tax liabilities</b>	<b>81,176</b>	<b>(15,011)</b>	<b>-</b>	<b>66,164</b>	<b>(294)</b>	<b>66,458</b>
	<b>Balance at 31-Dec-24</b>					
	<b>Balance at 01.01.2024</b>	<b>Recognized in the current result</b>	<b>Recognized in other elements of comprehensive income</b>	<b>Net</b>	<b>Assets</b>	<b>Debt</b>
<b>2024</b>						
Tangible assets	(1,231)	1,231	-	-	-	-
Investment property	79,273	3,220	-	82,493	-	82,493
Trade receivables and other receivables	(266)	(98)	-	(365)	(365)	-
Fiscal losses that generate deferred tax	(3,856)	2,903	-	(954)	(954)	-
<b>(Receivables)/ net tax liabilities</b>	<b>73,920</b>	<b>7,255</b>	<b>-</b>	<b>81,175</b>	<b>(1,318)</b>	<b>82,493</b>

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## 24. FINANCIAL INSTRUMENTS - RISK MANAGEMENT

Financial risk management

The Company is exposed to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk
- financing risk

### General risk management framework

The Company does not have any formal commitments to overcome the financial risks. Despite the inexistence of formal commitments, the financial risks are monitored by the Company's top management, emphasizing its needs to efficiently compensate opportunities and threats.

The Company's policies regarding the risk management are defined so as to ensure identification and analysis of the risks the Company is dealing with, setting limits and adequate controls, as well as risk monitoring and compliance with the set limits. The policies and system meant to manage risks are regularly reviewed to reflect the changes occurred in the market conditions and Company's operations. The Company, through its standards and procedures for coaching and managing, aims to develop an orderly and constructive control environment, where all and each employee understand his/her role and duties.

### (a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises mainly from the Company's trade receivables and financial assets.

The net carrying value of the financial assets represent the maximum exposure to credit risk, the maximum exposure to the credit risk at reporting date was:

	<b>Note</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Trade receivables and other receivables	12	87,621	90,859
Cash and cash equivalents	13	24,880	37,644
		<b>112,501</b>	<b>128,503</b>

Reconciliation of trade receivables disclosed above with balance sheet trade receivables:

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Trade receivables disclosed for credit risk	87,621	90,859
Receivables from tax authorities	5,008	66
	<b>92,629</b>	<b>90,925</b>

### Trade receivables and other receivables

The Company is not exposed to any concentration of credit risk.

Expected credit loss on trade receivables are measured by applying the simplified model according to IFRS

9. The Company uses a provision matrix by applying segmentation to capture the significantly different historical credit loss experience for different customer segments. The provision matrix is based on historical loss experience but is also adjusted to reflect information about current conditions and reasonable and supportable forecasts of future economic conditions. Furthermore, the Company's exposure to credit risk is mainly influenced by the individual characteristics of each customer. However, management also considers the demographic characteristics of the Company's customer base, including the non-payment risk characteristic of the field of activity and that of the country in which the customer operates, given that all these factors influence credit risk.

To monitor the credit risk related to customers, the Company monitors payment delays monthly and takes measures deemed necessary, on a case-by-case basis.

The Company establishes an allowance for impairment which represents its estimates of losses on trade receivables and other receivables (see Note 12).

The maximum exposure to credit risk related to trade and other receivables as at reporting date based on geographical region was:

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Romania	87,621	90,859
	<b>87,621</b>	<b>90,859</b>

Impairment losses

The debt aging situation at the reporting date was:

	<u>31-Dec-25</u>			<u>31-Dec-24</u>		
	<u>Gross amount</u>	<u>Adjustment for impairment</u>	<u>Net amount</u>	<u>Gross amount</u>	<u>Adjustment for impairment</u>	<u>Net amount</u>
Did not reach the maturity date	72,505	-	72,505	85,385	-	85,385
Remaining between 1-30 days	2,245	-	2,245	1,553	-	1,553
Remaining between 31-90 days	12,992	-	12,992	990	-	990
Remaining between 91-120 days	149	-	149	66	-	66
Remaining between 121-365 days	461	(405)	56	1,529	(405)	1,124
Arrears of more than one year	1,107	(1,433)	(326)	3,616	(1,874)	1,742
	<b>89,459</b>	<b>(1,838)</b>	<b>87,621</b>	<b>93,138</b>	<b>2,279</b>	<b>90,859</b>

Impairment losses as of 31 December 2025 relate to a number of customers who have indicated that they do not anticipate having the ability to pay the amounts owed primarily due to economic conditions.

The Company believes that amounts for which provisions have not been established and which are overdue by more than 30 days will be collected, based on historical payment behavior and a thorough analysis of the credit rating of the customers in question.

## Cash and cash equivalents

As at 31 of December 2025, the Company held cash and cash equivalents in amount of RON 24,880 thousand (31 December 2024: RON 37,644 thousand), representing the maximum exposure to credit risk arising from these assets. The cash and cash equivalents are held at banks and financial institutions in Romania.

### (b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset, The Company's approach to manage liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's obligations.

The following table illustrates the remaining contractual maturities of financial liabilities at the end of the reporting period, including estimated interest payments and excluding any impact of netting agreements:

<b>31-Dec-25</b>	<b>Accounting value</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>Between 1 and 2 years</b>	<b>Between 2 and 5 years</b>	<b>Over 5 years</b>
Loans	170,455	170,455	30,824	32,660	85,238	21,733
Trade debts and other debts	12,861	12,861	6,288	6,573		
	<b>183,316</b>	<b>183,316</b>	<b>37,112</b>	<b>39,233</b>	<b>85,238</b>	<b>21,733</b>
Estimates of future interest	21,263	21,263	6,412	4,659	6,768	3,424
<b>Total</b>	<b>204,5793</b>	<b>204,579</b>	<b>42,524</b>	<b>43,892</b>	<b>92,006</b>	<b>25,157</b>

<b>31-Dec-24</b>	<b>Accounting value</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>Between 1 and 2 years</b>	<b>Between 2 and 5 years</b>	<b>Over 5 years</b>
Loans and borrowings	299,183	299,183	128,213	50,539	120,430	-
Trade debts and other debts	16,505	16,505	9,647	6,857	-	-
	<b>315,688</b>	<b>315,686</b>	<b>137,861</b>	<b>57,396</b>	<b>120,430</b>	<b>-</b>
Estimates of future interest	41,098	41,098	15,692	13,489	11,917	-
	<b>356,786</b>	<b>356,784</b>	<b>153,552</b>	<b>70,885</b>	<b>132,347</b>	<b>-</b>

Reconciliation of trade payables disclosed above with balance sheet trade payables:

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Trade payables exposed to liquidity risk	12,861	16,505
Payables to state authorities	721	4,730
	<b>13,582</b>	<b>21,235</b>

### (c) Market risk

The Company's activities expose it to the financial risks of changes in both foreign currency exchange rates and interest rates. The Company aims to manage the exposure to these risks using a mix of fixed and

variable rate borrowings, foreign currency borrowings.

*Currency risk*

The Company is exposed to currency risk to the extent that sales, purchases and borrowings are denominated in different currencies than the Company's functional currency (Romanian Leu), foremost Euro.

The summary of quantitative data regarding the Company's exposure to currency risk (euro) reported to the Company's management based on the risk management policy is as follows:

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
<b>Monetary assets</b>		
Trade receivables and other receivables	1,249	-
Cash and cash equivalents	9,071	14,222
	<u>10,320</u>	<u>14,222</u>
<b>Monetary debts</b>		
Loans and borrowings	170,455	292,063
Trade debts and other debts	-	-
	<u>170,455</u>	<u>292,063</u>
<b>Net exposure</b>	<u>(160,135)</u>	<u>(277,841)</u>

The Company has not entered into hedging contracts with respect to foreign currency obligations or exposure to interest rate risk.

The main exchange rates used during the year were:

	<u>31-Dec-25</u>	<u>12M 2025</u>	<u>31-Dec-24</u>	<u>12M 2024</u>
EUR	5,0985	5,0431	4,9741	4,9746

Sensitivity analysis

A 10% appreciation / depreciation of the Romanian leu against the following foreign currencies as at 31 of December 2025 and as at 31 of December 2024 would have increased the profit by the amounts indicated below. This analysis is based on changes in exchange rates that the Company considers reasonably possible at the end of the reporting period. This analysis assumes all other variables, especially interest rates, to remain constant and ignores any impact of expected sales and purchases.

	<u>31-Dec-25</u>			<u>31-Dec-24</u>		
	<u>Book value</u>	<u>Effect of depreciation</u>	<u>Effect of appreciation</u>	<u>Book value</u>	<u>Effect of depreciation</u>	<u>Effect of appreciation</u>
Monetary assets and liabilities	(160,135)	(16,014)	16,014	(277,841)	(27,784)	27,784

### Interest rate risk

	31-Dec-25				31-Dec-24			
	Book value	Variable rate	Fixed rate	Non-interest bearing	Book value	Variable rate	Fixed rate	Non-interest bearing
<b>Monetary assets</b>								
Trade receivables and other receivables	92,034	-	50,738	41,296	90,859	-	56,101	34,758
Cash and cash equivalents	24,880	-	-	24,880	37,644	-	-	37,644
	<b>116,914</b>	<b>-</b>	<b>50,738</b>	<b>66,176</b>	<b>128,503</b>	<b>-</b>	<b>56,101</b>	<b>72,402</b>
<b>Monetary debts</b>								
Loans and borrowings	170,455	121,603	48,852	-	292,063	244,677	47,386	-
Trade debts and other debts	12,861	-	-	12,861	16,505	-	-	16,505
	<b>183,316</b>	<b>121,603</b>	<b>48,852</b>	<b>12,861</b>	<b>308,567</b>	<b>244,677</b>	<b>47,386</b>	<b>16,505</b>

At the reporting date, the interest rate risk exposure profile related to interest-bearing financial instruments reported to the Company's management was as follows:

	31-Dec-25	31-Dec-24
<b>Fixed rate instruments</b>		
Financial assets	50,738	93,745
Financial liabilities	48,852	47,386
<b>Closing balance fixed rate instruments</b>	<b>1,886</b>	<b>46,360</b>
<b>Variable rate instruments</b>		
Financial liabilities	121,603	244,677
<b>Closing balance variable rate instruments</b>	<b>(121,603)</b>	<b>(244,677)</b>
<b>Total</b>	<b>(119,717)</b>	<b>(198,317)</b>

#### Fair value sensitivity analysis for fixed interest rate instruments

The company does not register financial assets or financial liabilities with a fixed rate at fair value through the profit and loss account and does not designate derivatives (interest rate swaps) as hedging instruments within a hedging accounting model at value. Therefore, a change in interest rates at the reporting date would not affect the result.

#### Cash flow sensitivity analysis for variable rate instruments

A possible change of 100 basis points at the reporting date would have increased or decreased equity and profit or loss by 1,216 (2024: 2,447). This analysis assumes that all other variables, in particular foreign currency exchange rates, remain unchanged.

31 December 2025	Profit / (Loss)	
	100 bp increase	100 bp decrease
Variable rate instruments	1,216	(1,216)
31 December 2024	Profit / (Loss)	
	100 bp increase	100 bp decrease
Variable rate instruments	2,447	(2,447)

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## **25. CAPITAL COMMITMENTS**

As at 31 December 2025 respectively 31 December 2024, the Company has no capital commitments contracted.

However, the Company is engaged in contractual commitments through the pre-sale agreements it concludes with its clients for the sale of developed dwellings (please see Note 18 – Revenues, for more details on pre-sale agreements).

## **26. CONTINGENCIES**

### **Litigations**

As of the date of these financial statements, the Company was involved in several ongoing lawsuits, both as plaintiff and defendant.

The management of the Company regularly assesses the status of all ongoing litigation and, following consultation with the Board of Administration as well as the legal advisors, decides upon the necessity of recognizing provisions related to the amounts involved or their disclosure in the financial statements.

Considering the information available, the management of the Company considers that there are no significant ongoing litigation, except the ones detailed below:

#### **a) Litigation initiated by "EcoCivic Association"**

File no. 4122/3/2022 was registered on the roll of the Bucharest Court, Administrative and Fiscal Litigation Section, in which Impact Developer & Contractor S.A. is the Defendant, the Claimants being the Eco Civic Association and three natural persons from outside the Greenfield Baneasa neighborhood.

The object of the file is the suspension and annulment of the administrative act HCGMB 705/18.12.2019 approving the Zonal Urban Plan Aleea Teisani - Drumul Padurea Neagra no. 56-64, the suspension and cancellation of Building Authorizations no. 434/35/P/2020 and no. 435/36/P/2020, cancelling some preliminary approvals, cancelling works. Based on the acts mentioned above, the fourth development phase of Greenfield Baneasa has been developed.

On 14.08.2024, the Court ruled the exceptions (defenses in a civil action) raised by the Company and the defendants in the case.

The Court ruled that the claims filed by EcoCivica Foundation for the suspension and annulment of the Construction Permits were time-barred and were dismissed as time-barred, while the claims filed by the other plaintiffs for the suspension of the Construction Permits were dismissed as lacking object. Environmental Permit 01/16.05.20 remains valid and has full legal effects.

The trial continued, and on 11.04.2025, the court spoke on the merits of the case. After the debates, the court remained in judgment. The pronouncement was successively postponed until 06.08.2025.

On 6 August 2025, following several court hearings, the court dismissed the claim as unfounded and granted the application for ancillary voluntary intervention filed by the Lexcivica Association in support of the Company's position.

The judgment is subject to appeal within 15 days of its communication. As of the date of these financial statements, the judgment has not yet been notified.

The management appreciates that the entire approval and authorization process, both of the Zonal Urban Plan and of the building permits whose cancellation is requested, was carried out legally, in compliance with the requirements imposed by the competent authorities through the town planning certificates issued. Also, the building works were executed in accordance with the legal provisions and the conditions established by the building permits, an aspect confirmed by the conclusion of the minutes of reception together with the authorities and entities involved, including the City Hall Sector 1. The buildings were commissioned and have already been introduced into the civil circuit (sold to clients). Consequently, management did not consider it necessary to set up a provision related to this litigation as of 31 December 2025.

**b) Litigation regarding access to Vadul Moldovei street, file 1820/3/2023**

On January 19, 2023, Impact Developer & Contractor S.A. registered an action against the Bucharest City Hall, the District 1 City Hall and the Romsilva National Forestry Authority at the Bucharest Court - Section II Administrative and Fiscal Litigation, requesting the court to oblige these institutions to comply with the obligations assumed by the decisions of the General Council of the Municipality of Bucharest, of the Local Council of Sector 1, as well as those assumed by the act of acceptance of the donation signed with IMPACT since 2018, and to definitively open public access between road "Aleea Privighetorilor" and road "Drumul Padurea Pustnicu".

During the process, some of the Impact Developer & Contractor S.A. requests were resolved administratively, by adopting:

- HCGMB no. 100/02.04,2024, which authorizes the request to the Government regarding the transfer, free of charge, of two sections of forest road (Vadul Moldovei) from the administration of Romsilva into the public domain of the Municipality of Bucharest, for temporary access of 5 years;
- HCGMB no. 130/29.04,2024, which approves the definitive removal from the forest fund of a land of 0,3009 ha, with the destination of a road of local interest, to ensure access, also for a period of 5 years, between Aleea Teisani and Drumul Padurea Pustnicu.

However, certain administrative operations remain to be completed by Bucharest City Hall, Romsilva and the Ministry of the Environment, which is why the process continues.

At the hearing held on 28 October 2025, the court reserved judgment, deferred the issuance of its decision several times until 27 November 2025. On 27 November 2025, the Tribunal rejected as unfounded the objections raised by the defendants regarding the statute of limitations of the right of action and IMPACT's lack of active procedural capacity and dismissed the action.

The Company filed an appeal against Civil Judgment no. 9513/2025 of 27 November 2025, rendered by the Bucharest Tribunal in case file no. 1820/3/2023 (the "Judgment"). Through the appeal, the Company requests that the appeal be allowed, the challenged decision be quashed, the case be remitted for retrial, and the statement of claim be admitted. No hearing date has been set for the appeal.

**c) Litigation regarding the Greenfield Copou land plots, file no. 5350/99/2025**

On 16 October 2025, Greenfield Copou Residence S.R.L. (a company in which Impact holds a 99% interest in the share capital) filed with the Iași Tribunal an action for declaratory relief, registered under case file no. 5350/99/2025, brought against Ms Ghelț Doina-Adriana and Ms Enăchescu Andreea-Silvia.

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Through this action, Greenfield Copou Residence S.R.L. requests the court to confirm its ownership title over the land plots held in Iași Municipality, Copou area, with a total surface of 50,263 sq.m.

In management's view, the ownership titles relating to the Greenfield Copou land plots are valid and lawful, and the declaratory action is of a purely declaratory nature, intended to remove any legal uncertainty generated by the abusive notices submitted by the defendants, as well as by the ongoing disputes between them and the parties from whom Greenfield Copou Residence S.R.L. acquired the land plots.

The Company notes that the land plots were acquired during 2020–2021, in compliance with all real estate registration/publicity formalities, and that at the time of acquisition there were no registrations/annotations regarding ongoing litigation or claims asserted by the two individuals.

The court granted the application for legal aid (public judicial assistance) and, accordingly, ordered the reduction of the court stamp duty to RON 158,545 and its payment in 10 monthly instalments of RON 15,854 each, due no later than the 15th day of each month.

The next hearing has been scheduled for 18 June 2026.

From the perspective of the validity of Greenfield Copou Residence's title, the principles of protection of good faith and the need to ensure the legal certainty and stability of civil transactions constitute sufficient arguments to counter any potential action seeking the annulment of Greenfield Copou Residence's title. Moreover, the land register rules expressly protect a good-faith subsequent acquirer who acquired a property on the basis of a transaction for consideration, as regulated by Article 901 of the Civil Code, regarding the acquisition in good faith of a registered right. As at the date of these financial statements, there is no statement of claim in which Greenfield Copou Residence is a defendant, the ownership titles to the land plots held by Greenfield Copou Residence are not being challenged and, accordingly, management considers that there is no impact on the financial statements as at 31 December 2025.

## **27. TRANSACTIONS WITH RELATED PARTIES**

### **a) Subsidiaries**

The Company's subsidiaries and the nature of their activity are as follows:

	<b>Registration country</b>	<b>Scope of activity</b>
Clearline Development and Management SRL	Romania	Real estate development
Spatzoo Management SRL	Romania	Property management
Bergamot Developments SRL	Romania	Real estate development
Bergamot Developments Phase II SRL	Romania	Real estate development
Impact Finance & Sales SRL	Romania	Ancillary activities to financial intermediations
Greenfield Copou Residence SRL	Romania	Real estate development
Greenfield Copou Residence Phase II SRL	Romania	Real estate development
Aria Verdi Development SRL	Romania	Real estate development
Greenfield Property Management SRL	Romania	Real estate development

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**IMPACT DEVELOPER & CONTRACTOR SA**  
**NOTES TO THE SEPARATE FINANCIAL STATEMENTS AS**  
**AT 31 OF DECEMBER 2025**  
**(All amounts are expressed in thousand RON, unless stated otherwise)**



Impact Alliance Architecture SRL	Romania	Architecture services
Impact Alliance Moldova SRL	Romania	Constructions
R.C.T.I Company	Romania	Constructions
Impact pentru Viitor Organization	Romania	Non for profit organization

Transactions and balances with related parties are presented during and for the 12 months period ended 31 December 2025, as well as at year ended 31 of December 2024.

Impact is part of a VAT Group together with its subsidiaries.

<b>Centralized balances</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Trade receivables	15,740	776
Interest related to loans	17,248	15,049
Dividends to be collected	1,948	6,473
VAT fiscal group	-	812
<b>Receivables - current</b>	<b>34,936</b>	<b>23,109</b>
Trade liabilities	(7,518)	(746)
Other debts	(147)	(6,472)
<b>Trade liabilities - current</b>	<b>(7,655)</b>	<b>(7,218)</b>
Loans granted to subsidiaries	50,738	56,101
<b>Receivables – long term</b>	<b>50,738</b>	<b>56,101</b>
<b>Net exposure</b>	<b>76,878</b>	<b>70,862</b>

<b>Centralized transactions</b>	<b>12M 2025</b>	<b>12M 2024</b>
Revenues from dividends	51,330	50,445
Revenues from services	13,491	2,766
Revenues from interest	4,069	4,140
Acquisition of goods and services	(4,568)	(1,767)
Interest costs	-	(459)
	<b>64,322</b>	<b>55,124</b>

<b>Sales of goods and services</b>	<b>Transactions for the 12 months period ended</b>			<b>Balance as at 31-Dec-24</b>
	<b>31-Dec -25</b>	<b>31- Dec -24</b>	<b>31- Dec -25</b>	
<b>Subsidiaries</b>				
Spatzioo Management S.R.L.	2,522	2,471	364	776
Clearline Development and Management	8	8	-	-
Bergamot Developments	8	8	-	-
Bergamot Developments Phase II	8	8	-	-
Impact Finance & Sales	19	8	-	-
Greenfield Copou Residence	8	7	-	-
Greenfield Copou Residence Phase II	8	7	-	-

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**NOTES TO THE SEPARATE FINANCIAL STATEMENTS AS**  
**AT 31 OF DECEMBER 2025**



(All amounts are expressed in thousand RON, unless stated otherwise)

Greenfield Property Management	8	8	-	-
Aria Verdi Development	10,424	8	12,603	-
Impact Alliance&Arhitecture	-	-	-	-
R.C.T.I. Company	481	234	2,773	-
	<b>13,491</b>	<b>2,766</b>	<b>15,740</b>	<b>766</b>

	Value of the transaction for the 12 months period ended		Balance as at	
	31-Dec -25	31- Dec -24	31- Dec -25	31-Dec-24
<b>Acquisition of goods and services</b>				
<b>Subsidiaries</b>				
Spatzioo Management SRL	2,591	1,666	274	2
R.C.T.I. Company	591	102	6,857	744
Impact Finance & Sales	609	-	222	-
Impact Alliance&Arhitecture	196	-	165	-
Asociatia Impact pentru Viitor	581	-	-	-
	<b>4,568</b>	<b>1,767</b>	<b>7,518</b>	<b>746</b>

	Balance as at	
	31-Dec-25	31-Dec-24
<b>Granted loans</b>		
<b>Subsidiaries</b>		
Clearline Development and Management	-	712
Bergamot Developments Phase II	-	4,699
Greenfield Copou Residence	50,661	50,476
Greenfield Copou Residence Phase II	42	22
Aria Verdi Development	-	32
Impact Finance	-	145
Greenfield Property Management	35	15
	<b>50,738</b>	<b>56,101</b>

	Balance as at	
	31-Dec-25	31-Dec-24
<b>Interest receivables</b>		
Clearline Development and Management	-	77
Bergamot Developments Phase II	-	1,702
Greenfield Copou Residence	17,243	13,269
Greenfield Copou Residence Phase II	3	-
Greenfield Property Management	2	-
	<b>17,248</b>	<b>15,049</b>

Value of the transaction for the 12 months period ended

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(All amounts are expressed in thousand RON, unless stated otherwise)

<b>Interest income</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
<b>Subsidiaries</b>		
Clearline Development and Management	13	37
Bergamot Developments Phase II	65	391
Greenfield Copou Residence	3,974	3,713
Greenfield Copou Residence Phase II	2	-
Aria Verdi Development	6	-
Impact Finance	6	-
Greenfield Property Management	2	-
	<b>4,069</b>	<b>4,140</b>

**Value of the transaction for the 12 months period ended**

<b>Dividends received</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
<b>Subsidiaries</b>		
R.C.T.I. Company	2,721	2,727
Bergamot Developments Phase II	7,180	7,722
Bergamot Developments	35,229	39,996
Clearline Development and Management	6,200	-
	<b>51,330</b>	<b>50,445</b>

<b>Loans received from subsidiaries</b>	<b>31-Dec-25</b>	<b>Balance as at 31-Dec-24</b>
Clearline Development and Management	-	1,130
	<b>-</b>	<b>1,130</b>

**Value of the transaction for the 12 months period ended**

<b>Interest expense</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
R.C.T.I. Company	-	459
	<b>-</b>	<b>459</b>

<b>VAT Group balances</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Greenfield Copou Residence	(2)	(54)
Bergamot Developments	37	1,216
Bergamot Developments Phase II	3	3,605
Spatzoo Management	538	157
R.C.T.I. Company	1,589	1,549
Clearline Development and Management	(589)	-
Impact Finance & Sales	68	-
Aria Verdi Development	(1,642)	-
Impact Alliance&Arhitecture	(150)	-
<b>Total</b>	<b>(147)</b>	<b>6,473</b>

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<b>Other debts</b>	<b>31-Dec-25</b>	<b>31-Dec-24</b>
Bergamot Developments Phase II	-	4,535
Bergamot Developments	-	1,937
<b>Total</b>	<b>-</b>	<b>6,472</b>

**b) Transactions with key management personnel**

Remuneration of key management personnel comprises salaries and related contributions (social and medical contributions, unemployment contributions and other similar contributions) and share based payments. The Company's management is employed on a contractual basis.

Remuneration of Company's management in 2025 was as in the amount of RON 1,873,837 (2023: RON 2,317,272). For further details, please refer to the Remuneration Report, which forms part of the Company's annual report.

	<b>31-Dec-25</b>	<b>31-Dec-24</b>
	<b>RON</b>	<b>RON</b>
Short-term employee benefits	1,873,837	2,317,272
Share-based payment	263,930	-
<b>Total</b>	<b>2,137,767</b>	<b>2,317,272</b>

The remuneration of the directors, for the period ending as at 31 December 2025, is approved by the General Meeting of Shareholders.

**c) Transactions with shareholders**

In 2025, the Company did not declare or pay dividends to its shareholders.

The following transactions were concluded in 2025 with the majority shareholder or related party of Impact Developer & Contractor SA:

- A loan facility in amount of RON 15,000 thousand has been provided by Gheorghe Iaciu, the majority shareholder of Impact SA in February 2025. The facility has a 1 year maturity and a fixed interest rate of 6.95%. An amount of RON 8,000 thousand has been used and fully repaid during 2025, for working capital needs.
- A transaction amounting to RON 840 thousand with STEGAR Investment SRL (an entity controlled by Gheorghe Iaciu) for the acquisition of two apartments and two outdoor parking spaces in the Boreal Plus Constanța residential complex
- Transactions amounting to RON 56 thousand with Doraly Mall SRL for billboard rental services, and RON 22 thousand for utility expenses;
- Transactions amounting to RON 154 thousand with Modern City Development SRL for design and architectural services;
- Transactions amounting to RON 124 thousand with Green City Architects SRL for real estate brokerage services;
- Transactions amounting to RON 181 thousand with STAR PERFORMINING SRL for employee consultancy and training services.

## **28. AUDITOR OF THE COMPANY**

KPMG Audit SRL was appointed by the decision of the General Meeting of Shareholders dated 29 April 2025, to audit the financial statements for 2025, 2026 and 2027, prepared under the responsibility of IMPACT D&C's management according to the international standards – IFRS (including the consolidated financial statements). The auditors' liability towards IMPACT D&C and the General Meeting of Shareholders shall be determined and limited according to the law and the agreement concluded with them.

In 2025 the statutory auditor KPMG Audit SRL had a contractual statutory audit fee of EUR 165,000 (for the statutory audit of the consolidated and standalone annual financial statements of the Company, as well as for the financial statements in ESEF digital format). Other services, related to inter-company transactions review, were contracted in 2025. Those services were valued at EUR 5,000 representing the other assurance services in relation to certain reports issued by the Company that are not prohibited by article 5(1) of Regulation (EU) no. 537/2014 of the European Parliament and of the Council.

In 2024 the statutory auditor KPMG Audit SRL had a contractual statutory audit fee of EUR 140,400 (for the statutory audit of the consolidated and standalone annual financial statements of the Company, as well as for the financial statements in ESEF digital format). Other services, related to inter-company transactions review, were contracted in 2024. Those services were valued at EUR 5,000 representing the other assurance services in relation to certain reports issued by the Company that are not prohibited by article 5(1) of Regulation (EU) no. 537/2014 of the European Parliament and of the Council.

## **29. SUBSEQUENT EVENTS**

No subsequent events were identified after reporting date.

The standalone financial statements have been authorized for issue by the management on 27 March 2026 and signed on its behalf by:

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**George Toma Mucibabici**  
Chairman of the BoD

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**Dan Sebastian Campeanu**  
Chief Executive Officer

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**Claudiu Bistriceanu**  
Chief Financial Officer

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STATEMENT

pursuant to provisions under art.30 in Accounting Law no.82/1991

the annual financial statements had been drafted on 31/12/2025 for :

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Entity: IMPACT DEVELOPER CONTRACTOR SA

County: 40--BUCHAREST

Address: Drumul Padurea Mogosoiaia 31-41, Bucharest, 1st District, phone no. 0212307570

Trade Registry order number: J2018007228408

Ownership: 34--Stock company

Main activity (NACE code and class denomination): 4110--Real Estate  
Development(promotion)

Sole Registration Code: 1553483

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The undersigned, George-Toma Mucibabici,

pursuant to art.10 par.(1)in Accounting Law no.82/1991, holding the position of President of the Board of Directors of SC Impact Developer& Contractor hereby take responsibility for the preparation of the annual individual financial statements as of 31/12/2025 and hereby confirm the following:

a) The accounting policies used in the preparation of the annual financial statements are compliant with the applicable accounting regulations.

b) The annual financial statements provide an accurate overview on the financial position, financial performance and the other information relating to the carried out activity.

c) The legal entity carries out its activity under continuity conditions.

Signature

## **AFFIDAVIT**

The undersigned, George-Toma Mucibabici, in capacity of Chairman of the Board of Directors, Dan Sebastian Campeanu, in capacity of General Manager and Claudiu Bistriceanu, in capacity of Chief Financial Officer of Impact Developer & Contractor S.A. (hereinafter referred to as the „Company”), in consideration of the provisions of art. 63 of Law no. 24/2017 regarding issuers of financial instruments and market operations and art. 223 of the ASF Regulation no. 5/2018 regarding issuers and securities related operations,

hereby declare that, to the best of our knowledge, the annual (individual and consolidated) financial statements on December 31, 2025, prepared in compliance with the applicable accounting standards offer an accurate and true image of the assets, liabilities, financial standing, profit and loss account of the Company and, respectively, of its subsidiaries included in the process of consolidation of the financial statements, and the Reports of the Board of Directors (on the consolidated financial statements prepared in accordance with the International Financial Reporting Standards as laid down by the Order of the Ministry of Public Finance no. 2844/2016 with all subsequent amendments) comprise a correct analysis of the Company’s and its subsidiaries development and performance, as well as a description of the main risks and uncertainties specific to the performed activity.

### **President of the Board of Directors**

George-Toma Mucibabici

### **General Manager**

Dan Sebastian Campeanu

### **Chief Financial Officer**

Claudiu Bistriceanu



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