



# ANNUAL REPORT 2025

**MF CAPITAL S.A.**

Issuer admitted to the Regulated Market administered by the Bucharest Stock Exchange

## Annual Report 2025 – MF CAPITAL S.A.

---

prepared in accordance with the provisions of Law No. 24/2017, as republished, with subsequent amendments and additions, and ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and additions

## Information about the Financial Report and the Issuer

---

<b>Report date</b>	29 April 2026
<b>Name of the issuer:</b>	MF CAPITAL S.A.
<b>Registered office:</b>	Bucharest, Sector 2, 5–25 Popa Lazăr Street
<b>Telephone/Fax:</b>	0212520085 / 0212527609
<b>Email:</b>	office@mfcapital.ro
<b>Website:</b>	www.mfcapital.ro
<b>Unique registration code:</b>	655
<b>Registration number in the Trade Register:</b>	J1991002353401
<b>Subscribed and paid-up share capital:</b>	9,264,890 lei
<b>Market on which the issued financial instruments are traded:</b>	Regulated Market, Standard category

## CONTENTS

Overview and outlook .....	4
Key events in 2025 .....	4
Mission and objectives .....	6
Analysis of the Issuer's Activities .....	6
Date of the Issuer's incorporation .....	6
Description of core business.....	6
Secondary activities .....	6
MF CAPITAL S.A.'s activities in 2025.....	7
Mergers, acquisitions and/or disposals of assets during the period under review.....	7
Key findings of the assessment of the company's operations, on an individual basis .....	8
Main markets.....	8
The share of each service category in total turnover for the last three years.....	9
Assessment of technical and material supply activities .....	9
Sales trends and medium- and long-term prospects. Main projects under development .....	10
Assessment of research and development activities .....	11
Assessment of the company's risk management activities .....	11
Outlook for 2026.....	12
Trends, factors, events or uncertainties that could affect the issuer's liquidity, compared with the same period of the previous year .....	12
Capital expenditure .....	13
Significant transactions.....	13
The issuer's tangible assets .....	13
MF CAPITAL S.A. on the Bucharest Stock Exchange.....	15
Subsidiaries and their holdings.....	16
The Issuer's Management .....	17
Financial statements – consolidated level MF CAPITAL S.A.....	18
Financial statements – MF CAPITAL S.A. (stand-alone) .....	22
STATEMENT .....	43

## Overview and outlook

**MF Capital S.A.**, a company with a long-standing presence in the local market, currently operates in **the real estate sector** and focuses on the operation and management of its owned assets. Its core business consists of letting the premises it owns and providing property management services, with a portfolio totalling approximately **26,000 sq m**, supported by around **43 active tenancy agreements**.

In an economic climate characterised by volatility and cyclical adjustments, the company has adopted a proactive approach to managing its property portfolio, emphasising operational adaptability, cost optimisation and prudent resource management.

### Rebranding and a new vision from 2025

The rebranding of the company from Mecanica Fina S.A. to **MF Capital S.A.**, as well as the change of the stock market symbol from MECE to **MFC**, marks the start of a new strategic phase. This transformation reflects the focus on developing a modern investment platform, centred on value creation and **asset stability**, underpinned by **financial rigour** and a **long-term investment perspective**.

Throughout its development, the company has treated the acquisition of land and tangible assets as strategic property investments, designed to preserve capital and generate value over time.

#### REAL ESTATE PROPERTIES HELD - Portfolio

- ❖ 5-25 Popa Lazăr Street – **7,822 sq m** of leased **office and retail space**
  - ❖ 1-3 Pantelimon Street – **11,396 sq m** of leased **retail and storage space**
  - ❖ 46 Chiristigiilor Street – **2,000 sq m** of leased **Wellness Club**
  - ❖ 10-12 Popa Lazăr Street – **4,136 sq m** of **student accommodation** leased
  - ❖ Boranesti, Ialomita County – **arable land**
- 
- ❖ Pantelimon Road, nos. 10-12 – **1,240 sq m** of leased space out of a total of **2,500 sq m**, with the remaining area currently under development
  - ❖ 5-25 Popa Lazăr Street – development of a **car park with a capacity of 100 spaces**
  - ❖ 5-25 Popa Lazăr Street – **23,500 sq m** across **4 floors**, currently under development

## Key events in 2025

During the reporting period, the company continued to implement a series of measures designed to support the growth in the value of its property portfolio and strengthen its ability to generate recurring cash flows. To this end, refurbishment and functional conversion works were carried out, with the aim of both improving the efficiency of space utilisation and diversifying revenue streams.

The results of these efforts were also reflected in the letting activity, with the signing of **four leases covering a total area of 3,495 sq m, with a combined value of €21,194 per month plus VAT**. These leases confirm the attractiveness of the company's portfolio and its ability to generate stable recurring income. At the same time, the company continued to consolidate its recurring revenue base by developing the residential segment.

In the same vein, Mollo Re S.A. has initiated the process of **letting accommodation units in student halls of residence for the 2025-2026 academic year**, a segment characterised by steady demand and significant growth potential.

An important strategic project currently underway is the conversion of the property located at 5–25 Popa Lazăr Street, known as Hub 100. The project includes **the installation of a solar farm**, with the aim of increasing the asset's energy independence and supporting its alignment with sustainable development objectives. **Hub 100**, formerly *Hala 100*, is situated in Bucharest, in the immediate vicinity of Obor Market, one of the capital's best-known landmarks, and **covers an area of approximately 24,000 square metres**. This asset represents the flagship of the urban regeneration process initiated by the company.

In terms of investment, the company has made total investments of **over 8 million lei**. Of this amount, over 7 million lei were allocated to the modernisation of Hall 60 (formerly Hall 50), located at 1–3 Pantelimon Road, and over 1 million lei were allocated to the construction of C14 Offices at 5–25 Popa Lazăr Street.

In terms of corporate identity and positioning in the capital market, the company underwent a rebranding process. Thus, pursuant to the Extraordinary General Meeting of Shareholders' Resolution of 25 October 2025, the company's name was changed from **Mecanica Fina S.A. to MF Capital S.A.** Subsequently, following a request from the Board of Directors on 20 November 2025, the change of the stock market symbol from **MECE to MFC** was initiated, a change which became effective on 23 February 2026.

## Subsidiaries

### Direct holdings:

- 99.85% in Mollo RE SA – real estate and accommodation sector
- 99.997% in Itagra SA – agriculture
- 88.73% in Industrial Cefin SA – property management

### Indirect holdings:

- 49.93% in Vera Wellness SRL – fitness centre operations
- 90.4% Bio Valley SRL – agricultural activities
- 99.99% Itagra Bio Terra SRL – agricultural activities

### INDUSTRIAL CEFIN S.A.



**3,000 sq m of office/retail space – let**

### ITAGRA S.A.



**a farm comprising 1,800 hectares of land**

The company's management aims to actively manage and continuously optimise the property portfolio, with a view to increasing profitability, streamlining the cost base and maximising the income generated by the assets in its own portfolio. As at 31 December 2025, the company held **income-generating land and buildings with a total value of over 219 million lei**, a figure that reflects the strength of its asset base and its potential for long-term value creation.

In order to enhance the portfolio's performance, the company is implementing a comprehensive programme of works on its assets, including functional conversions, refurbishments, modernisations and redevelopments. These investments aim to improve the utilisation rate of the properties, expand the space available for letting and strengthen the company's competitive position in the property market.

MF CAPITAL S.A. has been listed on the Bucharest Stock Exchange since 1997, and its management actively seeks to utilise capital market instruments to attract new investors to the shareholder community. The company focuses its efforts on identifying and exploiting strategic opportunities, so that every investment supports a solid property portfolio and generates economic value for shareholders.

## Mission and objectives

- ❖ **Creating value by leveraging existing assets**, reinterpreting the past and developing assets relevant to the future, whilst adhering to the principles of sustainable development.
- ❖ **Modernising and enhancing the value of historic real estate assets** by adapting and transforming them to consistently meet current market demands and international standards.
- ❖ **The development and implementation of new investment projects**, carried out to high functional and aesthetic standards, with the aim of improving the quality of assets and diversifying the property portfolio.

## Analysis of the Issuer's activities

### Date of the Issuer's incorporation

MF CAPITAL S.A. (formerly MECANICA FINA S.A.) was established pursuant to Law 15/1990 on the reorganisation of state-owned economic units as autonomous enterprises and commercial companies, by Romanian Government Decision No. 157 of 7 March 1991, following the division of the former Bucharest Precision Engineering Enterprise, which in turn originated from the Technical Operations Company (S.E.T.) established in 1923.

### Description of core business

The main field of activity of MF CAPITAL S.A. corresponds to NACE code 6420 – *Activities of holding companies*, and the company's operations are structured around two fundamental strategic directions:

- **the organisation and management of investments** relating to direct or indirect holdings in the share capital of companies within the MF CAPITAL S.A. Group, including the provision of administrative services (IT, HR, financial and accounting, and legal services) for the Group's operational entities;
- **carrying out property management activities** for MF CAPITAL S.A.'s own real estate portfolio, as well as performing other commercial acts in accordance with the activities included in the company's scope of business, as set out in the Articles of Association.

### Secondary activities

The company's secondary activities include:

- Property development (promotion);
- Construction of residential and non-residential buildings;
- Purchase and sale of own real estate;
- Letting and subletting of own or leased real estate.
- Accounting and financial auditing; tax consultancy (primary accounting);
- Business and management consultancy services.

## MF CAPITAL S.A.'s activities in 2025

During the 2025 financial year, the activity predominantly carried out by MF CAPITAL S.A. consisted of **the letting of real estate assets owned by the company**, an activity classified under CAEN code 6820 – “*Letting and subletting of own or leased real estate*”, included in the company’s scope of business as a secondary activity. Within this line of business, the company also provided related services for the leased premises, including services relating to the supply of utilities to tenants.

Through a proactive approach, during 2025, MF CAPITAL S.A. continued to manage its own property portfolio by carrying out property management activities aimed at increasing occupancy rates and making effective use of available space. In this context, the company consistently sought to identify and implement viable solutions to attract new tenants, efforts which resulted in the consolidation of its portfolio of lease agreements. The company has focused on providing quality services and facilities tailored to tenants’ needs, with the aim of fostering stable, long-term contractual relationships.

As a result of this commercial and operational strategy, in 2025 rental income increased by 20.6% compared to the level in 2024, a trend driven mainly by the signing of four new lease agreements for a total area of 3,495 sq m, with a combined value of €21,194 per month plus VAT.

In 2025, the company also carried out primary accounting activities exclusively for the companies in which it holds majority stakes in the share capital, namely:

- **Itagra Bio Terra SRL** – with its registered office in Boranesti, Ialomita County, ORC J21/35/2020, CUI 42145490;
- **Mollo Re SA**, with its registered office in Bucharest, Sector 2, 5-25 Popa Lazar Street, ORC J40/15010/2006, CUI 19034870;
- **Industrial Cefin SA**, with its registered office in Bucharest, Sector 2, 5-25 Popa Lazar Street, ORC J40/9492/1995, CUI 7867787.

The revenue generated from this activity represents an insignificant proportion of the company’s total revenue.

In 2025, MF CAPITAL S.A. continued its programme to modernise the buildings in its portfolio, with a focus on vacant spaces, for which the company sought to identify effective solutions for optimisation and utilisation through letting, in line with market requirements and trends. Work began on the conversion of the property at 5–25 Popa Lazăr Street – Hub 100 (formerly Hala 100), a property with a surface area of approximately 24,000 sq m, located in Bucharest, in the immediate vicinity of Obor Market, a project which also includes the installation of a solar park, with a view to increasing energy independence and aligning with sustainable development objectives. At the same time, the company made total investments of over 8 million lei, of which over 7 million lei were allocated to the modernisation of Hall 60 (formerly Hall 50), situated at 1–3 Pantelimon Road, Pantelimon No. 1–3, whilst over 1 million lei were allocated to the construction of the C14 Office Building on the site at Str. Popa Lazăr No. 5–25.

### Mergers, acquisitions and/or disposals of assets during the period under review

No significant mergers or reorganisations took place either at the level of the issuer MF CAPITAL SA or at the level of its subsidiaries or the companies controlled by it during the 2025 financial year.

## Key results of the assessment of the company's performance, on an individual basis

Indicator (MF CAPITAL S.A.)	Result (lei) 2025
Net profit	13,382,277
Turnover	11,479,312
Total revenue	25,124,442
Costs (total expenditure)	9,352,832
Liquidity (cash in account, etc.)	261,691

*\*Separate financial statements, amounts expressed in lei*

**Net profit:** 13,382,277 lei

The company's performance in 2025 reflects a net profit of 13.38 million lei, a six-fold increase compared to 2024. This increase is mainly driven by gains from the revaluation of property investments and higher sales revenue.

**Turnover:** 13,382,277 lei

MF CAPITAL S.A. ended the reporting period with a turnover of 11.47 million lei, up 15.86% compared to the same period of the previous year. Revenue from lettings accounted for 75.19% of turnover and recorded a 20.6% increase at the end of 2025, as a direct result of the company's ongoing programme of refurbishment and optimisation of its premises.

**Total revenue:** 25,124,442 lei

During 2025, the fair value revaluation of land and buildings generated gains of 12.8 million lei, contributing to total revenue being approximately twice as high as that recorded in 2024.

**Costs (total expenses):** 9,352,832 lei

The company's total expenses increased by 11.50% in 2025, driven by increases in staff costs, financial expenses and the 'other expenses' category, comprising mainly utilities (58%) and services provided by third parties (23%).

The structure of the company's expenses as at 31 December 2025 is as follows:

Costs (lei)	2025
Cost of goods sold	3,272
Cost of raw materials and supplies	89,740
Employee benefit expenses	2,674,780
Depreciation and amortisation expenses	390,664
Other expenses	4,387,965
Financial expenses	1,806,411
<b>Total</b>	<b>9,352,832</b>

*\*Separate financial statements, amounts expressed in lei*

### Main markets

The Company currently leases out approximately **26,000 sq m** of its properties, with **43 lease agreements** in force.

The leased space is used for various purposes, as follows:

➤ **RESIDENTIAL SPACES**  
**14%**



➤ **STORAGE SPACES**  
**23%**



➤ **OFFICES AND COMMERCIAL**  
**63%**



The Company provides its tenants with a comprehensive package of services, including the utilities necessary for carrying out business activities in the leased premises (electricity, heating, natural gas, water/sewage) as well as maintenance and repair services for the facilities within the leased premises.

## Share of each service category in total turnover for the last three years

No.	Service	Share of services in total turnover		
		2023	2024	2025
1	Rental	71.79%	72.10%	75.19%
2	Services relating to the provision of utilities to tenants and other services	28.21%	27.90%	24.81
<b>Total</b>		<b>100%</b>	<b>100%</b>	<b>100%</b>

## Assessment of technical and material supply activities

### Sources of supply

No.	Specification	Supplier(s)
1	Electricity	PPC Energie SA
2	Heat	Termoenergetica SA
3	Natural gas	Engie SA
4	Materials and sub-assemblies	Romstal, Power Electric, Avi Compact, Hilti Romania
5	Property refurbishment	Romtam, Expert Instal, Class Instal

Prices for materials: subject to negotiation with suppliers

Stock levels: in line with the company's internal operational needs. At an individual level, the value of stocks as at 31 December 2025 was 3,220 lei, an increase compared to 2024, when the value was 604 lei.

## Sales trends and medium- to long-term outlook. Main projects under development

In 2025, the company carried out refurbishment and functional conversion works, aimed at improving the efficiency of space utilisation and diversifying revenue streams. During the same period, four lease agreements were signed for a total area of 3,495 sq m, with a cumulative value of 21,194 euros/month + VAT, confirming the attractiveness of the portfolio and the company's ability to generate stable recurring revenue. At the same time, the recurring revenue component was strengthened through the residential segment, and through Mollo Re S.A., the process of letting accommodation units in student halls of residence was initiated, a segment characterised by constant demand and growth potential.

Furthermore, the project to convert the property at 5–25 Popa Lazăr Street (Hub 100) has been launched, which also includes the installation of a solar park, with a view to increasing energy independence and aligning with sustainable development objectives. The Hub 100 project, formerly Hala 100, located in Bucharest in the immediate vicinity of Obor Market and covering an area of approximately 24,000 sq m, is the flagship project of the urban regeneration process initiated by the company. In 2025, total investments of over 8 million lei were made, of which over 7 million lei were directed towards the modernisation of Hala 60, formerly Hala 50, located at 1–3 Pantelimon Road, and over 1 million lei were allocated to the construction of C14 Offices at 5–25 Popa Lazăr Street.

In the current financial year, MF Capital aims to capitalise on its assets through urban regeneration and the development of its property portfolio, with a focus on transforming properties into modern, flexible spaces adapted to current market demands, capable of generating stable recurring income. At the same time, the company is looking to integrate energy efficiency solutions and sustainability principles into its portfolio, to reduce consumption and operational costs, as well as to increase the long-term value of its assets. In parallel, agricultural land is managed as a long-term strategic investment, serving to preserve capital, diversify the portfolio and mitigate cyclical risks.

**In the long term**, the company aims to develop a large-scale property project, with completion scheduled for the coming years. This initiative is based on the positive momentum of the area, highlighted by the success of similar projects, such as Noua Piață Obor and Veranda Mall, which have significantly contributed to increasing its attractiveness and development potential.

### Competitive landscape in the issuer's sector

In the rental sector, the main competition comes from large property developers, who exert significant pressure on the market and are expected to consolidate their presence in the north-east of the capital, where MF CAPITAL S.A. also operates. To cope with this competitive and constantly evolving environment, the company is focusing its efforts on improving the quality of the services it offers and on implementing innovative, bespoke solutions to best meet the needs of its clients.

The company's strategy includes investments in the modernisation of rental properties, the diversification of its offering and the optimisation of operational processes, with the aim of creating a sustainable competitive advantage. Furthermore, MF CAPITAL S.A. pays particular attention to customer relations, emphasising flexibility, transparency and ongoing support, in order to maintain its relevance and consolidate its market position against the major players in the industry.

### Assessment of aspects relating to the company's employees/staff:

In 2025, the company had an average of 14 employees on permanent contracts, comprising a highly skilled workforce in the company's economic, technical, commercial and administrative departments, as well as in building and facilities maintenance.

With regard to trade union membership, we would like to point out that the company does not fund any trade union organisation.

Assessment of aspects relating to the company's employees/staff:

Human resources	2023	2024	2025
Average number of employees	13	14	14
Legal Department	2	2	2
Economics and Administration Department	6	7	7
Commercial Department	2	2	2
Services	3	3	3

Assessment of aspects relating to the impact of the issuer's core business on the environment

MF CAPITAL S.A. has ceased activities with a significant environmental impact, such as metal coatings and heat treatments, and no longer carries out production operations requiring an environmental permit. Furthermore, the company has not faced, is not currently facing, and does not anticipate any litigation relating to breaches of environmental protection legislation.

Firmly committed to promoting sustainability and innovation, MF CAPITAL S.A. aims to step up its environmental initiatives in the future. The objective is to contribute to its sustainable development and to improve the environment in which it operates, thereby consolidating a responsible and forward-looking business model.

At the same time, the Company has launched urban regeneration and energy efficiency projects, notably the conversion of the building at 5–25 Popa Lazăr Street (Hub 100), a project which also includes the installation of a solar panel array, with a view to increasing energy independence and aligning with sustainable development goals.

Assessment of research and development activities

MF CAPITAL S.A. did not carry out any research and development activities in 2025 whose costs could be capitalised, i.e. leading to the creation and recognition of intangible assets representing costs associated with research and development activities.

Assessment of the company's risk management

**Credit risk.** The company is primarily exposed to the risk of financial loss arising from its leasing or trading activities, to the extent that a customer fails to meet their contractual obligations. In such cases, amicable solutions are sought and, where appropriate, legal action is taken.

**Foreign exchange risk.** The Company is primarily exposed to foreign exchange risk in relation to bank loans taken out. The Company has limited exposure to exchange rate fluctuations relative to the value of the loans taken out, as the majority of its revenue derives from rental contracts negotiated in euros.

**Liquidity risk.** Liquidity risk arises from the management of current assets, financing costs and principal repayments on its debt instruments. The company's policy is geared towards ensuring a cash flow that enables it to meet its obligations as they fall due, seeking to maintain cash balances or arrange appropriate facilities to meet payment requirements. The company's management regularly receives, through specialist departments, analyses and forecasts regarding the company's cash flow and cash holdings, and ensures that the company has sufficient liquid resources to meet its payment obligations under all reasonably foreseeable circumstances. With regard to bank liquidity, the company's management periodically reviews the balance of funds in bank accounts to prevent any disruptions in business operations.

**Operational risk.** Operational risk is the risk of incurring losses – direct or indirect – arising from causes associated with the company’s processes, personnel, technology and infrastructure, as well as from external factors (other than credit, market and liquidity risk), such as those arising from legal and regulatory requirements and generally accepted standards regarding organisational behaviour. Operational risk may arise from all of the company’s operations. The company’s management carries out controls relating to operational risk, with responsibilities in this area focused on developing and refining the company’s general risk management standards in the following areas: segregation of duties, authorisation, reconciliation and monitoring of transactions, compliance with legal and regulatory requirements, documentation of controls and procedures, and their adequacy for the purpose of prevention.

**Capital adequacy.** The Management’s policy on capital focuses on maintaining a solid capital base to ensure the company’s steady development and the achievement of its proposed investment objectives.

### **Geopolitical and political risk**

Recently, developments in the Middle East have amplified volatility in energy markets, including against the backdrop of disruptions to traffic through the Strait of Hormuz, a corridor through which approximately 20% of global oil and LNG flows transit, which has contributed to episodes of sharp increases in oil prices. At the same time, the IMF notes that persistent shocks to energy prices tend to fuel inflation and dampen economic growth, with spillover effects on financial conditions and the investment climate. At the national level, Romania is facing a climate of political uncertainty, generated by the ruling coalition’s loss of its parliamentary majority, a development that may lead to an increase in the state’s financing costs and may amplify the risks associated with the implementation of reforms and access to European funds.

In the case of MF CAPITAL S.A., these risks are assessed, as at the date of this report, as currently being of an indirect nature. Based on available internal assessments, the company and its subsidiaries have no identified direct exposure to conflict zones or to the immediate effects of foreign policy measures adopted by the US administration, and there are currently no indications that the activities of contractual partners would be directly affected. However, the company may indirectly feel the effects of such a context through potential increases in operating costs, the maintenance of more restrictive financing conditions, as well as through possible increased caution on the part of business partners. At present, there are no indications of a significant direct negative impact on the company’s operations, but political and geopolitical developments will continue to be closely monitored by management.

## **Outlook for 2026**

### **Trends, factors, events or uncertainties that could affect the issuer’s liquidity, compared with the same period last year**

The company’s rebranding, effective from 2025, from Mecanica Fina S.A. to MF Capital S.A., as well as the change of the stock market symbol from MECE to MFC, marks the start of a new strategic phase, and this transformation reflects the focus on developing a modern investment platform, centred on added value and asset stability, underpinned by financial rigour and a long-term investment outlook.

Consequently, between 2026 and 2027, MF Capital aims to maximise the value of its assets through urban regeneration and the development of its property portfolio, with a focus on transforming properties into modern, flexible spaces tailored to current market demands, capable of generating stable recurring income. At the same time, the company plans to integrate energy efficiency solutions and sustainability principles into its portfolio, to reduce consumption and operational costs, as well as to increase the long-term value of its assets. In parallel, the agricultural

land is managed as a long-term strategic investment, serving to preserve capital, diversify the portfolio and mitigate cyclical risks.

At the same time, the company aims to strengthen its relationship with investors and expand its shareholder base, using its status as a listed company as a tool for development and transparency. This approach is supported by a prudent capital allocation policy, focused on projects with a solid economic foundation.

With regard to financing, management intends to dynamically optimise the ratio between internal and external financing, taking into account borrowing costs and capital market conditions, in order to support the sustainability of the project and maximise opportunities in the real estate sector.

In the case of MF CAPITAL S.A., the impact of the conflict situations in Romania's neighbourhood and on the international stage, including recent developments in the Middle East and the measures adopted by the US administration, cannot be accurately estimated. As at the date of this report, neither the company nor its subsidiaries have identified any direct exposure to these events, and there is no information to suggest that any of its partners or clients are directly affected. However, the conflict involving Iran has led to heightened volatility in energy markets and episodes of significant increases in oil prices, against a backdrop of disruptions to traffic through the Strait of Hormuz, and recent IMF analyses show that persistent shocks to energy prices tend to fuel inflation, dampen economic growth and lead to tighter financial conditions.

At the same time, the domestic political context has deteriorated following the ruling coalition's loss of its parliamentary majority, developments which may trigger a period of instability with a potential impact on European funds, risk perception and Romania's financing costs. In these circumstances, the risks to the company remain mainly indirect and relate to a possible increase in operating and financing costs, as well as potential increased caution on the part of contractual partners, with no indications to date of a significant direct negative impact on the company's operations.

## Capital expenditure

In 2025, the company's resources were, are and will continue to be prioritised towards financing the programme for the refurbishment, modernisation, fitting out and equipping of the buildings it owns, so that they possess the appeal necessary for profitable lettings for the company.

## Significant transactions

Transactions with related parties carried out during 2025 by the issuer are presented in the Notes (Note 21) to the financial statements, attached to this report.

## The issuer's tangible assets

### Tangible assets

The net book value of tangible assets as at 31 December 2025 is 3,339,188 lei, which is 620,351 lei lower than the figure for 2024.

Tangible assets	2024	2025	Relative change	% of Fixed assets
Land and buildings	1,273,973	1,180,266	-7.36	43.41
Equipment and transport	1,469,437	1,415,078	-3.70%	52.05
Other tangible fixed assets	56,432	92,461	63.84	3.40
Tangible assets under construction	539,347	<b>30,362</b>	-94.37%	1.12%
<b>Total</b>	<b>3,339,189</b>	<b>2,718,838</b>	<b>-18.58%</b>	<b>100.00%</b>

## Property investments

The total value of property investments as at 31 December 2025 is 219,063,487 lei, which is 16,724,827 lei higher than the figure for 2024, driven by favourable changes in market value of 12.8 million lei resulting from the revaluation to fair value of land and buildings, to which is added the consolidation of property investments through new acquisitions, amounting to 3.9 million lei.

Investment property	2024	2025	Relative change	% in Investment Property
Land	157,312,621	157,312,621	-	71.81%
Buildings	40,447,189	40,447,189	-	18.46%
Property investments in progress and advances for property investments in progress	4,578,850	21,304,350	365.28%	9.73
<b>Total</b>	<b>202,338,660</b>	<b>219,063,487</b>	<b>8.27%</b>	<b>100%</b>

## Land owned by MF CAPITAL S.A.

Location	Exclusive Area (sq m)	Undivided area (sq m)
5-25 Popa Lazăr Street, Sector 2, Bucharest	21,088.21	-
1-3 Pantelimon Street, Sector 2, Bucharest	16,808.00	504.67
46 Christigiilor Street, Sector 2, Bucharest	2,117.50	-
12 Popa Lazăr Street, Sector 2, Bucharest	-	615.6
10 Popa Lazăr Street, Sector 2, Bucharest	795.9	-
10–12 Pantelimon Road, Sector 2, Bucharest	-	131.84
12–14 Ion Heliade Rădulescu Street, Sector 2, Bucharest	91	-
33 Ion Heliade Rădulescu Street, Sector 2, Bucharest	478	-
Borănești, Ialomița County – arable land	2,676.58	-

## Buildings owned by MF CAPITAL S.A.

Year P.I.F	Name	Total floor area (sq m)	Location Bucharest, Sector 2
1974	Paint shop and tyre repair	456	5-25 Popa Lazar Street
1974	Non-ferrous metals warehouse	546	5-25 Popa Lazar Street
1940	Administration building	1408	5-25 Popa Lazar Street
1976	Technical annex	1327	5-25 Popa Lazar Street
1962	Warehouse	1876	5-25 Popa Lazar Street
1964	Hala	348	5-25 Popa Lazar Street

Year P.I.F	Name	Total floor area (sq m)	Location Bucharest, Sector 2
1956	Hall	1072	5-25 Popa Lazar Street
1957	Heating plant	164	5-25 Popa Lazar Street
1941	Warehouse	1088	5-25 Popa Lazar Street
1940	Office building	994	5-25 Popa Lazar Street
1935	Hall 1	522	5-25 Popa Lazar Street
1956	Hall 2	522	5-25 Popa Lazar Street
1960	Social group / function room	980	5-25 Popa Lazar Street
1975	Hall 100	23504	5-25 Popa Lazar Street
1977	Tower block s+p+et. 1	735	10-12 Pantelimon Road
2004	Tower block, 2nd floor	352	10-16 Pantelimon Road
2003	Tower block, floors 6, 7, 8 and 9	1406	10-12 Pantelimon Road
1974	Hall 50	7728	Pantelimon Road 1-3
1961	Hall 60	6854	1-3 Pantelimon Road
1914	Debitaj 1	239	Pantelimon Road 1-3
1970	Debitaj 2	60	Pantelimon Road 1-3
1975	Canteen	2112	46 Christigiilor Street
1973	Hall of Residence 1	2365	10 Popa Lazar Street
1980	Hall of Residence 3	1715	12 Popa Lazar Street
1928	Residential property	230	33 I. H. Rădulescu Street

## Degree of wear and tear of the issuer's properties

Some of the company's buildings are of considerable age (as shown in the table above), but they have undergone consolidation, refurbishment, modernisation, fitting-out and routine maintenance, a continuous process requiring ongoing investment to ensure the attractiveness of the premises offered for rent.

## MF CAPITAL S.A. on the Bucharest Stock Exchange

MF CAPITAL S.A. has been listed on the Bucharest Stock Exchange, Shares Section, Standard Category, Main Segment, since 12 August 2015.

The listing was approved by a decision of the Financial Supervisory Authority (ASF), pursuant to which the company's shares (ticker symbol MFC on the capital market) were admitted to trading on the regulated market administered by the Bucharest Stock Exchange SA following the completion of the legal procedures carried out by the issuer in accordance with the provisions of Law 151/2014 regarding the clarification of the legal status of shares traded on the RASDAQ Market or on the unlisted securities market.

On 23 February 2026, the share symbol was changed from MECE to MFC in line with the company's new name.

The shares issued by MF CAPITAL SA are not traded on any other markets in the country, nor on markets in other countries.

As at 31 December 2025, MF CAPITAL S.A. had the following shareholder structure:

Shareholder	Shareholder	Percentage
S.C. MOL INVEST S.A., Bucharest, Sector 2	3,394,631	91.5993%
Individuals	294,807	7.9550%
Legal entities	16,518	0.4457
<b>Total</b>	<b>3,705,956</b>	<b>100</b>

Up to 98% of the total number of minority shareholders in MF CAPITAL S.A. are passive shareholders holding vouchers following privatisation. In order for the Company to be able to utilise capital market instruments, it is imperative to increase the liquidity of the Company's shares by creating a genuine 'free float', which is, in fact, critical for the successful financing of investments through the capital market.

Consequently, the company aims to strengthen its relationship with investors and expand its shareholder base, using its status as a listed company as a tool for development and transparency. This approach is supported by a prudent capital allocation policy, focused on projects with a solid economic foundation.

#### Dividend Policy

The company's dividend policy aims to distribute profits to shareholders in a sustainable and balanced manner, whilst retaining sufficient resources for investment and growth. The management of MF CAPITAL S.A. is committed to maintaining solid financial stability to cope with potential unforeseen circumstances.

The company has not paid dividends in the last three years.

#### Share buybacks

During the reporting period, the Company did not carry out any share buy-back programmes or public offers to purchase its own shares. A total of 706 shares (0.019% of the Company's total share capital) are recorded by Depozitarul Central SA as shares belonging to the issuer. These are shares remaining undistributed following the 'pro-rata' allocation of shares representing increases in share capital equivalent to the value of profits reinvested from previous years, approved by the Resolution of the General Meeting of Shareholders.

## Subsidiaries and their holdings

#### Direct shareholdings

As at 31 December 2025, MF CAPITAL SA holds direct shareholdings in the share capital of the following companies:

- 99.85% in MOLLO RE SA – real estate and the accommodation sector;

*MOLLO RE SA manages two student halls of residence located in Bucharest, Sector 2, at 10 and 12 Popa Lazar Street, in two properties leased from MF CAPITAL SA; the two student halls of residence operate under the name Campus Est.*

- 99.997% of ITAGRA SA – agricultural sector;

*Itagra SA cultivates a total area of 1,720 ha of highly fertile arable land, of the chernozem ("black earth") type, of which 65% is owned and 35% is leased.*

- 88.73% in Industrial Cefin SA – property management activities

*The second shareholder, Mol Invest SA (the majority shareholder of the issuer MF CAPITAL SA), holds the remaining 11.27%. The issuer and its majority shareholder – Mol Invest SA – together hold the entire share capital of Industrial Cefin SA.*

Information regarding the three companies in which the issuer MF CAPITAL SA held shares as at 31 December 2024 is presented below:

Company name	Company registered office	Share capital (lei)	MF CAPITAL S.A.'s contribution to the capital	Business activity CAEN code
ITAGRA SA ORC:J/21/316/2006 CUI: 18792370	Boranesti Commune, Ialomita County	12,900,000 lei	99.997	Cereal cultivation CAEN code 0111
MOLLO RE SA ORC:J40/15010/2006 CUI: 19034870	Bucharest, Sector 2, 5-25 Popa Lazăr Street, Building C16, Floor 1, Module 5	200,000 lei	99.85%	Other accommodation facilities CAEN code 5590
INDUSTRIAL CEFIN SA ORC: J40/9492/1995 CUI: 7867787	Bucharest, Sector 2, 5-25 Popa Lazăr Street, Building C16, 1st Floor, Unit 6	361,800 lei	88.73% (contribution by MF CAPITAL S.A.) 11.27% contribution from Mol Invest S.A.	Letting of own property CAEN code 6820

## Indirect shareholdings

- Vera Wellness SRL;

*Mollo Re SA holds a 50% equity stake in Vera Wellness SRL, which operates fitness centres*

- Bio Valley SRL;
- Itagra Bio Terra SRL

*Itagra SA holds stakes in Bio Valley SRL (90.40% of a total share capital of 15,000 lei) and in Itagra Bio Terra SRL (100% of a total share capital of 20,000 lei).*

Results achieved by the subsidiaries of the issuer MF CAPITAL SA in 2025

Subsidiary	Turnover (lei)	Profit/Loss (lei)
ITAGRA SA	10,523,177	1,242,359
MOLLO RE SA	2,667,333	441,319
INDUSTRIAL CEFIN SA	1,959,012	323,364
VERA WELLNESS SRL	1,986,459	156,889
ITAGRA BIO TERRA SRL	1,021,292	88,414

## The Issuer's Management

MF CAPITAL S.A. is organised as a joint-stock company managed under a unitary system. It is managed by a Board of Directors comprising three members appointed by secret ballot by the company's Ordinary General Meeting of Shareholders, with a four-year term of office, which reports to the General Meeting of Shareholders and delegates executive management powers to the company's directors, one of whom is the Chief Executive Officer.

### BOARD OF DIRECTORS

During the 2025 financial year, the company was managed by the Board of Directors comprising:

- Mollo Sergio, Chairman of the Board of Directors;
- Mollo Giuseppe Alessandro, Member of the Board of Directors;
- Mollo Simona, Member of the Board of Directors.

**Sergio Mollo – Chairman – Chief Executive Officer** has 27 years’ experience in business and management and is responsible for steering the company’s strategy and safeguarding shareholders’ interests. He sets objectives and directions for the company’s development, making crucial decisions to increase shareholder value and maintain compliance with capital market regulations. His primary role is to ensure transparency, good governance and the company’s long-term performance.

**Mollo Giuseppe Alessandro – Director**, together with the other members of the board of directors, sets the company’s strategic direction to achieve its financial and operational objectives. He closely monitors financial risks and risk management strategies, adapting them to changes in the business environment.

**Mollo Simona – Director**, implements corporate governance policies and practices aimed at significantly increasing investor confidence and ensuring consistent share performance. She sets the company’s strategic direction to meet financial and operational objectives and closely monitors financial risks and risk management strategies, adapting them to changes in the business environment.

The directors Mollo Giuseppe Alessandro and Mollo Simona – members of the Board of Directors – are the son and daughter, respectively, of the Chairman of the Board of Directors and Chief Executive Officer, Mollo Sergio. Mollo Giuseppe Alessandro: 19,182 shares (0.5176% of the share capital).

## EXECUTIVE MANAGEMENT

The executive management of the company has been and is provided by Mollo Sergio, Chairman of the Board of Directors, who, in accordance with the Articles of Association, also holds the position of Chief Executive Officer of the company. The Managing Director legally represents the company in dealings with third parties and in legal proceedings, as well as in the conclusion of any legal acts. The Managing Director’s term of office is four years, the same as that of the Board of Directors.

The company’s Economic and Administrative Department has been and is led by a Chief Accountant, Ms Maria Rogojan, appointed to the post on 1 August 2008 for an indefinite period. Prior to her appointment as Chief Accountant, Ms Maria Rogojan held the position of Economic and Administrative Director of the company. Ms Maria Rogojan is employed by the company under a full-time, open-ended individual employment contract.

- Mollo Sergio – holds no direct shareholding in the company’s share capital
- Rogojan Maria – holds 459 shares representing 0.0124% of the share capital.

## Consolidated financial statements – MF CAPITAL S.A.

Financial position as at 31 December 2025

RON	31-12-2024	31-12-2025	2025/2024
Tangible assets	60,534,724	59,517,592	-1.68%
Investment property	211,706,056	229,014,759	8.18%
Intangible assets	3,290	1,691	-48.60%
Other non-current assets	11,300	11,301	0.01%
<b>Total non-current assets</b>	<b>272,255,370</b>	<b>288,545,343</b>	5.98%
Inventories	5,190,371	7,898,447	52.17%

RON	31-12-2024	31-12-2025	2025/2024
Trade and other receivables	2,199,344	2,733,982	24.31%
Other short-term investments	648	648	0.00%
Cash at bank	337,801	639,139	89.21%
<b>Total current assets</b>	<b>7,728,164</b>	<b>11,272,217</b>	<b>45.86%</b>
<b>Prepayments</b>	<b>298,816</b>	<b>266,949</b>	<b>-10.66%</b>
<b>TOTAL ASSETS</b>	<b>279,983,534</b>	<b>300,084,509</b>	<b>7.18%</b>
Share capital	79,152,825	79,152,825	0.00%
Own shares	-216,532	-216,532	0.00%
Legal reserve	2,273,959	2,273,959	0.00%
Other reserves	15,239,551	15,260,816	0.14%
Revaluation reserve	13,800,393	13,800,370	0.00%
Retained earnings	79,446,186	78,962,499	-0.61%
Profit (loss) for the period	-507,835	15,074,547	-3068.39%
<b>Total equity</b>	<b>189,188,547</b>	<b>204,308,484</b>	<b>7.99%</b>
<b>Non-controlling interests</b>	<b>1,372,684</b>	<b>1,486,056</b>	<b>8.26%</b>
Long-term bank loans	41,606,090	42,170,717	1.36%
Finance lease liability – non-current	197,296	780,766	295.73%
Guarantees	606,983	581,407	-4.21%
Trade and other payables	2,329,121	53,479	-97.70%
Other liabilities	31,698,821	33,596,350	5.99%
<b>Total long-term liabilities</b>	<b>76,438,311</b>	<b>77,182,719</b>	<b>0.97%</b>
Short-term bank loans	5,912,739	4,560,068	-22.88%
Finance lease liability – current	207,686	220,154	6.00%
Guarantees	855,513	729,010	-14.79%
Trade and other payables	5,834,377	11,305,210	93.77%
Income tax payable	173,677	243,808	40.38%
<b>Total current liabilities</b>	<b>12,983,992</b>	<b>17,077,250</b>	<b>31.53%</b>
<b>Deferred income</b>		<b>30,000</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>279,983,534</b>	<b>300,084,509</b>	<b>7.18%</b>

As at 31 December 2025, the consolidated financial position of MF Capital SA shows a solid increase in total assets, reaching 300 million lei, up 5.98% compared to the end of 2024. This performance confirms a year of investment expansion and financial consolidation, driven primarily by the growth of the property investment portfolio and a strong return to profit.

Long-term assets continue to dominate the balance sheet structure, accounting for approximately 96% of total assets. Their value increased by almost 6%, to 288.5 million lei. The main driver of this development is property investments, which rose by 17.3 million lei (+8.18%), reaching 229 million lei and consolidating their share to around 76% of total assets. This growth demonstrates the company's clear strategy of expanding and modernising its property portfolio, in line with its stated development objectives. Tangible fixed assets recorded a slight decrease (-1.68%), attributable to depreciation, whilst intangible fixed assets account for an insignificant proportion of the total structure.

Current assets grew at a faster rate (+45.86%), reaching 11.27 million lei. The increase is mainly driven by a rise in inventories of over 52.17%.

The structure of inventories as at 31 December 2025 is as follows:

Inventories	31 December 2024	31 December 2025
Raw materials and consumables	542,853	1,285,842
Adjustments for depreciation of raw materials / consumables	-	-
Work in progress	4,130,984	6,148,466
Finished goods, semi-finished goods and merchandise	502,564	452,242
Adjustments for depreciation of goods	-	1
Advances for purchase of inventories	13,971	11,897
<b>Total</b>	<b>5,190,372</b>	<b>7,898,447</b>

Work in progress refers to agricultural production recorded at the subsidiary Itagra SA.

Cash and bank balances have almost doubled (+89%), reflecting an improved liquidity position compared with the previous year, even though the absolute level remains low relative to total assets. At the same time, trade receivables increased by approximately 24%, in line with the rise in turnover.

Equity rose by 8% to 204.3 million lei. This development is almost entirely driven by the net profit for the year, which shifted from a loss of 0.5 million lei in 2024 to a profit of 15 million lei in 2025. The substantial increase in profitability strengthens the capital base and improves the company's self-financing capacity. The equity-to-total-liabilities ratio stands at approximately 68%, a comfortable level for a property company.

Long-term debt remained relatively stable (+0.97%), at 77.18 million lei. Long-term bank loans increased moderately (+1.36%), indicating a prudent use of external financing. Long-term finance leases recorded a significant increase in percentage terms, but from a low base, so the impact on the overall structure was limited.

At the same time, short-term liabilities increased by 31.53%, reaching 17 million lei. Although short-term bank loans fell by almost 23%, trade payables and other liabilities almost doubled (+94%), representing for the most part payment obligations to suppliers and suppliers of fixed assets.

Financial performance as at 31 December 2025

RON	31-12-2024	31-12-2025	2025/2024
Revenue / Turnover	20,154,955	24,005,207	19.10%
Other operating income	1,744,539	2,772,078	58.90%
Income from changes in the fair value of investment property	-	14,054,416	-
Income related to the cost of production in progress	-	2,350,177	-
Income from own work capitalised	182,670	25,645	-85.96%
Raw materials, consumables and goods purchased for resale	5,917,103	5,385,570	-8.98%

RON	31-12-2024	31-12-2025	2025/2024
Staff costs	5,492,641	5,841,874	6.36%
Depreciation, amortisation and impairment	2,009,509	1,869,126	-6.99%
Expenses from changes in the fair value of investment property		1,234,045	-
Other operating expenses	5,401,762	7,488,229	38.63%
Foreign exchange differences	5,747	-	-
<b>Operating profit / (loss)</b>	<b>3,266,896</b>	<b>21,388,678</b>	554.71%
Net financial result	-3,093,145	-3,487,633	-
<b>Profit / (loss) before tax</b>	<b>173,751</b>	<b>17,901,045</b>	10202.70%
Current and deferred income tax expense	590,805	2,669,366	351.82%
<b>Net profit / (loss)</b>	<b>-417,054</b>	<b>15,231,679</b>	-
<b>Total comprehensive income</b>	<b>-417,054</b>	<b>15,231,679</b>	-
<b>Attributable to non-controlling interests</b>	<b>90,781</b>	<b>-157,132</b>	-
<b>Attributable to owners of the parent</b>	<b>-507,835</b>	<b>15,074,547</b>	-
<b>Number of shares</b>	<b>3,705,956</b>	<b>3,705,956</b>	-
<b>Earnings per share attributable to owners of the parent</b>	<b>0.06</b>	<b>4.11</b>	-

At the end of 2025, on a consolidated basis, the Group recorded revenue from current operations of 24 million lei, an increase of 19.10% compared to the previous year. This performance reflects both the positive momentum of the operational activities of the entities within the scope of consolidation and a more effective utilisation of the portfolio of assets and services at Group level.

Other operating income increased significantly, by 59%, to 2.77 million lei, further contributing to the strengthening of the operating result. A key factor in the performance recorded at the end of 2025 was the recognition of income from changes in the fair value of investment property amounting to 14.06 million lei. This favourable revaluation reflects the update of the fair value of the real estate assets in the Group's portfolio, in the context of market developments.

On the expenditure side, costs for raw materials, consumables and goods fell by 8.98% to 5.39 million lei, highlighting the optimisation of the operational structure. Staff costs rose moderately, by 6.36%, to 5.84 million lei, a trend explained by salary adjustments.

Operating profit shows a significant increase, rising more than sixfold from 3.27 million lei in 2024 to 21.38 million lei in 2025. This increase is mainly driven by gains from the revaluation of property investments and the growth in recurring operating revenue.

At Group level, at the end of 2025, consolidated net profit reaches 15.23 million lei, compared to a loss of 0.417 million lei in the previous financial year.

For the coming period, the Issuer's management intends to maintain a balance between recurring operational performance and the impact of non-recurring items, as well as to optimise the financial and accounting structure at a consolidated level, so that the profitability achieved is sustainable.

## Financial statements – individual level MF CAPITAL S.A.

Financial position as at 31 December 2025

RON	31-12-2024	31-12-2025	2025/2024
Tangible assets	3,339,188	2,718,838	-18.58%
Investment property	202,337,988	219,063,488	8.27%
Investments in shares	24,160,919	24,160,919	0.00%
Other non-current assets	5,174	5,174	0.00%
<b>TOTAL NON-CURRENT ASSETS</b>	<b>229,843,269</b>	<b>245,948,419</b>	<b>7.01%</b>
Inventories	604	3,220	433.11%
Trade and other receivables	2,524,704	5,056,344	100.27%
Cash and cash equivalents	138,656	261,691	88.73%
<b>TOTAL CURRENT ASSETS</b>	<b>2,663,964</b>	<b>5,321,255</b>	<b>99.75%</b>
Prepayments	1,651	1,781	7.87%
<b>TOTAL ASSETS</b>	<b>232,508,884</b>	<b>251,271,455</b>	<b>8.07%</b>
Share capital	79,152,825	79,152,825	0.00%
Legal reserve	1,852,978	1,852,978	0.00%
Other reserves	10,220,689	10,220,689	0.00%
Retained earnings	85,431,117	87,611,018	2.55%
Profit (loss) for the period	2,162,561	13,382,277	518.82%
<b>TOTAL EQUITY</b>	<b>178,820,170</b>	<b>192,219,787</b>	<b>7.49%</b>
Amounts owed to credit institutions	17,929,647	19,564,870	9.12%
Other non-current liabilities	2,279,754	504,830	-77.86%
Deferred tax	28,008,403	29,514,368	5.38%
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>48,217,804</b>	<b>49,584,068</b>	<b>2.83%</b>
Current tax liabilities	1,105,446	1,576,613	42.62%
Amounts owed to credit institutions	1,322,077	1,621,633	22.66%
Trade and other payables	1,953,847	2,446,704	25.22%
Other current liabilities	1,089,540	3,822,649	250.85%
<b>TOTAL CURRENT LIABILITIES</b>	<b>5,470,910</b>	<b>9,467,600</b>	<b>73.05%</b>
<b>TOTAL LIABILITIES</b>	<b>53,688,714</b>	<b>59,051,668</b>	<b>9.99%</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>232,508,884</b>	<b>251,271,455</b>	<b>8.07%</b>

On an individual basis, the financial position of MF Capital S.A. as at 31 December 2025 reflects a noticeable strengthening of its financial profile and an increase in balance sheet size, in line with the company's strategy to capitalise on and expand its property portfolio. Total assets reached 251.27 million lei, up 8.07% compared to 31 December 2024, a trend driven almost entirely by fixed assets, which rose to 245.95 million lei and continue to represent the dominant component of the balance sheet. The structure of assets confirms the company's strong investment focus, with property investments increasing by 8.27% to 219.06 million lei, accounting for approximately 87% of total assets. This trend is firmly rooted in the strategic direction adopted by the company, namely the modernisation, conversion and expansion of the portfolio of properties generating recurring income. At the same time, investments in shares remained constant at 24.16 million lei, maintaining their role as a strategic asset within the balance sheet, whilst the 18.58% decrease in tangible fixed assets suggests the impact of depreciation.

Current assets have almost doubled, reaching 5.32 million lei, albeit from a low base; this increase was driven primarily by a 100.27% rise in trade and similar receivables to 5.06 million lei, in line with the intensification of business activity and revenue growth in 2025. Cash and cash equivalents rose by 88.73% to 261.7 thousand lei, but remain at a modest level relative to the company's assets, in line with the nature of a company predominantly focused on property holdings.

On the financing side, equity rose to 192.22 million lei, an increase of 7.49% compared to the previous year, driven by a sharp rise in current profit, which climbed from 2.16 million lei to 13.38 million lei. This development strengthens the company's financial independence, with equity representing approximately 76.5% of total liabilities.

Although total liabilities increased by 9.99% to 59.05 million lei, their structure remains relatively balanced as at 31 December 2025. Long-term liabilities increased moderately, by 2.83%, to 49.58 million lei, mainly due to an increase in amounts owed to credit institutions and deferred tax, whilst other long-term liabilities decreased significantly.

On the other hand, short-term liabilities rose more sharply, by 73.05%, to 9.47 million lei, driven by an increase in current tax liabilities, trade payables and, in particular, other short-term liabilities.

Overall, the financial position as at 31 December 2025 highlights a company with a solid asset base, predominantly focused on property investments, well-supported in terms of capitalisation and with a still moderate level of external financing. A defining feature of 2025 was the strengthening of the value of the property portfolio, which confirms the company's entry into a more advanced stage of asset consolidation and the maturation of its business model centred on the realisation of property assets.

## Financial performance as at 31 December 2025

RON	31-12-2024	31-12-2025	2025/2024
Revenue from sales	9,907,691	11,479,312	15.86%
Revenue from own production	182,670	25,645	-85.96%
Cost of goods sold	11,814	3,272	-72.30%
Raw materials and consumables expense	236,113	89,740	-61.99%
Staff costs	2,582,570	2,674,780	3.57%
Depreciation, amortisation and impairment	306,817	390,664	27.33%
Other expenses	3,917,161	4,387,965	12.02%
Other income	44,904	0	-
Other gains / (losses) from changes in the fair value of investment property	151	12,820,371	8490211.92%
Operating profit / (loss)	3,080,939	16,778,907	444.60%
Finance income	529,468	799,114	50.93%
Finance costs	1,333,373	1,806,411	35.48%
Foreign exchange (losses) / gains, net	-803,905		-
Income from participating interests held in group associates	484,843	-	-
Financial result – profit / (loss)	-803,905	-1,007,297	-
Profit before tax	2,277,034	15,771,610	592.64%
Current and deferred income tax	114,437	-2,389,333	-2187.90%

RON	31-12-2024	31-12-2025	2025/2024
Profit for the financial year	2,162,561	13,382,277	518.82%
Profit / (loss) for the financial year	2,162,561	13,382,277	518.82%
Total comprehensive income	2,162,561	13,382,277	518.82%
Number of shares	3,705,956	3,705,956	0.00%
Earnings per share	0,58	3,61	522.41%

The financial performance of MF Capital S.A., on a standalone basis, in 2025 shows a substantial improvement compared to the previous financial year, both in terms of operational activity and profitability. Revenue from sales rose to 11.48 million lei, an increase of 15.86% compared to 2024, a trend that confirms better utilisation of the property portfolio and the effectiveness of measures to refurbish, modernise and expand areas generating recurring revenue.

At an operational level, the result improved significantly, with operating profit rising from 3.08 million lei in 2024 to 16.78 million lei in 2025. This development was supported, on the one hand, by the growth in recurring revenue, and on the other hand, by the recognition of gains from changes in the fair value of investment property amounting to 12.82 million lei, compared to an insignificant level in the previous year.

Operating expenses rose more moderately than revenue, against a backdrop of increased staff costs (+3.57%), depreciation and amortisation (+27.33%) and the 'other expenses' category (+12.02%), indicating that cost pressures remained manageable relative to revenue growth.

The operating profit for the financial year, amounting to 16.77 million lei, reflects both the improvement in the performance of current operations and the positive impact of value adjustments relating to the property portfolio. A significant portion of the increase in profit is attributable to the favourable revaluation of property investments, in addition to the contribution from recurring rental activity.

The financial result remained negative, with the financial loss widening from 803,900 lei to 1.01 million lei, mainly due to an increase in financial expenses and the persistence of net foreign exchange losses.

However, the negative impact of the financial component was more than offset by the improvement in the operating result, so that profit before tax rose to 15.77 million lei, and net profit to 13.38 million lei, more than six times the level of 2024.

Looking ahead, the results recorded in 2025 lay the groundwork for continuing the company's development strategy, which is focused on expanding and modernising the property portfolio, increasing the proportion of recurring revenue, and making more efficient use of the assets held. The strategic directions for the coming period aim to consolidate segments with high potential for generating stable cash flow, maintain financial discipline and sustain a balanced pace of investment, so that operational performance remains the main driver of profitability growth in the medium and long term.

Financial indicators of MF CAPITAL S.A. as at 31 December 2025

Economic and financial indicators	Optimal Range	31 December 2023	31 December 2024	31 December 2025	2025/2024
Current liquidity (AC/DC)	>2	0.231	0.487	0.5620	15.41%
Quick ratio (Current assets – Inventories)/Current liabilities	>1	0.231	0.487	0.5617	15.34%
Quick ratio (Cash and cash equivalents / Current liabilities)	>0.5	0.03	0.025	0.0276	10.56%
Financial solvency (TA/TD)	>1	4.501	4.331	4.255	-1.75%
Equity solvency (Equity/Equity + Liabilities)	>30%	77.78	76.91%	76.50%	-0.53%
Debt-to-equity ratio (DTL/Equity + DTL)	<50%	19.84%	21.24%	20.51%	-3.46%
Debt ratio (TD/TA)*100	<80%	22.22	23.09%	23.50%	1.78%

The financial statements as at 31 December 2025, on which this report is based, have been audited.

## Comply-or-Explain Statement (CES)

**Company Name: MF CAPITAL S.A.**

Section	Principle	Prov No.	Provision (detailed)	Yes	Partial	No	Explanation (text and url link if document is on website)
<b>A: GOVERNING BODIES</b>							
A: GOVERNING BODIES	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.	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.			x	The current Board of Directors consists of 3 members, with responsibilities established under the Articles of Association. The Board's internal rules are to be finalized in line with the stages of transition from the current Board structure to a 5-member structure, including one independent non-executive director with audit or accounting expertise.
A: GOVERNING BODIES	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.	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.			x	The Rules of Procedure will set out the duties of the Board, as well as the fiduciary responsibilities of its members.
A: GOVERNING BODIES	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.	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> <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>		x		The Company partially complies with this provision, as although the Board of Directors performs strategic oversight and monitors executive activity, and the Company maintains mechanisms for dialogue with shareholders and other stakeholders, certain provisions have not yet been fully implemented, such as succession planning, aligning executive remuneration with sustainability objectives, and further strengthening the internal control and risk management framework.

# Annual Report

A: GOVERNING BODIES	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.	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.	x			The term of office of the members of the Board of Directors is established by the Articles of Association at 4 years, with the possibility of renewal. At the same time, the executive position of General Director is held by the Chairman of the Board of Directors, and its term may not exceed the term of office as director.
A: GOVERNING BODIES	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.	A.2., 1	The Board should have at least five members.			x	The election of a 5-member Board of Directors is intended to be submitted for approval to the General Meeting of Shareholders.
A: GOVERNING BODIES	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.	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.			x	Although the current composition of the Board of Directors reflects certain elements of diversity in terms of gender, age and professional experience, as at the reporting date the Company has not yet formally adopted a separate policy on the diversity of the Board of Directors and executive management, nor a Nomination Policy expressly incorporating such criteria. The Company intends to develop and formalize the relevant internal corporate governance framework in the context of strengthening the structure of the Board of Directors.
A: GOVERNING BODIES	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.	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.			x	The Company has not yet formally adopted a specific Board profile, nor a Nomination Policy expressly setting out the criteria considered in the appointment of Board members. The Company intends to strengthen its internal corporate governance framework in the context of the development of the Board of Directors' structure and the finalization of the relevant internal documents.
A: GOVERNING BODIES	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.	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.			x	The Company intends to adopt the measures necessary to align with this provision, in the context of strengthening its internal corporate governance framework.

# Annual Report

A: GOVERNING BODIES	<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., 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.			x	As at the reporting date, the Company does not comply with this provision, as a separate procedure for assessing the independence of the members of the Board of Directors for the purposes of the Code has not yet been formally adopted. The Board of Directors will consider compliance with this provision through the development and formalization of the relevant internal corporate governance framework.
A: GOVERNING BODIES	<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., 6	The positions of Chairperson and Chief Executive Officer (CEO) are recommended to be held by different individuals.			x	This will be considered by the Board of Directors in the coming period.
A: GOVERNING BODIES	<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., 7	If the Chairperson and CEO functions are performed by the same person, it is recommended that the Board appoints an independent Vice-Chairperson.			x	This will be considered by the Board of Directors in the coming period.
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.			x	This will be considered by the Board of Directors upon the change in the current numerical structure of the Board, through its expansion to 5 members.
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., 2	The Board, through its Nomination and Remuneration Committee, if established, should monitor the nomination process of candidates for the position of Board member.			x	The Company does not comply with this provision, as the Nomination and Remuneration Committee has not yet been established. This will be considered by the Board of Directors in the coming period.
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., 3	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: · candidates' professional commitments and engagements, including executive and non-executive positions in companies, public authorities, not-for-profit bodies or other organisations; · any existing or potential conflicts of interest including whether they have business, family or other relationships that could affect their	x			

# Annual Report

			performance as directors on the Board; · which shareholder or member of the Board proposed each candidate for the Board positions.				
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	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.			x	In the coming period, the Board of Directors will consider the establishment and formalization of this committee, including its responsibilities in relation to internal control, audit and risk management, in the context of strengthening the corporate governance framework.
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., 2	The Audit Committee is recommended to be composed of non-executive directors. 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.			x	This will be considered upon the establishment of the Audit Committee and the change in the current numerical structure of the Board, through its expansion to 5 members.
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., 3	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.			x	Not applicable. MF Capital S.A. is listed in the Standard Tier.
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., 4	In addition to its specific responsibilities as provided under this Code, the Nomination and Remuneration Committee should: 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; 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; iii. Make recommendations to the Board concerning committee appointments (other than the Nomination and Remuneration Committee); iv. Coordinate an annual evaluation of the Board, directors and committees in line with provisions set out in Principle A.5.; v. Assist the Board in fulfilling its responsibilities related to the Company's remuneration policy; 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;			x	The specific responsibilities will be considered by the Board of Directors upon the establishment of the Nomination and Remuneration Committee.

# Annual Report

			vii. Oversee the administration of the Company's compensation and benefits plans.				
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., 5	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 responsibilities shall be done by the Board and should be adequately stated in the Board's internal regulation.			x	This will be considered by the Board of Directors in the coming period.
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., 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.			x	This will be considered by the Board of Directors in the coming period.
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., 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.			x	This will be considered by the Board of Directors in the coming period.
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> <li>• Address and manage internal disputes and conflicts of interest concerning Board members.</li> </ul>			x	<p>The Articles of Association set out certain responsibilities of the Chairman of the Board of Directors regarding the coordination of the Board's activity, the convening and chairing of meetings, the setting of the agenda in accordance with the Articles of Association, and ensuring that minutes of the meetings are prepared. However, the Company has not yet finalized the Board's Rules of Procedure, which would separately and comprehensively detail the role and responsibilities of the Chairman of the Board as contemplated by the Code, including with regard to the periodic evaluation of the Board's performance, the functioning of committees and the formal mechanisms for managing conflicts of interest.</p> <p>The Board of Directors will consider the finalization and adoption, in the coming period, of the relevant internal framework, with a view to progressively aligning with this provision.</p>

# Annual Report

A: GOVERNING BODIES	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.	A.5., 2	The Board should meet as often as necessary but not less than six (6) times a year.			x	This will be considered by the Board of Directors in the coming period.
A: GOVERNING BODIES	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.	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.			x	No person has been separately designated to perform the role of Secretary General of the Board of Directors, as contemplated by the Code. The Board of Directors will consider formalizing the relevant internal framework and designating a person with appropriate responsibilities, with a view to progressively aligning with this provision.
A: GOVERNING BODIES	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.	A.5., 4	The Board should clearly define the rights and responsibilities, scope of authority and other issues related to the Corporate Secretary.			x	This will be considered by the Board of Directors in the coming period.
A: GOVERNING BODIES	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.	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.			x	This will be considered by the Board of Directors in the coming period.
A: GOVERNING BODIES	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.	A.5., 6	The Board should conduct an annual evaluation of the composition, activity and dynamics of the Board and its committees, individually and as a whole, and which should be coordinated by the Nomination and the Remuneration Committee.			x	This will be considered by the Board of Directors in the coming period.
A: GOVERNING BODIES	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.	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.			x	This will be considered by the Board of Directors in the coming period.

# Annual Report

A: GOVERNING BODIES	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.	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.		x	This will be considered by the Board of Directors in the coming period.
A: GOVERNING BODIES	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.	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.		x	The Articles of Association set out the main responsibilities of the Board of Directors and of the General Director: the Board of Directors establishes the main lines of activity and development of the Company, appoints and dismisses the directors, supervises their activity and determines the manner in which the General Director's activity is organized, while the General Director legally represents the Company, manages its day-to-day activity within the limits of the powers granted and implements the resolutions of the Board of Directors and, as the case may be, of the General Meeting of Shareholders. However, as at the reporting date, executive management is ensured by the Chairman of the Board of Directors, and therefore the allocation of responsibilities in the Company's internal regulations has not yet been fully formalized. The Board of Directors will consider clarifying and formalizing, in the coming period, the allocation of responsibilities between the Board and executive management in the relevant internal documents, with a view to aligning with the BVB Code.
A: GOVERNING BODIES	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,	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.		x	The Articles of Association include provisions relating both to the responsibilities of the Chairman of the Board of Directors and to those of the General Director, although the two positions are held by the same person. The Articles of Association establish distinct responsibilities regarding the coordination of

# Annual Report

	roles and management incentives support the successful implementation of Company's strategy and plans.						the Board's activity and the proper functioning of the Company's bodies, respectively responsibilities regarding the legal representation of the Company and the management of its day-to-day activity. However, the distinction between these responsibilities has not yet been set out in more detail. The Board of Directors will consider further clarifying and formalizing this distinction in the relevant internal documents, with a view to aligning with the BVB Code.
A: GOVERNING BODIES	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.	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.			x	Executive management benefits from relevant experience and competencies for carrying out the Company's activity; however, a distinct framework for ensuring executive management succession has not yet been formally adopted. The Board of Directors will consider developing and formalizing, in the coming period, the relevant measures with a view to progressively aligning with this provision.
A: GOVERNING BODIES	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.	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.			x	This will be considered by the Board of Directors in the coming period.
<b>B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK</b>							
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	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.1., 1	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.			x	This will be considered by the Board of Directors in the coming period.

# Annual Report

B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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>	B.1., 2	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&S risks into the risk management framework in support of the Company's strategy implementation.			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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>	B.1., 3	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.			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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>	B.1., 4	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 (CRO), where present, should have a direct communication and functional reporting to the Board and Audit Committee (if there is no separate Risk Committee).			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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>	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.			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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</b>	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.			x	This will be considered by the Board of Directors in the coming period.

# Annual Report

	environmental and social impact of its activities.						
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of 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>	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> <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>			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of 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>	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.			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of 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>	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 external auditor should be disclosed in the annual report.			x	The establishment of the Audit Committee will be considered by the Board of Directors in the coming period, together with the change in the current numerical structure of the Board through its expansion to 5 members.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate</b>	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.			x	The establishment of the Audit Committee will be considered by the Board of Directors in the coming period, together with the change in the current numerical structure of the Board through its expansion to 5 members.

# Annual Report

	relationship with the Company's external auditors.						
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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 framework and internal control framework.</b>	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.			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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 framework and internal control framework.</b>	B.3., 2	To ensure fulfillment 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 prejudice to administrative reporting to the CEO and sharing information with the Company's executive management, in line with legal requirements and professional standards.			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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 framework and internal control framework.</b>	B.3., 3	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.			x	This will be considered by the Board of Directors in the coming period.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<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 framework and internal control framework.</b>	B.3., 4	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.			x	The establishment of the Audit Committee will be considered by the Board of Directors in the coming period, together with the change in the current numerical structure of the Board through its expansion to 5 members.
<b>C: PERFORMANCE, MOTIVATION AND REWARD</b>							
C: PERFORMANCE, MOTIVATION AND REWARD	<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</b>	C.1., 1	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.			x	The remuneration of the members of the Board of Directors is determined in accordance with the Company's Remuneration Policy, is fixed in nature and is not linked to the number of Board meetings.

# Annual Report

	attract, retain and motivate the competent and qualified directors.						
C: PERFORMANCE, MOTIVATION AND REWARD	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.	C.2., 1	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.			x	This will be considered by the Board of Directors in the coming period.
C: PERFORMANCE, MOTIVATION AND REWARD	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.	C.2., 2	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.			x	This will be considered by the Board of Directors in the coming period.
C: PERFORMANCE, MOTIVATION AND REWARD	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.	C.2., 3	Company's shares and/or share purchase options should represent a significant part (e.g., not less than 10%) of the executive management member's total variable remuneration.			x	This will be considered by the Board of Directors in the coming period.
<b>D: DISCLOSURE AND INVESTOR RELATIONS</b>							
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	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.	x			<a href="https://mfcapital.ro/category/rapoarte-si-prezentari-pentru-investitori/">https://mfcapital.ro/category/rapoarte-si-prezentari-pentru-investitori/</a>
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish	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			x	The Company has designated a person responsible for investor relations and has published the relevant contact details on its website. However, certain elements, such as the separate formalization of the positioning

# Annual Report

	<b>adequate systems for financial and sustainability reporting.</b>		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.				of the investor relations function within the Company's hierarchical structure and the establishment of a framework for periodic training dedicated to this function, have not yet been fully implemented. The Board of Directors will consider full compliance with this provision through the formalization of the relevant internal framework. ( <a href="https://mfcapital.ro/category/contact/">https://mfcapital.ro/category/contact/</a> )
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., 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.	x			<a href="https://mfcapital.ro/investitori/">https://mfcapital.ro/investitori/</a>
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., 3	The company should include on its Investor Relations section: • Main corporate regulations: updated articles of association, GMS procedures, board's internal regulation and board committees' internal regulations.			x	In the Investor Relations section, documents and information relevant to shareholders and investors are published, including the updated Articles of Association and information regarding the convening and conduct of the General Meetings of Shareholders. However, the Rules of Procedure of the Board of Directors and the internal regulations of the Board committees have not yet been fully formalized and published in the form contemplated by the Code. The Board of Directors will consider full compliance with this provision through the completion and formalization of the relevant internal corporate governance framework. ( <a href="https://mfcapital.ro/category/guvernanta-corporativa/">https://mfcapital.ro/category/guvernanta-corporativa/</a> )
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., 3	The company should include on its Investor Relations section: • 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			x	Information regarding the composition of the Board of Directors, as well as relevant details concerning the terms of office and professional profiles of its members, is published. However, not all information required by the recommendation is currently disclosed, in particular that relating to independence status and the composition of the Board committees. The Board of Directors will consider full compliance with this provision through the completion of the relevant information in the Investor Relations

# Annual Report

			Committees and the executive management, specifying the date from which they were appointed.				section. ( <a href="https://mfcapital.ro/category/governanta-corporativa/consiliul-de-administratie/">https://mfcapital.ro/category/governanta-corporativa/consiliul-de-administratie/</a> )
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., 3	The company should include on its Investor Relations section: • Current reports and periodic reports (quarterly, semi-annual and annual reports).	x			<a href="https://mfcapital.ro/category/rapoarte-si-prezentari-pentru-investitori/">https://mfcapital.ro/category/rapoarte-si-prezentari-pentru-investitori/</a>
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., 3	The company should include on its Investor Relations section: • 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.		x		The Nomination Policy, the independence statements of the candidates and the related assessments carried out by the competent body are not yet published in full, in a distinct and consistent form. The Board of Directors will consider full compliance with this provision through the completion and formalization of the relevant internal corporate governance framework. ( <a href="https://mfcapital.ro/category/adunatile-generale-ale-actionarilor/">https://mfcapital.ro/category/adunatile-generale-ale-actionarilor/</a> )
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., 3	The company should include on its Investor Relations section: • 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.			x	This will be considered by the Board of Directors in the coming period.
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., 3	The company should include on its Investor Relations section: • Information on corporate events, such 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.	x			<a href="https://mfcapital.ro/category/governanta-corporativa/">https://mfcapital.ro/category/governanta-corporativa/</a>
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., 3	The company should include on its Investor Relations section: • 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).		x		In the Investor Relations section, the Dividend Policy, the remuneration policies and relevant information on non-financial reporting are published. However, the Code of Conduct, the Forecast Policy, the Investor Communication Policy, the Related-Party Transactions Policy, the Diversity, Equity and Inclusion Policy, the Social Responsibility/Sponsorship Policy and the Whistleblowing Policy have not yet been published. The Board of Directors will consider

# Annual Report

							the preparation and formal adoption, in the coming period, of the relevant policies, with a view to progressively aligning with this provision. ( <a href="https://mfcapital.ro/category/guvernanta-corporativa/">https://mfcapital.ro/category/guvernanta-corporativa/</a> )
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., 4	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.			x	The organization of meetings with investors and analysts will be considered by the Board of Directors in the coming period, in order to ensure transparency and open communication.
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., 5	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.			x	The Company publishes on its website information and statements regarding non-financial and sustainability matters, including through non-financial reporting, which includes relevant environmental, social and governance elements. However, as at the reporting date, the reporting framework has not been formalized by reference to a recognized sustainability reporting standard, in the form contemplated by the Code. ( <a href="https://mfcapital.ro/category/guvernanta-corporativa/raportare-non-financiara/">https://mfcapital.ro/category/guvernanta-corporativa/raportare-non-financiara/</a> )
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., 6	The Company should have a CSR/sponsorship policy to guide the activity in the area of supporting CSR activities and sponsorship.			x	This will be considered by the Board of Directors in the coming period.
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 dividend policy as a set of directions the Company intends to follow regarding the distribution of net profit.			x	<a href="https://mfcapital.ro/category/guvernanta-corporativa/politica-de-dividende/">https://mfcapital.ro/category/guvernanta-corporativa/politica-de-dividende/</a>
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., 2	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.			x	

# Annual Report

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., 3	The external auditors should attend the shareholders' meetings where their reports are presented, in order to respond to shareholders' questions.	x			
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., 4	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.	x			
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., 5	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>		x		The Company ensures the publication of the documentation relating to the General Meetings of Shareholders and provides investors with communication channels through the investor relations function. Shareholder participation is facilitated through voting by correspondence and representation by proxy. However, as at the reporting date, not all elements relating to virtual participation in the General Meeting of Shareholders and the periodic organization of investor-dedicated briefings have yet been fully implemented. The Board of Directors will consider, in the coming period, the further development of these mechanisms and the formalization of the relevant framework, with a view to progressively aligning with this provision.  ( <a href="https://mfcapital.ro/category/adunarile-generale-ale-actionarilor/">https://mfcapital.ro/category/adunarile-generale-ale-actionarilor/</a> )
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., 6	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.	x			
<b>E: SUSTAINABILITY AND STAKEHOLDERS</b>							

# Annual Report

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.			x	This will be considered by the Board of Directors in the coming period.
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., 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.			x	This will be considered by the Board of Directors in the coming period.
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., 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.			x	This will be considered by the Board of Directors in the coming period.
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.			x	This will be considered by the Board of Directors in the coming period.
E: SUSTAINABILITY AND STAKEHOLDERS	<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>	E.3., 1	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.			x	This will be considered by the Board of Directors in the coming period.
E: SUSTAINABILITY AND STAKEHOLDERS	<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>	E.3., 2	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.			x	The Board of Directors will consider compliance with this provision through the preparation, approval and implementation of the relevant internal framework, in the context of strengthening the Company's corporate governance.
E: SUSTAINABILITY AND STAKEHOLDERS	<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>	E.3., 3	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.			x	The Board of Directors will consider compliance with this provision through the preparation, approval and implementation of the relevant internal framework, in the context of strengthening the Company's corporate governance.

## STATEMENT

The undersigned: MOLLO SERGIO, in his capacity as Chairman of the Board of Directors – Chief Executive Officer of the issuer MF CAPITAL SA, with its registered office in Bucharest, Sector 2, 5–25 Popa Lazar Street – ORC: J40 / 2353 / 1991, CUI: 655 and ROGOJAN MARIA, in her capacity as Chief Accountant of the issuer MF CAPITAL SA, with its registered office in Bucharest, Sector 2, 5–25 Popa Lazar Street, ORC: J40 / 2353 / 1991, CUI: 655,

We declare on our own responsibility that, to the best of our knowledge, the annual financial statements, prepared in accordance with the applicable accounting standards, give a true and fair view of the assets, liabilities, financial position, and profit and loss account of the issuer and its subsidiaries, and that the Annual Report for the year 2025, prepared in accordance with ASF Regulation No. 5/2018 and containing the information set out in Annex 15 thereto, includes a fair review of the issuer’s development and performance, as well as a description of the principal risks and uncertainties specific to the business conducted.

Mollo Sergio

Rogojan Maria

Date: 29 April 2026

**MF CAPITAL S.A.**  
Separate Financial Statements  
for the year ended 31 December 2025  
(all amounts are expressed in lei, unless otherwise stated)

**MF CAPITAL S.A.**

Separate Financial Statements for the  
year ended 31 December 2025, in  
accordance with IFRS Accounting  
Standards as adopted by the European  
Union

**MF CAPITAL S.A.**  
Separate Financial Statements  
for the year ended 31 December 2025  
(all amounts are expressed in lei, unless otherwise stated)

## **Table of Contents**

**Independent Auditor's Report**

**Statement of Financial Position**

**Statement of Profit or Loss**

**Statement of Cash Flows**

**Statement of Changes in Equity**

**Notes to the Financial Statements**

**MF CAPITAL S.A.**  
Separate Financial Statements  
for the year ended 31 December 2025  
(all amounts are expressed in lei, unless otherwise stated)

**Statement of Financial Position**

	NOTE	Dec 31, 2025	Dec 31, 2024
<b>NON-CURRENT ASSETS</b>			
Tangible assets	14	2,718,838	3,339,188
Right-of-use assets		-	-
Intangible assets		-	-
Investment property	14	219,063,488	202,337,988
Investments in associates	15	24,160,919	24,160,919
Other non-current assets		5,174	5,174
<b>TOTAL NON-CURRENT ASSETS</b>		<b>245,948,419</b>	<b>229,843,269</b>
<b>CURRENT ASSETS</b>			
Inventories		3,220	604
Trade and other receivables	16	5,056,344	2,524,704
Cash and cash equivalents	17	261,691	138,656
<b>TOTAL CURRENT ASSETS</b>		<b>5,321,255</b>	<b>2,663,964</b>
Prepayments		1,781	1,651
<b>TOTAL ASSETS</b>		<b>251,271,455</b>	<b>232,508,884</b>
<b>EQUITY</b>			
Share capital	23	79,152,825	79,152,825
Legal reserves	24	1,852,978	1,852,978
Other reserves	24	10,220,689	10,220,689
Retained earnings	25	87,611,018	85,431,117
Profit for the year		13,382,277	2,162,561
Profit distribution		-	-
<b>TOTAL EQUITY</b>		<b>192,219,787</b>	<b>178,820,170</b>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	19	19,564,870	17,929,647
Lease liabilities	20	-	-
Other long-term liabilities	18	504,830	2,279,754
Deferred tax	22	29,514,368	28,008,403
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>49,584,068</b>	<b>48,217,804</b>
<b>CURRENT LIABILITIES</b>			
Current income tax liabilities		915,046	1,105,446
Borrowings	19	1,621,633	1,322,077
Lease liabilities	20	-	-
Employee benefit obligations	18	-	-
Trade and other payables	18	3,108,271	1,953,847
Provisions		-	-
Other short-term liabilities	18	3,822,649	1,089,540
<b>TOTAL CURRENT LIABILITIES</b>		<b>9,467,600</b>	<b>5,470,910</b>
<b>TOTAL LIABILITIES</b>		<b>59,051,668</b>	<b>53,688,714</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>251,271,455</b>	<b>232,508,884</b>

**MF CAPITAL S.A.**  
 Separate Financial Statements  
 for the year ended 31 December 2025  
 (all amounts are expressed in lei, unless otherwise stated)

**Statement of Profit or Loss**

	NOTE	Dec 31, 2025	Dec 31, 2024
Revenue from sales	6	11,479,312	9,907,691
Revenue from own production		25,645	182,670
Cost of goods sold	8	(3,272)	(11,814)
Expenses for raw materials and supplies	8	(89,740)	(236,113)
Employee benefits expense	9	(2,674,780)	(2,582,570)
Depreciation and amortization expenses		(390,664)	(306,817)
Other expenses	10	(4,387,965)	(3,917,161)
Other income	7	0	44,904
Other gains/(losses) from changes in the fair value of investment property		12,820,371	151
<b>Operating profit / (loss)</b>		<b>16,778,907</b>	<b>3,080,939</b>
Finance income	11	799,114	529,468
Finance costs	11	(1,806,411)	(1,333,373)
(Foreign exchange losses)/gains, net	11	(1,007,297)	(803,905)
Income from equity investments held in associates within the group		-	484,843
Financial result – profit / (loss)		15,771,610	(803,905)
Profit before tax		15,771,610	2,277,034
Current and deferred income tax	12	(2,389,333)	114,437
Profit for the fiscal year		13,382,277	2,162,561
Profit/(loss) for the fiscal year		13,382,277	2,162,561
<b>Other comprehensive income</b>			
Gains/losses from the revaluation of property, plant, and equipment		-	-
Income tax related to other comprehensive income		-	-
Total other comprehensive income, net of tax		-	-
<b>Total comprehensive income</b>		<b>13,382,277</b>	<b>2,162,561</b>
No. of Shares	13	3,705,956	3,705,956
Earnings per share	13	3.61	0.58

**MF CAPITAL S.A.**  
 Separate Financial Statements  
 for the year ended 31 December 2025  
 (all amounts are expressed in lei, unless otherwise stated)

**Cash Flow Statement**

	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
<b>I. Cash flows from operating activities</b>		
<b>Profit/(Loss) before tax</b>	<b>15,771,610</b>	<b>2,277,034</b>
Adjustments for:		
Depreciation and impairment expenses on fixed assets	(390,664)	306,817
Changes in fair value	17,340	-
Value adjustments on receivables	(12,820,371)	-
Value adjustments on inventories	-	(151)
Value adjustments on financial assets	-	-
Foreign exchange differences from financing activities, net	(11,797)	0
Loss/(gain) on disposal of assets	-	(3,550)
Dividend income	(770,417)	-
Interest expense	1,311,924	1,253,785
<b>Profit/(Loss) before changes in working capital</b>	<b>3,107,625</b>	<b>3,833,935</b>
Decrease/(increase) in receivables	(2,531,771)	(1,886,048)
Decrease/(increase) in inventories	(2,616)	252
Increase/(decrease) in liabilities	7,387,172	515,891
<b>Cash from operating activities</b>	<b>7,960,411</b>	<b>2,464,031</b>
Income tax paid	(221,338)	(242,159)
<b>Net cash from operating activities</b>	<b>7,739,073</b>	<b>2,221,872</b>
<b>II. Cash flows from investing activities</b>		
(Payments) / Proceeds from sales of subsidiaries, net of cash	-	2,000
(Payments) / Proceeds from sales of tangible and intangible assets, net of cash	(4,488,239)	(4,581,198)
Payments for the acquisition of investment property	(3,879,484)	-
Receipt of guarantees	13,276	3
Interest received	-	-
Dividends received	520,876	712,174
<b>Net cash from investing activities</b>	<b>(7,833,572)</b>	<b>(3,867,021)</b>
<b>III. Cash flows from financing activities</b>		
Proceeds from bank loans	3,632,742	3,784,117
Repayments on bank loans		
Payments related to finance leases		
Interest paid	(1,311,924)	(1,253,785)
Loans from affiliated entities – received	1,733,535	1,486,849
Loans to affiliated entities – granted	(3,836,820)	(2,435,658)
<b>Net cash from financing activities</b>	<b>217,534</b>	<b>1,581,523</b>
<b>Net increase / (decrease) in cash</b>	<b>123,035</b>	<b>(63,625)</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>138,656</b>	<b>202,282</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>261,691</b>	<b>138,656</b>
<b>Cash and cash equivalents at the end of the period include:</b>		
Bank accounts and cash	<b>261,691</b>	<b>138,656</b>

**MF CAPITAL S.A.**  
**STATEMENT OF CHANGES IN EQUITY**  
for the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

**Statement of Changes in Equity**

	Share capital	Reserves	Revaluation reserves	Other reserves	Retained earnings and current year result	TOTAL
<b>Dec 31, 2023</b>	<b>79,152,825</b>	<b>1,852,978</b>	-	<b>10,220,689</b>	<b>85,431,117</b>	<b>176,657,609</b>
Current comprehensive income	-	-	-		2,162,561	<b>2,162,561</b>
Other changes in equity	-	-	-		-	-
Total other comprehensive income					2,162,561	<b>2,162,561</b>
Transfer to legal reserve	-	-	-		-	-
Transfers to other reserves		-	-		-	-
<b>Dec 31, 2024</b>	<b>79,152,825</b>	<b>1,852,978</b>	-	<b>10,220,689</b>	<b>87,593,678</b>	<b>178,820,170</b>
Current comprehensive income	-	-	-	-	13,382,277	<b>13,382,277</b>
Other changes in equity	-	-	-	-	17,340	<b>17,340</b>
Total other comprehensive income					13,399,617	<b>13,399,617</b>
Transfer to legal reserve	-	-	-	-	-	-
Allocations to other reserves	-	-	-	-	-	-
Transfers to other reserves	-	-	-	-	-	-
<b>Dec 31, 2025</b>	<b>79,152,825</b>	<b>1,852,978</b>	-	<b>10,220,689</b>	<b>100,993,294</b>	<b>192,219,786</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION

MF CAPITAL SA (formerly Mecanica Fina SA), headquartered in Bucharest, Sector 2, 5–25 Popa Lazar Street, unique registration code RO 655, ORC: J40/2353/1991, was established in 1991 and is traded on the regulated capital market administered by the Bucharest Stock Exchange SA.

MF CAPITAL SA (formerly Mecanica Fina SA) was established in 1991 and originated from the former Intreprinderea de Mecanica Fina Bucuresti, which, in turn, originated from a privately held company, “Societatea de Exploatari Tehnice” (S.E.T.), founded in 1923 and nationalized in 1948, after which it successively took the names: “Uzina 21 Decembrie,” “Uzina de Mecanica Fina,” and “Intreprinderea de Mecanica Fina.”

Societatea de Exploatari Tehnice (S.E.T.) was formed as a private initiative by a group of engineers, established as a general partnership with the purpose of engaging in technical, industrial, and commercial enterprises, its first operation being the concession of mechanical workshops on Popa Lazar Street in Bucharest belonging to the Federation of Rural Cooperatives. Subsequently, the company changed its scope of activity to include aircraft repair and construction, building several aircraft prototypes, among which, in 1930, the fourth prototype of the "SET 4" aircraft, of its own design, was a great success. In 1946, the company shifted to the mass production of spare parts for rolling stock, contributing to the restoration of the C.F.R. railcar fleet, which had been destroyed during the war.

The Technical Exploitation Company (S.E.T.) was nationalized in 1948 and renamed the 21 December Metallurgical Plant, with its manufacturing focus shifting to agricultural machinery and metal structures.

Starting in 1953, the plant underwent a complete technological and organizational restructuring for the production of measuring and control devices, becoming the top-ranked enterprise in the country. The plant was renamed the Bucharest Precision Machinery Plant in 1962 and the Precision Machinery Enterprise in 1973, maintaining its manufacturing profile throughout this period.

The Fine Mechanics Enterprise was split up in 1991, pursuant to Law No. 15/1990 regarding the reorganization of state-owned economic units as autonomous enterprises and commercial companies, by Government Decision No. 157 of March 7, 1991, into four commercial companies structured according to the manufacturing profile of the enterprise’s divisions as follows: Mecanica Fina SA (measuring and control devices), Diasfin SA (diamond tools), Carmesin SA (sintered metal carbide products), and Fapiro SA (files and rasps), with a new commercial company subsequently established: Sigma Fina SA (the Computing Center of the former Fine Mechanics Enterprise).

Initially, the share capital of Mecanica Fina SA was wholly owned by the state, after which it was held by the State Property Fund (70%) and the Muntenia Private Property Fund IV (30%), because, (after the acquisition of the stake held by FPP IV), 88.77% of the total share capital, with the remainder belonging to shareholders who subscribed under the PPM.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

MF CAPITAL SA (currently known as MF Capital SA), as established in 1991, was privatized in 2000, and its share capital is now entirely privately held. The majority shareholder of the company, with a 91.5993% stake in the share capital, is Mol Invest SA, headquartered in Bucharest, Sector 2, 5–25 Popa Lazar Street, Building C16, (ORC J40/969/2001; CUI 13671261), a Romanian company with private capital whose shareholders are two Italian citizens, of whom the majority shareholder (99.98%), Mr. Mollo Sergio, is the sole administrator of that company and, at the same time, administrator – Chairman of the Board of Directors and General Manager of MF CAPITAL SA.

In 2006, the company entered the agricultural sector by establishing ITAGRA SA, headquartered in Boranesti – Ialomita (ORC J21/316/2006; CUI 18792370), in which “MF CAPITAL” SA currently holds 99.997% of a share capital of 12,900,000 lei (contribution in kind consisting of buildings and agricultural land, and a cash contribution).

The company also holds a stake (99.85% of a total share capital of 200,000 lei – cash contribution) in the share capital of MOLLO RE SA, headquartered in Bucharest (ORC J40/15010/2006; CUI 19034870), as well as holdings (88.72789% of a total share capital of 361,800 lei – cash contribution) in the share capital of INDUSTRIAL CEFIN SA, headquartered in Bucharest (ORC J40/9492/1995; CUI 7867787).

MF CAPITAL SA (formerly Mecanica Fina SA) was a manufacturer of measuring and control devices until 2009, when it ceased production due to the economic crisis, the obsolescence of its manufacturing technologies—which directly impacted the company’s profitability—and environmental concerns, given that the production facilities were centrally located in Bucharest—the Obor area.

The share capital of MF CAPITAL SA amounts to over 1.8 million euros, namely 9,264,890 lei divided into 3,705,956 shares with a par value of 2.50 lei, registered with Depozitarul Central SA, the company having been listed on the regulated market administered by the Bucharest Stock Exchange since August 12, 2015 (previously, the company was listed on the Bucharest Stock Exchange – RASDAQ Section).

## **2. BASIS FOR PREPARATION**

### **2.1 Statement of Compliance**

The simplified individual financial statements for the period ended December 31, 2025, have been prepared in accordance with the International Financial Reporting Standards (IFRS) applicable to interim reporting, as adopted by the European Union

The simplified interim individual financial statements do not include all the information and items presented in the annual financial statements and should be read in conjunction with the Company’s annual financial statements as of December 31, 2024

The accounting methods and policies applied by the Company in these simplified interim individual financial statements are the same as those applied in the individual financial statements as of and for the fiscal year ended December 31, 2024.

The principal accounting policies adopted in preparing the financial statements are presented in Note 4. The policies have been applied consistently to all current years, unless otherwise stated.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

## **2.2 Basis of Preparation**

The condensed financial statements have been prepared on a historical cost basis, except for certain financial instruments (fixed assets) which are measured at revalued amount or fair value, as explained in the accounting policies. Historical cost is generally based on the fair value of the consideration given in exchange for the assets

The condensed financial statements have been prepared on a going concern basis, in accordance with the historical cost convention adjusted for the effects of hyperinflation through December 31, 2004, for share capital, reserves, and investments. These financial statements were prepared based on statutory accounting records in accordance with Romanian accounting principles, which have been adjusted to comply with IFRS as adopted by the EU. Going concern principle. The Company operates on a going concern basis. This principle assumes that the entity will continue its operations as usual, without entering into liquidation or significantly reducing its activities.

The financial statements are presented in RON, which is also the functional currency. Amounts are rounded to the nearest unit, unless otherwise specified.

## **3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS**

The Company makes certain estimates and assumptions regarding the future. These estimates and assumptions are evaluated on an ongoing basis based on historical experience and other factors, including expectations regarding future events that are considered reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that present a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year are discussed below.

### **Estimates and Assumptions**

Except for the valuation of investment property, the Company does not hold any assets or liabilities included in the financial statements that require fair value measurement and/or disclosure.

## **4. ACCOUNTING POLICIES**

### ***4.1 Statement of Compliance***

These financial statements have been prepared in accordance with International Financial Reporting Standards, Interpretations, and International Accounting Standards (collectively referred to as "IFRS") issued by the International Accounting Standards Board ("IASB") as adopted by the European Union ("Adopted IFRS").

The separate financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). The Company has prepared these separate financial statements to comply with the requirements of Order No. 881/2012 regarding the application of International Financial Reporting Standards by commercial companies whose securities are admitted to trading on a regulated market.

The Company's accounting records are maintained in RON, in accordance with Romanian Accounting Regulations ("RCR"). The preparation of financial statements in accordance with adopted IFRS requires the use of certain critical accounting estimates. It is also necessary for the Company's management to make decisions regarding the application of accounting

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

policies. The areas involving significant judgments and estimates in the preparation of the financial statements, and their effect, are described below.

#### ***4.2 Basis of Measurement***

The separate financial statements are prepared on a historical/amortized cost basis, except for property, plant, and equipment presented at revalued cost using fair value as deemed cost, and items presented at fair value, namely financial assets and liabilities at fair value through profit or loss and available-for-sale financial assets, except for those for which fair value cannot be reliably determined.

#### ***4.3 Functional and Presentation Currency***

The Company's management considers the functional currency, as defined by IAS 21 "The Effects of Changes in Foreign Exchange Rates," to be the Romanian leu (LEI). The separate financial statements are presented in LEI.

Transactions conducted by the Company in a currency other than the functional currency are recorded at the rates in effect on the date the transactions occur. Monetary assets and liabilities denominated in foreign currencies are translated at the rates in effect on the reporting date.

#### ***4.4 Significant Accounting Estimates and Judgments***

As a result of the uncertainties inherent in business activities, many items in the financial statements cannot be measured precisely but can only be estimated. Estimation involves judgment based on the most recent reliable information available. The use of reasonable estimates, an essential part of preparing financial statements, does not undermine their reliability.

An estimate may require revision if there are changes in the circumstances on which the estimate was based or as a result of new information or subsequent experience. By its nature, the revision of an estimate is not related to prior periods and does not represent the correction of an error in the current period. If any, the effect on future periods is recognized as revenue or an expense in those future periods.

The Company makes certain estimates and assumptions regarding the future. Estimates and judgments are evaluated on an ongoing basis based on historical experience and other factors, including the forecasting of future events that are considered reasonable under existing circumstances.

In the future, actual experience may differ from these estimates and assumptions.

The following are examples of the valuation, estimates, and assumptions applied:

**(a) Valuation of investments in land and buildings owned**

Land and building assets held in ownership were valued on the date of transition to IFRS using fair value as the deemed cost, and will subsequently be valued and presented in accordance with the provisions of International Accounting Standard "IAS 40 – Investment Property," with the chosen method being *the market value method*.

**(b) Impairment adjustments for receivables**

The impairment assessment of receivables is performed on an individual basis and is based on management's best estimate of the present value of the expected cash flows. To estimate these cash flows, management makes certain estimates regarding the financial condition of the counterparties. Each impaired asset is analyzed individually. The accuracy of the adjustments depends on the estimation of future cash flows.

**(c) Legal Proceedings**

The Company reviews unresolved legal cases by monitoring developments in legal

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

proceedings and the situation as of each reporting date to assess the provisions and disclosures in its financial statements.

Factors considered when making decisions regarding provisions include the nature of the dispute or claims and the potential level of damages in the jurisdiction where the dispute is being litigated, the progress of the case (including progress after the date of the financial statements but before those statements are issued), the opinions or advice of legal counsel, experience in similar cases, and any decision by the Company's management regarding how it will respond to the litigation, claim, or assessment.

**(d) Accounting estimates of expenses**

There are situations where, by the closing date of certain tax periods or by the end of a fiscal year, the exact amounts of certain expenses incurred by the company are not yet known. For this category of expenses, preliminary expense estimates will be made, which will be adjusted in subsequent periods when the cash outflow occurs. Expense estimates, for each expense category, will be prepared by individuals with experience in the type of activity that generated that expense.

**(e) Taxation**

The Romanian tax system is currently undergoing consolidation and harmonization with European legislation. However, there are still differing interpretations of tax laws. In certain situations, tax authorities may treat certain matters differently, resulting in the calculation of additional taxes and fees, as well as related late payment penalties. In Romania, the tax year remains open for tax audit for 5 to 7 years. The Company's management believes that the tax liabilities included in the financial statements are appropriate.

***4.5 Presentation of Separate Financial Statements***

The Company has adopted a cash-based presentation for the statement of financial position and a presentation of revenues and expenses by nature in the statement of comprehensive income, considering that these presentation methods provide information that is reliable and more relevant than that which would have been presented under other methods permitted by IAS 1 "Presentation of Financial Statements."

***4.6 Acquired Intangible Assets***

Intangible assets are accounted for in accordance with IAS 38 "Intangible Assets" and IAS 36 "Impairment of Assets." Externally acquired intangible assets are initially recognized at cost and subsequently amortized on a straight-line basis over their useful economic lives.

Expenses related to the acquisition of patents, copyrights, licenses, trademarks, or trade names, and other intangible assets recognized for accounting purposes, with the exception of incorporation expenses, goodwill, and intangible assets with indefinite useful lives, classified as such in accordance with accounting regulations, are recovered through straight-line amortization deductions over the contract period or the useful life, as applicable.

Expenses related to the acquisition or production of software are amortized using the straight-line method over a period of 3 years.

**Internally generated intangible assets (development costs)**

Research expenses (or expenses from the research phase of an internal project) are recognized as expenses of the fiscal year to which they relate.

Development expenses related to projects for new products are recognized as intangible assets.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

***Tangible assets***

Property, plant, and equipment are tangible assets that:

- a) are held for use in the production or provision of goods or services, for lease to third parties, or for administrative purposes; and
- b) are expected to be used over several financial years

**Recognition:**

The cost of an item of property, plant, and equipment shall be recognized as an asset if, and only if:

- a) it is probable that the entity will generate future economic benefits from the asset; and
- b) the cost of the asset can be measured reliably.

**Measurement after recognition**

After recognition as an asset, an item of property, plant, and equipment is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

After recognition as an asset, an item of property, plant, and equipment whose fair value can be measured reliably is carried at a revalued amount, which is its fair value at the date of revaluation.

**Depreciation**

The depreciable amount of an asset is allocated on a systematic basis over its useful life. Depreciation of an asset begins when it is available for use, that is, when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. The depreciation method used reflects the expected pattern of consumption of the asset's future economic benefits by the entity. Land is not depreciated.

For depreciable fixed assets, the company uses the straight-line depreciation method for accounting purposes. Depreciation periods are determined by an internal expert committee in accordance with the company's internal procedures. Below is a brief overview of the useful lives of fixed assets by major asset categories:

<b>Category</b>	<b>Useful Life</b>
Buildings and structures	15–50 years
Equipment and installations	1–20 years
Means of transport	4–6 years
Computer equipment	1–8 years
Office furniture and equipment	3–10 years

**Impairment**

To determine whether an item of property, plant, and equipment is impaired, an entity applies IAS 36 Impairment of Assets. At the end of each reporting period, the entity assesses whether there are any indications of impairment. If such indications are identified, the entity estimates the asset's recoverable amount.

If, and only if, the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset shall be reduced to equal the recoverable amount. Such a reduction represents an impairment loss. An impairment loss is recognized immediately in profit or loss for the period, except in cases where the asset is carried at revalued amount in accordance with the provisions of another Standard (for example, in accordance with the revaluation model in IAS 16 Property, Plant, and Equipment). Any impairment loss on a revalued asset is treated as a revaluation decrease.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

**4.7. Investment Property**

Investment property is defined as real estate (land or a building—or part of a building—or both) held (by the owner or by a lessee under a finance lease) primarily for the purpose of renting or for capital appreciation, or both, rather than for:

- (a) use in the production of goods, the rendering of services, or for administrative purposes; or
- (b) sale in the ordinary course of business.

**Recognition**

Investment property shall be recognized as an asset when, and only when:

- (a) it is probable that future economic benefits associated with the investment property will flow to the entity; and
- (b) the cost of the investment property can be measured reliably.

To determine whether an item meets the first recognition criterion, an entity must assess the degree of certainty regarding the flow of future economic benefits, based on the evidence available at the time of initial recognition. The second recognition criterion is usually easily met, because the exchange transaction that evidences the purchase of the asset also identifies its cost.

**Initial Measurement**

An investment property must be measured initially at cost. Transaction costs must be included in the initial measurement.

The cost of an acquired investment property consists of its purchase price plus any directly attributable expenses. Directly attributable expenses include, for example, professional fees for legal services, property transfer taxes, and other transaction costs.

The cost of a self-constructed investment property is the cost as of the date the construction or improvement is completed. Until that date, an entity applies IAS 16, Property, Plant, and Equipment. On that date, the property becomes an investment property, and this Standard applies.

The cost of a real estate investment is not increased by start-up costs (unless such costs are necessary to bring the property to a state of operation), by initial operating losses incurred before the real estate investment reaches its planned occupancy level, or by unusual amounts of waste of materials, labor, or other resources incurred during the construction or improvement of the real estate property.

If payment for a real estate investment is deferred, its cost is the cash price. The difference between this amount and the total payments is recognized over the term of the loan as interest expense.

**Subsequent Expense**

Subsequent expenditure related to a real estate investment that has already been recognized must be added to the carrying amount of the real estate investment in the month when it is probable that future economic benefits will flow to the entity, in addition to the initial performance standard. All other subsequent expenditure must be recognized in the period in which it occurs.

**Measurement after initial recognition**

With regard to the adoption of accounting policies, an entity must choose either the fair value model or the cost model, and must apply this policy to all of its investment property.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

*Market-value model*

After the initial measurement, an entity that opts for the fair value model must measure all of its investment property using valuation reports, with any changes in value reflected in the statement of comprehensive income.

**4.8 Financial Assets—IAS 39 Financial Instruments: Recognition and Measurement**  
**Initial measurement of financial assets and financial liabilities**

When a financial asset or financial liability is initially recognized, an entity measures it at its fair value plus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly *attributable* to the acquisition or issuance of the financial asset or financial liability.

**Subsequent Measurement of Financial Assets**

For the purpose of measuring a financial asset after initial recognition, the Company classifies its financial assets into the following categories:

***A financial asset or financial liability measured at fair value through profit or loss*** is a financial asset or financial liability that meets any of the following conditions:

- (a) it is classified as held for trading. A financial asset or financial liability is classified as held for trading if it is:
  - (i) acquired or incurred principally for the purpose of selling or repurchasing it at the earliest opportunity;
  - (ii) upon initial recognition, is part of a portfolio of identified financial instruments managed together and for which there is evidence of a recent actual pattern of short-term profit-taking; or
  - (iii) a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

***Loans and receivables*** are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than:

- a) those that the entity intends to sell immediately or in the near term, which must be classified as held for trading, and those that the entity, upon initial recognition, designates as at fair value through profit or loss;
- b) those that the entity, upon initial recognition, designates as available-for-sale; or
- c) those for which the holder may not recover substantially all of its initial investment for reasons other than credit deterioration, which must be classified as available-for-sale.

This category includes trade and other receivables.

***Financial assets available for sale*** are those non-derivative financial assets that are designated as available for sale or that are not classified as loans and receivables, held-to-maturity investments, or financial assets at fair value through profit or loss. This category includes investments in listed shares.

The Company does not hold held-to-maturity investments and does not hold or classify financial assets or financial liabilities at fair value through profit or loss.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

**Gains and losses**

A gain or loss on an available-for-sale financial asset is recognized in Other Comprehensive Income, except for impairment losses. Dividends on an available-for-sale equity instrument are recognized in profit or loss when the entity's right to receive payment is established.

When a decrease in the fair value of an available-for-sale financial asset has been recognized in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss that has been recognized in other comprehensive income must be reclassified from equity to profit or loss as a reclassification adjustment, even if the financial asset has not been derecognized.

The amount of the cumulative loss that is removed from equity and recognized in profit or loss shall be the difference between the acquisition cost (net of any principal repayment and amortization) and the current fair value, less any impairment loss for that financial asset previously recognized in profit or loss.

If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and that increase can be objectively linked to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed, and the amount of the reversal is recognized in profit or loss.

***Cash and cash equivalents***

Cash and cash equivalents include cash on hand, demand deposits at banks, other highly liquid short-term investments with original maturities of three months or less, and—for the purposes of the cash flow statement—overdrafts.

***4.9. Inventories***

In accordance with IAS 2, inventories are assets:

- a) held for sale in the ordinary course of business;
- b) in the process of production for such a sale; or
- c) in the form of raw materials, supplies, and other consumables to be used in the production process or for the provision of services.

**Valuation of inventories:**

Inventories are valued at the lower of cost and net realizable value.

**Cost of Inventories**

The cost of inventories includes all acquisition costs, conversion costs, and other costs incurred to bring the inventories to their present condition and location.

Inventories of raw materials and supplies are recorded at acquisition cost. Inventories of work in progress are recorded at the cost of the raw materials and supplies incorporated therein.

Finished goods inventory is recorded at production cost upon completion of manufacturing.

**Adjustments for inventory impairment**

The assessment for inventory impairment is performed on an individual basis and is based on management's best estimate of the present value of the cash flows expected to be received.

To estimate these cash flows, management makes certain estimates regarding the utility value of the inventory, taking into account the expiration date, the possibility of use in the company's current operations, and other factors specific to each inventory category. Each impaired asset is analyzed individually. The accuracy of the adjustments depends on the estimation of future cash flows.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

#### ***4.10 Receivables***

Receivables arise primarily from the provision of goods and services to customers (e.g., trade receivables), but also include other types of contractual monetary assets. They are initially recognized at fair value plus transaction costs directly attributable to their acquisition or issuance, and are subsequently carried at amortized cost using the effective interest rate method, less impairment adjustments.

Receivables are presented on the balance sheet at historical cost less impairment allowances in cases where the recoverable amount is determined to be lower than the historical cost.

Impairment allowances are recognized when there is objective evidence (such as significant financial difficulties on the part of the counterparties or failure to meet payment obligations or significant payment delays) that the Company will not be able to collect all amounts due in accordance with the terms of the receivables, the amount of such an adjustment being the difference between the net carrying amount and the present value of the expected future cash flows associated with the impaired receivable.

The impairment assessment of receivables is performed on an individual basis and is based on management's best estimate of the present value of the cash flows expected to be received. To estimate these cash flows, management makes certain estimates regarding the financial condition of the counterparties. Each impaired asset is analyzed individually.

In addition, the Company records an impairment loss on all accounts receivable outstanding as of the reporting date for which the due date has been exceeded by more than 360 days.

#### ***4.11 Financial Liabilities***

Financial liabilities primarily include trade payables and other short-term financial liabilities, which are initially recognized at fair value and subsequently recorded at amortized cost using the effective interest method.

#### ***4.12 Recognition of Revenue and Expenses***

##### ***4.12.1. Revenue Recognition***

###### ***Performance obligations and the timing of revenue recognition***

Most of the company's revenue comes from the sale of goods, with revenue recognized at the point when control of the goods has been transferred to the customer. This generally occurs when the goods are delivered to the customer. However, for export sales, control may also be transferred upon delivery to either the port of departure or the port of arrival, depending on the specific terms of the contract with the customer. A limited degree of judgment is required to identify the specific points of control: once the physical delivery of the goods to the agreed location has occurred, the company no longer has physical possession, typically has a right to payment at that time (such as a single payment upon delivery), and retains none of the significant risks and rewards associated with the goods in question. A small portion of contracts is negotiated on an invoice-and-allocation basis. In such arrangements, revenue is recognized, even if the company retains physical possession, only if: the agreement is substantial (i.e., requested by the customer), the finished goods have been separately identified

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

as belonging to the customer, the product is ready for physical transfer to the customer, and the company does not have the ability to use the product to direct it to another customer.

***Determining the Transaction Price***

Most of the company's revenue derives from fixed-price contracts, and therefore the amount of revenue to be recognized from each contract is determined based on these fixed prices.

***Allocating Amounts to Performance Obligations***

For most contracts, there is a fixed price. Therefore, no judgment is involved in allocating the contract price to each unit ordered in such contracts (it is the total contract price divided by the number of units ordered).

***Practical exceptions***

The company has taken advantage of practical exemptions:

- not to account for significant financing components, where the time difference between receiving payment and transferring control of the goods (or services) to the customer is one year or less; and
- to recognize the incremental costs of securing a contract when the amortization period of the otherwise recognized asset would have been one year or less.

**Special Cases:** If it is determined that the revenue associated with a period of the current year is affected by fundamental errors, such errors shall be corrected in the period in which they are discovered. If the error is discovered in subsequent years, its correction will no longer affect the revenue accounts but rather the retained earnings account resulting from corrections of fundamental errors, provided the amount of the error is considered material.

***4.12.2 Recognition of Expenses***

Expenses are decreases in economic benefits recognized during the accounting period in the form of outflows or decreases in the value of assets or increases in liabilities, which result in reductions in equity other than those resulting from distributions to shareholders.

***4.13 Impairment of non-financial assets (excluding inventories, investment property, and deferred tax assets) – IAS 36 “Impairment of Assets”***

Assets held by the company, as specified in IAS 36 “*Impairment of Assets*,” are subject to impairment testing whenever events or changes in circumstances indicate that their carrying amount may not be fully recoverable. When the carrying amount of an asset exceeds its recoverable amount (i.e., the higher of its value in use and its fair value less costs to sell), the asset is written down accordingly.

When it is not possible to estimate the recoverable amount of an individual asset, the impairment test is performed on the smallest group of assets to which it belongs for which there are separately identifiable cash flows: its cash-generating units (CGUs). Impairment losses are recognized in profit or loss, unless they reduce gains previously recognized in other components of comprehensive income.

***4.14 Provisions – IAS 37 “Provisions, Contingent Liabilities, and Contingent Assets”***

A provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date, discounted at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

In accordance with IAS 37 “Provisions, Contingent Liabilities, and Contingent Assets,” a provision must be recognized if:

- the company has a present obligation (legal or constructive) arising from a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate of the obligation’s amount can be made.

If these conditions are not met, a provision should not be recognized.

Provisions are recorded in the accounts using the accounts in Group 15 “Provisions” and are charged to expenses, except for those related to the disposal of tangible fixed assets and other similar actions related thereto, for which the provisions of IFRIC 1 shall be considered.

The recognition, measurement and adjustment of provisions are performed in accordance with the requirements of IAS 37 “Provisions, Contingent Liabilities and Contingent Assets”.

Provisions are grouped in the accounts by category and are established for:

- a) litigation;
- b) warranties provided to customers;
- c) the decommissioning of property, plant, and equipment and other similar actions related thereto;
- d) restructuring;
- e) employee benefits;
- f) other provisions.

Previously established provisions are reviewed periodically and adjusted.

#### ***4.15 Deferred Tax—IAS 12***

In calculating deferred tax, the company shall take into account the provisions of IAS 12.

Deferred tax assets and liabilities are recognized when the carrying amount of an asset or liability in the statement of financial position differs from its tax basis.

The recognition of deferred tax assets is limited to those instances where it is probable that taxable profit will be available in the future.

The amount of the asset or liability is determined using tax rates that have been enacted or substantially enacted by the reporting date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

The Company offsets deferred tax assets and liabilities if, and only if:

- a)** it has a legal right to offset current tax assets against current tax liabilities; and
- b)** the deferred tax assets and liabilities relate to income taxes levied by the same tax authority.

#### ***4.16 Dividends***

The portion of profit payable, in accordance with the law, to each shareholder constitutes a dividend. Dividends distributed to shareholders, proposed or declared after the reporting period, as well as other similar distributions made from profit determined in accordance with IFRS and included in the annual financial statements, are not recognized as a liability at the end of the reporting period.

The accounting for dividends is governed by the provisions of IAS 10.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

#### ***4.17 Capital and Reserves***

Capital and reserves (equity) represent the shareholders' claim on an entity's assets, after deducting all liabilities. Equity comprises: capital contributions, reserves, retained earnings, and net income for the financial year.

In the first set of financial statements prepared in accordance with IFRS, the company applied IAS 29 – "Financial Reporting in Hyperinflationary Economies" to shareholders' contributions received prior to January 1, 2004; specifically, these were adjusted by the corresponding inflation index.

#### ***4.18 Financing Costs***

An entity shall capitalize borrowing costs that are directly attributable to the acquisition, construction, or production of a long-lived asset as part of the cost of that asset. An entity shall recognize other borrowing costs as an expense in the period in which they are incurred. The Company did not finance the construction of long-term assets with loans.

#### ***4.19 Earnings per Share***

The Company presents basic and diluted earnings per share for common shares. Basic earnings per share are determined by dividing the profit or loss attributable to the Company's common shareholders by the weighted-average number of common shares outstanding during the reporting period.

Diluted earnings per share are determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares for the dilutive effects of potential ordinary shares.

#### ***4.20 Segment Reporting***

A segment is a distinct component of the Company that provides certain products or services (business segment) or provides products and services in a specific geographic area (geographic segment) and that is subject to risks and benefits different from those of other segments. From the perspective of business segments, the Company does not identify distinct components in terms of associated risks and benefits.

#### ***4.21 Related parties***

A person or a close family member of that person is considered an affiliate of a Company if that person has control or joint control over the Company, has significant influence over the Company, or is a member of key management personnel

Key management personnel are those individuals who have the authority and responsibility to plan, direct, and control the Company's activities directly or indirectly, including any director (executive or non-executive) of the entity.

Transactions with key management personnel include only the compensation benefits granted to them as presented in Note 9. Personnel Expenses.

An entity is an affiliate of the Company if it meets any of the following conditions:

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

- (i) The entity and the Company are members of the same group (meaning that every parent company, subsidiary, and affiliate within the same group is related to the others).
- (ii) An entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of the group to which the other entity belongs).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third party, and the other is an associate of the third party.
- (v) The entity is a post-employment benefit plan for the benefit of employees of the reporting entity or of an entity affiliated with the reporting entity. If the reporting entity itself is such a plan, the sponsoring employers are also affiliates of the reporting entity.
- (vi) The entity is controlled or jointly controlled by a related party
- (vii) An affiliated person that holds control significantly influences the entity or is a member of the entity's (or the entity's parent's) key management personnel.

## 5 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed to the following financial risks through its operations:

- Credit risk
- Foreign exchange risk
- Liquidity risk

Like all other businesses, the Company is exposed to risks arising from the use of financial instruments. This note describes the Company's objectives, policies, and processes for managing these risks and the methods used to assess them. Additional quantitative information regarding these risks is presented in these financial statements.

There have been no significant changes in the Company's exposure to risks related to financial instruments, its objectives, policies, and processes for managing these risks, or the methods used to assess them compared to prior periods, unless otherwise noted in this note.

### *Principal Financial Instruments*

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

- Trade receivables and other receivables
- Cash and cash equivalents
- Trade payables and other liabilities
- 

A summary of financial instruments held by category is provided below:

<b>ASSETS</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Trade and similar receivables, net	5,056,344	2,524,704
Cash and cash equivalents	261,691	138,656
<b>Total</b>	<b>5,318,036</b>	<b>2,663,360</b>
<b>LIABILITIES</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Trade and similar payables	2,446,704	5,323,141
Loans and leases	21,186,503	17,929,647
<b>Total</b>	<b>23,633,207</b>	<b>23,252,788</b>

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

The Board of Directors' overall objective is to establish policies designed to reduce risk as much as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are provided below:

***Credit Risk***

Credit risk is the risk of financial loss to the Company arising if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Company is primarily exposed to credit risk arising from sales to customers.

**Calculation and analysis of the net position (equity)**

<b>Indicators (LEI)</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Loan liabilities	25,009,152	22,621,018
Cash and cash equivalents	261,691	138,656
<b>Net liabilities</b>	<b>24,747,461</b>	<b>22,482,362</b>
<b>Total equity</b>	<b>192,219,787</b>	<b>178,820,170</b>
<b>Net debt to equity (%)</b>	<b>12.87</b>	<b>12.57</b>

---

***Foreign exchange risk***

The Company is primarily exposed to foreign exchange risk through its bank loan.

As of December 31, 2025, the company's net exposure to foreign exchange risk by currency type was as follows:

<b>Assets/liabilities in EUR equivalent to RON</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 24</b>
Monetary financial assets	-	-
Monetary financial liabilities	15,616,685	18,740,775
<b>Net financial assets</b>	<b>15,616,685</b>	<b>(18,740,775)</b>

---

**RON/EUR Variation**

5% appreciation of RON against EUR	780,834	937,039
5% depreciation of RON against EUR	(780,834)	<b>(937,039)</b>

---

***Liquidity risk***

Liquidity risk arises from the Company's management of current assets and financing expenses, as well as principal repayments on its debt instruments. The Company's policy is to ensure that it always has sufficient cash to meet its obligations as they become due. To achieve this objective, it seeks to maintain cash balances (or agreed-upon facilities) to meet payment needs. The Board of Directors periodically receives cash flow forecasts, as well as information regarding the Company's cash holdings. At the end of the fiscal year, the Company has sufficient liquid resources to meet its obligations under all reasonably foreseeable circumstances.

The following tables present the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

<b>Dec 31, 2025</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
Trade and similar payables	2,446,704	-	-	2,446,704
Loans and borrowings	1,621,633	9,662,985	9,901,885	21,186,503
Other short-term liabilities	5,399,262	504,831	-	5,904,093
Finance leases	-	-	-	-
<b>Total</b>	<b>9,467,599</b>	<b>10,167,816</b>	<b>9,901,885</b>	<b>29,537,300</b>

<b>December 31, 2024</b>	<b>Less than 1 year</b>	<b>Between 1 and 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
Trade and similar payables	1,953,847	-	-	1,953,847
Loans and borrowings	1,322,077	8,190,157	9,739,490	19,251,724
Finance leases	-	-	-	-
<b>Total</b>	<b>3,275,924</b>	<b>8,190,157</b>	<b>9,739,490</b>	<b>21,205,571</b>

***Bank cash***

The banks with which the company holds accounts are reviewed periodically by management.

***Operational Risk***

Operational risk is the risk of incurring direct or indirect losses arising from a wide range of causes associated with the Company's processes, personnel, technology, and infrastructure, as well as from external factors other than credit, market, and liquidity risk, such as those arising from legal and regulatory requirements and generally accepted standards of organizational conduct.

Operational risks arise from all of the Company's operations.

The primary responsibility for developing controls related to operational risk rests with management. This responsibility is supported by the development of the Company's general standards for operational risk management in the following areas:

- Requirements for segregation of duties, including independent authorization of transactions
- Requirements for reconciliation and monitoring of transactions
- Compliance with regulatory and legal requirements
- Documentation of controls and procedures
- Requirements for periodic analysis of the operational risk to which the Company is exposed and the adequacy of controls and procedures to prevent identified risks
- Requirements for reporting operational losses and proposals to address the causes that generated them
- Development of business continuity plans
- Professional development and training
- Establishment of ethical standards
- Prevention of litigation risk, including insurance where applicable
- Risk mitigation, including the effective use of insurance, where applicable

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

**Capital adequacy.** Management’s policy regarding capital adequacy focuses on maintaining a solid capital base to support the Company’s continued growth and the achievement of its investment objectives.

**6 REVENUE FROM SALES**

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Rental income	8,628,970	7,153,591
Sales of goods	3,435	12,247
Sales of residual products	-	
Revenue from services	466,508	525,378
Revenue from miscellaneous activities—rebilling	2,377,771	2,211,777
Other operating revenue	2,628	4,698
<b>Total</b>	<b>11,479,312</b>	<b>9,907,691</b>

Revenue from sales consists mainly of revenue from the leasing of premises owned by the Company. The premises are leased based on contracts concluded between the parties.

**7 OTHER REVENUES**

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Gains from the valuation of fixed assets	12,820,371	-
Other Income		151
<b>Total</b>	<b>12,820,371</b>	<b>151</b>

**8 RAW MATERIALS AND CONSUMABLES**

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Expenses for fuel and spare parts	6,200	2,022
Expenses for inventory items	10,061	4,297
Expenses for consumables and building repairs	5,548	229,794
Expenses for other consumables	67,931	-
Cost of goods sold	3,272	11,814
<b>Total</b>	<b>93,012</b>	<b>247,927</b>

**9 PERSONNEL EXPENSES**

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Salaries	1,894,861	1,816,141
Employee expenses	615,420	615,420
Taxes and social contributions	56,482	54,709
Other benefits (meal vouchers)	108,017	96,300
Unused vacation	-	-
<b>Total</b>	<b>2,674,780</b>	<b>2,582,570</b>

Remuneration paid to the Board of Directors and Executive Management is presented in the following table:

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 24</b>
Salaries	615,420	307,710

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2025  
(all amounts are expressed in LEI, unless otherwise stated)

Taxes and social contributions	13,846	6,923
<b>Total</b>	<b>629,266</b>	<b>314,633</b>

**10 OTHER EXPENSES**

Other operating expenses include the following:

Description	Dec 31, 2025	Dec 31, 2024
Utilities	2,555,829	1,158,847
Expenses for non-inventory materials and repairs	11,077	13,064
Insurance	21,726	17,037
Commissions, banking services, and fees	30,479	225,974
Advertising and product promotion	92,800	63,962
Travel and transportation	15,144	11,839
Postal and telecommunications	32,533	36,451
Other services provided by third parties	1,013,270	1,209,094
Other taxes and fees	541,424	546,413
Fines and penalties	73,182	79,377
Miscellaneous	502	555,104
<b>Total</b>	<b>4,387,965</b>	<b>3,917,162</b>

**11 FINANCIAL INCOME AND FINANCIAL EXPENSES**

Net financial income consists of the following:

Description	Dec 31, 2025	Dec 31, 2024
Interest income	3	3
Interest expense	1,311,924	(1,253,785)
Other financial income	799,112	529,465
Other financial expenses	(3,118,335)	(79,588)
<b>Total</b>	<b>(1,007,297)</b>	<b>(803,905)</b>

**12 INCOME TAX EXPENSES**

Description	Dec 31, 2025	Dec 31, 2024
Income tax	(338,074)	(163,540)
Deferred tax (expense) / income	(2,051,259)	(49,067)
<b>Total</b>	<b>(2,389,333)</b>	<b>(114,473)</b>

The income tax payable was calculated taking into account the effects of non-deductible expenses, non-taxable income from tax incentives, and the effects of income tax provisions. A reconciliation between accounting profit and taxable profit, which formed the basis for the calculation of income tax, is presented in the following table:

The Company has not been subject to a substantive tax audit in the last 5 years. Regarding deferred income tax, see Note 20.

**13 EARNINGS PER SHARE**

Description	Dec 31, 2025	Dec 31, 24
Net income (A)	13,382,277	2,162,561
Number of common shares (B)	3,705,956	3,705,946
<b>Earnings per share (A/B)</b>	<b>3.61</b>	<b>0.58</b>

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

**14 FIXED ASSETS (In accordance with IAS 16 – Property, Plant, and Equipment and IAS 40 – Investment Property)**

**a) Intangible and tangible assets**

<b>Intangible and tangible assets (IAS 16)</b>	<b>Land and Buildings</b>	<b>Equipment and vehicles</b>	<b>Other tangible assets</b>	<b>Tangible assets in progress / Advances on assets</b>	<b>Total</b>
<b>Net value as of December 31, 2023</b>	<b>1,367,680</b>	<b>710,879</b>	<b>62,644</b>	<b>547,175</b>	<b>2,688,378</b>
Acquisitions 2024	-	958,838	6,617	903,166	<b>1,868,621</b>
Outflows / Transfers 2024	-	-	-	(910,994)	<b>(910,994)</b>
Cost of the period / Depreciation 2024	(93,707)	(200,280)	(12,830)	-	<b>(306,817)</b>
Value adjustments 2024	-	-	-	-	-
<b>Net value as of December 31, 2024</b>	<b>1,273,973</b>	<b>1,469,437</b>	<b>56,431</b>	<b>539,347</b>	<b>3,339,188</b>
Acquisitions 2025	-	219,433	59,195	7,532	<b>286,160</b>
Outflows / Transfers 2025	-	-	-	-	<b>0</b>
Cost of the period / Depreciation 2025	(93,707)	(273,792)	(23,166)	-	<b>(390,664)</b>
Value adjustments 2025	-	-	-	(515,846)	<b>(515,846)</b>
<b>Net value as of December 31, 2025</b>	<b>1,180,266</b>	<b>1,415,078</b>	<b>92,461</b>	<b>30,362</b>	<b>2,718,838</b>

**b) Investment property**

<b>Investment property (IAS 40)</b>	<b>Land</b>	<b>Buildings</b>	<b>Real estate investments in progress and advances for real estate investments in progress</b>	<b>Total real estate investments</b>
<b>December 31, 2023</b>	<b>157,312,621</b>	<b>40,447,189</b>	<b>950,972</b>	<b>198,710,782</b>
Purchases	-	-	3,635,902	<b>3,635,902</b>
Changes in market value	-	-	-	-
Outflows/transfers	-	-	(8,696)	<b>(8,696)</b>
Value adjustments	-	-	-	-
<b>December 31, 2024</b>	<b>157,312,621</b>	<b>40,447,189</b>	<b>4,578,178</b>	<b>202,337,988</b>
Purchases	-	-	3,905,129	<b>2,102,944</b>
Changes in market value	-	-	12,820,371	<b>12,820,371</b>
Outflows/transfers	-	-	-	-
Value adjustments	-	-	-	-
<b>December 31, 2025</b>	<b>157,312,621</b>	<b>40,447,189</b>	<b>21,304,350</b>	<b>219,063,487</b>

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

***Presentation of fixed assets in accordance with IAS 16 – Property, Plant, and Equipment and IAS 40 – Investment Property***

As mentioned in Note 2 – Accounting Policies, the Company’s land and buildings are classified as investment property in accordance with International Accounting Standard IAS 40 – Investment Property. The valuation model chosen by the Company is the market value model.

The Company’s plant, vehicles, equipment, and furniture are measured and presented in accordance with IAS 16 – Property, Plant, and Equipment.

***Fair Value Measurement***

Based on IFRS 13 – Fair Value Measurement, the following sections present the measurement levels and the method used to perform the measurement.

Item	Fair value	Valuation Method	Measurement level	Indirectly observable input data
<b>Land</b>	<b>157,312,621</b>	The fair value of the land was determined using market comparisons. The market price for similar properties was adjusted to account for differences in the characteristics of the land in question. The valuation model is based on price per square meter.	Level 2	N/A
<b>Buildings</b>	<b>61,751,539</b>	Fair value is determined by applying the income approach, based on the building’s rental value. The calculation elements were estimated by a valuation expert, based on comparative data from the specific industry.	Level 3	- Discount rate - Residual value

***Depreciation of fixed assets***

Accounting depreciation is calculated using the straight-line method. For new fixed assets acquired in 2024, consisting of installations, machinery, and measuring and control equipment, useful lives were determined by considering the estimated level of utilization based on the asset’s capacity utilization and the repair and maintenance schedule implemented by MF CAPITAL SA for installations and machinery;

**15 INVESTMENTS IN ASSOCIATES**

The company holds direct equity interests in ITAGRA SA, MOLLO RE SA, and INDUSTRIAL CEFIN SA. The value of these investments is shown in the following table:

Description	12/31/2025	% Owned	12/31/2024	% Owned
ITAGRA S.A.	12,899,600	99.997%	12,899,600	99.997%
MOLLO RE	588,530	99.85%	588,530	99.85%
INDUSTRIAL CEFIN	10,672,789	88.73%	10,672,789	88.73%

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

The Company has elected, in accordance with the provisions of IAS 27, to present its equity investments at acquisition cost, subject to impairment testing. No impairment loss was identified following the impairment test.

### **ITAGRA SA**

ITAGRA S.A. is headquartered in Ialomita County, Boranesti. The company was established in 2006 and is registered with the Trade Registry under number J21/316/2006, with the unique registration code 18792370 and tax identification number RO. The company's primary business activity is: The cultivation of cereals (excluding rice), legumes, and oilseed crops.

### **MOLLO RE SA**

Mollo RE SA was established in 2006 at the initiative of MF CAPITAL SA, headquartered in Bucharest, Sector 2, 5-25 Popa Lazar Street, ORC: J40/2353/1991, CUI 655, which decided, by Resolution No. 7 dated May 30, 2006, of the general meeting of shareholders, to establish a commercial company in the field of real estate promotion/development and for MF CAPITAL SA to participate in the share capital of the new company with cash contributions for a stake of at least 50%.

### **INDUSTRIAL CEFIN**

Industrial Cefin SA was established pursuant to Law No. 15/1990 on the reorganization of state-owned economic units as autonomous agencies and commercial companies through Government Decision No. 572/ July 31, 1995, regarding the establishment of joint-stock commercial companies through the partial reorganization of the Research and Design Institute for MF CAPITAL Bucharest.

The company holds indirect stakes in the share capital of Bio Valley SRL, Vera Wellnes SRL, and Itagra Bio Terra SRL.

<b>Description</b>	<b>12/31/2025</b>	<b>% held</b>	<b>12/31/2024</b>	<b>% owned</b>
BIO VALLEY SRL	13,560	90.397%	13,560	90.397%
ITAGRA BIO TERRA	20,000	99.997%	20,000	99.997%
VERA WELLNESS LLC	20,000	49.925%	20,000	49.925%

### **BIO VALLEY LLC**

The company's current registered office is located in Ialomita County, Boranesti, 174 1 Decembrie 1918 Street – C15 Office Building. The company was established in 1992 and is registered with the Trade Registry under number J21/44/1992 and has the unique registration code 2086262 and tax identification number RO.

The company's primary business activity is: Cultivation of vegetables and melons, root vegetables, and tubers.

A simplified bankruptcy proceeding has been initiated against the company (see details in the Explanatory Note regarding litigation—part of the consolidated financial statements).

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

**ITAGRA BIO TERRA S.R.L.**

The company's current registered office is located in Ialomita County, Boranesti, 174 1 Decembrie 1918 Street – Building C47 Mechanical Workshop.

The company was established in 2020 and is registered with the Trade Registry under number J21/35/2020 and has the unique registration code 42145490. The company's primary business activity is: The cultivation of cereals (excluding rice), legumes, and oilseed crops.

**VERA WELLNESS S.R.L.**

On September 8, 2017, the General Meeting of Shareholders of Mollo RE S.A. decided to establish Vera Wellness, with the primary business activity classified under CAEN code 931 – Sports facility operations. The company is registered with the Trade Registry under number J40/15740/2017 and has the unique registration code 38212175.

**16 TRADE AND OTHER RECEIVABLES**

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Trade receivables	582,086	766,004
Adjustments for trade receivables	(16,269)	(16,269)
Receivables from related parties	175,200	9,565
Receivables from affiliated parties	4,055,771	1,649,310
Other receivables	-	-
<b>Total non-cash financial assets classified as loans and receivables</b>	<b>4,796,788</b>	<b>2,408,610</b>
Other receivables from the State Budget	259,556	115,067
Prepayments	-	1,027
<b>Total</b>	<b>5,056,344</b>	<b>2,524,704</b>

The fair values of trade and other receivables classified as loans and receivables do not differ significantly from their carrying amounts. Balances related to related parties are detailed in Note 19 – Balances and Transactions with Related Parties.

As of December 31, 2025, the Company has recorded allowances for trade receivables representing customer balances that are unlikely to be collected by the Company. Their amount is 16,269 lei

Changes in the Company's allowances for impairment of trade receivables:

<b>Customer Allowances</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 24</b>
<b>At the beginning of the period</b>	<b>16,269</b>	<b>16,269</b>
Accrued during the year	-	-
Reversal of adjustments	-	-
<b>At the end of the period</b>	<b>16,269</b>	<b>16,269</b>

Given the small number of customers, the Company analyzes each customer individually to determine potential losses. During 2025, certain payment deferrals were granted. As of the date of issuance of the financial statements, the outstanding balances had been collected.

No impairment allowances have been recognized for receivables from related parties.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended December 31, 2025

(all amounts are expressed in LEI, unless otherwise stated)

**17 CASH AND CASH EQUIVALENTS**

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 24</b>
Cash on hand	257,676	137,948
Cash and cash equivalents	4,015	708
<b>Total</b>	<b>261,691</b>	<b>138,656</b>

**18 TRADE AND OTHER PAYABLES**

<b>Due within 1 year</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Trade payables	1,561,344	892,103
Fixed asset suppliers	885,360	1,061,744
Liabilities to credit institutions	1.621.633	1,322,077
Liabilities to related entities	3,822,649	1,089,540
Customer guarantees	661.567	473,616
<b>Total trade payables</b>	<b>8.552.554</b>	<b>4,934,777</b>
Liabilities to the state budget	578.623	526,007
VAT payable	336.423	105,823
<b>Total Current Liabilities</b>	<b>9.467.600</b>	<b>5,470,910</b>

<b>Due in more than 1 year</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Liabilities to credit institutions	19,564,870	17,929,647
Liabilities to related entities	-	104,436
Deferred tax liabilities	29,514,367	29,638,427
Customer guarantees	504,831	545,294
<b>Total</b>	<b>49,584,068</b>	<b>48,217,804</b>

Balances related to related parties are detailed in Note 19 – Balances and Transactions with Related Parties.

**19 AMOUNTS OWED TO CREDIT INSTITUTIONS**

*Amounts due to credit institutions*

<b>Contract</b>	<b>Bank</b>	<b>Interest</b>	<b>Loan amount</b>	<b>Balance as of 12/31/2025</b>	<b>Short-term</b>	<b>Long-term</b>
Contract No. 167522/08/04/2024	Libra Bank SA	3M EURIBOR + 3.25%	2,510,000 EUR	10,871,848 Lei (2,132,362 EUR)	1,096,635 Lei (215,089 EUR)	9,775,215 Lei (1,917,272 EUR)
Contract No. 167530/08.04.2024	Libra Bank SA	3M EURIBOR + 3.25%	1,000,000 EUR	4,744,832 Lei (930,633 EUR)	260,967 Lei (51,185 EUR)	4,483,867 Lei (879,448 EUR)
<b>Total EUR</b>	-	-	-	<b>15,616,680 Lei (3,062,995 EUR)</b>	<b>1,357,602 lei (266,274 EUR)</b>	<b>14,259,082 lei (2,796,720 EUR)</b>
Contract No. 205711/March 25, 2025	Libra Bank SA	ROBOR 3M + 3.25%	3,000,000 RON	2,933,864 Lei	111,042 Lei	2,822,824 Lei
Contract No. 153336/11/08/2023	Libra Bank SA	ROBOR 3M + 3.05%	3,000,000 RON	2,635,954 Lei	152,990 Lei	2,482,964 Lei
<b>Total RON</b>	-	-	-	<b>5,569,818</b>	<b>264,032 Lei</b>	<b>5,305,788 Lei</b>

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

***Details regarding collateral related to credit agreements***

**Contract No. 167522/08.04.2024 entered into with Libra Bank SA**

<b>Purpose</b>	Full refinancing of contracts 18/20.02.2020, 70/20.05.2019, 73/06.07.2018, 174/06.07.2018, 153/27.09.2019 PATRIA BANK
<b>Amount</b>	<b>2,510,000 EUR</b>
<b>Balance as of December 31, 2024</b>	<b>2,331,941 EUR, equivalent to 11,599,308 Lei</b>
<b>Balance as of December 31, 2025</b>	<b>2,132,632 EUR, equivalent to 10,871,848 Lei</b>
<b>Mortgages</b>	<ol style="list-style-type: none"> <li>1. A security interest in the accounts opened by the Client with the Bank, as identified in Article 4 of the Agreement;</li> <li>2. A movable mortgage on the Client's present and future receivables arising from the Lease Agreements, as identified in the movable mortgage agreement on receivables, which is an annex to the Credit Agreement;</li> <li>3. Real estate mortgage on the industrial real estate property consisting of urban land with a documented area of 17,942 sq m and a measured area of 16,808 sq m, and industrial buildings, owned by MF CAPITAL SA, located in Bucharest, Soseaua Pantelimon, no. 1-3, Sector 2, identified by cadastral no. 229224 and land registry no. 229224, as specified in the real estate mortgage agreement</li> <li>4. Assignment of the indemnities paid under all insurance policies entered into by the Client and the Guarantor in connection with the credit agreement</li> </ol>

**Contract No. 167530/08.04.2024 entered into with Libra Bank SA**

<b>Purpose</b>	Investment loan
<b>Amount</b>	<b>1,000,000 EUR</b>
<b>Balance as of December 31, 2024</b>	<b>977,406 EUR, equivalent to 4,861,713 Lei</b>
<b>Balance as of December 31, 2025</b>	<b>930,633 EUR, equivalent to 4,744,832 Lei</b>
<b>Mortgages</b>	<ol style="list-style-type: none"> <li>1. A movable mortgage on the accounts opened by the Client with the Bank, as identified in Article 4 of the contract;</li> <li>2. A movable mortgage on the Client's present and future receivables arising from the Lease Agreements, as identified in the movable mortgage agreement on receivables, which is an annex to the Credit Agreement;</li> <li>3. Real estate mortgage on the industrial real estate property consisting of urban land with a documented area of 17,942 sq m and a measured area of 16,808 sq m, and industrial buildings, owned by MF CAPITAL SA, located in Bucharest, Soseaua Pantelimon, no. 1-3, Sector 2, identified by cadastral no. 229224 and land registry no. 229224, as specified in the real estate mortgage agreement</li> <li>4. Assignment of the indemnities paid under all insurance policies concluded by the Client and the Guarantor in connection with the credit agreement</li> </ol>

**Contract No. 205711/03/25/2025 concluded with Libra Bank SA**

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

<b>Purpose</b>	Investment loan
<b>Amount</b>	<b>3,000,000 RON</b>
<b>Balance as of December 31, 2024</b>	<b>0</b>
<b>Balance as of December 31, 2025</b>	<b>2,933,864 Lei</b>
<b>Mortgages</b>	<ol style="list-style-type: none"> <li>1. A floating charge over the accounts opened by the Customer with the Bank as identified in Article 4 of this Agreement (“Account”/“Accounts”);</li> <li>2. A security interest in the Client’s present and future receivables arising from the Client’s lease agreements, as identified in the security interest agreement, which is an annex to this Agreement;</li> <li>3. Real estate mortgage on the industrial real estate property consisting of urban land with a documented area of 17,942 sq m and a measured area of 16,808 sq m, and industrial buildings located at 1-3 Pantelimon Road, Sector 2, Bucharest, cadastral number 229224, Land Registry number 229224, owned by MF CAPITAL, identified in accordance with the real estate mortgage agreement attached to this Agreement;</li> <li>4. The assignment of any indemnities paid under all insurance policies entered into by the Client and the Guarantor in connection with this Agreement;</li> <li>5. Real estate mortgage on the 504.67 sq m portion of the total 1,514 sq m land area—representing the access road—located at Bucharest, Pantelimon Road, No. 1-3, Sector 2, cadastral number 230037(old cadastral number 6644/2), Land Registry number 230037 (OLD CF 20536), owned by MF CAPITAL, identified in accordance with the real estate mortgage agreement attached to this Agreement.</li> </ol>

**Contract No. 153336/11/08/2023 concluded with Libra Bank SA**

<b>Purpose</b>	Loan for the repayment of loans to Itagra SA in the amount of 1,000,000 lei and payment of installments nos. 4, 5, 6, and 7 to Motta Severino pursuant to the share purchase agreement with Industrial Cefin.
<b>Amount</b>	<b>3,000,000 RON</b>
<b>Balance as of December 31, 2024</b>	<b>2,790,703 lei</b>
<b>Balance as of December 31, 2025</b>	<b>2,635,954 Lei</b>
<b>Mortgages</b>	<p>To secure the performance of all payment obligations assumed under this Agreement or in connection therewith, whether such obligations are reflected in the Current Account or in any other account of the Customer, the Customer shall provide the following security in favor of the Bank:</p> <ol style="list-style-type: none"> <li>a) a security interest in the accounts opened by the Client with the Bank as identified in Article 10.1.3 of this Agreement (“Account”/“Accounts”);</li> <li>b) a security interest in the Client’s present and future receivables arising from the Client’s lease agreements, as identified in the security interest agreement over receivables, attached to this Agreement under Article 10.1.2;</li> <li>c) a real estate mortgage on the industrial property consisting of the building located in Sector 2, 5-25 Popa Lazar Street, comprising urban lot 6, with an area of 1,867.48 m<sup>2</sup>, and building C1 (formerly C14)—office buildings comprising a basement, ground floor, and two upper floors, with a total floor area of 1,867 m<sup>2</sup>, owned by MF CAPITAL, identified in accordance with the real estate mortgage agreement attached to this Contract.</li> <li>d) the assignment of indemnities paid under all insurance policies entered into by the Client and the Guarantor in connection with this Agreement;</li> </ol>

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

**20 FINANCIAL LEASE OBLIGATIONS**

Description	Dec 31, 2025	Dec 31, 2024
Maximum 1 year	-	-
More than one year, but less than 5 years	-	-
Less than future financial costs	-	-
<b>Present value of liabilities – finance leases</b>	<b>-</b>	<b>-</b>

The annual interest rate is 3-month EURIBOR + 0.001%.

**Present value of liabilities – finance lease**

Description	Dec 31, 2025	Dec 31, 2024
Maximum 1 year	-	-
More than one year, but less than five years	-	-
<b>Present value of liabilities – finance leases</b>	<b>-</b>	<b>-</b>

**21 BALANCES AND TRANSACTIONS WITH RELATED PARTIES**

**21.1. Balances with related parties**

Loans received	Dec 31, 2025	Dec 31, 2024
INDUSTRIAL CEFIN SA	1,453,704	1,089,540
MOL INVEST	198,932	200,133
ITAGRA SA	-	-
ITAGRA BIO TERRA LLC	-	-
MODERN SELF WASH LLC	-	-
<b>Total</b>	<b>1,652,636</b>	<b>1,289,673</b>

Loans granted	Dec 31, 2025	Dec 31, 2024
ITAGRA SA	3,720,855	1,428,044
MOL INVEST	175,000	-
<b>Total</b>	<b>3,896,055</b>	<b>1,428,044</b>

Trade receivables	Dec 31, 2025	Dec 31, 2024
INDUSTRIAL CEFIN SA	-	-
ITAGRA SA	-	2,806
MOLLO RE SA	85,375	218,460
MODERN SELF WASH SRL	-	4,760
MOL INVEST	-	4,805
VERA WELLNESS LLC	-	-
<b>Total</b>	<b>85,375</b>	<b>230,831</b>

Trade payables	Dec 31, 2025	Dec 31, 2024
Not applicable	-	-

Dividends	Dec 31, 2025	Dec 31, 2024
INDUSTRIAL CEFIN SA	-	-
MOLLO RE SA	249,541	-
<b>Total</b>	<b>249,541</b>	<b>-</b>

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

**1.2. Transactions with related parties:**

**Commercial transactions with Group companies**

Transaction type	Partner	Value 2025	Value 2024
Revenue from services rendered	Mollo Re SA	21,920	19,245
Rental income	Mollo Re SA	231,233	805,012
Revenue from the sale of goods	Mollo Re SA	614	-
Revenue from miscellaneous activities	Mollo Re SA	299,174	236,931
Income from shares held in affiliated entities	Mollo Re SA	481,815	173,851
Rental income	Itagra SA	437	437
Revenue from services rendered	Itagra SA	11,090	28,281
Revenue from the sale of goods	Itagra SA	-	-
Revenue from the disposal of assets	Itagra SA	-	-
Revenue from services rendered	Industrial Cefin SA	78,564	78,745
Revenue from the sale of goods	Industrial Cefin SA	2,031	1,487
Revenue from miscellaneous activities	Industrial Cefin SA	349,933	375,851
Income from shares held in affiliated entities	Industrial Cefin SA	288,602	310,993
Revenue from services rendered	Mol Invest SA	1,320	1,320
Rental income	Mol Invest SA	6,969	6,751
Revenue from services rendered	Vera Wellness	10,165	9,261
Rental income	Vera Wellness	199,629	183,677
Revenue from the sale of goods	Vera Wellness	-	3,982
Revenue from miscellaneous activities	Vera Wellness	203,435	162,962

**Loans**

Related parties	Payments 2025	Receipts 2025	Payments 2024	Receipts 2024
Itagra SA	3,057,551	764,741	175,905	670,707
Industrial Cefin SA	184,500	548,664	158,500	600,936
Mollo Re SA	85,327	69,127	17,399	17,399
Mol Invest SA	530,641	354,241	495,259	201,035
Itagra Bio Terra LLC	-	-	-	-

**Dividends**

Related parties	Payments 2025	Receipts 2025	Payments 2024	Revenue 2024
Mollo Re SA	-	232,274	-	173,851
Industrial Cefin SA	-	288,602	-	310,993

**22 DEFERRED INCOME TAX**

The change in deferred income tax liabilities is presented in the following table:

Description	Dec 31, 2025	Dec 31, 2024
Opening balance	27,463,108	27,512,175
Deferred tax expense / (income)	2,051,259	(49,067)
<b>Ending balance</b>	<b>29,514,368</b>	<b>27,463,108</b>

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended December 31, 2025

(all amounts are expressed in LEI, unless otherwise stated)

Included in the balance for 2024 is also the amount related to long-term guarantees—see Note 18.

### 23 SHARE CAPITAL

The company’s subscribed share capital as of December 31, 2025, is 9,264,890 lei, with a par value of 2.5 lei per share. The company has 3,705,956 shares that confer equal rights to the company’s shareholders. SC MF CAPITAL SA has not issued any shares that grant preferential rights to the shareholders holding them.

In accordance with the provisions of IAS 29 – Hyperinflationary Economies, the share capital was restated based on the inflation index reported by the National Commission of Statistics. This was applied starting with the balance determined in accordance with Government Decision 500/1994, from the date of contribution until December 31, 2003, the date on which the national economy was deemed to have ceased to be hyperinflationary. After December 31, 2003, the share capital increased in accordance with the historical amounts recorded in the Trade Register.

As of December 30, 2025, the company’s balance sheet includes a carried-forward loss resulting from the first-time application of IAS 29 “*Financial Reporting in Hyperinflationary Economies*,” which is proposed to be covered by the amount resulting from the application of IAS 29 “*Financial Reporting in Hyperinflationary Economies*” as follows:

Accumulated loss from the first-time application of IAS 29	69,887,935
Share capital adjustments—first-time adoption of IFRS	(69,887,935)

Pursuant to Order 1690/2012 regarding the amendment and supplementation of certain accounting regulations, the carried-forward accounting loss arising from the transition to IFRS, from the first-time adoption of IAS 29, as well as that resulting from the use, on the date of transition to IFRS, of fair value as deemed cost, is covered by equity (including amounts reflected in the credit of account 1028 “Adjustments to Share Capital”), in accordance with the resolution of the General Meeting of Shareholders, in compliance with legal provisions.

### 24 RESERVES

Reserves include the following components:

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Legal reserves	1,852,978	1,852,978
Other reserves	10,220,689	10,220,689
<b>TOTAL</b>	<b>12,073,667</b>	<b>12,073,667</b>

The following describes the nature and purpose of each reserve within equity:

<b>Reserve</b>	<b>Description and Purpose</b>
<b>Legal Reserves</b>	Pursuant to Law 31/1990, at least 5% of the profit is allocated each year to the reserve fund until it reaches a maximum of one-fifth of the share capital
<b>Other Reserves</b>	

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended December 31, 2025

(all amounts are expressed in LEI, unless otherwise stated)

---

Other reserves include, as of June 30, 2025, the allocation of net profit to other reserves in the amount of 10,220,689 LEI.

**25 RETENED EARNINGS**

Retained earnings include the following components:

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 24</b>
Retained earnings representing undistributed profit or uncovered loss	24,081,695	21,901,793
Retained earnings from correction of accounting errors	(30,588)	(30,588)
Retained earnings from the transition to IFRS, excluding IAS 29	2,863,919	2,863,919
Retained earnings arising from the use, at the date of transition to IFRS, of fair value as deemed cost	130,583,928	130,583,928
Retained earnings arising from the first-time adoption of IAS 29	(69,887,935)	(69,887,935)
<b>Total</b>	<b>87,611,018</b>	<b>85,431,117</b>

**26 PROFIT DISTRIBUTION**

As of December 31, 2025, the company reports a profit of 13,382,277 lei. This will be distributed in accordance with the resolution of the General Shareholders' Meeting.

**27 CONTINGENT LIABILITIES AND LITIGATION**

Information regarding the litigation involving the issuer MF CAPITAL S.A. can be found at in the explanatory note on the MF CAPITAL Group's litigation.

**28 INFORMATION REGARDING THE AUDIT OF THE FINANCIAL STATEMENTS**

The financial statements for the year ended 31 December 2025 were audited by TGS Romania.

**29 OTHER INFORMATION**

**Transfer Price**

In accordance with relevant tax legislation, the tax assessment of a transaction with related parties is based on the concept of the market price applicable to that transaction. Based on this concept, transfer prices must be adjusted to reflect the market prices that would have been established between entities that are not related and that act independently, under "normal market conditions."

To date, the tax authorities have not conducted any transfer pricing audits to determine whether the transfer prices comply with the "arm's length" principle and whether the Romanian taxpayer's tax base is not distorted. The company has not prepared a transfer pricing documentation file.

**MF CAPITAL S.A.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
For the year ended December 31, 2025  
(all amounts are expressed in LEI, unless otherwise stated)

---

**30 SUBSEQUENT EVENTS**

There are no subsequent events.

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of,  
**S.C. MF Capital S.A.**

### Opinion

1. We have audited the individual financial statements of **SC MF Capital SA** (hereinafter referred to as "the Company"), with its registered office in Bucharest, sector 2, str. Popa Lazar no. 5-25, identified by the unique fiscal registration code 655, which comprise the statement of financial position as of 31 December 2025 the income statement, the statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and notes to financial statements.
2. The individual financial statements as of 31 December 2025 are identified as follows:
  - Net assets/Total equity: 192,219,787 lei
  - Net result of the financial year - profit: 12,382,277 lei
3. In our opinion, the individual financial statements present fairly, in all material respects, the financial position of the Company as of 31 December 2025, as well as its financial performance and its cash flows for the financial year then ended, in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations in accordance with International Financial Reporting Standards ("OMFP 2844/2016").

### Basis for opinion

4. We conducted our audit in accordance with International Standards on Auditing ("ISA"), EU Regulation No. 537 of the European Parliament and of the Council (the "Regulation") and Law No. 162/2017 (the "Law"). Our responsibilities under these standards are further described in the "Auditor's Responsibilities in an Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA Code), in accordance with the ethical requirements that are relevant to the audit of financial statements in Romania, including the Regulation and the Law, and we have fulfilled our ethical responsibilities in accordance with those requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements of the current period. These matters were addressed in the context of the audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these key matters. We considered the following to be key matters:

## Key Audit Matter

## How to approach the key aspect

### *Real estate investment valuation*

The Company holds a real estate investment portfolio representing 87% of the Company's total assets as of 31 December 2025.

We consider the valuation of real estate investments a key audit matter given the significant level of their value as well as the importance of the judgments/ assumptions/ estimations involved in a valuation process for such investments.

Our audit procedures included, among others:

- Understanding the Company's internal processes for valuing real estate investments;
- Reasonableness analysis of real estate investment valuation reports carried out by external/ independent experts of the Company (assumptions/ results/ methodology);
- Reconciliation of fair values according to valuation reports with the values recorded in the financial statements.

### Other information

6. Other information includes the Directors' Report and the Remuneration Report but does not include the financial statements and the auditor's report thereon. The Directors are responsible for the preparation and presentation of this other information.
7. Our opinion on the financial statements does not cover this other information and, unless explicitly stated in our report, we do not express any assurance conclusion thereon.
8. In connection with our audit of the individual financial statements for the year ended December 31, 2025, our responsibility is to read this other information and, in doing so, consider whether it is materially inconsistent with the financial statements or with our knowledge obtained during the audit, or appears to be materially misstated.
9. Regarding the Administrators' Report, we have read and report whether it has been prepared, in all material respects, in accordance with the information provided in points 15-19 of OMFP 2844/2016.
10. Regarding the Remuneration Report, we have read and report whether it was prepared, in all material respects, in accordance with the provisions of Law no. 24/2017, article 107.
11. Based solely on the activities that must be performed during the audit of the financial statements, in our opinion:
  - a) The information presented in the Directors' Report for the financial year for which the financial statements were prepared is consistent, in all material respects, with the financial statements;

- b) The administrators' report was prepared, in all material respects, in accordance with the information provided in points 15-19 of OMFP 2844/2016;
- c) The remuneration report identified above includes, in all material respects, the information provided for by article 107 of Law no. 24/2017 on issuers of financial instruments and market operations.

In addition, based on our knowledge and understanding of the Company and its environment, obtained during the audit of the financial statements for the financial year ended December 31, 2025, we are required to report whether we have identified any material misstatements in the Directors' Report. We have nothing to report in this regard.

### Responsibilities of management and those charged with governance for the financial statements

- 12. Management is responsible for the preparation and fair presentation of the financial statements in accordance with OMFP no. 2844/2016 and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
- 13. In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- 14. Those charged with governance are responsible for overseeing the Company's financial reporting process.

### Auditor's responsibilities in an audit of financial statements

- 15. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
- 16. As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of not detecting a material misstatement resulting from error, as fraud

may involve collusion, forgery, intentional omissions, misrepresentations, and the override of internal control.

- We obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
  - We evaluate the appropriateness of the accounting policies used and the reasonableness of the accounting estimates and related disclosures made by Management.
  - Conclude on the appropriateness of the Management's use of the going concern basis of accounting and determine, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and the extent to which the financial statements reflect the underlying transactions and events in a manner that achieves fair presentation.
17. We communicate with those charged with governance, among other things, the planned scope and timing of the audit, as well as key audit findings, including any significant deficiencies in internal control, that we identify during the audit.
18. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and that we have communicated to them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.
19. From the matters we have communicated with those charged with governance, we determine those matters that were of most significance in our audit of the financial statements of the current period and are therefore key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure of the matter or, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the public interest benefits of doing so are reasonably expected to outweigh the adverse consequences of such communication.

#### Report on other legal and regulatory provisions

20. We were appointed by the General Meeting of Shareholders by resolution no. 7 of 25 april 2025 to audit the financial statements of the Company for the following financial years: the one ended on 31 December 2025 and the one ended on 31 December 2026. The total

uninterrupted duration of our engagement is 2 years, covering the financial years ended on 31 December 2025 and 31 December 2026.

21. We confirm that:

- Our audit opinion is consistent with the additional report presented to the Board of Directors of the Company, which we issued on the same date as this report. Also, in conducting our audit, we maintained our independence from the audited entity.
- We did not provide the Company with prohibited non-audit services, referred to in Article 5(1) of EU Regulation no. 537/2014.

**Report on the compliance of the electronic format of the individual financial statements (XHTML) included in the annual report with the requirements of the ESEF Regulation.**

22. We have performed a reasonable assurance engagement on the compliance of the individual financial statements presented in XHTML format of SC MF Capital SA (the "Company") for the financial year ended 31 December 2025, with the requirements of Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to the regulatory technical standards on the specification of a single electronic reporting format (the "ESEF Regulation").

These procedures refer to testing the format and consistency of the electronic format of the individual financial statements (XHTML) with the audited individual financial statements and expressing an opinion on the compliance of the electronic format of the Company's financial statements for the financial year ended 31 December 2025 with the requirements of the ESEF Regulation. In accordance with these requirements, the electronic format of the individual financial statements included in the annual report must be presented in XHTML format.

**Responsibilities of management and those charged with governance**

23. The Company's Management is responsible for compliance with the requirements of the ESEF Regulation when preparing the XHTML electronic format of the individual financial statements and for ensuring consistency between the electronic format of the individual financial statements and the audited individual financial statements.

Management's responsibility also includes designing, implementing and maintaining such internal controls as it deems necessary to enable the preparation of individual financial statements in ESEF format that are free from material misstatement in accordance with the ESEF Regulation.

Those charged with governance are responsible for overseeing the financial reporting process with regard to the preparation of individual financial statements, including the application of the ESEF Regulation.

### Auditor's responsibility

24. Our responsibility is to express a reasonable assurance opinion on the compliance of the electronic format of the individual financial statements with the requirements of the ESEF Regulation.

We have conducted a reasonable assurance engagement in accordance with ISAE 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" [ISAE 3000 (Revised)]. This standard requires that we comply with ethical standards and plan and perform the engagement in a manner that is appropriate to the circumstances. We conducted the engagement so as to obtain reasonable assurance about the extent to which the electronic format of the Company's individual financial statements is prepared, in all material respects, in accordance with the ESEF Regulation. The nature, timing and extent of the procedures selected depend on our judgment, including an assessment of the risks of material misstatement of the ESEF Regulation, whether due to fraud or error.

Reasonable assurance represents a high level of assurance, but is not a guarantee that the assurance engagement will be carried out. An audit conducted in accordance with ISAE 3000 (revised) will always detect a material misstatement of the requirements, if it exists.

### Summary of procedures performed

25. The objective of the procedures we planned and carried out, was to obtain reasonable assurance that the electronic format of the individual financial statements is prepared, in all material respects, in accordance with the requirements of the ESEF Regulation. In our assessment of the compliance of the electronic format (XHTML) for reporting the Company's individual financial statements with the requirements of the ESEF Regulation, we maintained our professional skepticism and applied professional judgment. We also:
- we have obtained an understanding of the internal control and processes related to the application of the ESEF Regulation with regard to prepare the Company's individual financial statements, including the preparation of the Company's individual financial statements in XHTML format
  - we tested the validity of the applied XHTML format
  - we verified whether the electronic format of the individual financial statements (XHTML) corresponds to the audited individual financial statements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion on the compliance of the electronic format of individual financial statements with the requirements of the ESEF Regulation**

26. Based on the procedures we have carried out, in our opinion, the electronic format of the individual financial statements is prepared, in all material respects, in accordance with the requirements of the ESEF Regulation.

Bucharest, 28 April 2026

**For signature, please refer to the original Romanian version**

Christodoulos Seferis  
Registered in the Public Electronic Register ASPAAS under no. AF1585

On behalf of **TGS Romania Assurance and Advisory Business Services SRL**  
Registered in the Public Electronic Register ASPAAS under no. FA91

# **MF Capital S.A.**

Consolidated Financial Statements  
for the year ended 31 December  
2025

*(Prepared in accordance with OMFP  
2844/2016)*

## **Table of Contents**

**Consolidated Statement of Financial Position**

**Consolidated Statement of Profit or Loss**

**Consolidated Statement of Cash Flows**

**Consolidated Statement of Changes in Equity**

**Notes to the Consolidated Financial Statements**



**MF Capital Group**  
Consolidated Statement of Financial Position as at 31 December 2025  
(All amounts are expressed in RON, unless otherwise stated)

	NOTE	<u>12/31/2025</u>	<u>12/31/2024</u>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant, and equipment	4	59,517,592	60,534,724
Investment property	5	229,014,759	211,706,056
Intangible assets		1,691	3,290
Investments in associates	6	0	0
Other fixed assets		11,300	11,300
<b>Total fixed assets</b>		<b>288,545,343</b>	<b>272,255,370</b>
<b>Current assets</b>			
Inventories	7	7,898,447	5,190,371
Trade receivables	8	2,733,982	1,900,528
Other investment securities		648	648
Cash and cash equivalents	9	639,139	337,801
<b>Total current assets</b>		<b>11,272,217</b>	<b>7,429,348</b>
		<b>266,949</b>	
<b>Prepaid expenses</b>			<b>298,816</b>
<b>TOTAL ASSETS</b>		<b>300,084,509</b>	<b>279,983,534</b>
<b>Equity and Liabilities</b>			
Share capital	1	79,152,825	79,152,825
Of which Treasury shares		(216,532)	(216,532)
Legal reserves		2,273,959	2,273,959
Other reserves		15,260,816	15,239,551
Revaluation reserves		13,800,370	13,800,393
Retained earnings		78,962,499	79,446,186
Net income for the year		15,074,547	(507,835)
Profit allocation		-	-
<b>Equity – Total</b>		<b>204,308,484</b>	<b>189,188,547</b>
<b>Non-controlling interests</b>	10	<b>1,486,056</b>	<b>1,372,684</b>
<b>Long-term liabilities</b>			
Long-term bank loans	11	42,170,717	41,606,090
Long-term finance leases	12	780.766	197,296
Guarantees		581.407	606,983
Trade payables and other liabilities	14	53,479	2,329,121
Grants		-	-
Deferred tax liability	13	33,596,350	31,698,821
<b>Long-term liabilities – Total</b>		<b>77,182,719</b>	<b>76,438,311</b>
<b>Short-term liabilities</b>			
Short-term bank loans	11	4,579,068	5,912,739
Finance leases – current liability	12	220.154	207,686
Guarantees		729.010	855,513
Trade payables and other liabilities	14	11,305,210	5,834,377
Income tax payable	14	243,808	173,677
<b>Current liabilities – total</b>		<b>17,077,250</b>	<b>12,983,992</b>
<b>Prepaid income</b>		<b>30,000</b>	<b>-</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>300,084,509</b>	<b>279,983,534</b>

**Chief Executive Officer**  
**Mollo Sergio**

**Chief Accountant**  
**Rogojan Maria**

## MF Capital Group

Consolidated Statement of Financial Position as at 31 December 2025

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

	NOTES	<u>12/31/2025</u>	<u>12/31/2024</u>
Revenue / turnover	15	24,005,207	20,154,955
Other operating income	16	2,772,078	1,744,539
Gain from changes in the fair value of investment property	16	14,054,416	-
Changes in inventories of work in progress	15	2,350,177	-
Own work capitalised	16	25,645	182,670
Raw materials, consumables and merchandise	17	(5,385,570)	(5,917,103)
Personnel expenses	18	(5,841,874)	(5,492,641)
Depreciation and amortization expenses		(1,869,126)	(2,009,509)
Loss from changes in the fair value of investment property ( )	19	(1,234,045)	-
Other operating expenses	19	(7,488,229)	(5,401,762)
Foreign exchange differences		-	5,747
<b>Operating profit / (loss)</b>		<b>21,388,678</b>	<b>3,266,896</b>
Net finance result	20	(3,487,633)	(3,093,145)
<b>Profit / (loss) before tax</b>		<b>17,901,045</b>	<b>173,751</b>
Current and deferred tax expense	21	(2,669,366)	(590,805)
<b>Profit / (loss) for the year</b>		<b>15,231,679</b>	<b>(417,054)</b>
Other comprehensive income		-	-
Share of increase/(decrease) in the revaluation reserves of associates		-	-
Net increase in the revaluation reserve		-	-
<b>Total comprehensive income</b>		<b>15,231,679</b>	<b>(417,054)</b>
<b>Attributable to non-controlling interests</b>		<b>(157,132)</b>	<b>90,781</b>
<b>Attributable to owners of the parent company</b>		<b>15,074,547</b>	<b>(507,835)</b>
<b>Number of shares</b>		<b>3.705.956</b>	<b>3,705,956</b>
<b>Earnings per share attributable to owners of the parent</b>		<b>4,11</b>	<b>0.06</b>

Chief Executive Officer  
Mollo Sergio

Chief Accountant  
Rogojan Maria

# MF Capital Group

Consolidated Statement of Financial Position as at 31 December 2025

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

<b>Cash flows from operating activities</b>	<b><u>12/31/2025</u></b>	<b><u>12/31/2024</u></b>
<b>Profit / (Loss) before tax</b>	<b>17,901,045</b>	<b>173,751</b>
Adjustments for:		
Depreciation expense	1,869,126	2,009,509
Provisions	-	-
Goodwill elimination	-	-
Value adjustments on receivables	(4,896)	(9,714)
Value adjustments on inventories	-	(151)
Net foreign exchange differences	981,601	(17,508)
Reversal of subsidy income	-	-
Real estate investments	12,820,371	-
Income from investments in associates	-	-
Income from investments	-	-
Loss/(gain) on disposal of assets	-	(92,528)
Other financial income	-	-
Financial expenses	<u>3,276,449</u>	<u>3,523,050</u>
<b>Profit before changes in working capital</b>	<b>36,843,695</b>	<b>5,586,409</b>
Decrease / (increase) in receivables	(798,121)	526,410
Decrease / (increase) in inventories	(2,708,076)	619,659
Increase / (decrease) in liabilities	<u>3,013,557</u>	<u>(13,826)</u>
<b>Cash from operating activities</b>	<b>36,351,055</b>	<b>6,718,652</b>
Income tax paid	<u>(503,156)</u>	<u>(385,326)</u>
<b>Net cash from operating activities</b>	<b>35,847,899</b>	<b>6,333,326</b>
<b>Cash flows from investing activities</b>		
(Payments) / Proceeds from sales of subsidiaries, net	-	-
(Payments) / Proceeds from sales of fixed assets, net	(26,491,136)	(6,788,579)
(Payments) / Proceeds from sales of long-term investments, net	(4,488,333)	-
Interest received	1,430	1,366
Dividends received	-	227,331
<b>Net cash flows from investing activities</b>	<b>(30,978,039)</b>	<b>(6,559,882)</b>
<b>Cash flows from financing activities</b>		
Proceeds from / (repayments of) bank loans	(769,044)	4,321,035
Purchase of treasury shares	-	-
Proceeds from / (repayments of) finance leases	-	(361,922)
Dividends paid	(521,599)	(712,435)
Interest paid	(3,277,879)	(3,523,050)
<b>Net cash flows from financing activities</b>	<b>(4,568,521)</b>	<b>(276,371)</b>
<b>Net increase / (decrease) in cash</b>	<b>301,338</b>	<b>(502,928)</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>337,801</b>	<b>840,729</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>639,139</b>	<b>337,801</b>
of which:		
Bank accounts and cash	<b>639,139</b>	<b>337,801</b>
Credit lines	-	-

**Chief Executive Officer**  
**Mollo Sergio**

**Chief Accountant**  
**Rogojan Maria**

**MF Capital Group**  
Consolidated Statement of Changes in Equity for the year ended 31 December 2025  
(All amounts are expressed in RON, unless otherwise stated)

	Share capital	Treasury shares	Legal reserves	Other reserves	Revaluation reserve	Retained earnings and current year result	Retained earnings arising from the first-time adoption of IFRS	Total equity	Non-controlling interests	TOTAL
<b>Dec 31, 2023</b>	<b>79,152,825</b>	<b>(216,532)</b>	<b>2,273,959</b>	<b>15,239,551</b>	<b>13,800,393</b>	<b>16,202,204</b>	<b>63,559,912</b>	<b>190,012,310</b>	<b>1,229,936</b>	<b>191,242,246</b>
Total comprehensive income	-	-	-	-	-	(507,835)	-	(507,835)	90,781	(417,054)
Revaluation reserves	-	-	-	-	-	-	-	-	-	-
Error correction	-	-	-	-	-	(315,928)	-	(315,928)	-	(315,928)
Allocations to the legal reserve	-	-	-	-	-	-	-	-	-	-
Allocations to other reserves	-	-	-	-	-	-	-	-	-	-
Deferred income tax	-	-	-	-	-	-	-	-	374	374
Adjustment to non-controlling interests	-	-	-	-	-	-	-	-	51,593	51,593
Revaluation of treasury shares	-	-	-	-	-	-	-	-	-	-
<b>Dec 31, 2024</b>	<b>79,152,825</b>	<b>(216,532)</b>	<b>2,273,959</b>	<b>15,239,551</b>	<b>13,800,393</b>	<b>15,378,441</b>	<b>63,559,912</b>	<b>189,188,547</b>	<b>1,372,684</b>	<b>190,561,231</b>
Total comprehensive income	-	-	-	-	-	15,074,547	-	15,074,547	157,132	15,231,679
Revaluation reserves	-	-	-	-	-	-	-	-	-	-
Error correction	-	-	-	-	-	79,142	-	79,142	167	79,309
Allocations to the legal reserve	-	-	-	-	-	-	-	-	-	-
Allocations to other reserves	-	-	-	21,265	-	(21,265)	-	-	-	-
Deferred income tax	-	-	-	-	-	(33,730)	-	(33,730)	-	(33,730)
Adjustment to non-controlling interests	-	-	-	-	(23)	-	-	(23)	(43,927)	(43,950)
Revaluation of treasury shares	-	-	-	-	-	-	-	-	-	-
<b>December 31, 2025</b>	<b>79,152,825</b>	<b>(216,532)</b>	<b>2,273,959</b>	<b>15,260,817</b>	<b>13,800,370</b>	<b>30,477,134</b>	<b>63,559,912</b>	<b>204,308,483</b>	<b>1,486,056</b>	<b>205,794,540</b>

The following describes the nature and purpose of each reserve in equity:

- Legal reserves: method of formation: 5% of accounting profit, up to 20% of share capital; no decisions have been made by the General Meeting of Shareholders or the Board of Directors regarding the use of these reserves;
- Other reserves: formed from tax incentives regarding the exemption of tax on reinvested profits: if used, these reserves will be taxed in accordance with the law; to date, no decisions have been made in this regard.
- Revaluation reserves: represent the gains resulting from the revaluation of assets compared to their previous book value; they are reduced by the negative difference resulting from revaluations in subsequent periods and increased by positive differences; there have been changes in both directions.
- Retained earnings represent undistributed profits / the effect of the withdrawal from IFRS. The current individual results of the companies will be distributed in accordance with the General Shareholders' Meeting.

**General Manager**  
**Mollo Sergio**

**Chief Accountant**  
**Rogojan Maria**

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**Note 1. ORGANIZATION AND PRESENTATION**

**MF CAPITAL S.A.**

MF Capital S.A., headquartered in Bucharest, Sector 2, 5–25 Popa Lazăr Street, registered under unique registration code RO 655 and with the Trade Register under no. J40/2353/1991, was incorporated in 1991. The Company’s shares are traded on the regulated market of the Bucharest Stock Exchange.

The share capital of MF Capital S.A. amounts to EUR 1.8 million, equivalent to RON 9,264,890, and is divided into 3,705,956 shares with a par value of RON 2.50 each. The shares are registered with Depozitarul Central S.A.

At the consolidated level, equity includes adjustments related to the application of IAS 29, *Financial Reporting in Hyperinflationary Economies*. The cumulative value of these adjustments amounted to RON 69,887,935 as at 31 December 2025 and 31 December 2024, representing the effect of restating the financial statements in accordance with the requirements of this standard. MF Capital S.A. currently has 14 employees, and its principal activity is the leasing of its own real estate.

The shareholder structure is presented below:

<b>Shareholders</b>	<b>% held as of December 31, 2025</b>	<b>% held as of December 31, 2024</b>
Mol Invest	91.5993%	91.5993%
Other shareholders	8.4007%	8.4007%
<b>Total</b>	<b><u>100%</u></b>	<b><u>100%</u></b>

As of December 31, 2025, MF Capital SA directly and indirectly controls the following companies included in this consolidation:

<b>Company</b>	<b>% owned as of December 31, 2025</b>	<b>% owned as of December 31, 2024</b>
ITAGRA SA	99.997%	99.997%
MOLLO RE SA	99.850%	99.850%
INDUSTRIAL CEFIN	88.728%	88.728%
BIO VALLEY LLC	90.397%	90.397%
ITAGRA BIO TERRA	99.997%	99.997%
MODERN SELF WASH LLC	0%	0%
VERA WELLNESS LLC	<u>49.925%</u>	<u>49.925%</u>

**ITAGRA SA**

ITAGRA S.A. is headquartered in Ialomita County, Boranesti. The company was established in 2006 and is registered with the Trade Registry under number 21/316/2006, with the unique registration code 18792370 and tax identification number RO.

The company’s primary business activity is: The cultivation of cereals (excluding rice), legumes, and oilseed crops.

The shareholder structure is presented below:

<b>Shareholders</b>	<b>% held as of December 30, 2025</b>	<b>% held as of December 31, 2024</b>
MF Capital SA	99.9970%	99.9970%
Mollo Sergio	0.00150%	0.00150%
Rogojan Maria	0.00075%	0.00075%
Sandru Nicolae	<u>0.00075%</u>	<u>0.00075%</u>
<b>Total</b>	<b><u>100%</u></b>	<b><u>100%</u></b>

## MF Capital Group

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

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

#### MOLLO RE SA

Mollo RE SA was established in 2006 at the initiative of MF Capital SA, headquartered in Bucharest, Sector 2, 5-25 Popa Lazar Street, ORC: J40/2353/1991, CUI 655.

Actual business activity: CAEN code 5590 – Other accommodation services.

<b>Shareholders</b>	<b>% held as of December 31, 2025</b>	<b>% held as of December 31, 2024</b>
MF Capital SA	99.85%	99.85%
Mollo Sergio	0.05%	0.05%
Rogojan Maria	0.05%	0.05%
Sandru Nicolae	<u>0.05%</u>	<u>0.05%</u>
<b>Total</b>	<b><u>100%</u></b>	<b><u>100%</u></b>

#### INDUSTRIAL CEFIN

Industrial Cefin SA was established pursuant to Law No. 15/1990 on the reorganization of state-owned economic units as autonomous enterprises and commercial companies, through Government Decision No. 572 of July 31, 1995, regarding the establishment of joint-stock companies through the partial reorganization of the Research and Design Institute for MF Capital Bucharest.

The shareholder structure is presented below:

<b>Shareholders</b>	<b>% held December 31, 2025</b>	<b>% held as of December 31, 2024</b>
MF Capital SA	88.73%	88.73%
MOL Invest S.A.	11.27%	11.27%
<b>Total</b>	<b><u>100%</u></b>	<b><u>100%</u></b>

#### BIO VALLEY SRL

ITAGRA S.A. holds equity interests in BIO VALLEY S.R.L. The value of the investments is presented in the following table:

<b>Description</b>	<b>Dec 31, 2025</b>	<b>% owned</b>	<b>Dec 31, 24</b>	<b>% owned</b>
BIO VALLEY S.R.L	13,560 lei	90.40%	13,560 lei	90.40%
Others	1,440 lei	9.60%	1,440 lei	9.60%
<b>Total</b>	<b>15,000 lei</b>	<b>100%</b>	<b>15,000 lei</b>	<b>100%</b>

BIO VALLEY S.R.L. currently has its registered office in Ialomita County, Boranesti, 174 1 Decembrie 1918 Street – C15 Office Building. The company was established in 1992 and is registered with the Trade Registry under number J21/44/1992, with the unique registration code 2086262 and tax identification number RO. The company's primary business activity is: Cultivation of vegetables and melons, root vegetables, and tubers. A simplified bankruptcy proceeding has been initiated against the company (see details in the Explanatory Note regarding litigation – part of these consolidated financial statements).

#### ITAGRA BIO TERRA SRL

ITAGRA S.A. established ITAGRA BIO TERRA SRL in 2020. The value of the investments is presented in the following table:

<b>Description</b>	<b>Dec 31, 2025</b>	<b>% Owned</b>	<b>Dec 31, 2024</b>	<b>% owned</b>
ITAGRA BIO TERRA	20,000 lei	100%	20,000 lei	100%
<b>Total</b>	<b>20,000 lei</b>	<b>100%</b>	<b>20,000 lei</b>	<b>100%</b>

ITAGRA BIO TERRA has its current registered office in Ialomita County, Boranesti, 174 1 Decembrie 1918 Street – Building C47 Mechanical Workshop. The company was established in 2020 and is registered with the Trade Registry under number J21/35/2020 and has the unique

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

registration code 42145490. The company's primary business activity is: The cultivation of cereals (excluding rice), legumes, and oilseed crops.

**VERA WELLNESS**

MOLLO RE S.A. holds equity interests in VERA WELLNESS. The value of the investments is shown in the following table:

<b>Description</b>	<b>Dec 31, 2025</b>	<b>% Owned</b>	<b>Dec 31, 24</b>	<b>% owned</b>
VERA WELLNESS	20,000 lei	50%	20,000 lei	50%
Mollo Giuseppe	10,000 lei	25%	10,000 lei	25%
Veronica Stefan	10,000 lei	25%	10,000 lei	25%
<b>Total</b>	<b>40,000 lei</b>	<b>100%</b>	<b>40,000 lei</b>	<b>100%</b>

On September 8, 2017, the General Meeting of Shareholders of Mollo RE S.A. decided to establish Vera Wellness, with its primary business activity under CAEN code 931 – Sports facility activities. The company is registered with the Trade Registry under number J40/15740/2017 and has the unique registration code 38212175 and tax identification number RO.

**Note 2. ACCOUNTING POLICIES**

**Share Capital**

As of December 31, 2025, the Group's share capital consists of the share capital of MF Capital SA (9,264,890 Lei). All issued shares have been fully paid up. The shares carry equal voting rights.

***2.1 Statement of Compliance***

These financial statements have been prepared in accordance with International Financial Reporting Standards, Interpretations, and International Accounting Standards (collectively referred to as "IFRS") issued by the International Accounting Standards Board ("IASB") as adopted by the European Union ("Adopted IFRS").

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). The Company has prepared these

consolidated financial statements to comply with the requirements of Order No. 881/2012 regarding the application of International Financial Reporting Standards by commercial companies whose securities are admitted to trading on a regulated market.

The Company's accounting records are maintained in LEI, in accordance with Romanian Accounting Regulations ("RCR").

The principal accounting policies applied in preparing the financial statements are set forth below. These policies have been consistently applied to all years presented, unless otherwise noted.

The preparation of financial statements in accordance with adopted IFRS requires the use of certain accounting estimates. It is also necessary for the Company's management to make judgments regarding the application of accounting policies. The areas in which significant judgments and estimates were made in the preparation of the financial statements and their effect are disclosed below.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

### ***2.2 Basis of Measurement***

The consolidated financial statements are prepared on a historical cost/amortized cost basis, except for property, plant, and equipment presented at revalued cost using fair value as deemed cost, and items presented at fair value, namely financial assets and liabilities at fair value through profit or loss and available-for-sale financial assets, except for those for which fair value cannot be reliably determined.

### ***2.3 Functional and Presentation Currency***

Management considers the Romanian leu (LEI) to be the functional currency, as defined by IAS 21 “The Effects of Changes in Foreign Exchange Rates.” The consolidated financial statements are presented in LEI. Transactions conducted by the Company in a currency other than the functional currency are recorded at the exchange rates in effect on the date the transactions occur. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates in effect on the reporting date.

### ***2.4 Significant Accounting Estimates and Judgments***

As a result of the uncertainties inherent in business activities, many items in the financial statements cannot be measured precisely but can only be estimated. Estimation involves judgment based on the most recent reliable information available. The use of reasonable estimates is an essential part of preparing financial statements and does not undermine their reliability. An estimate may require revision if there are changes in the circumstances on which the estimate was based or as a result of new information or subsequent experience. By its nature, the revision of an estimate is not related to prior periods and does not represent the correction of an error in the current period. If any, the effect on future periods is recognized as revenue or an expense in those future periods. The Company makes certain estimates and assumptions regarding the future. Estimates and judgments are evaluated on an ongoing basis based on historical experience and other factors, including the forecasting of future events that are considered reasonable under existing circumstances. In the future, actual experience may differ from these estimates and assumptions. The following are examples of valuations, estimates, and assumptions applied within the company:

**(a) Valuation of investments in land and buildings owned**

Land and building assets held in ownership were valued as of the date of transition to IFRS, using fair value as the deemed cost, and will subsequently be valued and presented in accordance with the provisions of International Accounting Standard “IAS 40 – Investment Property.” Subsequent to initial recognition, revaluations of investment property are recognized in accordance with IAS 40 through income or expense, using the fair value model.

**(b) Adjustments for impairment of receivables**

The assessment for impairment of receivables is performed on an individual basis and is based on management’s best estimate of the present value of the cash flows expected to be received. To estimate these cash flows, management makes certain estimates regarding the financial condition of the counterparties. Each impaired asset is analyzed individually. The accuracy of the adjustments depends on the estimation of future cash flows.

**(c) Legal Proceedings**

The Company reviews unresolved legal cases by monitoring developments in legal proceedings and the situation as of each reporting date to assess the provisions and disclosures in its financial statements. Factors considered in making decisions regarding provisions include the nature of the dispute or claims and the potential level of damages in the jurisdiction where the dispute is being litigated, the progress of the case (including developments after the date of the financial statements but before such statements are issued), the opinions or advice of legal counsel,

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

experience in similar cases, and any decision by the Company's management regarding how it will respond to the litigation, claim, or assessment.

**(d) Accounting estimates of expenses**

There are objective situations in which, as of the closing date of certain tax periods or as of the closing date of a fiscal year, the exact amounts of certain expenses incurred by the company are not known. For this category of expenses, preliminary expense estimates will be made, which will be adjusted in subsequent periods when the cash outflow occurs. Expense estimates, for each expense category, will be made by individuals with experience in the type of activity that generated that expense.

**(e) Taxation**

The Romanian tax system is currently undergoing consolidation and harmonization with European legislation. However, there are still differing interpretations of tax laws. In certain situations, tax authorities may treat certain matters differently, resulting in the calculation of additional taxes and fees, as well as related late payment penalties. In Romania, the tax year remains open for tax audit for 5 to 7 years. The Company's management believes that the tax liabilities included in the financial statements are appropriate.

***2.5 Presentation of Financial Statements***

The Company has adopted a cash-based presentation for the statement of financial position and a classification of revenues and expenses by nature in the statement of comprehensive income, as it believes these presentation methods provide information that is more reliable and relevant than that which would have been presented under other methods permitted by IAS 1 "Presentation of Financial Statements."

***2.6 Intangible Assets***

Intangible assets are accounted for in accordance with IAS 38 "Intangible Assets" and IAS 36 "Impairment of Assets." Externally acquired intangible assets are initially recognized at cost and subsequently amortized on a straight-line basis over their useful economic lives.

Expenses related to the acquisition of patents, copyrights, licenses, trademarks, or trade names, and other intangible assets recognized for accounting purposes, with the exception of incorporation expenses, goodwill, and intangible assets with indefinite useful lives, classified as such in accordance with accounting regulations, are recovered through straight-line amortization deductions over the contract period or the useful life, as applicable. Expenses related to the acquisition or production of software are amortized using the straight-line method over a period of 3 years.

**Internally generated intangible assets (development costs)**

Research expenses (or expenses from the research phase of an internal project) are recognized as expenses of the fiscal year to which they relate. Development expenses related to projects for new products are recognized as intangible assets.

***2.7 Tangible Assets***

Tangible assets are physical items that:

- A) are held for use in the production or provision of goods or services, for lease to third parties, or for administrative purposes; and
- B) are expected to be used over several financial years

## MF Capital Group

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

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

---

#### **Recognition:**

The cost of an item of property, plant, and equipment shall be recognized as an asset if, and only if:

- a) it is probable that future economic benefits associated with the asset will flow to the entity and
- b) the cost of the asset can be measured reliably.

#### **Measurement after recognition**

After recognition as an asset, an item of property, plant, and equipment is carried at its cost less any accumulated depreciation and any accumulated impairment losses. After recognition as an asset, an item of property, plant, and equipment whose fair value can be measured reliably is carried at a revalued amount, which is its fair value at the date of revaluation.

Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ significantly from what would have been determined using fair value at the end of the reporting period.

The fair value of land and buildings is generally determined based on market evidence, through an appraisal normally performed by qualified professional appraisers. The fair value of items of property, plant, and equipment is generally their market value as determined by appraisal.

When an item of property, plant, and equipment in Class I is revalued, any accumulated depreciation as of the revaluation date is removed from the gross carrying amount of the asset, and the net carrying amount is recalculated to the revalued amount of the asset.

If an item of property, plant, and equipment is revalued, then the entire class of property, plant, and equipment to which that item belongs is revalued.

If the carrying amount of an item of property, plant, and equipment is increased as a result of the revaluation, the increase is recognized in other comprehensive income and accumulated in equity as a revaluation surplus. However, the increase must be recognized in profit or loss to the extent that it offsets a decrease from the revaluation of the same asset previously recognized in profit or loss.

If the carrying amount of an asset is reduced as a result of a revaluation, that reduction shall be recognized in profit or loss. However, the decrease shall be recognized in other comprehensive income to the extent that the revaluation surplus has a credit balance for that asset. The decrease recognized in other comprehensive income reduces the amount accumulated in equity as a revaluation surplus.

The revaluation surplus included in equity relating to an item of property, plant, and equipment is transferred directly to retained earnings when the asset is derecognized. Transfers from the revaluation surplus to retained earnings are not made through profit or loss. If any, the income tax effects arising from the revaluation of property, plant, and equipment are recognized and presented in accordance with IAS 12 Income Taxes.

#### **Depreciation**

The depreciable amount of an asset is allocated on a systematic basis over its useful life. Depreciation of an asset begins when it is available for use, that is, when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

The depreciation method used reflects the expected pattern of consumption of the asset's future economic benefits by the entity. Land is not depreciated.

For depreciable fixed assets, the company uses the straight-line depreciation method for accounting purposes. Depreciation periods are determined by an internal expert committee in accordance with the company's internal procedures. Below is a brief overview of the useful lives of fixed assets by major asset categories:

## MF Capital Group

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

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

---

Category	Useful Life
Buildings and structures	15–50 years
Equipment and installations	1–20 years
Means of transport	4–6 years
Computer equipment	1–8 years
Office furniture and equipment	3–10 years

#### **Depreciation**

To determine whether an item of property, plant, and equipment is impaired, an entity applies IAS 36 Impairment of Assets. At the end of each reporting period, the entity assesses whether there are any indications of impairment. If such indications are identified, the entity estimates the asset's recoverable amount.

If, and only if, the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset shall be reduced to equal the recoverable amount. Such a reduction represents an impairment loss. An impairment loss is recognized immediately in profit or loss for the period, except in cases where the asset is carried at revalued amount in accordance with the provisions of another Standard (for example, in accordance with the revaluation model in IAS 16 Property, Plant, and Equipment). Any impairment loss on a revalued asset is treated as a revaluation decrease.

#### **2.8 Investment Property**

Investment property is defined as real estate (land or a building—or part of a building—or both) held (by the owner or by a lessee under a finance lease) primarily for the purpose of renting or for capital appreciation, or both, rather than for:

- (a) use in the production of goods, the rendering of services, or for administrative purposes; or
- (b) to be sold in the ordinary course of business.

#### **Recognition**

Investment property shall be recognized as an asset when, and only when:

- (a) it is probable that future economic benefits associated with the investment property will flow to the entity; and
- (b) the cost of the investment property can be measured reliably.

To determine whether an item meets the first recognition criterion, an entity must assess the degree of certainty regarding the inflow of future economic benefits, based on the evidence available at the time of initial recognition. The second recognition criterion is generally met easily, as the exchange transaction that records the purchase of the asset also identifies its cost.

#### **Initial Measurement**

An investment property must be measured initially at cost. Transaction costs must be included in the initial measurement.

The cost of an acquired investment property consists of its purchase price plus any directly attributable expenses. Directly attributable expenses include, for example, professional fees for legal services, property transfer taxes, and other transaction costs.

The cost of a self-constructed investment property is the cost as of the date on which the construction or improvement is completed. Until that date, an entity applies IAS 16, Property, Plant, and Equipment. On that date, the property becomes an investment property, and IAS 40 applies.

The cost of an investment property is not increased by start-up costs (except where these are necessary to bring the property to its working condition), initial operating losses incurred before the investment property reaches its planned occupancy level, or unusual amounts of waste of materials, labor, or other resources incurred in the construction or improvement of the investment property.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

If payment for a real estate investment is deferred, then its cost is the cash price. The difference between this amount and the total payments is recognized over the term of the credit as interest expense.

***Subsequent expense***

Subsequent expenditure related to an investment property that has already been recognized must be added to the carrying amount of the investment property in the month in which it is probable that future economic benefits will flow to the entity, in excess of the initial cost. All other subsequent expenditure must be recognized in the period in which it occurs.

***Measurement after initial recognition***

With regard to the adoption of accounting policies, an entity must choose either the fair value model or the cost model and must apply this policy to all of its investment properties. The MF Capital Group uses the fair value model.

***Fair value model***

After initial measurement, an entity that opts for the fair value model must measure all its investment property using valuation reports, with any changes in value reflected in the statement of comprehensive income.

***2.9 Financial Assets***

***Initial measurement of financial assets and financial liabilities***

When a financial asset or financial liability is initially recognized, an entity measures it at its fair value plus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly *attributable* to the acquisition or issuance of the financial asset or financial liability.

***Subsequent Measurement of Financial Assets***

For the purpose of measuring a financial asset after initial recognition, the Company classifies its financial assets into the following categories:

***I. A financial asset or financial liability measured at fair value through profit or loss*** is a financial asset or financial liability that meets any of the following conditions: (a) it is classified as held for trading.

A financial asset or financial liability is classified as held for trading if it is:

- (i) acquired or incurred principally for the purpose of selling or repurchasing it at the earliest opportunity;
- (ii) upon initial recognition, forms part of a portfolio of identified financial instruments managed together and for which there is evidence of a recent actual pattern of short-term profit-taking; or
- (iii) a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedge against risks).

***Loans and receivables*** are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than:

- a) those that the entity intends to sell immediately or in the near term, which must be classified as held for trading, and those that the entity, upon initial recognition, designates as at fair value through profit or loss;
- b) those that the entity, upon initial recognition, designates as available-for-sale; or
- c) those for which the holder may not recover substantially all of its initial investment, for reasons other than credit deterioration, which must be classified as available for sale.

This category includes trade and other receivables.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

***Financial assets available for sale*** are those non-derivative financial assets that are designated as available for sale or that are not classified as loans and receivables, held-to-maturity investments, or financial assets at fair value through profit or loss.

This category includes investments in listed shares.

The Company does not hold held-to-maturity investments and does not hold or classify financial assets or financial liabilities at fair value through profit or loss.

***Gains and losses***

A gain or loss on an available-for-sale financial asset is recognized in Other Comprehensive Income, except for impairment losses. Dividends on an available-for-sale equity instrument are recognized in profit or loss when the entity's right to receive payment is established.

When a decrease in the fair value of an available-for-sale financial asset has been recognized in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss that has been recognized in other comprehensive income must be reclassified from equity to profit or loss as a reclassification adjustment, even if the financial asset has not been derecognized.

The amount of the cumulative loss that is removed from equity and recognized in profit or loss shall be the difference between the acquisition cost (net of any principal repayment and amortization) and the current fair value, less any impairment loss for that financial asset previously recognized in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and that increase can be objectively linked to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed, and the amount of the reversal is recognized in profit or loss.

***Cash and cash equivalents***

Cash and cash equivalents include cash on hand, demand deposits at banks, other highly liquid short-term investments with original maturities of three months or less, and—for the purposes of the cash flow statement—overdrafts.

***2.10 Inventories***

In accordance with IAS 2, inventories are assets:

- a) held for sale in the ordinary course of business;
- b) in the process of production for such a sale; or
- c) in the form of raw materials, supplies, and other consumables to be used in the production process or for the provision of services.

***Valuation of Inventories***

Inventories are measured at the lower of cost and net realizable value.

***Cost of inventory***

The cost of inventories includes all acquisition costs, conversion costs, and other costs incurred to bring the inventories to their present condition and location. Inventories of raw materials and supplies are recorded at acquisition cost. In-process inventory is recorded at the cost of the raw materials and supplies incorporated therein. Finished goods inventory is recorded at production cost upon completion of manufacturing.

***Adjustments for inventory impairment***

The assessment for inventory impairment is performed on an individual basis and is based on management's best estimate of the present value of the cash flows expected to be received. To estimate these cash flows, management makes certain estimates regarding the utility value of the inventory, taking into account the expiration date, the possibility of use in the company's current

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

operations, and other factors specific to each inventory category. Each impaired asset is analyzed individually. The accuracy of the adjustments depends on the estimation of future cash flows.

### ***2.11 Receivables***

Receivables arise primarily from the provision of goods and services to customers (e.g., trade receivables), but also include other types of contractual monetary assets. They are initially recognized at fair value plus transaction costs directly attributable to their acquisition or issuance and are subsequently carried at amortized cost using the effective interest rate method, less impairment adjustments. Receivables are presented on the balance sheet at historical cost less impairment allowances in cases where the recoverable amount is determined to be lower than the historical cost. Impairment allowances are recognized when there is objective evidence (such as significant financial difficulties on the part of the counterparties or failure to meet payment obligations or significant payment delays) that the Company will not be able to collect all amounts due in accordance with the terms of the receivables, the amount of such an adjustment being the difference between the net carrying amount and the present value of the expected future cash flows associated with the impaired receivable.

The impairment assessment of receivables is performed on an individual basis and is based on management's best estimate of the present value of the cash flows expected to be received. To estimate these cash flows, management makes certain estimates regarding the financial condition of the counterparties. Each impaired asset is analyzed individually. Additionally, the Company records an impairment loss on all accounts receivable outstanding as of the reporting date for which the due date has been exceeded by more than 360 days.

### ***2.12 Financial Liabilities***

Financial liabilities primarily include trade payables and other short-term financial liabilities, which are initially recognized at fair value and subsequently recorded at amortized cost using the effective interest method.

### ***2.13 Recognition of Revenue and Expenses***

#### ***2.13.1. Revenue Recognition***

Revenue represents, in accordance with IFRS 15, the gross inflow of economic benefits during the period, generated in the course of an entity's normal activities, when these inflows result in increases in equity, other than increases related to contributions from equity participants.

Revenue represents increases in economic benefits recognized during the accounting period, in the form of inflows or increases in assets or decreases in liabilities, which result in increases in equity other than those arising from contributions by shareholders.

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's-length transaction.

#### ***Revenue Recognition***

Revenue is measured at the fair value of the consideration received or receivable, net of discounts or rebates.

**Revenue from the sale of goods is recognized when all of the following conditions have been met:**

- (a) the entity has transferred to the buyer the significant risks and rewards of ownership of the goods;
- (b) the entity no longer manages the goods sold to the extent that it would have done so if it retained ownership of them, nor does it retain effective control over them;
- (c) the amount of revenue can be measured reliably;

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

(d) it is probable that the economic benefits associated with the transaction will flow to the entity; and

(e) the costs incurred or to be incurred in connection with the transaction can be measured reliably.

Revenue from the sale of goods is recognized when the Company has transferred the significant risks and rewards of ownership to the buyer and it is probable that the Company will receive the consideration agreed upon upon payment. The transfer of risks and rewards of ownership is considered to have occurred upon the transfer of legal title or the delivery of the goods to the buyer. If the entity retains significant risks associated with ownership, the transaction does not constitute a sale and revenue is not recognized. The Company considers that payment terms do not generate a financial component of invoiced revenue.

**Special Cases:** If it is determined that revenue associated with a period of the current year is affected by fundamental errors, such errors shall be corrected in the period in which they are discovered. If the error is discovered in subsequent years, its correction will no longer affect the revenue accounts but rather the retained earnings account resulting from corrections of fundamental errors, provided the amount of the error is considered material.

#### **2.13.2 Recognition of Expenses**

Expenses are decreases in economic benefits recognized during the accounting period in the form of outflows or decreases in the value of assets or increases in liabilities, which result in reductions in equity other than those resulting from distributions to shareholders.

#### **2.14 Impairment of non-financial assets (excluding inventories, investment property, and deferred tax assets) – IAS 36 “Impairment of Assets”**

Assets held by the company, as specified in IAS 36 “*Impairment of Assets*,” are subject to impairment testing whenever events or changes in circumstances indicate that their carrying amount may not be fully recoverable. When the carrying amount of an asset exceeds its recoverable amount (i.e., the higher of its value in use and its fair value less costs to sell), the asset is written down accordingly.

When it is not possible to estimate the recoverable amount of an individual asset, the impairment test is performed on the smallest group of assets to which it belongs for which there are separately identifiable cash flows: its cash-generating units (CGUs).

Impairment losses are recognized in profit or loss, unless they reduce gains previously recognized in other components of comprehensive income.

#### **2.15 Provisions – IAS 37 “Provisions, Contingent Liabilities, and Contingent Assets”**

A provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date, discounted at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

In accordance with IAS 37 “Provisions, Contingent Liabilities, and Contingent Assets,” a provision must be recognized if:

- a) The Company has a present obligation (legal or constructive) arising from a past event;
- b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- c) a reliable estimate of the obligation’s amount can be made.

If these conditions are not met, a provision should not be recognized.

Provisions are recorded in the accounts using the accounts in Group 15 “Provisions” and are charged to expenses, except for those related to the disposal of tangible fixed assets and other similar actions related thereto, for which the provisions of IFRIC 1 shall be considered.

The recognition, measurement, and adjustment of provisions are performed in accordance with the provisions of IAS 37 “Provisions, Contingent Liabilities, and Contingent Assets.”

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

Provisions are grouped in the accounts by category and are established for:

- a) litigation;
- b) warranties provided to customers;
- c) the decommissioning of property, plant, and equipment and other similar actions related thereto;
- d) restructuring;
- e) employee benefits;
- f) other provisions.

Previously established provisions are reviewed periodically and adjusted.

### ***2.16 Deferred Tax—IAS 12***

In calculating deferred tax, the company shall comply with the provisions of IAS 12. Deferred tax assets and liabilities are recognized when the carrying amount of an asset or liability in the statement of financial position differs from its tax base.

The recognition of deferred tax assets is limited to those instances where it is probable that taxable profit will be available in the future.

The amount of the asset or liability is determined using tax rates that have been enacted or substantially enacted by the reporting date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

The Company offsets deferred tax assets and liabilities if, and only if:

- a)** it has a legal right to offset current tax assets against current tax liabilities; and
- b)** the deferred tax assets and liabilities relate to income taxes levied by the same tax authority.

### ***2.17 Dividends***

The portion of profit that is paid, in accordance with the law, to each shareholder constitutes a dividend. Dividends distributed to shareholders, proposed or declared after the reporting period, as well as other similar distributions made from profit determined in accordance with IFRS and included in the annual financial statements, are not recognized as a liability at the end of the reporting period.

The accounting for dividends is governed by the provisions of IAS 10.

### ***2.18 Capital and Reserves***

Capital and reserves (equity) represent the shareholders' claim on an entity's assets, after deducting all liabilities. Equity comprises: capital contributions, reserves, retained earnings, and net income for the financial year.

In the first set of financial statements prepared in accordance with IFRS, the company applied IAS 29 – "Financial Reporting in Hyperinflationary Economies" to shareholders' contributions received prior to January 1, 2004; specifically, these were adjusted by the corresponding inflation index.

### ***2.19 Borrowing Costs***

An entity must capitalize borrowing costs that are directly attributable to the acquisition, construction, or production of a long-lived asset as part of the cost of that asset. An entity must recognize other borrowing costs as expenses in the period in which they are incurred.

The Company did not finance the construction of long-term assets with loans.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

### ***2.20 Earnings per Share***

The Company presents basic and diluted earnings per share for common shares. Basic earnings per share are determined by dividing the profit or loss attributable to the Company's common shareholders by the weighted-average number of common shares outstanding during the reporting period. Diluted earnings per share are determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares for the dilutive effects of potential ordinary shares.

### ***2.21 Segment Reporting***

A segment is a distinct component of the Company that provides certain products or services (business segment) or provides products and services in a specific geographic area (geographic segment) and that is subject to risks and benefits different from those of other segments. From the perspective of business segments, the Company does not identify distinct components in terms of associated risks and benefits.

### ***2.22 Related Parties***

A person or a close family member of that person is considered an affiliate of a Company if that person:

- (i) has control or joint control over the Company;
- (ii) has significant influence over the Company; or
- (iii) is a member of key management personnel

Key management personnel are those individuals who have the authority and responsibility to plan, direct, and control the Company's activities directly or indirectly, including any director (executive or non-executive) of the entity. Transactions with key management personnel include only the compensation benefits granted to them as presented in Note 18 Personnel Expenses.

An entity is an affiliate of the Company if it meets any of the following conditions:

- (i) The entity and the Company are members of the same group (meaning that every parent company, subsidiary, and affiliate within the same group is related to the others).
- (ii) An entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of the group to which the other entity belongs).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third party, and the other is an associate of the third party.
- (v) The entity is a post-employment benefit plan for the benefit of employees of the reporting entity or of an entity affiliated with the reporting entity. If the reporting entity itself is such a plan, the sponsoring employers are also affiliates of the reporting entity.
- (vi) The entity is controlled or jointly controlled by a related party
- (vii) An affiliated party that exercises control significantly influences the entity or is a member of the entity's (or the entity's parent company's) key management personnel.

### ***2.23 Consolidation***

As of December 31, 2025, the Group's consolidated financial statements include MF CAPITAL SA, ITAGRA SA, MOLLO RE SA, BIO VALLEY SRL, ITAGRA BIO TERRA SRL, VERA WELLNESS SRL, and INDUSTRIAL CEFIN SA, which it controls, directly and/or indirectly. This control is generally evidenced when an entity holds, directly or indirectly, more than 50% of the voting rights in the share capital of another company and has the ability to govern the financial and operating policies of that entity so as to benefit from its activities.

The accounting principles adopted in preparing these consolidated financial statements are those described below:

## MF Capital Group

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

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

#### Consolidated Statement of Financial Position

As of December 31, 2025, the consolidated statement of financial position of MF CAPITAL SA, ITAGRA SA, MOLLO RE SA, BIO VALLEY SRL, ITAGRA BIO TERRA SRL, VERA WELLNESS SRL, and INDUSTRIAL CEFIN SA is combined 100%, on a line-by-line basis, by summing all items, such as all assets, liabilities, and equity.

Intra-group balances between the consolidated entities are eliminated in full.

#### Consolidated Statement of Comprehensive Income

The consolidated statement of comprehensive income for MF CAPITAL SA, CEFIN SA, ITAGRA SA, MOLLO RE SA, BIO VALLEY SRL, ITAGRA BIO TERRA SRL, VERA WELLNESS SRL, and INDUSTRIAL CEFIN SA is 100% consolidated on a line-by-line basis by summing all items, such as: all revenues and expenses. Intra-group balances and transactions between the aggregated entities are eliminated in full.

Any unrealized gains arising from intra-group transactions that are included in the carrying amount of assets, such as inventory and fixed assets, are eliminated in full. Any unrealized losses resulting from intra-group transactions, which are deducted to the carrying amount of the assets, are also eliminated unless the cost cannot be recovered.

#### Consolidation of Associates

As of July 30, 2025, the Group consolidated 100% of CEFIN SA following the acquisition of a controlling interest. Changes in other comprehensive income of companies over which the Group exercises significant influence are recognized in comprehensive income under the "Other comprehensive income" line item. These investments are subsequently tested for impairment.

### Note 3.

### FINANCIAL RISK MANAGEMENT

#### 3.1 Financial Risk Factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value of interest—rate risk, cash flow interest rate), credit risk, and liquidity risk.

The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. However, the Group does not use derivative financial instruments to hedge certain risk exposures.

The Group has no formal financial risk mitigation agreements; therefore, the Group does not enter into derivative transactions. Although there are no formal policies, management is actively involved in business operations through regular meetings with the finance department, thereby monitoring financial risks and enabling immediate decisions to address risks arising from the impact of the financial crisis.

Financial risks are monitored at a senior level, taking into account the financial needs of the business, to ensure that opportunities and threats are effectively addressed.

The financial instruments for each category are presented below:

	<b><u>Dec 31, 2025</u></b>	<b><u>Dec 31, 2024</u></b>
Trade and other receivables, net	1,137,520	1,900,528
Cash and cash equivalents	639,139	337,801
<b>Total</b>	<b><u>1,776,659</u></b>	<b><u>2,238,329</u></b>
	<b><u>Dec 31, 2025</u></b>	<b><u>Dec 31, 2024</u></b>
Loans	46,749,785	47,518,829
Leases	732,225	404,982
Suppliers and other trade payables	11,358,689	7,165,352
Liabilities related to employees	208,640	220,717
Guarantees	1,579,112	1,462,496
<b>Total</b>	<b><u>60,628,451</u></b>	<b><u>56,772,376</u></b>

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

***Interest rate risk***

**Cash flows and the fair value of interest rate risk**

The Group's operating cash flows are affected by changes in interest rates, primarily due to borrowings. The Group has borrowings with variable interest rates. The Group does not use financial instruments to hedge against interest rate fluctuations. A 1 percentage point change in the interest rate for the reporting period would increase/decrease gross profit by 411 thousand Lei (442 thousand Lei in 2024). This analysis assumes that all other variables, particularly the exchange rate, remain constant.

***Credit Risk***

The general economic recession is expected to increase the Group's exposure to credit risk for the coming financial periods.

The Group is exposed to credit risk in the course of its operations, primarily due to trade receivables and cash on hand.

Group management regularly monitors exposure to credit risk. Management estimates that credit risk is not significant. The Group has implemented policies and procedures to reduce this risk to an acceptable level. The financial assets that could expose the Group to credit risk are primarily receivables. The value of receivables, less impairment adjustments, represents the maximum amount of credit risk exposure.

The maximum exposure to credit risk as of the reporting date is:

	<u>Dec 31, 2025</u>	<u>Dec 31, 2024</u>
Trade receivables	1,137,520	1,100,674
Other receivables	1,591,462	400,368
Grants	-	432,956
Other receivables related to personnel	5,000	3,110
Other financial investments	648	648
Cash and cash equivalents	639,139	337,801
<b>Total</b>	<b><u>3,373,769</u></b>	<b><u>2,275,557</u></b>

The aging of trade receivables ( ) and other receivables as of the reporting date is as follows:

	<u>Dec. 31, 2025</u>	<u>Dec. 31, 2024</u>
	<b>Gross carrying amount</b>	<b>Gross carrying amount</b>
Between 0–30 days	1,126,201	164,631
Between 30 and 90 days	9,281	997,336
Between 90–180 days	63,794	436,066
Between 180 and 365 days	840,995	339,723
<b>Total</b>	<b><u>2,040,271</u></b>	<b><u>1,937,756</u></b>

***Liquidity Risk***

Prudent management of liquidity risk involves maintaining sufficient cash and marketable securities, the availability of financing through an adequate amount of committed credit facilities, and the ability to close out positions in the market.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

<b>December 31, 2025</b>	<b>Less than 1 year</b>	<b>Between 1–5 years</b>	<b>More than 5 years</b>	<b>Total</b>
Trade and similar payables	11,358,689	-	-	<b>11,358,689</b>
Bank loans/credits(*)	4,579,067	20,395,440	21,775,278	<b>46,749,785</b>
Leasing (*)	181,854	550,371	-	<b>732,225</b>
Guarantees	767,309	811,803	-	<b>1,579,112</b>
<b>Total</b>	<b>16,886,919</b>	<b>21,757,614</b>	<b>21,775,278</b>	<b>60,419,811</b>

<b>December 31, 2024</b>	<b>Less than 1 year</b>	<b>Between 1–5 years</b>	<b>Over 5 years</b>	<b>Total</b>
Trade and similar payables	5,834,377	2,338,121	-	<b>8,172,498</b>
Bank loans/credits(*)	5,912,739	18,277,269	23,328,821	<b>47,518,829</b>
Leasing (*)	207,686	197,296	-	<b>404,982</b>
Guarantees	855,513	606,983	-	<b>1,462,496</b>
<b>Total</b>	<b>12,810,315</b>	<b>21,419,669</b>	<b>23,328,821</b>	<b>57,558,805</b>

(\*) Cash flow including interest.

### 3.2 Risk management capital

The Group's objectives in managing capital are to preserve the Group's ability to continue as a going concern, with the aim of providing benefits to shareholders and other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, the equity attributable to shareholders, issue new shares, or sell assets to reduce debt.

The Group monitors capital based on the interest coverage ratio and the debt-to-EBIT ratio.

The main indicators calculated are as follows:	<b><u>Dec 31, 2025</u></b>	<b><u>Dec 31, 2024</u></b>
Earnings Before Interest and Taxes (EBIT)	21,388,678	3,696,801
Interest expense	2,507,462	<u>3,523,050</u>
<b>Interest coverage ratio (times)</b>	<b>8.53</b>	<b>1.05</b>
<b>Liabilities:</b>		
Loans and leases	47,482,010	47,923,811
Suppliers and other liabilities	11,358,689	9,693,581
Income tax payable	243,808	48,660
Subsidies	30,000	33,215
Deferred tax	<u>33,594,448</u>	<u>31,689,821</u>
Guarantees	1,579,112	1,462,496
Other Liabilities	1,902	1,902
<b>Total Liabilities</b>	<b>94,289,969</b>	<b>90,853,486</b>
Earnings Before Interest and Taxes (EBIT)	21,388,678	3,696,801
<b>Total Liabilities / EBIT</b>	<b>4.41</b>	<b>24.18</b>

### 3.3. Fair Value Estimation

It is assumed that the carrying amount of the allowance for impairment of trade receivables and payables approximates fair value. The fair value of financial liabilities for presentation purposes is estimated by discounting future contractual cash flows using the current interest rate available to the Group for similar financial instruments.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

	<u>Dec 31, 2025</u> Carrying amounts	<u>Dec 31, 2025</u> Fair values	<u>Dec 31,</u> <u>2024</u> Carrying amounts	<u>Dec 31,</u> <u>2024</u> Fair values
Trade and other receivables, net	2,090,924	2,090,924	2,199,344	2,199,344
Other financial investments	648	648	648	648
Cash and cash equivalents	639,139	639,139	337,801	337,801
<b>Total</b>	<b>2,730,711</b>	<b>2,730,711</b>	<b>2,537,793</b>	<b>2,537,793</b>

	<u>Dec 31, 2025</u> Carrying amounts	<u>Dec 31, 2025</u> Fair values	<u>Dec 31,</u> <u>2024</u> Carrying amounts	<u>Dec 31, 2024</u> Fair values
Loans	46,749,785	46,749,785	47,518,829	47,518,829
Leases	732,225	732,225	404,982	404,982
Suppliers, trade payables	9,852,095	9,852,095	7,165,352	7,165,352
Payroll liabilities	208,640	208,640	220,717	220,717
Guarantees	1,579,112	1,579,112	1,462,496	1,462,496
<b>Total</b>	<b>59,121,857</b>	<b>59,121,857</b>	<b>56,772,375</b>	<b>56,772,375</b>

**Foreign exchange risk**

The Company is exposed to foreign exchange risk primarily due to loans denominated in currencies other than the Company's functional currency. The main currency giving rise to this risk is the Euro.

The Company's exposure to foreign exchange risk was as follows, in notional amounts:

<i>December 31, 2025</i>	Total	Thousands of LEI	Thousands of LEI (converted from EUR)
<b>Monetary assets</b>			
Trade receivables and other receivables	2,340	2,340	-
Other investments	0.6	0.6	-
Cash and cash equivalents	1,419	1,419	-
<b>Monetary liabilities</b>			
Loans and leases	(46,750)	(27,280)	(19,470)
Leases	(732)	-	(732)
Trade payables and other liabilities	(9,869)	(9,869)	-
Guarantees	(1,579)	(1,503)	76
<b>Net exposure</b>	<b>(55,170.4)</b>	<b>(34,892.4)</b>	<b>(20,278)</b>

<i>December 31, 2024</i>	Total	Thousands of LEI	Thousands of Lei (converted from EUR)
<b>Monetary assets</b>			
Trade receivables and other receivables	2,199	2,199	-
Other investments	0.648	0.648	-
Cash and cash equivalents	338	338	-
<b>Monetary liabilities</b>			
Loans and leases	(47,519)	(25,806)	(21,713)

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

	Total	Thousands of LEI	Thousands of Lei (converted from EUR)
<b>December 31, 2024</b>			
Leases	(405)	-	(405)
Trade payables and other liabilities	(7,165)	(7,165)	-
Guarantees	(1,462)	(1,462)	(74)
<b>Net exposure</b>	<b>(54,013)</b>	<b>(31,821)</b>	<b>(22,192)</b>

During the period January 1, 2025 – December 30, 2025, the average exchange rates during the period and the spot rates at the end of the reporting period were as follows:

	Average rate	Spot rate
LEI/EUR	5.0415	5.0985

*Sensitivity analysis*

A 10% appreciation of the Leu against the EUR as of December 31, 2025, would result in an increase/decrease in profit by the amounts shown in the table below. This analysis assumes that all other variables, particularly interest rates, remain constant.

	Increase in profit for the period due to the depreciation of the EUR (thousand lei)
2025	4,111
2024	2,219

**Note 4. TANGIBLE ASSETS**

Changes in the balances of tangible assets and accumulated depreciation are presented below:

TANGIBLE ASSETS	Land and buildings	Equipment and vehicles	Other tangible assets	Tangible assets in progress	Advances for tangible assets	Total
<b>Net value as of Dec. 31, 2023</b>	<b>51,471,577</b>	<b>6,627,743</b>	<b>462,972</b>	<b>700,298</b>	<b>564,408</b>	<b>59,826,998</b>
Acquisitions 2024	1,846,505	962,565	19,683	395,108	1,042,776	<b>4,266,638</b>
Outflows / Transfers 2024	(470,475)	3,049	-	(910,994)	(296,437)	<b>(1,674,856)</b>
Depreciation 2024	(231,977)	(1,573,136)	(204,953)	-	-	<b>(2,010,066)</b>
Inflows / Transfers 2024	-	-	-	-	-	-
Value adjustments 2024	-	-	-	-	9,000	<b>9,000</b>
<b>Net value as of Dec. 31, 2024</b>	<b>52,615,630</b>	<b>6,019,233</b>	<b>395,701</b>	<b>184,412</b>	<b>1,319,747</b>	<b>60,534,724</b>
Acquisitions 2025	393,355	1,249,085	63,817	152,993	(698,138)	<b>1,161,112</b>
Outflows / Transfers 2025	0	0	0	(145,461)	(170,334)	<b>(315,795)</b>
Depreciation 2025	(223,838)	(1,486,865)	(155,928)	-	-	<b>(1,866,630)</b>
Inflows / Transfers 2025	-	-	-	-	-	-
Value adjustments 2025	-	-	-	-	4,182	<b>4,182</b>
<b>Net value as of December 31, 2025</b>	<b>52,785,147</b>	<b>5,781,453</b>	<b>303,591</b>	<b>191,944</b>	<b>455,457</b>	<b>59,517,592</b>

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

Tangible assets consisting of land and buildings were recognized at fair value based on the conclusions of the valuation report prepared by a certified appraiser as of December 31, 2021, for its subsidiary Itagra SA, and as of December 31, 2022, for its subsidiary CEFIN S.A.

**Note 5. REAL ESTATE INVESTMENTS**

In accordance with the provisions of Note 2 – Accounting Policies, the land and buildings of the **MF Capital SA** Group are classified as investment property in accordance with International Accounting Standard IAS 40 – Investment Property. The investment property has been subject to revaluation, with the company adopting the reporting model based on revaluation. The company’s facilities, vehicles, equipment, and furniture are valued and presented in accordance with IAS 16 – Property, Plant, and Equipment.

	Land <i>(IAS 40)</i>	Buildings <i>(IAS 40)</i>	Real estate investments in progress and advances	Total investment property
<b>December 31, 2023</b>	<b>157,312,621</b>	<b>49,267,908</b>	<b>950,972</b>	<b>207,531,501</b>
Procurement	-	-	4,183,252	4,183,252
Changes in market value	-	-	-	-
Outflows/transfers	-	-	(8,697)	(8,697)
Value adjustments	-	-	-	-
<b>December 31, 2024</b>	<b>157,312,621</b>	<b>49,267,908</b>	<b>5,125,527</b>	<b>211,706,056</b>
Purchases	-	-	4,488,333	4,488,333
Changes in market value	-	-	12,820,371	12,820,371
Outflows/transfers	-	-	-	-
Value adjustments	-	-	-	-
<b>December 31, 2025</b>	<b>157,312,621</b>	<b>49,267,908</b>	<b>22,434,231</b>	<b>229,014,760</b>

Investment property consisting of land and buildings was recognized at fair value based on the conclusions of the appraisal report prepared by a certified appraiser as of December 31, 2025.

**Note 5. INVESTMENT PROPERTY**

***Presentation of fixed assets in accordance with IAS 16 – Property, Plant, and Equipment and IAS 40 – Investment Property***

In accordance with the provisions of Note 2 – Accounting Policies, the company’s land and buildings are classified as investment property in accordance with International Accounting Standard IAS 40 – Investment Property. The valuation model chosen by the Group is the market value model. The Group’s plant, vehicles, equipment, and furniture are measured and presented in accordance with IAS 16 – Property, Plant, and Equipment.

***Fair Value Measurement***

Based on IFRS 13 – Fair Value Measurement, the following sections present the measurement levels and the method of valuation.

Item	Fair value	Assessment method	Level of assessment	Data not directly observable
<b>Land</b>	<b>157,312,621</b>	The fair value of the land was derived using market comparisons. The market price for similar properties was adjusted to account for differences in the characteristics of the land under review. The	Level 2	N/A

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

		valuation model is based on price per square meter.		
<b>Buildings</b>	<b>71,702,139</b>	Fair value is determined by applying the income approach based on the building's rental value. The calculation elements were estimated by a valuation expert based on comparative data from the specific industry.	Level 3	Discount rate Residual value

**Note 6. INVESTMENTS IN ASSOCIATES**

We have no investments in associates.

**Note 7. INVENTORIES**

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Raw materials and supplies	1,285,842	542,853
Adjustments for depreciation of raw materials / supplies	-	-
Work in progress	6,148,466	4,130,984
Finished goods, work-in-progress, and inventory	452,242	502,564
Adjustments for inventory write-downs	-	-
Advances for inventory purchases	11,897	13,971
<b>Total</b>	<b>7,898,447</b>	<b>5,190,372</b>

Work in progress refers to agricultural production recorded by the subsidiary Itagra SA. Information available on the market did not allow for the valuation of agricultural products at market value. The Group applied the provisions of IAS 41, recognizing work in progress at production cost.

**Note 8. CUSTOMERS AND OTHER RECEIVABLES**

The structure of receivables is as follows:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Trade receivables, net	1,137,520	1,100,674
Receivables related to employees	5,000	3,110
Subsidies receivable	652,681	432,956
Other receivables	437,200	199,157
<b>Total financial assets</b>	<b>2,232,401</b>	<b>1,772,478</b>
Receivables from the state budget	501,581	164,631
Advances paid to suppliers	-	-
<b>Total</b>	<b>2,733,982</b>	<b>1,900,528</b>

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

**Note 9. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents are presented as follows:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Bank accounts	567,422	294,991
Cash on hand and other valuables	71,718	42,809
<b>Total</b>	<b>639,139</b>	<b>337,801</b>

**Note 10. NON-CONTROLLING INTERESTS**

Non-controlling interests represent the share of net assets and earnings of subsidiaries not owned by the parent company. Minority interests consist of the following:

Company	<u>ITAGRA</u>	<u>Mollo RE</u>	<u>Bio Valley</u>	<u>Vera Wellness</u>	<u>Itagra Bio Terra</u>	<u>CEFIN</u>	<u>Total</u>
<b>December 31, 2023</b>	797	1,253	(127,755)	(173,732)	(8)	1,529,382	1,229,936
Non-controlling interest (%)	0.003	0.15	9.6	50,075	0.003	11.27	-
Result as of December 31	(3,368,520)	71,781	(46)	25,191	221,164	691,301	(2,359,129)
Non-controlling interests – net income for the year	(101)	108	(4)	12,614	7	77,924	90,548
Dividend payment	-	-	-	51,825	-	-	51,825
Adjustment for minority interest	1	-	(1)	-	-	-	0
<b>December 31, 2024</b>	<b>697</b>	<b>1,361</b>	<b>(127,760)</b>	<b>(109,293)</b>	<b>(2)</b>	<b>1,607,306</b>	<b>1,372,309</b>
Non-controlling interest (%)	0.003	0.150	9.603	50,075	0.003	11,272	-
Result as of December 31, 2025	1,242,359	441,319	(46)	156,889	88,414	690,838	2,619,773
Non-controlling interests – net income for the year	37	662	(4)	78,562	3	77,872	157,132
Adjustment for minority interest	23	-	-	-	-	(43,403)	-
<b>December 31, 2025</b>	<b>757</b>	<b>2,023</b>	<b>(127,764)</b>	<b>(30,731)</b>	<b>1</b>	<b>1,641,775</b>	<b>1,486,061</b>

**Note 11. LOANS**

Details of the loan agreements are presented below: <b>Agreement</b>	<b>Bank</b>	<b>Interest</b>	<b>Loan Amount</b>	<b>Balance as of 12/31/2025</b>	<b>Short-term</b>	<b>Long term</b>
Contract No. 153336 / November 8, 2023	Libra Bank	3M ROBOR + 3%	3,000,000.00 RON	2,635,954	167,027	2,468,927
Contract No. 167522 / April 8, 2024	Libra Bank	3M EURIBOR + 2.8%	2,510,000.00 EUR	10,871,851	1,096,636	9,775,215
Contract No. 167530 /04/08/2024	Libra Bank	3M EURIBOR + 2.8%	1,000,000.00 EUR	4,744,834	260,967	4,483,867
Contract No. 205711 /04/08/2024	Pound Bank	ROBOR 3M + 3.5%	3,000,000.00 RON	2,933,864	97,003	2,836,861

**MF Capital Group**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR**  
**ENDED 31 DECEMBER 2025**

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

Contract No. 77799 /01/22/2021	Libra Bank	3-month EURIBOR + 3.50%	1,350,000.00 EUR	5,103,757	359,799	4,743,958
Contract 80532 / March 8, 2021	Libra Bank	3M EURIBOR + 3.50%	2,452,487.00 EUR	9,094,941	641,166	8,453,775
Contract 80545 / March 8, 2021	Libra Bank	3M EURIBOR + 3.50%	307,556.00 EUR	493,893	237,912	255,981
C10002022029912 / May 16, 2021	OTP Bank / BT	3M ROBOR + 2.5%	3,000,000.00 RON	1,800,000	900,000	900,000
C12002024033743 / June 28, 2024	OTP Bank / BT	6M ROBOR + 2%	2,141,906.40 RON	258,686	258,686	-
Contract No. 147513 / August 21, 2023	Libra Bank	ROBOR at 3M + 2%/year	4,496,236.00 RON	3,827,648	195,134	3,632,514
Contract No. 147494/August 21, 2023	Libra Bank	ROBOR at 3M + 2.5%/year	2,000,000.00 RON	1,754,726	88,861	1,665,865
Contract No. 167345 /04/08/2024	Libra Bank	3M EURIBOR + 2.8%	402,000.00 EUR	1,755,755	177,102	1,578,653
Contract No. 167350 /04/08/2024	Libra Bank	3M EURIBOR + 2.8%	301,000.00 EUR	1,455,134	80,033	1,375,101
<b>Other Borrowings</b>				18,742	<b>18,742</b>	
<b>Total</b>	-	-	-	<b>46,749,785</b>	<b>4,579,068</b>	<b>42,170,717</b>

MF Capital still has outstanding loans from Mol Invest totaling 198,807.09 lei.  
**MF CAPITAL S.A.**

**Contract No. 167522/08.04.2024 entered into with Libra Bank SA**

<b>Objective</b>	Full refinancing of contracts 18/20.02.2020, 70/20.05.2019, 73/06.07.2018, 174/06.07.2018, 153/27.09.2019 PATRIA BANK
<b>Amount</b>	<b>2,510,000 EUR</b>
<b>Balance as of December 31, 2024</b>	<b>2,331,941.02 EUR, equivalent to 11,599,308 Lei</b>
<b>Balance as of December 31, 2025</b>	<b>2,132,362.58 EUR, equivalent to 10,871,850.61 Lei</b>
<b>Mortgages</b>	<ol style="list-style-type: none"> <li>1. A security interest in the accounts opened by the Client with the Bank, as identified in Article 4 of the Agreement;</li> <li>2. A movable mortgage on the Client's present and future receivables arising from the Lease Agreements, as identified in the movable mortgage agreement on receivables, which is an annex to the Credit Agreement;</li> <li>3. Real estate mortgage on the industrial real estate property consisting of urban land with a documented area of 17,942 sq m and a measured area of 16,808 sq m, along with industrial buildings, owned by MF Capital SA, located in Bucharest, Soseaua Pantelimon, no. 1-3, Sector 2, identified by cadastral no.</li> </ol>

**MF Capital Group**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR**  
**ENDED 31 DECEMBER 2025**

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

229224 and land registry no. 229224, as specified in the real estate mortgage agreement  
 4. Assignment of the indemnities paid under all insurance policies concluded by the Client and the Guarantor in connection with the credit agreement

**Contract No. 167530/08.04.2024 concluded with Libra Bank SA**

<b>Purpose</b>	Investment loan
<b>Amount</b>	<b>1,000,000 EUR</b>
<b>Balance as of December 31, 2024</b>	<b>977,406 EUR, equivalent to 4,861,713 Lei</b>
<b>Balance as of December 31, 2025</b>	<b>930,633.39 EUR, equivalent to 4,744,834.34 Lei</b>
<b>Mortgages</b>	<ol style="list-style-type: none"> <li>1. A movable mortgage on the accounts opened by the Client with the Bank, as identified in Article 4 of the contract;</li> <li>2. A movable mortgage on the Client's present and future receivables arising from the Lease Agreements, as identified in the movable mortgage agreement on receivables, which is an annex to the Credit Agreement;</li> <li>3. Real estate mortgage on the industrial real estate property consisting of urban land with a documented area of 17,942 sq m and a measured area of 16,808 sq m, and industrial buildings, owned by MF Capital SA, located in Bucharest, Soseaua Pantelimon, no. 1-3, Sector 2, identified by cadastral no. 229224 and land registry no. 229224, as specified in the real estate mortgage agreement</li> <li>4. Assignment of the indemnities paid under all insurance policies concluded by the Client and the Guarantor in connection with the credit agreement</li> </ol>

**Contract No. 205711/03/25/2025 concluded with Libra Bank SA**

<b>Purpose</b>	Investment loan
<b>Amount</b>	<b>3,000,000 RON</b>
<b>Balance as of December 31, 2024</b>	<b>0</b>
<b>Balance as of December 31, 2025</b>	<b>2,926,627.54 Lei</b>
<b>Mortgages</b>	<ol style="list-style-type: none"> <li>1. A security interest in the accounts opened by the Client with the Bank, as identified in Article 4 of this Agreement ("Account"/"Accounts");</li> <li>2. A movable mortgage on the Client's present and future receivables arising from the Client's lease agreements, as</li> </ol>

**MF Capital Group**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025**

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

identified in the movable mortgage agreement on receivables, which is an annex to this Agreement;

3. Real estate mortgage on the industrial real estate property consisting of urban land with a documented area of 17,942 sq m and a measured area of 16,808 sq m, and industrial buildings located at 1-3 Pantelimon Road, Sector 2, Bucharest, cadastral number 229224, Land Registry number 229224, owned by MF CAPITAL, identified in accordance with the real estate mortgage agreement attached to this Agreement;

4. The assignment of any indemnities paid under all insurance policies entered into by the Client and the Guarantor in connection with this Agreement;

5. Real estate mortgage on the 504.67 sq m portion of the total 1,514 sq m land area—representing the access road—at the address: Bucharest, Pantelimon Road, No. 1-3, Sector 2, cadastral number 230037(old cadastral number 6644/2), Land Registry number 230037 (OLD CF 20536), owned by MF CAPITAL, identified in accordance with the real estate mortgage agreement attached to this Agreement.

**Contract No. 153336/11/08/2023 concluded with Libra Bank SA**

<b>Purpose</b>	Loan for the repayment of loans to Itagra SA in the amount of 1,000,000 lei and payment of installments nos. 4, 5, 6, and 7 to Motta Severino pursuant to the share purchase agreement with Industrial Cefin.
<b>Amount</b>	<b>3,000,000 RON</b>
<b>Balance as of December 31, 2024</b>	<b>2,790,702.61 RON</b>
<b>Balance as of December 31, 2025</b>	<b>2,623,047.64 Lei</b>
<b>Mortgages</b>	<p>To secure the performance of all payment obligations assumed under this Agreement or in connection therewith, whether or not such obligations are reflected in the Current Account or in any other account of the Customer, the Client shall provide the following guarantees in favor of the Bank:</p> <p>a) a security interest in the accounts opened by the Customer with the Bank, as identified in Article 10.1.3 of this Agreement (“Account”/“Accounts”);</p> <p>b) a security interest in the Client’s present and future receivables arising from the Client’s lease agreements, as identified in the security interest agreement over receivables, which is an annex to this Agreement under Article 10.1.2;</p> <p>c) a real estate mortgage on the industrial real estate property consisting of the building located in Sector 2, 5-25 Popa Lazar Street, comprising urban land lot 6, with a surface area of</p>

**MF Capital Group**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR**  
**ENDED 31 DECEMBER 2025**

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

1,867.48 m<sup>2</sup>, and building C1 (formerly C14)—an office building comprising a basement, ground floor, and two upper floors, with a total floor area of 1,867 m<sup>2</sup>, owned by MF CAPITAL, identified in accordance with the real estate mortgage agreement attached to this Agreement.  
d) the assignment of the indemnities paid under all insurance policies entered into by the Client and the Guarantor in connection with this Agreement;

**ITAGRA S.A.**

**Credit Agreement No. 77799/22.01.2021 entered into with LIBRA INTERNET BANK SA**

<b>Purpose</b>	Loan for real estate investments, consisting of financing the purchase of agricultural land from third-party individuals or legal entities
<b>Amount</b>	<b>1,350,000 EUR</b>
<b>Balance as of December 31, 2024</b>	<b>1,066,655.34 EUR, equivalent to 5,305,650.33 RON</b>
<b>Balance as of December 31, 2025</b>	<b>1,001,031.09 EUR, equivalent to 5,103,757.01 RON</b>
<b>Mortgages</b>	Real estate mortgage on properties—agricultural land with a total area of 312,018 sq m, located outside the built-up areas of the towns of Barcanesti and Boranesti, Ialomita County Movable property mortgage on ITAGRA's bank accounts

**Credit agreement no. 80545/8.03.2021 concluded with LIBRA INTERNET BANK SA**

<b>Purpose</b>	Loan for the full refinancing of Contract No. 29011/4.09.2018
<b>Amount</b>	<b>307,556.00 EUR</b>
<b>Balance as of December 31, 2024</b>	<b>140,239.63 EUR, equivalent to 697,565.94 RON</b>
<b>Balance as of December 31, 2025</b>	<b>96,870 EUR, equivalent to 493,893.02 RON</b>
<b>Collateral</b>	Real estate mortgage on properties—agricultural land with a total area of 559,194 sq m, located outside the built-up area of Barcanesti, Ialomita County; Personal property mortgage on bank accounts

**Loan agreement no. 80532/08.03.2021 concluded with LIBRA INTERNET BANK SA**

<b>Purpose</b>	Loan for the full refinancing of Agreements No. 28829/08/30/2018, 6663/09/15/2017, 28848/08/30/2018, as well as Framework Agreement No. CH31/04/12/2016 concluded with Libra Bank
<b>Amount</b>	<b>2,452,487.00 EUR</b>
<b>Balance as of December 31, 2024</b>	<b>1,900,789.65 EUR, equivalent to 9,454,717.80 LEI</b>
<b>Balance as of December 31, 2025</b>	<b>1,783,846.50 EUR, equivalent to 9,094,941.38 LEI</b>
<b>Collateral</b>	Real estate mortgage on properties—agricultural land with a total area of 559,194 square meters, located outside the built-up area of Barcanesti, Ialomita County; Personal property mortgage on bank accounts

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**Loan agreement no. C10002022029912/05/16/2021 entered into with OTP BANK**

<b>Purpose</b>	Non-committal credit facility for working capital financing
<b>Amount</b>	<b>3,000,000 LEI</b>
<b>Maturity</b>	December 15, 2027
<b>Balance as of December 31, 2024</b>	<b>2,700,000 LEI</b>
<b>Balance as of December 31, 2025</b>	<b>1,800,000 LEI</b>
<b>Guarantees</b>	Legal mortgage on the credit balances of all accounts opened by the customer at the bank, both present and future. but not limited to accounts with IBAN code: RO64OTPV110001452903EU01 100TPV110001452903 RO01, respectively all present and future deposits in accounts opened with the bank. State guarantee, irrevocable, unconditional, direct, and express, issued by the National Credit Guarantee Fund for SMEs – IFN, for the amount of 2,400,000 Lei

**Contract No. 147513/21.08.2023 (investment loans) concluded with LIBRA BANK**

<b>Objective</b>	Refinancing of an SME investment loan from Invest OTP Bank
<b>Amount</b>	<b>4,496,236.00 LEI</b>
<b>Maturity</b>	November 15, 2037
<b>Balance as of December 31, 2024</b>	<b>4,007,416.04 LEI</b>
<b>Balance as of December 31, 2025</b>	<b>3,827,647.76 LEI</b>
<b>Collateral</b>	Real estate mortgage on agricultural land located in Barcanesti, Ialomita County (84 ha) Personal property mortgage on the credit balances of accounts opened with the Bank, both current and future

**Contract No. 147494/August 21, 2023 (investment loans) concluded with LIBRA BANK**

<b>Purpose</b>	Investment loan
<b>Amount</b>	<b>2,000,000 LEI</b>
<b>Maturity</b>	November 15, 2037
<b>Balance as of December 31, 2024</b>	<b>1,836,505.21 LEI</b>
<b>Balance as of December 31, 2025</b>	<b>1,754,726.17 LEI</b>
<b>Collateral</b>	Real estate mortgage on agricultural land located in Boranesti, Ialomita County (84 ha) Personal property mortgage on the credit balances of accounts opened with the Bank, both current and future

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**INDUSTRIAL CEFIN S.A.**

**Loan Agreement No. 167345/08.04.2024 concluded with Libra Bank**

<b>Purpose</b>	Loan for real estate investments, for the purpose of refinancing the loan contracted from Patria Bank SA
<b>Amount</b>	402,000.00 EUR
<b>Balance as of December 31, 2024</b>	<b>376,577.00 EUR, equivalent to 1,873,133.00 LEI</b>
<b>Balance as of December 31, 2025</b>	<b>344,367.00 EUR, equivalent to 1,755,755.15 LEI</b>
<b>Mortgages</b>	<p>a) a movable mortgage on the accounts opened by the Client with the Bank, as identified in Article 4 of the contract;</p> <p>b) a movable mortgage on the Client's present and future receivables arising from lease agreements concluded between INDUSTRIAL CEFIN as lessor and lessees, as identified in the movable mortgage agreement on receivables, an annex to this Agreement, which security shall be established within a maximum of 45 days from the drawdown date;</p> <p>c) a first-ranking real estate mortgage on the real estate property consisting of buildings and associated land designated for administrative use, owned by Industrial Cefin SA, located in Bucharest, Pantelimon Road No. 6–8, Lot 8, Sector 2, Land Registry No. 212392, identified in accordance with the real estate mortgage agreement attached to this Agreement;</p> <p>d) a movable property mortgage on the funds in the collateral deposit account ("Collateral Account"), opened at the Bank, as identified in the Movable Property Mortgage Agreement on the funds in the collateral deposit account. The collateral deposit shall be released after the registration of the first-ranking mortgage on the property in favor of Patria Bank, namely within a maximum of 45 days from the date of drawdown; the assignment of indemnities paid under all insurance policies concluded by the Client and the Guarantor in connection with this Agreement.</p>

**Credit Agreement No. 167350/08.04.2024 entered into with Libra Bank**

<b>Purpose</b>	Investment loan
<b>Amount</b>	301,000.00 EUR
<b>Balance as of December 31, 2024</b>	<b>215,526 EUR, equivalent to 1,072,047 LEI</b>
<b>Balance as of December 31, 2025</b>	<b>285,404.35 EUR, equivalent to 1,455,134.08 LEI</b>
<b>Mortgages</b>	<p>a)</p> <p>b) a movable mortgage on the Client's present and future receivables arising from lease agreements entered into between INDUSTRIAL CEFIN as lessor and the lessees as identified in the movable mortgage agreement on receivables, attached to this Agreement, a security that shall be established within a maximum of 45 days from the drawdown date;</p> <p>c) first-ranking real estate mortgage on the real estate property consisting of buildings and associated land designated for administrative use, owned by Industrial Cefin SA, located in Bucharest, Pantelimon Road No. 6–8, Lot 8, Sector 2, Land Registry No. 212392, identified in</p>

**MF Capital Group**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR**  
**ENDED 31 DECEMBER 2025**  
(All amounts are expressed in RON, unless otherwise stated)

accordance with the real estate mortgage agreement attached to this Agreement;

d) a movable property mortgage on the funds in the collateral deposit account (“Collateral Account”), opened at the Bank, as identified in the Movable Property Mortgage Agreement on the funds in the collateral deposit account. The collateral deposit shall be released after the registration of the first-ranking mortgage on the property in favor of Patria Bank, or within a maximum of 45 days from the date of drawdown, the assignment of the indemnities paid under all insurance policies concluded by the Client and the Guarantor in connection with this Agreement.

**Note 12. OBLIGATIONS UNDER THE FINANCE LEASE**

Description	12/31/2025	December 31, 2024
Maximum 1 year	220.154	207,686
More than one year but less than 5 years	780.766	197,296
Less future financial costs	-	-
<b>Present value of liabilities – finance leases</b>	<b>1,100.921</b>	<b>404,982</b>

The status of lease contracts as of December 31, 2025 is presented below:

Description	MF Capital		Itagra SA		Mollore SA		Cefin	
	2025	2024	2025	2024	2025	2024	2025	2024
Up to 1 year	-	-	38,300	115,621	100,021	106,833	81,833	-
Between 1 and 5 years	-	-	230,396	-	101,764	101,764	448,606	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>268,696</b>	<b>115,621</b>	<b>201,785</b>	<b>208,597</b>	<b>530,440</b>	<b>-</b>

**Note 13. DEFERRED TAX**

Differences between Romanian accounting and tax regulations and IFRS give rise to temporary differences between the carrying amounts of certain assets and liabilities for financial reporting and tax purposes. Deferred income tax has been calculated for all temporary differences using the liability method and a tax rate of 16%.

The movement in the deferred tax liability is as follows:

Description	2025	2024
<b>As of January 1</b>	<b>31,689,822</b>	<b>31,653,964</b>
Expenses for the year/(Income) for the year	1,825,484	35,858
Other comprehensive income	79,142	-

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

<b>As of December 31</b>	<b>33,594,448</b>	<b>31,689,822</b>
--------------------------	-------------------	-------------------

The deferred tax component mainly represents the deferred tax related to the revaluation of fixed assets for the period 2003–2025.

**Note 14. SUPPLIERS AND OTHER SIMILAR LIABILITIES**

The “Suppliers of fixed assets” account does not include amounts that will become due in more than one year.

The “Guarantees” line item includes amounts withheld totaling 1,579,112 lei, of which 767,309 lei will become due in more than one year (December 31, 2024: 855,513 lei).

The structure of liabilities as of December 31, 2025, is as follows:

	<b>December 31, 2025</b>	<b>Dec 31, 2024</b>
Suppliers	4,140,856	3,604,831
Suppliers of fixed assets	1,033,360	1,245,627
Affiliated suppliers	2,395,175	2,317,033
Payables to employees	208,640	220,717
Other creditors (excluding retained guarantees)	2,416,782	75,893
<b>Total financial liabilities</b>	<b>10,194,813</b>	<b>7,464,101</b>
Liabilities to the state budget	753,715	643,710
Other liabilities	243,808	-
VAT payable	410,161	229,364
<b>Total</b>	<b>11,602,497</b>	<b>8,337,175</b>

**Note 15. OPERATING REVENUE**

Revenue from sales for the year ended December 31, 2025 comprises the following items:

	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Revenue from sales of finished goods	5,550,985	6,359,140
Revenue from the sale of merchandise	170,218	198,143
Revenue from services rendered	2,727,783	2,135,387
Rental income	13,134,682	9,747,979
Revenue from miscellaneous activities (utility rebilling)	2,760,735	(109,417)
Discounts granted	(339,195)	1,823,724
Change in inventory	2,350,177	(26,182)
<b>Total</b>	<b>26,355,384</b>	<b>20,311,443</b>

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**Note 16. OTHER OPERATING INCOME**

	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Revenue from own production	25,645	-
Other revenue	54,334	201,239
Revenue from the sale of fixed assets	116,532	553,362
Revenue from revaluation of fixed assets	14,054,416	9,865
Revenue from subsidies	2,343,249	486,104
Revenue from penalties	257,965	46,584
<b>Total</b>	<b>16,852,140</b>	<b>1,297,153</b>

**Note 17. EXPENSES FOR RAW MATERIALS / CONSUMABLES**

	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Spare parts	501,735	257,053
Fuel	709,241	635,602
Freight	497,030	145,712
Inventory items	107,228	33,859
Other consumables	4,605,867	3,768,258
Discounts received	(1,035,530)	(714,103)
Subsidies related to expenses	-	-
<b>Total</b>	<b>5,385,570</b>	<b>4,126,380</b>

**Note 18. PERSONNEL EXPENSES**

	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Salary expenses	4,629,845	2,008,672
Expenses related to civil service contracts	806,604	403,302
Social insurance expenses	132,791	64,807
Meal voucher expenses	272,634	137,430
<b>Total</b>	<b>5,841,874</b>	<b>2,614,211</b>

Remuneration granted to the Board of Directors and Executive Management of the parent company:

<b>Description</b>	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Salaries	806,604	403,302
<b>Total</b>	<b>806,604</b>	<b>403,302</b>

The company's employees are part of the pension program organized by the Romanian state. There are no private pension funds administered by the group or to which the group contributes on behalf of its employees.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**Note 19. OTHER OPERATING EXPENSES**

	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Energy and water expenses	2,628,266	1,788,262
Maintenance and repair expenses	140,299	169,930
Rent expenses	835,190	838,255
Insurance expenses	377,490	155,291
Commission expenses	25,756	392,979
Entertainment and advertising expenses	145,770	132,587
Expenses for the transport of goods and persons	29,386	38,676
Travel expenses	40,432	45,375
Postal and telecommunications expenses	81,107	81,568
Expenses for services performed by third parties	2,118,584	2,086,393
Other taxes payable to the State Budget	815,899	839,617
Expenses for fines and penalties	93,881	91,772
Expenses from revaluation of fixed assets	1,234,045	-
Subsidies and other expenses	163,711	533,192
<b>Total</b>	<b>8,729,816</b>	<b>7,193,897</b>

**Note 20. FINANCIAL INCOME / EXPENSES**

Financial expenses include the following items:

	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
Interest Expense	(2,507,462)	(3,523,050)
Interest income	1,430	1,366
Other financial income	56,099	577,791
Other financial expenses	(1,037,701)	(149,640)
Discount income	-	388
<b>Total revenue / (expenses)</b>	<b>(3,487,634)</b>	<b>(3,093,145)</b>

**Note 21. INCOME TAX EXPENSES**

The Romanian tax system has recently undergone a process of consolidation and harmonization with European Union legislation. However, there are still differing interpretations of tax legislation. In certain situations, tax authorities may treat certain matters differently and impose additional tax liabilities, along with accrued late payment interest and penalties. In Romania, tax periods remain open for 5 years.

Group management believes that the tax liabilities included in these financial statements are accurate and that they are not aware of any other circumstances that could give rise to potential liability in this regard.

The Group companies have not been subject to a substantive tax audit in the last 5 years, with the exception of Itagra SA, which underwent an audit for VAT and income tax related to 2019.

Income tax expenses are as follows:	<b>Dec 31, 2025</b>	<b>Dec 31, 2024</b>
-------------------------------------	---------------------	---------------------

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

Deferred income tax expense / (income)	2,051,259	67,690
Income / profit tax	618,107	315,331
<b>Income tax expense/(income)</b>	<b>2,669,366</b>	<b>383,021</b>

**Note 22. BALANCES AND TRANSACTIONS WITH RELATED PARTIES**

Balances with related parties are presented as follows:

Entity	Receivables from affiliated entities	Payables to affiliated entities	Net Receivables / (Payables)
Mol Invest SRL	175,000	198,932	(23,732)
<b>Grand Total</b>	<b>175,000</b>	<b>198,132</b>	<b>(23,732)</b>

**Note 23. COMMITMENTS**

The companies included in this consolidation have entered into contracts of a commitment nature, within the Group or with third parties, representing the following:

**a) MF Capital SA**

- lease agreements entered into with third parties for terms ranging from 1 to 5 years for built-up space located in buildings owned by the company, where tenants carry out office activities and/or activities consistent with their business purpose (40 lease agreements for a total area of 20,000 sq. m. of built-up space). The contracts contain clauses requiring the lessor to provide, for a fee, the utilities necessary for the operation of the leased spaces
- Two lease agreements for two properties owned by the company, entered into with the subsidiary Mollo Re SA for a period of 1 year, but with the possibility of extension under terms established annually by an addendum. The agreements contain clauses requiring the lessor to provide, at a cost, the utilities necessary for the operation of the leased spaces.
- A lease agreement for a property—land and building—concluded with Vera Wellness SRL, a subsidiary of the company’s subsidiary Mollo RE SA.
- Contracts for the provision of primary accounting services, legal services, or other services to group companies.

**b) Industrial Cefin SA**

- Lease agreements entered into with third parties for built spaces located in buildings owned by this company, where the tenants carry out office activities and/or activities consistent with their business purpose (4 lease agreements for a total area of 3,000 sq. m. of built space).

**c) Mollo Re SA**

- Contracts for the provision of accommodation services in residential units located in properties leased from the parent company MF Capital SA, concluded exclusively with students, typically for the duration of the academic year.

**d) Itagra SA**

- lease agreements for land owned by third parties, concluded for a term ranging from 1 to 10 years and including an automatic renewal clause for the same period initially agreed upon, provided that neither party notifies the other in writing of its refusal to extend the contract

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

- term, with rent payable exclusively in cash at amounts varying depending on the timing of payment (after harvest or in advance, at the beginning of the lease year).
- Lease agreement entered into as lessor with its subsidiary, Itagra Bio Terra SRL, for agricultural land.

## **Note 24. CONTINGENT LIABILITIES AND DISPUTES**

### **Transfer prices**

The Romanian legislative framework on transfer pricing sets forth the arm's length principle, the definition of related parties, and methods for determining transfer prices based on market value. It also details the purpose and scope of the transfer pricing rules for transactions with related parties. The burden of this provision falls on taxpayers who conduct transactions with related parties, who are required to prepare a transfer pricing documentation file that must be submitted upon request by the tax authorities during a tax audit. Thus, tax authorities may conduct in-depth transfer pricing audits to ensure that taxable profit and/or the customs value of imported goods are not distorted by the effects of transfer pricing between related parties.

Management has not prepared a transfer pricing file and cannot assess the outcome of such an audit.

### **Environmental Issues**

The enforcement of environmental regulations in Romania is evolving, with the enforcement stance of government authorities being continually reassessed. The Group periodically assesses its obligations under environmental regulations. Obligations that are identified are recognized immediately.

Potential liabilities that could arise as a result of changes to existing regulations, civil litigation, or legislation cannot be estimated but are not expected to be significant. In the current regulatory environment, in accordance with applicable law, management believes that there are no significant liabilities for environmental damage.

### **The Group's Operating Environment**

Through its operations, the Group has significant exposure to the Romanian economy and financial markets. Romania exhibits certain characteristics of an emerging market, including relatively high inflation and a significant current account deficit.

The Romanian banking sector is sensitive to adverse economic fluctuations and conditions and may occasionally experience liquidity shortages and increased volatility in market prices, as evidenced by the events of 2008.

Management is unable to anticipate all developments that could impact real estate and/or the banking sector and, consequently, the Group's financial position, if applicable.

Tax, foreign exchange, and customs legislation in Romania is subject to differing interpretations and frequent changes. The direction of Romania's economic future is largely dependent on the effectiveness of the economic, financial, and monetary measures undertaken by the Government, along with tax, regulatory, and political developments.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**Recent volatility in global and Romanian financial markets**

While the Group has no exposure to the foreign real estate market, the ongoing global liquidity crisis may lead, among other things, to reduced capital market financing, low liquidity in the Romanian banking sector, and higher lending interest rates.

Such circumstances could affect the Group's ability to obtain new loans and refinance existing loans on terms and conditions similar to those applicable to previous transactions.

The Group's borrowers may also be affected by lower liquidity levels, which would have a direct impact on their ability to repay outstanding loans or trade payables.

The deterioration of operating conditions for borrowers may also impact management's forecasts regarding cash flow and the assessment of impairment of financial and non-financial assets.

Management is unable to reliably estimate the effects on the Group's financial position of the continued deterioration in financial market liquidity and the increased volatility of currency and credit markets.

Management believes it is taking all necessary measures to support the sustainability and development of the Group's business under current circumstances.

**Litigation. The issuer's litigation, as well as that of the group companies, is as follows:**

**I. MF CAPITAL SA (CUI: 655; ORC: J401991002353401)**

**A. As PLAINTIFF:**

**1. Case No. 10787/301/2023 - Bucharest District Court, Sector 3**

Subject of the case - Recovery of the principal amount of 36,242.61 lei, consisting of the value of rent and utilities unpaid by the Debtor (Social Accounting Independent SRL), plus late payment penalties.

Parties - Creditor/Plaintiff - MECANICA FINA SA (new name: MF CAPITAL SA)

Defendant / Debtor - SOCIAL ACCOUNTING INDEPENDENT SRL

Procedural Status - Resolved on May 30, 2023. Decision - The Court upholds the objection regarding the lack of stamp duty on the portion of the complaint seeking to compel the debtor to pay late payment penalties, an objection raised ex officio. Annuls the portion of the complaint regarding the obligation of the debtor to pay late payment penalties. Partially grants the claim seeking a payment order. Orders the debtor to pay the creditor the amount of 36,242.61 lei representing the debt, within 20 days from the date of service of the payment order.

Orders the debtor to pay the creditor the sum of 200 lei, representing court costs incurred in the case (stamp duty). Late payment penalties were not awarded.

Amounts in dispute: 36,242.61 lei principal debt (equivalent to unpaid rent and utilities).

Under enforcement proceedings with Bailiff Negreanu Marius Adrian of Bucharest – case no. 512/05.09.2023. Accounts have been garnished at Libra Internet Bank and ING Bank, where our claim competes with other claims garnished by ANAF Sector 3. Low chances of recovering the debt.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**2. Case No. 32457/3/2023 – Bucharest Court – 7th Civil Division**

Subject of the case: insolvency / bankruptcy – debtor’s petition (Art. 66(10) – Law 85/2014)

Debtor: EUROPEAN INFORMATIONAL SYSTEMS SRL

Creditor: MECANICA FINA SA (new name: MF CAPITAL SA)

A claim for 141,842.49 lei (rent + utilities) was filed,

Mecanica Fina SA (new name: MF CAPITAL SA) has been entered in the table of claims.

Judicial administrator, at the debtor’s request: CII OANA AURORA.

At the previous hearing on June 18, 2024, the decision in brief: Pursuant to Article 139(1)(b) of Law No. 85/2014, the court approves the reorganization plan proposed by the debtor’s judicial administrator, CII Oana Aurora, for the debtor European Informational Systems SRL. Sets the date for the continuation of the proceedings for October 22, 2024, at 9:00 a.m. With the right to file an appeal within 7 days of the communication of the decision, to be filed with the Bucharest Tribunal, 7th Civil Section. Rendered by making the decision available to the parties through the court clerk’s office, today, June 18, 2024. Document: Interim Decision 3191/2024, June 18, 2024.

At the hearing on March 24, 2026, a new hearing date was set for October 27, 2026, to continue the proceedings with a view to implementing the reorganization plan.

**3. Case No. 2767/3/2024 - Bucharest Tribunal - 7th Civil Division**

Subject matter of the case: insolvency/bankruptcy—debtor’s petition

Debtor: TOPGENTI.RO SRL;

Creditor: MECANICA FINA SA (new name: MF CAPITAL SA)

A claim for 68,631.63 lei (rent + utilities) was filed on March 29, 2024. Judicial administrator, at the debtor’s request, AKTIV-LEX INSOLVENTA S.P.R.L, with a fee of 3,000 lei from the debtor’s assets.

At the previous hearing (June 19, 2024): The case was adjourned to allow for the valuation and sale of the debtor’s assets.

Hearing: February 19, 2025, to allow the debtor to submit a reorganization plan.

At the hearing on April 17, 2025, the court ordered the debtor’s bankruptcy under the general procedure.

Hearing date set for the case: April 22, 2026.

**4. Case No. 1464/3/2026 - Bucharest Tribunal - 8th Civil and Commercial Section**

Subject matter of the case – claim for recovery from CASMB of sick leave benefits paid by the employer to employees during the period 2022–2025 (claims totaling 74,598 LEI)

Parties: Plaintiff: MF CAPITAL SA,

Defendant: BUCHAREST MUNICIPAL HEALTH INSURANCE FUND.

First hearing date set for the case: April 27, 2026.

**B. As DEFENDANT**

**1. Case No. 25713/3/2023 - Bucharest Court of Law - 8th Civil Division**

Subject matter of the case - Issuance of a new certificate regarding salary entitlements for the periods October 1, 1974–September 22, 1975 and April 1, 1976–March 7, 1991, indicating the base salary, bonuses, additional income, and an explicit mention of the withholding and payment of social security contributions.

## MF Capital Group

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

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

---

Ordering the defendants to pay the sum of 38,117 lei calculated for the period from February 3, 2021, to July 31, 2023, and thereafter, representing the difference between the pension benefits received and those that were due.

Order the defendants jointly and severally to pay late payment penalties of 500 lei per day from the date of the judgment on the merits until the date of issuance of the certificate.

Order the defendants to pay the costs of the proceedings.

Parties - Plaintiff - CHIRILA OCTAVIAN

Defendant - MECANICA FINA SA (new name: MF CAPITAL SA) and Euro Storage Arhiv SRL

Stage of proceedings - pending on the merits.

Amounts in dispute - 38.117 lei representing the difference between the pension benefits received and those due for the period 02/03/2021–07/31/2023 and currently, as well as late payment penalties of 500 lei per day from the date of the court's decision on the merits until the date of issuance of the certificate.

Deadline: September 5, 2024—postponement for the submission of documents (personnel file) by the defendant Euro Storage Arhiv.

After the hearing on 09/05/2024, given Euro Storage Arhiv's response that it does not possess the plaintiff's personnel file, Mecanica Fina filed hearing notes with the court requesting that the action be dismissed as inadmissible.

Deadline: December 19, 2024. Summary of the decision: The court upholds the objection regarding the lack of standing to be sued on the part of the defendant Carmesin SA. The court dismisses the claim brought against the defendant Carmesin SA on the grounds that it was filed against a party lacking standing to be sued. Partially grants the claim. Orders the defendants SC EUROSTORAGE ARHIV SRL and SC MECANICA FINA SA to issue the plaintiff an employment certificate for the period October 1, 1974–September 22, 1975, and the period April 1, 1976–March 7, 1991, which shall indicate the position held, the working conditions under which he worked, the base salary he received, broken down by each individual income, as well as a list of the bonuses he received and the additional income earned, the legal basis for the payment of each income, and details regarding the payment of insurance contributions, specifically listing all income included in the calculation of social insurance contributions. Dismisses the remainder of the claim as unfounded. Appealable within 10 days of notification, to be filed with the Bucharest Tribunal – 8th Section. Rendered on 12/19/2024, by making the decision available to the parties through the court clerk's office. Decision 8194/2024 12/19/2024.

The judgment of the trial court was challenged by MF CAPITAL SA with an appeal to the Bucharest Court of Appeals

Appeal hearing date: May 25, 2026.

#### 2. Case No. 48783/3/2024 - Ilfov Tribunal

Subject matter of the case – reinstatement of seniority and employment record, claim filed by a former employee of the former Fine Mechanics Enterprise during the period 08/03/1977 – 10/30/1984, March 10, 1986 – July 1, 1990.

Parties: Petitioner - PARASCHIV COSTEL

Respondent - INTERPRINDEREA MECANICA FINA

Date: 24.11.2026

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**II. ITAGRA SA (CUI: 18792370; ORC: J21/316/2006)**

**A. As DEFENDANT**

**1. Case No.: 1303/98/2021 - Ialomita County Court**

Subject matter of the case: 1. A declaration of the absolute nullity of the award decision in favor of ITAGRA SA, issued on January 25, 2017, by Judicial Officer Mihailescu Adriana Emanuela, with offices in Cornetu, Ilfov County. 2. Correction of the Land Registry entries to register the following plots of land, which were sold pursuant to the award decision, in the name of the plaintiff: CF 21657 UAT Sinesti, IL (23,918 sq m) and CF 21659 UAT Sinesti, IL (5,000 sq m).

Parties: Plaintiff: CHRISTOU LOIZOS

Defendants: DULMAN GHEORGHE, BRD GROUPE GENERALE, ITAGRA SA

Case status – resolved, on the merits, on July 18, 2023.

Decision – The court dismissed the plea of inadmissibility of the claim, raised by the defendant BRD – Groupe Societe Generale SA in its answer, as unfounded. Dismisses the claim filed by the plaintiff CHRISTOU LOIZOS against the defendants DULMAN GHEORGHE, BRD – GROUPE SOCIETE GENERALE SA, and ITAGRA S.A. as unfounded. Notes that the plaintiff’s counsel stated that he will seek legal costs separately. Dismisses as unfounded the request by the defendant ITAGRA S.A. to order the plaintiff to pay court costs. Takes note that the other defendants did not request court costs. Subject to appeal within 30 days of notification.

Appeal:

Appeal: On January 16, 2024, the plaintiff filed an appeal against the judgment. Itagra S.A. filed a response to the plaintiff’s appeal.

Appellate Court - Bucharest Court of Appeal, Third Civil Division

Summary of the Decision: The appeal is granted. The appealed civil judgment is partially reversed, as follows: The complaint is partially granted. The sales contract authenticated under No. (...) by BNP R. J. is declared null and void. Declares the partial nullity of the mortgage contract authenticated under No. (...) by BNP R. J., solely with respect to the mortgaging of the lands mentioned in points 1 and 2 of the mortgage contract, lands that were the subject of the sale-purchase contract authenticated under No. (...) by BNP R. J.. Dismisses the remaining claims set forth in the complaint as unfounded. Upholds the provisions of the appealed judgment regarding the plea of inadmissibility and court costs. Dismisses the motion filed by the respondent-defendant BRD — Groupe Societe Generale S.A. regarding the costs of the appeal as unfounded. Subject to appeal within 30 days of notification; the appeal petition shall be filed with the Bucharest Court of Appeal. Rendered on January 13, 2025, with the decision made available to the parties through the court clerk’s office. Document: Judgment 9/2025, January 13, 2025.

Appeal: By the judgment rendered on appeal, the court determines that the award decision remains valid in favor of the defendant Itagra S.A., subject to the specific protection regime applicable to real estate advertising. Therefore, Itagra will not file an appeal against the decision rendered on appeal. Any potential appeal filed by BRD will be monitored in order to formulate the necessary defenses based on the grounds for appeal invoked by the bank.

**B. As PLAINTIFF**

**1. Case No.: 8981/3/2024 - Bucharest Tribunal, 6th Civil Division**

Stage of proceedings – first instance.

Subject matter of the case:

1. Order the Defendants to pay the sum of 238,906.13 lei, representing the equivalent of the subsidized interest for the 8-month period following the execution of the loan agreement

## MF Capital Group

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

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

---

2. Order the Defendants to pay the sum of 547,724.64 lei, representing the equivalent of the non-reimbursable component of 10% of the financed amount, in accordance with contractual and legal provisions;

3. Order the Defendants to pay statutory penalty interest between professionals, calculated on the above amounts, from the date of the complaint until the date of actual payment

Parties: Plaintiff: ITAGRA SA

Defendants: OTP BANK ROMANIA SA, NATIONAL CREDIT GUARANTEE FUND FOR SMALL AND MEDIUM-SIZED ENTERPRISES SA.

Decision of the trial court: Grants the claim of the plaintiff, Itagra SA. Orders the defendant, OTP Bank, to pay the plaintiff the sum of 248,128.58 lei and the sum of 547,724.64 lei as compensation for damages.

Appeal: An appeal was filed by the defendant OTP Bank (now Banca Transilvania), and ITAGRA SA, through its attorney, filed a response.

Appeal Decision: At the hearing on February 5, 2026, the court dismissed the appeal as unfounded.

Furder appeal: We will monitor the potential filing of a further appeal by OTP Bank (currently Banca Transilvania) in order to prepare the necessary defenses based on the grounds for appeal invoked by the bank.

#### 2. Case No.: 1649/98/2024 - Ialomita Tribunal, Civil Division

Stage of proceedings: first instance.

Subject matter of the case: claims—order the defendant to reimburse the amounts paid by the plaintiff to its employees as sick leave compensation in the amount of 22,444 lei, during the period June 1, 2023 – November 22, 2023.

Parties: Plaintiff: ITAGRA SA,

Defendant: IALOMITA COUNTY HEALTH INSURANCE HOUSE.

Decision of the trial court: Grants the claim of the plaintiff, Itagra SA

The judgment was appealed by the Ialomita County Health Insurance House and is pending before the Bucharest Court of Appeals – 7th Section for cases concerning labor disputes and social insurance.

Unfortunately, on March 10, 2026, the appellate court granted the appeal and, on the merits, dismissed the action brought by the plaintiff, Itagra SA.

### III. BIO VALLEY SRL (CUI: 2086262; ORC: J21/44/1992)

#### 1. Case No. 963/98/2023 - Ialomita Tribunal, Civil Division – Bankruptcy

2.

Subject matter of the case - Bankruptcy—opening of proceedings at the request of the creditor CARNICOM SRL for a debt in the amount of 567,820 lei representing loans (plus 1,000 lei in court costs).

Parties: - Creditor - CARNICOM SRL (registered office at CII Enache Marilena Mariana)

- Debtor - BIO VALLEY SRL (formerly Prod A&M SRL)

Procedural status - pending on the merits.

At the hearing on December 11, 2024, the court ordered the opening of simplified insolvency proceedings against Bio Valley SRL, appointing C.I.I. CUTOV ALINA of Constanta as provisional judicial liquidator.

Amounts in dispute—567,820 lei representing loans (plus 1,000 lei in court costs).

In this case, Itagra SA (the majority shareholder of the debtor Bio Valley SRL) filed a claim for the amount of 1,261,175 lei representing loans.

**MF Capital Group**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR**  
**ENDED 31 DECEMBER 2025**  
(All amounts are expressed in RON, unless otherwise stated)

---

At the hearing on January 19, 2026: Summary of the ruling: The case is adjourned, and a new hearing date is set for the judicial administrator to provide the requested information, specifically to clarify whether or not they have filed a claim for liability, as stated in the report from the previous hearing, and to submit a report on the activities carried out in the proceedings during the relevant period.

At the hearing on 03/16/2026, a new hearing date was set for 05/11/2026 to continue the proceedings, with a view to definitively resolving the claim for liability (see the following case file).

**3. Case No. 963/98/2023 / a1 - Ialomita Tribunal, Civil Division – Bankruptcy**

Subject of the case: Liability

Parties: - Debtor: BIO VALLEY SRL

- Plaintiff: C.I.I. CUTOV ALINA - judicial liquidator of the debtor Bio Valley SRL

- Defendant: IONITA CONSTANTIN (former manager of Prod A&M (current name of the debtor Bio Valley SRL).

Procedural status: pending on the merits, with the first hearing scheduled for June 8, 2026.

**IV. MOLLO RE SA (CUI: 19034870 ; ORC: J40/15010/2006)**

**1. Case No. 12957/200/2023 - Buzau Court, Civil Division**

**2.**

Subject matter of the case - Small claims action - recovery of a debt in the amount of 4,117.86 lei representing rent

Parties - Plaintiff: MOLLO RE SA;

- Defendant: VLAD MARIA SIMONA

Procedural status: Resolved by the trial court.

Decision: Claim granted.

Enforcement proceedings pending with Bailiff Isofache Marius Nicusor, Buzau

The other companies in the group have no pending litigation before courts or arbitration tribunals.

**Note 25. BALANCES AND TRANSACTIONS WITH GROUP COMPANIES THAT HAVE BEEN ELIMINATED**

<b>Entity</b>	<b>Receivables from affiliated entities</b>	<b>Liabilities to affiliated entities</b>	<b>Net Receivables/(Payables)</b>
Verra Wellness SRL		875,000	(875,000)
Bio Valley SRL		1,261,175	(1,261,175)
Itagra SA	1,730,799	3,756,055	(2,025,256)
Mollo RE SA	875,000	351,116	523,884
MF Capital SA	4,071,971	1,453,704	2,618,267
Itagra Bio Terra SRL	35,200	469,624	(434,424)
Industrial Cefin SA	1,453,704	-	1,453,704
<b>Total</b>	<b>8,166,674</b>	<b>8,166,674</b>	<b>-</b>

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

**Commercial transactions with Group companies**

Transaction type	Counterparty	Value 2025	Value 2024
Revenue from services rendered	Mollo Re SA	21,920	19,245
Rental income	Mollo Re SA	831,233	805,012
Revenue from the sale of goods	Mollo Re SA	614	-
Revenue from miscellaneous activities	Mollo Re SA	299,174	236,931
Income from shares held in affiliated entities	Mollo Re SA	481,815	173,851
Rental income	Itagra SA	437	437
Revenue from services rendered	Itagra SA	11,090	28,281
Revenue from the sale of goods	Itagra SA	-	-
Revenue from the disposal of assets	Itagra SA	-	-
Revenue from services rendered	Industrial Cefin SA	78,564	78,745
Revenue from the sale of goods	Industrial Cefin SA	2,031	1,487
Revenue from miscellaneous activities	Industrial Cefin SA	349,933	375,851
Income from shares held in affiliated entities	Industrial Cefin SA	288,602	310,993
Revenue from services rendered	Mol Invest SA	1,320	1,320
Rental income	Mol Invest SA	6,969	6,751
Revenue from services rendered	Vera Wellness	10,165	9,261
Rental income	Vera Wellness	199,629	183,677
Revenue from the sale of goods	Vera Wellness	-	3,982
Revenue from miscellaneous activities	Vera Wellness	203,435	162,962

**Loans**

Related parties	Payments 2025	Receipts 2025	Payments 2024	Receipts 2024
Itagra SA	764,740	3,057,551	1,759,051	670,707
Industrial Cefin SA	548,664	184,500	158,500	600,936
Mollo Re SA	69,127	85,327	17,399	17,399
Mol Invest SA	150,089	525,421	495,259	201,035
Itagra Bio Terra LLC	-	-	-	-

**Dividends**

Related Parties	Payments 2025	Receipts 2025	Payments 2024	Receipts 2024
Mollo Re SA	-	232,274	-	173,851
Industrial Cefin SA	-	288,602	-	310,993

**MF Capital Group**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR**  
**ENDED 31 DECEMBER 2025**  
(All amounts are expressed in RON, unless otherwise stated)

**Note 26. SEGMENT INFORMATION**

The reporting segments are determined based on the nature of the company's operations: leasing, agriculture, and other activities.

<b>Revenue from sales</b>	<b>Rental</b>	<b>Agriculture</b>	<b>Other</b>	<b>Total</b>
Revenue from production	13,979,479		1,740,443	21,058,124
Change in inventory	-	(26,182)	-	(26,182)
Change in real estate investments	182,670	-	-	182,670
Other operating income	109,426	2,904,929	-	3,014,354
Raw materials and supplies	(2,641,973)	(3,728,113)	(440,559)	(6,810,645)
Personnel expenses	(2,480,377)	(1,790,975)	(414,585)	(4,685,937)
Depreciation and amortization expenses	(570,506)	(1,227,457)	(215,664)	(2,013,626)
Other operating expenses	(4,448,006)	(2,469,693)	(638,173)	(7,555,872)
Foreign exchange differences (net)	(46,733)	(8,550)	(1,410)	(56,692)
Interest income / (expense) (net)	(1,424,293)	(2,097,391)	-	(3,521,684)
Income/(expenses) from equity investments	484,843	-	-	484,843
<b>Gross profit/(loss)</b>	<b>3,144,531</b>	<b>(3,105,230)</b>	<b>30,052</b>	<b>69,354</b>
Income tax	(335,646)	(42,126)	(5,249)	(383,021)
<b>Net profit (loss) (a)</b>	<b>2,808,885</b>	<b>(3,147,356)</b>	<b>24,803</b>	<b>(313,667)</b>
Check	(1)	0	(388)	(389)
Minority interests	(78,032)	99	(12,614)	(90,547)
<b>Net profit for the period</b>	<b>2,730,854</b>	<b>(3,147,257)</b>	<b>12,188</b>	<b>(404,215)</b>
<b>Assets by segment</b>	<b>224,100,156</b>	<b>55,077,883</b>	<b>805,496</b>	<b>279,983,535</b>
<b>Liabilities by segment</b>	<b>(58,769,396)</b>	<b>(30,641,375)</b>	<b>(90,540)</b>	<b>(89,501,310)</b>

<b>Revenue from sales - December 31, 2025</b>	<b>Rental</b>	<b>Agriculture</b>	<b>Other</b>	<b>Total</b>
Revenue from production	13,324,388	8,694,360	1,986,459	24,005,207
Change in inventories	-	2,350,177	-	2,350,177
Change in real estate investments	25,645	-	-	25,645
Other operating income	14,199,199	2,632,191	-	16,831,390
Raw materials and supplies	(193,966)	(4,939,949)	(249,011)	(5,382,925)
Personnel expenses	(3,204,200)	(2,211,340)	(426,334)	(5,841,874)
Depreciation and amortization expenses	(637,294)	(1,076,410)	(155,422)	(1,869,126)
Other operating expenses	(6,253,005)	(1,923,378)	(553,432)	(8,729,816)
Foreign exchange differences (net)	(565,100)	(414,205)	(2,383)	(981,687)
Interest income / (expense) (net)	(732,097)	(1,773,935)	-	(2,506,032)
<b>Gross profit / (loss)</b>	<b>15,963,656</b>	<b>1,337,511</b>	<b>599,877</b>	<b>17,901,045</b>
<b>Income tax</b>	<b>(2,576,856)</b>	<b>(62,750)</b>	<b>(29,760)</b>	<b>(2,669,366)</b>
<b>Net profit (loss) (a)</b>	<b>13,386,800</b>	<b>1,274,761</b>	<b>570,117</b>	<b>15,231,678</b>
<b>Minority interests</b>	<b>(78,534)</b>	<b>(35)</b>	<b>(78,562)</b>	<b>(157,132)</b>
<b>Net profit (loss) of the parent entity</b>	<b>13,308,266</b>	<b>1,274,726</b>	<b>491,555</b>	<b>15,074,547</b>
<b>Assets by segment</b>	<b>272,127,727</b>	<b>58,456,347</b>	<b>877,337</b>	<b>331,461,411</b>
<b>Liabilities by segment</b>	<b>(65,994,888)</b>	<b>(35,442,369)</b>	<b>(938,192)</b>	<b>102,375,450</b>

All of the Company's assets are located in Romania.

**MF Capital Group**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR  
ENDED 31 DECEMBER 2025  
(All amounts are expressed in RON, unless otherwise stated)

---

**NOTE 27. EARNINGS PER SHARE**

The Group presents both basic earnings per share and diluted earnings per share:

- basic earnings per share are calculated by dividing the net profit attributable to the Group's shareholders by the weighted average number of shares outstanding during the period;
- Diluted earnings per share are calculated based on net income adjusted for dilutive effects.

Earnings per share are adjusted retroactively to the beginning of the first reporting period for the increase in the number of shares resulting from capitalization.

The calculation of earnings per share is presented in the following table:

	<b>12/31/2025</b>	<b>12/31/2024</b>
<b>Net profit attributable to the parent company (A)</b>	15,231,679	-507,835
<b>Number of shares – beginning of the period</b>	<b>3.705.956</b>	<b>3,707,956</b>
Capitalization of premiums/retained earnings	-	-
Shares issued during the period in exchange for cash	-	-
<b>Number of shares – end of period (B)</b>	3.705.956	<b>3,707,956</b>
<b>Average number of common shares during the period (B)</b>	3.705.956	<b>3,707,956</b>
Dilutive shares	-	-
<b>Total average (C)</b>	3.705.956	<b>3,707,956</b>
<b>Earnings per share</b>		
Basic (A/B)	4.11	-0.14
Diluted (A/C)	<b>4.11</b>	<b>-0.14</b>

**Note 28. SUBSEQUENT EVENTS**

There are no subsequent events

**Chief Executive Officer**  
**Mollo Sergio**

**Chief Accountant**  
**Rogojan Maria**

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of,  
**MF Capital SA**

### Opinion

1. We have audited the consolidated financial statements of **MF Capital SA** and its subsidiaries (hereinafter referred to as the "**Group**"), with registered office in Bucharest, sector 2, str. Popa Lazar no. 5-25, identified by the unique fiscal registration code 655, which comprise the consolidated statement of financial position as of 31 December 2025, the consolidated income statement, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year then ended, as well as a summary of significant accounting policies and other explanatory notes.
2. The consolidated financial statements as of 31 December 2025 are identified as follows:
  - Net assets/Total equity: 205,794,540 lei
  - Net result of the financial year – profit/(loss): 15,231,679 lei
3. In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of 31 December 2025, as well as its consolidated financial performance and its consolidated cash flows for the financial year then ended, in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations in accordance with International Financial Reporting Standards ("OMFP 2844/2016").

### Basis for opinion

4. We conducted our audit in accordance with International Standards on Auditing ("ISA"), EU Regulation no. 537 of the European Parliament and of the Council (the "Regulation") and Law no. 162/2017 (the "Law"). Our responsibilities under these standards are further described in the "Auditor's Responsibilities for an Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA Code), in accordance with the ethical requirements that are relevant to the audit of financial statements in Romania, including the Regulation and the Law, and we have fulfilled our ethical responsibilities in accordance with those requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial

statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these key matters. We considered the following to be key matters:

**Audit Key Aspect**

**How to approach the key aspect**

*Real estate investment valuation*

The Group holds a real estate investment portfolio representing 76% of the Group's total assets as of 31 December 2025.

We consider the valuation of real estate investments a key audit matter given the significant level of their value as well as the importance of the judgments/ assumptions/ estimations involved in a valuation process for such investments.

Our audit procedures included, among others:

- Understanding the Group's internal processes for valuing real estate investments;
- Reasonableness analysis of real estate investment valuation reports carried out by external/independent experts of the Group (assumptions/ results/ methodology);
- Reconciliation of fair values according to valuation reports with the values recorded in the financial statements.

**Other information**

6. Other information includes the Consolidated Directors' Report and the Remuneration Report but does not include the consolidated financial statements and the auditor's report thereon. The Directors are responsible for the preparation and presentation of this other information.
7. Our opinion on the consolidated financial statements does not cover this other information and, unless explicitly stated in our report, we do not express any assurance conclusion thereon.
8. In connection with our audit of the consolidated financial statements for the year ended 31 December 2025, our responsibility is to read this other information and, in doing so, consider whether it is materially inconsistent with the consolidated financial statements or with our knowledge obtained in the audit, or appears to be materially misstated.
9. Regarding the Consolidated Report of the Administrators, we have read and report whether it has been prepared, in all material respects, in accordance with the information provided in points 15-19 and 26-27 of OMFP 2844/2016.
10. Regarding the Remuneration Report, we have read and report whether it was prepared, in all material respects, in accordance with the provisions of Law no. 24/2017, article 107.
11. Based solely on the activities that must be performed during the audit of the financial statements, in our opinion:

- a) The information presented in the Consolidated Report of the Administrators for the financial year for which the consolidated financial statements were prepared is consistent, in all material respects, with the consolidated financial statements;
- b) The consolidated report of the administrators was prepared, in all material aspects, in accordance with the information provided in points 15-19 and 26-27 of OMFP 2844/2016;
- c) The remuneration report identified above includes, in all material respects, the information provided for by article 107 of Law no. 24/2017 on issuers of financial instruments and market operations.

In addition, based on our knowledge and understanding of the Group and its environment, obtained in the course of our audit of the consolidated financial statements for the financial year ended 31 December 2025, we are required to report whether we have identified any material misstatements in the Consolidated Directors' Report. We have nothing to report in this regard.

#### **Responsibilities of management and those charged with governance for the consolidated financial statements**

12. The Group's management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with OMFP no. 2844/2016 and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.
13. In and in preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
14. Those charged with governance are responsible for overseeing the Group's financial reporting process.

#### **Auditor's responsibilities in an audit of consolidated financial statements**

15. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

16. As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, and the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
  - Evaluate the appropriateness of the accounting policies used and the reasonableness of the accounting estimates and related disclosures made by the Management.
  - Conclude on the appropriateness of the Management's use of the going concern basis of accounting and determine, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
  - We evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and the extent to which the consolidated financial statements reflect the underlying transactions and events in a manner that achieves fair presentation.
17. We communicate with those charged with governance, among other things, the planned scope and timing of the audit, as well as key audit findings, including any significant deficiencies in internal control, that we identify during the audit.
18. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and that we have communicated to them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.
19. From the matters we have communicated with those charged with governance, we determine those matters that were of most significance in our audit of the consolidated financial statements of the current period and are therefore key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure of the matter or, in extremely rare circumstances, we determine that a matter should not

be communicated in our report because the public interest benefits of doing so are reasonably expected to outweigh the adverse consequences of such communication.

#### Report on other legal and regulatory provisions

20. We were appointed by the General Meeting of Shareholders by resolution no. 7 of 25 April 2025 to audit the consolidated financial statements of the Group for the following financial years: the one ended on 31 December 2025 and 31 December 2026. The total uninterrupted duration of our engagement is 2 years, covering the financial years ended on 31 December 2025 and 31 December 2026.

21. We confirm that:

- Our audit opinion is consistent with the additional report presented to the Board of Directors of the Company, which we issued on the same date as this report. Also, in conducting our audit, we maintained our independence from the audited entity.
- We did not provide the Company with prohibited non-audit services, referred to in Article 5(1) of EU Regulation no. 537/2014.

#### Report on compliance with Commission Delegated Regulation (EU) 2018/815 ("Regulatory Technical Standard on the Single European Electronic Reporting Format" or "ESEF")

22. We have performed a reasonable assurance engagement on the compliance of the consolidated financial statements of MF Capital SA and its subsidiaries (the "Group") included in the annual financial report presented in the digital file identified by code 254900PK68PSKOBZ0U55-2025-12-31-1-en (the "digital file") with Commission Delegated Regulation (EU) 2018/815 on the Single European Electronic Reporting Format ("ESEF Regulation").

#### Responsibilities of management and those charged with governance for digital files prepared in accordance with ESEF

23. The Group's Management is responsible for the preparation of digital files in accordance with ESEF. This responsibility includes:

- designing, implementing and maintaining internal control relevant to the application of ESEF;
- selecting and applying appropriate iXBRL markup;
- ensuring compliance between digital files and consolidated financial statements that will be published in accordance with OMFP 2844/2016 with subsequent amendments.

#### Auditor responsibilities

24. Our responsibility is to express a conclusion on the extent to which the consolidated financial statements included in the annual financial report comply, in all material respects, with the ESEF, based on the evidence obtained. Our audit was conducted in accordance with the applicable International Standard on Assurance Engagements 3000 on "Assurance

Engagements Other than Audits or Reviews of Historical Financial Information” (“ISAE 3000”).

25. A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with the ESEF. The nature, timing and extent of the procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the ESEF, whether due to fraud or error. A reasonable assurance engagement includes:
- Obtaining an understanding of the process of preparing digital files in accordance with ESEF and relevant internal controls;
  - Reconciliation of the consolidated financial statements in ESEF format with the audited financial statements of the Company which will be published in accordance with Order No. 2844/2016 with subsequent amendments;
  - Assessing whether the consolidated financial statements included in the annual financial report are prepared in a valid XHTML format;
  - Assessment of compliance with the requirements regarding the marking of information defined by the ESEF Regulation.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

### Conclusion

26. In our opinion, the electronic format of the Group’s consolidated financial statements for the financial year ended 31 December 2025 included in the annual financial report and presented in the digital file is prepared, in all material respects, in accordance with the ESEF Regulation.

Bucharest, 28 April 2026

**For signature, please refer to the  
original Romanian version**

Christodoulos Seferis  
Registered in the Public Electronic Register ASPAAS under no. AF1585

On behalf of **TGS Romania Assurance and Advisory Business Services SRL**  
Registered in the Public Electronic Register ASPAAS under no. FA91