

PROMATERIS

ANNUAL REPORT

INDIVIDUAL

2025

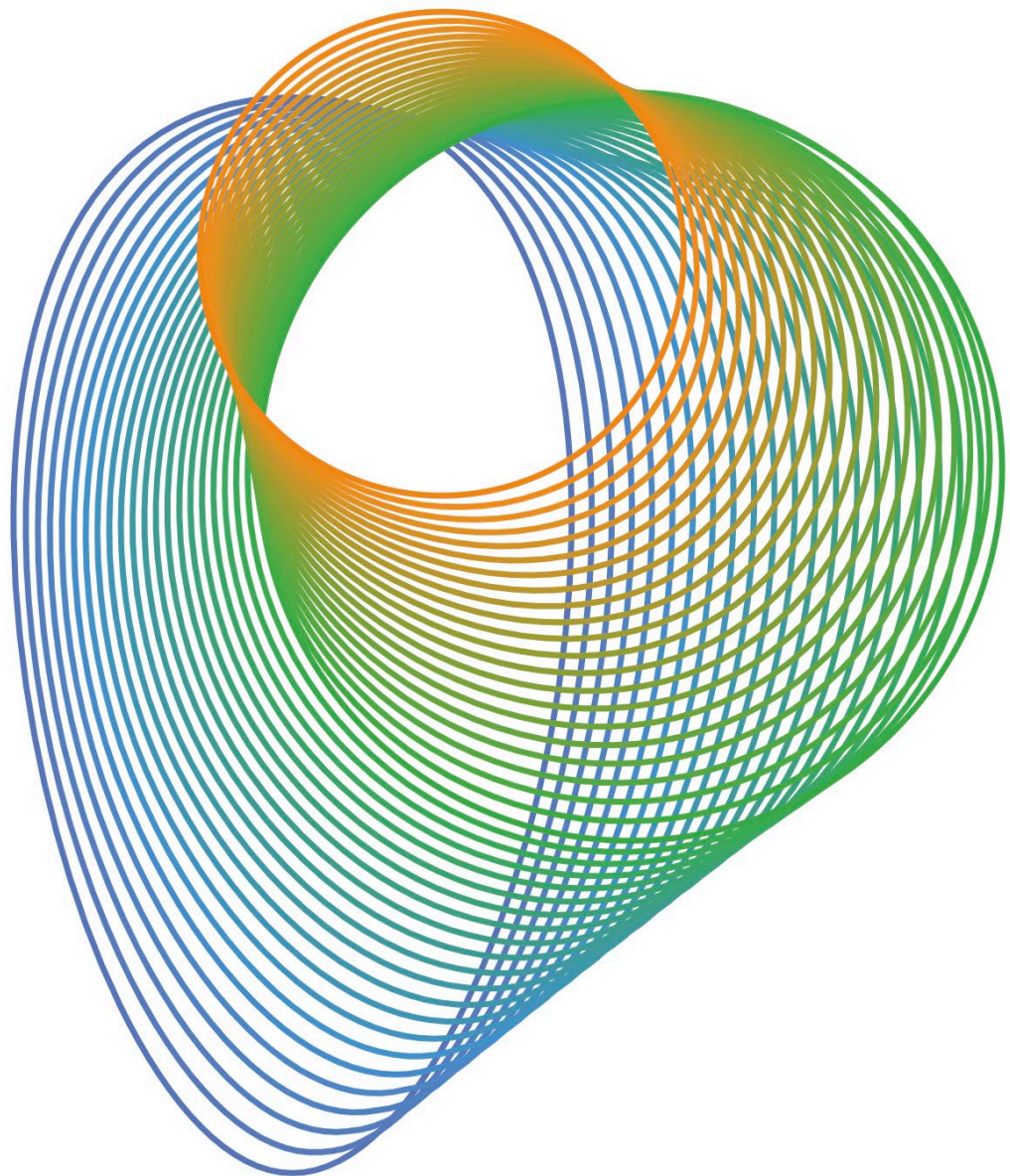


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INFORMATION ABOUT THE ISSUER

INFORMATION ABOUT THIS FINANCIAL REPORT

Report type	Annual Report
Conformable	Annex 15 to ASF Regulation 5/2018
For the financial year	01.01.2025 – 31.12.2025
Report publication date	06.05.2026

INFORMATION ABOUT THE ISSUER

Name	PROMATERIS SA
Tax code	RO108
Registration number Trade Register	J23/835/2018
Registered office	1 Bucharest-Târgoviște Road, Buftea, Ilfov

INFORMATION ABOUT SECURITIES

Subscribed and paid-up capital	2,869,749.90 lei
The market where securities are traded	Bucharest Stock Exchange, Main Segment, Standard Category
Total number of shares	28,697,499 shares
Symbol	PPL

CONTACT DETAILS FOR INVESTORS

Phone number	+40 786 083 603
E-mail	shares@promateris.com
Website	www.promateris.com



DESCRIPTION OF THE ISSUER'S ACTIVITY

Promateris Group is the regional market leader in the production and distribution segment of packaging with a low carbon footprint and a player with over 60 years of experience in technical compound industry.

Promateris was founded in 1957 under the name of the Intreprinderea de Mase Plastice Bucuresti. Since 1990, it has operated as a joint-stock company named "PRODPLAST" SA based on Government Decision no. 1200 / 12.11.1990, in accordance with the provisions of Law no. 31/1990 for commercial companies, republished with subsequent amendments and supplements. In 2020, Prodplast became **Promateris** , following an extensive rebranding project.

Starting with 2017, Promateris group adopted a new model of business, heading to production of sustainable alternate solutions to single-use plastic products, thus becoming a **leader in product innovation** . In the same year, **Biodeck** company was founded , where Promateris is the majority shareholder, a company specialized in the distribution of **sustainable packaging and solutions for the circular economy**. Thus, the group Promateris has embarked on an ambitious accelerated growth plan, replacing a business model, plastic based and commoditized, with one based on product innovation, R&D and the development of high-value added products.

Promateris has a **portfolio of products with reduced carbon footprint** and a sustainability strategy aligned with the principles of the European Green Deal. The company's products are aligned with legislation and directives of the European Union that have the scope to reduce the use of single-use plastic.

Investments in state-of-the-art equipment, in the R&D department and special attention that Promateris shows towards the quality of its products, have transformed the company into a preferred supplier of the retail segment in Central and Eastern Europe. Clients portfolio includes the retail market leaders from Romania, Moldova, Greece, Bulgaria, Serbia, etc. In recent years, Promateris has developed international partnerships with renowned research centers in Europe, with top manufacturers in the sustainable packaging industry, but also with manufacturers of equipment specialized in the pursuit of innovative solutions, with reduced carbon footprint. These partnerships position Promateris among the companies with the most developed portfolios of biodegradable and compostable packaging products.

Promateris operates 2 business divisions:

- Biodegradable and compostable packaging (Bioplastics) - intended for the retail segment, traditional trade or industrial manufacturers
- Bio-Compounds and recycling - intended for other types of industrial producers

MANAGEMENT STRUCTURES

The Promateris SA company is managed in a unitary system by a Board of Directors elected by the General Meeting of Shareholders, by secret vote.

Its composition starting 04.10.2023 is as follows:

Matei Dimitriu, representative of Circular Solutions SRL

THE PRESIDENT of the BOARD of DIRECTORS



A graduate of the Faculty of Automatic Control and Computers at the Polytechnic University of Bucharest, Mr. Matei Dimitriu is a member of the Board of Directors of Promateris since 2007. It is President of the Board of Directors starting with year 2010. It is Chairman of the Board of Directors and General Manager of Nord SA and member of the Romanian Businessmen Association.

Date since it holds position: June 2010 – PRESENT.

Current mandate has a duration of three years.

Andrei-Mihai Pogonaru

member of the BOARD of DIRECTORS



Andrei-Mihai Pogonaru is a founding member of Central European Financial Services SA. He has transformed a family business into a regional PE asset manager for two funds. He is the head of portfolio companies, including a 65,000 sq m shopping mall located in the center of Bucharest. He is a board member of several companies, including YPO, Ashoka, United Way and Hospice and is a member of the Aspen Institute. Mr. Pogonaru holds bachelor's degrees and master's degree in mathematics from the University of Cambridge, Trinity College.

Date since it holds position: OCTOBER 2020 – PRESENT. Current mandate has a duration of three years.

Karina Pavál

member of the BOARD of DIRECTORS



Karina Pavál is the Vice President of Pavál Holding, the investment vehicle of the Pavál family. The holding owns Dedeman, the largest DIY retail chain in Romania, as well as investments in multiple listed companies and sectors in retail, manufacturing, real estate, private equity and agriculture. Karina is responsible for managing investments throughout the transaction chain from origination to execution. Karina is also a board member of other companies such as Cemacon, private equity funds (Equiliant and Roca), but also non-profit organizations such as Endeavor. Karina holds a BA from Queen Mary University of London and an MPhil in Finance and Real Estate from the University of Cambridge.

Date since it holds position: OCTOBER 2023 – PRESENT. Current mandate has a duration of three years.

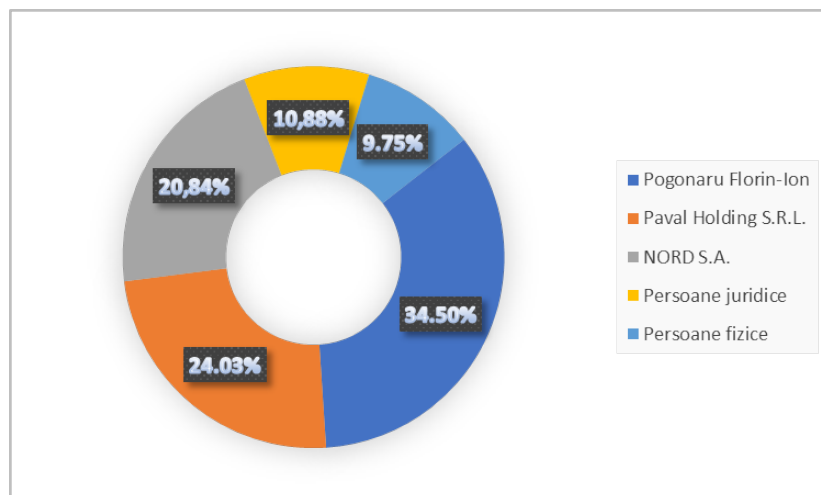
The position of General Manager was assigned by the Board of Directors to Mr. Tudor Alexandru Georgescu. Deputy General Manager is Ms. Maria Desmirean, Economic Manager Mr. Luca Gheorghe and BIO Production Manager Ms. Miu Florentina.

None of the persons holding positions as members of the Board of Directors or the Executive Team have been involved in the last 5 years in litigation or administrative procedures related to their activity within Promateris SA.

Shareholders structure

Promateris SA is a joint stock company incorporated in accordance with the laws of Romania. Promateris is a company listed on the Bucharest Stock Exchange under the stock symbol PPL. The share capital of Promateris as of December 31, 2025 was 2,869,749.90 lei, divided into 28,697,499 shares with a nominal value of 0.1 lei per share.

The shareholding structure as of December 31, 2025 is presented below:



PROMATERIS ON THE BUCHAREST STOCK EXCHANGE

Since August 1997, the shares issued by SCPromateris SA are traded on the BVB regulated market, STANDARD category, symbol PPL. Securities issued by the company are not traded on markets in other countries.

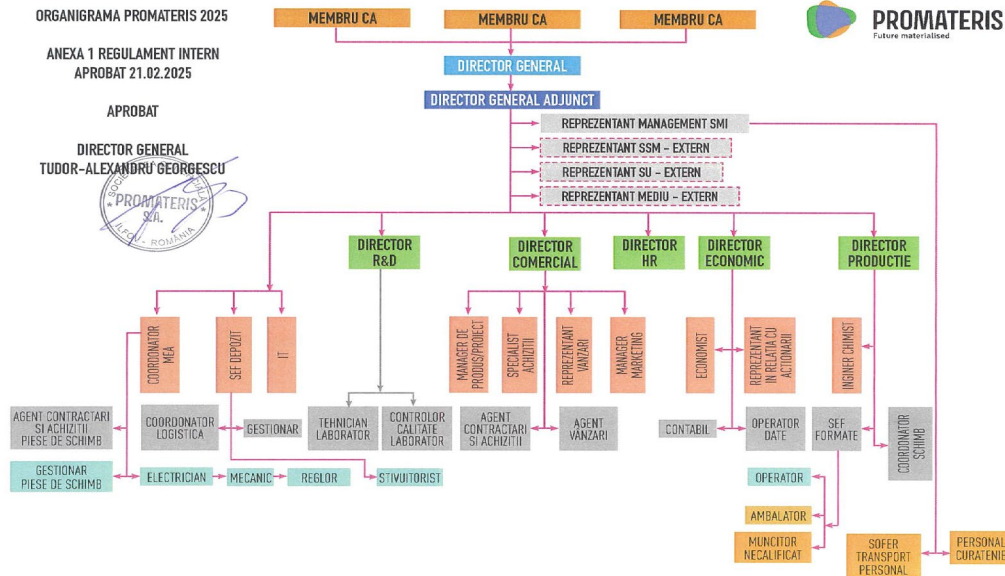
During 2025, 74,854 PPL shares were traded, and the price of PPL shares ranged from a low of 5.2 lei per share on 05/15/2025 and 05/20/2025, to a high of 7.2 lei per share on 09/09/2025. The closing price on the last trading day, 12/30/2025, was 6.55 lei per share.

Promateris complies with the legal provisions in force regarding transparency and the continuous provision of information to shareholders and investors on the capital market. During 2025, the financial communication calendar was respected and the legal reports were submitted to the capital market bodies, the Financial Supervisory Authority - Financial Instruments and Investments Sector and the Bucharest Stock Exchange.



EMPLOYEES

Organizational chart



Promateris:

On 31.12.2025, the total number of employees at Promateris SA was 126 employees, of which:

- 36 skilled workers,
- 22 employees with higher education,
- 21 foremen and technicians,
- 47 employees with secondary education and other qualifications.

During 2025, 38 employees left:

- through retirement 1 person,
- expiration of employment contract probation period 5 people,
- following the expiration of the fixed-term contract 2 people,
- by agreement of the parties 14 people
- resignation of 14 people
- dismissal of 2 people
- 35 people were hired.

	2025
average annual number of employees	123.25
number of employees at the beginning of the year	131
number of employees at the end of the year	126
of which:	
- skilled workers	36
- staff with higher education	22
- foremen and technicians	21
- staff with secondary education and other qualifications	47

The professional training of employees was carried out through various training and advanced training courses, namely: training and authorization of electricians, forklift operators, quality auditors, courses on financial and accounting topics,

Within Promateris SA, there are no organized unions and there have been no conflict situations to date.

The relations between members of the executive management and employees aim to promote and apply fair labor principles, which allow the company to carry out its activities under good conditions, and, on this basis, to ensure social protection for employees, as well as to avoid collective labor conflicts.

ON THE ENVIRONMENT

Promateris SA carries out its production activity based on Environmental Authorization No. 257/15.05.2013 issued by the Ministry of Environment and Climate Change, Bucharest Environmental Protection Agency.

Promateris aims to intensify its concerns regarding keeping environmental aspects associated with its activities under control to ensure compliance with legal requirements by:

- increasing the volume of manufacturing products from biodegradable materials, a measure with a direct impact on environmental protection;
- increasing sales of goods made from biodegradable materials;
- minimizing the quantities of waste generated and managing them safely when their occurrence cannot be avoided;
- reducing emissions of pollutants into the atmosphere;
- reducing the consumption of natural resources by reusing recycled materials, both from our own production and through purchases from outside the company.

KEY EVENTS 2025

Transactions of the type listed in art. 108 of Law no. 24/2017

30.01.2025 The company published the independent auditor's report on transactions concluded with affiliated parties in the second semester of 2024.

Publication of Preliminary Financial Report 2024

28.02.2025 - PROMATERIS SA published the Preliminary Financial Statements for 2024, unaudited.



Publication of Semi-Annual Report for Q1 2025

15.05.2025 PROMATERIS SA published the Administrators' Report for Q1 2025 and the Individual and Consolidated Financial Statements as of 30.03.2025.

Ordinary General Meeting of Shareholders of 29.04.2025

29.04.2025 - Following the votes of 96.09% of the total voting rights, with the unanimity of the shareholders present or who voted by correspondence, the shareholders of the Company adopted a number of decisions, including:

- Approval of the individual and consolidated financial statements for 2024, approval of the Reports of the Board of Directors for 2024, approval of the income and expenditure budget and the activity plan for 2025, distribution of the result of the 2024 financial year;
- Election of BDO AUDIT SRL as auditor of the Company's financial statements, for the year 2025, for a 3-year term and empowerment of the Board of Directors to establish the contractual conditions for the exercise of the financial audit.

Auditor's report, according to art. 108 of Law no. 24/2017, for H1 2025

31.07.2025 PROMATERIS SA published the Independent Auditor's Report on the analysis of transactions reported for the first semester of 2025, according to art. 108 of Law no. 24/2017.

Publication of Semi-Annual Report for H1 2025

29.08.2025 PROMATERIS SA published the Administrators' Report for H1 2025 and the individual and consolidated financial statements as of 30.06.2025.

Publication of Semi-Annual Report for Q3 2025

17.11.2025 PROMATERIS SA published the Directors' Report for Q3 2025 and the individual and consolidated financial statements as of 30.09.2025.

Extraordinary General Meeting of Shareholders of 11.12.2025

11.12.2025 - Following the votes of 70.34% of the total voting rights, with the unanimity of the shareholders present or who voted by correspondence, the Company's shareholders adopted a number of resolutions, including:

- Approval of the ratification of the Credit Agreements, the addenda thereto and the guarantees established in connection with these credit agreements, concluded by Mr. Tudor Alexandru Georgescu, General Manager of the Company, with the approval of the Board of Directors, in the name and on behalf of the Company, during 2024 and until the date of this decision, pursuant to the rights and powers granted to him according to the provisions of the Decision of the Extraordinary General Meeting of Shareholders of the Company dated 04.10.2023, with the banks ING Bank NV, Unicredit Bank SA, CEC Bank SA
- Approval of the authorization of Mr. Tudor Alexandru Georgescu, General Manager of the Company, to represent the Company, in order to contract loans whose cumulative value will not exceed the amount of 20 million EURO, equivalent in RON, starting with 15.12.2025 and until 31.12.2027, in order to finance the Company for activities such as, but not limited to: co-financing projects from funds,



reimbursable or non-reimbursable, national, European or international, state aid, etc., development of investment projects of the company, necessary working capital, resizing or refinancing of existing credit contracts, as well as, as the case may be, the acquisition, alienation, exchange or provision of certain assets of the Company as collateral for these (including real estate assets and/or equipment), with the approval of the Board of Directors for each distinct operation

- Approval of the mandate of Mr. Tudor Georgescu, General Manager, as representative of Promateris SA in the Promateris Recycling SA AGM, with the mandate to vote for the dissolution of Promateris Recycling SA pursuant to art. 235 and art. 237 paragraph 1 of the Companies Law and discretionary on the remaining items on the agenda, as well as to act, individually, in the name and on behalf of the Company, to conclude and/or sign on behalf of the Company any necessary document and to carry out all legal formalities for the registration, publicity, enforceability, execution and publication of the decisions adopted in any Promateris Recycling SA AGM, as well as for any other public or private entities, as may be necessary, useful or advisable in this regard, to finalize the dissolution of Promateris Recycling SA.

- Approval of the mandate of Mr. Tudor Georgescu, General Manager, as representative of Promateris SA in the Promateris Packaging SA AGM, with the mandate to vote for the dissolution of Promateris Packaging SA pursuant to art. 235 and art. 237 paragraph 1 of the Companies Law and discretionary on the remaining items on the agenda, as well as to act, individually, in the name and on behalf of the Company, to conclude and/or sign on behalf of the Company any necessary document and to carry out all legal formalities for the registration, publicity, enforceability, execution and publication of the decisions adopted in any Promateris Packaging SA AGM, as well as for any other public or private entities, as may be necessary, useful or advisable in this regard, to finalize the dissolution of Promateris Packaging SA.

Transactions according to art. 108 of Law no. 24/2017

30.12.2025 PROMATERIS SA informs shareholders and investors regarding the extension of the Loan Agreement with the shareholder Floreasca Development until 31.12.2026.

Auditor's report, according to art. 108 of Law no. 24/2017, for H2 2025

30.01.2026 PROMATERIS SA published the Independent Auditor's Report on the analysis of transactions reported for the second semester of 2025, according to art. 108 of Law no. 24/2017.

LITIGATIONS

The company has no significant litigation.

COMPANY DIGITIZATION

In 2025, Promateris continued the implementation of an ERP specialized for the packaging industry.

CERTIFICATIONS

Promateris attaches great importance to top management practices, the safety of our employees, the environment, but also the quality of the products we produce in our factory in Buftea. The product certifications held by Promateris are certified by TUV Austria and attest to the biodegradability and compostability of our products. Promateris operates based on the best practices in the industry and has obtained/renewed the following certifications: Food Safety System Certifications 22000, ISO 9001 (Quality Management System), ISO 14001 (Environmental Management Systems), ISO 45001 (Occupational Health & Safety).



PROMATERIS' BUSINESS MODEL

DIVISIONS

Promateris operates 2 business divisions

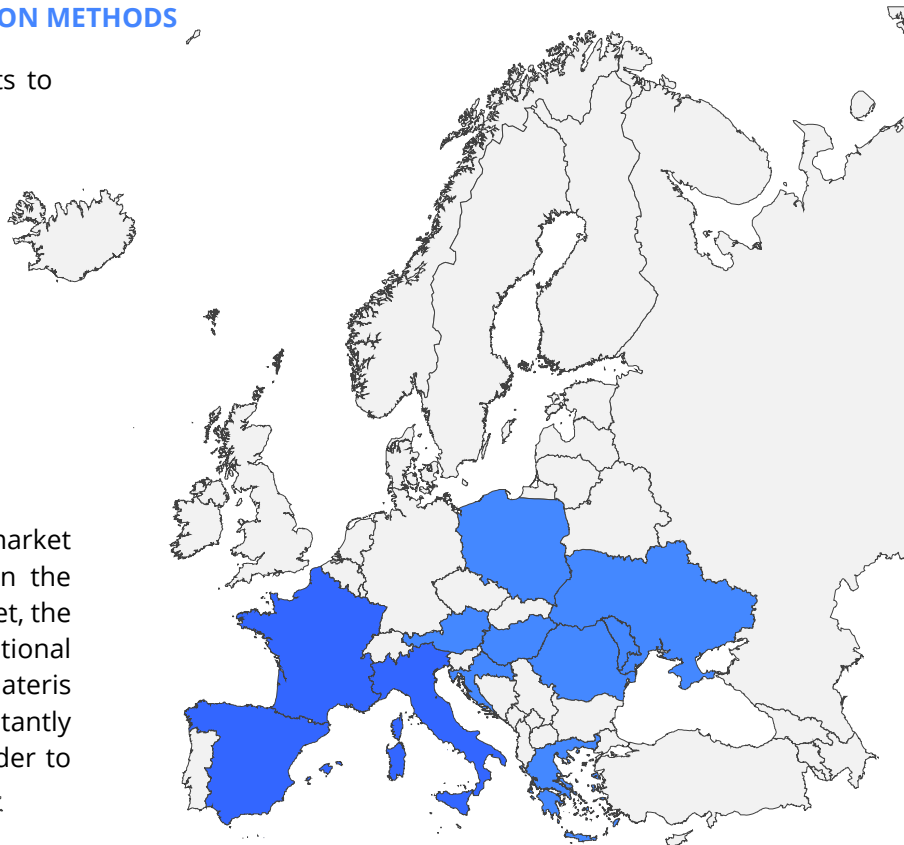
- Biodegradable and compostable packaging (Bioplastics) - intended for the retail segment, traditional trade or manufacturers
- Bio-technical compounds (Biocompounds) – intended for internal use through vertical integration but also for sale to other biodegradable packaging manufacturers in markets where we do not compete directly with the products from the Bioplastics division. This division also includes the recycling part.

MAIN SALES MARKETS AND DISTRIBUTION METHODS

Promateris currently delivers its products to customers in the following markets:

- Romania
- France
- Spain
- Italy
- Poland
- Hungary
- Ukraine
- Austria
- Greece

The sales volume on the Romanian market represents 46% of the turnover, and on the foreign market 54%. On the foreign market, the company maintains contact with traditional customers, who know and promote Promateris products. At the same time, it is constantly working to identify new customers in order to increase export sales.



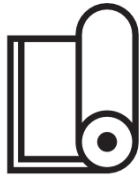
Promateris clients generally fall into one of the following three categories:

- **Modern retail chains:** DIY retailers, distributors and modern retail chains
- **Manufacturers:** important international names in the manufacturing industry: packaging, agriculture, cable manufacturers, etc.
- **The end consumer:** with a view to a more sustainable approach to consumption patterns in terms of food waste and waste management, the Group offers a wide range of products that are designed to deliver both environmental and functional performance.



MAIN PRODUCTS MADE

COMPOSTABLE PACKAGING



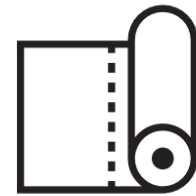
Biodegradable and compostable single and double layer film



Biodegradable and compostable tubular film



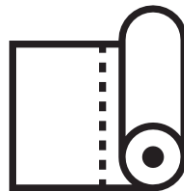
Fruit and vegetable shopping bag roll



Roll of bags



Shopping bags (t-shirt type) with removable ties.
Bulk shopping bags



Cleaning bags

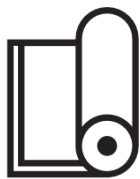


Compostable mulch film



Compostable construction foil

RECYCLED PLASTIC PACKAGING



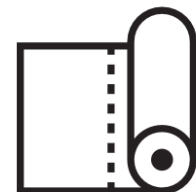
Single/double layer recycled plastic film



Recycled plastic tubular film



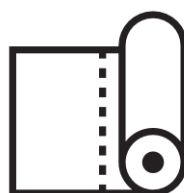
Fruit and vegetable shopping bag roll



Roll of bags



Shopping bags (t-shirt type) with removable ties.
Bulk shopping bags



Cleaning bags



Compostable mulch film

Promateris also produces bio granules through its BioCompounds division:



R&D

Promateris' research and development department focuses on finding sustainable solutions for:

- pollution with single-use plastic;
- waste management and recovery solutions for biodegradable and organic waste ;
- improving production efficiency (zero waste);
- new product recipes.

COMPETITIVE SITUATION

The main competitors are:

- for processed bioplastics: Avantpack, Flexopack, Ceplast
- for processed bio compounds: Novamont, Biotec, Nurel

SUPPLIERS

The main objectives of the supply activity were:

- reducing acquisition costs, implicitly reducing production costs;
- identifying new suppliers;
- ensuring the necessary raw materials and materials, spare parts and goods according to the inventory policy;
- obtaining the best contracting conditions (quality / price / market conditions).

The supply is made from a large number of evaluated and accepted suppliers. To ensure the safety of the production process, orders for all raw materials, basic materials and goods have been constantly

issued to 2-3 suppliers. Also, for most products there is a backup supplier that can be called upon in case of emergency.

The activity of purchasing raw materials and materials necessary for production and goods intended for resale was carried out by capitalizing on both domestic and foreign market sources.

In the activity of purchasing raw materials, materials and goods from suppliers, there is a constant concern in selecting, comparing, negotiating and capitalizing on the most advantageous offers for companies. Important actions carried out by their management were represented by the optimal sizing of orders to suppliers in order to avoid the formation of idle stocks.

Promateris has over 50 constant suppliers, of which over 30 suppliers are local and over 20 suppliers are international.

FINANCIAL ANALYSIS

MAIN RESULTS OF THE EVALUATION OF INDIVIDUAL ACTIVITY

	2025 – amounts in lei
a) net result	1,790,537
b) net turnover	122,766,420
c) exports + intra-community deliveries	66,141,112
d) total income	122,383,954
e) total expenses	119,630,338
f) % of market share held	No available data
g) available at the end of the year	3,033,269

EVOLUTION OF INDIVIDUAL SALES

a) Description of sales evolution on the domestic and/or foreign market

In 2025, the company recorded a significant improvement in operational performance and profitability compared to 2024, mainly supported by an increase in sales revenue of approximately 23.5%, up to 122.8 million lei. Financial expenses, largely due to the increase in activity volume and investments made, eroded the company's profitability.

b) Customers with a turnover share of over 10%

PROMATERIS SA clients in 2025 whose share of turnover in 2025 exceeded 10% are:

1. BIODECK SA, Romania - Value of contracts during 2025: RON 39,615,891, excluding VAT;
2. SAS, France - Value of contracts during 2025: RON 18,577,839, excluding VAT;

MAIN OPERATIONAL INDICATORS

indicator	Value	Condition
Solvency indicator	52%	$\geq 50\%$
Debt ratio	2.59	≤ 3.50
Debt service	1.76	≥ 1.20

ACQUISITIONS AND DISPOSALS OF ASSETS

In 2025, Promateris, in support of its accelerated growth plan, acquired and put into operation several extrusion production equipment, equipment for the production and printing of biodegradable films, bags and sacks.

Society hold in property Lands in the following locations :

- In Belciugatele commune, Calarasi county, with an area of 91,242 m², in exclusive ownership, according to the Sale-Purchase Contracts authenticated at the notary under no. 4437/22.06.2007 and 5348/03.08.2007 and attached with the Act no. 7694/31.10.2007. The land is tabulated in the land register as urban, industrial land, the company analyzing what is the optimal opportunity for capitalization, currently being registered as real estate investments.
- In Crevedia, Dâmbovița County, Lot 1, Lot 2 and Lot 3 (119,808 m²), acquired in 2020 and 2021, listed in the land register, within the built-up area. On 31.12.2025, Promateris reclassified them from the Land category to the Investment property category, in accordance with IAS 40 "Investment property". For these lands, management does not have a defined plan as of the date of these financial statements. Investment property is valued at fair value, the related revaluation difference accumulated until 31.12.2025 will remain presented in the revaluation reserve account.
- In Buftea, Ilfov, with an initial area of 34,993 m², acquired in October 2016 under the Sale and Purchase Agreement no. 3792 and is registered in the Land Registry as urban land, industrial. On this land, the company owns production/storage buildings and offices, the production capacities being composed of:
 - BioCompounds Division: bio compound granule manufacturing lines
 - BioPlastics Division: film extrusion lines, printing machines, film welding machines and coextruded film production plant, which are used to make products from bioplastic materials, some of which can also be used to make polyethylene products.

The loss of 1,275,856 lei from the disposal of tangible assets, for the land in Buftea, was made due to the expropriation by the Expropriator: the Romanian State through the Ministry of Transport and Infrastructure / CNAIR SA based on: Expropriation Decisions: no. 873/10.05.2021 (HG 37/2021 + rectifications) and no. 181/21.02.2025 (HG 1630/2024) for the Project: "Bucharest Ring Road", North Ring Road Sector km 0+000 – km 52+770, land located in Buftea, Ilfov, Bucharest-Târgoviște Road no. 1, T46, P394/394/2. The total expropriated area is 7,672 sq m for which compensation was established in the amount of 442,412 lei. On 31.12.2025, the 7,672 sq m were evaluated at fair value in the amount of 1,735,058 lei. The revaluation reserve related to this asset was transferred to retained earnings representing the surplus realized from revaluation reserves.

TANGIBLE ASSETS OF THE ISSUER

Tangible assets put into operation during 2025 represent production equipment.

Tangible assets include assets purchased through non-refundable subsidies and used in current activity.

There are no issues regarding ownership of the company's tangible assets.

DIVIDEND POLICY

In the last 5 years no dividends were distributed, net profits were directed as own financing sources for investments and, considering that a loss was recorded in 2023, future profits will primarily aim to cover the loss, then towards own financing sources.

PROFIT AND LOSS ACCOUNT

PROFIT AND LOSS ACCOUNT, lei	Year ended 31.12.2025	Year ended 31.12.2024
Sales revenue	122,766,420	99,392,191
Other operating income*	289,073	230,452
Income from fair value measurement of real estate investments	350,348	-
Profit/(loss) from the disposal of tangible assets*	(1,275,856)	673,543
Variation in stocks of finished products and work in progress	(2,586,274)	1,656,915
Revenues from the production of tangible and intangible assets	1,691,279	180,649
Expenses for raw materials, supplies and goods	(64,916,044)	(55,307,407)
Energy and water expenses	(6,731,872)	(4,567,969)
Personnel expenses	(16,606,783)	(16,229,228)
Expenses for adjustments for depreciation and amortization*	(13,395,033)	(12,600,405)
Expenses for adjustments for depreciation of financial assets and current assets	(335,429)	77,946
External service expenses	(10,210,383)	(9,174,981)
Other operating expenses	(1,128,735)	(1,049,547)
Operating profit/loss	7,910,711	3,282,159
Financial income	1,148,964	1,844,504
Financial expenses	(6,306,059)	(4,834,857)
Result before tax	2,753,616	291,806
Income tax	(963,079)	539,345
Net result for the period	1,790,537	831,151
Other elements of the overall result		
Profit/(loss) related to the revaluation of tangible assets (net)	3,681,422	-
Total overall result	5,471,959	831,151
Basic earnings per share (lei/share)	0.0624	0.0290
Diluted earnings per share (lei/share)	0.0624	0.0290

BALANCE SHEET

BALANCE SHEET, lei	12/31/2025	12/31/2024
Assets		
Fixed assets		
Tangible fixed assets*	102,988,714	109,009,447
Real estate investments*	14,762,355	7,716,172
Intangible assets	1,883,386	1,408,970
Investments in capital instruments	1,592,569	2,381,591
Other fixed assets	45,901	27,502
Fixed assets – total	121,272,925	120,543,682
Current assets		
Stocks	32,885,571	27,196,703
Trade receivables	17,482,575	18,006,023
Other receivables	5,432,890	1,342,204
Cash and cash equivalents	3,033,269	751,674
Other assets	252,341	182,630
Current assets – total	59,077,646	47,479,234
TOTAL ASSETS	180,350,571	168,022,916
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	2,869,750	2,869,750
Issue premiums	129,728	129,728
Revaluation reserves	18,183,591	16,166,308
Other reservations	574,022	574,022
Retained earnings	71,497,156	68,042,480
Equity – total	93,254,247	87,782,288
Long-term debts		
Debts to banking institutions and other creditors	10,528,089	16,971,798
Deferred income tax	2,830,833	2,310,777
Lease liabilities	20,000	103,844
Investment subsidies	5,077,864	6,180,153
Total long-term debt	18,456,786	25,566,572
Short-term debts		
Debts to banking institutions and other creditors	50,920,573	41,002,588
Trade debts	14,204,799	10,589,872
Liabilities related to customer contracts	281,458	47,698
Current income tax	173,466	0
Lease liabilities	81,014	170,397
Other current liabilities	1,875,939	1,761,212
Investment subsidies	1,102,289	1,102,289
Short-term liabilities – total	68,639,538	54,674,056
Total debts	87,096,324	80,240,628
TOTAL EQUITY AND LIABILITIES	180,350,571	168,022,916



CASH FLOW

	Year 2025	Year 2024
Net cash from operating activities	15,537,583	6,758,925
Net cash from investing activities	(-12,229,932)	(1,912,759)
Net cash from financing activities	(-1,026,056)	(-7,253,339)
Net increase in cash and cash equivalents	2,281,595	(-2,407,174)
Cash and cash equivalents at the beginning of the period	751,674	3,158,848
Cash and cash equivalents at the end of the period	3,033,269	751,674

Board of Directors,

Matei Dimitriu, representative of Circular Solutions SRL

President

MANAGEMENT STATEMENT

In accordance with the best information available, we confirm that the individual financial statements for year 2025, prepared in accordance with International Financial Reporting Standards, offer a true and fair view of the assets, liabilities, financial position and the profit and loss account of Promateris, as required by the applicable accounting standards. We also confirm that the statement of operating performance and the information presented in this report provides a correct and realistic picture of the main events that took place during 2025 and their impact on individual financial statements. We mention that the individual financial statements for 2025 are audited.

General manager,

Tudor Alexandru Georgescu

Declaratia Aplici sau Explici (DAE) Numele Societatii: Promateris SA

Sectiune	Principiu	Nr Prev	Prevedere (detaliata)	Da	Partial	Nu	Explicatie (text si link url daca documentul este pe website)
A: ORGANELE DE CONDUCERE							
A: ORGANELE DE CONDUCERE	A.1. Consiliul trebuie să asigure succesul pe termen lung și durabilitatea Societății, în interesul Societății și al acționarilor săi, și ținând cont de interesele altor părți interesate. Consiliul trebuie să definească în mod clar și să facă public în integralitate rolul și responsabilitățile sale.	A.1., 1	Consiliul trebuie să aibă un regulament intern care să formalizeze și să precizeze în mod clar rolul și responsabilitățile sale. Actul constitutiv, regulamentul intern al Consiliului și alte reglementări interne trebuie să delimiteze în mod clar rolul și competențele între Consiliu, adunarea generală a acționarilor (AGA) și conducerea executivă.	x			
A: ORGANELE DE CONDUCERE	A.1. Consiliul trebuie să asigure succesul pe termen lung și durabilitatea Societății, în interesul Societății și al acționarilor săi, și ținând cont de interesele altor părți interesate. Consiliul trebuie să definească în mod clar și să facă public în integralitate rolul și responsabilitățile sale.	A.1., 2	Regulamentul intern al Consiliului trebuie să includă, printre altele, atribuțiile Consiliului, precum și responsabilitățile fiduciare ale membrilor de Consiliu de a acționa în deplină cunoștință de cauză, cu bună-credință, cu diligența și grija cuvenite și în interesul Societății, al acționarilor săi și luând în considerare interesele altor părți interesate, în conformitate cu cerințele legale.	x			
A: ORGANELE DE CONDUCERE	A.1. Consiliul trebuie să asigure succesul pe termen lung și durabilitatea Societății, în interesul Societății și al acționarilor săi, și ținând cont de interesele altor părți interesate. Consiliul trebuie să definească în mod clar și să facă public în integralitate rolul și responsabilitățile sale.	A.1., 3	Pentru a susține viabilitatea și succesul pe termen lung al Societății, Consiliul ar trebui: <ul style="list-style-type: none"> • să supravegheze elaborarea și să aprobe strategia Societății și să se asigure că aceasta integrează și aspecte de durabilitate, inclusiv considerente sociale și de mediu (E&S) și riscurile și oportunitățile legate de climă; • să numească și să demită directorul general și alți membri ai conducerii executive cărora le-au fost delegate responsabilități de conducere executivă (numiți "conducere executivă") și să asigure planificarea succesiunii pentru aceștia; • să supravegheze performanța conducerii executive, rolul conducerii executive în abordarea riscurilor și oportunităților materiale legate de durabilitate și să alinieze remunerația conducerii executive la interesele pe termen lung și durabilitatea Societății, în conformitate cu prevederile politicii de remunerare a Societății; • să se asigure că există un cadru solid pentru controlul intern și administrarea riscurilor; • să se asigure că Societatea dispune de proceduri care să permită comunicarea eficientă cu acționarii și alte părți interesate. 	x			
A: ORGANELE DE CONDUCERE	A.1. Consiliul trebuie să asigure succesul pe termen lung și durabilitatea Societății, în interesul Societății și al acționarilor săi, și ținând cont de interesele altor părți interesate. Consiliul trebuie să definească în mod clar și să facă public în integralitate rolul și responsabilitățile sale.	A.1., 4	Durata numirii membrilor Consiliului și ai conducerii executive trebuie stabilită în mod clar și trebuie, pe cât posibil, să promoveze stabilitatea și predictibilitatea.	x			

A: ORGANELE DE CONDUCERE	A.2. Consiliul trebuie să dispună de un echilibru adecvat între competențe, experiență, diversitate de gen, cunoștințe și independență pentru a-și putea îndeplini în mod eficient atribuțiile și responsabilitățile.	A.2., 1	Consiliul trebuie să aibă cel puțin cinci membri.			x	Conform prevederilor actului constitutiv al Societății și a hotărârilor Adunării Generale a Acționarilor de numire a administratorilor, Societatea funcționează cu un consiliu de administrație format din 3 membri, care dispune de un echilibru adecvat între competențe, experiența profesională diversă și cunoștințe.
A: ORGANELE DE CONDUCERE	A.2. Consiliul trebuie să dispună de un echilibru adecvat între competențe, experiență, diversitate de gen, cunoștințe și independență pentru a-și putea îndeplini în mod eficient atribuțiile și responsabilitățile.	A.2., 2	Consiliul trebuie să aibă o politică privind diversitatea Consiliului și a conducerii executive și să se asigure că diversitatea în ceea ce privește genul, vârsta, experiența și competențele este încorporată în Politica de Nominalizare.			x	Dintre cele 5 persoane din conducerea Societății (membrii CA, Director general și Director General Adjunct), 40% sunt femei. O politică în acest sens este în elaborare, cu termen 31.12.2026.
A: ORGANELE DE CONDUCERE	A.2. Consiliul trebuie să dispună de un echilibru adecvat între competențe, experiență, diversitate de gen, cunoștințe și independență pentru a-și putea îndeplini în mod eficient atribuțiile și responsabilitățile.	A.2., 3	Consiliul trebuie să elaboreze un profil al Consiliului care să specifice caracteristicile și trăsăturile dorite ale membrilor săi, inclusiv factori precum independența, diversitatea, integritatea, competențele și experiența specifice, cunoștințele despre industrie, capacitatea și disponibilitatea de a dedica timp și efort adecvat responsabilităților Consiliului, în contextul nevoilor Consiliului și ale comitetelor sale și al exercitării de către acestea a rolului strategic și de supraveghere al Consiliului. Profilul Consiliului poate fi parte din Politica de Nominalizare.			x	Există o plajă largă în ceea ce privește competențele și experiența specifice, cunoștințele despre industrie, capacitatea și disponibilitatea de a dedica timp și efort adecvat responsabilităților Consiliului, fără a fi fost definit explicit un profil al candidatului.
A: ORGANELE DE CONDUCERE	A.2. Consiliul trebuie să dispună de un echilibru adecvat între competențe, experiență, diversitate de gen, cunoștințe și independență pentru a-și putea îndeplini în mod eficient atribuțiile și responsabilitățile.	A.2., 4	Majoritatea membrilor Consiliului trebuie să fie neexecutivi. Cel puțin o treime din membrii Consiliului trebuie să fie independenți. Fiecare membru independent al Consiliului trebuie să prezinte o declarație privind independența sa în momentul nominalizării sale pentru alegere sau re alegere, precum și atunci când apare orice modificare a statutului său, în conformitate cu criteriile de independență prevăzute în legislație și în Anexa A la Cod.			x	
A: ORGANELE DE CONDUCERE	A.2. Consiliul trebuie să dispună de un echilibru adecvat între competențe, experiență, diversitate de gen, cunoștințe și independență pentru a-și putea îndeplini în mod eficient atribuțiile și responsabilitățile.	A.2., 5	Comitetul de Nominalizare și Remunerare (sau întregul Consiliu în cazul în care nu există un Comitet de Nominalizare și Remunerare) va evalua dacă membrii Consiliului pot fi considerați independenți în temeiul factorilor avuți în vedere, examinând dacă există relații de afaceri sau alte relații personale care ar putea afecta în mod semnificativ independența și obiectivitatea membrului de Consiliu și a capacității acestuia de a acționa în interesul Societății, al acționarilor și al părților interesate.			x	
A: ORGANELE DE CONDUCERE	A.2. Consiliul trebuie să dispună de un echilibru adecvat între competențe, experiență, diversitate de gen, cunoștințe și independență pentru a-și putea îndeplini în mod eficient atribuțiile și responsabilitățile.	A.2., 6	Funcțiile de Președinte al Consiliului și Director General este recomandabil să fie deținute de persoane diferite.			x	
A: ORGANELE DE CONDUCERE	A.2. Consiliul trebuie să dispună de un echilibru adecvat între competențe, experiență, diversitate de gen, cunoștințe și independență pentru a-și putea îndeplini în mod eficient atribuțiile și responsabilitățile.	A.2., 7	Dacă funcțiile de Președinte al Consiliului și Director General sunt deținute de aceeași persoană, este recomandabil ca Societatea să numească un Vicepreședinte independent.				Nu este cazul.

A: ORGANELE DE CONDUCERE	A.3. Consiliul trebuie să se asigure că este instituită o procedură formală, riguroasă și transparentă în ceea ce privește numirea de noi membri în cadrul Consiliului.	A.3., 1	Societatea va dezvolta și publica o Politică de nominalizare a membrilor Consiliului care trebuie să definească procesele și procedurile pentru nominalizarea, alegerea sau înlocuirea unui membru al Consiliului. Politica de nominalizare, aprobată de organul de guvernanță competent, va descrie modul în care Societatea primește și evaluează nominalizările din partea acționarilor (inclusiv a acționarilor minoritari) sau din partea membrilor Consiliului, inclusiv în ceea ce privește profilul Consiliului, independența și diversitatea.		x		Propunerile sunt facute de catre actionari sau de Consiliul de Administratie, conform prevederilor legale aplicabile.
A: ORGANELE DE CONDUCERE	A.3. Consiliul trebuie să se asigure că este instituită o procedură formală, riguroasă și transparentă în ceea ce privește numirea de noi membri în cadrul Consiliului.	A.3., 2	Consiliul, prin Comitetul de Nominalizare și Remunerare, dacă există, trebuie să monitorizeze procesul de nominalizare a candidaților pentru poziția de membru în Consiliu.	x			
A: ORGANELE DE CONDUCERE	A.3. Consiliul trebuie să se asigure că este instituită o procedură formală, riguroasă și transparentă în ceea ce privește numirea de noi membri în cadrul Consiliului.	A.3., 3	Societatea va informa acționarii cu privire la experiența și CV-ul candidaților la funcția de membru în Consiliu, de care aceștia au nevoie pentru a lua o decizie informată cu privire la numirea sau reînnoirea mandatului membrilor de Consiliu, inclusiv următoarele: <ul style="list-style-type: none"> • angajamentele și implicările profesionale ale candidaților, inclusiv funcții executive și neexecutive în societăți, autorități publice, organizații non-profit și în alte organizații; • orice conflict de interese existent sau potențial, inclusiv dacă au relații de afaceri, de familie sau de altă natură care le-ar putea afecta performanța în calitate de membru în Consiliu; • care acționar sau membru al Consiliului a propus fiecare candidat pentru poziția de membru în Consiliu. 	x			
A: ORGANELE DE CONDUCERE	A.4. Consiliul trebuie să înființeze comitete care să îl asiste în îndeplinirea responsabilităților sale cheie, în abordarea provocărilor strategice și în gestionarea problematicilor sensibile cu potențial ridicat de conflict de interese.	A.4., 1	Consiliul va înființa un Comitet de Audit pentru a-și spori capacitatea de supraveghere asupra raportării financiare, cadrului de control intern, a proceselor de audit intern și extern și a conformității cu legile și reglementările aplicabile. În cazul în care nu este obligatoriu potrivit legii sau nu este deja înființat un comitet dedicat pentru administrarea riscurilor, Comitetul de Audit va include, de asemenea, responsabilități de monitorizare a eficacității cadrului de administrare a riscurilor.	x			
A: ORGANELE DE CONDUCERE	A.4. Consiliul trebuie să înființeze comitete care să îl asiste în îndeplinirea responsabilităților sale cheie, în abordarea provocărilor strategice și în gestionarea problematicilor sensibile cu potențial ridicat de conflict de interese.	A.4., 2	Este recomandabil ca în componența Comitetului de Audit să se regăsească doar membrii neexecutivi ai Consiliului. Este de asemenea recomandabil ca majoritatea membrilor Comitetului să fie independenți, inclusiv președintele Comitetului. Comitetul de Audit trebuie să dețină, per ansamblu, competențe relevante în domeniul în care Societatea își desfășoară activitatea. Comitetul și membrii săi trebuie să respecte cerințele legislației naționale și europene aplicabile.	x			
A: ORGANELE DE CONDUCERE	A.4. Consiliul trebuie să înființeze comitete care să îl asiste în îndeplinirea responsabilităților sale cheie, în abordarea provocărilor strategice și în gestionarea problematicilor sensibile cu potențial ridicat de conflict de interese.	A.4., 3	Consiliul Societăților listate la Categoria Premium trebuie să înființeze un Comitet de Nominalizare și Remunerare format din membrii neexecutivi ai Consiliului. Este recomandabil ca majoritatea membrilor Comitetului să fie independenți, inclusiv președintele Comitetului. Consiliul poate, de asemenea, să înființeze distinct un Comitet de Nominalizare, respectiv un Comitet de Remunerare, în cazul în care componența Consiliului permite acest lucru și dacă aceasta este justificată, având în vedere dimensiunea și complexitatea afacerii și structurile de guvernanță ale Societății.	x			

A: ORGANELE DE CONDUCERE	A.4. Consiliul trebuie să înființeze comitete care să îl asiste în îndeplinirea responsabilităților sale cheie, în abordarea provocărilor strategice și în gestionarea problematicilor sensibile cu potențial ridicat de conflict de interes.	A.4., 4	<p>În plus față de responsabilitățile sale specifice, astfel cum sunt prevăzute în prezentul Cod, Comitetul de Nominalizare și Remunerare:</p> <p>i. Revizuieste și recomandă Consiliului dimensiunea și componența Consiliului și conduce crearea și revizuirea continuă a profilului Consiliului;</p> <p>ii. Identifică persoanele calificate pentru a deveni membri ai Consiliului și ai conducerii executive, dacă ii este solicitat; evaluează candidații pentru poziții de conducere executivă; evaluează candidații propuși de acționari sau de membrii Consiliului pentru poziții de membru de Consiliu și informează AGA întocmai;</p> <p>iii. Face recomandări Consiliului cu privire la numirile în comitete (altele decât Comitetul de Nominalizare și Remunerare);</p> <p>iv. Coordonează o evaluare anuală a Consiliului, a membrilor de Consiliu și a comitetelor în conformitate cu prevederile Principiului A.5.;</p> <p>v. Asistă Consiliul în îndeplinirea responsabilităților sale legate de politica de remunerare a Societății;</p> <p>vi. Asistă Consiliul în elaborarea planurilor de succesiune pentru conducerea executivă, precum și a planurilor de succesiune în regim de urgență și a procesului de recrutare a Directorului General, după caz;</p> <p>vii. Supraveghează administrarea planurilor de compensare și beneficii ale Societății.</p>	x			
A: ORGANELE DE CONDUCERE	A.4. Consiliul trebuie să înființeze comitete care să îl asiste în îndeplinirea responsabilităților sale cheie, în abordarea provocărilor strategice și în gestionarea problematicilor sensibile cu potențial ridicat de conflict de interes.	A.4., 5	Rolul și responsabilitățile comitetelor Consiliului trebuie definite în regulamente interne distincte (regulamente de funcționare) și publicate pe website-ul Societății. În cazul în care Societatea alege să nu înființeze niciunul dintre comitetele Consiliului care nu sunt cerute de lege, sarcinile și responsabilitățile corespunzătoare vor fi realizate de către Consiliu și trebuie să fie menționate în mod corespunzător în regulamentul intern al Consiliului.	x			
A: ORGANELE DE CONDUCERE	A.4. Consiliul trebuie să înființeze comitete care să îl asiste în îndeplinirea responsabilităților sale cheie, în abordarea provocărilor strategice și în gestionarea problematicilor sensibile cu potențial ridicat de conflict de interes.	A.4., 6	Evaluarea independenței membrilor comitetelor, inclusiv în cazul membrilor comitetelor numiți de AGA, se realizează după aceeași procedură aplicabilă în cazul membrilor independenți ai Consiliului.	x			
A: ORGANELE DE CONDUCERE	A.4. Consiliul trebuie să înființeze comitete care să îl asiste în îndeplinirea responsabilităților sale cheie, în abordarea provocărilor strategice și în gestionarea problematicilor sensibile cu potențial ridicat de conflict de interes.	A.4., 7	Președinții Comitetului de Audit și Comitetului de Nominalizare și Remunerare nu trebuie să fie Președintele Consiliului sau al altor comitete, cu excepția cazului în care acest lucru este justificat de dimensiunea Consiliului.	x			
A: ORGANELE DE CONDUCERE	A.5. Consiliul trebuie să instituie proceduri solide de funcționare a Consiliului, precum și mecanisme de evaluare și dezvoltare continuă a Consiliului pentru a îmbunătăți competențele membrilor de Consiliu și capacitatea acestora de a-și îndeplini în mod eficient responsabilitățile.	A.5., 1	<p>Președintele Consiliului este responsabil în principal pentru a se asigura că Consiliul funcționează corespunzător. Regulamentul intern al Consiliului trebuie să conțină rolul și responsabilitățile Președintelui Consiliului, iar Președintele Consiliului trebuie, cel puțin:</p> <ul style="list-style-type: none"> • să stabilească ordinea de zi a ședințelor Consiliului, să prezideze aceste ședințe și să se asigure că se întocmesc procese-verbale ale acestor ședințe; • să se asigure că Consiliul primește informații precise, la timp, utile, succinte, pentru a permite Consiliului să ia decizii corecte; • să se asigure că Consiliul dispune de suficient timp pentru consultare și luarea deciziilor; • să permită funcționarea corespunzătoare a comitetelor și existența unei comunicări eficiente cu comitetele Consiliului, inclusiv rapoarte operative și pertinente ale comitetelor către întregul Consiliu; • să se asigure că performanța Consiliului este evaluată și discutată cel puțin o dată pe an și diseminată public conform prevederii D.1., 3; • să se asigure că Consiliul are o relație de lucru adecvată cu conducerea executivă. Directorul general și Președintele Consiliului (în cazul în care funcțiile sunt deținute de persoane diferite) se întâlnesc în mod periodic; • să abordeze și să gestioneze disputele interne și conflictele de interes privind membrii Consiliului. 	x			

A: ORGANELE DE CONDUCERE	A.5. Consiliul trebuie să instituie proceduri solide de funcționare a Consiliului, precum și mecanisme de evaluare și dezvoltare continuă a Consiliului pentru a îmbunătăți competențele membrilor de Consiliu și capacitatea acestora de a-și îndeplini în mod eficient responsabilitățile.	A.5., 2	Consiliul trebuie să se întrunească ori de câte ori este necesar, dar nu mai puțin de șase (6) ori pe an.	X			
A: ORGANELE DE CONDUCERE	A.5. Consiliul trebuie să instituie proceduri solide de funcționare a Consiliului, precum și mecanisme de evaluare și dezvoltare continuă a Consiliului pentru a îmbunătăți competențele membrilor de Consiliu și capacitatea acestora de a-și îndeplini în mod eficient responsabilitățile.	A.5., 3	Consiliul poate solicita desemnarea Secretarului General, care să asiste Consiliul în respectarea obligațiilor sale conform legii, regulamentului intern al Consiliului și altor politici. Secretarul General trebuie să fie un expert senior în cadrul Societății, însărcinat cu asistarea Consiliului și a comitetelor sale în organizarea activităților lor, pregătirea ședințelor, evaluarea anuală a performanței Consiliului și a comitetelor, precum și programele de formare a membrilor de Consiliu, dacă este nevoie.		x		Atributiile de secretar general sunt îndeplinite de către avocatul Societății, în baza contractului de asistență juridică.
A: ORGANELE DE CONDUCERE	A.5. Consiliul trebuie să instituie proceduri solide de funcționare a Consiliului, precum și mecanisme de evaluare și dezvoltare continuă a Consiliului pentru a îmbunătăți competențele membrilor de Consiliu și capacitatea acestora de a-și îndeplini în mod eficient responsabilitățile.	A.5., 4	Consiliul trebuie să definească în mod clar drepturile și responsabilitățile, domeniul de autoritate și alte aspecte legate de Secretarul General.		x		Atributiile de secretar general sunt îndeplinite de către avocatul Societății, în baza contractului de asistență juridică.
A: ORGANELE DE CONDUCERE	A.5. Consiliul trebuie să instituie proceduri solide de funcționare a Consiliului, precum și mecanisme de evaluare și dezvoltare continuă a Consiliului pentru a îmbunătăți competențele membrilor de Consiliu și capacitatea acestora de a-și îndeplini în mod eficient responsabilitățile.	A.5., 5	Consiliul și comitetele sale trebuie să elaboreze și să aprobe un plan anual intern de lucru care să identifice subiectele ce trebuie abordate în cursul anului înainte de sfârșitul anului precedent. Planul trebuie să țină cont de deciziile necesare a fi propuse AGA, de raportarea de către funcțiile de conducere executivă și de control intern, de frecvența necesară a întâlnirilor Consiliului și comitetelor, și trebuie să fie revizuit de Președinte cu sprijinul Secretarului General.	x			
A: ORGANELE DE CONDUCERE	A.5. Consiliul trebuie să instituie proceduri solide de funcționare a Consiliului, precum și mecanisme de evaluare și dezvoltare continuă a Consiliului pentru a îmbunătăți competențele membrilor de Consiliu și capacitatea acestora de a-și îndeplini în mod eficient responsabilitățile.	A.5., 6	Consiliul trebuie să efectueze o evaluare anuală a componenței, activității și dinamicii Consiliului și a comitetelor sale, individual și per ansamblu, evaluare care trebuie să fie coordonată de Comitetul de Nominalizare și Remunerare.		x		Evaluarea activității administratorilor este făcută la nivelul CA și validată anual de către acționari, care își exercită votul în legătură cu descarcarea sau nu de gestiune a administratorilor pentru activitatea desfășurată în anul anterior.
A: ORGANELE DE CONDUCERE	A.5. Consiliul trebuie să instituie proceduri solide de funcționare a Consiliului, precum și mecanisme de evaluare și dezvoltare continuă a Consiliului pentru a îmbunătăți competențele membrilor de Consiliu și capacitatea acestora de a-și îndeplini în mod eficient responsabilitățile.	A.5., 7	Comitetul de Nominalizare și Remunerare trebuie să împărtășească rezultatele evaluării Consiliului cu întregul Consiliu și să stabilească acțiuni ulterioare, dacă este necesar, inclusiv planuri de dezvoltare profesională și de formare pentru Consiliu, pentru a umple lacunele.	x			
A: ORGANELE DE CONDUCERE	A.5. Consiliul trebuie să instituie proceduri solide de funcționare a Consiliului, precum și mecanisme de evaluare și dezvoltare continuă a Consiliului pentru a îmbunătăți competențele membrilor de Consiliu și capacitatea acestora de a-și îndeplini în mod eficient responsabilitățile.	A.5., 8	Regulamentul intern al Consiliului trebuie să impună programe de orientare (induction) pentru membrii de Consiliu nou numiți, asigurate de personalul intern al Societății. Regulamentul intern al Consiliului poate face referire la programe de formare continuă pentru membri de Consiliu, dacă este necesar. Punerea în aplicare a programelor de orientare și formare continuă pentru membrii de Consiliu (conform deciziei Consiliului) se face sub supravegherea Comitetului de Nominalizare și Remunerare, cu sprijinul Secretarului General. Pe baza rezultatelor evaluării anuale a Consiliului, Comitetul de Nominalizare și Remunerare împreună cu Președintele Consiliului vor elabora programe de dezvoltare profesională axate pe domeniile în care ar trebui construită capacitatea în rândul membrilor de Consiliu.	x			

A: ORGANELE DE CONDUCERE	A.6. Conducerea executivă este responsabilă pentru managementul zilnic al Societății. Consiliul trebuie să se asigure că conducerea executivă este capabilă să conducă în mod eficient Societatea, iar componența, competența, rolurile și stimulentele conducerii executive sprijină punerea în aplicare cu succes a strategiei și planurilor Societății.	A.6., 1	Conducerea executivă trebuie să conducă Societatea și să răspundă în fața Consiliului. Împărțirea responsabilităților între Consiliu și conducerea executivă și între diferiți membri ai conducerii executive trebuie să fie clar articulată în actul constitutiv al Societății și reglementările interne ale Societății.	x			
A: ORGANELE DE CONDUCERE	A.6. Conducerea executivă este responsabilă pentru managementul zilnic al Societății. Consiliul trebuie să se asigure că conducerea executivă este capabilă să conducă în mod eficient Societatea, iar componența, competența, rolurile și stimulentele conducerii executive sprijină punerea în aplicare cu succes a strategiei și planurilor Societății.	A.6., 2	Atunci când rolurile de Președinte al Consiliului și Director General sunt exercitate de aceeași persoană, responsabilitățile diferite ale Președintelui Consiliului și ale Directorului General trebuie să fie clar definite și diferențiate în actul constitutiv al Societății.				Nu este cazul.
A: ORGANELE DE CONDUCERE	A.6. Conducerea executivă este responsabilă pentru managementul zilnic al Societății. Consiliul trebuie să se asigure că conducerea executivă este capabilă să conducă în mod eficient Societatea, iar componența, competența, rolurile și stimulentele conducerii executive sprijină punerea în aplicare cu succes a strategiei și planurilor Societății.	A.6., 3	Consiliul trebuie să se asigure că conducerea executivă este formată din persoane cu cunoștințe, competențe, diversitate și experiență adecvate pentru a sprijini succesul performanței Societății și că există măsuri în vigoare care să asigure succesiunea ordonată a conducerii executive.	x			
A: ORGANELE DE CONDUCERE	A.6. Conducerea executivă este responsabilă pentru managementul zilnic al Societății. Consiliul trebuie să se asigure că conducerea executivă este capabilă să conducă în mod eficient Societatea, iar componența, competența, rolurile și stimulentele conducerii executive sprijină punerea în aplicare cu succes a strategiei și planurilor Societății.	A.6., 4	Consiliul, cu sprijinul Comitetului de Nominalizare și Remunerare, trebuie să evalueze anual performanța conducerii executive, eficacitatea cooperării sale cu Consiliul, inclusiv informația furnizată Consiliului.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN							
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.1. Societatea trebuie să dispună de un cadru de control intern și de un cadru de administrare a riscurilor adecvate și eficiente, ținând cont de strategia sa, dimensiunea, complexitatea operațiunilor și profilul de risc, inclusiv impactul potențial de mediu și social al activităților sale.	B.1., 1	Consiliul stabilește natura și amploarea riscurilor pe care Societatea este dispusă să și le asume ca necesare pentru atingerea obiectivelor strategice ale Societății (și anume apetitul pentru risc al Societății) și trebuie să se asigure că există structuri, politici și proceduri clare care identifică, evaluează, raportează, gestionează și monitorizează riscurile semnificative și emergente, inclusiv riscurile legate de durabilitate, securitatea cibernetică și utilizarea tehnologiilor digitale. Consiliul trebuie să explice în raportul anual mecanismele și procesele instituite pentru identificarea și administrarea riscurilor.	x			

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B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.1. Societatea trebuie să dispună de un cadru de control intern și de un cadru de administrare a riscurilor adecvate și eficiente, ținând cont de strategia sa, dimensiunea, complexitatea operațiunilor și profilul de risc, inclusiv impactul potențial de mediu și social al activităților sale.	B.1., 3	Consiliul și Comitetul de Audit trebuie să înțeleagă schimbările emergente legate de tehnologia informației și inteligența artificială, astfel încât să atenueze riscurile de securitate cibernetică. Pe agenda Consiliului trebuie să se acorde timp riscurilor și oportunităților IA și securității cibernetice, pentru a asigura înțelegerea protecției cibernetice.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.1. Societatea trebuie să dispună de un cadru de control intern și de un cadru de administrare a riscurilor adecvate și eficiente, ținând cont de strategia sa, dimensiunea, complexitatea operațiunilor și profilul de risc, inclusiv impactul potențial de mediu și social al activităților sale.	B.1., 4	Este recomandabil ca Societatea să înființeze o funcție de administrare a riscurilor responsabilă pentru asigurarea identificării corecte, complete și în timp util a riscurilor, asigurându-se că sunt instituite măsuri adecvate și fezabile de control al riscurilor și monitorizarea procedurilor de administrare a riscurilor. Funcția de administrare a riscurilor, prin Ofițerul de Administrare a Riscurilor (CRO), dacă există, trebuie să aibă comunicare directă și raportare funcțională către Consiliu și Comitetul de Audit (dacă nu există un Comitet de Risc dedicat).		x		Administrarea riscurilor este realizată în prezent la nivelul conducerii executive, prin monitorizare operațională și raportare către Consiliu. Societatea nu a desemnat o funcție distinctă de administrare a riscurilor, însă Consiliul consideră că actualele mecanisme sunt adecvate.
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.1. Societatea trebuie să dispună de un cadru de control intern și de un cadru de administrare a riscurilor adecvate și eficiente, ținând cont de strategia sa, dimensiunea, complexitatea operațiunilor și profilul de risc, inclusiv impactul potențial de mediu și social al activităților sale.	B.1., 5	Consiliul, asistat de Comitetul de Audit, trebuie să evalueze cel puțin anual adecvarea și eficacitatea cadrului de administrare a riscurilor și control intern al Societății (inclusiv controalele operaționale și de conformitate) și să facă recomandări relevante. Evaluarea trebuie să ia în considerare eficacitatea și sfera de aplicare a funcției de audit intern, caracterul adecvat al administrării riscurilor și al conformității, rapoartele de control intern, dacă acestea sunt cerute de legislația aplicabilă, adresate Comitetului de Audit al Consiliului, capacitatea de reacție și eficacitatea conducerii în tratarea deficiențelor sau punctelor slabe identificate în materie de control intern și transmiterea rapoartelor relevante către Consiliu.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.1. Societatea trebuie să dispună de un cadru de control intern și de un cadru de administrare a riscurilor adecvate și eficiente, ținând cont de strategia sa, dimensiunea, complexitatea operațiunilor și profilul de risc, inclusiv impactul potențial de mediu și social al activităților sale.	B.1., 6	Consiliul trebuie să dezvolte și să pună la dispoziție pe website-ul Societății, cu titlu gratuit, un mecanism de avertizare (whistleblowing) care să permită angajaților și altor părți interesate să facă dezvăluiri cu privire la presupuse încălcări sau nereguli conform legislației aplicabile în vigoare.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.2. Comitetul de Audit trebuie să asiste Consiliul în asigurarea integrității raportării financiare și nefinanciare, stabilirea unui cadru eficient de administrare a riscurilor și control intern, precum și menținerea unei relații adecvate cu auditorii externi ai Societății.	B.2., 1	În plus față de responsabilitățile sale menționate în legislație și în alte părți ale Codului, Comitetul de Audit trebuie: <ul style="list-style-type: none"> • Să revizuiască controalele interne și cadrul de administrare a riscurilor în Societate; • Să monitorizeze elaborarea și aplicarea politicilor Societății privind conflictele de interese și tranzacțiile cu părțile afiliate; • Să asigure independența și să revizuiască eficacitatea funcției de audit intern a Societății și să înainteze recomandări Consiliului; • Să supravegheze funcția de audit intern; • Să supravegheze pregătirea rapoartelor legate de durabilitate și informațiile incluse în acestea, cu excepția cazului în care această sarcină este atribuită unui alt comitet; • Să supravegheze cadrul pentru asigurarea conformității Societății cu cerințele legale și de reglementare aplicabile, precum și cu reglementările interne ale Societății (precum procedurile de raportare a încălcărilor legii sau ale Codului de conduită al Societății), cu excepția cazului în care această sarcină este atribuită unui alt comitet. 	x			

B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.2. Comitetul de Audit trebuie să asiste Consiliul în asigurarea integrității raportării financiare și nefinanciare, stabilirea unui cadru eficient de administrare a riscurilor și control intern, precum și menținerea unei relații adecvate cu auditorii externi ai Societății.	B.2., 2	Ori de câte ori Codul menționează revizuri sau analize care trebuie efectuate de către Comitetul de Audit, acestea trebuie să fie urmate de rapoarte periodice (cel puțin anuale) sau ad-hoc care să fie prezentate Consiliului.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.2. Comitetul de Audit trebuie să asiste Consiliul în asigurarea integrității raportării financiare și nefinanciare, stabilirea unui cadru eficient de administrare a riscurilor și control intern, precum și menținerea unei relații adecvate cu auditorii externi ai Societății.	B.2., 3	Comitetul de Audit trebuie să monitorizeze independența și obiectivitatea auditorului extern. Comitetul ar trebui să aprobe o politică privind furnizarea serviciilor non-audit permise de către auditorul extern, în conformitate cu cerințele legale, și să asigure implementarea acestei politici. Constatările Comitetului cu privire la independența auditorului extern trebuie făcute publice în raportul anual.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.2. Comitetul de Audit trebuie să asiste Consiliul în asigurarea integrității raportării financiare și nefinanciare, stabilirea unui cadru eficient de administrare a riscurilor și control intern, precum și menținerea unei relații adecvate cu auditorii externi ai Societății.	B.2., 4	Comitetul de Audit trebuie să discute planul anual de lucru cu auditorul extern, acoperind sfera și materialitatea activităților care urmează să fie auditate. Comitetul de Audit trebuie să se întâlnească cu auditorul extern ori de câte ori este necesar pentru a discuta problemele identificate și pentru a monitoriza calitatea serviciilor furnizate.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.3. Consiliul trebuie să asigure independența funcției de audit intern. Funcția de audit intern a Societății trebuie să ofere asigurare independentă și obiectivă cu privire la eficacitatea cadrului de administrare a riscurilor și control intern.	B.3., 1	Consiliul trebuie să se asigure ca auditul intern are autoritatea, resursele și procedurile adecvate pentru a asista Consiliul în asigurarea eficacității și eficienței cadrului de administrare a riscurilor și de control intern al Societății.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.3. Consiliul trebuie să asigure independența funcției de audit intern. Funcția de audit intern a Societății trebuie să ofere asigurare independentă și obiectivă cu privire la eficacitatea cadrului de administrare a riscurilor și control intern.	B.3., 2	Pentru a asigura îndeplinirea funcțiilor de bază ale auditului intern, responsabilul de această funcție trebuie să fie numit și să raporteze funcțional direct Consiliului, prin intermediul Comitetului de Audit, care are sarcina de a aproba numirea și demiterea acestuia. Acest lucru nu aduce atingere raportării administrative către Directorul General și schimbului de informații cu conducerea executivă a Societății, în conformitate cu cerințele legale și standardele profesionale.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.3. Consiliul trebuie să asigure independența funcției de audit intern. Funcția de audit intern a Societății trebuie să ofere asigurare independentă și obiectivă cu privire la eficacitatea cadrului de administrare a riscurilor și control intern.	B.3., 3	Funcția de audit intern trebuie instituită în conformitate cu cerințele legale aplicabile și cu standardele industriei (de ex, ale Institute of Internal Auditors). Autoritatea de audit intern, componența, remunerarea, bugetul anual, procedurile de lucru și alte aspecte relevante vor fi reglementate într-un regulament intern de audit intern, aprobat de către Consiliu, ca urmare a recomandării Comitetului de Audit.	x			
B: CADRUL DE ADMINISTRARE A RISCURILOR SI CONTROL INTERN	B.3. Consiliul trebuie să asigure independența funcției de audit intern. Funcția de audit intern a Societății trebuie să ofere asigurare independentă și obiectivă cu privire la eficacitatea cadrului de administrare a riscurilor și control intern.	B.3., 4	Comitetul de Audit trebuie să convină asupra unui plan anual de lucru privind auditul intern împreună cu auditorul intern, să primească rapoarte de audit intern, actualizări privind aspectele-cheie ale auditului, să monitorizeze punerea în aplicare a recomandărilor de audit intern și să ofere orientările necesare.	x			

C: PERFORMANTA, MOTIVARE SI RECOMPENSA

C: PERFORMANCE, MOTIVATION AND REWARD	C.1. Membrii Consiliului trebuie să primească o remunerație corespunzătoare volumului și importanței atribuțiilor și responsabilităților lor, mai degrabă decât performanței conducerii sau a Societății. Structura și cuantumul remunerației pentru membrul de Consiliu trebuie să permită Societății să atragă, să păstreze și să motiveze membrii de Consiliu competenți și calificați.	C.1., 1	Membrii de Consiliu trebuie să primească o remunerație, conform Politicii de remunerare a Societății. Membrii care fac parte și din comitetele Consiliului trebuie să primească remunerații suplimentare pentru această activitate. Dar, în niciun caz, remunerația nu va fi legată de numărul de ședințe ale Consiliului sau ale Comitetului.	x			
C: PERFORMANCE, MOTIVATION AND REWARD	C.2. Consiliul trebuie să se asigure că există o politică și o procedură formală și transparentă pentru stabilirea remunerației conducerii executive, care să fie aliniată cu interesele pe termen lung ale Societății și cu strategia Societății. Această politică va fi prezentată AGA, cu titlu de aprobare, în conformitate cu cerințele legale.	C.2., 1	Consiliul trebuie să stabilească remunerația anuală a conducerii executive, pe baza recomandărilor Comitetului de Nominalizare și Remunerare și în conformitate cu Politica de remunerare a Societății. Politica de remunerare trebuie să fie elaborată în conformitate cu cerințele legale relevante.	x			
C: PERFORMANCE, MOTIVATION AND REWARD	C.2. Consiliul trebuie să se asigure că există o politică și o procedură formală și transparentă pentru stabilirea remunerației conducerii executive, care să fie aliniată cu interesele pe termen lung ale Societății și cu strategia Societății. Această politică va fi prezentată AGA, cu titlu de aprobare, în conformitate cu cerințele legale.	C.2., 2	Nivelurile de remunerare pentru membrii conducerii executive și indicatorii-cheie de performanță luați în considerare la stabilirea părții variabile (bazate pe performanță) a remunerației trebuie să fie stabilite în prealabil și să fie măsurabile și adecvate în raport cu strategia agreată și cu apetitul pentru risc, cu mediul economic în care Societatea își desfășoară activitatea, precum și cu remunerarea și condițiile angajaților din cadrul Societății. În special, acestea ar trebui să includă indicatori referitori la performanța nefinanciară și obiective de durabilitate adecvate.	x			
C: PERFORMANCE, MOTIVATION AND REWARD	C.2. Consiliul trebuie să se asigure că există o politică și o procedură formală și transparentă pentru stabilirea remunerației conducerii executive, care să fie aliniată cu interesele pe termen lung ale Societății și cu strategia Societății. Această politică va fi prezentată AGA, cu titlu de aprobare, în conformitate cu cerințele legale.	C.2., 3	Acțiunile Societății și/sau opțiunile de cumpărare de acțiuni trebuie să reprezinte o parte semnificativă (de ex, nu mai puțin de 10%) din remunerația variabilă totală a membrului conducerii executive.		x		Nu este cazul pentru exercitiul financiar curent.
D: RAPORTAREA SI RELATIA CU INVESTITORII							
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 1	Societatea trebuie să se asigure că furnizează informații financiare și operaționale exacte, complete și în timp util, inclusiv rapoarte trimestriale, semestriale și anuale, precum și rapoarte curente. Societățile trebuie să se asigure că toate informațiile relevante sunt ușor accesibile investitorilor, inclusiv prin intermediul site-ului web al Societății și al altor surse de informare publică, după caz.	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 2	Este recomandabil ca Societatea să aibă o funcție de relația cu investitorii (IR) și trebuie să numească o persoană dedicată responsabilă de funcția de IR. Datele de contact ale persoanei sau persoanelor responsabile cu funcția de IR vor fi disponibile pe website-ul Societății. Funcția de IR va raporta direct Directorului General/Directorului Financiar, subliniind importanța sa în ierarhia Societății și accentuând rolul său central în gestionarea și comunicarea angajamentelor și statutului Societății pe piața de capital. Societatea trebuie să organizeze cursuri de inițiere și instruire periodică, dacă este necesar, pentru funcția de IR, adaptate nevoilor și responsabilităților specifice ale acesteia.		x		Nu exista functie de IR in cadrul societatii, activitatile corespunzatoare sunt acoperite de conducerea executiva.

D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 3	Societatea trebuie să includă pe site-ul său web o secțiune dedicată Relației cu Investitorii, cu toate informațiile relevante de interes pentru investitori, disponibile atât în limba română, cât și în limba engleză.	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 3	Societatea trebuie să includă în secțiunea dedicată Relației cu Investitorii: •Principalele reglementări corporative: actul constitutiv actualizat, procedurile AGA, regulamentul intern al Consiliului și regulamentele interne ale comitetelor Consiliului;	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 3	Societatea trebuie să includă în secțiunea dedicată Relației cu Investitorii: •Lista membrilor actuali ai Consiliului, ai comitetelor Consiliului și ai Conducerii executive, cu menționarea statutului lor de independență actualizat , CV-urile profesionale (conținând cel puțin: numele, prenumele, genul, naționalitatea, vârsta; experiența profesională pe ani, funcția și societatea; studiile, domeniu de studiu și instituția academică sau profesională care acordă diploma), alte angajamente profesionale, inclusiv funcții executive și neexecutive în consilii de administrație în societăți, organizații non-profit și instituții de stat; relația cu acționarii care dețin cel puțin 5% din drepturile de vot/acțiunile emise de Societate; durata numirii membrilor Consiliului, a comitetelor și a conducerii executive, precizând data de la care au fost numiți;	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 3	Societatea trebuie să includă în secțiunea dedicată Relației cu Investitorii: •Rapoarte curente și periodice (rapoarte trimestriale, semestriale și anuale);	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 3	Societatea trebuie să includă în secțiunea dedicată Relației cu Investitorii: •Informații referitoare la AGA: ordinea de zi, materialele suport și hotărârile luate; procedura pentru desfășurarea AGA; Politica de Nominalizare, împreună cu CV-urile profesionale (conținând cel puțin: numele, prenumele, genul, naționalitatea, vârsta; experiența profesională pe ani, funcția și societatea; studiile, domeniu de studiu și instituția academică sau profesională care acordă diploma), precum și orice altă informație precizată la A.3., 3; canalele de comunicare prin care acționarii pot adresa întrebări Societății; răspunsurile la întrebările acționarilor legate de ordinea de zi; declarațiile de independență ale candidaților la Consiliu și evaluările făcute de Comitetul de Nominalizare și Remunerare/Consiliu pentru candidați, inclusiv privind respectarea criteriilor de independență de către aceștia;	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 3	Societatea trebuie să includă în secțiunea dedicată Relației cu Investitorii: •Informații privind evaluarea Consiliului, realizată conform prevederii A.5., 7 inclusiv criteriile și procesul de evaluare, precum și un rezumat al rezultatelor evaluării și al acțiunilor care au fost sau vor fi întreprinse ca rezultat al evaluării;	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 3	Societatea trebuie să includă în secțiunea dedicată Relației cu Investitorii: •Informații despre evenimentele corporative, cum ar fi plata dividendelor și a altor distribuții către acționari sau alte evenimente care conduc la dobândirea sau limitarea drepturilor unui acționar, inclusiv termenele și principiile aplicate unor astfel de operațiuni. Aceste informații trebuie publicate într-un interval de timp care să permită investitorilor să ia decizii de investiții;	x			

D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 3	Societatea trebuie să includă în secțiunea dedicată Relației cu Investitorii: • Politicile corporative, printre care Codul de conduită, Politica de dividende, Politica de remunerare, Politica de prognoză, Politica de comunicare cu investitorii, Politica de responsabilitate socială (CSR) / sponsorizare, Politica pentru tranzacțiile cu părți afiliate, Politica pentru diversitate, echitate și incluziune și Politica de whistleblowing (dacă nu este deja parte a Codului de Conduită);		x		Societatea a adoptat politicile prevăzute de legislația aplicabilă (inclusiv Politica de remunerare, Politica de diversitate, echitate și incluziune și Politica privind tranzacțiile cu părți afiliate). În prezent, anumite politici recomandate de Cod (precum Politica de prognoză, sau Politica CSR formalizată distinct) nu sunt adoptate într-un document separat. Principiile aferente sunt însă reflectate în rapoartele și practicile Societății.
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 4	Societatea trebuie să organizeze cel puțin două întâlniri / conferințe telefonice cu analiști și investitori în fiecare an. Informațiile prezentate cu aceste ocazii trebuie publicate în secțiunea IR a website-ului Societății la momentul întâlnirilor/teleconferințelor.			x	Societatea nu a organizat astfel de întâlniri, nefiind solicitate de niciun acționar.
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 5	Societatea trebuie să dezvăluie aspectele non-financiare și de durabilitate semnificative și raportabile, cu accent pe problemele de mediu, sociale și de guvernare (ESG) ale afacerii și operațiunilor sale, în conformitate cu standardul recunoscut de raportare a durabilității. Declarațiile de durabilitate ale Societății vor fi publicate pe website-ul său.		x		Societatea raportează conform cerințelor legislației europene aplicabile. Consiliul monitorizează evoluțiile legislative și va adapta cadrul de raportare, dacă va fi cazul.
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.1. Societatea trebuie să asigure comunicarea adecvată cu acționarii, investitorii, autoritățile de reglementare și alte părți interesate și să stabilească sisteme adecvate pentru raportarea financiară și de durabilitate.	D.1., 6	Societatea trebuie să aibă o politică CSR / sponsorizare pentru a ghida activitatea în domeniul susținerii activităților CSR și sponsorizării.		x		Societatea desfășoară activități de responsabilitate socială și acordă sponsorizări în conformitate cu legislația aplicabilă și cu obiectivele sale strategice. În prezent, nu este adoptată o Politică distinctă de CSR/Sponsorizare aprobată formal de Consiliu. Consiliul are în vedere formalizarea unui cadru documentat care să consolideze principiile aplicate în practică până la data de 31.12.2026
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.2. Societatea trebuie să asigure tratamentul corect și echitabil al tuturor acționarilor, precum și disponibilitatea mijloacelor și informațiilor necesare pentru a le permite acționarilor să își exercite drepturile în raport cu Societatea.	D.2., 1	Societatea trebuie să aibă o politică de dividende ca un set de direcții pe care Societatea intenționează să le urmeze în ceea ce privește distribuția profitului net.	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.2. Societatea trebuie să asigure tratamentul corect și echitabil al tuturor acționarilor, precum și disponibilitatea mijloacelor și informațiilor necesare pentru a le permite acționarilor să își exercite drepturile în raport cu Societatea.	D.2., 2	Procedura pentru desfășurarea AGA nu trebuie să restricționeze participarea acționarilor la AGA și exercitarea drepturilor acestora. Modificările procedurii pentru desfășurarea AGA trebuie să intre în vigoare, cel mai devreme, de la următoarea AGA.	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.2. Societatea trebuie să asigure tratamentul corect și echitabil al tuturor acționarilor, precum și disponibilitatea mijloacelor și informațiilor necesare pentru a le permite acționarilor să își exercite drepturile în raport cu Societatea.	D.2., 3	Auditorii externi trebuie să participe la AGA în care le sunt prezentate rapoartele, pentru a răspunde la întrebările acționarilor.	x			

D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.2. Societatea trebuie să asigure tratamentul corect și echitabil al tuturor acționarilor, precum și disponibilitatea mijloacelor și informațiilor necesare pentru a le permite acționarilor să își exercite drepturile în raport cu Societatea.	D.2., 4	Consiliul trebuie să prezinte la AGA anuală un rezumat al evaluării caracterului adecvat și al eficacității cadrului de administrare a riscurilor și control intern, conform informațiilor incidente incluse în raportul anual.	x			
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.2. Societatea trebuie să asigure tratamentul corect și echitabil al tuturor acționarilor, precum și disponibilitatea mijloacelor și informațiilor necesare pentru a le permite acționarilor să își exercite drepturile în raport cu Societatea.	D.2., 5	Societatea trebuie să stimuleze angajamentul față de acționari și investitori prin: <ul style="list-style-type: none"> •Încurajarea participării active a acționarilor la Adunările Generale ale Acționarilor, inclusiv asigurarea condițiilor pentru participarea virtuală; •Organizarea de informări și actualizări periodice pentru investitori, în special în timpul evenimentelor corporative semnificative; •Stabilirea canalelor prin care acționarii să ofere feedback și să pună întrebări, asigurându-se că răspunsurile sunt oferite la timp și cuprinzătoare. 		x		Este încurajată participarea acționarilor la sedintele AGA și există canale prin care acționarii să poată adresa întrebări. Nu s-au organizat întâlniri cu investitorii, pentru că nu au existat alte solicitări de informare.
D: PERFORMANTA, MOTIVARE SI RECOMPENSA	D.2. Societatea trebuie să asigure tratamentul corect și echitabil al tuturor acționarilor, precum și disponibilitatea mijloacelor și informațiilor necesare pentru a le permite acționarilor să își exercite drepturile în raport cu Societatea.	D.2., 6	Orice profesionist, consultant, expert sau analist financiar poate participa la AGA la invitația prealabilă a Președintelui Consiliului. Jurnaliștii acreditați pot participa, de asemenea, la AGA, cu excepția cazului în care Președintele decide altfel.	x			

E: DURABILITATE SI PARTILE INTERESATE

E: DURABILITATE SI PARTILE INTERESATE	E.1. Societatea trebuie să integreze aspectele de durabilitate în strategia sa și să atenueze orice impact material negativ social și de mediu al operațiunilor sale, în măsura în care este posibil.	E.1., 1	Consiliul trebuie să se asigure că durabilitatea, considerentele de mediu și sociale sunt integrate în strategia și operațiunile Societății, în administrarea riscurilor și în practicile de remunerare și supraveghează această integrare. Un comitet specializat în materie de durabilitate sau unul dintre comitetele permanente ale Consiliului asistă Consiliul în îndeplinirea acestor sarcini.	x			
E: DURABILITATE SI PARTILE INTERESATE	E.1. Societatea trebuie să integreze aspectele de durabilitate în strategia sa și să atenueze orice impact material negativ social și de mediu al operațiunilor sale, în măsura în care este posibil.	E.1., 2	Consiliul trebuie să se asigure că operațiunile Societății se derulează în conformitate cu standardele naționale și internaționale de E&S și că politicile E&S ale Societății sunt în concordanță cu obiectivele sale pe termen lung. În special, Societatea trebuie să dețină documente interne referitoare la responsabilitățile sale pe aspecte de mediu și sociale, precum și politici și proceduri care îi permit să identifice factorii semnificativi și să evalueze impactul asupra activităților Societății.	x			
E: DURABILITATE SI PARTILE INTERESATE	E.1. Societatea trebuie să integreze aspectele de durabilitate în strategia sa și să atenueze orice impact material negativ social și de mediu al operațiunilor sale, în măsura în care este posibil.	E.1., 3	Ori de câte ori o decizie care urmează să fie luată de Consiliu are un potențial impact semnificativ și negativ în sfera E&S, Consiliul trebuie să primească de la conducerea executivă (i) o analiză a modului în care această decizie este aliniată cu obiectivele de durabilitate ale Societății și cu politicile E&S sau (ii) propunerea de măsuri de atenuare a impactului negativ E&S.	x			
E: DURABILITATE SI PARTILE INTERESATE	E.2. Societatea trebuie să aibă un proces de identificare a părților interesate afectate de operațiunile Societății. Consiliul trebuie să ia în considerare interesele părților interesate și să se asigure că există o comunicare activă între Societate și părțile interesate.	E.2., 1	Consiliul trebuie să se asigure că există un proces formal de identificare a părților interesate ale Societății, inclusiv investitori, creditori, clienți, angajați și furnizori, precum și abordări specifice pentru implicarea părților interesate prioritare.	x			
E: DURABILITATE SI PARTILE INTERESATE	E.3. Consiliul trebuie să adopte un Cod de conduită (Cod de etică) cu un domeniu de aplicare adecvat, care să includă principii directoare care să reflecte angajamentul Societății față de etică, integritate și calitatea performanței.	E.3., 1	Consiliul trebuie să elaboreze o declarație de scop și o declarație de viziune, precum și să articuleze valorile Societății, astfel încât întreaga organizație să înțeleagă direcția strategică a Societății.	x			
E: DURABILITATE SI PARTILE INTERESATE	E.3. Consiliul trebuie să adopte un Cod de conduită (Cod de etică) cu un domeniu de aplicare adecvat, care să includă principii directoare care să reflecte angajamentul Societății față de etică, integritate și calitatea performanței.	E.3., 2	Consiliul trebuie să adopte un Cod de Conduită pentru membrii Consiliului, conducerea executivă și angajații Societății, cu dispoziții clare menite să prevină și să sancționeze fraudă și mită. Consiliul nu trebuie să permită nicio derogare de la cerințele de etică pentru niciun membru al Consiliului, al conducerii executive sau angajat.	x			
E: DURABILITATE SI PARTILE INTERESATE	E.3. Consiliul trebuie să adopte un Cod de conduită (Cod de etică) cu un domeniu de aplicare adecvat, care să includă principii directoare care să reflecte angajamentul Societății față de etică, integritate și calitatea performanței.	E.3., 3	Consiliul trebuie să se asigure că politicile din Codul de Conduită sunt integrate în practicile Societății și încorporate în procesul de integrare în Societate al noilor angajați. Consiliul trebuie să asigure punerea în aplicare și monitorizarea eficientă a respectării Codului de Conduită și să îl revizuiască periodic.	x			



PROMATERIS SA

INDIVIDUAL FINANCIAL STATEMENTS AND

INDEPENDENT AUDITOR'S REPORT

FOR THE YEAR ENDED DECEMBER 31, 2025

PREPARED IN ACCORDANCE WITH THE ORDER OF THE MINISTER OF PUBLIC FINANCE NO. 2844/2016
FOR THE APPROVAL OF ACCOUNTING REGULATIONS IN COMPLIANCE WITH INTERNATIONAL FINANCIAL
REPORTING STANDARDS ADOPTED BY THE EUROPEAN UNION WITH SUBSEQUENT AMENDMENTS





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INDIVIDUAL STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2025

BALANCE SHEET, lei	Note	12/31/2025	12/31/2024
Assets			
Fixed assets			
Tangible fixed assets*	5.1	102,988,714	109,009,447
Real estate investments*	5.2	14,762,355	7,716,172
Intangible assets	5.3	1,883,386	1,408,970
Investments in capital instruments	5.4	1,592,569	2,381,591
Other fixed assets		45,901	27,502
Fixed assets – total		121,272,925	120,543,682
Current assets			
Stocks	6	32,885,571	27,196,703
Trade receivables	7.1	17,482,575	18,006,023
Other receivables	7.2	5,432,890	1,342,204
Cash and cash equivalents	8	3,033,269	751,674
Other assets	7.2	252,341	182,630
Current assets – total		59,077,646	47,479,234
TOTAL ASSETS		180,350,571	168,022,916
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	9	2,869,750	2,869,750
Issue premiums		129,728	129,728
Revaluation reserves	10	18,183,591	16,166,308
Other reservations	10	574,022	574,022
Retained earnings		71,497,156	68,042,480
Equity – total		93,254,247	87,782,288
Long-term debts			
Debts to banking institutions and other creditors	11	10,528,089	16,971,798
Deferred income tax	23	2,830,833	2,310,777
Lease liabilities	12	20,000	103,844
Investment subsidies	13	5,077,864	6,180,153
Total long-term debt		18,456,786	25,566,572
Short-term debts			
Debts to banking institutions and other creditors	11	50,920,573	41,002,588
Trade debts	14	14,204,799	10,589,872
Liabilities related to customer contracts	14	281,458	47,698
Current income tax	23	173,466	0
Lease liabilities	12	81,014	170,397
Other current liabilities	15	1,875,939	1,761,212
Investment subsidies	13	1,102,289	1,102,289
Short-term liabilities – total		68,639,538	54,674,056
Total debts		87,096,324	80,240,628
TOTAL EQUITY AND LIABILITIES		180,350,571	168,022,916

*The marked items have been restated in note 2, accounting principles, point d.

These individual financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026.

General Manager,
Tudor Georgescu

Economic Manager,
Gheorghe Luca





INDIVIDUAL STATEMENT OF COMPREHENSIVE RESULTS AS OF DECEMBER 31, 2025

PROFIT AND LOSS ACCOUNT, lei	Note	Year ended 31.12.2025	Year ended 31.12.2024
Sales revenue	16	122,766,420	99,392,191
Other operating income*	17	289,073	230,452
Income from fair value measurement of real estate investments	17	350,348	-
Profit/(loss) from the disposal of tangible assets*	17	(1,275,856)	673,543
Variation in stocks of finished products and work in progress		(2,586,274)	1,656,915
Revenues from the production of tangible and intangible assets	17	1,691,279	180,649
Expenses for raw materials, supplies and goods	18	(64,916,044)	(55,307,407)
Energy and water expenses		(6,731,872)	(4,567,969)
Personnel expenses	19	(16,606,783)	(16,229,228)
Expenses for adjustments for depreciation and amortization*		(13,395,033)	(12,600,405)
Expenses for adjustments for depreciation of financial assets and current assets		(335,429)	77,946
External service expenses	20	(10,210,383)	(9,174,981)
Other operating expenses	21	(1,128,735)	(1,049,547)
Operating profit/loss		7,910,711	3,282,159
Financial income	22	1,148,964	1,844,504
Financial expenses	22	(6,306,059)	(4,834,857)
Result before tax		2,753,616	291,806
Income tax	23	(963,079)	539,345
Net result for the period		1,790,537	831,151
Other elements of the overall result			
Profit/(loss) related to the revaluation of tangible assets (net)		3,681,422	-
Total overall result		5,471,959	831,151
Basic earnings per share (lei/share)		0.0624	0.0290
Diluted earnings per share (lei/share)		0.0624	0.0290

*The marked items have been restated in note 2, accounting principles, point d.

EARNINGS PER SHARE	12/31/2025	12/31/2024
Profit attributable to ordinary shareholders	1,790,537	831,151
Number of ordinary shares	28,697,499	28,697,499
Earnings per share	0.0624	0.0290

These individual financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026

General Manager,
Tudor Georgescu

Economic Manager,
Gheorghe Luca





CASH FLOW STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2025

CASH FLOWS		Year 2025	Year 2024
Cash flows from operating activities:			
Revenues from sales of goods and services	1	134,749,107	113,205,089
Other receipts	2	140,480	8,445
Payments to suppliers of goods and services	3	(91,706,920)	(79,287,218)
Payments to employees	4	(8,705,737)	(8,658,852)
Payments on behalf of employees	5	(356,851)	(337,991)
Social security and unemployment payments	6	(5,042,730)	(5,245,764)
Payroll tax payments	7	(1,026,579)	(1,003,266)
Income tax payments	8	(450,268)	(26,308)
VAT payments	9	(146,480)	(4,286,034)
Payments regarding customs duties, other taxes and fees	10	(11,250,064)	(6,636,715)
Special fund payments	11	(136,424)	(180,489)
Other payments	12	(529,952)	(791,973)
Net cash from operating activities		15,537,583	6,758,925
Cash flows from investing activities:			
Proceeds from sales of fixed assets	13	44,616	1,807,154
Subsidy receipts for investments	22	0	88,867
Payments for acquisitions of tangible and intangible assets	14	(12,274,547)	(4,037,727)
Receipts related to other short-term assets	24	0	49,726
Payment related to other short-term assets	25	0	(49,726)
Dividend receipts	15	0	228,947
Payments for share acquisition	27	0	0
Net cash from investing activities		(12,229,932)	(1,912,759)
Cash flows from financing activities:			
Receipts from bank loans (note 11)	16	15,181,340	33,402,572
Bank loan repayments (note 11)	17	(14,547,820)	(40,800,896)
Receipts from overdraft (note 11)	18	2,063,123	3,922,735
Payments for leasing contracts	19	(202,328)	(673,555)
Interest received	20	9,403	33,060
Interest paid	21	(3,529,773)	(3,137,255)
Cash reduction due to the company division (note 4.3)	23	0	0
Shareholders' loan receipts	26	0	0
Net cash from financing activities		(1,026,056)	(7,253,339)
Net increase in cash and cash equivalents		2,281,595	(2,407,174)
Cash and cash equivalents at the beginning of the period		751,674	3,158,848
Cash and cash equivalents at the end of the period		3,033,269	751,674

These individual financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026

General Manager,
Tudor Georgescu

Economic Manager,
Gheorghe Luca





STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31, 2025

	Share capital	Issue premiums	Revaluation reserves	Other reservations	Retained earnings	Total equity
Balance as of January 1, 2025	2,869,750	129,728	16,166,308	574,022	68,042,480	87,782,288
Current profit/(loss)					1,790,537	1,790,537
Revaluation reserve			3,681,422			3,681,422
Total overall result	-	-	3,681,422	-	1,790,537	5,471,959
Transfer of revaluation reserve to retained earnings			(1,664,139)		1,664,139	-
Other elements of the overall result						-
					-	-
Balance as of December 31, 2025	2,869,750	129,728	18,183,591	574,022	71,497,156	93,254,247

These individual financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026 .

General Manager,
Tudor Georgescu

Economic Manager,
Gheorghe Luca

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31, 2024





	Share capital	Issue premiums	Revaluation reserves	Other reservations	Retained earnings	Total equity
Balance as of January 1, 2024	2,869,750	129,728	16,584,283	574,022	66,793,354	86,951,137
Current profit/(loss)					831,151	831,151
Revaluation reserve			-			-
Total overall result	-	-	-	-	831,151	831,151
Transfer of revaluation reserve to retained earnings			(417,975)		417,975	-
Other elements of the overall result					-	-
Balance as of December 31, 2024	2,869,750	129,728	16,166,308	574,022	68,042,480	87,782,288

These individual financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026

General Manager,
Tudor Georgescu

Economic Manager,
Gheorghe Luca





1. GENERAL INFORMATION

These financial statements are the individual financial statements of PROMATERIS SA as of and for the financial year ended December 31, 2025.

The registered office is in Buftea, Sos. Bucuresti-Tirgoviste no. 1, Ilfov County, Romania, unique registration code RO 108, registration number with the Trade Register J23/835/2018.

The share capital is 2,869,750 RON divided into 28,697,499 common, registered shares, the nominal value of a share is 0.1 RON. The company's shares are traded on the Bucharest Stock Exchange (BVB) in the standard category, symbol PPL.

The party that holds ultimate control of the Company is Pogonaru Florin-Ion.

The main object of activity is the processing of bioplastic materials.

2. ACCOUNTING BASICS

a) Declaration of conformity

The annual individual financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") adopted by the European Union ("IFRS") and in accordance with the provisions of the Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations in accordance with the International Financial Reporting Standards, applicable to commercial companies whose securities are admitted to trading on a regulated market, with subsequent amendments and clarifications, as well as in accordance with law 82/1991 with subsequent amendments and completions. These provisions correspond to the requirements of the International Financial Reporting Standards, adopted by the European Union.

b) Basis for preparing individual financial statements

The annual separate financial statements have been prepared on a historical cost basis, except for the revaluation of certain properties and financial instruments which are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

c) Functional and presentation currency

These annual individual financial statements are presented in Lei (RON), which is also the functional currency. All financial information is presented in Lei, rounded, without decimals.

Foreign currency transactions are recorded in the functional currency using the exchange rate at the date of the transactions. Monetary assets and liabilities in foreign currencies outstanding at the date of the preparation of the individual financial statements are converted into RON using the exchange rates communicated by the National Bank of Romania at the date of the closing balance. Gains or losses resulting from the settlement of transactions and from the translation of monetary assets and liabilities denominated in foreign currency are recognized in the current year's results.

The exchange rates of the main currencies were as follows:

	December 31, 2025	December 31, 2024
EUR	5.0985	4.9741
USD	4.3417	4.7768





2. ACCOUNTING BASICS (continued)

d) Comparative amounts and changes in the presentation of the individual statement of financial position and the individual statement of comprehensive income

BALANCE SHEET, lei	December 31, 2024 (reported as of December 31, 2024)	Increases/decreases	Note	December 31, 2024 (restated to December 31, 2025)
Tangible assets	116,725,619	(7,716,172)	5.1	109,009,447
Real estate investments	0	7,716,172	5.1	7,716,172

PROFIT AND LOSS ACCOUNT, lei	December 31, 2024 (reported as of December 31, 2024)	Increases/decreases	Note	31 December 2024 (retreated on December 31, 2025)
Other operating income*	2,115,768	(1,885,316)	17	230,452
Profit/(loss) from the disposal of tangible assets*	-	673,543	17	673,543
Expenses for adjustments for depreciation and amortization*	(13,812,178)	1,211,773		(12,600,405)

e) Application of new and revised international financial reporting standards

1. New standards, interpretations and amendments adopted as of January 1, 2025

The following amendments are applicable for the period beginning on 1 January 2025:

1. Lack of convertibility (Amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates)

On August 15, 2023, the IASB issued the Non-Convertibility Amendment, which amends IAS 21 The Effects of Changes in Foreign Exchange Rates (the "Amendments"). The Amendments introduce requirements for assessing when a currency is convertible into another currency and when it is not. The Amendments also require an entity to estimate the spot exchange rate when it concludes that a currency is not convertible into another currency.

These amendments had no impact on the company's individual financial statements.

2. Illustrative examples of reporting uncertainties in financial statements

On November 28, 2025, the IASB issued the document "Disclosure of Uncertainty in Financial Statements – Illustrative Examples", which amends several IFRS accounting standards by including illustrative examples that demonstrate how entities can apply IFRS standards when reporting the effects of uncertainties in their financial statements. The illustrative examples are accompanying materials to the IFRS accounting standards and do not have an effective date. The IASB issued a near-final version of the draft illustrative examples in July 2025. The Company has considered these illustrative examples in the process of preparing its separate financial statements and has not considered additional disclosures or changes in presentation necessary.

The illustrative examples were issued during 2025, without an application date.

a. New standards, interpretations and amendments that are not yet applicable

There are a number of standards, amendments to standards and interpretations issued by the IASB that will be applicable in future reporting periods and that the Company has decided not to adopt in advance.





2. ACCOUNTING BASICS (continued)

The following amendments are applicable for annual reporting periods beginning on or after 1 January 2026:

1. Amendments to the classification and measurement of financial instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures)

These amendments clarify and improve the rules on the classification and measurement of financial instruments, ensuring a more consistent application of the principles of IFRS 9 and IFRS 7. The main changes include:

- Clarification of the criteria for classifying financial assets based on the business model and cash flow characteristics.
- Improvements to the recognition and measurement of financial liabilities, including aspects related to changes in contractual terms.
- New disclosure requirements for entities using complex financial instruments, with the aim of increasing the transparency and comparability of financial reporting.

2. Contracts referring to electricity dependent on natural factors (Amendments to IFRS 9 and IFRS 7)

These amendments clarify the accounting treatment applicable to electricity purchase contracts where the supply depends on natural factors such as wind, solar or hydroelectric power.

- Clarification of the applicability of IFRS 9 in determining when electricity purchase contracts should be accounted for as financial instruments or as executory contracts.
- Changes to the disclosure requirements of IFRS 7, in order to improve transparency regarding the risks associated with these contracts and their impact on the financial statements.
- Impact on revenue recognition and financial risk assessment, especially for entities entering into long-term contracts for renewable energy.

The following standards and amendments are applicable for the annual reporting period beginning on or after January 1, 2027:

1. IFRS 18 Presentation and disclosures in financial statements

IFRS 18 Presentation and Disclosures, issued by the IASB in April 2024, replaces IAS 1 and will result in significant consequential amendments to IFRS accounting standards, including IAS 8 Basis of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Although IFRS 18 will not have any impact on the recognition and measurement of items in individual financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These amendments include categories and subtotals in the statement of comprehensive income, aggregation/disaggregation and labeling of information, and the presentation of performance measures defined by management.

2. IFRS 19 Non-public Subsidiaries: Disclosures

Published by the IASB in May 2024, IFRS 19 introduces a simplified reporting framework for subsidiaries that do not have public accountability obligations but apply IFRS in their financial reporting. This standard reduces the disclosure requirements for such entities, while maintaining the transparency and comparability of financial information. The main benefit of IFRS 19 is to reduce administrative and reporting costs, without compromising the usefulness of financial statements for users. Applicable for annual reporting periods beginning on or after 1 January 2027.

The Company is currently assessing the impact of applying these new accounting standards and amendments.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Business continuity





The management, at the time of approval of the individual financial statements, has a reasonable expectation that the Company has adequate resources to continue in operational activity for the foreseeable future. Thus, it continues to adopt the going concern basis of accounting as the basis for preparing the individual financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Intangible assets

Separately acquired intangible assets are initially recorded at acquisition or production cost (in-house). After initial recognition, intangible assets are carried at cost less accumulated amortization and impairment loss, if any.

Amortization is calculated on a straight-line basis over the estimated useful life of the intangible asset, which is between 3 and 5 years. Most of the intangible assets recorded are computer programs and licenses.

Costs related to the maintenance of computer programs are recognized as expenses in the period in which they are incurred.

An intangible asset is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the derecognition of an intangible asset are calculated as the difference between the net disposal proceeds and their carrying amount and are recognized in the income statement when the asset is derecognized.

c) Tangible assets

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are presented in the statement of financial position at their revalued amounts. At the date of revaluation, land and buildings are treated as follows: the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the asset's carrying amount. Revaluations are performed with sufficient regularity so that the carrying amount does not differ materially from that which would be determined using fair values at the reporting date. The last revaluation of land and buildings took place on 31 December 2025.

Any revaluation increase resulting from the revaluation of such land and buildings is credited to the revaluation reserve for tangible fixed assets, unless it reverses a revaluation decrease for the same asset previously recognized as an expense, in which case the increase is credited to profit or loss to the extent of the decrease in the previous expense. A decrease in the carrying amount resulting from the revaluation of such land and buildings is accounted for as an expense to the extent that it exceeds the balance, as applicable, in the revaluation reserve relating to a previous revaluation of the asset.

Depreciation of revalued buildings is recognized in profit or loss. As the property, plant and equipment is used, the revaluation reserve is transferred to retained earnings. Upon sale or disposal of a revalued property, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained earnings.

Tangible assets in progress are recorded at cost, less any recognized impairment loss. Cost includes professional fees and, for eligible assets, capitalized borrowing costs in accordance with the Company's accounting policy. Depreciation of these assets, determined on the same basis as other fixed assets, begins when they are available for use, that is, when they are in the location and condition necessary for them to be capable of operating in the manner intended by management.

No depreciation is calculated for owned land.

Plant, machinery and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognized so as to write off the cost or value of assets (other than land and property, plant and equipment under construction) less their residual values over their useful lives, using the straight-line method, over the following economic lives determined by the Company's management, namely:

- technological equipment	8 – 12 years
- measuring, control and regulation devices and installations	4 – 12 years
- means of transport	4 – 50 years
- computer science	3 years
- furniture and work equipment	4 – 12 years
- constructions	12 - 40 years





3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

In the tangible assets category, the company also records advances paid to suppliers for the acquisition of tangible assets. The company has opted to record advances granted to suppliers for tangible assets at cost and classify them as long-term, because their settlement generates the recognition of fixed assets. Advances paid to suppliers are recorded at the time of payment in accordance with the contractual conditions and are derecognized at the time of receipt of the assets and their registration in the tangible assets category.

The net carrying amount of an item of property, plant and equipment is derecognized upon disposal or when no future benefits are expected from its use or disposal. 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, upon disposal or scrapping. The gain or loss resulting from the derecognition of a property, plant and equipment is included in profit or loss when the asset is derecognized.

d) Real estate investments

To evaluate real estate investments, the entity may opt for one of the following methods:

- Cost Method – real estate investments are valued at acquisition cost less accumulated depreciation and any impairment losses.
- Fair Value Method – real estate investments are valued at market value (fair value) at each reporting date, without applying depreciation. The Company has opted for this method.

In accordance with IAS 40, the Company will measure investment property using fair value. Fair value measurement is based on a periodic assessment of the real estate market, using accepted valuation techniques, including analysis of recent sales transactions and valuations performed by authorized valuers. Any change in the fair value of an investment property will be recognized in the profit and loss account.

e) Investments in capital instruments.

This category includes the participations held by the company in entities within the group, as well as the participations held in entities outside the group perimeter.

The equity securities held in the entities within the group represent unlisted shares, for which there is no active market and for which the fair value cannot be reliably determined. Consequently, in the individual financial statements, these securities are valued at cost, less any adjustments for impairment. The Company performs impairment tests periodically, in accordance with IAS 36, and any impairment loss identified is recognized in the profit or loss account.

Participations held in entities outside the group are classified as financial assets measured at fair value through profit or loss, in accordance with IFRS 9. Changes in fair value, as well as related dividends, are recognized in the profit or loss account of the period in which they arise. For participations in entities whose shares are not quoted on an active market, fair value is determined based on appropriate valuation techniques, using, to the extent possible, observable market data.

f) Other long-term fixed assets

This category includes cash guarantees established with suppliers, with a recovery term greater than 12 months from the reporting date, classified according to IFRS 9 as financial assets measured at amortized cost.

g) Stocks

Inventories are stated at the lower of cost and net realisable value. Cost includes direct materials at cost and, where applicable, direct labour costs and those costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost (WACC) method. Net realisable value is the price at which the inventories are sold.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)





estimated sales in the ordinary course of business, less estimated costs of completion and costs to be incurred for marketing, selling and distribution.

The establishment and reversal of adjustments for inventory depreciation are made on the profit and loss account.

h) Financial instruments

Financial assets and liabilities are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities (other than financial assets and liabilities at fair value through profit or loss) are added to the fair value of the financial asset or liability.

or deducted from the fair value of financial assets or liabilities, as applicable, upon initial recognition. Transaction costs directly attributable to the acquisition of financial assets or liabilities at fair value through profit or loss are recognized in current profit or loss.

i) Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Purchases and sales in the normal course of business are purchases or sales that require delivery of the assets within the time frame established by the contractual terms. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Financial assets are initially measured at fair value and subsequently at amortized cost because they are held within a business model to collect contractual cash flows and these cash flows consist exclusively of payments of principal and interest on the outstanding principal.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition less principal repayments, plus cumulative amortization using the effective interest method for any difference between the initial value and the maturity value, less adjustments for impairment. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjustment for impairment.

Gains or losses from exchange rate differences

The carrying amount of financial assets denominated in a foreign currency is determined in that foreign currency and converted at the spot rate at the end of each reporting period.

Loans and receivables

These assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortized cost using the effective interest method. Amortized cost is reduced by adjustments for impairment. Loans and receivables include trade and other receivables, cash and cash equivalents and bank deposits.

Trade and other receivables

Receivables are initially recognized at the transaction value as defined in IFRS 15. The Company does not have trade receivables that contain a significant financing component. Trade receivables mainly include outstanding invoices issued up to the reporting date for the delivery of goods and services. Subsequent to initial recognition, trade receivables are measured at amortized cost in accordance with IFRS 9.





3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents include balances of cash, demand deposits and deposits with maturity of up to three months from the date of establishment that have an insignificant exposure to the risk of changes in fair value, being used by the Company for the management of short-term commitments.

Impairment of financial assets

The Company recognizes an impairment adjustment for expected credit losses related to investments in financial assets measured at amortized cost, trade receivables and other receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since the initial recognition of the respective financial instrument.

The Company recognizes lifetime expected credit losses for trade and other receivables. Expected credit losses for these financial assets are estimated for financial assets for which there are indications of non-collection. The Company considers that default has occurred when a financial asset is more than 360 days past due. Management of the Company

considers this policy appropriate, taking into account the fact that the exposure related to financial assets overdue for more than 90 days is reduced, and does not have a significant impact on the individual annual financial statements.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and significantly all the risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for the amounts it would otherwise pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial assets and also recognizes a secured loan for the amounts received.

liability financial and social capital

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement and the definition of financial liabilities and equity instruments.

Financial liabilities include lease obligations, interest-bearing bank loans, overdrafts, trade payables and other liabilities. For each item, the accounting policies for recognition and measurement are disclosed in this note. Management believes that the estimated fair values of these instruments approximate their carrying amounts.

Borrowings are initially recognized at fair value. Subsequently, they are measured at amortized cost, using the effective interest rate method. Any difference between the input value and the repayment value is recognized in the profit and loss account over the period of the loans, using the effective interest method.

Interest, dividends, gains and losses on a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are recorded directly in equity. Financial instruments are offset when the Company has a legally enforceable right to offset and intends to settle either on a net basis or to realize the asset and settle the liability simultaneously.

Trade debts

Trade payables are obligations to pay for goods or services that have been purchased in the normal course of business from suppliers and are recorded at amortized cost. If goods and services provided in connection with current activities have not been invoiced, but if delivery has been made and their value is available, the respective obligation is recorded as a liability.





3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Liabilities generated by foreign currency transactions are valued in RON based on the exchange rate on the date of the transactions. Monthly, outstanding foreign currency liabilities are converted into lei using the exchange rate communicated by the National Bank of Romania valid at the end of the month.

Share capital

Ordinary shares

Ordinary shares are classified in equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognized as a reduction in equity.

Redemption and reissue of share capital (treasury shares)

When share capital recognised as part of equity is repurchased, the amount of the consideration paid, which also includes other directly attributable costs, net of tax effects, is recognised as a reduction in equity. The shares repurchased are classified as treasury shares and are presented as a reserve relating to treasury shares. When treasury shares are subsequently sold or reissued, the amount received is recognised as an increase in equity, and the surplus or deficit recorded following the transaction is presented as share premium.

Derecognition of financial liabilities

The Company derecognises financial liabilities only when the contractual obligations are discharged, cancelled or have expired. The difference between the carrying amount of the derecognised financial liability and the consideration paid and payable is recognised in profit or loss.

j) Revaluation reserve

The difference between the revalued value and the net book value of land and buildings is recognized as a revaluation reserve in equity.

If the carrying amount of an asset is increased as a result of a revaluation, this increase is recorded and accumulated in equity under revaluation reserves. However, the increase is recognized in the statement of profit or loss to the extent that it offsets a decrease of the same amount of the asset, previously recognized in the statement of profit or loss.

If the carrying amount of an asset is reduced as a result of a revaluation, this reduction is recognised in profit or loss. However, the reduction is recognised in equity in the revaluation reserve if there is a credit balance in the revaluation reserve for that asset. The revaluation reserve is transferred to retained earnings in an amount corresponding to the use of the asset (as amortisation) and on disposal of the asset.

k) Other reservations

The company allocates a value equal to at least 5% of the profit before tax to other reserves, which are represented by legal reserves. The legal reserve established until it reaches 20% of the share capital is deductible when calculating the profit tax. If this reserve is used in whole or in part to cover losses or for distribution in any form (for the issuance of new shares), the reserve becomes taxable.

l) Dividends

The amounts representing dividends distributed from the net profit of the reporting period are highlighted in the following year in the retained earnings, following the approval of this destination by the General Meeting of Shareholders.

The distribution of dividends is recognized as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.





3. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

As of December 31, 2025, the Company has no provisions recorded.

n) Investment subsidies

The Company recognizes government grants only when there is reasonable assurance that the contractual conditions are met and that they will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose main condition is that the Company acquires or constructs fixed assets, are recognized as deferred income in the individual statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful life of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of providing immediate financial support to the Company, without related future costs, are recognized in profit or loss in the period in which they become receivable.

o) Leasing

(i) The company as a tenant

At inception of a lease, the Company determines whether the lease is or contains a lease. The Company recognizes a right-of-use asset with a corresponding lease liability for all leases in which the Company is a lessee, except for short-term leases (with a term of 12 months or less) and leases that are low-value (less than \$5,000). For these leases, the Company recognizes lease payments as an operating expense on a straight-line basis over the term of the lease.

The liability arising from the lease contract is initially measured at the present value of the lease payments not yet paid, using the interest rate implicit in the lease. If this rate cannot be readily determined, the Company must use the incremental borrowing rate.

The liabilities arising from lease contracts are presented separately in the individual statement of financial position. The liability arising from the lease contract is subsequently measured by increasing the carrying amount to reflect the interest related to the liability arising from the lease contract (using the effective interest rate) and by decreasing the carrying amount to reflect the lease payments made.

Right-of-use assets are depreciated over the shorter of the lease term and the useful life of the underlying asset. If the lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects the fact that the Company will exercise a purchase option, the right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation begins at the lease commencement date. Right-of-use assets are presented on a separate line in the individual statement of financial position.

p) Revenue recognition

The Company recognizes revenue primarily from the sale of finished products and merchandise (biodegradable products). Revenue is recognized based on the consideration to which the Company expects to be entitled under a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control of a product or service to a customer.

The company produces and sells a range of biodegradable and compostable materials, mainly biodegradable bags and sacks, as well as technical and specialty compounds. The products are sold to the Business-to-Business segment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)





Sales are recognized when control of the products has been transferred, which is when the products are delivered to the customer. Thereafter, the customer has full discretion over how the purchased products are used and, where applicable, the resale price of the products. Delivery occurs when the products have been shipped to the specified location, the risks of loss have been transferred to the customer and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have expired, or the company has objective evidence that all acceptance criteria have been met. A receivable is recognized when the goods are delivered, which is when the consideration is unconditional, as only the passage of time before payment is due is required. The consideration promised in customer contracts is adjusted by the value of commercial and financial discounts, incentives, performance bonuses, penalties or other similar elements. In accordance with the Company's standard contractual terms, no return rights are granted, except in exceptional cases where the products do not meet the quality conditions assumed in the contract.

q) Employee benefits

Short-term employee benefits are measured on an undiscounted basis and are recognized as an expense as the related services are rendered. A liability is recognized at the amount expected to be paid if the Company has a present obligation, present legal or constructive obligation to pay this amount for services previously provided by the employee, and the obligation can be estimated reliably.

The Company is not engaged in any independent pension scheme and, consequently, has no obligations in this regard. The Company does not currently grant benefits in the form of employee profit sharing. The Company does not grant compensatory salaries upon retirement.

r) Income tax

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in profit or loss except when it relates to business combinations or items recognized directly in equity or other comprehensive income.

Current income tax

The current tax payment is based on the taxable profit for the year. Fiscal profit is different from the profit reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and also excludes items that will never become taxable or deductible.

The Company records current income tax in accordance with Romanian legislation in force at the date of the financial statements. The current tax rate is 16%.

Deferred tax

Deferred tax is established using the balance sheet method for temporary differences of assets and liabilities (differences between the accounting values presented in the company's balance sheet and its tax base). The company has recognized a deferred tax liability related to the revaluation reserve.

s) Financial income and expenses

The Company's financial income and expenses include:

- interest income;
- interest expenses;
- gains or losses from exchange rate differences on financial assets and liabilities;
- impairment losses on financial assets (other than trade receivables).

Interest income or expense is recognized by applying the effective interest method.





3. SIGNIFICANT ACCOUNTING POLICIES (continued)

t) Segment reporting

The Company has analyzed its operational activity and determined that it operates a single segment of activities, namely, the production and sale of finished products and merchandise through the Business-to-Business channel. The Company records sales to customers in Romania and in countries in Central and Southern Europe (Hungary, Greece, Serbia and Bulgaria), but the majority of the activity is concentrated in Romania, in a proportion of approximately 69%. The Company does not own fixed assets in countries other than Romania.

4. USE OF PROFESSIONAL ESTIMATES AND JUDGEMENTS

The preparation of individual financial statements in accordance with IFRS as adopted by the European Union requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities. The estimates and associated judgments are based on historical data and other factors considered to be reasonable in the circumstances, and the results of these factors form the basis of the judgments used in determining the carrying amounts of assets and liabilities for which no other sources of valuation are available. Actual results may differ from the estimated amounts.

Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the current period and future periods, if the revision affects both the current period and future periods.

Estimates and assumptions are used, in particular, in:

- determining and reviewing the useful life of the company's fixed assets;
- determining inventory depreciation adjustments. The company's management makes certain estimates regarding the value in use of the inventory, taking into account the possibility of use in the company's current activity and other factors specific to each category of inventory.
- determining impairment adjustments for receivables
- Fair value measurement: Fair value is the price that could be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company measures the fair value of an asset or liability based on the assumptions that market participants would use when pricing the asset or liability, assuming that they are acting to maximize economic benefits.

The Company uses valuation techniques that are appropriate under the circumstances and for which sufficient information is available to perform the fair value measurement, maximizing the use of relevant available information and minimizing the use of data that is not available. All assets and liabilities that are measured at fair value in the financial statements must be classified within the fair value hierarchy, based on the nature of the inputs as follows:

- Level 1 – quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 – inputs, other than quoted market prices included in level 1, that are observable for the asset or liability, either directly or indirectly;
- Level 3 – unobservable inputs for the asset or liability.

At each reporting date, the company's management analyzes the values of assets and liabilities that require revaluation or restatement of fair value in accordance with the accounting policies applied. The carrying amount of the company's main assets and liabilities (cash, trade and other receivables, trade and other current liabilities) approximates their fair value at the reporting date.

The company's management believes that any differences from these estimates will not have a significant influence on the individual financial statements in the near future .





5. FIXED ASSETS

5.1 Tangible assets

PROMATERIS	Lands	construction	Installations, machines, equipment	Tangible assets in progress	Rights of use of leased assets	Advances for fixed assets	Total tangible assets
Cost							
Balance as of 01.01.2025	18,490,524	26,679,949	108,947,444	2,719,640	1,527,611	1,643,735	160,008,903
Acquisitions of tangible assets	-	-	257,948	13,995,336	-	1,773,429	16,026,713
Transfers	(6,695,835)	-	14,008,648	(13,253,818)	(754,830)		(6,695,835)
Disposals of tangible assets	(1,735,058)	-	(527,591)		-	(2,776,070)	(5,038,719)
Revaluation	2,375,611	2,114,708					4,490,319
Balance as of 31.12.2025	12,435,242	28,794,657	122,686,449	3,461,158	772,781	641,049	168,791,381
Accumulated depreciation							
Balance as of 01.01.2025	-	6,674,454	43,306,462	-	1,018,540	-	50,999,456
Depreciation for the year	-	1,881,307	12,932,194	-	167,068		14,980,569
Disposals	-	-	476,944	-	(652,129)		(175,185)
Reduction of depreciation adjustments	-	(2,150)	(23)	-	-		(2,173)
Balance as of 31.12.2025	-	8,553,611	56,715,577	-	533,479	-	65,802,667
Net book value as of 31.12.2025	12,435,242	20,241,046	65,970,872	3,461,158	239,302	641,094	102,988,714

The loss from the disposal of tangible assets was realized due to the expropriation by the Expropriator: the Romanian State through the Ministry of Transport and Infrastructure / CNAIR SA based on: Expropriation Decisions: no. 873/10.05.2021 (HG 37/2021 + rectifications) and no. 181/21.02.2025 (HG 1630/2024) for the Project: "Bucharest Ring Road", North Ring Road Sector km 0+000 – km 52+770 Land located in Buftea, Ilfov, Sos. București-Târgoviște no. 1, T46, P394/394/2. The expropriated area is 7,672 sq m for which compensation was established in the amount of 442,412 lei. On 31.12.2025, the land from which the 7,672 sq m were expropriated was valued at fair value in the amount of 1,735,058 lei. The revaluation reserve related to this asset was transferred to retained earnings, representing the surplus realized from revaluation reserves.





5. FIXED ASSETS (continued)
5.1 Tangible assets (continued)

Individual	Lands	construction	Installations, machines, equipment	Tangible assets in progress	Rights of use of leased car assets	Advances for fixed assets	Total intangible assets
Cost							
Balance as of January 1, 2024	26,206,696	26,679,949	107,206,802	2,504,812	1,471,635	1,595,122	165,665,016
Acquisitions of tangible assets	-	-	1,153,311	3,797,583	55,976	1,104,575	6,111,445
Transfers	(7,716,172)	-	3,582,755	(3,582,755)	-	-	(7,716,172)
Disposals of tangible assets	-	-	(2,995,424)	-	-	(1,055,962)	(4,051,386)
Revaluation	-	-	-	-	-	-	-
Balance as of December 31, 2024	18,490,524	26,679,949	108,947,444	2,719,640	1,527,611	1,643,735	160,008,903
Accumulated depreciation							
Balance as of January 1, 2024	-	5,423,483	33,028,145	-	853,804	-	39,305,432
Depreciation for the year	-	1,253,121	12,187,469	-	164,736	-	13,605,326
Disposals	-	-	(1,908,633)	-	-	-	(1,908,633)
Reduction of depreciation adjustments	-	(2,150)	(519)	-	-	-	(2,669)
Balance as of December 31, 2024	-	6,674,454	43,306,462	-	1,018,540	-	50,999,456
Net book value as of December 31, 2024	18,490,524	20,005,495	65,640,982	2,719,640	509,071	1,643,735	109,009,447





5. FIXED ASSETS (continued)

5.1 Tangible assets (continued)

Tangible assets put into operation during 2025 and 2024 represent production equipment.

The value of assets pledged in favor of banks under loan agreements is presented in note 11.

Tangible fixed assets include assets acquired through non-refundable subsidies and used in current activity. These are presented in note 13.

Fair value of land and buildings

The Company's tangible fixed assets, represented by land and buildings, are presented in the financial statements at revalued value, which represents the fair value at the valuation date, less accumulated depreciation and subsequent impairment adjustments.

The fair value assessment of the Company's land and buildings as of December 31, 2025 was carried out by TNP Global & Partners, an independent certified valuer of the Company. TNP Global & Partners is a member of the National Association of Certified Valuers of Romania and has appropriate qualifications and recent experience in assessing the fair value of properties in the relevant locations. The assessment was carried out in accordance with International Valuation Standards. The fair value of the land was determined using the direct comparison method, and the fair value of the buildings was determined using the income approach.

The following table presents the valuation methods used to determine fair values (Level 3), as well as the significant unobservable inputs used.

Category	Evaluation method	Significant unobservable inputs	Correlation between key unobservable inputs and fair value measurement
Lands	<u>Direct comparison approach</u> The fair value is estimated based on the price per square meter for land with similar characteristics (e.g. property rights, legal restrictions, financing and sale conditions, location, physical and economic characteristics and best use). The market price is based on the most recent transactions.	Adjustments for liquidity, location, area.	The estimated fair value would increase/(decrease) if: - Adjustments for liquidity, location, area would be lower/(higher)
construction	<u>Income approach and cost approach</u> The constructions were evaluated by applying the following methods, depending on the best use, availability and credibility of available market information:		
	<u>Income approach</u> The DCF valuation model estimates the present value of the net cash flows that will be generated by a building from rental income, taking into account the occupancy rate and the annual rent. The discount rate estimate takes into account, among other things, the quality of a building and its location.	Adjustments for liquidity, location, area, <u>Market rent</u> - Vacancy rate of 11.11% per year - Capitalization rates of 9.0% - Annual rent per square meter of 5 EUR/sqm, depending on location	The estimated fair value would increase/(decrease) if: - Adjustments for liquidity, location, area would be lower/(higher) - Employment rates would be higher/(lower) - Capitalization rates would be lower/(higher) - The annual rent per square meter would be higher/(lower)
	<u>Cost approach</u> The cost approach provides an indication of value by using the economic principle that a comparator will not pay more for an asset than the cost of obtaining an asset with the same utility, either by purchase or construction.	Adjustments for the price and type of construction materials, external depreciation of -8%.	

5. FIXED ASSETS (continued)





5.1 Tangible assets (continued)

Information regarding the fair value hierarchy as of December 31, 2025 and December 31, 2024:

	Level 1	Level 2	Level 3	Fair value at December 31 2025
Land and land developments (including real estate investments)	-	-	27,197,597	27,197,597
Constructions	-	-	20,241,045	20,241,045

	Level 1	Level 2	Level 3	Fair value at December 31 2024
Land and land developments	-	-	26,206,696	26,206,696
Constructions	-	-	21,256,466	21,256,466

Both during 2025 and during 2024 there were no transfers between fair value levels.

The net carrying amount at historical cost of tangible assets measured at fair value is presented in the table below:

	Historical cost value at December 31, 2025	Historical cost value at December 31, 2024
Lands	12,685,915	13,174,674
Constructions	18,116,950	18,116,950
TOTAL	30,802,865	31,291,624

5.1.a) Profit/(Loss) from the disposal of tangible assets

	December 31, 2025	December 31, 2024
Profit/(loss) from the disposal of tangible assets	(1,275,856)	673,543

The loss from the disposal of tangible assets was realized due to the expropriation by the Expropriator: the Romanian State through the Ministry of Transport and Infrastructure / CNAIR SA based on: Expropriation Decisions: no. 873/10.05.2021 (HG 37/2021 + rectifications) and no. 181/21.02.2025 (HG 1630/2024) for the Project: "Bucharest Ring Road", North Ring Road Sector km 0+000 – km 52+770 Land located in Buftea, Ilfov, Sos. București-Târgoviște no. 1, T46, P394/394/2. The expropriated area is 7,672 sq m for which compensation was established in the amount of 442,412 lei. On 31.12.2025, the land from which the 7,672 sq m were expropriated was valued at fair value in the amount of 1,735,058 lei. The revaluation reserve related to this asset was transferred to retained earnings, representing the surplus realized from revaluation reserves.

5.1.a) Revenue from the production of tangible assets

	December 31, 2025	December 31, 2024
Revenue from the production of tangible assets	978,585	180,649

5.2. Real estate investments

PROMATERIS	Real estate investments (Land)
Cost	
Balance as of 01.01.2025	7,716,172
Acquisitions of tangible assets	-
Transfers	6,695,835
Disposals of tangible assets	
Revaluation	350,348
Balance as of 31.12.2025	14,762,355

5. FIXED ASSETS (continued)





5.2. Real estate investments (continued)

On 31.12.2025 Promateris reclassified from the Land category to the Investment property category, in accordance with IAS 40 "Investment property", part of the land owned by the Company, namely the land owned in Crevedia, Lot 1, Lot 2 and Lot 3 (119,808 m2). For these lands, management does not have a defined plan as of the date of these financial statements. Investment property is valued at fair value, the related revaluation difference accumulated until 31.12.2025 will remain presented in the revaluation reserve account. The lands owned by the Company are: Belciugatele (91,242 m2), Buftea (27,404 m2 following expropriation) and Crevedia (3 lands totaling 119,808 m2).

PROMATERIS	Real estate investments (Land)
Cost	
Balance as of 01.01.2024	0
Acquisitions of tangible assets	-
Transfers	7,716,172
Disposal of tangible assets	-
Revaluation	-
Balance as of 31.12.2024	7,716,172

5.2.a) Income from fair value measurement of real estate investments

Elements	December 31, 2025	December 31, 2024
Gains from fair value adjustment — Belciugatele Land (91,242 sq m)	350,348	—
Total income from fair value measurement of investment property	350,348	—

As a result of the valuation on 31.12.2025 of the real estate investment Belciugatele Land (91,242 m2m) in the financial year ended 31.12.2025, the Company recognized in the profit or loss account net gains from the adjustment to the fair value of real estate investments in the amount of 350,348 lei, in accordance with IAS 40 "Investment Property" and with the Company's accounting policy for valuing real estate investments at fair value after initial recognition. The fair value was determined based on a valuation report prepared by an independent authorized ANEVAR appraiser, using valuation techniques in accordance with IFRS 13 "Fair Value Measurement".

5.3 Intangible assets

PROMATERIS	Total tangible assets
Cost	
Balance as of 01.01.2025	1,604,325
Acquisitions of intangible assets	652,925
Disposal of intangible assets	-
Balance as of 31.12.2025	2,257,250
Accumulated depreciation	
Balance as of 01.01.2025	195,355
Depreciation for the year	180,207
Disposals	(1,698)
Balance as of 31.12.2025	373,864
Net book value as of 31.12.2025	1,883,386





5. FIXED ASSETS (continued)

5.3 Intangible assets (continued)

	Total tangible assets
Cost	
Balance as of 01.01.2024	1,027,375
Acquisitions of intangible assets	576,950
Disposals of intangible assets	-
Balance as of 31.12.2024	1,604,325
Accumulated depreciation	
Balance as of 01.01.2024	86,549
Depreciation for the year	108,806
Disposals	-
Balance as of 31.12.2024	195,355
Net book value as of 31.12.2024	1,408,970

Intangible assets include computer programs, licenses and various software. They are amortized using the straight-line method. In the statement of financial position, they are presented at historical cost, less depreciation and any value adjustments.

5.3.a) Revenue from the production of intangible assets

	December 31, 2025	December 31, 2024
Revenue from the production of intangible assets	712,694	0

5.4 Investments in equity instruments

Investments at acquisition cost in equity instruments as of 31.12.2025 and 31.12.2024 are detailed below.

Investments in capital instruments	Balance as of 01.01.2025	Holding % as of 01.01.2025	Increases/decreases in CPP	Balance as of 31.12.2025	Holding % as of 31.12.2025
Biodeck SA	140,000	70.00%	-	140,000	70.00%
Promateris Recycling SA	25,972	80.20%	(25,972)	0	80.20%
Promateris Packaging SA	219,446	96.00%	(13,296)	206,150	96.00%
Total	385,418		(39,268)	346,150	

Investments in capital instruments	Balance as of 01.01.2024	Holding % as of 01.01.2024	Increases/decreases in CPP	Balance as of 31.12.2024	Holding % as of 31.12.2024
Biodeck SA	140,000	70.00%	-	140,000	70.00%
Promateris Recycling SA	55,441	80.20%	(29,469)	25,972	80.20%
Promateris Packaging SA	290,692	96.00%	(71,246)	219,446	96.00%
Total	486,133		(100,715)	385,418	





5. **FIXED ASSETS (continued)**

5.4 **Investments in equity instruments (continued)**

Investments at fair value in equity instruments as of 31.12.2025 and 31.12.2024 are detailed below.

Investments in capital instruments	Balance as of 01.01.2025	Holding % as of 01.01.2025	Increases/decreases in CPP	Balance as of 31.12.2025	Holding % as of 31.12.2025
Romtaty SA	1,996,173	10.00%	(749,754)	1,246,419	10.00%

Investments in capital instruments	Balance as of 01.01.2024	Holding % as of 01.01.2024	Increases/decreases in CPP	Balance as of 31.12.2024	Holding % as of 31.12.2024
Romtaty SA	974,757	10.00%	1,021,416	1,996,173	10.00%

Information regarding Romtatay SA

Romtaty SA is a Romanian-Spanish joint venture producing plastic injection molded articles, established in 1991, registered with the Trade Register Office under no. J40/2798/1992. As of 31.12.2025, the Company holds a 10% stake in the share capital of this entity worth RON 108,203 (at acquisition cost), for which it decided at the time of reporting to measure it at fair value through current results.

Details of the valuation report 31.12.2025 : The valuation was carried out by the company TNP Global & Partners , ANEVAR Corporate Member, Aut. No. 0092. In applying the approaches and methods for estimating the fair value of the minority stake in SC ROMTATAY SA, input data obtained from the market and from the client were used. In the income approach, forecasts provided by the client and verified by the appraiser with market data and the company's financial history were used. The availability of data and the specific market situations presented in the report led to the fact that the income approach is the only relevant and adequate for estimating the fair value of the minority stake. The fair value determined for this holding is 1,246,419 lei.

Information regarding Biodeck SA

Biodeck SA is a company registered in Romania at the Trade Register Office under no. J2019014200407, with the main activity of distributing bioplastic products. On 31.12.2025 and on 31.12.2024 PROMATERIS SA holds a 70% stake in the share capital of BIODECK SA worth RON 140,000, for which it decided at the time of reporting to value it at acquisition cost, which is also consolidated in the company's consolidated financial statements.

Information regarding Promateris Recycling SA

Promateris Recycling SA is a company registered in Romania at the Trade Register Office under no. J23/933/2021, with the main activity of recycling plastic products. On 31.12.2025 and on 31.12.2024 PROMATERIS SA holds an 80.20% stake in the share capital of Promateris Recycling SA, worth RON 81,000, for which it decided at the time of reporting to value at acquisition cost less value adjustments, this being also consolidated in the company's consolidated financial statements.

Information regarding Promateris Packaging SA

Promateris Packaging SA is a company registered in Romania at the Trade Register Office under no. J23/932/2021, with the main activity of providing packaging services. On 31.12.2025 and 31.12.2024 PROMATERIS SA holds a 96% stake in the share capital of Promateris Packaging SA, worth RON 481,000, for which it decided at the time of reporting to evaluate it at acquisition cost less value adjustments, this being also consolidated in the company's consolidated financial statements.

The company records increases/decreases in the profit and loss account for investments in capital instruments in 2025 as well as in 2024.

6. **STOCKS**





The main categories of inventories are raw materials and consumables, semi-finished products, finished products and merchandise. Upon disposal, inventories are valued based on weighted average cost.

Inventories are valued at the lower of cost and net realizable value. For certain inventories of used goods, periodically reviewed, adjustments for depreciation have been made.

	December 31, 2025	December 31, 2024
Raw materials and consumables	19,845,987	11,845,970
Finished and semi-finished products	12,752,551	15,312,171
Merchandise	442,274	264,575
Stock category (adjustments)		
Raw materials and consumables	(127,085)	(139,431)
Finished and semi-finished products	(28,158)	(86,582)
Merchandise	-	-
TOTAL	32,885,571	27,196,703

The value of inventories pledged to financial institutions under loan agreements is presented in note 11.

7. RECEIVABLES

7.1. TRADE RECEIVABLES

	December 31, 2025	December 31, 2024
Trade receivables from Romania	12,842,346	16,298,777
Trade receivables from other countries	7,857,717	4,576,960
Adjustments for impairment of receivables	(3,217,488)	(2,869,714)
Subtotal financial assets	17,482,575	18,006,023
Miscellaneous debtors	0	3,333
Advance payments for the purchase of services	86,783	494,452
Receivables regarding other taxes and duties	629,921	459,529
VAT receivables	4,704,007	384,890
Other receivables	3,179	-
Total	22,906,465	19,348,227

The Company's top 2 outstanding customers held a share of 32% in total outstanding receivables as of December 31, 2025 (71% as of December 31, 2024)

The Company has established a matrix of allowances based on historical credit loss experience, adjusted for prospective factors specific to the debtors and the economic environment, if applicable. The Company assesses impairment losses individually if there are indications of significant increases in credit risk at an individual level. More information is presented in Note 26.

The movement in adjustments for impairment of trade receivables is as follows:

ADJUSTMENTS	December 31, 2025	December 31, 2024
Opening balance on January 1	(2,869,713)	(2,796,667)
Increases	(482,875)	(272,558)
Discounts	135,100	199,512
Final balance as of December 31	(3,217,488)	(2,869,713)

The value of trade receivables pledged to financial institutions based on loan agreements are presented in note 11.

8. CASH AND CASH EQUIVALENTS

The company has current accounts in lei and foreign currency (EURO, USD) opened with BCR, BRD, ING, EximBank (formerly Banca Romaneasca), Unicredit, CEC Bank and Treasury. The balances at the end of the reporting period denominated in foreign currency were revalued at the BNR exchange rates for the last banking day of 2025, and the related exchange rate differences were recorded in the profit or loss of the year.





8. CASH AND CASH EQUIVALENTS (Continued)

	2025	2024
Short-term bank deposits	51,485	50,256
Cash in the bank	2,981,087	699,488
Cash on hand	697	1,930
Total	3,033,269	751,674

As of December 31, 2025 and December 31, 2024, the Company does not hold any cash or cash equivalents whose use is restricted. The entire balance of RON 3,033,269 as of December 31, 2025 (December 31, 2024: RON 751,674) is available for use in the Company's current activity.

compound	12/31/2025	12/31/2024
Cash available for use	3,033,269	751,674
Restricted cash	0	0
Total cash and equivalents	3,033,269	751,674

9. SHARE CAPITAL

As of December 31, 2025, the Company's subscribed and paid-up share capital is worth RON 2,869,750, composed of 28,697,499 ordinary shares with a nominal value of RON 0.10/share, fully paid.

As of December 31, 2024, the Company's subscribed and paid-up share capital is worth RON 2,869,750, composed of 28,697,499 ordinary shares with a nominal value of RON 0.10/share, fully paid.

The shareholder structure as of December 31, 2025 is as follows, according to the Central Depository Register:

Shareholder	December 31, 2025		December 31, 2025	
	No. of Shares	%	Share capital value	%
POGONARU FLORIN-ION	9,900,990	34.50%	990,099	34.50%
PAVAL HOLDING SRL	6,895,502	24.03%	689,550	24.03%
NORD SA	5,981,571	20.84%	598,157	20.84%
SHAREHOLDERS LIST	5,919,436	20.63%	591,944	20.63%
Total	28,697,499	100%	2,869,750	100%

The shareholder structure as of December 31, 2024 is as follows, according to the Central Depository Register:

Shareholder	December 31, 2024		December 31, 2024	
	No. of Shares	%	Share capital value	%
POGONARU FLORIN-ION	9,900,990	34.50%	990,099	34.50%
PAVAL HOLDING SRL	6,895,502	24.03%	689,550	24.03%
NORD SA	5,981,571	20.84%	598,157	20.84%
SHAREHOLDERS LIST	5,919,436	20.63%	591,944	20.63%
Total	28,697,499	100%	2,869,750	100%

10. REVALUATION RESERVES AND OTHER RESERVES

	December 31, 2025	December 31, 2024
Revaluation reserves	18,183,591	16,166,308
Legal reserves	574,022	574,022
Reserves – total	18,757,613	16,740,330

Revaluation reserves are constituted by the revaluation of land and buildings owned by the Company. The last revaluation was carried out on December 31, 2025.





10. REVALUATION RESERVES AND OTHER RESERVES (Continued)

Elements	Year 2025
Balance as of January 1, 2025	16,166,308
(+) Gross revaluation of tangible assets	4,490,318
(-) Proportional restatement of accumulated depreciation (constructions only)	-628,185
(-) Deferred tax 16% recognized in OCI	-180,711
(=) Revaluation reserve	3,681,422
(-) Transfer to Retained Earnings related to expropriated land (Buftea)	-1,246,164
(-) Annual transfer to Retained Earnings — excess depreciation (IAS 16.41) for construction	-417,975
Subtotal transfer of revaluation reserve to retained earnings	-1,664,139
Balance as of December 31, 2025	18,183,591

11. DEBT TO BANKING INSTITUTIONS AND OTHER CREDITORS

Promateris loan balance as of 31.12.2025	Currency	Equivalent balance in RON as of 31.12.2025	31.12.2025 in RON TS	31.12.2025 in RON TL	Maturity
ING long-term loan	RON	83,333	83,333	-	27.02.2026
ING long-term loan	RON	883,863	707,091	176,772	30.03.2027
ING long-term loan	RON	3,916,417	2,937,313	979,104	01.04.2027
ING long-term loan	EUR	6,090,536	2,436,214	3,654,322	06/15/2028
ING Overdraft	RON	10,994,929	10,994,929	-	15.10.2026
ING Overdraft	EUR	6,884,012	6,884,012	-	15.10.2026
ING long-term loan	RON	619,665	247,866	371,799	06/15/2028
Unicredit long-term loan	RON	257,970	257,970	-	23.02.2026
Unicredit long-term loan	RON	96,677	96,677	-	29.04.2026
Unicredit short-term loan	RON	294,272	294,272	-	29.04.2026
Unicredit short-term loan	EUR	6,122,251	6,122,251	-	02.07.2026
Unicredit short-term loan	RON	6,960,000	6,960,000	-	02.07.2026
Unicredit short-term loan	USD	1,945,082	1,945,082	-	02.07.2026
Unicredit long-term loan	EUR	2,007,655	446,145	1,561,510	19.06.2030
Long-term credit CEC	RON	3,333,333	3,333,333	-	07/18/2026
Long-term credit CEC	EUR	4,770,022	985,440	3,784,582	08/15/2028
Shareholders' loan*	RON	5,000,000	5,000,000	-	12/31/2026
Shareholders' interest	RON	998,889	998,889	-	12/31/2025
Banking institution interest	RON	189,756	189,756	-	January 2026
TOTAL		61,448,662	50,920,573	10,528,089	

*The loan is granted by the affiliated party Floreasca Development SA, Bucharest, 20 Icoanei Street, sector 2

	Currency	Balance in RON as of 31.12.2024	31.12.2024 in RON TS	31.12.2024 in RON TL	Due date
ING long-term loan	RON	583,333	500,000	83,333	27.02.2026



ING long-term loan	RON	1,590,956	707,092	883,864	30.03.2027
ING long-term loan	RON	6,853,730	2,937,313	3,916,417	01.04.2027
ING long-term loan	EUR	8,318,703	2,376,772	5,941,931	06/15/2028
ING Overdraft	RON	8,226,061	8,226,061	-	Upon notification to the bank
ING Overdraft	EUR	7,403,721	7,403,721	-	Upon notification to the bank
ING long-term loan	RON	867,530	247,866	619,664	06/15/2028
Unicredit long-term loan	RON	1,805,780	1,547,811	257,969	23.02.2026
Unicredit long-term loan	RON	386,708	290,031	96,677	29.04.2026
Unicredit short-term loan	RON	1,177,087	882,814	294,273	29.04.2026
Unicredit short-term loan	EUR	5,972,873	5,972,873	-	06/15/2025
Unicredit short-term loan	USD	2,140,006	2,140,006	-	06/15/2025
Unicredit short-term loan	RON	1,960,000	1,960,000	-	06/15/2025
Long-term credit CEC	RON	4,827,906	-	4,827,906	07/18/2026
CHECK	EUR	49,764	-	49,764	07/18/2026
Shareholders' loan*	RON	5,000,000	5,000,000		12/31/2025
Shareholders loan interest	RON	598,889	598,889		12/31/2024
Banking institution interest	RON	211,339	211,339	-	January 2025
TOTAL		57,974,386	41,002,588	16,971,798	

***The loan is granted by the affiliated party Floreasca Development SA, Bucharest, 20 Icoanei Street, sector 2**

Bank loans have a variable interest rate, determined by considering the ROBOR, EURIBOR or SOFR indicator at 1/3/6 months, to which is added a margin ranging from 1.00% - 3.00% per year, depending on the maturity and type of loan.

The loans detailed above are secured with a mix of guarantees consisting of:

- Fixed assets such as land and buildings
- Fixed assets such as equipment & cars
- Raw materials and finished goods inventories
- Trade receivables
- Current bank accounts, with their balance;

In addition, the company benefits on December 31, 2025 from guarantees from the Romanian Counter-Guarantee Fund and the European Investment Fund, for the partial guarantee of certain contracted loans, in accordance with the provisions of the applicable financing programs.

During 2025, the company made limited withdrawals from the contracted investment loans, the emphasis being placed on operationalizing and streamlining investments in production capacities from previous years and, at the level of banking exposure, on making all corresponding repayments, in accordance with the provisions of the credit agreements. The year 2025 exceeded the debt service peak of 2024, the company covering this debt service from operational cash flows.

At the end of 2025, based on the annual financial statements, the financial parameters of the existing credit contracts are appropriate, with the financing banks already taking note of the previously published preliminary financial statements.

During 2026, consistent with the diligent behavior already shown, the company will make all scheduled credit repayments for 2026 in a proper manner and will ensure compliance with the contractual parameters in accordance with the provisions of the credit agreements at all times.

	January 1, 2025	Proceeds	Payment	Overdraft	Interest expenses	Interest payments	Commission and revaluation expenses	Commission payments	December 31, 2025
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Debts to banking institutions	52,375,497	15,181,340	(14,547,820)	2,063,123	3,525,211	(3,529,773)	568,013	(185,818)	55,449,773
Shareholders loan	5,598,889	0	0	0	400,000	0	0	0	5,998,889
TOTAL	57,974,386	15,181,340	(14,547,820)	2,063,123	3,925,211	(3,529,773)	568,013	(185,818)	61,448,662

	January 1, 2024	Proceeds	Payment	Overdraft	Interest expenses	Interest payments	Commission and revaluation expenses	Commission payments	December 31, 2024
Debts to banking institutions	55,691,094	33,402,572	(40,800,896)	3,922,735	3,156,570	(3,137,255)	412,166	(271,489)	52,375,497
Shareholders loan	5,000,000	0	0	0	598,889	0	0	0	5,598,889
TOTAL	60,691,094	33,402,572	(40,800,896)	3,922,735	3,755,459	(3,137,255)	412,166	(271,489)	57,974,386

12. LEASING DEBT

	Passenger cars
Balance as of 01.01.2025	274,241
Inputs	
Interest expense	6,381
Lease payments	(202,328)
Exchange rate differences	22,720
Balance as of 31.12.2025	101,014

	Passenger cars
Balance as of 01.01.2024	812,906
Inputs	55,976
Interest expense	16,715
Lease payments	(609,529)
Exchange rate differences	(1,827)
Balance as of 31.12.2024	274,241

	The repayment of leasing liabilities is analyzed as follows:	
	2025	2024
Installments due within 1 year	(81,014)	(170,397)
Installments due after 1 year, but not more than 5 years	(20,000)	(103,844)
Installments due after 5 years		
TOTAL	(101,014)	(274,241)

Statement of changes in cash flows from financing





Individual	January 1, 2025	Proceeds	Payment	Interest expenses	Interest payments	New leasing	Commission and revaluation expenses	Commission payments	December 31, 2025
Lease liabilities	274,241		(202,328)	6,381	(6,381)		29,101		101,014

Individual	January 1, 2024	Proceeds	Payment	Interest expenses	Interest payments	New leasing	Commission and revaluation expenses	Commission payments	December 31, 2024
Lease liabilities	812,906		(592,814)	16,715	(16,715)	55,976	(1,827)		274,241

13. NON-REFUNDABLE SUBSIDIES

Non-repayable subsidies represent grants received by Promateris, which have not yet been re-introduced into income, resulting from the successful implementation of four projects funded by Innovation Norway during the period 2021-2024. These projects are:

- Green Europe – Efficient technologies for manufacturing innovative and environmentally friendly products;
- Green Energy for Bio-based Compostable Packaging Production;
- Bio-based Circular Solutions for Decarbonising the Local Economy;
- Communication – Green Energy for Bio-based Compostable Packaging Production.

All subsidies related to the mentioned projects have been collected in full. The Group has chosen to present these subsidies separately in the financial statements, given their nature and significance, as well as to provide a clearer picture of the amounts to be reclassified to income in future periods, in correlation with the fulfillment of the conditions related to the financing received.

The value of the non-refundable subsidies is presented below:

13. NON-REFUNDABLE GRANTS (Continued)

	December 31, 2025	December 31, 2024
Balance as of January 1	7,282,442	8,405,351
Subsidies received	-	88,867
Value of subsidies reclassified to income	(1,102,289)	(1,211,776)
Balance as of December 31	6,180,153	7,282,442
Short-term balance	1,102,289	1,102,289
Long-term balance	5,077,864	6,180,153

14. TRADE PAYABLES AND ADVANCES RECEIVED

As of December 31, 2025 and December 31, 2024, the Company had no outstanding debts.

	December 31, 2025	December 31, 2024
Trade payables to suppliers of goods and services	13,900,657	9,579,431
Trade payables to fixed asset suppliers	304,142	1,010,441
TOTAL TRADE PAYABLES	14,204,799	10,589,872
Advances received from customers	281,458	47,698
TOTAL TRADE PAYABLES AND ADVANCES RECEIVED	14,486,257	10,637,570

15. OTHER CURRENT LIABILITIES

	December 31, 2025	December 31, 2024
Debts to staff	1,152,778	1,001,933
Social contributions and other payroll taxes	721,553	759,279
Current income tax receivables	173,466	-
Other taxes, duties and similar payments	1,608	
TOTAL CURRENT DEBT	1,875,939	1,761,212





16. SALES REVENUE

	December 31, 2025	December 31, 2024
Revenue from the sale of goods	118,244,497	95,625,322
Variable consideration - discounts and rebates	(631,215)	(572,899)
Total revenue from product sales	117,613,282	95,052,423
Revenue from services rendered	104,863	112,957
Other income from contracts with customers	5,048,275	4,226,811
Total	122,766,420	99,392,191

The company's main revenue streams are:

- Revenue from the sale of products represents performance obligations related to the sale of products from bioplastics produced by the company, fulfilled at a point in time, namely when the customer receives and/or the goods are delivered. The prices are identifiable and represent the consideration paid by the customer for the sale of finished products. According to the concluded contracts, customers have established return rights. Management has analyzed historical returns and the amounts are considered insignificant.
- Revenue from services rendered are obligations performed over time. Prices are identifiable and represent the consideration paid.

The geographical analysis of revenues is included in the table below.

	Year ended at 12/31/2025	Year ended at 12/31/2024
Domestic sales	56,625,368	68,117,471
Sales on the foreign market	66,141,052	31,274,720
Sales revenue – total	122,766,420	99,392,191

In 2024 and 2025, the top customers in sales on the domestic market were: Biodeck SA (Client 1) and Dedeman SRL (Client 2). Included in the revenues from customer contracts detailed above are revenues of approximately RON 58 million (2024: RON 62 million) in relation to the company's 2 largest customers, each of which contributes significantly to total customer revenues, according to the table below.

	December 31, 2025	Percentage of total reported revenues 2025	December 31, 2024	Percentage of total reported revenues 2024
Customer 1	39,615,891	32%	52,289,639	53%
Customer 2	18,577,840	15%	4,891,377	5%
Customer 3	9,851,934	8%	4,672,292	5%
Total top 3 clients	68,045,665	55%	61,853,309	62%
Total revenue from customer contracts	122,766,420		99,392,191	

17. OTHER OPERATING INCOME

	December 31, 2025	December 31, 2024
Income from compensation, fines and penalties	2,268	60,926
Other operating income	286,805	169,526
TOTAL OTHER OPERATING INCOME	289,073	230,452

18. EXPENSES ON RAW MATERIALS AND CONSUMABLES

	December 31, 2025	December 31, 2024
Raw material expenses	58,809,682	50,263,744
Expenses related to goods	1,108,889	1,604,805
Expenses related to other consumables	944,855	1,063,255
Expenses related to packaging materials	4,052,618	2,375,603
TOTAL MATERIAL EXPENSES	64,916,044	55,307,407





19. PERSONNEL EXPENSES AND INFORMATION REGARDING EMPLOYEES, ADMINISTRATORS AND DIRECTORS

The company has no obligations regarding the payment of pensions to former directors and/or administrators, members of the Board of Directors, has not granted advances or loans to directors and/or administrators and has not issued guarantees on their behalf. The amount of remuneration of the key management members of the company is included below. In total, in 2025 the Company paid RON 771,166 (2024: RON 758,538) to the key management members. The expenses for salaries paid in 2025 and 2024, respectively, consist of the following:

	Year 2025	Year 2024
wages	15,101,012	14,663,659
<i>Of which:</i>		
- amounts paid to management	387,166	374,538
Meal voucher expenses	1,099,806	1,169,862
Social security expenses	405,965	395,707
Total salaries	16,606,783	16,229,228
Amounts paid to members of the board of directors	384,000	384,000

The average number of employees for the financial year ended December 31, 2025 is 126 (December 31, 2024: 140).

20. EXPENSES ON EXTERNAL SERVICES

	December 31, 2025	December 31, 2024
Maintenance and repair expenses	971,050	808,457
Expenses with other external benefits*	5,688,502	6,164,119
Insurance premium expenses	503,936	486,197
Expenses related to commissions and fees	357,667	253,683
Expenses for transporting goods and personnel	2,689,228	1,462,525
TOTAL EXPENDITURE ON EXTERNAL BENEFITS	10,210,383	9,174,981

* Expenses with other external services performed by third parties consist mainly of security, recycling, and audit services.

21. OTHER OPERATING EXPENSES

Other operating expenses, in the total amount of RON 1,128,735 (year 2024: RON 1,049,547) consist mainly of local taxes and duties, other than profit tax.

22. FINANCIAL RESULT

	December 31, 2025	December 31, 2024
Interest income	9,403	33,056
Income from exchange rate differences	1,144,837	561,084
Expenses from exchange rate differences	(1,629,546)	(1,062,312)
Income from participating interests	-	228,947
Other financial income	(5,276)	1,021,416
Interest expenses	(3,931,592)	(3,772,174)
Expenses from discounts granted	5,697	(342)
Other financial expenses	(750,618)	(29)
Financial result	(5,157,095)	(2,990,353)

23. INCOME TAX AND DEFERRED TAX

Income tax recognized in profit or loss:





	December 31, 2025	December 31, 2024
Current income tax expense	623,734	-
Deferred tax (income)/expense	339,345	(539,345)
Total	963,079	(539,345)

The tax rate for the financial periods 2025 and 2024 is 16%.

Reconciliation of current profit before tax with income tax expense in the income statement:

	Year 2025	Year 2024
Gross result	2,753,616	291,806
Income tax calculated at a rate of 16%	440,579	46,690
The effect of non-taxable income	(264,661)	(563,332)
The effect of non-deductible expenses	570,377	568,053
The effect of taxable items assimilated to income	266,262	66,876
The effect of taxable items assimilated to expenses	-	-
Effect of legal reserve	-	-
Other tax effects (tax losses)	(300,391)	(383,192)
Reduction of corporate tax with sponsorship expenses	(41,485)	-
Reduction of corporate income tax due to the bonus provided by GEO 153/2020	(46,947)	-
Total income tax expense	623,734	-

	December 31, 2025	December 31, 2024
Deferred tax		
Total deferred tax at the beginning of the period	2,310,777	2,850,122
Deferred tax expense related to temporary differences / items similar to expenses	339,345	-
Deferred tax recognized in other equity items	180,711	-
Deferred tax income related to temporary differences		(539,345)
Total deferred income tax	2,830,833	2,310,777

Nature of the temporary difference	Deferred tax until 31.12.2025	Deferred tax on 31.12.2024
Revaluation of tangible assets	(3,463,541)	(3,079,297)
Provisions	112,885	95,295
Adjustments for impairment of receivables	469,823	459,154
Adjustments for inventory depreciation	53,209	13,853
Adjustments for depreciation of tangible assets	55,679	45,288
Other temporary differences	(58,887)	15,271
Tax loss to be recovered	-	139,660
Total deferred tax (liability)	(2,830,832)	(2,310,776)

	Year 2025	Year 2024
Deferred tax expense related to temporary differences / items similar to expenses		
Expenses/(income) related to the origin and reversal of temporary differences during the year	199,685	(539,345)
Recognition / (derecognition) of previously unrecognized deferred tax assets	139,660	-
Total deferred tax expense/(income) in the Profit and Loss Account	339,345	(539,345)

24. RELATED PARTIES

As of 31.12.2025 and 31.12.2024, Promateris has the following related parties:





	Address	Activity object	Nature of the relationship with Promateris SA
Biodeck SA	Bucharest, sector 1, Street Cpt. Av. Gheorghe Marasoiu No. 13-15, 2nd Floor, Apt. 12, Sector 1, Bucharest.	Non-specialized wholesale trade NACE code 4690	Affiliated party, member of the Promateris group
Promateris Packaging SA	Bufttea, Bucuresti-Tirgoviste 1, office building, building 1, ground floor, office P12	Packaging activities NACE code 8292	Affiliated party, member of the Promateris group
Promateris Recycling SA	Bufttea, Bucuresti-Tirgoviste 1, office building, building 1, ground floor, office P13	Recovery of sorted recyclable materials NACE code 3832	Affiliated party, member of the Promateris group

Affiliated party name	Receivables balance as of December 31, 2025	Revenue value for the year ended December 31, 2025 (excluding VAT)
Biodeck SA	4,857,073	39,615,891
Promateris Packaging SA	1,758	8,640
Promateris Recycling SA	881	8,658

Affiliated party name	Debt balance as of December 31, 2025	Expenses for the year ended December 31, 2025 (excluding VAT)
Biodeck SA	3,523,425	7,587,803

Affiliated party name	Receivables balance as of December 31, 2024	Revenue value for the year ended December 31, 2024 (excluding VAT)
Biodeck SA	9,747,899	52,289,639
Promateris Packaging SA	-	8,520
Promateris Recycling SA	-	8,538

Affiliated party name	Debt balance as of December 31, 2024	Expenses for the year ended December 31, 2024 (excluding VAT)
Biodeck SA	287,401	1,263,041

25. TRANSACTIONS WITH SIGNIFICANT SHAREHOLDERS AND RELATED PARTIES

Significant shareholders holding at least 10% stakes as of 31.12.2025 and 31.12.2024 are:

Shareholder	No. of Shares 2025	2025%	No. of Shares 2024	2024 %
PAVAL HOLDING SRL	6,895,502	24.03%	6,895,502	24.03%
NORD SA	5,981,571	20.84%	5,981,571	20.84%

There were no transactions with significant shareholders in 2025 and 2024.

The parties affiliated with the significant shareholder as of 31.12.2025 and 31.12.2024 are:

	Address	Activity object	Nature of the relationship with Promateris SA
Dedeman SRL	Bacau, Alexei Tolstoi Street no. 8	Retail sale of hardware, glassware and painting supplies in specialized stores, NACE code 4752	Affiliated party through significant shareholder

Affiliated party name	Receivables balance as of December 31, 2025	Revenue value for the year ended December 31, 2025 (excluding VAT)	Receivables balance as of December 31, 2024	Revenue value for the year ended December 31, 2024 (excluding VAT)
Dedeman SRL	717,239	4,439,850	775,018	4,891,377





Loans from related parties

On July 6, 2023, Promateris SA contracted a loan worth RON 5,000,000 from Floreasca Development SA

The loan was granted in a single tranche, in RON, and bears interest, initially at 8% per annum, modified to 6.5% per annum starting December 30, 2025.

The repayment term has been successively extended by additional acts, most recently until December 31, 2026. The loan is unsecured and may be repaid early, in full or in part, with prior notification to the lender.

The related interest expense was in the amount of 400,000 lei in the financial year ended 31.12.2025 (598,889 lei in the financial year ended 31.12.2024)

26. MANAGEMENT OF SIGNIFICANT RISKS

General framework for risk management

The Board of Directors of the Company has overall responsibility for establishing and overseeing the risk management framework at the company level. The company's risk management policies are defined in such a way as to ensure the identification and analysis of the risks it faces, the establishment of appropriate limits and controls, as well as the monitoring of risks and compliance with the established limits. The risk management policies and systems are reviewed regularly to reflect changes in market conditions and in the company's activities.

The activities carried out by the Company expose it to a series of risks, the significant ones being:

- capital risk – see note 26
- market risk (including foreign exchange risk, interest rate risk, price risk)
- credit risk
- liquidity risk
- environmental risk

Market risk

I. Currency risk management

The Company is exposed to limited currency risk due to the fact that most of its receivables, payables and loans are in RON. However, the Company continuously monitors and manages its exposure to exchange rate fluctuations. The most frequently used foreign currency in transactions is EUR. The carrying amount of the Company's monetary assets and liabilities denominated in foreign currencies at the reporting date was as follows:

The currency in which they are denominated	RON	EUR	USD	Other	Total as of December 31, 2025
Assets, of which:	11,254,144	7,972,265	1,541,430	346	20,768,185
Trade receivables	10,320,946	7,161,629	-	-	17,482,575
Cash and cash equivalents	680,857	810,636	1,541,430	346	3,033,269
Other short-term assets	252,341	-	-	-	252,341
Debts, of which:	41,436,676	26,673,347	1,945,082	-	75,754,475
Debts to banking institutions	27,630,215	25,874,476	1,945,082	-	55,449,773
Trade debts	7,807,571	457,407	5,939,821	-	14,204,799
Lease liabilities		101,014	-	-	101,014
Shareholder loan	5,998,889				5,998,889
Net exposure as of December 31, 2025	(30,182,532)	(18,460,631)	(6,343,473)	346	(54,986,290)





The currency in which they are denominated	RON	EUR	USD	Other	Total as of December 31, 2024
Assets, of which:	14,505,648	4,423,373	8,852	2,454	18,940,327
Trade receivables	13,834,611	4,171,412	-	-	18,006,023
Cash and cash equivalents	488,407	251,961	8,852	2,454	751,674
Other short-term assets	182,630	-	-	-	182,630
Debts, of which:	41,604,437	23,862,204	3,371,312	546	68,838,499
Debts to banking institutions	28,426,341	21,796,525	2,152,631	-	52,375,497
Trade debts	7,579,207	1,791,438	1,218,681	546	10,589,872
Lease liabilities	-	274,241	-	-	274,241
Shareholder loan	5,598,889	-	-	-	5,598,889
Net exposure as of December 31, 2024	(27,098,789)	(19,438,831)	(3,362,460)	1,908	(49,898,172)

Exchange rate sensitivity analysis

An appreciation/(depreciation) of the EUR against the RON would increase/(decrease) the profit or loss by the amounts shown below:

	2025		2024	
	10%	-10%	10%	-10%
Liabilities	(2,643,290)	2,643,290	(2,386,172)	2,386,172
Less: profit tax	(422,926)	422,296	(381,788)	381,788
Profit/(loss)	(2,220,363)	2,220,363	(2,004,385)	2,004,385
Assets	797,226	(797,226)	442,328	(442,328)
Less: profit tax	127,556	(127,556)	70,773	(70,773)
Profit/(loss)	669,670	(669,670)	371,556	(371,556)
Net profit/(loss)	(1,550,693)	1,550,693	(1,632,829)	1,632,829

II. Interest rate risk management

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk primarily relates to long-term liabilities with variable interest rates.

Bank loans have a variable interest rate, determined by considering the ROBOR or EURIBOR indicator at 1 or 3 months, to which is added a margin ranging from 1.00% - 3.00% per annum. The company has no fixed interest loans.

The sensitivity analysis of the Company's profit to interest rate risk was calculated below, taking into account the interest expenses related to bank loans recognized in the profit and loss account in the respective year.

	Interest rate variation	Change in result
December 31, 2025	+/-5%	-/+ 196,580
December 31, 2024	+/-5%	-/+ 188,609

III. Price risk

Price risk is the risk that the Company's future revenues will be negatively impacted by changes in the purchase price of raw materials and materials necessary for production. The Company constantly analyzes the evolution of purchase prices and takes measures to ensure the existence of supply requirements and the coverage of costs through selling prices.

IV. Credit risk management





Credit risk is the possibility that contracting parties will breach their contractual obligations, leading to financial losses for the Company. The Company is exposed to credit risk arising from its operational activity, mainly from the collection of trade receivables. With regard to cash and cash equivalents, the Company has analyzed the credit risk and determined that it is not significant.

Receivables

Trade receivables come from a wide range of clients operating in various fields of activity, such as retail, production, etc. To counteract this risk factor, the Company has applied restrictive product delivery policies to uncertain clients and has contracted receivables insurance policies for major customers. Exposure to credit risk is controlled by monitoring

26. SIGNIFICANT RISK MANAGEMENT (continued)

The company permanently assesses their credit risk, taking into account financial performance, payment history and, when applicable, requests non-payment risk insurance.

The receivables balance is monitored at the end of each month and any major delivery to a customer is analyzed.

A system for evaluating customers (existing and new) has been established by checking certain databases of the Ministry of Public Finance, analyzing financial statements, creditworthiness reports from specialized companies, requesting payment guarantees (promissory note, bank guarantee letter, etc.) and establishing credit limits for each one. The value of payment guarantees received by the Company as of December 31, 2025 and December 31, 2024 is not significant.

For the Company's concentration risk, see Note 26.

The credit risk profile of trade receivables is presented based on their maturity in terms of an impairment adjustment matrix. This matrix is initially based on the Company's observed historical default rates, adjusted for prospective factors specific to the debtors and the economic environment, where applicable. Trade receivables are non-interest bearing and are generally due within 30-90 days.

The methodology used by the Company to measure expected losses for trade receivables could be described as follows:

- determining an appropriate observation period to track the historical loss rate. The company selected 2 previous periods for data collection; collecting data on trade receivables and grouping them according to their maturity status in each analyzed period and by main activities;
- analyzing the evolution of these balances over a 12-month period and determining the amounts still unpaid in each outstanding group to determine the proportion of balances in each due category that were ultimately not collected;
- determining the weighted average loss rate (%) depending on the maturity status for the 2 periods analyzed;
- applying the loss rate thus determined to trade receivables as of December 31, 2025.
- Additionally, there are trade receivables from third parties for which the Company has made individual assessments, presented below.

IFRS 9 policy:

Current receivables (Not past due):

- For current receivables or with a payment delay of up to 30 days, a value adjustment rate ranging from 0%-1% is applied, assuming that these receivables have a low risk of non-collection.
- Slightly overdue (1 - 90 days): For slightly overdue receivables (1-30 days and 31-90 days), adjustment rates in the range of 0%-5% and 10%-25% are applied, respectively, reflecting an increased risk of non-collection compared to current receivables.
- Significantly overdue (91 - 365 days): For significantly overdue receivables (91-180 days and 181-365 days), adjustment rates in the range of 30%-50% and 50%-75% are applied, respectively, corresponding to an even greater increase in the risk of non-collection.
- Very late (over 365 days): Very late receivables, with a payment delay of over 365 days, are considered to have a high risk of non-collection, and therefore an adjustment rate of 100% is applied, indicating the expectation that they are largely uncollectible.

The following table presents the risk profile of trade receivables based on the Company's impairment adjustment matrix.

Current trade receivables			December 31, 2025
Terms	BALANCES	Accumulated depreciation	Estimated loss rate (%)
Current (without overdue)	15,682,725	(46,512)	0-1%
1 – 30 days	1,227,515	(61,376)	1%-5%
31 – 90 days	593,919	(148,480)	10%-25%
90 – 180 days	33,989	(16,994)	30%-50%





180 – 365 days	666,810	(449,020)	50%-75%
Over 365 days	2,495,106	(2,495,106)	100%
Total receivables	20,700,063	(3,217,488)	
Total net receivables	17,482,575		

26. SIGNIFICANT RISK MANAGEMENT (continued)

Current trade receivables			December 31, 2024
Terms	BALANCES	Accumulated depreciation	Estimated loss rate (%)
Current (without overdue)	15,858,785	(40,140)	0-1%
1 – 30 days	1,445,608	(72,280)	1%-5%
31 – 90 days	964,982	(241,245)	10%-25%
90 – 180 days	123,451	(61,726)	30%-50%
180 – 365 days	114,351	(85,763)	50%-75%
Over 365 days	2,376,773	(2,376,773)	100%
Total receivables	20,883,950	(2,877,927)	
Total net receivables	18,006,023		

For the reconciliation of the variation between the opening and closing balances of impairment adjustments for trade receivables, see 6.1

V. Liquidity risk management

Liquidity risk is the risk that the Company may not be able to meet its financial obligations as they fall due.

The Company's approach to liquidity risk is to ensure, to the extent possible, that it has sufficient liquidity to meet its liabilities as they fall due. To mitigate this risk factor, management has implemented restrictive policies for delivering products to uncertain customers, has requested in certain cases advance payment for delivered products and has carefully selected new customers based on their creditworthiness and financial discipline.

Below is the status of receivables and payables by maturity:

The company has no debts or receivables with maturities over 5 years.

Trade receivables and payables and other current liabilities are not interest-bearing, therefore the accounting value is similar to the contractual value .

	Carrying amount as of December 31, 2025	Contractual maturities of financial liabilities as of December 31, 2025	Less than a year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Trade receivables	17,482,575	17,482,575	17,482,575	-	-	-
Debts to banking institutions	(55,449,773)	(55,449,773)	(44,921,684)	(5,271,541)	(5,256,548)	-
Trade debts	(14,204,799)	(14,204,799)	(14,204,799)	-	-	-
Lease liabilities	(101,014)	(101,014)	(81,014)	(20,000)	-	-
Shareholder loan	(5,998,889)	(5,998,889)	(5,998,889)			
Net position	(58,271,900)	(58,271,900)	(47,723,811)	(5,291,541)	(5,256,548)	-

	Carrying amount as of December 31, 2024	Contractual maturities of financial liabilities as of December 31, 2024	Less than a year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Trade receivables	18,006,024	18,006,024	18,006,024	-	-	-





Debts to banking institutions	(52,375,497)	(52,375,497)	(35,403,699)	(8,830,578)	(8,141,220)	-
Trade debts	(10,589,872)	(10,589,872)	(10,589,872)	-	-	-
Lease liabilities	(274,241)	(274,241)	(170,397)	(103,844)	-	-
Shareholder loan	(5,598,889)	(5,598,889)	(5,598,889)	-	-	-
Net position	(50,832,475)	(50,832,475)	(33,756,833)	(8,934,422)	(8,141,220)	-

27. INFORMATION ON CAPITAL MANAGEMENT

The Company's objective related to capital management refers to maintaining the ability to continue its activity in order to provide compensation to shareholders and benefits to other interested parties and to maintain an optimal capital structure. The company monitors capital based on the degree of indebtedness, calculated as net debt divided by total capital. Net debt = total borrowings (current and long-term borrowings) minus cash and cash equivalents.

Total capital = equity plus net debt.

	MU	Year ended 31.12.2025	Year ended 31.12.2024
1 Total loans	lei	61,448,662	57,974,386
2 Cash and cash equivalents	lei	3,033,269	751,674
3 Net debt (1 – 2)	lei	58,415,393	57,222,712
4 Total equity	lei	93,254,247	87,782,288
5 Total capital (3 +4)	lei	151,669,640	145,005,000
6 Indebtedness (3 / 5*100)	%	38.51%	39.46%

The company's objective is to establish legal reserves within the limits and under the conditions provided for by art.183 of Law no. 31/1990 on commercial companies, as subsequently amended and supplemented. This objective was achieved in the financial years in which profit was achieved.

28. FISCAL LEGISLATIVE FRAMEWORK

The Romanian tax framework and its implementation in practice are subject to frequent changes and different interpretations by various regulatory authorities. Income tax returns are subject to review and correction by the tax authorities, generally for a period of five years from the date of their completion. Management believes that it has adequately recorded tax liabilities in the financial statements; however, there is a risk that the tax authorities may adopt different positions on the interpretation of these matters. The impact of these could not be determined at this date.

29. COMMITMENTS AND CONTINGENCIES

Guarantees granted

Guarantees Credit contracts + ING overdraft

Warranty type	Covered contracts + details
Building and land	Buftea real estate, value = ANEVAR valuation report balance as of 31.12.2025, 41,229,899 lei
Equipment	mortgages value \geq purchase value / appraisal report, 35,726,453 lei
Bank accounts	16 PROMATERIS accounts at ING Bank
Receivables	excluding those from the commercial relationship with BIODECK SA balance as of 31.12.2025 13,072,625 lei
Surety BIODECK SA	joint and several; for 5 years, reconstitution in max. 4 years 9 months
Insurance assignment	Buildings and Equipment
Energy performance certificate	new commitment 2025; transmission to the Bank within max. 5 days of modification/extension

Guarantees Credit contracts + Unicredit

Warranty type	Covered contracts + details
Equipment	mortgages value \geq purchase value / appraisal report, 36,330,402 lei





Bank accounts	3 PROMATERIS accounts at Unicredit equivalent to 2,707,549 lei
Claims	those from the commercial relationship with BIODECK SA balance as of 31.12.2025 4,857,073 lei
Insurance assignment	Equipment

Guarantees Credit contracts + CEC

Warranty type	Covered contracts + details
Equipment	mortgages value \geq purchase value / appraisal report, 8,358,374 lei
Bank accounts	2 PROMATERIS accounts at CEC Bank
Insurance assignment	Equipment

The company analyzed the restrictive clauses and contractual indicators and did not identify any cases of non-fulfillment.

Litigations

The Company's management periodically analyzes the status of ongoing litigation, and following consultation with its legal representatives, decides on the need to create provisions for the amounts involved or to present them in the financial statements. As of December 31, 2025 and December 31, 2024, the Company has no significant litigation.

Environmental impact

The Company's main activity has inherent effects on the environment. The environmental effects of the Company's activities are monitored by local authorities and by the Company's management. Therefore, no provisions have been recorded for any potential obligations, currently unquantifiable, regarding environmental aspects or necessary remedial works.

30. OTHER INFORMATION

The financial statements are audited by BDO Audit SRL, based on the financial audit contract of 8146/27.06.2025. The contractual costs for services provided by the statutory audit firm for the year ended 31 December 2025 are in accordance with the contract concluded between the two parties, in the amount of EUR 46,000.

31. EVENTS AFTER THE BALANCE SHEET DATE

The armed conflict with Iran, which began on February 28, 2026, has generated significant tensions in international energy and transport markets, including risks to navigation in the Strait of Hormuz and on Middle Eastern sea routes. The Company's management assessed the potential impact of these events on the business and concluded that the Company does not own assets, does not carry out operational activities and does not have significant customers or suppliers based in the directly affected areas, thus there is no direct exposure to the associated country risks. The Company's indirect exposure manifests itself through the following channels: (i) potential increase in the costs of electricity and natural gas used in production processes; (ii) volatility in the prices of imported raw materials (biopolymers, additives, masterbatches), influenced by oil prices and transport costs; (iii) increase in costs and delivery times for maritime imports, as a result of route redirection; (iv) volatility in the EUR/USD exchange rate associated with geopolitical tensions. Management believes that these events represent events subsequent to the balance sheet date that do NOT lead to an adjustment of the financial statements as of December 31, 2025, as they reflect economic conditions that occurred after the balance sheet date. The quantifiable impact on the results and cash flows of the following year cannot be reliably estimated at the date of authorization of these financial statements. The Company continuously monitors the evolution of the situation and will take the necessary measures to protect operating margins, including through diversification of supply sources, energy optimizations and specific currency hedging, as appropriate. Except for those presented above, there were no other events subsequent to the balance sheet date that would require adjustment or presentation in the financial statements. These separate financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026 .

General Manager,

Economic Manager,





Tudor Georgescu

Gheorghe Luca



INDEPENDENT AUDITORS' REPORT

To the Shareholders of: Promateris S.A.

Headquarter: Sos. Bucuresti-Târgoviste, nr. 1, Buftea, Jud. Ilfov, România
Fiscal registration code: RO 108

Report on the Audit of the individual Financial Statements

Opinion

1. We have audited the individual financial statements of Promateris S.A. („the Company”), which comprise the individual statement of financial position as at December 31, 2025, and the individual statement of comprehensive income, individual statement of changes in equity and consolidated statement of cash flows for the year then ended, including a summary of significant accounting policies and notes to the individual financial statements.

The financial statements as at and for the year ended 31 December 2025 are identified as follows:

Net assets/Total equity:	93.254.247 RON
Net profit for the year:	1.790.537 RON

2. In our opinion, the accompanying individual financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its financial performance and its cash flows for the year then ended in accordance with Ministry of Public Finance Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU (“Order 2844/2016”).

Basis for Opinion

3. We conducted our audit in accordance with International Standards on Auditing (ISAs), Regulation (EU) No. 537/2014 of the European Parliament and the Council (forth named The “Regulation”) and Law 162/2017 (“the Law”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Individual financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (IESBA Code), in accordance with ethical requirements relevant for the audit of the financial statements in Romania including the Regulation and the Law and we have fulfilled our other ethical responsibilities in accordance with these 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

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the individual financial statements of the current period. These matters were addressed in the context of our audit of the individual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter

Revenue Recognition

Refer to Note 16 “Revenue from sales”.

The revenue recognition policy is disclosed in Note 3 “Significant accounting policies”.

Audit tests performed:

To address this key audit matter, our audit procedures included, but are not limited to:

- ▶ assessing the revenue recognition principles in accordance with IFRS requirements and in relation to the Company’s accounting policies;

Key Audit Matter

Revenue from sales represents a significant amount of RON 123 million, consisting of a high volume of transactions.

Furthermore, in accordance with ISA, there is a presumed risk in revenue recognition due to the pressure that management may experience in relation to achieving planned results.

Audit tests performed:

- ▶ evaluating the processes and controls over the existence and accuracy of recorded revenue, including procedures designed to detect fraud and errors in revenue recognition;
- ▶ inspecting, on a sample basis, contracts concluded with customers in order to understand the delivery terms and conditions;
- ▶ examining the operational sales database and reconciling the related amounts to the revenue recorded in the accounting records, and inspecting supporting documentation for a selection of transactions in order to assess whether revenue had been appropriately recognized;
- ▶ performing procedures to test whether revenue was recorded in the correct period for a sample of transactions recorded close to the financial year-end;
- ▶ testing, on a sample basis, transactions and trade receivables by sending confirmation letters.

Other matters

5. This report of the Independent Auditor is addressed exclusively to the Company's shareholders, as a body. Our audit was undertaken in order to report to the Company's shareholders all those aspects that we are required to state to them in a financial audit report and for no other purposes whatsoever. To the extent permitted by law, we do not accept or take responsibility to anyone other than the Company and its shareholders, as a body, for our audit work, for the report on the individual financial statements and the report on the Administrators' Report, or for the opinion we have formed.

Other Information

6. The Company's management is responsible for the Other Information. The Other Information includes the Administrator's Report and the Remuneration Report for the year 2025 ("Remuneration Report"). The Other Information does not include the individual financial statements and the auditor's report thereon. Our opinion on the individual financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon as part of our audit of the individual financial statements.

7. In connection with our audit of the individual financial statements, our responsibility is to read the Other Information and, in doing so, consider whether it is materially inconsistent with the individual financial statements or with the knowledge obtained during the audit, or otherwise appears to be materially misstated.

8. If, based on the work we have performed, we conclude that there is a material misstatement in the Other Information, we are required to report that fact. We have nothing to report on in this regard.

Additional Reporting Responsibilities Regarding Other Information - Administrator's Report

9. With respect to the Administrator's Report, we have read it and, based solely on the procedures required to be performed in the course of the audit of the individual financial statements, as required by Order of the Minister of Public Finance no. 2844/2016 approving the Accounting Regulations in line with International Financial Reporting Standards ("OMFP no. 2844/2016"), we report that, in our opinion:

a) The information presented in the Administrator's Report for the financial year for which the individual financial statements were prepared is consistent, in all material respects, with the individual financial statements;

b) The Administrator's Report has been prepared, in all material respects, in accordance with OMFP no. 2844/2016, paragraphs 15-19 of the Accounting Regulations in line with International Financial Reporting Standards.

10. Moreover, based on the knowledge and understanding of the Company and its environment obtained during the audit, we are required to report if we have identified any material misstatements in the Administrator's Report. We have nothing to report in this regard.

Additional Reporting Responsibilities Regarding Other Information - Remuneration Report

11. With respect to the Remuneration Report, we have read the report to determine whether it includes, in all material respects, the information required by Article 107, paragraphs (1) and (2) of Law 24/2017 on issuers of financial instruments and market operations, as subsequently amended. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Individual financial statements

12. Management is responsible for the preparation and fair presentation of the individual financial statements in accordance with Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU and for such internal control as management determines is necessary to enable the preparation of individual financial statements that are free from material misstatement, whether due to fraud or error.

13. In preparing the individual financial statements, 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 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 for the Audit of the Individual financial statements

15. Our objectives are to obtain reasonable assurance about whether the individual 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, consolidated or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these individual financial statements.

16. As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the individual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

➤ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 individual 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 individual financial statements, including the disclosures, and whether the individual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

18. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with 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 communicated with those charged with governance, we determine those matters that were of most significance in the audit of the individual financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

20. We have been appointed by the General Assembly of Shareholders held on April 29, 2025, to audit the individual and consolidated financial statements of **Promateris S.A.** for the financial year ended December 31, 2025. The uninterrupted total duration of our commitment is three years, covering the financial years 2023 to 2025.

We confirm that:

- Our audit opinion is consistent with the additional report submitted to the Audit Committee of the Company that we issued the same date we issued and this report. Also, in conducting our audit, we have retained our independence from the audited entity.
- We have not provided for the Company the 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 (European Single Electronic Format Regulatory Technical Standard or ESEF)

21. We have undertaken a reasonable assurance engagement on the compliance with Commission Delegated Regulation (EU) 2018/815 applicable to the individual financial statements included in the annual financial report of **Promateris S.A.** (the Company) as shown in the digital files containing the unique code 529900BBRUE8TIQBVV90 (Digital Files).

Responsibility of management and those charged with governance for Digital Files prepared in accordance with ESEF

22. Management is responsible for preparing the Digital Files in accordance with ESEF. This responsibility includes:

- the design, implementation and maintenance of the internal control relevant to the application of ESEF;

- ensuring consistency between the Digital Files and the individual financial statements that will be published in accordance with Order no. 2844/2016 with subsequent amendments.

23. Those in charge of governance are responsible for overseeing the preparation of Digital Files in accordance with ESEF.

Auditor's Responsibilities for Audit the Digital Files

24. Our responsibility is to express a conclusion on whether the individual financial statements included in the annual financial report complies in all material respects with the requirements of the ESEF, based on the evidence we have obtained. We conducted our reasonable assurance assignment in accordance with International Standard on Assurance Assignments 3000 (revised), Assurance Assignments other than audits or reviews of historical financial information (ISAE 3000) issued by the International Auditing and Assurance Standards Board.

25. A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with ESEF. The nature, timing, and extent of the procedures selected depend on the auditor's judgement, including the assessment of the risk of material departures from the requirements set out in ESEF, whether due to fraud or error. A reasonable assurance engagement includes:

- obtaining an understanding of the Company's process for the preparation of the Digital Files in accordance with the ESEF, including the relevant internal controls;
- reconciling the Digital Files with the audited individual financial statements of the Company that will be published in accordance with Order no. 2844/2016 with subsequent amendments.
- evaluating if all individual financial statements that are included in the annual financial report have been prepared in a valid XHTML format.

26. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion. In our opinion, the individual financial statements for the financial year ended December 31, 2025 included in the annual financial report and presented in the Digital Files comply, in all material respects, with the requirements of ESEF.

27. In this section we do not express an audit opinion, a review conclusion or any other assurance conclusion on individual financial statements. Our audit opinion on the Company's individual financial statements for the financial year ended December 31, 2025 is included in the " Report on the Audit of the Individual financial statements" section above.

**Refer to the original signed
Romanian version**

On behalf of, BDO AUDIT
Victory Business Center, 24 Invingatorilor Street
Bucharest 3, Romania, 030922
Registered on Financial Auditors Public Register, code FA18

Name of signing person:
Vasile Bulatã

Bucharest, Romania
May 7, 2026

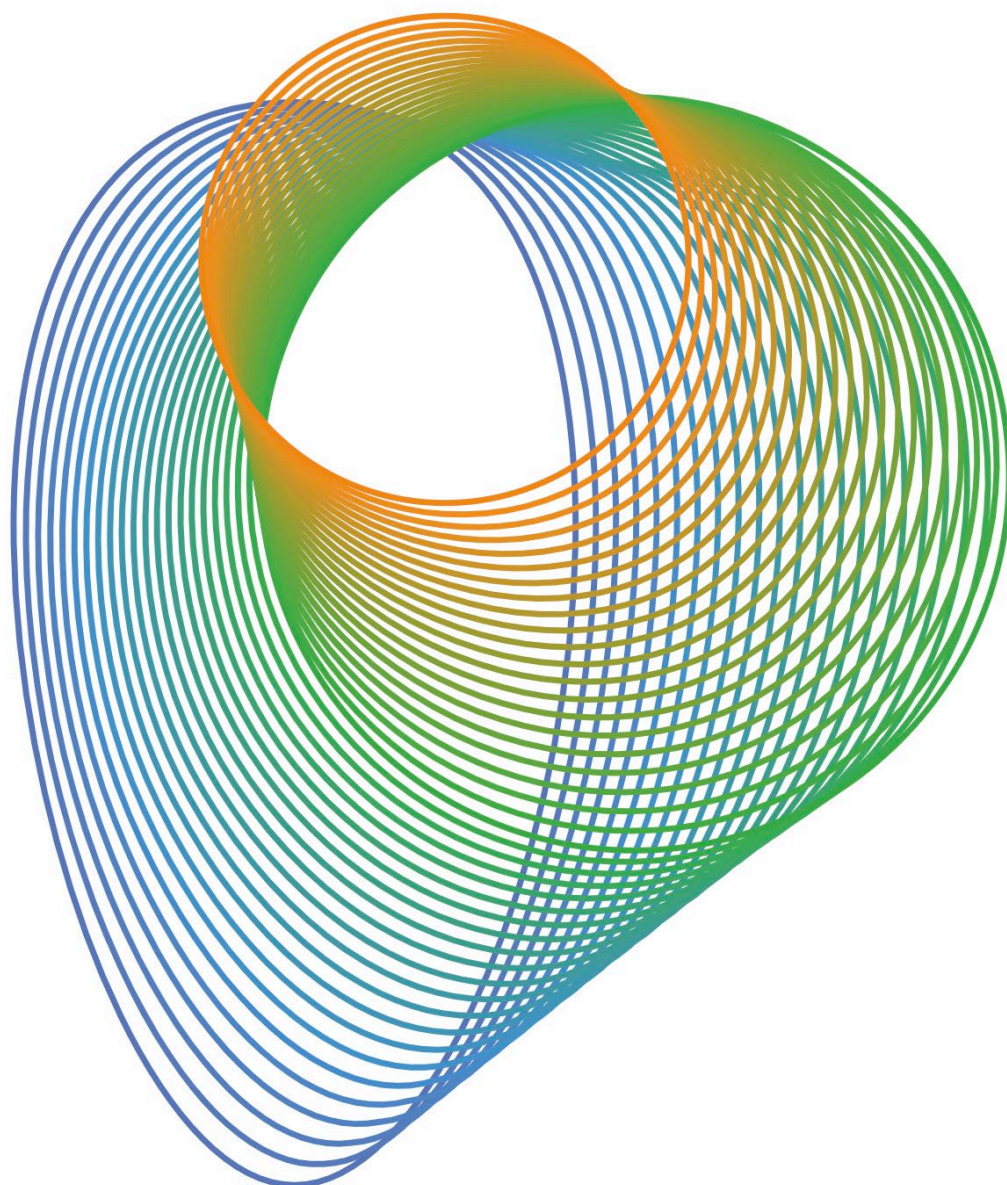
Registered on Financial Auditors Public Register, code AF1480

PROMATERIS

ANNUAL REPORT

CONSOLIDATED

2025





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INFORMATION ABOUT THE ISSUER

INFORMAȚII DESPRE ACEST REPORT FINANCIAL

Report type	Annual Report
Conformable	Anexa 15 la Regulamentul ASF 5/2018
For the financial exercise	01.01.2025 – 31.12.2025
Report publication date	06.05.2026

INFORMATION ABOUT THE ISSUER

Nume	PROMATERIS SA
Tax code	RO108
Registration number Trade Register	J23/835/2018
Registered office	Șoseaua Bucharest-Târgoviște 1, Buftea, Ilfov

INFORMAȚII DESPRE VALORILE MOBILIARE

Capital subscribed and paid up	2,869,749.90 lei
Piața pe care se tranzacționează valorile mobiliare	Bursa de Valori București, Segment Principal, Categoria Standard
Total number of shares	28,697,499 shares
Symbol	PPL

DETAILS CONTACT PENTRU INVESTORI

Telephone number	+40 786 083 603
E-mail	shares@promateris.com
Website	www.promateris.com



ABOUT PROMATERIS GROUP

DESCRIPTION OF THE ISSUER'S ACTIVITY

Promateris Group is the regional market leader in the production and distribution segment of packaging with a low carbon footprint and a player with over 60 years of experience in technical compound industry.

Promateris was founded in 1957 under the name of the Intreprinderea de Mase Plastice Bucuresti. Since 1990, it has operated as a joint-stock company named "PRODPLAST" SA based on Government Decision no. 1200 / 12.11.1990, in accordance with the provisions of Law no. 31/1990 for commercial companies, republished with subsequent amendments and supplements. In 2020, Prodplast became **Promateris**, following an extensive rebranding project.

Starting with 2017, Promateris group adopted a new model of business, heading to production of sustainable alternate solutions to single-use plastic products, thus becoming a **leader in product innovation**. In the same year, **Biodeck** company was founded, where Promateris is the majority shareholder, a company specialized in the distribution of **sustainable packaging and solutions for the circular economy**. Thus, the group Promateris has embarked on an ambitious accelerated growth plan, replacing a business model, plastic based and commoditized, with one based on product innovation, R&D and the development of high-value added products.

Promateris has a **portfolio of products with reduced carbon footprint** and a sustainability strategy aligned with the principles of the European Green Deal. The company's products are aligned with legislation and directives of the European Union that have the scope to reduce the use of single-use plastic.

Investments in state-of-the-art equipment, in the R&D department and special attention that Promateris shows towards the quality of its products, have transformed the company into a preferred supplier of the retail segment in Central and Eastern Europe. Clients portfolio includes the retail market leaders from Romania, Moldova, Greece, Bulgaria, Serbia, etc. In recent years, Promateris has developed international partnerships with renowned research centers in Europe, with top manufacturers in the sustainable packaging industry, but also with manufacturers of equipment specialized in the pursuit of innovative solutions, with reduced carbon footprint. These partnerships position Promateris among the companies with the most developed portfolios of biodegradable and compostable packaging products.

Promateris operates 2 business divisions:

- Biodegradable and compostable packaging (Bioplastics) - intended for the retail segment, traditional trade or industrial manufacturers
- Bio-Compounds and recycling - intended for other types of industrial producers

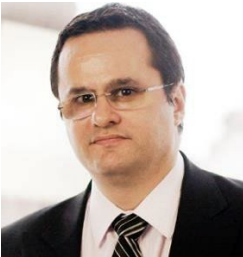
MANAGEMENT STRUCTURES

The Promateris SA company is managed in a unitary system by a Board of Directors elected by the General Meeting of Shareholders, by secret vote.

Its composition starting 04.10.2023 is as follows:

Matei Dimitriu, representative of Circular Solutions SRL

THE PRESIDENT of the BOARD of DIRECTORS



A graduate of the Faculty of Automatic Control and Computers at the Polytechnic University of Bucharest, Mr. Matei Dimitriu is a member of the Board of Directors of Promateris since 2007. It is President of the Board of Directors starting with year 2010. It is Chairman of the Board of Directors and General Manager of Nord SA and member of the Romanian Businessmen Association.

Date since it holds position: June 2010 – PRESENT.

Current mandate has a duration of three years.

Andrei-Mihai Pogonaru

member of the BOARD of DIRECTORS



Andrei-Mihai Pogonaru is a founding member of Central European Financial Services SA. He has transformed a family business into a regional PE asset manager for two funds. He is the head of portfolio companies, including a 65,000 sq m shopping mall located in the center of Bucharest. He is a board member of several companies, including YPO, Ashoka, United Way and Hospice and is a member of the Aspen Institute. Mr. Pogonaru holds bachelor's degrees and master's degree in mathematics from the University of Cambridge, Trinity College.

Date since it holds position: OCTOBER 2020 – PRESENT. Current mandate has a duration of three years.

Karina Pavál

member of the BOARD of DIRECTORS



Karina Pavál is the Vice President of Pavál Holding, the investment vehicle of the Pavál family. The holding owns Dedeman, the largest DIY retail chain in Romania, as well as investments in multiple listed companies and sectors in retail, manufacturing, real estate, private equity and agriculture. Karina is responsible for managing investments throughout the transaction chain from origination to execution. Karina is also a board member of other companies such as Cemacon, private equity funds (Equiliant and Roca), but also non-profit organizations such as Endeavor. Karina holds a BA from Queen Mary University of London and an MPhil in Finance and Real Estate from the University of Cambridge.

Date since it holds position: OCTOBER 2023 – PRESENT. Current mandate has a duration of three years.

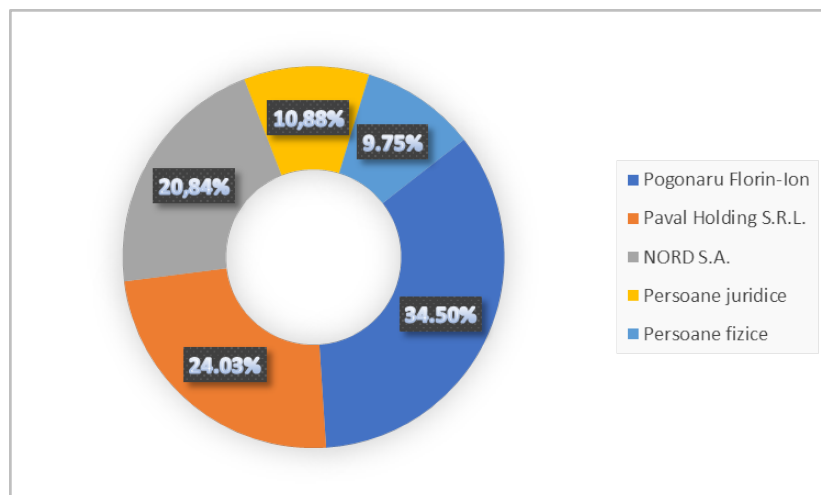
The position of General Manager was assigned by the Board of Directors to Mr. Tudor Alexandru Georgescu. Deputy General Manager is Ms. Maria Desmirean, Economic Manager Mr. Luca Gheorghe and BIO Production Manager Ms. Miu Florentina.

None of the persons holding positions as members of the Board of Directors or the Executive Team have been involved in the last 5 years in litigation or administrative procedures related to their activity within Promateris SA.

SHAREHOLDERS STRUCTURE

Promateris SA is a joint stock company incorporated in accordance with the laws of Romania. Promateris is a company listed on the Bucharest Stock Exchange under the stock symbol PPL. The share capital of Promateris as of December 31, 2025 was 2,869,749.90 lei, divided into 28,697,499 shares with a nominal value of 0.1 lei per share.

The shareholding structure as of December 31, 2025 is presented below:



PROMATERIS ON THE BUCHAREST STOCK EXCHANGE

Since August 1997, the shares issued by SCPromateris SA are traded on the BVB regulated market, STANDARD category, symbol PPL. Securities issued by the company are not traded on markets in other countries.

During 2025, 74,854 PPL shares were traded, and the price of PPL shares ranged from a low of 5.2 lei per share on 05/15/2025 and 05/20/2025, to a high of 7.2 lei per share on 09/09/2025. The closing price on the last trading day, 12/30/2025, was 6.55 lei per share.

Promateris complies with the legal provisions in force regarding transparency and the continuous provision of information to shareholders and investors on the capital market. During 2025, the financial communication calendar was respected and the legal reports were submitted to the capital market bodies, the Financial Supervisory Authority - Financial Instruments and Investments Sector and the Bucharest Stock Exchange.



EMPLOYEES

Promateris:

On 31.12.2025, the total number of employees at Promateris SA was 126, din care:

- 36 skilled workers,
- 22 employees with superior studies,
- 21 foremen and technicians,
- 47 salariați cu studii medii și Alte încadrări.

During 2025 38 employees left :

- by pension of 1 person,
- expirare contract de munca period de proba 5 personae,
- as a result of the expirarii contractului pe period determinata 2 personae,
- prin Acordul partilor 14 personae
- resignation of 14 people
- 2 person concession
- 35 people were hired.

	2025
average annual number of employees	123.25
number of employees at the beginning of the year	131
number of employees at the end of the year	126
of which:	
- skilled workers	36
- staff with higher education	22
- foremen and technicians	21
- staff with secondary education and other qualifications	47

Biodeck

On 31.12.2025, the total number of employees at Biodeck SA was 15 employees, of which: 7 employees with higher education, 6 employees with medium studies, 2 employees in senior management.

During 2025, 4 employees left (2 people based on mutual agreement, 1 person in retirement, 1 person in the probationary period) and 2 new hires were done.

	2025
average annual number of employees	11.53
number of employees at the beginning of the year	17
number of employees at the end of the year	15
Of which:	
- staff with higher education	8
- staff with secondary education	6
- staff with other qualifications	2



Promateris Recycling:

On 31.12.2025, the total number of employees at Promateris Recycling SA was 1 employee, of which: 1 employee with superior studies.

During 2025, no employee has left..

	2025
average annual number of employees	1
number of employees at the beginning of the year	1
number of employees at the end of the year	1
Of which:	
- staff with higher education	1
- staff with secondary education	0
- staff with other qualifications	0

ON THE ENVIRONMENT

Promateris SA carries out its production activity based on Environmental Authorization No. 257/15.05.2013 issued by the Ministry of Environment and Climate Change, Bucharest Environmental Protection Agency.

Promateris aims to intensify its concerns regarding keeping environmental aspects associated with its activities under control to ensure compliance with legal requirements by:

- increasing the volume of manufacturing products from biodegradable materials, a measure with a direct impact on environmental protection;
- increasing sales of goods made from biodegradable materials;
- minimizing the quantities of waste generated and managing them safely when their occurrence cannot be avoided;
- reducing emissions of pollutants into the atmosphere;
- reducing the consumption of natural resources by reusing recycled materials, both from our own production and through purchases from outside the company.

KEY EVENTS 2025

Transactions of the type listed in art. 108 of Law no. 24/2017

30.01.2025 The company published the independent auditor's report on transactions concluded with affiliated parties in the second semester of 2024.

Publication of Preliminary Financial Report 2024

28.02.2025 - PROMATERIS SA published the Preliminary Financial Statements for 2024, unaudited.



Publication of Semi-Annual Report for Q1 2025

15.05.2025 PROMATERIS SA published the Administrators' Report for Q1 2025 and the Individual and Consolidated Financial Statements as of 30.03.2025.

Ordinary General Meeting of Shareholders of 29.04.2025

29.04.2025 - Following the votes of 96.09% of the total voting rights, with the unanimity of the shareholders present or who voted by correspondence, the shareholders of the Company adopted a number of decisions, including:

- Approval of the individual and consolidated financial statements for 2024, approval of the Reports of the Board of Directors for 2024, approval of the income and expenditure budget and the activity plan for 2025, distribution of the result of the 2024 financial year;
- Election of BDO AUDIT SRL as auditor of the Company's financial statements, for the year 2025, for a 3-year term and empowerment of the Board of Directors to establish the contractual conditions for the exercise of the financial audit.

Auditor's report, according to art. 108 of Law no. 24/2017, for H1 2025

31.07.2025 PROMATERIS SA published the Independent Auditor's Report on the analysis of transactions reported for the first semester of 2025, according to art. 108 of Law no. 24/2017.

Publication of Semi-Annual Report for H1 2025

29.08.2025 PROMATERIS SA published the Administrators' Report for H1 2025 and the individual and consolidated financial statements as of 30.06.2025.

Publication of Semi-Annual Report for Q3 2025

17.11.2025 PROMATERIS SA published the Directors' Report for Q3 2025 and the individual and consolidated financial statements as of 30.09.2025.

Extraordinary General Meeting of Shareholders of 11.12.2025

11.12.2025 - Following the votes of 70.34% of the total voting rights, with the unanimity of the shareholders present or who voted by correspondence, the Company's shareholders adopted a number of resolutions, including:

- Approval of the ratification of the Credit Agreements, the addenda thereto and the guarantees established in connection with these credit agreements, concluded by Mr. Tudor Alexandru Georgescu, General Manager of the Company, with the approval of the Board of Directors, in the name and on behalf of the Company, during 2024 and until the date of this decision, pursuant to the rights and powers granted to him according to the provisions of the Decision of the Extraordinary General Meeting of Shareholders of the Company dated 04.10.2023, with the banks ING Bank NV, Unicredit Bank SA, CEC Bank SA
- Approval of the authorization of Mr. Tudor Alexandru Georgescu, General Manager of the Company, to represent the Company, in order to contract loans whose cumulative value will not exceed the amount of 20 million EURO, equivalent in RON, starting with 15.12.2025 and until 31.12.2027, in order to finance the Company for activities such as, but not limited to: co-financing projects from funds,

reimbursable or non-reimbursable, national, European or international, state aid, etc., development of investment projects of the company, necessary working capital, resizing or refinancing of existing credit contracts, as well as, as the case may be, the acquisition, alienation, exchange or provision of certain assets of the Company as collateral for these (including real estate assets and/or equipment), with the approval of the Board of Directors for each distinct operation

- Approval of the mandate of Mr. Tudor Georgescu, General Manager, as representative of Promateris SA in the Promateris Recycling SA AGM, with the mandate to vote for the dissolution of Promateris Recycling SA pursuant to art. 235 and art. 237 paragraph 1 of the Companies Law and discretionary on the remaining items on the agenda, as well as to act, individually, in the name and on behalf of the Company, to conclude and/or sign on behalf of the Company any necessary document and to carry out all legal formalities for the registration, publicity, enforceability, execution and publication of the decisions adopted in any Promateris Recycling SA AGM, as well as for any other public or private entities, as may be necessary, useful or advisable in this regard, to finalize the dissolution of Promateris Recycling SA.

- Approval of the mandate of Mr. Tudor Georgescu, General Manager, as representative of Promateris SA in the Promateris Packaging SA AGM, with the mandate to vote for the dissolution of Promateris Packaging SA pursuant to art. 235 and art. 237 paragraph 1 of the Companies Law and discretionary on the remaining items on the agenda, as well as to act, individually, in the name and on behalf of the Company, to conclude and/or sign on behalf of the Company any necessary document and to carry out all legal formalities for the registration, publicity, enforceability, execution and publication of the decisions adopted in any Promateris Packaging SA AGM, as well as for any other public or private entities, as may be necessary, useful or advisable in this regard, to finalize the dissolution of Promateris Packaging SA.

Transactions according to art. 108 of Law no. 24/2017

30.12.2025 PROMATERIS SA informs shareholders and investors regarding the extension of the Loan Agreement with the shareholder Floreasca Development until 31.12.2026.

Auditor's report, according to art. 108 of Law no. 24/2017, for H2 2025

30.01.2026 PROMATERIS SA published the Independent Auditor's Report on the analysis of transactions reported for the second semester of 2025, according to art. 108 of Law no. 24/2017.

LITIGATIONS

The company has no significant litigation.

COMPANY DIGITIZATION

In 2025, Promateris continued the implementation of an ERP specialized for the packaging industry.

CERTIFICATIONS

Promateris attaches great importance to top management practices, the safety of our employees, the environment, but also the quality of the products we produce in our factory in Buftea. The product certifications held by Promateris are certified by TUV Austria and attest to the biodegradability and compostability of our products. Promateris operates based on the best practices in the industry and has obtained/renewed the following certifications: Food Safety System Certifications 22000, ISO 9001 (Quality Management System), ISO 14001 (Environmental Management Systems), ISO 45001 (Occupational Health & Safety).

PROMATERIS' BUSINESS MODEL

DIVISIONS

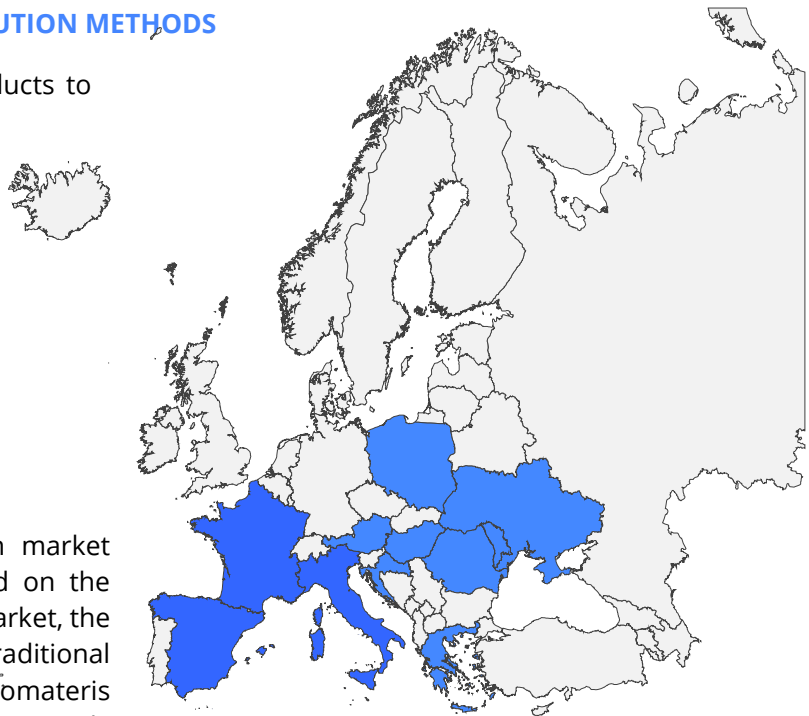
Promateris operates 2 business divisions

- Biodegradable and compostable packaging (Bioplastics) - intended for the retail segment, traditional trade or manufacturers
- Bio-technical compounds (Biocompounds) – intended for internal use through vertical integration but also for sale to other biodegradable packaging manufacturers in markets where we do not compete directly with the products from the Bioplastics division. This division also includes the recycling part.

MAIN SALES MARKETS AND DISTRIBUTION METHODS

Promateris currently delivers its products to customers in the following markets:

- Romania
- France
- Spain
- Italy
- Poland
- Hungary
- Ukraine
- Austria
- Greece



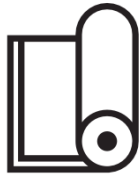
The sales volume on the Romanian market represents 49% of the turnover, and on the foreign market 51%. On the foreign market, the company maintains contact with traditional customers, who know and promote Promateris products. At the same time, it is constantly working to identify new customers in order to increase export sales.

Promateris clients generally fall into one of the following three categories:

- **Modern retail chains:** DIY retailers, distributors and modern retail chains
- **Manufacturers:** important international names in the manufacturing industry: packaging, agriculture, cable manufacturers, etc.
- **The end consumer:** with a view to a more sustainable approach to consumption patterns in terms of food waste and waste management, the Group offers a wide range of products that are designed to deliver both environmental and functional performance.



MAIN PRODUCTS



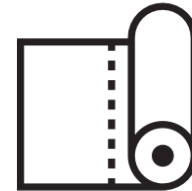
Biodegradable and compostable single and double layer film



Biodegradable and compostable tubular film



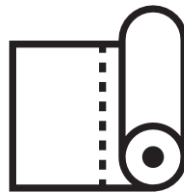
Fruit and vegetable shopping bag roll



Roll of bags



Shopping bags (t-shirt type) with removable ties.
Bulk shopping bags



Cleaning bags

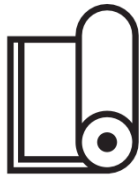


Compostable mulch film



Compostable construction foil

RECYCLED PLASTIC PACKAGING



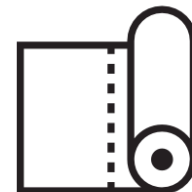
Single/double layer recycled plastic film



Recycled plastic tubular film



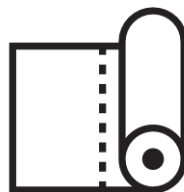
Fruit and vegetable shopping bag roll



Roll of bags



Shopping bags (t-shirt type) with removable ties.
Bulk shopping bags



Cleaning bags



Compostable mulch film

Promateris also produces bio granules through its BioCompounds division:



R&D

Promateris' research and development department focuses on finding sustainable solutions for:

- pollution with single-use plastic;
- waste management and recovery solutions for biodegradable and organic waste ;
- improving production efficiency (zero waste);
- new product recipes.

COMPETITIVE SITUATION

The main competitors are:

- for processed bioplastics: Avantpack, Flexopack, Ceplast
- for processed bio compounds: Novamont, Biotec, Nurel

SUPPLIERS

The main objectives of the supply activity were:

- reducing acquisition costs, implicitly reducing production costs;
- identifying new suppliers;
- ensuring the necessary raw materials and materials, spare parts and goods according to the inventory policy;
- obtaining the best contracting conditions (quality / price / market conditions).

The supply is made from a large number of evaluated and accepted suppliers. To ensure the safety of the production process, orders for all raw materials, basic materials and goods have been constantly

issued to 2-3 suppliers. Also, for most products there is a backup supplier that can be called upon in case of emergency.

The activity of purchasing raw materials and materials necessary for production and goods intended for resale was carried out by capitalizing on both domestic and foreign market sources.

In the activity of purchasing raw materials, materials and goods from suppliers, there is a constant concern in selecting, comparing, negotiating and capitalizing on the most advantageous offers for companies. Important actions carried out by their management were represented by the optimal sizing of orders to suppliers in order to avoid the formation of idle stocks.

Promateris has over 50 constant suppliers, of which over 30 suppliers are local and over 20 suppliers are international.

FINANCIAL ANALYSIS

MAIN RESULTS OF THE EVALUATION OF CONSOLIDATED ACTIVITY

	2025 consolidated – amounts in Lei
a) gross result	1,508,667
b) net turnover	136,527,463
c) export + livrari intracomunitare	69,480,219
d) total income	136,667,974
e) total expenses	135,159,307
f) % of the market value	No available data.
g) available at the end of the year	5,795,768

EVOLUTION OF INDIVIDUAL SALES

a) Description of sales evolution on the domestic and/or foreign market

2025 revenue grew approximately 20% year-on-year, with exports reaching 51% of total sales. Financial expenses — driven largely by increased business volumes and capital investments — weighed on the company's profitability.

b) Customers with a turnover share of over 10%

PROMATERIS SA clients in 2025 whose share of turnover in 2025 exceeded 10% are:

1. BIODECK SA, Romania - Value of contracts during 2025: RON 39,615,891, excluding VAT;
2. SAS, France - Value of contracts during 2025: RON 18,577,839, excluding VAT;

MAIN OPERATIONAL INDICATORS

Indicator	Light	Condition
Solvency indicator	50%	$\geq 50\%$
The indator's track	3.17	≤ 3.50
Debt service	1.8	≥ 1.20

ACQUISITIONS AND DISPOSALS OF ASSETS

In 2025, Promateris, in support of its accelerated growth plan, acquired and put into operation several extrusion production equipment, equipment for the production and printing of biodegradable films,

bags and sacks.

Society hold in property Lands in the following locations :

- In Belciugatele, Calarasi county, with an area of 91,242 m², in exclusive ownership, according to the Sale-Purchase Contracts authenticated at the notary under no. 4437/22.06.2007 and 5348/03.08.2007 and attached with the Act no. 7694/31.10.2007. The land is tabulated in the land register as urban, industrial land, the company analyzing what is the optimal opportunity for capitalization, currently being registered as real estate investments.
- In Crevedia, Dâmbovița County, Lot 1, Lot 2 and Lot 3 (119,808 m²), acquired in 2020 and 2021, listed in the land register, within the built-up area. On 31.12.2025, Promateris reclassified them from the Land category to the Investment property category, in accordance with IAS 40 "Investment property". For these lands, management does not have a defined plan as of the date of these financial statements. Investment property is valued at fair value, the related revaluation difference accumulated until 31.12.2025 will remain presented in the revaluation reserve account.
- In Buftea, Ilfov, with an initial area of 34,993 m², acquired in October 2016 under the Sale and Purchase Agreement no. 3792 and is registered in the Land Registry as urban land, industrial. On this land, the company owns production/storage buildings and offices, the production capacities being composed of:
 - BioCompounds Division: bio compound granule manufacturing lines
 - BioPlastics Division: film extrusion lines, printing machines, film welding machines and coextruded film production plant, which are used to make products from bioplastic materials, some of which can also be used to make polyethylene products.

The loss of 1,275,856 lei from the disposal of tangible assets, for the land in Buftea, was made due to the expropriation by the Expropriator: the Romanian State through the Ministry of Transport and Infrastructure / CNAIR SA based on: Expropriation Decisions: no. 873/10.05.2021 (HG 37/2021 + rectifications) and no. 181/21.02.2025 (HG 1630/2024) for the Project: "Bucharest Ring Road", North Ring Road Sector km 0+000 – km 52+770, land located in Buftea, Ilfov, Bucharest-Târgoviște Road no. 1, T46, P394/394/2. The total expropriated area is 7,672 sq m for which compensation was established in the amount of 442,412 lei. On 31.12.2025, the 7,672 sq m were evaluated at fair value in the amount of 1,735,058 lei. The revaluation reserve related to this asset was transferred to retained earnings representing the surplus realized from revaluation reserves.

TANGIBLE ASSETS OF THE ISSUER

Tangible assets put into operation during 2025 represent production equipment.

Tangible assets include assets purchased through non-refundable subsidies and used in current activity.

There are no issues regarding ownership of the company's tangible assets.

DIVIDEND POLICY



In the last 5 years no dividends were distributed, net profits were directed as own financing sources for investments and, considering that a loss was recorded in 2023, future profits will primarily aim to cover the loss, then towards own financing sources.



PROFIT AND LOSS ACCOUNT

Profit and loss account, Lei	31.12.2025	31.12.2024
Sales revenue	136,527,463	113,865,927
Other operating income*	563,018	325,879
Income from fair value measurement of real estate investments	350,348	-
Profit/(loss) from the disposal of tangible assets*	(1,275,856)	694,466
Variation in stocks of finished products and work in progress	(2,586,274)	1,656,915
Revenues from the production of tangible and intangible assets	1,691,279	180,649
Expenses for raw materials, supplies and goods	(71,603,936)	(60,384,452)
Energy and water expenses	(6,887,712)	(4,695,259)
Personnel expenses	(18,417,479)	(18,257,133)
Expenses for adjustments for depreciation and amortization*	(14,135,080)	(13,273,889)
Expenses for adjustments for depreciation of financial assets and current assets	(384,040)	(11,087)
External service expenses	(14,577,818)	(13,401,499)
Other operating expenses	(1,183,686)	(1,092,355)
Operating profit/loss	8,080,227	5,608,162
Financial income	1,397,996	1,973,791
Financial expenses	(7,969,556)	(6,557,512)
Result before tax	1,508,667	1,024,441
Income tax	(771,890)	719,503
Net result of the period	736,777	1,743,944
Other elements of the overall result		
Profit/(loss) related to the revaluation of tangible assets (net)	3,681,422	-
Total global result	4,418,199	1,743,944
Total result, belonging to		
Shareholders	773,749	1,722,571
Interests that do not control	(36,972)	21,373
Total global result, belonging to		
Group Shareholders	4,455,171	1,722,571
Interests that do not control	(36,972)	21,373
Basic earnings per share (lei/share)	0.0257	0.0608
Diluted earnings per share (lei/share)	0.0257	0.0608

BALANCE SHEET

BALANCE SHEET, lei	31.12.2025	31.12.2024
Assets		
Fixed Assets		
Tangible fixed assets*	105,171,492	111,848,874
Real estate investments*	14,762,355	7,716,172
Intangible assets	1,950,142	1,542,862
Investments in capital instruments	1,266,419	2,016,173
Other fixed assets	378,818	339,683
Fixed assets – total	123,529,226	123,463,764
Current assets		
Stocks	38,560,105	37,590,528
Trade receivables	26,218,768	25,195,344
Other receivables	5,781,033	6,834,958
Cash and cash equivalents	5,795,768	3,797,871
Other assets	432,852	599,254
Current assets – total	76,788,526	74,017,955
TOTAL ASSETS	200,317,752	197,481,719
EQUITY AND DEBT		
Capital and reserves		
Share capital	2,869,750	2,869,750
Issue premiums	129,728	129,728
Revaluation reserves	18,183,591	16,166,308
Other reservations	602,853	602,853
Retained earnings	75,751,494	73,313,606
Shareholders Equity	97,537,416	93,082,245
Interests that do not control	2,087,694	2,124,666
Equity – total	99,625,110	95,206,911
Long-term debts		
Debts to banking institutions and other creditors	10,528,089	20,671,798
Deferred income tax	2,649,224	2,025,352
Leasing liabilities	657,475	1,184,769
Investment subsidies	5,077,865	6,180,154
Other long-term debts	-	-
Total long-term debts	18,912,653	30,062,073
Short-term debts		
Debts to banking institutions and other creditors	66,095,877	57,255,221
Trade debts	11,110,276	10,919,881
Liabilities related to customer contracts	330,005	58,158
Lease liabilities	606,674	697,791
Other current liabilities	2,534,868	2,179,395
Investment subsidies	1,102,289	1,102,289
Short-term liabilities – total	81,779,989	72,212,735
Total debts	100,692,642	102,274,808
TOTAL EQUITY AND LIABILITIES	200,317,752	197,481,719

CASH FLOW

	Year 2025	Year 2024
Net cash from operating activities	21,840,981	12,698,469
Net cash from investing activities	(12,304,100)	(2,311,545)
Net cash from financing activities	(7,538,983)	(10,584,486)
Net increase in cash and cash equivalents	1,997,897	(197,562)
Cash and cash equivalents at the beginning of the period	3,797,871	3,995,433
Cash and cash equivalents at the end of the period	5,795,768	3,797,871

Board of Directors,

Matei Dimitriu, representative of Circular Solutions SRL

President

MANAGEMENT STATEMENT

In accordance with the best information available, we confirm that the consolidated financial statements for year 2025, prepared in accordance with International Financial Reporting Standards, offer a true and fair view of the assets, liabilities, financial position and the profit and loss account of Promateris, as required by the applicable accounting standards. We also confirm that the statement of operating performance and the information presented in this report provides a correct and realistic picture of the main events that took place during 2025 and their impact on consolidated financial statements. We mention that the consolidated financial statements for 2025 are audited.

General manager,

Tudor Alexandru Georgescu

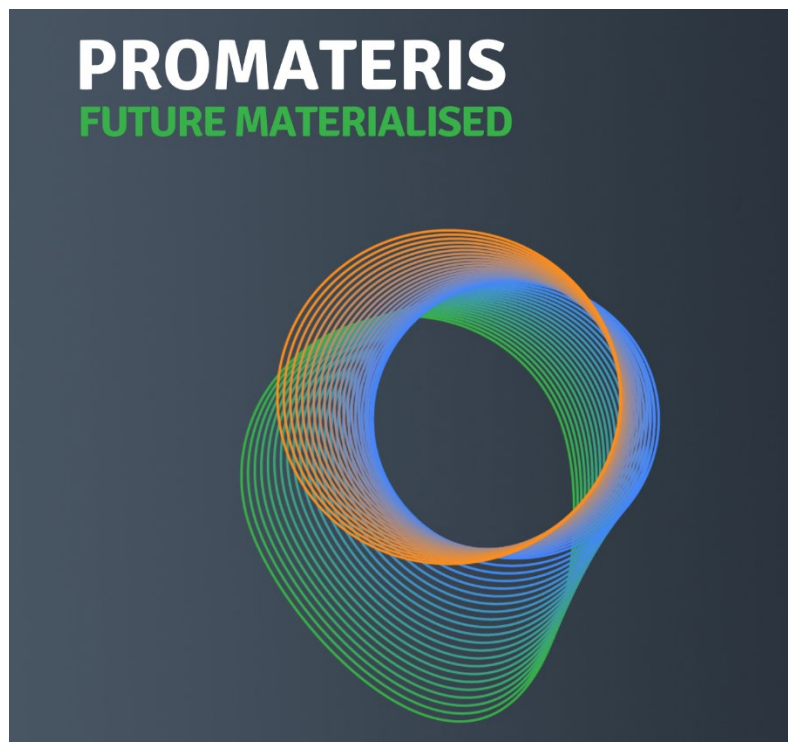


PROMATERIS SA

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025

PREPARED IN ACCORDANCE WITH THE ORDER OF THE MINISTER OF PUBLIC FINANCE NO.
2844/2016

FOR THE APPROVAL OF ACCOUNTING REGULATIONS IN COMPLIANCE WITH
INTERNATIONAL FINANCIAL REPORTING STANDARDS ADOPTED BY THE EUROPEAN
UNION WITH SUBSEQUENT AMENDMENTS





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CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2025

BALANCE SHEET, lei	Note	12/31/2025	12/31/2024
Assets			
Fixed assets			
Tangible fixed assets*	5.1	105,171,492	111,848,874
Real estate investments*	5.1	14,762,355	7,716,172
Intangible assets	5.2	1,950,142	1,542,862
Investments in capital instruments	5.3	1,266,419	2,016,173
Other fixed assets	5.4	378,818	339,683
Fixed assets – total		123,529,226	123,463,764
Current assets			
Stocks	6	38,560,105	37,590,528
Trade receivables	7.1	26,218,768	25,195,344
Other receivables	7.2	5,781,033	6,834,958
Cash and cash equivalents	8	5,795,768	3,797,871
Other assets	7.2	432,852	599,254
Current assets – total		76,788,526	74,017,955
TOTAL ASSETS		200,317,752	197,481,719
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	10	2,869,750	2,869,750
Issue premiums		129,728	129,728
Revaluation reserves	11	18,183,591	16,166,308
Other reservations	11	602,853	602,853
Retained earnings		75,751,494	73,313,606
Equity attributable to group shareholders		97,537,416	93,082,245
Non-controlling interests	9	2,087,694	2,124,666
Equity – total		99,625,110	95,206,911
Long-term debts			
Debts to banking institutions and other creditors	12	10,528,089	20,671,798
Deferred income tax		2,649,224	2,025,352
Lease liabilities	13	657,475	1,184,769
Investment subsidies	14	5,077,865	6,180,154
Other long-term liabilities		-	-
Total long-term debt		18,912,653	30,062,073
Short-term debts			
Debts to banking institutions and other creditors	12	66,095,877	57,255,221
Trade debts	15	11,110,276	10,919,881
Liabilities related to customer contracts	15	330,005	58,158
Lease liabilities	13	606,674	697,791
Other current liabilities	16	2,534,868	2,179,395
Investment subsidies	14	1,102,289	1,102,289
Short-term liabilities – total		81,779,989	72,212,735
Total debts		100,692,642	102,274,808
TOTAL EQUITY AND LIABILITIES		200,317,752	197,481,719

*The marked items have been restated in note 2, accounting principles, point d.

These consolidated financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026.

General Manager,
TUDOR GEORGESCU

Economic Manager,
GHEORGHE LUCA





CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME AS OF DECEMBER 31, 2025

PROFIT AND LOSS ACCOUNT, lei	Note	12/31/2025	12/31/2024
Sales revenue	17	136,527,463	113,865,927
Other operating income*	18	563,018	325,879
Income from fair value measurement of real estate investments	18.b)	350,348	-
Profit/(loss) from the disposal of tangible assets*	18.c)	(1,275,856)	694,466
Variation in stocks of finished products and work in progress		(2,586,274)	1,656,915
Revenue from the production of tangible assets	18.e)	1,691,279	180,649
Expenses for raw materials, supplies and goods	19	(71,603,936)	(60,384,452)
Energy and water expenses		(6,887,712)	(4,695,259)
Personnel expenses	20	(18,417,479)	(18,257,133)
Expenses for adjustments for depreciation and amortization*	18	(14,135,080)	(13,273,889)
Expenses for adjustments for depreciation of financial assets and current assets		(384,040)	(11,087)
External service expenses	21	(14,577,818)	(13,401,499)
Other operating expenses	22	(1,183,686)	(1,092,355)
Operating profit/loss		8,080,227	5,608,162
Financial income	23	1,397,996	1,973,791
Financial expenses	23	(7,969,556)	(6,557,512)
Result before tax		1,508,667	1,024,441
Income tax	24	(771,890)	719,503
Net result for the period		736,777	1,743,944
Other elements of the overall result			
Profit/(loss) related to the revaluation of tangible assets (net)		3,681,422	-
Total overall result		4,418,199	1,743,944
Total current profit/(loss) related to:			
To the Group's Shareholders		773,749	1,722,571
Interests that do not control		(36,972)	21,373
Total profit/(loss) and other items of current comprehensive income related to:			
To the Group's Shareholders		4,455,171	1,722,571
Interests that do not control		(36,972)	21,373
Basic earnings per share (lei/share)	25	0.0257	0.0608
Diluted earnings per share (lei/share)	25	0.0257	0.0608

*The marked items have been restated in note 2, accounting principles, point d.

These consolidated financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026.

General Manager,
TUDOR GEORGESCU

Economic Manager,
GHEORGHE LUCA





CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2025

CASH FLOWS		Year 2025	Year 2024
Cash flows from operating activities:			
Revenues from sales of goods and services	1	149,182,080	132,113,605
Other receipts	2	5,840,330	125,309
Payments to suppliers of goods and services	3	(102,495,804)	(89,252,484)
Payments to employees	4	(9,681,041)	(9,748,587)
Payments on behalf of employees	5	(459,785)	(333,291)
Social security and unemployment payments	6	(5,699,658)	(5,924,076)
Payroll tax payments	7	(1,142,150)	(1,133,278)
Income tax payments	8	(450,268)	(26,308)
VAT payments	9	(874,225)	(4,286,034)
Payments regarding customs duties, other taxes and fees	10	(11,641,118)	(7,734,165)
Special fund payments	11	(136,700)	(180,765)
Other payments	12	(600,680)	(921,458)
Net cash from operating activities		21,840,981	12,698,469
Cash flows from investing activities:			
Proceeds from sales of fixed assets	13	44,616	1,807,154
Receiving subsidies for investments		-	88,867
Payments for acquisitions of tangible and intangible assets	14	(12,348,716)	(4,436,513)
Receipts related to other short-term assets		-	49,726
Payment related to other short-term assets		-	(49,726)
Dividend receipts	15	-	228,947
Payments for share acquisition	27	-	-
Net cash from investing activities		(12,304,100)	(2,311,545)
Cash flows from financing activities:			
Receipts from bank loans (note 12)	16	18,881,340	49,037,596
Bank loan repayments (note 12)	17	(23,235,546)	(58,480,283)
Receipts / (refunds) from overdraft (note 12)	18	2,063,123	3,922,735
Payments for leasing contracts	19	(700,219)	(673,555)
Interest received	20	9,403	33,296
Interest paid	21	(4,519,084)	(4,424,274)
Bank fees paid		-	-
Cash reduction due to the company division (note 4.3)	23	-	-
Shareholders' loan receipts	26	(38,000)	-
Net cash from financing activities		(7,538,983)	(10,584,486)
Net increase in cash and cash equivalents		1,997,897	(197,562)
Cash and cash equivalents at the beginning of the period		3,797,871	3,995,433
Cash and cash equivalents at the end of the period		5,795,768	3,797,871

These consolidated financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026.

General Manager,
Tudor Georgescu

Economic Manager,
Gheorghe Luca





CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31, 2025

	Share capital	Issue premiums	Own actions	Revaluation reserves	Other reservations	Retained earnings	Total equity attributable to group shareholders	Non-controlling interests	total equity
Balance as of January 1, 2025	2,869,750	129,728	-	16,166,308	602,853	73,313,606	93,082,245	2,124,666	95,206,911
Current profit/(loss)						773,749	773,749	(36,972)	736,777
Revaluation reserve				3,681,422			3,681,422		3,681,422
Total overall result	-	-	-	3,681,422	-	773,749	4,455,171	(36,972)	4,418,199
Transfer of revaluation reserve to retained earnings				(1,664,139)		1,664,139	-		-
Allocation of retained earnings to reserves							-		-
Retained earnings from the correction of accounting errors						-	-		-
Deferred tax							-		-
Other equity items							-		-
Balance as of December 31, 2025	2,869,750	129,728	-	18,183,591	602,853	75,751,494	97,537,416	2,087,694	99,625,110

These consolidated financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026.

General Manager,
Tudor Georgescu

Economic Manager,
Gheorghe Luca





CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31, 2024

strengthen	Share capital	Issue premiums	Revaluation reserves	Other reserves	Retained earnings	Total equity attributable to group shareholders	Non-controlling interests	Total equity
Balance as of January 1, 2024	2,869,750	129,728	16,584,283	602,853	71,161,930	91,348,544	2,103,293	93,451,837
Current profit/(loss)	-	-	-	-	1,722,571	1,722,571	21,373	1,743,944
Revaluation reserves	-	-	-	-	-	-	-	-
Total overall result	-	-	-	-	1,722,571	1,722,571	21,374	1,743,944
Transfer of revaluation reserve to retained earnings	-	-	(417,975)	-	417,975	-	-	-
Retained earnings from the correction of accounting errors	-	-	-	-	11,130	11,130	-	11,130
Other elements of the overall result	-	-	-	-	-	-	-	-
Balance as of December 31, 2024	2,869,750	129,728	16,166,308	602,853	73,313,606	93,082,245	2,124,666	95,206,911

These consolidated financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026.

General Manager,
Tudor Georgescu

Economic Manager,
Gheorghe Luca





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION ABOUT THE GROUP

These financial statements are the consolidated financial statements of PROMATERIS SA ("Parent Company" or "PROMATERIS SA") and its subsidiaries (together the "Group") as of and for the financial year ended December 31, 2025.

The registered office of the Parent Company is in Buftea, Sos. Bucuresti-Tirgoviste no. 1, Ilfov County, Romania, unique registration code RO 108, registration number with the Trade Register J23/835/2018.

The share capital of the parent company is RON 2,869,750 divided into 28,697,499 common, registered shares, the nominal value of a share is RON 0.1. The shares of the parent company are traded on the Bucharest Stock Exchange (BVB) standard category, symbol PPL.

The party that holds ultimate control of the Group is Pogonaru Florin-Ion.

The main activities of the Parent Company and its subsidiaries (the "Group") are: processing of bioplastics; distribution of biodegradable products; production of paper packaging and recycling of plastic materials.

The details of the Parent Company's investments in consolidated subsidiaries as of December 31, 2025 and December 31, 2024 are as follows:

Subsidiary	Activity	Unique registration code	Registered office	No. shares	Nominal value per share	Share capital value	Percentage of ownership and voting rights (%)
Biodeck SA	Distribution of biodegradable products	37918297	Bucharest	10,000	20	200,000	70.00%
Promateris Packaging SA	Paper packaging production	43730157	Buftea	501	1,000	501,000	96.01%
Promateris Recycling SA	Recycling of plastics	43730114	Buftea	101	1,000	101,000	80.20%
TOTAL						802,000	

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Declaration of conformity

The annual consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as adopted by the European Union ("IFRS") and in accordance with the provisions of the Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations in accordance with the International Financial Reporting Standards, applicable to commercial companies whose securities are admitted to trading on a regulated market, with subsequent amendments and clarifications, as well as in accordance with law 82/1991 with subsequent amendments and completions. These provisions correspond to the requirements of the International Financial Reporting Standards, adopted by the European Union.

b) Basis for preparing consolidated financial statements

The annual consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of certain properties and financial instruments which are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

c) Functional and presentation currency

These annual consolidated financial statements are presented in Lei (RON), which is also the functional currency of all companies within the Group. All financial information is presented in Lei, rounded, without decimals.

Foreign currency transactions are recorded in the functional currency using the exchange rate at the date of the transactions. Monetary assets and liabilities in foreign currencies outstanding at the date of the consolidated financial statements are converted into RON using the exchange rates reported by the National Bank of Romania at the date of the closing balance. Gains or losses resulting from the settlement of transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the current year's results.

The exchange rates of the main currencies were as follows:

	December 31, 2025	December 31, 2024
EUR	5.0985	4.9741
USD	4.3417	4.7768

d) Comparative amounts and changes in the presentation of the consolidated statement of financial position and the consolidated statement of comprehensive income

BALANCE SHEET, lei	December 31, 2024 (reported as of December 31, 2024)	Increases/decreases	Note	31 December 2024 (retreated on December 31, 2025)
Tangible fixed assets*	119,565,046	(7,742,529)	4.1	111,822,517
Real estate investments*	0	7,742,529	4.1	7,742,529

Indicator (RON)	December 31, 2024 (reported as of December 31, 2024)	Increases/decreases	Note	31 December 2024 (retreated on December 31, 2025)
Other operating income*	2,239,619	(1,913,740)	17	325,879
Profit/(loss) from the disposal of tangible assets*	0	694,466	17	694,466
Expenses for adjustments for depreciation and amortization*	(14,493,163)	1,219,274	18	(13,273,889)

e) Application of new and revised international financial reporting standards

New standards, interpretations and amendments adopted as of January 1, 2025

The following amendments are applicable for the period beginning on 1 January 2025:

1. Lack of convertibility (Amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates)

On August 15, 2023, the IASB issued the Non-Convertibility Amendment, which amends IAS 21 The Effects of Changes in Foreign Exchange Rates (the "Amendments"). The Amendments introduce requirements for assessing when a currency is convertible into another currency and when it is not. The Amendments also require an entity to estimate the spot exchange rate when it concludes that a currency is not convertible into another currency.

These amendments had no impact on the consolidated financial statements. of the Group.

2. Illustrative examples of reporting uncertainties in financial statements

On 28 November 2025, the IASB issued the document "Disclosure of Uncertainty in Financial Statements – Illustrative Examples", which amends several IFRS accounting standards by including illustrative examples that demonstrate how entities can apply IFRS standards





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

when reporting the effects of uncertainties in their financial statements. The illustrative examples are accompanying material to IFRS accounting standards and do not have an effective date. The IASB has issued a near-final version of the

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

the draft illustrative examples in July 2025. The Group considered these illustrative examples in the process of preparing the consolidated financial statements and did not consider it necessary to provide additional information or make changes to the presentation.

The illustrative examples were issued during 2025, without an application date.

a. New standards, interpretations and amendments that are not yet applicable

There are a number of standards, amendments to standards and interpretations issued by the IASB that will be applicable in future reporting periods and which the Group has decided not to adopt early.

The following amendments are applicable for annual reporting periods beginning on or after 1 January 2026:

1. Amendments to the classification and measurement of financial instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures)

These amendments clarify and improve the rules on the classification and measurement of financial instruments, ensuring a more consistent application of the principles of IFRS 9 and IFRS 7. The main changes include:

- Clarification of the criteria for classifying financial assets based on the business model and cash flow characteristics.
- Improvements to the recognition and measurement of financial liabilities, including aspects related to changes in contractual terms.
- New disclosure requirements for entities using complex financial instruments, with the aim of increasing the transparency and comparability of financial reporting.

2. Contracts referring to electricity dependent on natural factors (Amendments to IFRS 9 and IFRS 7)

These amendments clarify the accounting treatment applicable to electricity purchase contracts where the supply depends on natural factors such as wind, solar or hydroelectric power.

- Clarification of the applicability of IFRS 9 in determining when electricity purchase contracts should be accounted for as financial instruments or as executory contracts.
- Changes to the disclosure requirements of IFRS 7, in order to improve transparency regarding the risks associated with these contracts and their impact on the financial statements.
- Impact on revenue recognition and financial risk assessment, especially for entities entering into long-term contracts for renewable energy.

The following standards and amendments are applicable for the annual reporting period beginning on or after January 1, 2027:

1. IFRS 18 Presentation and disclosures in financial statements

IFRS 18 Presentation and Disclosures in Financial Statements, issued by the IASB in April 2024, replaces IAS 1 and will result in significant consequential amendments to IFRS accounting standards, including IAS 8 Basis of Preparation of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Although IFRS 18 will not have any impact on the recognition and measurement of items in consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These amendments include categories and subtotals in the statement of comprehensive income, aggregation/disaggregation and labeling of information, and the presentation of performance measures defined by management.

2. IFRS 19 Non-public Subsidiaries: Disclosures

Published by the IASB in May 2024, IFRS 19 introduces a simplified reporting framework for subsidiaries that do not have public accountability obligations but apply IFRS in their financial reporting. This standard reduces the disclosure requirements for such entities, while maintaining the transparency and comparability of financial information. The main benefit of IFRS 19 is to reduce administrative





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

and reporting costs, without compromising the usefulness of financial statements for users. Applicable for annual reporting periods beginning on or after 1 January 2027.

The Group is currently assessing the impact of applying these new accounting standards and amendments.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Business continuity

Management has, at the time of approval of the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. In making this assessment, management has taken into account the Group's access to future financing through existing loan agreements, as well as the Group's potential to obtain the necessary financing from its shareholders. Accordingly, it continues to adopt the going concern basis of accounting for the consolidated financial statements.

b) The basics of consolidation

The annual consolidated financial statements comprise the financial statements of the Parent Company and the subsidiaries (together forming the Promateris Group) as of December 31, 2025, as well as the comparative information for the previous financial year ended December 31, 2024.

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if it is exposed or has rights to variable returns from its involvement with the entity and has the ability to use its power over the entity to affect those returns. Subsidiaries are included in the scope of consolidation from the date control commences until the date control ceases.

(ii) Loss of control

When control is lost, the Group derecognises the assets and liabilities of the subsidiary, non-controlling interests and other components of equity related to the subsidiary. Any surplus or deficit resulting from the loss of control is recognised in the statement of profit or loss. If the Group retains interests in the former subsidiary, then those interests are measured at fair value at the time control is lost. Subsequently, that retained interest is accounted for as an investment using the equity method or as an available-for-sale financial asset, depending on the level of influence retained.

(iii) Non-controlling interests

The Group measures non-controlling interests in a subsidiary at the amount of its share of the subsidiary's net assets. Changes in the Group's interests in a subsidiary that do not result in the loss of control are accounted for as transactions with shareholders. Adjustments to non-controlling interests are based on the share of the subsidiary's net assets.

(iv) Transactions eliminated on consolidation

Intra-Group balances and transactions, as well as any unrealized income or expenses resulting from intra-Group transactions, are eliminated in preparing the consolidated annual financial statements. Unrealized profits on transactions with associates accounted for using the equity method are eliminated against the investment, to the extent of the Group's interest in the associate. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no indication of impairment.

c) Intangible assets

Separately acquired intangible assets are initially recorded at acquisition or production cost (in-house). After initial recognition, intangible assets are carried at cost less accumulated amortization and impairment loss, if any.

Amortization is calculated on a straight-line basis over the estimated useful life of the intangible asset, which is between 3 and 5 years. Most of the intangible assets recorded are computer programs and licenses.

Costs related to the maintenance of computer programs are recognized as expenses in the period in which they are incurred.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

An intangible asset is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the derecognition of an intangible asset are calculated as the difference between the net disposal proceeds and their carrying amount and are recognized in the income statement when the asset is derecognized.

c) Tangible assets

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are presented in the statement of financial position at their revalued amounts. At the date of revaluation, land and buildings are treated as follows: the carrying amount is adjusted in a manner that is consistent with the revaluation of the asset's carrying amount. Revaluations are performed with sufficient regularity so that the carrying amount does not differ materially from that which would be determined using fair values at the reporting date. The last revaluation of land and buildings took place on 31 December 2025.

Any revaluation increase resulting from the revaluation of such land and buildings is credited to the revaluation reserve for tangible fixed assets, unless it reverses a revaluation decrease for the same asset previously recognized as an expense, in which case the increase is credited to profit or loss to the extent of the decrease in the previous expense. A decrease in the carrying amount resulting from the revaluation of such land and buildings is accounted for as an expense to the extent that it exceeds the balance, as applicable, in the revaluation reserve relating to a previous revaluation of the asset.

Depreciation of revalued buildings is recognized in profit or loss. As the property, plant and equipment is used, the revaluation reserve is transferred to retained earnings. Upon sale or disposal of a revalued property, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained earnings.

Tangible assets in progress are recorded at cost, less any recognised impairment loss. Cost includes professional fees and, for eligible assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, determined on the same basis as other fixed assets, commences when they are available for use, i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management .

No depreciation is calculated for owned land.

Plant, machinery and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recorded in accordance with International Financial Reporting Standards (IFRS) to reflect the acquisition cost or fair value of assets (except land and buildings under construction) less their residual values, over their useful lives. This process is carried out by applying the straight-line depreciation method, according to the useful lives established by the Group's management:

- technological equipment	8 – 12 years
- measuring, control and regulation devices and installations	4 – 12 years
- means of transport	5 – 10 years
- computer science	3 years
- furniture and work equipment	4 – 12 years
- construction	24 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The net carrying amount of an item of property, plant and equipment is derecognized upon disposal or when no future benefits are expected from its use or disposal. 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, upon disposal or scrapping. The gain or loss resulting from the derecognition of a property, plant and equipment is included in profit or loss when the asset is derecognized.

In the tangible assets category, the company also records advances paid to suppliers for the acquisition of tangible assets. The company has opted to record advances granted to suppliers for tangible assets at cost and classify them as long-term, because their settlement generates the recognition of fixed assets. Advances paid to suppliers are recorded at the time of payment in accordance with the contractual conditions and are derecognized at the time of receipt of the assets and their registration in the tangible assets category.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Real estate investments

According to IAS 40, an investment property is property (land or buildings) held to earn rentals or to earn capital appreciation, or both, and which is not used in the production or supply of goods or services, or for administrative purposes. This category also includes property for which there is no defined purpose of use within the entity at the date of the financial statements.

To evaluate real estate investments, the entity may opt for one of the following methods:

- Cost Method – real estate investments are valued at acquisition cost less accumulated depreciation and any impairment losses.
- Fair Value Method – investment properties are valued at market value (fair value) at each reporting date, without applying depreciation. The Group has opted for this method.

In accordance with IAS 40, the Group will measure investment property using fair value. Fair value measurement is based on a periodic assessment of the real estate market, using accepted valuation techniques, including analysis of recent sales transactions and valuations performed by authorized valuers. Any change in the fair value of an investment property will be recognized in the profit and loss account.

e) Investments in capital instruments.

This category includes the participations held by the company in entities within the group, as well as the participations held in entities outside the group perimeter.

The equity securities held in the entities within the group represent unlisted shares, for which there is no active market and for which the fair value cannot be reliably determined. Consequently, in the individual financial statements, these securities are valued at cost, less any adjustments for impairment. The Company performs impairment tests periodically, in accordance with IAS 36, and any impairment loss identified is recognized in the profit or loss account.

Participations held in entities outside the group are classified as financial assets measured at fair value through profit or loss, in accordance with IFRS 9. Changes in fair value, as well as related dividends, are recognized in the profit or loss account of the period in which they arise. For participations in entities whose shares are not quoted on an active market, fair value is determined based on appropriate valuation techniques, using, to the extent possible, observable market data.

f) Other long-term fixed assets

This category includes cash guarantees established with suppliers, with a recovery term greater than 12 months from the reporting date, classified according to IFRS 9 as financial assets measured at amortized cost.

g) Stocks

Inventories are stated at the lower of cost and net realizable value. Cost comprises direct materials at cost and, where applicable, direct labor costs and those costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost (WAC) method. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs to be incurred for marketing, selling and distribution.

The establishment and reversal of adjustments for inventory depreciation are made on the profit and loss account.

h) Financial instruments

Financial assets and liabilities are recognized in the Group's consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Financial instruments (continued)

Financial assets and liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component and are measured at the transaction price. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and liabilities (other than financial assets and liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or liabilities, as appropriate, upon initial recognition. Transaction costs directly attributable to the acquisition of financial assets or liabilities at fair value through profit or loss are recognized in current profit or loss.

Financial assets

Financial assets are initially measured at fair value and subsequently at amortized cost because they are held within a business model to collect contractual cash flows and these cash flows consist exclusively of payments of principal and interest on the outstanding principal.

Gains or losses from exchange rate differences

The carrying amount of financial assets denominated in a foreign currency is determined in that foreign currency and converted at the spot rate at the end of each reporting period.

Loans and receivables

These assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortized cost using the effective interest method. Amortized cost is reduced by adjustments for impairment. Loans and receivables include trade and other receivables, cash and cash equivalents and bank deposits.

Trade and other receivables

Receivables are initially recognized at the transaction value as defined in IFRS 15. The Group does not have trade receivables that contain a significant financing component. Trade receivables mainly include outstanding invoices issued up to the reporting date for the delivery of goods and services. Subsequent to initial recognition, trade receivables are measured at amortized cost in accordance with IFRS 9.

Cash and cash equivalents

Cash and cash equivalents include balances of cash, demand deposits and deposits with maturity of up to three months from the date of establishment that have an insignificant exposure to the risk of changes in fair value, being used by the Group for the management of short-term commitments.

Impairment of financial assets

The Group recognizes an impairment adjustment for expected credit losses related to investments in financial assets measured at amortized cost, trade receivables and other receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since the initial recognition of the financial instrument.

The Group recognizes lifetime expected credit losses for trade and other receivables. Expected credit losses for these financial assets are estimated for financial assets for which there are indications of non-collection. The Group considers that default has occurred when a financial asset is more than 360 days past due. The Group's management considers this policy appropriate, taking into account that the exposure related to financial assets past due for more than 90 days is low, and does not have a significant impact on the annual consolidated financial statements.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amounts it may pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a secured loan for the amounts received.

Financial liabilities and share capital

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement and the definition of financial liabilities and equity instruments.

Financial liabilities include lease obligations, interest-bearing bank loans, overdrafts, trade payables and other liabilities. For each item, the accounting policies for recognition and measurement are disclosed in this note. Management believes that the estimated fair values of these instruments approximate their carrying amounts.

Borrowings are initially recognized at fair value. Subsequently, they are measured at amortized cost, using the effective interest rate method. Any difference between the initial amount and the redemption amount is recognized in the income statement over the period of the borrowings, using the effective interest method.

Interest, dividends, gains and losses on a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are recorded directly in equity. Financial instruments are offset when the Company has a legally enforceable right to offset and intends to settle either on a net basis or to realize the asset and settle the liability simultaneously.

Trade debts

Trade payables are obligations to pay for goods or services that have been purchased in the normal course of business from suppliers and are recorded at amortized cost. If goods and services provided in connection with current activities have not been invoiced, but if delivery has been made and their value is available, the respective obligation is recorded as a liability.

Liabilities generated by foreign currency transactions are valued in RON based on the exchange rate on the date of the transactions. Monthly, outstanding foreign currency liabilities are converted into lei using the exchange rate communicated by the National Bank of Romania valid at the end of the month.

Share capital

Ordinary shares

Ordinary shares are classified in equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognized as a reduction in equity.

Derecognition of financial liabilities

The Group derecognises financial liabilities only when the contractual obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

h) Revaluation reserve

The difference between the revalued value and the net book value of land and buildings is recognized as a revaluation reserve in equity.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

If the carrying amount of an asset is increased as a result of a revaluation, this increase is recorded and accumulated in equity under revaluation reserves. However, the increase is recognized in the statement of profit or loss to the extent that it offsets a decrease of the same amount of the asset, previously recognized in the statement of profit or loss.

If the carrying amount of an asset is reduced as a result of a revaluation, this reduction is recognised in profit or loss. However, the reduction is recognised in equity in the revaluation reserve if there is a credit balance in the revaluation reserve for that asset. The revaluation reserve is transferred to retained earnings in an amount corresponding to the use of the asset (as amortisation) and on disposal of the asset.

i) Other reservations

The Group allocates an amount equal to at least 5% of the profit before tax to other reserves, which are represented by legal reserves. The legal reserve established until it reaches 20% of the share capital is deductible when calculating the profit tax. If this reserve is used in whole or in part to cover losses or for distribution in any form (for the issuance of new shares), the reserve becomes taxable.

j) Dividends

The amounts representing dividends distributed from the net profit of the reporting period are highlighted in the following year in the retained earnings, following the approval of this destination by the General Meeting of Shareholders.

The distribution of dividends is recognized as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

k) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

As of December 31, 2025, the Group has no provisions recorded.

l) Investment subsidies

The Group recognizes government grants only when there is reasonable assurance that the contractual conditions are met and that they will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate them. Specifically, government grants whose main condition is that the Group acquires or constructs fixed assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of providing immediate financial support to the Group, without related future costs, are recognized in profit or loss in the period in which they become receivable.

m) Leasing

(i) The group as tenant

At inception of a lease, the Group determines whether the lease is or contains a lease. The Group recognises a right-of-use asset and a corresponding lease liability for all leases in which the Group is a lessee, with





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

except for short-term leases (with a term of 12 months or less) and for leases where the asset value is lower (below USD 5,000). For these leases, the Group recognizes lease payments as an operating expense, using a straight-line basis over the lease term.

The liability arising from the lease contract is initially measured at the present value of the lease payments not yet paid, using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group must use the incremental borrowing rate.

The liabilities arising from lease contracts are presented separately in the consolidated statement of financial position. The liability arising from the lease contract is subsequently measured by increasing the carrying amount to reflect the interest on the liability arising from the lease contract (using the effective interest rate) and by decreasing the carrying amount to reflect the lease payments made.

Right-of-use assets are depreciated over the shorter of the lease term and the useful life of the underlying asset. If the lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects the Group exercising a purchase option, the right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation begins at the inception of the lease. Right-of-use assets are presented as a separate line item in the consolidated statement of financial position.

n) Revenue recognition

The Group recognizes revenue primarily from the sale of finished products and merchandise (biodegradable products). Revenue is recognized based on the consideration to which the Group expects to be entitled under a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control of a product or service to a customer.

The Group produces and sells a range of biodegradable and compostable materials, mainly biodegradable bags and sacks, as well as technical and specialty compounds. The products are sold to the Business-to-Business segment.

Sales are recognized when control of the products has been transferred, which is when the products are delivered to the customer. Thereafter, the customer has full discretion over how the purchased products are used and, where applicable, the resale price of the products. Delivery occurs when the products have been shipped to the specified location, the risks of loss have been transferred to the customer and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have expired, or the group has objective evidence that all acceptance criteria have been met. A receivable is recognized when the goods are delivered, which is when the consideration is unconditional, as only the passage of time before payment is due is required.

The consideration promised in customer contracts is adjusted by the value of commercial and financial discounts, incentives, performance bonuses, penalties or other similar elements.

In accordance with the Group's standard contractual terms, no return rights are granted, except in exceptional cases where the products do not meet the quality conditions assumed in the contract.

o) Employee benefits

Short-term employee benefits are measured on an undiscounted basis and are recognized as an expense as the related services are rendered. A liability is recognized at the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount for past service provided by the employee, and the obligation can be estimated reliably.

The Group is not involved in any independent pension scheme and, consequently, has no obligations in this regard. The Group does not currently provide any employee profit-sharing benefits. The Group does not provide any severance pay upon retirement.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

p) Income tax

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in profit or loss except when it relates to business combinations or items recognized directly in equity or other comprehensive income.

Current income tax

The current tax payment is based on the taxable profit for the year. Fiscal profit is different from the profit reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and also excludes items that will never become taxable or deductible.

The companies record current income tax in accordance with Romanian legislation in force at the date of the financial statements. The current tax rate is 16%.

Deferred tax

Deferred tax is established using the balance sheet method for temporary differences of assets and liabilities (differences between the carrying amounts presented in the company's balance sheet and its tax base). The Group has recognized a deferred tax liability related to the revaluation reserve.

q) Financial income and expenses

The Group's financial income and expenses include:

- interest income;
- interest expenses;
- gains or losses from exchange rate differences on financial assets and liabilities;
- impairment losses on financial assets (other than trade receivables).

Interest income or expense is recognized by applying the effective interest method.

r) Segment reporting

The Group has analyzed its operational activity and determined that it operates a single segment of activities, namely, the production and sale of finished products and merchandise through the Business-to-Business channel. The Group records sales to customers in Romania and in countries in Central and Southern Europe (France, Greece, Spain, Ukraine, Italy, Poland, Sweden, Hungary), resulting in a close ratio between sales in Romania (49%) and all other countries combined (51%). The Group does not hold fixed assets in countries other than Romania.

4. USE OF PROFESSIONAL ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements in accordance with IFRS as adopted by the European Union requires the Group's management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities. The estimates and associated judgments are based on historical data and other factors considered to be reasonable in the circumstances, and the results of these factors form the basis of the judgments used in determining the carrying amounts of assets and liabilities for which no other sources of valuation are available. Actual results may differ from the estimated amounts.

Estimates and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the current period and future periods, if the revision affects both the current period and future periods.

Estimates and assumptions are used, in particular, in:





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. USE OF PROFESSIONAL ESTIMATES AND JUDGEMENTS (Continued)

- determining and reviewing the useful life of the group's fixed assets;
- determining inventory depreciation adjustments. The group's management makes certain estimates regarding the useful life of the inventory, taking into account the possibility of use in the group's current activity and other factors specific to each category of inventory.
- determining impairment adjustments for receivables
- Fair value measurement: Fair value is the price that could be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Group measures the fair value of an asset or liability based on the assumptions that market participants would use when pricing the asset or liability, assuming that they are acting to maximize economic benefits.

The Group uses valuation techniques that are appropriate in the given circumstances and for which sufficient information is available to perform the fair value measurement, maximizing the use of relevant available information and minimizing the use of data that is not available. All assets and liabilities that are measured at fair value in the financial statements must be classified within the fair value hierarchy, based on the nature of the inputs as follows:

- Level 1 – quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 – inputs, other than quoted market prices included in level 1, that are observable for the asset or liability, either directly or indirectly;
- Level 3 – unobservable inputs for the asset or liability.

At each reporting date, the group's management analyzes the values of assets and liabilities that require revaluation or restatement of fair value in accordance with the accounting policies applied. The carrying amount of the company's main assets and liabilities (cash, trade and other receivables, trade and other current liabilities) approximates their fair value at the reporting date.

The group's management believes that any differences from these estimates will not have a significant influence on the consolidated financial statements in the near future.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. FIXED ASSETS

5.1 Tangible assets

strengthen	Lands	construction	Installations, machines, equipment	Tangible assets in progress	Rights of use of leased car assets	Rights of use of building assets leasing	Advances for fixed assets	Total tangible assets
Cost								
Balance as of 01.01.2025	18,490,524	26,721,099	111,256,025	2,719,640	1,527,611	2,382,295	1,643,735	164,740,930
Acquisitions of tangible assets	-	-	949,938	13,995,336	-	-	1,773,430	16,718,704
Transfers	(6,695,835)	-	13,371,582	(13,253,818)	(754,830)	-	-	(7,332,901)
Disposals of tangible assets	(1,735,058)	-	(679,962)	-	-	-	(2,776,070)	(5,191,090)
Revaluation	2,375,611	2,114,708	-	-	-	-	-	4,490,319
Balance as of 31.12.2025	12,435,242	28,835,807	124,897,583	3,461,159	772,781	2,382,295	641,095	173,425,961
Accumulated depreciation								
Balance as of 01.01.2025	-	6,688,171	44,351,542	-	1,018,540	833,803	-	52,892,056
Depreciation for the year	-	1,889,537	13,159,076	-	167,068	476,459	-	15,692,140
Disposals	-	-	324,575	-	(652,129)	-	-	(327,554)
Reduction of depreciation adjustments	-	(2,150)	(23)	-	-	-	-	(2,173)
Balance as of 31.12.2025	-	8,575,558	57,835,170	-	533,479	1,310,262	-	68,254,469
Net book value as of 31.12.2025	12,435,242	20,260,249	67,062,413	3,461,159	239,302	1,072,033	641,095	105,171,492

The loss from the disposal of tangible assets was realized due to the expropriation by the Expropriator: the Romanian State through the Ministry of Transport and Infrastructure / CNAIR SA based on: Expropriation Decisions: no. 873/10.05.2021 (HG 37/2021 + rectifications) and no. 181/21.02.2025 (HG 1630/2024) for the Project: "Bucharest Ring Road", North Ring Road Sector km 0+000 – km 52+770 Land located in Buftea, Ilfov, Sos. București-Târgoviște no. 1, T46, P394/394/2. The expropriated area is 7,672 sq m for which compensation was established in the amount of 442,412 lei. On 31.12.2025, the land from which the 7,672 sq m were expropriated was valued at fair value in the amount of 1,735,058 lei. The revaluation reserve related to this asset was transferred to retained earnings, representing the surplus realized from revaluation reserves.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. FIXED ASSETS

5.1 Tangible assets

strengthen	Lands	construction	Installations, machines, equipment	Tangible assets in progress	Rights of use of leased car assets	Rights of use of building assets leasing	Advances for fixed assets	Total tangible assets
Cost								
Balance as of January 1, 2024	26,206,696	26,721,099	109,195,145	2,504,812	1,471,635	2,382,295	1,595,122	170,076,804
Acquisitions of tangible assets	-	-	1,473,550	3,797,583	55,976	-	1,104,575	6,431,684
Transfers	(7,716,172)	-	3,582,755	(3,582,755)	-	-	-	(7,716,172)
Disposals of tangible assets	-	-	(2,995,424)	-	-	-	(1,055,962)	(4,051,386)
Revaluation	-	-	-	-	-	-	-	-
Balance as of December 31, 2024	18,490,524	26,721,099	111,256,026	2,719,640	1,527,611	2,382,295	1,643,735	164,740,930
Accumulated depreciation								
Balance as of January 1, 2024	-	5,428,970	33,869,199	-	853,804	357,344	-	40,509,317
Depreciation for the year	-	1,261,351	12,391,495	-	164,736	476,459	-	14,294,041
Disposals	-	-	(1,908,633)	-	-	-	-	(1,908,633)
Reduction of depreciation adjustments	-	(2,150)	(519)	-	-	-	-	(2,669)
Balance as of December 31, 2024	-	6,688,171	44,351,542	-	1,018,540	833,803	-	52,892,056
Net book value as of December 31, 2024	18,490,524	20,032,928	66,904,484	2,719,640	509,071	1,548,492	1,643,735	111,848,874





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. FIXED ASSETS (continued)

5.1 Tangible assets (continued)

Tangible assets put into operation during 2025 and 2024 represent production equipment.

The value of assets pledged in favor of banks under loan agreements is presented in note 12.

Tangible fixed assets include assets acquired through non-refundable subsidies and used in current activity. These are presented in note 14.

Fair value of land and buildings

The Group's tangible fixed assets, represented by land and buildings, are presented in the financial statements at revalued value, which represents the fair value at the valuation date, less accumulated depreciation and subsequent impairment adjustments.

The fair value assessment of the Group's land and buildings as of 31 December 2025 was carried out by TNP Global & Partners, an independent certified valuer of the Group. TNP Global & Partners is a member of the National Association of Certified Valuers of Romania and has appropriate qualifications and recent experience in assessing the fair value of properties in the relevant locations. The assessment was carried out in accordance with International Valuation Standards. The fair value of the land was determined using the direct comparison method, and the fair value of the buildings was determined using the income approach.

The following table presents the valuation methods used to determine fair values (Level 3), as well as the significant unobservable inputs used.

Category	Evaluation method	Significant unobservable inputs	Correlation between key unobservable inputs and fair value measurement
Lands	<p><i>Direct comparison approach</i></p> <p>The fair value is estimated based on the price per square meter for land with similar characteristics (e.g. property rights, legal restrictions, financing and sale conditions, location, physical and economic characteristics and best use). The market price is based on the most recent transactions.</p>	Adjustments for liquidity, location, area.	<p>The estimated fair value would increase/(decrease) if:</p> <ul style="list-style-type: none"> - Adjustments for liquidity, location, area would be lower/(higher)
construction	<p><i>Income approach and cost approach</i></p> <p>The constructions were evaluated by applying the following methods, depending on the best use, availability and credibility of available market information:</p>		
	<p><i>Income approach</i></p> <p>The DCF valuation model estimates the present value of the net cash flows that will be generated by a building from rental income, taking into account the occupancy rate and the annual rent. The discount rate estimate takes into account, among other things, the quality of a building and its location.</p>	<p>Adjustments for liquidity, location, area,</p> <p><i>Market rent</i></p> <ul style="list-style-type: none"> - Vacancy rate of 11.11% per year - Capitalization rates of 9.0% - Annual rent per square meter of 5 EUR/sqm/month 	<p>The estimated fair value would increase/(decrease) if:</p> <ul style="list-style-type: none"> - Adjustments for liquidity, location, area would be lower/(higher) - Employment rates would be higher/(lower) - Capitalization rates would be lower/(higher) - The annual rent per square meter would be higher/(lower)
	<p><i>Cost approach</i></p> <p>The cost approach provides an indication of value by using the economic principle that a comparator will not pay more for an asset than the cost of obtaining an asset with the same utility, either by purchase or construction.</p>	Adjustments for the price and type of construction materials, external depreciation of -8%.	





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. FIXED ASSETS (continued)

5.1 Tangible assets (continued)

Information regarding the fair value hierarchy as of December 31, 2025 and December 31, 2024:

	Level 1	Level 2	Level 3	Fair value at December 31 2025
Land and land developments (including real estate investments)	-	-	27,197,597	27,197,597
Constructions	-	-	20,241,045	20,241,045

	Level 1	Level 2	Level 3	Fair value at December 31 2024
Land and land developments	-	-	26,206,696	26,206,696
Constructions	-	-	21,256,466	21,256,466

Both during 2025 and during 2024 there were no transfers between fair value levels.

The net carrying amount at historical cost of tangible assets measured at fair value is presented in the table below:

	Historical cost value at December 31, 2025	Historical cost value at December 31, 2024
Land	12,685,915	13,174,674
Constructions	18,116,950	18,116,950
TOTAL	30,802,865	31,291,624

5.1 Revenue from the production of tangible assets

	December 31, 2025	December 31, 2024
Revenue from the production of tangible assets	978,585	180,649

5.1 Profit/(loss) from the disposal of tangible assets

	December 31, 2025	December 31, 2024
Profit/(loss) from the disposal of tangible assets	(1,275,856)	694,446

The loss from the disposal of tangible assets was realized due to the expropriation by the Expropriator: the Romanian State through the Ministry of Transport and Infrastructure / CNAIR SA based on: Expropriation Decisions: no. 873/10.05.2021 (HG 37/2021 + rectifications) and no. 181/21.02.2025 (HG 1630/2024) for the Project: "Bucharest Ring Road", North Ring Road Sector km 0+000 – km 52+770 Land located in Buftea, Ilfov, Sos. București-Târgoviște no. 1, T46, P394/394/2. The expropriated area is 7,672 sq m for which compensation was established in the amount of 442,412 lei. On 31.12.2025, the land from which the 7,672 sq m were expropriated was valued at fair value in the amount of 1,735,058 lei. The revaluation reserve related to this asset was transferred to retained earnings, representing the surplus realized from revaluation reserves.

5.2 Real estate investments

	Real estate investments (Land)
Cost	7,716,172
Balance as of January 1, 2025	-
Acquisitions	6,695,835
Transfers	-
Dosposals	350,348
Revaluation	





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Balance as of December 31, 2025	14,762,355
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5.2 Real estate investments (Continued)

	Real estate investments (Land)
Cost	-
Balance as of January 1, 2024	-
Acquisitions	7,716,172
Transfers	-
Disposals	-
Revaluation	-
Balance as of December 31, 2024	7,716,172

On 31.12.2025 Promateris reclassified from the Land category to the Investment property category, in accordance with IAS 40 "Investment property", part of the land owned by the Company, namely the land owned in Crevedia, Lot 1, Lot 2 and Lot 3 (119,808 m²). For these lands, management does not have a defined plan as of the date of these financial statements. Investment property is valued at fair value, the related revaluation difference accumulated until 31.12.2025 will remain presented in the revaluation reserve account. The lands owned by the Company are: Belciugatele (91,242 m²), Buftea (27,404 m² following expropriation) and Crevedia (3 lands totaling 119,808 m²).

5.2.a) Real estate investments

Elements	December 31, 2025	December 31, 2024
Gains from fair value adjustment — Belciugatele Land (91,242 sq m)	350,348	—
Total income from fair value measurement of investment property	350,348	—

As a result of the valuation on 31.12.2025 of the real estate investment Belciugatele Land (91,242 m²) in the financial year ended 31.12.2025, the Company recognized in the profit or loss account net gains from the adjustment to the fair value of real estate investments in the amount of 350,348 lei, in accordance with IAS 40 "Investment Property" and with the Company's accounting policy for valuing real estate investments at fair value after initial recognition. The fair value was determined based on a valuation report prepared by an independent authorized ANEVAR appraiser, using valuation techniques in accordance with IFRS 13 "Fair Value Measurement".

5.3 Intangible assets

Total tangible assets	
Cost	
Balance as of 01.01.2025	2,253,454
Acquisitions of intangible assets	653,533
Disposals of tangible assets	(34,991)
Balance as of 31.12.2025	2,871,996
Accumulated depreciation	
Balance as of 01.01.2025	710,592
Depreciation for the year	246,253
Disposals	(34,991)
Balance as of 31.12.2025	921,854
Net book value as of 31.12.2025	1,950,142





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5.2 Intangible assets (Continued)

Total tangible assets	
Cost	
Balance as of 01.01.2024	1,676,574
Acquisitions of intangible assets	577,657
Disposals of tangible assets	(777)
Balance as of 31.12.2024	2,253,454
Accumulated depreciation	
Balance as of 01.01.2024	509,578
Depreciation for the year	201,791
Disposals	(777)
Balance as of 31.12.2024	710,592
Net book value as of 31.12.2024	1,542,862

Intangible assets include computer programs, licenses and various software. They are amortized using the straight-line method. In the statement of financial position, they are presented at historical cost, less depreciation and any value adjustments.

5.3.a) Revenue from the production of intangible assets

	December 31, 2025	December 31, 2024
Revenue from the production of intangible assets	712,694	0

5.4 Investments in equity instruments

Investments in equity instruments as of 31.12.2025 and 31.12.2024 are detailed below.

Investments in capital instruments	Balance as of 01.01.2025	Holding % as of 01.01.2025	Increases/decreases in CPP	Balance as of 31.12.2025	Holding % as of 31.12.2025
Romtaty SA	1,996,173	10.00%	(749,754)	1,246,419	10.00%
Other holdings	20,000		-		<10.00%
Total	2,106,173		(749,754)	1,266,419	

Investments in capital instruments	Balance as of 01.01.2024	Holding % as of 01.01.2024	Increases/decreases in CPP	Balance as of 31.12.2024	Holding % as of 31.12.2024
Romtaty SA	974,757	10.00%	1,021,416	1,996,173	10.00%
Other holdings	20,000		-	20,000	<10.00%
Total	994,757		1,021,416	2,016,173	





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5.4 Investments in equity instruments (Continued)

Information regarding Romtatay SA

Romtaty SA is a Romanian-Spanish joint venture producing plastic injection molded articles, founded in 1991, registered at the Trade Register Office under no. J40/2798/1992.

As of 31.12.2025, the Group holds a 10% stake in the share capital of this company worth RON 108,203 (at acquisition cost), for which it decided at the time of reporting to measure it at fair value through current results.

Details of the valuation report 31.12.2025: TNP Global & Partners, an authorized valuer independent of the Group. TNP Global & Partners is a member of the National Association of Authorized Valuers in Romania and has appropriate qualifications and recent experience in fair value valuation. In applying the approaches and methods for estimating the fair value of the minority stake in SC ROMTATAY SA, input data obtained from the market and from the client were used. In the income approach, forecasts provided by the client and verified by the valuer with market data and the company's financial history were used. The availability of data and the specific market situations presented in the report led to the fact that the income approach is the only relevant and appropriate for estimating the fair value of the minority stake. The fair value determined for this holding is 1,246,419 lei.

6. STOCKS

The main categories of inventories are raw materials and consumables, finished goods and merchandise. Upon disposal, inventories are valued at weighted average cost.

Stock category	December 31, 2025	December 31, 2024
Raw materials and consumables	20,073,694	12,173,772
Finished and semi-finished products	14,579,665	19,612,361
Merchandise	4,220,700	6,297,039
Stock category (adjustments)		
Raw materials and consumables	(127,805)	(264,270)
Finished products	(28,158)	(86,582)
Merchandise	(157,991)	(111,792)
TOTAL	38,560,105	37,590,528

The value of inventories pledged to financial institutions under loan agreements is presented in note 12.

7. RECEIVABLES

7.1. TRADE RECEIVABLES AND OTHER RECEIVABLES

	December 31, 2025	December 31, 2024
Trade receivables from Romania	24,812,945	23,346,776
Trade receivables from other countries	5,044,383	5,044,383
Adjustments for impairment of receivables	(3,638,560)	(3,195,815)
Subtotal financial assets	26,218,768	25,195,344
Miscellaneous debtors	0	10,867
Advance payments to suppliers	217,934	563,617
Receivables regarding other taxes and duties	761,900	465,866
VAT receivables	4,740,023	5,794,608
Other receivables related to personnel	61,176	
Total	31,999,801	32,030,302





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7. RECEIVABLES (continued)

7.1. TRADE RECEIVABLES AND OTHER RECEIVABLES (continued)

The Group's top 4 outstanding customers held a share of 52% of total outstanding receivables as of December 31, 2025 (58% as of December 31, 2024). See the breakdown by customer in Note 17.

The parent company has established a matrix of provisions based on the Group's historical credit loss experience, adjusted with prospective factors specific to the debtors and the economic environment, if applicable.

The Group assesses impairment losses individually if there are indications of significant increases in credit risk at an individual level. Further information is provided in Note 27.

The movement in adjustments for impairment of trade receivables is as follows:

ADJUSTMENTS	December 31, 2025	December 31, 2024
Opening balance on January 1	(3,195,815)	(3,264,152)
Increases	(666,933)	131,175
Discounts	224,188	(199,512)
Final balance as of December 31	(3,638,560)	(3,195,815)

The value of trade receivables pledged to financial institutions based on loan agreements are presented in note 12.

7.2. OTHER SHORT-TERM ASSETS

	December 31, 2025	December 31, 2024
Current income tax receivables	0	76,415
Advance expenses	432,852	522,839
Total	432,852	599,254

8. CASH AND CASH EQUIVALENTS

The Group has current accounts in lei and foreign currency (EURO, USD) opened with BCR, BRD, ING, EximBank (formerly Banca Romaneasca), Unicredit, CEC Bank and Treasury. The balances at the end of the reporting period denominated in foreign currency were revalued at the BNR exchange rates for the last banking day of 2024, and the related exchange rate differences were recorded in the profit or loss of the year.

	2025	2024
Short-term bank deposits	51,485	50,256
Cash in the bank	5,738,078	3,740,857
Cash on hand	6,205	6,758
Total	5,795,768	3,797,871





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. CASH AND CASH EQUIVALENTS (Continued)

As of December 31, 2025 and December 31, 2024, the Company does not hold any cash or cash equivalents whose use is restricted. The entire balance of RON 5,795,768 as of December 31, 2025 (December 31, 2024: RON 3,797,871) is available for use in the Company's current activity.

compound	12/31/2025	12/31/2024
Cash available for use	5,795,768	3,797,871
Restricted cash	0	0
Total cash and equivalents	5,795,768	3,797,871

9. NON-CONTROLLING INTERESTS

Summarized financial information regarding non-controlling interests is presented below. The financial information related to non-controlling interests is represented by Biodeck, Promateris Packaging and Promateris Recycling.

Uncontrolled interests	Opening balance of non-controlling interests 31.12.2025	Net profit for the period attributable to non-controlling interests 31.12.2025	Final balance of non-controlling interests 31.12.2025
Biodeck SA	2,112,771	(27,922)	2,084,849
Promateris Packaging SA	10,860	(769)	10,091
Promateris Recycling SA	1,035	(8,281)	(7,246)
TOTAL	2,124,666	(36,972)	2,087,694

Uncontrolled interests	Opening balance of non-controlling interests 31.12.2024	Net profit for the period attributable to non-controlling interests 31.12.2024	Final balance of non-controlling interests 31.12.2024
Biodeck SA	2,080,711	32,060	2,112,771
Promateris Packaging SA	11,604	(744)	10,860
Promateris Recycling SA	10,978	(9,943)	1,035
TOTAL	2,103,293	21,373	2,124,666

10. SHARE CAPITAL

As of December 31, 2025, the subscribed and paid-up share capital of the Parent Company is worth RON 2,869,750, composed of 28,697,499 ordinary shares with a nominal value of RON 0.10/share, fully paid.

As of December 31, 2024, the subscribed and paid-up share capital of the Parent Company is worth RON 2,869,750, composed of 28,697,499 ordinary shares with a nominal value of RON 0.10/share, fully paid.

The shareholder structure as of December 31, 2025 is as follows, according to the Central Depository Register:

Shareholder	December 31, 2025		December 31, 2025	
	No. of Shares	%	Share capital value	%
POGONARU FLORIN-ION	9,900,990	34.50%	990,099	34.50%
PAVAL HOLDING SRL	6,895,502	24.03%	689,550	24.03%
NORD SA	5,981,571	20.84%	598,157	20.84%
SHAREHOLDERS LIST	5,919,436	20.63%	591,944	20.63%
Total	28,697,499	100%	2,869,750	100%





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. SHARE CAPITAL (Continued)

The shareholder structure as of December 31, 2024 is as follows, according to the Central Depository Register:

Shareholder	December 31, 2024		December 31, 2024	
	No. of Shares	%	Share capital value	%
POGONARU FLORIN-ION	9,900,990	34.50%	990,099	34.50%
PAVAL HOLDING SRL	6,895,502	24.03%	689,550	24.03%
NORD SA	5,981,571	20.84%	598,157	20.84%
SHAREHOLDERS LIST	5,919,436	20.63%	591,944	20.63%
Total	28,697,499	100%	2,869,750	100%

11. REVALUATION RESERVES AND OTHER RESERVES

	December 31, 2025	December 31, 2024
Revaluation reserves	18,183,591	16,166,308
Legal reserves	602,853	602,853
Reserves – total	18,786,444	16,769,161

Revaluation reserves are constituted by the revaluation of land and buildings owned by the Group. The last revaluation was carried out on December 31, 2025.

Elements	Year 2025
Balance as of January 1, 2025	16,166,308
(+) Gross revaluation of tangible assets	4,490,318
(-) Proportional restatement of accumulated depreciation (constructions only)	-628,185
(-) Deferred tax 16% recognized in OCI	-180,711
(=) Revaluation reserve	3,681,422
(-) Transfer to Retained Earnings related to expropriated land (Buftea)	-1,246,164
(-) Annual transfer to Retained Earnings — excess depreciation (IAS 16.41) for construction	-417,975
Subtotal transfer of revaluation reserve to retained earnings	-1,664,139
Balance as of December 31, 2025	18,183,591

12. Debts to banking institutions and other creditors

Promateris loan balance as of 31.12.2025	Currency	Equivalent balance in RON as of 31.12.2025	31.12.2025 in RON TS	31.12.2025 in RON TL	Maturity
ING long-term loan	RON	83,333	83,333	-	27.02.2026
ING long-term loan	RON	883,863	707,091	176,772	30.03.2027
ING long-term loan	RON	3,916,417	2,937,313	979,104	01.04.2027
ING long-term loan	EUR	6,090,536	2,436,214	3,654,322	06/15/2028
ING Overdraft	RON	10,994,929	10,994,929	-	15.10.2026
ING Overdraft	EUR	6,884,012	6,884,012	-	15.10.2026
ING long-term loan	RON	619,665	247,866	371,799	06/15/2028
Unicredit long-term loan	RON	257,970	257,970	-	23.02.2026
Unicredit long-term loan	RON	96,677	96,677	-	29.04.2026
Unicredit short-term loan	RON	294,272	294,272	-	29.04.2026
Unicredit short-term loan	EUR	6,122,251	6,122,251	-	02.07.2026





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Unicredit short-term loan	RON	6,960,000	6,960,000	-	02.07.2026
Unicredit short-term loan	USD	1,945,082	1,945,082	-	02.07.2026
Unicredit long-term loan	EUR	2,007,655	446,145	1,561,510	19.06.2030
Long-term credit CEC	RON	3,333,333	3,333,333	-	07/18/2026
Long-term credit CEC	EUR	4,770,022	985,440	3,784,582	08/15/2028
Shareholder loan	RON	5,000,000	5,000,000	-	12/31/2026
Shareholder loan interest	RON	998,889	998,889	-	12/31/2025
Banking institution interest	RON	189,756	189,756	-	12/31/2025
Biodeck short-term credit Unicredit	EUR	14,020,875	14,020,875	-	02.07.2026
Biodeck short-term credit Unicredit	USD	1,085,425	1,085,425	-	02.07.2026
Interest	RON	69,004	69,004	-	02.07.2026
TOTAL		76,623,966	66,095,877	10,528,089	

*The loan is granted by the affiliated party Floreasca Development SA, Bucharest, 20 Icoanei Street, sector 2

	Currency	Equivalent balance in RON as of 31.12.2024	Short term	Long term	due date
ING long-term loan	RON	583,333	500,000	83,333	27.02.2026
ING long-term loan	RON	1,590,957	707,092	883,865	30.03.2027
ING long-term loan	RON	6,853,730	2,937,313	3,916,417	01.04.2027
ING long-term loan	EUR	8,318,703	2,376,772	5,941,931	06/15/2028
ING Overdraft	RON	8,226,061	8,226,061	-	Upon notification to the bank
ING Overdraft	EUR	7,403,721	7,403,721	-	Upon notification to the bank
ING long-term loan	RON	867,530	247,866	619,664	06/15/2028
Unicredit long-term loan	RON	1,805,780	1,547,811	257,969	23.02.2026
Unicredit long-term loan	RON	386,708	290,031	96,677	29.04.2026
Unicredit short-term loan	RON	1,177,087	882,815	294,272	29.04.2026
Unicredit short-term loan	EUR	5,972,873	5,972,873	-	06/15/2025
Unicredit short-term loan	USD	2,140,006	2,140,006	-	06/15/2025
Unicredit short-term loan	RON	1,960,000	1,960,000	-	06/15/2025
Long-term credit CEC	RON	4,827,906	-	4,827,906	07/18/2026
CHECK	EUR	49,764	-	49,764	07/18/2026
Shareholder loan	RON	5,000,000	5,000,000	-	12/31/2025
Shareholder loan interest	RON	598,889	598,889	-	12/31/2024
Bank loan interest	RON	211,337	211,337	-	
Long-term bank loans	RON	3,700,000	-	3,700,000	02.07.2026
Unicredit short-term bank loans	RON	1,300,000	1,300,000	-	06/15/2025
Unicredit short-term bank loans	EURO	13,678,775	13,678,775	-	06/15/2025
Unicredit short-term bank loans	USD	1,194,200	1,194,200	-	06/15/2025
Bank loan interest	RON	79,659	79,659	-	
TOTAL		77,927,019	57,255,221	20,671,798	

*The loan is granted by the affiliated party Floreasca Development SA, Bucharest, 20 Icoanei Street, sector 2

Bank loans have a variable interest rate, determined by considering the ROBOR, EURIBOR or LIBOR indicator at 1/3/6 months, to which is added a margin ranging from 1.00% - 3.00% per year, depending on the maturity and type of loan.

The loans detailed above are secured with a mix of guarantees consisting of:

- Fixed assets such as land and buildings
- Fixed assets such as equipment & cars
- Raw materials and finished goods inventories
- Trade receivables
- Current bank accounts, with their balance;

In addition, the Group benefits as of December 31, 2025 from guarantees from the Romanian Counter-Guarantee Fund and the European Investment Fund, for the partial guarantee of certain contracted loans, in accordance with the provisions of the applicable financing programs.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Financial indicators within bank loans

During 2025, the Group made limited withdrawals from the contracted investment loans, the emphasis being on operationalizing and streamlining investments in production capacities from previous years and, at the banking exposure level, on making all repayments.

12. Debts to banking institutions and other creditors (Continued)

corresponding, in accordance with the provisions of the credit agreements. The year 2025 exceeded the debt service peak of 2024, the company covering this debt service from operational cash flows.

At the end of 2025, based on the annual consolidated financial statements, the financial parameters of the existing credit contracts are appropriate, with the financing banks already taking note of the previously published preliminary financial statements.

During 2026, consistent with the diligent behavior already shown, the Group will make all scheduled credit repayments for 2026 in a proper manner and will ensure compliance with the contractual parameters in accordance with the provisions of the credit agreements at all times.

Statement of changes in cash flows from financing

	January 1, 2025	Proceeds	Payment	Overdraft	Interest expenses	Interest payments	Commission and revaluation expenses	Commission payments	December 31, 2025
Debts to banking institutions	72,328,130	18,881,340	(23,235,546)	2,063,123	4,698,590	(4,519,084)	619,876	(211,352)	70,625,077
Shareholders loan	5,598,889	-	-	-	400,000	-	-	-	5,998,889
Debts to banking institutions and other creditors	77,927,019	18,881,340	(23,235,546)	2,063,123	5,098,590	(4,519,084)	619,876	(211,352)	76,623,966

strengthen	January 1, 2024	Proceeds	Payment	Overdraft	Interest expenses	Interest payments	Commission and revaluation expenses	Commission payments	December 31, 2024
Debts to banking institutions	77,631,518	50,589,259	(60,126,649)	3,922,735	4,684,960	(4,424,274)	355,426	(304,845)	72,328,130
Shareholders loan	5,000,000				598,889				5,598,889
Debts to banking institutions and other creditors	82,631,518	50,589,259	(60,126,649)	3,922,735	5,283,849	(4,424,274)	355,426	(304,845)	77,927,019

Financial indicators in bank loans

Bank loans are secured by mortgage contracts on the Company's assets, consisting of fixed assets, inventories and receivables. Also, within the loans, the Company is obliged to meet a series of indicators (according to the contracts).

13. LEASING DEBT

	Buildings	Passenger cars	Total
Balance as of 01.01.2025	1,608,318	274,241	1,882,559
Inputs			
Interest expense	54,560	6,381	60,941
Lease payments	(497,891)	(202,328)	(700,219)
Exchange rate differences	(1,852)	22,720	20,868
Balance as of 31.12.2025	1,163,135	101,014	1,264,149
Balance as of 01.01.2024	2,064,164	812,906	2,877,070
Inputs	-	55,976	55,976
Interest expense	71,764	16,715	88,479





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Lease payments	(527,448)	(609,529)	(1,136,977)
Exchange rate differences	(162)	(1,827)	(1,989)
Balance as of 31.12.2024	1,608,318	274,241	1,882,559

13. LEASING DEBT (Continued)

	The repayment of leasing liabilities is analyzed as follows:	
	2025	2024
Installments due within 1 year	(606,674)	(697,791)
Installments due after 1 year, but not more than 5 years	(657,475)	(1,184,769)
Installments due after 5 years	-	-
TOTAL	(1,264,149)	(1,882,559)

Statement of changes in cash flows from financing

	January 1, 2025	Proceeds	Payment	Interest expenses	Interest payments	New leasing	Commission and revaluation expenses	Commission payments	December 31, 2025
Lease liabilities	1,882,559		(700,219)	60,941	(6,381)		29,101		1,264,149
TOTAL Debts to leasing companies	1,882,559		(700,219)	60,941	(6,381)		29,101		1,264,149

	January 1, 2024	Proceeds	Payment	Interest expenses	Interest payments	New leasing	Commission and revaluation expenses	Commission payments	December 31, 2024
Lease liabilities	2,877,070		(1,048,498)	88,479	(88,479)	55,976	(1,989)	-	1,882,559
TOTAL Debts to leasing companies	2,877,070	0	(1,048,498)	88,479	(88,479)	55,976	(1,989)	-	1,882,559

14. NON-REFUNDABLE SUBSIDIES

Non-repayable subsidies represent grants received by the Group, which have not yet been reclassified to income, resulting from the successful implementation of four projects funded by Innovation Norway during the period 2021-2024. These projects are:

- Green Europe – Efficient technologies for manufacturing innovative and environmentally friendly products;
- Green Energy for Bio-based Compostable Packaging Production;
- Bio-based Circular Solutions for Decarbonising the Local Economy;
- Communication – Green Energy for Bio-based Compostable Packaging Production.

All subsidies related to the mentioned projects have been collected in full. The Group has chosen to present these subsidies separately in the financial statements, given their nature and significance, as well as to provide a clearer picture of the amounts to be reclassified to income in future periods, in correlation with the fulfillment of the conditions related to the financing received.

The value of the non-refundable subsidies is presented below:

	December 31, 2025	December 31, 2024
Balance as of January 1	7,282,442	8,412,850
Subsidies received	-	88,867
The value of subsidies reclassified to income by reducing adjustments for depreciation and amortization	(1,102,289)	(1,219,274)
Balance as of December 31	6,180,153	7,282,442





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Short-term balance	1,102,289	1,102,289
Long-term balance	5,077,865	6,180,154

15. TRADE PAYABLES AND ADVANCES RECEIVED

As of December 31, 2025 and December 31, 2024, the Group had no outstanding debts.

	December 31, 2025	December 31, 2024
Trade payables to suppliers of goods and services	10,186,134	9,909,440
Trade payables to fixed asset suppliers	304,142	1,010,441
TOTAL TRADE PAYABLES	11,110,276	10,919,881
Advances received from customers	330,005	58,158
TOTAL TRADE PAYABLES AND ADVANCES RECEIVED	11,440,281	10,978,039

16. OTHER CURRENT LIABILITIES

	December 31, 2025	December 31, 2024
Debts to employees	1,413,372	1,251,114
Social contributions and other payroll taxes	886,731	832,699
VAT payment	234,765	95,582
TOTAL OTHER CURRENT LIABILITIES	2,534,868	2,179,395

17. REVENUE FROM CONTRACTS WITH CUSTOMERS

	December 31, 2025	December 31, 2024
Revenue from the sale of goods	132,126,160	110,024,108
Variable consideration - discounts and rebates	(743,059)	(739,997)
Total revenue from product sales	131,383,101	109,284,111
Revenue from services rendered	148,731	163,965
Other income from contracts with customers	4,995,631	4,417,851
Total	136,527,463	113,865,927

The group's main revenue streams are:

- Revenue from the sale of products represents performance obligations related to the sale of bioplastic products produced by the Group, fulfilled at a point in time, namely when the customer receives and/or the goods are delivered. The prices are identifiable and represent the consideration paid by the customer for the sale of finished products. According to the concluded contracts, customers have established return rights. Management has analyzed historical returns and the amounts are considered insignificant.
- Revenue from services rendered are obligations performed over time. Prices are identifiable and represent the consideration paid.

The geographical analysis of revenues is included in the table below.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	Year ended at 12/31/2025	Year ended at 12/31/2024
Domestic sales	67,293,668	73,801,401
Sales on the foreign market	69,480,219	40,064,526
Sales revenue – total	136,773,887	113,865,927

17. REVENUE FROM CONTRACTS WITH CUSTOMERS (continued)

Included in the revenues from customer contracts detailed above are revenues of approximately RON 70 million (2024: RON 57 million) in relation to the Group's 5 largest customers, each of which contributes significantly to total customer revenues, according to the table below.

	Year 2025	Percentage of total reported revenues 2025	Year 2024	Percentage of total reported revenues 2024
Customer 1 (Romania)	22,065,965	16%	22,385,987	20%
Customer 2 (Other countries)	18,577,840	14%	17,433,656	15%
Customer 3 (Romania)	13,262,899	10%	7,261,471	6%
Customer 4 (Other countries)	9,851,934	7%	5,859,910	5%
Customer 5 (Romania)	6,701,334	5%	4,996,052	4%
Total top 5 clients	70,459,972	52%	57,937,076	50%
Total revenue from customer contracts	136,773,887		113,865,927	

18. OTHER OPERATING INCOME

	December 31, 2025	December 31, 2024
Income from compensation, fines and penalties	14,130	155,514
Other operating income	548,888	170,365
TOTAL OTHER OPERATING INCOME	563,018	325,879

19. EXPENSES ON RAW MATERIALS AND CONSUMABLES

	December 31, 2025	December 31, 2024
Raw material expenses	58,826,590	50,282,042
Expenses related to goods	8,104,137	6,935,946
Expenses related to other consumables	594,418	775,465
Expenses related to packaging materials	4,078,791	2,390,999
TOTAL MATERIAL EXPENSES	71,603,936	60,384,452

20. PERSONNEL EXPENSES AND INFORMATION ON EMPLOYEES, ADMINISTRATORS AND DIRECTORS

The Group has no obligations regarding the payment of pensions to former directors and/or administrators, members of the Board of Directors, has not granted advances or loans to directors and/or administrators and has not issued guarantees on their behalf.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The remuneration of the key management members of the group is included below. In total, the Group paid RON 1,862,737 (year 2024: RON 1,411,469) to the key management members.

The expenses for salaries paid in 2025 and 2024, respectively, consist of the following:

20. PERSONNEL EXPENSES AND INFORMATION ON EMPLOYEES, ADMINISTRATORS AND DIRECTORS (Continued)

	Year 2025	Year 2024
Salaries	17,304,695	17,069,551
<i>Of which:</i>		
- amounts paid to management	614,737	595,469
Meal voucher expenses	657,724	734,520
Social security expenses	455,061	453,062
Total salaries	18,417,479	18,257,133
Amounts paid to members of the board of directors	816,000	816,000

The average number of employees for the financial year ended December 31, 2025 is 135 (December 31, 2024: 141).

21. EXPENSES ON EXTERNAL SERVICES

	December 31, 2025	December 31, 2024
Maintenance and repair expenses	1,012,218	876,628
Expenses with other external benefits	9,324,283	9,486,619
Insurance premium expenses	598,667	572,101
Expenses related to commissions and fees	361,012	261,555
Expenses for transporting goods and personnel	3,281,638	2,204,596
TOTAL	14,577,818	13,401,499

22. OTHER OPERATING EXPENSES

Other operating expenses, in the total amount of RON 1,183,686 (2024: RON 1,092,355) consist mainly of: local taxes and duties and environmental protection expenses.

23. FINANCIAL RESULT

	December 31, 2025	December 31, 2024
Interest income	9,606	33,299
Loss from exchange rate differences	(718,346)	(592,244)





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Income from participating interests	-	228,947
Other financial income	20,802	1,073,938
Interest expenses	(5,104,971)	(5,300,563)
Expenses from discounts granted	(5,697)	(342)
Other financial expenses	(784,348)	(26,756)
Financial result	(6,571,560)	(4,583,721)

24. PROFIT TAX AND DEFERRED TAX

Income tax recognized in profit or loss:

	December 31, 2025	December 31, 2024
Current income tax expense	623,734	105,266
Deferred tax income/expense	148,156	(842,769)
Total	771,890	(719,503)

The tax rate for the financial periods 2025 and 2024 is 16%.

Reconciliation of current profit before tax with income tax expense in the income statement:

Current income tax	2025	2024
Gross result	1,508,667	1,024,441
Income tax calculated at a rate of 16%	241,386	78,850
The effect of non-taxable income	(264,661)	(576,838)
The effect of non-deductible expenses	570,377	694,591
The effect of taxable items assimilated to income	266,263	66,876
The effect of taxable items assimilated to expenses	-	-
Effect of legal reserve	-	-
Effect of temporary differences / items related to presentation on the consolidated	199,192	590,613
Other tax effects (tax losses)	(300,391)	(708,900)
Reduction of corporate tax with sponsorship expenses	(41,485)	(25,407)
Reduction of corporate income tax due to the bonus provided by GEO 153/2020	(46,947)	(14,519)
Total income tax expense	623,734	105,266

Deferred tax	December 31, 2025	December 31, 2024
Total deferred tax at the beginning of the period	2,025,352	2,850,121
Deferred tax expense related to temporary differences	443,161	-
Deferred tax recognized in other equity items	180,711	-
Deferred tax income related to temporary differences		(824,769)
Total deferred income tax	2,649,224	2,025,352

Nature of the temporary difference	Deferred tax until 31.12.2025	Deferred tax on 31.12.2024
Revaluation of tangible assets	(3,463,541)	(3,079,297)
Provisions	112,885	95,295





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Adjustments for impairment of receivables	469,823	459,154
Adjustments for inventory depreciation	53,209	13,853
Adjustments for depreciation of tangible assets	55,679	45,288
Other temporary differences	122,721	426,389
Tax loss to be recovered	-	13,966
Total deferred tax (liability)	(2,649,224)	(2,025,352)

24. INCOME TAX AND DEFERRED TAX (Continued)

Deferred tax expense related to temporary differences / items similar to expenses	Year 2025	Year 2024
Expenses/(income) related to the origin and reversal of temporary differences during the year	8,496	(539,345)
Recognition / (derecognition) of previously unrecognized deferred tax assets	139,660	—
Total deferred tax expense/(income) in the Profit and Loss Account	148,156	(539,345)

25. EARNINGS PER SHARE

Earnings per share represent the participation of each ordinary share of the Group in the profit or loss recorded by the Group during the reporting period.

Basic earnings per share were calculated as the ratio between net profit attributable to ordinary shares and the weighted average number of ordinary shares outstanding during the reporting period.

The basic earnings per share calculated for the financial years 2025 and 2024 are presented in the following table.

	December 31, 2025	December 31, 2024
Profit or loss for the reporting period	736,777	1,743,944
Weighted average number of ordinary shares outstanding during the reporting period	28,697,499	28,697,499
Earnings per share (RON/share)	0.0257	0.0608

Diluted earnings per share represent the profit or loss attributable to each ordinary share and potentially diluted ordinary shares outstanding at the reporting date.

The diluted earnings per share in 2025 and 2024 are equal to the basic earnings per share as the number of shares in circulation is not affected by additional rights/obligations.

During the period 2007 - 2025, no dividends were distributed, the net profit being distributed to own sources necessary to finance investments.

26. TRANSACTIONS WITH SIGNIFICANT SHAREHOLDERS AND RELATED PARTIES

Significant shareholders holding at least 10% stakes as of 31.12.2025 and 31.12.2024 are:

Shareholder	No. of Shares 2025	Percentage holding 2025	No. of Shares 2024	Percentage holding 2024
PAVAL HOLDING SRL	6,895,502	24.03%	6,895,502	24.03%
NORD SA	5,981,571	20.84%	6,061,571	21.12%

There were no transactions with significant shareholders in 2025 and 2024.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

26. TRANSACTIONS WITH SIGNIFICANT SHAREHOLDERS AND RELATED PARTIES (Continued)

The affiliated parties as of 31.12.2025 and 31.12.2024 are:

	Address	Activity object	Nature of the relationship with Promateris SA
Dedeman SRL	Bacau, Alexei Tolstoi Street no. 8	Retail sale of hardware, glassware and painting supplies in specialized stores, NACE code 4752	Affiliated party through significant shareholder

Affiliated party name	Receivables balance as of December 31, 2025	Revenue value for the year ended December 31, 2025 (excluding VAT)	Receivables balance as of December 31, 2024	Revenue value for the year ended December 31, 2024 (excluding VAT)
Dedeman SRL	741,326	4,534,593	790,503	4,996,052

Loans from related parties

On July 6, 2023, Promateris SA contracted a loan worth RON 5,000,000 from Floreasca Development SA. The loan was granted in a single tranche, in RON, and bears interest, initially at 8% per annum, modified to 6.5% per annum starting December 30, 2025. The repayment term has been successively extended by additional acts, most recently until December 31, 2026. The loan is unsecured and may be repaid early, in full or in part, with prior notification to the lender.

The related interest expense was in the amount of 400,000 lei in the financial year ended 31.12.2025 (598,889 lei in the financial year ended 31.12.2024)

27. MANAGEMENT OF SIGNIFICANT RISKS

General framework for risk management

The Group Board of Directors has overall responsibility for establishing and overseeing the risk management framework at group level. The Group's risk management policies are defined to ensure the identification and analysis of the risks faced by the Group, the establishment of appropriate limits and controls, and the monitoring of risks and compliance with the established limits. The risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The activities carried out by the Group expose it to a series of risks, the significant ones being:

- capital risk – see note 27
- market risk (including foreign exchange risk, interest rate risk, price risk)
- credit risk
- liquidity risk
- environmental risk

Market risk

I. Currency risk management

The Group is exposed to limited currency risk due to the fact that the majority of receivables, payables and loans are in RON. However, the Group continuously monitors and manages its exposure to currency fluctuations. The most frequently used foreign currency in transactions is EUR. The carrying amount of the Group's monetary assets and liabilities denominated in foreign currencies at the reporting date was as follows:





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The currency in which they are denominated	RON	EUR	USD	Other	Total as of December 31, 2025
Assets, of which:	20,994,845	9,603,412	1,848,785	346	32,447,388
Trade receivables	17,700,473	8,518,295	-	-	26,218,768
Cash and cash equivalents	2,861,520	1,085,117	1,848,785	346	5,795,768
Other short-term assets	432,852	-	-	-	432,852
Debts, of which:	33,429,469	40,502,631	9,067,398	3	82,899,502
Debts to banking institutions	27,652,096	39,942,474	3,030,507	-	70,625,077
Trade debts	4,614,238	459,143	6,036,891	3	11,110,276
Lease liabilities	1,163,135	101,014	-	-	1,264,149
Shareholder loan	5,998,889	-	-	-	5,998,889
Net exposure as of December 31, 2025	(12,434,624)	(30,899,220)	(7,218,613)	343	(50,552,114)

The currency in which they are denominated	RON	EUR	USD	Other	Total as of December 31, 2024
Assets, of which:	22,359,568	6,772,328	457,960	2,613	29,592,469
Trade receivables	19,679,901	5,368,695	146,589	159	25,195,344
Cash and cash equivalents	2,080,413	1,403,633	311,371	2,454	3,797,871
Other short-term assets	599,254	-	-	-	599,254

The currency in which they are denominated	RON	EUR	USD	Other	Total as of December 31, 2024
Debts, of which:	46,641,812	39,199,192	4,887,910	546	90,729,460
Debts to banking institutions	33,505,999	35,475,300	3,346,831	-	72,328,130
Trade debts	7,536,924	1,841,332	1,541,079	546	10,919,881
Lease liabilities	-	1,882,560	-	-	1,882,560
Shareholders loan	5,598,889	-	-	-	5,598,889
Net exposure as of December 31, 2024	(24,282,244)	(32,426,864)	(4,429,950)	2,067	(61,136,991)

Exchange rate sensitivity analysis

An appreciation/(depreciation) of the EUR against the RON would increase/(decrease) the profit or loss by the amounts presented below (excluding the impact on profit tax):





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	2025		2024	
	10%	-10%	10%	-10%
Liabilities	(4,050,263)	4,050,263	(3,919,840)	3,919,840
Less: profit tax	(648,042)	648,042	(627,174)	627,174
Profit/(loss)	(3,402,221)	3,402,221	(3,292,666)	3,292,666
Assets	960,341	(960,341)	677,219	(677,219)
Less: profit tax	153,655	(153,655)	108,355	(108,355)
Profit/(loss)	806,687	(806,687)	568,864	(568,864)
Net profit/(loss)	(2,595,534)	2,595,534	(2,723,802)	2,723,802

II. Interest rate risk management

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk primarily relates to long-term liabilities with variable interest rates.

Bank loans have a variable interest rate, determined by considering the 1- or 3-month ROBOR or EURIBOR indicator, to which is added a margin ranging from 1.00% - 3.00% per annum. The Group has no fixed interest loans.

The sensitivity analysis of the Group's profit to interest rate risk was calculated below, taking into account the interest expenses related to bank loans recognized in the profit and loss account in the respective year.

	Interest rate variation	Change in Group result
December 31, 2025	+/-5%	-/+ 255,249
December 31, 2024	+/-5%	-/+ 265,028

III. Price risk

Price risk is the risk that the Group's future revenues will be negatively impacted by changes in the purchase price of raw materials and materials necessary for production. The Group constantly analyzes the evolution of purchase prices and takes measures to ensure the existence of supply requirements and the coverage of costs through selling prices.

IV. Credit risk management

Credit risk is the possibility that counterparties will breach their contractual obligations, leading to financial losses for the Group. The Group is exposed to credit risk arising from its operational activity, mainly from the collection of trade receivables. With regard to cash and cash equivalents, the Group has analyzed the credit risk and determined that it is not significant.

Receivables

Trade receivables come from a wide range of customers operating in various fields of activity, such as retail, production, etc. To counteract this risk factor, the Group has applied restrictive product delivery policies to uncertain customers and has contracted receivables insurance policies for major customers. Exposure to credit risk is controlled by permanent monitoring of each debtor. The Group constantly assesses their credit risk taking into account financial performance, payment history and, when appropriate, requests non-payment risk insurance.

The receivables balance is monitored at the end of each month and any major delivery to a customer is analyzed.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

A system for evaluating customers (existing and new) has been established by checking certain databases of the Ministry of Public Finance, analyzing financial statements, creditworthiness reports from specialized companies, requesting payment guarantees (promissory note, bank guarantee letter, etc.) and establishing credit limits for each one. The value of payment guarantees received by the Group as of December 31, 2025 and December 31, 2024 is not significant.

For the Group's concentration risk, see Note 7.1.

The credit risk profile of trade receivables is presented based on their maturity in terms of an impairment adjustment matrix. This matrix is initially based on the Group's observed historical default rates, adjusted for prospective factors specific to the debtors and the economic environment, where applicable. Trade receivables are non-interest bearing and are generally due within 30-90 days.

IV. Credit risk management (Continued)

The methodology used by the Group to measure expected losses for trade receivables could be described as follows:

- determining an appropriate observation period to track the historical loss rate. The group selected 2 previous periods for data collection;
- collecting data on trade receivables and grouping them according to their maturity status in each analyzed period and by main activities;
- analyzing the evolution of these balances over a 12-month period and determining the amounts still unpaid in each outstanding group to determine the proportion of balances in each due category that were ultimately not collected;
- determining the weighted average loss rate (%) depending on the maturity status for the 2 periods analyzed;
- applying the loss rate thus determined to trade receivables as of December 31, 2025.
- Additionally, there are trade receivables from third parties for which the Group has made individual assessments, presented below.

Current receivables (Not past due):

- For current receivables or with a payment delay of up to 30 days, a value adjustment rate ranging from 0%-1% is applied, assuming that these receivables have a low risk of non-collection.
Slightly overdue (1 - 90 days): For slightly overdue receivables (1-30 days and 31-90 days), adjustment rates in the range of 0%-5% and 10%-25% are applied, respectively, reflecting an increased risk of non-collection compared to current receivables.
Significantly overdue (91 - 365 days): For significantly overdue receivables (91-180 days and 181-365 days), adjustment rates in the range of 30%-50% and 50%-75% are applied, respectively, corresponding to an even greater increase in the risk of non-collection.
- Very late (over 365 days): Very late receivables, with a payment delay of over 365 days, are considered to have a high risk of non-collection, and therefore an adjustment rate of 100% is applied, indicating the expectation that they are largely uncollectible.

The following table presents the risk profile of trade receivables based on the Group's impairment adjustment matrix.

Current trade receivables			December 31, 2025
Terms	BALANCES	Accumulated depreciation	Estimated loss rate (%)
Current (without overdue)	22,649,147	(46,512)	0-1%
1 – 30 days	2,855,131	(65,376)	0%-5%
31 – 90 days	742,792	(188,367)	10%-25%
90 – 180 days	207,318	(103,003)	30%-50%
180 – 365 days	682,506	(514,868)	50%-75%
Over 365 days	2,720,434	(2,720,434)	100%
Total receivables	29,857,328	(3,638,560)	
Total net receivables	26,218,768		





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

27. SEMI-NIFICATIVE RISK MANAGEMENT (continued)

Current trade receivables			December 31, 2024
Terms	BALANCES	Accumulated depreciation	Estimated loss rate (%)
Current (without overdue)	21,926,965	(40,140)	0-1%
1 – 30 days	2,353,320	(72,280)	0%-5%
31 – 90 days	1,146,624	(259,410)	10%-25%
90 – 180 days	155,839	(71,442)	30%-50%
180 – 365 days	152,481	(96,613)	50%-75%
Over 365 days	2,655,930	(2,655,930)	100%
Total receivables	28,391,159	(3,195,815)	
Total net receivables	25,195,344		

For receivables analyzed globally, Management considered that the resulting value as an impairment adjustment for receivables was immaterial and was not recorded.

For the reconciliation of the variation between the opening and closing balances of revaluation adjustments of trade receivables, see 7.1.

V. Liquidity risk management

Liquidity risk is the risk that the Group may not be able to meet its financial obligations as they fall due.

The Group's approach to liquidity risk is to ensure, to the extent possible, that it has sufficient liquidity to meet its liabilities as they fall due. To mitigate this risk factor, management has implemented restrictive policies for delivering products to uncertain customers, has requested in certain cases advance payment for delivered products and has carefully selected new customers based on their creditworthiness and financial discipline.

Below is the status of receivables and payables by maturity:

	Carrying amount as of December 31, 2025	Contractual maturities of financial liabilities as of December 31, 2025	Less than a year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Trade receivables	26,218,769	26,218,769	26,218,769	-	-	-
Debts to banking institutions	(70,625,077)	(70,625,077)	(60,096,988)	(5,271,541)	(5,256,548)	-
Shareholders loan	(5,998,889)	(5,998,889)	(5,998,889)			
Trade debts	(11,110,276)	(11,110,276)	(11,110,276)	-	-	-
Lease liabilities	(1,264,149)	(1,264,149)	(697,792)	(566,357)	-	-
Net position	(62779.622)	(62,779,622)	(51,685,176)	(5,837,898)	(5,256,548)	-

	Carrying amount as of December 31, 2024	Contractual maturities of financial liabilities as of December 31, 2024	Less than a year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
Trade receivables	25,195,344	25,195,344	25,195,344	-	-	-
Debts to banking institutions	(72,328,130)	(72,328,130)	(51,656,332)	(12,530,578)	(8,141,220)	-
Shareholders loan	(5,998,889)	(5,998,889)	(5,998,889)			
Trade debts	(10,919,881)	(10,919,881)	(10,919,881)	-	-	-
Lease liabilities	(1,882,560)	(1,882,560)	(697,792)	(1,184,768)	-	-
Net position	(65,934,116)	(65,934,116)	(44,077,550)	(13,715,346)	(8,141,220)	-





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The Group has no debts or receivables with maturities over 5 years. Trade receivables and payables and other current liabilities are non-interest bearing, therefore the carrying amount is similar to the contractual amount.

28. INFORMATION ON CAPITAL MANAGEMENT

The Group's objective related to capital management refers to maintaining the ability to continue its activity in order to provide compensation to shareholders and benefits to other interested parties and to maintain an optimal capital structure.

The Group monitors capital based on the gearing ratio, calculated as net debt divided by total capital.

28. INFORMATION ON CAPITAL MANAGEMENT (Continued)

Net debt = total borrowings (current and long-term borrowings) minus cash and cash equivalents.

Total capital = equity plus net debt.

	MU	December 31, 2025	December 31, 2024
Total loans	lei	76,623,966	77,927,019
Cash and cash equivalents	lei	5,795,768	3,797,871
Net debt (1 – 2)	lei	70,828,198	74,129,148
Total equity	lei	99,625,110	95,206,911
Total capital (3 +4)	lei	170,453,308	169,336,059
Indebtedness (3 / 5*100)	%	41.55%	43.78%

The Group's objective is to establish legal reserves within the limits and under the conditions provided for by art.183 of Law no. 31/1990 on commercial companies, as subsequently amended and supplemented. This objective was achieved in the financial years in which profit was achieved.

29. FISCAL LEGISLATIVE FRAMEWORK

The Romanian tax framework and its implementation in practice are subject to frequent changes and different interpretations by various regulatory authorities. Income tax returns are subject to review and correction by the tax authorities, generally for a period of five years from the date of their completion. Management believes that it has adequately recorded tax liabilities in the financial statements; however, there is a risk that the tax authorities may adopt different positions on the interpretation of these matters. The impact of these could not be determined at this date.

30. COMMITMENTS AND CONTINGENCIES

Guarantees granted

Guarantees Credit contracts + consolidated overdraft at ING

Warranty type	Covered contracts + details
Building and land	Buftea real estate, value = ANEVAR valuation report balance as of 31.12.2025, 41,229,899 lei
Equipment	mortgages value \geq acquisition value / valuation report, 35,726,453 lei
Bank accounts	16 PROMATERIS accounts at ING Bank
Receivables	excluding those from the commercial relationship with BIODECK SA balance as of 31.12.2025 13,072,625 lei
Surety BIODECK SA	joint and several; for 5 years, reconstitution in max. 4 years 9 months
Insurance assignment	Buildings and Equipment





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Energy performance certificate	new commitment 2025; transmission to the Bank within max. 5 days of modification/extension
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Guarantees Consolidated credit agreements at Unicredit

Warranty type	Covered contracts + details
Equipment	mortgages value \geq acquisition value / valuation report, 36,330,402 lei
Bank accounts	3 PROMATERIS accounts at Unicredit equivalent to 4,585,858 lei
claims	those from the commercial relationship with BIODECK SA + Biodeck clients balance as of 31.12.2025 16,065,499 lei
Stocks	Biodeck on 31.12.2025 6,472,528 lei
Insurance assignment	Equipment

30. COMMITMENTS AND CONTINGENCIES (Continued)

Guarantees Consolidated credit agreements at CEC

Warranty type	Covered contracts + details
Equipment	mortgages value \geq purchase value / valuation report, 8,358,374 lei
Bank accounts	2 PROMATERIS accounts at CEC Bank
Insurance assignment	Equipment

The company analyzed the restrictive clauses and contractual indicators and did not identify any cases of non-fulfillment.

Litigations

The Group's management periodically reviews the status of ongoing litigation and, following consultation with its legal representatives, decides whether to create provisions for the amounts involved or to present them in the financial statements. As of December 31, 2025 and December 31, 2024, the Group has no significant litigation.

Environmental impact

The Company's main activity has inherent effects on the environment. The environmental effects of the Group's activities are monitored by local authorities and by the Group's management. Consequently, no provisions have been recorded for any potential obligations, currently unquantifiable, regarding environmental aspects or the necessary remedial works.

31. OTHER INFORMATION

The financial statements are audited by BDO Audit SRL, based on the financial audit contract of 8146 / 27.06.2025. The contractual costs for services provided by the statutory audit firm for the year ended December 31, 2024 are in accordance with the contract concluded between the two parties, in the amount of 46,000 Eur.

32. EVENTS AFTER THE BALANCE SHEET DATE

The armed conflict with Iran, which began on February 28, 2026, has generated significant tensions in international energy and transport markets, including risks to navigation in the Strait of Hormuz and on Middle Eastern sea routes.

The Company's management assessed the potential impact of these events on the business and concluded that the Company does not own assets, does not carry out operational activities and does not have significant customers or suppliers based in the directly affected areas, thus there is no direct exposure to the associated country risks.

The Company's indirect exposure manifests itself through the following channels: (i) potential increase in the costs of electricity and natural gas used in production processes; (ii) volatility in the prices of imported raw materials (biopolymers, additives, masterbatches), influenced by oil prices and transport costs; (iii) increase in costs and delivery times for maritime imports, as a result of route redirection; (iv) volatility in the EUR/USD exchange rate associated with geopolitical tensions.





EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Management believes that these events represent events subsequent to the balance sheet date that do NOT lead to an adjustment of the financial statements as of December 31, 2025, as they reflect economic conditions that occurred after the balance sheet date. The quantifiable impact on the results and cash flows of the following year cannot be reliably estimated at the date of authorization of these financial statements. The Company continuously monitors the evolution of the situation and will take the necessary measures to protect operating margins, including through diversification of supply sources, energy optimizations and specific currency hedging, as appropriate. Except for those presented above, there were no other events subsequent to the balance sheet date that required adjustment or disclosure in the financial statements.

These consolidated financial statements were approved by the Board of Directors and were authorized for issue on 05.05.2026.

**General Manager,
TUDOR GEORGESCU**

**Economic Manager,
GHEORGHE LUCA**



INDEPENDENT AUDITORS' REPORT

To the Shareholders of: Promateris S.A.

Headquarter: Sos. Bucuresti-Târgoviste, nr. 1, Buftea, Jud. Ilfov, România
Fiscal registration code: RO 108

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the consolidated financial statements of Promateris S.A. („the Company”) and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated statement of financial position as at December 31, 2025, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, including a summary of significant accounting policies and notes to the consolidated financial statements.

2. The financial statements as at and for the year ended 31 December 2025 are identified as follows:

Net assets/Total equity:	99.625.110 RON
Net profit for the year:	736.777 RON

3. In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at December 31, 2025, and its financial performance and its cash flows for the year then ended in accordance with Ministry of Public Finance Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU (“Order 2844/2016”).

Basis for Opinion

4. We conducted our audit in accordance with International Standards on Auditing (ISAs), Regulation (EU) No. 537/2014 of the European Parliament and the Council (forth named The “Regulation”) and Law 162/2017 (“the Law”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated financial statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (IESBA Code), in accordance with ethical requirements relevant for the audit of the financial statements in Romania including the Regulation and the Law and we have fulfilled our other ethical responsibilities in accordance with these 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 our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our 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 matters.

Key Audit Matter

Revenue Recognition

Refer to Note 17 “Revenue from contracts with customers”.

The revenue recognition policy is disclosed in Note 3 “Significant accounting policies”.

Audit tests performed:

To address this key audit matter, our audit procedures included, but are not limited to:

- ▶ assessing the revenue recognition principles in accordance with IFRS requirements and in relation to the Group’s accounting policies;
- ▶ evaluating the processes and controls over the existence and accuracy of recorded revenue,

Revenue from sales represents a significant amount of RON 137 million, consisting of a high volume of transactions.

Furthermore, in accordance with ISA, there is a presumed risk in revenue recognition due to the pressure that management may experience in relation to achieving planned results.

including procedures designed to detect fraud and errors in revenue recognition;

- ▶ inspecting, on a sample basis, contracts concluded with customers in order to understand the delivery terms and conditions;
- ▶ examining the operational sales database and reconciling the related amounts to the revenue recorded in the accounting records, and inspecting supporting documentation for a selection of transactions in order to assess whether revenue had been appropriately recognized;
- ▶ performing procedures to test whether revenue was recorded in the correct period for a sample of transactions recorded close to the financial year-end;
- ▶ testing, on a sample basis, transactions and trade receivables by sending confirmation letters.

Other matters

6. This report of the Independent Auditor is addressed exclusively to the Group's shareholders, as a body. Our audit was undertaken in order to report to the Group's shareholders all those aspects that we are required to state to them in a financial audit report and for no other purposes whatsoever. To the extent permitted by law, we do not accept or take responsibility to anyone other than the Group and its shareholders, as a body, for our audit work, for the report on the consolidated financial statements and the report on the Administrators' Report, or for the opinion we have formed.

Other Information

7. The Group's management is responsible for the Other Information. The Other Information includes the Consolidated Administrator's Report and the Remuneration Report for the year 2025 ("Remuneration Report"). The Other Information does not include the consolidated financial statements and the auditor's report thereon. Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon as part of our audit of the consolidated financial statements.

8. In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether it is materially inconsistent with the consolidated financial statements or with the knowledge obtained during the audit, or otherwise appears to be materially misstated.

9. If, based on the work we have performed, we conclude that there is a material misstatement in the Other Information, we are required to report that fact. We have nothing to report on in this regard.

Additional Reporting Responsibilities Regarding Other Information - Consolidated Administrator's Report

10. With respect to the Consolidated Administrator's Report, we have read it and, based solely on the procedures required to be performed in the course of the audit of the consolidated financial statements, as required by Order of the Minister of Public Finance no. 2844/2016 approving the Accounting Regulations in line with International Financial Reporting Standards ("OMFP no. 2844/2016"), we report that, in our opinion:

- a) The information presented in the Consolidated Administrator's Report 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 Administrator's Report has been prepared, in all material respects, in accordance with OMFP no. 2844/2016, paragraphs 15-19 and paragraphs 26-28 of the Accounting Regulations in line with International Financial Reporting Standards.

11. Moreover, based on the knowledge and understanding of the Group and its environment obtained during the audit, we are required to report if we have identified any material misstatements in the Consolidated Administrator's Report. We have nothing to report in this regard.

Additional Reporting Responsibilities Regarding Other Information - Remuneration Report

12. With respect to the Remuneration Report, we have read the report to determine whether it includes, in all material respects, the information required by Article 107, paragraphs (1) and (2) of Law 24/2017 on issuers of financial instruments and market operations, as subsequently amended. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated financial statements

13. Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU 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.

14. 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.

15. Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated financial statements

16. 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, consolidated 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.

17. As part of an audit in accordance with ISAs, 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 for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.

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

➤ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion

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

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

20. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

21. We have been appointed by the General Assembly of Shareholders held on April 29, 2025 to audit the individual and consolidated financial statements of Promateris S.A. for the financial year ended December 31, 2025. The uninterrupted total duration of our commitment is three years, covering the financial years 2023 to 2025.

We confirm that:

- Our audit opinion is consistent with the additional report submitted to the Audit Committee of the Group that we issued the same date we issued and this report. Also, in conducting our audit, we have retained our independence from the audited entity.
- We have not provided for the Group the 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 (European Single Electronic Format Regulatory Technical Standard or ESEF)

22. We have undertaken a reasonable assurance engagement on the compliance with Commission Delegated Regulation (EU) 2018/815 applicable to the consolidated financial statements included in the annual financial report of Promateris S.A. (the Company) and its subsidiaries (collectively referred to as the "Group") as shown in the digital files containing the unique code 529900BBRUE8TIQBVV90 (Digital Files).

Responsibility of management and those charged with governance for Digital Files prepared in accordance with ESEF

23. Management is responsible for preparing the Digital Files in accordance with ESEF. This responsibility includes:

- the design, implementation and maintenance of the internal control relevant to the application of ESEF;
- ensuring consistency between the Digital Files and the consolidated financial statements that will be published in accordance with Order no. 2844/2016 with subsequent amendments.
- selection and application of appropriate iXBRL markers

24. Those in charge of governance are responsible for overseeing the preparation of Digital Files in accordance with ESEF.

Auditor's Responsibilities for Audit the Digital Files

25. Our responsibility is to express a conclusion on whether the consolidated financial statements included in the annual financial report complies in all material respects with the requirements of the ESEF, based on the evidence we have obtained. We conducted our reasonable assurance assignment in accordance with International Standard on Assurance Assignments 3000 (revised), Assurance Assignments other than audits or reviews of historical financial information (ISAE 3000) issued by the International Auditing and Assurance Standards Board.

26. A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with ESEF. The nature, timing, and extent of the procedures selected depend on the auditor's judgement, including the assessment of the risk of material departures from the requirements set out in ESEF, whether due to fraud or error. A reasonable assurance engagement includes:

- obtaining an understanding of the Group's process for the preparation of the Digital Files in accordance with the ESEF, including the relevant internal controls;
- reconciling the Digital Files with the audited consolidated financial statements of the Group that will be published in accordance with Order no. 2844/2016 with subsequent amendments.
- evaluating if all consolidated financial statements that are included in the annual financial report have been prepared in a valid XHTML format.
- assessing whether all iXBRL markings comply with ESEF requirements

27. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion. In our opinion, the consolidated financial statements for the financial year ended December 31, 2025 included in the annual financial report and presented in the Digital Files comply, in all material respects, with the requirements of ESEF.

28. In this section we do not express an audit opinion, a review conclusion or any other assurance conclusion on consolidated financial statements. Our audit opinion on the Group's consolidated financial statements for the financial year ended December 31, 2025 is included in the " Report on the Audit of the Consolidated financial statements" section above.

Refer to the original signed
Romanian version

On behalf of, BDO AUDIT
Victory Business Center, 24 Invingatorilor Street
Bucharest 3, Romania, 030922
Registered on Financial Auditors Public Register, code FA18

Name of signing person:
Vasile Bulată

Bucharest, Romania
May 7, 2026

Registered on Financial Auditors Public Register, code AF1480