

SIMTEL TEAM S.A.



CONSOLIDATED FINANCIAL STATEMENTS
at and for the year ended
31 December 2025

Prepared in accordance with
International Financial Reporting Standards
as adopted by the European Union

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SIMTEL TEAM**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**
FOR THE YEAR ENDED 31 DECEMBER 2025
(all amounts are in RON, unless otherwise stated)

	Note	2025	2024 restated*
REVENUE	8	598,367,107	354,347,514
Other income	9	6,744,499	5,868,393
Cost of raw materials, consumables and goods	10 A	(181,335,957)	(141,841,093)
Electricity purchased	10 B	(239,500,330)	(38,857,526)
Subcontractor costs	10 C	(44,193,707)	(41,305,088)
Environmental costs	10 D	(12,960,697)	(5,948,762)
Personnel expenses	11	(46,033,917)	(33,039,279)
Employee benefits	11	(2,975,000)	(1,550,500)
Other operating expenses	10 E	(51,057,648)	(44,219,846)
Depreciation and amortization	20	(5,650,530)	(4,771,915)
Provisions		(811,286)	(475,659)
Operating profit		20,592,534	48,206,239
Net finance result	12	(8,409,908)	(3,494,179)
Profit before tax		12,182,626	44,712,060
Income tax expense	14	(2,343,875)	(7,887,522)
Profit for the period		9,838,751	36,824,538
Attributable to,			
Owners of the Company		5,605,005	33,681,741
Non-controlling interests		4,233,746	3,142,797
Basic and diluted earnings per share	13	0.69	4.25
Other comprehensive income			
Exchange differences on translation of foreign operations		(1,246)	-
Total other comprehensive income		(1,246)	-
Total comprehensive income		9,837,505	36,824,538
Attributable to:			
Owners of the Company		5,603,339	33,681,741
Non-controlling interests		4,234,166	3,142,797

* The comparative financial statements include certain reclassifications of comparative information for the financial year ended 31 December 2024, as detailed in Note 4.

Approved:
25 March 2026

Mihai Radu TUDOR
Chief Executive Officer

Mihai VELICU
Chief Financial Officer

SIMTEL TEAM SA

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2025

(all amounts are in RON, unless otherwise stated)

	Note	31 December 2025	31 December 2024 restated*
ASSETS			
Non-current assets			
Property, plant and equipment	20	233,032,908	98,951,781
Goodwill	21	33,297,358	3,655,054
Intangible assets	22	13,405,266	8,047,416
Investment property	20	2,096,702	2,181,234
Other non-current assets	17	11,617,744	11,236,464
Deferred tax assets	14	1,319,295	35,394
Total non-current assets		294,769,273	124,107,343
Current assets			
Inventories	15	70,982,311	95,054,656
Trade receivables and contract assets	16	168,946,548	79,846,496
Government grant receivables	25	60,612,327	-
Other current assets	17	19,751,432	10,908,670
Prepayments	18	13,687,196	2,553,371
Cash and cash equivalents	19	8,549,584	30,274,015
Total current assets		342,529,398	218,637,208
Total assets		637,298,671	342,744,551
Equity and liabilities			
Equity			
Share capital	22	1,628,346	1,583,730
Share premium	22	33,881,783	30,963,983
Treasury shares		(16,128)	-
Reserves	22	341,858	331,061
Retained earnings		86,337,488	81,410,840
Total equity attributable to owners of the company		122,173,347	114,289,614
Non-controlling interests	22	3,270,026	3,200,577
Total equity		125,443,373	117,490,191
Liabilities			
Non-current liabilities			
Bank borrowings	23	101,217,113	42,211,394
Lease liabilities	23	5,075,699	3,983,626
Deferred income	25	59,642,359	726,438
Liabilities related to the acquisition of subsidiaries	27	32,207,190	-
Total non-current liabilities		198,142,361	46,921,458

SIMTEL TEAM SA

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2025

(all amounts are in RON, unless otherwise stated)

	Note	31 December 2025	31 December 2024 restated*
Current liabilities			
Bank borrowings	23	120,683,924	29,216,206
Lease liabilities	23	2,219,659	2,512,968
Trade payables	24	167,442,441	125,840,302
Other payables	24	19,924,223	19,761,878
Deferred income	25	2,290,296	245,721
Provisions		1,152,394	755,827
Total current liabilities		313,712,937	178,332,902
Total liabilities		511,855,298	225,254,360
Total equity and liabilities		637,298,671	342,744,551

* The comparative financial statements include certain reclassifications of comparative information for the financial year ended 31 December 2024, as detailed in Note 4.

Approved:
25 March 2026

Mihai Radu TUDOR
Chief Executive Officer

Mihai VELICU
Chief Financial Officer

SIMTEL TEAM SA
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025**
(all amounts are in RON, unless otherwise stated)

	Share capital	Share premium	Treasury shares	Other components of equity	Reserves	Retained earnings	Capital attributable to owners of the Group	Non-controlling interests	Total equity
Balance at 01 January 2025	1,583,730	30,963,983	-	-	331,061	81,410,840	114,289,614	3,200,577	117,490,191
<i>Comprehensive income for the year</i>									
Profit for the period	-	-	-	-	-	5,605,005	5,605,005	4,233,746	9,838,751
<i>Other comprehensive income</i>									
Change in translation reserve	-	-	-	-	(1,666)	-	(1,666)	420	(1,246)
<i>Total other comprehensive income</i>	-	-	-	-	(1,666)	-	(1,666)	420	(1,246)
Total comprehensive income for the period	-	-	-	-	(1,666)	5,605,005	5,603,339	4,234,166	9,837,505
<i>Transactions with owners of the Group</i>									
Increase in share capital	44,616	(44,616)	-	-	-	-	-	-	-
Purchase of treasury shares	-	-	(28,712)	-	-	(82,094)	(110,806)	-	(110,806)
Equity-settled share-based payments	-	-	-	2,975,000	-	-	2,975,000	-	2,975,000
Grant of treasury shares to employees	-	2,962,416	12,584	(2,975,000)	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	(4,237,175)	(4,237,175)
Acquisition of NCI without a change in control	-	-	-	-	3,540	38,405	41,945	(59,645)	(17,700)
Acquisition of subsidiaries with NCI	-	-	-	-	-	-	-	132,103	132,103
Total transactions with owners of the Group	44,616	2,917,800	(16,128)	-	3,540	(43,689)	2,906,139	(4,164,717)	(1,258,578)
<i>Other changes in shareholders' equity</i>									
Transfer to legal reserves	-	-	-	-	8,923	(8,923)	-	-	-
Other movements	-	-	-	-	-	(625,744)	(625,744)	-	(625,744)
Balance at 31 December 2025	1,628,346	33,881,783	(16,128)	-	341,858	86,337,488	122,173,347	3,270,026	125,443,373

SIMTEL TEAM SA

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

(all amounts are in RON, unless otherwise stated)

	Share capital	Share premium	Treasury shares	Reserves	Retained earnings	Capital attributable to owners of the Group	Non-controlling interests	Total equity
Balance at 01 January 2024	1,577,575	29,419,638	-	329,376	46,631,758	77,958,347	1,678,926	79,637,273
<i>Comprehensive income for the year</i>								
Profit for the period	-	-	-	-	33,681,741	33,681,741	3,142,797	36,824,538
Total comprehensive income for the period	-	-	-	-	33,681,741	33,681,741	3,142,797	36,824,538
<i>Tranzactions with owners of the Group</i>								
Increase in share capital	6,155	-	(6,155)	-	-	-	-	-
Dividends	-	-	-	-	(2,143,009)	(2,143,009)	-	(2,143,009)
Equity-settled share-based payments	-	-	1,550,500	-	-	1,550,500	-	1,550,500
Grant of treasury shares to employees	-	1,544,345	(1,544,345)	-	-	-	-	-
Acquisition of subsidiaries with NCI	-	-	-	722	(722)	-	-	-
Total transactions with owners of the Group	6,155	1,544,345	-	722	(2,143,731)	(592,509)	-	(592,509)
<i>Other changes in shareholders' equity</i>								
Transfer to legal reserves	-	-	-	1,231	(1,231)	-	-	-
Other movements	-	-	-	-	117,398	117,398	-	117,398
Non-controlling interests	-	-	-	(268)	3,124,905	3,124,637	(1,621,146)	1,503,491
Balance at 31 December 2024	1,583,730	30,963,983	-	331,061	81,410,840	114,289,614	3,200,577	117,490,191

Approved:
25 March 2026

Mihai Radu TUDOR
Cheif Executive Officer

Mihai VELICU
Cheif Financial Officer

SIMTEL TEAM SA

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

(all amounts are in RON, unless otherwise stated)

	Note	2025	2024 restated*
Cash flow from operating activities			
Profit before tax		12,182,626	44,712,060
Depreciation	19	5,193,072	4,155,982
Amortisation		457,458	615,933
Employee benefits	10	2,975,000	1,550,500
Impairment loss on trade receivables		424,593	-
Provisions		396,567	311,526
Gain from bargain purchase of subsidiaries	8,26	(497,899)	-
Loss on disposal of property, plant and equipment		280,542	8,995
Release of deferred income related to government grants for investments	24	(147,304)	-
Net foreign exchange loss	11	2,052,908	242,121
Dividend income		(36,780)	-
Interest income	11	(202,979)	(239,252)
Interest expense	11	6,566,008	3,979,407
Other financial items		30,751	-
Cash flows from operating activities before changes in working capital		29,674,563	55,337,272
Inventories		24,444,121	(16,087,829)
Trade receivables and other assets		(106,601,817)	(31,177,194)
Trade and other payables		45,252,317	83,365,429
Cash generated from/(used in) operating activities		(7,230,816)	91,437,678
Interest paid		(11,075,170)	(3,979,407)
Income tax paid		(8,430,158)	(4,186,298)
Net cash from operating activities		(26,736,144)	83,271,973
Cash flow from investing activities			
Loans granted	16	(3,189,703)	-
Repayments of loans granted	16	423,941	-
Payments for the acquisition of intangible assets		(5,814,312)	(4,349,047)
Payments for the acquisition of property, plant and equipment		(124,876,501)	(79,108,309)
Proceeds from the disposal of property, plant and equipment		27,942	-
Dividends received		36,780	-
Interest received		202,979	239,252
Payments for acquisition of subsidiaries, net of cash acquired	26	(2,196,082)	-
Net cash used in investing activities		(135,384,956)	(83,218,104)

SIMTEL TEAM SA**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2025***(all amounts are in RON, unless otherwise stated)*

	Note	2025	2024 restated*
Cash flow from financing activities			
Acquisition of non-controlling interests		(17,700)	-
Purchase of treasury shares	21	(110,806)	-
Proceeds from borrowings	22	606,049,469	140,759,922
Repayment of borrowings	22	(458,835,471)	(124,140,962)
Dividends paid to non-controlling interests		(3,422,565)	(875,609)
Lease payments	22	(3,266,258)	(1,414,264)
Net cash from financing activities		140,396,669	14,329,087
Net increase /(decrease) in cash and cash equivalents		(21,724,431)	14,382,956
Cash and cash equivalents at 1 January	18	30,274,015	15,891,059
Cash and cash equivalents at 31 December	18	8,549,584	30,274,015

* The comparative financial statements include certain reclassifications of comparative information for the financial year ended 31 December 2024, as detailed in Note 4.

Approved:
25 March 2026

Mihai Radu TUDOR
Chief Executive Officer

Mihai VELICU
Chief Financial Officer

SIMTEL TEAM SA

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

1. REPORTING ENTITY

a) General information

Simtel Team S.A. is a joint-stock company incorporated in Romania, with its registered office in Bucharest, 319L Splaiul Independenței, Brussels Office Building (Building B), Entrance A, Ground Floor, District 6. The Company is registered with the Trade Register under no. EUID J2010000564406 and has the unique registration code RO 26414626.

The consolidated financial statements at and for the year ended 31 December 2025 comprise the Company and its subsidiaries (together referred to as the “Group”).

The Group operates in engineering and technology for the energy sector, strengthening its market position through organic growth, expansion of capabilities and diversification of its business lines. Its activities include the design, development and implementation of sustainable technological and energy solutions, with a particular focus on renewable energy production and integration.

The Group’s operations are primarily carried out in Romania, as well as in other European markets.

The shareholders of the Company are as follows:

	31 December 2025		31 December 2024	
Nedeia Iulian	1,635,681	20.0900%	1,688,941	21.3286%
Bazarciuc Sergiu-Eugen	1,616,569	19.8553%	1,671,375	21.1068%
Vilau Radu-Laurentiu	1,614,635	19.8315%	1,669,375	21.0816%
Other shareholders	3,274,846	40.2232%	2,888,959	36.483%
	8,141,731	100%	7,918,650	100%

In 2021, Simtel Team S.A. was listed on the AeRO market of the Bucharest Stock Exchange under the symbol SMTL, where it operated until 2023.

In 2023, Simtel Team S.A. was admitted to trading on the main market of the Bucharest Stock Exchange, continuing to trade under the symbol SMTL.

b) Regulatory environment

The Group operates in engineering and technology for the energy sector. Its main business lines include the design and turnkey implementation of photovoltaic power plants and energy storage systems (EPC), the operation and maintenance of energy assets (O&M), as well as activities in the electricity and natural gas sectors. These include electricity supply and wholesale trading, energy forecasting and production management services, as well as natural gas supply.

The Group’s activities are subject to the legislative and regulatory framework applicable to the energy sector in Romania.

c) Main activities of the Group

EPC projects

The Group's EPC (Engineering, Procurement and Construction) activities are subject to the legislative and regulatory framework applicable to the construction and energy sectors, including in particular:

- legislation governing the authorization of construction works;
- regulations applicable to the design, execution and acceptance of works;
- energy sector regulations relating to permitting, grid connection and commissioning of energy capacities;
- requirements regarding occupational health and safety, environmental protection and operational safety.

For projects involving the development of energy generation capacities, the Group obtains all required permits and approvals from the competent authorities and complies with the conditions imposed by network operators and relevant regulatory bodies.

EPC contracts are performed in accordance with applicable legal requirements and contractual obligations agreed with clients, including those related to execution timelines, technical performance and performance guarantees.

Electricity supply

The Group operates in electricity supply and wholesale trading activities based on licenses issued by the National Energy Regulatory Authority ("ANRE") and participates in the centralized markets administered by the Romanian Power Market Operator ("OPCOM"). Electricity transactions are carried out in accordance with the applicable legislative framework in Romania, primarily Law no. 123/2012 on electricity and natural gas, as well as secondary regulations issued by ANRE.

For its activities in the Republic of Moldova, the Group operates under the applicable local regulatory framework and based on licenses issued by the National Agency for Energy Regulation.

The Group holds two electricity supply licenses, as follows:

- Electricity supply license no. 2450/10.01.2024, obtained in Romania from ANRE by GES Furnizare;
- Electricity supply license no. A MMI 005527 dated 08.04.2025, obtained in the Republic of Moldova from the National Agency for Energy Regulation by GES Energy Trade.

The electricity market for final consumers in Romania is liberalized, allowing customers to choose their electricity supplier and purchase electricity at negotiated prices, in accordance with applicable regulations.

The Group supplies electricity primarily to industrial customers at negotiated prices. The supply price includes, in addition to the electricity price, regulated transmission and distribution costs, the contribution to high-efficiency co-generation support scheme, as well as the cost of green certificates. As an electricity supplier, the Group is required to purchase green certificates in accordance with the applicable renewable energy support scheme. The related costs are recognized as operating expenses in the period in which the obligation arises.

Natural gas supply

The Group carries out natural gas supply activities based on a license issued by the National Energy Regulatory Authority (“ANRE”) and in accordance with the regulatory framework applicable to the natural gas market, including rules governing the trading and supply of natural gas to customers.

Prices for natural gas supplied to certain categories of final customers in Romania have been subject to temporary capping and compensation mechanisms established under Government Emergency Ordinance no. 27/2022, as subsequently amended and supplemented.

Under these regulations, the prices charged to eligible customers cannot exceed the caps established by applicable legislation. The difference between the recognized acquisition cost of natural gas and the capped price charged to eligible customers may be compensated to suppliers from the state budget, in accordance with the methodology established by the competent authorities.

The price capping mechanism has been extended through successive legislative acts and is currently applicable until 31 March 2026.

The Group continuously monitors legislative developments and their impact on its natural gas supply activities.

The Group holds a natural gas supply license, as follows:

- Natural gas supply license no. 2628/26.10.2024, obtained in Romania from ANRE by GES Furnizare.

Operation and maintenance

Within its operation and maintenance (O&M) activities, the Group provides technical and operational services for photovoltaic power plants, including performance monitoring, preventive and corrective maintenance, as well as operational management in accordance with applicable technical and regulatory requirements.

Energy forecasting and portfolio optimization services

The Group provides energy forecasting services for electricity generation and consumption, as well as analysis and optimization of energy portfolios for producers and suppliers, through its subsidiary ANT Power Energy.

2. BASIS OF ACCOUNTING

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (“IFRS”).

b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis.

SIMTEL TEAM SA

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

They include the financial statements of the parent company and its subsidiaries over which the Group exercises control.

c) Functional and presentation currency

The functional currency of the parent company is the Romanian Leu ("RON"), which is also the presentation currency of the consolidated financial statements. All amounts are presented in RON, unless otherwise stated.

Certain entities within the Group operate in jurisdictions where the functional currency is different from RON. The financial statements of these entities are translated into the Group's presentation currency (RON) in accordance with the accounting policies on the translation of financial statements of entities with a different functional currency (Note 3.d)).

d) Going concern

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will continue its operations for the foreseeable future, being at least 12 months from the date of approval of the financial statements.

In assessing the appropriateness of this assumption, management continuously analyzes forecasts regarding the signing of new contracts, the development of new business lines, adaptation to market conditions, future cash flows, as well as potential risks associated with the Group's activities.

The Group's cash flows may experience short-term fluctuations due to the nature of its projects, which involve timing differences between the procurement of equipment and materials, execution of works and the collection of receivables from customers. Accordingly, the Group uses bank financing both in the short term, to cover such timing differences, and in the long term, to finance the development of its own photovoltaic and energy storage projects carried out through special purpose vehicles (SPVs).

The budget prepared by management and approved by the Board of Directors for 2026 indicates positive cash flows from operating activities, as well as continued development of the Group's companies and improved profitability, contributing to a strengthened liquidity position and compliance with financial covenants agreed with financing banks.

The Group maintains stable relationships with credit institutions and uses financing facilities to support its operational activities and the development of its own projects.

Based on these analyses, management believes that the Group's current operations, together with the support of credit institutions, will provide sufficient resources for the Group to continue its operations in the foreseeable future. Accordingly, the preparation of the consolidated financial statements on a going concern basis is considered appropriate.

3. MATERIAL ACCOUNTING POLICIES

Management has assessed the materiality of the accounting policies disclosed and concluded that they are consistent with those applied in the prior period. No new material accounting policies have been identified that require disclosure in the current reporting period.

Material accounting policies applied by the Group in the preparation of these consolidated financial statements are set out below.

a) Basis of consolidation

The consolidated financial statements of the Group include the financial statements of the parent company, Simtel Team S.A., and its subsidiaries.

(i) Subsidiaries

In assessing whether control exists, the Group considers all relevant facts and circumstances, including potential voting rights that are currently exercisable or convertible. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control is obtained by the Group and until the date on which control ceases.

The Group consolidates its subsidiaries in accordance with IFRS 10 – *Consolidated Financial Statements*. The list of the Group's subsidiaries is presented in Note 28.

When necessary, adjustments are made to the financial statements of subsidiaries to align their accounting policies with those adopted by the Group.

Acquisition of entities under common control

A business combination involving entities under common control is a transaction in which all combining entities are ultimately controlled by the same shareholder or group of shareholders both before and after the transaction, and such control is not transitory.

(ii) Transactions eliminated on consolidation

Balances, transactions, income and expenses arising from transactions between entities within the Group are fully eliminated on consolidation. Unrealised gains resulting from intragroup transactions that are included in the carrying amount of assets are eliminated on consolidation.

The elimination of unrealised gains from intragroup transactions may give rise to temporary differences between the carrying amount of assets in the consolidated financial statements and their tax base. Deferred tax is recognised on these temporary differences in accordance with IAS 12 – *Income Taxes*.

Dividends distributed between entities within the Group are eliminated on consolidation. Only dividends distributed to non-controlling interests are recognised in the consolidated financial statements.

SIMTEL TEAM SA

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

(iii) Changes in ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and of the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

The assets and liabilities of the acquired entity are recognised in the consolidated financial statements at their existing carrying amounts, with no recognition of goodwill.

Any difference between the consideration transferred and the carrying amount of the net assets acquired is recognised directly in equity and attributed to the owners of the parent.

(iv) Non-controlling interests

Non-controlling interests represent the portion of equity and profit or loss of subsidiaries attributable to shareholders outside the Group.

Non-controlling interests are presented separately in the consolidated statement of financial position, within equity, distinct from the equity attributable to the owners of the parent.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests, even if this results in a deficit balance of non-controlling interests.

b) Business combinations

Business combinations are accounted for using the acquisition method, in accordance with IFRS 3 – *Business Combinations*.

The consideration transferred in a business combination is measured at fair value at the acquisition date and includes the fair value of the assets transferred, the liabilities assumed to the former owners of the acquiree, and the equity instruments issued by the Group.

The identifiable assets acquired and liabilities assumed are recognized at their fair values at the acquisition date. Acquisition-related costs are recognized in profit or loss in the period in which they are incurred.

Goodwill arising from a business combination represents the excess of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of any previously held interest by the Group in the acquiree, over the net amount at the acquisition date of the identifiable assets acquired and liabilities assumed.

If, after reassessment, the net amount at the acquisition date of the identifiable assets acquired and liabilities assumed exceeds the consideration transferred, the difference is recognized in profit or loss as a gain from a bargain purchase.

SIMTEL TEAM SA

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

Non-controlling interests in an acquiree are measured at the acquisition date either at fair value or at the proportionate share of the acquiree's identifiable net assets, with the choice made on a transaction-by-transaction basis.

c) Goodwill

Goodwill is initially recognized at cost, representing the excess of the consideration transferred, the amount of non-controlling interests in the acquiree, and the fair value of any previously held interest by the Group in the acquiree, over the net amount at the acquisition date of the identifiable assets acquired and liabilities assumed.

If the fair value of the net assets acquired exceeds the total consideration transferred, the Group reassesses whether all assets acquired and all liabilities assumed have been correctly identified and reviews the procedures used to measure them at the acquisition date. If, after this reassessment, the excess persists, the difference is recognized in profit or loss as a gain from a bargain purchase.

Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the business combination. These units are tested for impairment at least annually, or more frequently when there are indications of impairment.

If the recoverable amount of a cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of the goodwill allocated to the unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset.

Impairment losses recognized for goodwill are recognized in profit or loss and are not reversed in subsequent periods.

On disposal of a cash-generating unit to which goodwill has been allocated, the amount of goodwill attributable to that unit is included in the determination of the gain or loss on disposal.

d) Foreign currency transactions

The Group's consolidated financial statements are presented in RON, which represents the Group's presentation currency.

Foreign currency transactions are initially recorded in the functional currency using the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate at the reporting date. Exchange differences arising on the settlement of foreign currency transactions and from the translation of monetary assets and liabilities are recognized in profit or loss.

The financial statements of entities within the Group whose functional currency differs from the Group's presentation currency are translated into RON as follows:

- assets and liabilities are translated using the exchange rate at the reporting date;

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (all amounts are in RON, unless otherwise stated)

- income and expenses are translated using the exchange rates at the dates of the transactions or average rates for the period, if these are a reasonable approximation of the rates at the transaction dates.

Exchange differences arising from the translation of the financial statements of foreign entities are recognized in other comprehensive income and presented in equity within the foreign currency translation reserve, being attributed to the owners of the parent and to non-controlling interests, as appropriate. Upon disposal of a foreign entity, the cumulative exchange differences are reclassified from equity to profit or loss.

The exchange rates used at the reporting date were as follows:

	31 December 2025	31 December 2024
EUR	5.0985	4.9741
USD	4.3417	4.7768
CHF	5.4743	5.2806
MDL	0.2580	0.2576
CZK	0.2107	n/a

e) Revenue from contracts with customers

Revenue is measured based on the consideration to which the Group is entitled under contracts with customers. Revenue is recognized when the Group satisfies a performance obligation by transferring control of a promised good or service, i.e., when the customer obtains control of that distinct good or service. The transfer of control may occur at a point in time or over time, depending on the nature of the good or service provided.

The Group has analyzed its contracts with customers to identify all performance obligations and has not identified any additional performance obligations that should be accounted for separately in accordance with IFRS 15 – *Revenue from Contracts with Customers*.

The Group's main revenue streams are generated from:

- engineering and installation services of solar power plants and energy storage facilities on a turnkey basis (EPC);
- operation and maintenance services;
- energy forecasting and analysis services;
- supply and trading of electricity;
- supply of natural gas;
- sale of equipment and other goods.

Engineering and installation services (EPC)

The Group provides engineering and installation services for solar power plants and energy storage facilities on a turnkey basis.

These contracts are generally considered a single performance obligation, as the services provided are highly integrated and are carried out to deliver a functional asset to the customer.

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Revenue from these contracts is recognized over time, as the performance obligation is satisfied, since the assets constructed have no alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

The stage of completion of the contract is determined using an input method, based on the technical phases of the project that reflect progress in satisfying performance obligations. These phases mainly include design and engineering activities, procurement of equipment, execution of works, and commissioning, with each phase reflecting the proportion of effort required to complete the project.

The total consideration is allocated to performance obligations based on their relative standalone selling prices. Based on the Group's assessment, the amount allocated to performance obligations is largely consistent with the value of services invoiced.

Operation and maintenance services (O&M)

The Group provides operation, maintenance and monitoring services for solar power plants based on contracts with customers.

These services represent distinct performance obligations, and the related revenue is recognized over time, as the services are rendered, since the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue is generally recognized on a straight-line basis over the contract period or based on the services actually rendered, in accordance with the contractual terms.

Energy forecasting and analytics services

The Group provides services related to forecasting electricity generation and consumption, as well as analysis and optimization of energy portfolios for producers and energy suppliers.

These services include estimating electricity generation, forecasting consumption, and analyzing relevant data for managing positions on energy markets.

Revenue from these services is recognized over time, as the services are rendered, since the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue is generally recognized on a straight-line basis over the contract period or based on the services actually rendered, in accordance with the contractual terms.

Sale of goods and equipment

Revenue from the sale of goods and equipment is recognized at a point in time, when control of the products is transferred to the customer, either upon delivery or when the goods are made available to the customer at the agreed location.

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Electricity supply

The Group supplies and trades electricity, generating revenue from sales to end customers and to participants on the energy market.

Revenue is recognized over time as electricity is delivered, since the customer simultaneously receives and consumes the benefits.

Revenue is measured based on the quantity of electricity delivered during the reporting period and the applicable contractual price.

Revenue includes, in addition to the price of electricity, transmission and distribution tariffs and other regulated tariffs billed to end customers.

Transmission and distribution services are provided by the transmission system operator and distribution operators, and the related costs are charged to the Group in accordance with regulations issued by the National Energy Regulatory Authority (ANRE).

The Group has assessed its role in these arrangements and concluded that it acts as principal, as it is responsible for supplying electricity to the end customer and sets the price under the contract.

Accordingly, revenue is recognized on a gross basis, including transmission and distribution tariffs billed to customers.

Natural gas supply

Revenue from the supply of natural gas is recognized over time as gas is delivered, since the customer simultaneously receives and consumes the benefits.

Revenue is measured based on the quantity of natural gas delivered during the reporting period and the applicable contractual price.

Revenue includes, in addition to the price of natural gas, transmission and distribution tariffs and other regulated charges billed to end customers.

Transmission and distribution services are provided by the transmission system operator and distribution operators, and the related costs are charged to the Group in accordance with regulations issued by ANRE.

The Group has concluded that it acts as principal. Accordingly, revenue is recognized on a gross basis, including transmission and distribution tariffs billed to customers.

Energy and gas delivered but not yet billed

At the end of the reporting period, revenue also includes quantities of electricity and natural gas delivered to customers but not yet billed.

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Such revenue is estimated based on consumption determined using available metering data and is presented in the statement of financial position as receivables or contract assets, as appropriate.

Contract assets and contract liabilities

For engineering and construction contracts, revenue may be recognized before the Group has an unconditional right to bill the customer. In such cases, the difference between revenue recognized and amounts billed to customers is presented as a contract asset.

Contract assets represent the Group's right to consideration for goods or services transferred to the customer when that right is conditional on the satisfaction of further performance obligations.

Where consideration received or billed to customers exceeds revenue recognized, the difference is presented as a contract liability, representing the Group's obligation to transfer goods or services to the customer for which consideration has already been received or is due.

Contract assets are reclassified to trade receivables when the Group's right to consideration becomes unconditional.

Variable consideration

Certain contracts with customers include trade discounts or rights of return due to quality issues. Revenue from such sales is recognized based on the contractual price, net of price reductions and discounts, recorded on an accrual basis when a reasonable estimate of the revenue adjustment can be made.

In accordance with IFRS 15, the Group estimates variable consideration at contract inception. Revenue is recognized only to the extent that it is probable that a significant reversal of cumulative revenue recognized will not occur. Accordingly, for contracts where the Group is not able to make a reliable estimate of discounts or returns, revenue is recognized only when the uncertainty is resolved, i.e., upon expiry of the return period or when a reasonable estimate can be made.

Based on historical experience and available information, instances of quality claims or returns are isolated and insignificant. Accordingly, the impact of variable consideration on revenue is not material.

Principal versus agent considerations

In accordance with IFRS 15, the Group assesses, for each contract, whether it acts as a principal or as an agent. This assessment is based on whether the Group controls the specified goods or services before they are transferred to the customer, rather than solely on exposure to risks and rewards.

The Group acts as a principal when it controls the goods or services before transfer to the customer. Relevant indicators include, but are not limited to, whether the Group is primarily responsible for fulfilling the performance obligation, sets the price, and is exposed to risks related to the goods or services.

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Based on this assessment, the Group has concluded that it acts as a principal in most of its sales arrangements. In cases where the Group does not control the goods or services before transfer to the customer, it acts as an agent, and revenue is recognized in the amount of the commission to which the Group is entitled.

f) Leases

The Group assesses whether a contract is or contains a lease at the commencement date.

In accordance with IFRS 16 – *Leases*, the Group recognizes, for most lease contracts in which it is a lessee:

- a right-of-use asset; and
- a lease liability.

The Group applies the recognition exemptions for:

- short-term leases (12 months or less);
- leases of low-value assets.

Payments related to these leases are recognized on a straight-line basis in profit or loss over the lease term.

Measurement of lease liability

At the commencement date, the lease liability is measured at the present value of lease payments not yet paid.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments;
- variable lease payments that depend on an index or a rate;
- amounts expected to be payable under residual value guarantees;
- the exercise price of purchase options, where exercise is reasonably certain.

Lease payments are discounted using the interest rate implicit in the lease, if readily determinable. If not, the Group uses its incremental borrowing rate.

Subsequent measurement

The lease liability is subsequently measured by:

- increasing the carrying amount to reflect interest on the lease liability;
- reducing the carrying amount to reflect lease payments made.

The lease liability is remeasured when there is a change in lease payments or in the lease term, including as a result of changes in an index or rate used to determine lease payments, reassessment of a purchase option, or lease modifications. In such cases, the lease liability is remeasured by discounting the revised lease payments using a revised discount rate, with a corresponding adjustment to the right-of-use asset.

Right-of-use assets

Right-of-use assets are initially measured at cost, which includes:

- the initial amount of the lease liability;
- lease payments made at or before the commencement date;
- initial direct costs.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

Subsequently, right-of-use assets are measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter of the lease term and the useful life of the underlying asset.

If a lease transfers ownership of the underlying asset by the end of the lease term, or if the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the right-of-use asset is depreciated over the useful life of the underlying asset.

Otherwise, the right-of-use asset is depreciated over the shorter of the lease term and the useful life of the underlying asset. Depreciation begins at the commencement date.

The Group applies IAS 36 – *Impairment of Assets* to determine whether right-of-use assets are impaired and recognizes any impairment loss identified.

g) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of that asset.

Capitalization of borrowing costs begins when activities necessary to prepare the asset are in progress and borrowing costs are being incurred, and ceases when the asset is substantially ready for its intended use or sale.

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

h) Government grants

Government grants are not recognized until there is reasonable assurance that the Group will comply with the related conditions and that the grants will be received.

Government grants related to the acquisition, construction or purchase of property, plant and equipment are initially recognized as deferred income in the statement of financial position and presented as “investment grants”.

Deferred income is recognized in profit or loss on a systematic basis over the useful lives of the related assets, so as to match the consumption of the economic benefits of the assets financed.

If the related assets are disposed of or retired before the end of their useful lives, the unamortized balance of the grant is recognized in profit or loss.

i) Equity

Share capital

Share capital represents the nominal value of shares issued by the parent and subscribed by shareholders. Ordinary shares are classified as equity instruments.

Share premium

Share premium represents the excess of the issue price or fair value of shares issued over their nominal value and is recognized in equity.

Where shares are issued as part of equity-settled share-based payment transactions, the fair value of the equity instruments granted is recognized in accordance with IFRS 2 – Share-based Payment, and the difference between the nominal value of the shares issued and their fair value is recognized in

share premium.

Costs directly attributable to the issuance of shares are recognized as a deduction from equity, net of any tax effect, and are offset against share premium, to the extent available.

j) Employee benefits

The Group pays contributions to the Romanian state public pension system on behalf of its employees. These contributions are treated as a defined contribution plan.

The Group's obligations are limited to the contributions paid to the public pension system, and the contributions are recognized as an expense in profit or loss in the period in which the related services are rendered by employees.

The Group does not operate any other pension schemes or post-employment benefit plans and has no further obligations with respect to the payment of pensions or other benefits after employment ends.

Short-term employee benefits, including salaries, allowances, annual leave and other employee entitlements, are recognized as liabilities and expenses in the period in which the services are rendered and are measured at the undiscounted amount expected to be paid.

k) Share-based payments

The Group operates a Stock Option Plan (SOP) for certain categories of key employees. Under the plan, employees are granted the right to receive shares in the parent company, subject to the achievement of certain performance conditions and completion of a vesting period.

Share-based payment transactions are classified as equity-settled and are measured at the fair value of the equity instruments granted at the grant date.

The fair value of the equity instruments granted is recognized as an employee benefits expense over the vesting period, with a corresponding increase in equity.

l) Income tax

Current income tax

Current income tax is based on the taxable profit for the period. Taxable profit differs from profit reported in the statement of comprehensive income as it excludes items of income or expense that are taxable or deductible in other periods, as well as items that are never taxable or deductible.

The Group's liability for current tax is calculated using tax rates that are enacted or substantively enacted at the reporting date. For subsidiaries operating in other tax jurisdictions, current tax is determined using the applicable tax rates in those jurisdictions.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities.

Deferred tax

Deferred tax is recognized for temporary differences between the carrying amounts of assets and liabilities in the financial statements and their tax bases, using the liability method.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for deductible temporary differences and tax losses carried forward, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

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Deferred tax is not recognized for temporary differences arising on the initial recognition of goodwill or on the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets relating to deductible temporary differences associated with such investments are recognized only to the extent that it is probable that sufficient taxable profits will be available against which the temporary differences can be utilized.

Deferred tax assets and liabilities are measured using the tax rates expected to apply in the period in which the asset is realized or the liability is settled, based on tax rates and tax laws that are enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax and when they relate to income taxes levied by the same taxation authority on the same taxable entity.

Current and deferred tax are recognized in profit or loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case the tax is also recognized accordingly.

m) Value added tax (VAT)

Revenue, expenses and assets are recognized net of VAT, except where VAT incurred on the purchase of goods or services is not recoverable from the tax authorities, in which case it is recognized as part of the cost of the asset or as part of the expense, as appropriate.

Receivables and payables are stated inclusive of VAT.

VAT receivable from or payable to the tax authorities is presented in the statement of financial position within receivables or payables, as appropriate.

n) Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently carried at cost less accumulated depreciation and any accumulated impairment losses.

The cost of an asset comprises the purchase price, including non-recoverable taxes, after deducting trade discounts and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes the initial estimate of the costs of dismantling and removing the asset and restoring the site on which it is located, where the Group has an obligation to do so.

Subsequent costs are included in the carrying amount of the asset or recognized as separate assets, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. The carrying amount of replaced components is

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derecognized. All other repairs and maintenance costs are recognized in profit or loss in the period in which they are incurred.

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

Depreciation

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, starting when the assets are available for use. Land is not depreciated.

The estimated useful lives of the main categories of property, plant and equipment are as follows:

	<u>Useful life (years)</u>
Land improvements	18
Building and constructions	30
Technological equipment	2-12
Vehicles	4-6
Furniture and office equipment	3-12
Solar power plants	18

Useful lives and depreciation methods are reviewed periodically and adjusted, where appropriate.

o) Investment property

Investment property comprises property held to earn rental income or for capital appreciation, or both, rather than for use in the production or supply of goods or services or for administrative purposes.

Investment property is initially measured at cost, including transaction costs. Subsequently, it is measured using the cost model, i.e., cost less accumulated depreciation and any accumulated impairment losses.

Investment property is derecognized on disposal or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal.

Transfers to or from investment property are made only when there is a change in use. When a property is transferred from investment property to property, plant and equipment or vice versa, it is transferred at its carrying amount at the date of the change in use.

p) Intangible assets

Intangible assets acquired separately are initially measured at cost and subsequently carried at cost less accumulated amortization and any accumulated impairment losses.

Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives. Useful lives, residual values and amortization methods are reviewed periodically and adjusted, where appropriate.

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In general, the Group's intangible assets are amortized over a period of up to 5 years, depending on their estimated useful lives.

Research and development costs

Research costs are recognized as an expense in profit or loss in the period in which they are incurred.

Development costs are recognized as intangible assets when the Group can demonstrate:

- the technical feasibility of completing the asset so that it will be available for use or sale;
- its intention to complete the asset and its ability to use or sell it;
- how the asset will generate future economic benefits;
- the availability of resources to complete the project;
- its ability to measure reliably the expenditure attributable to the development.

Subsequent to initial recognition, development assets are measured using the cost model, cost less accumulated amortization and any accumulated impairment losses.

Amortization begins when the asset is available for use or sale and is recognized in profit or loss over the period of expected economic benefits.

During the development phase, such assets are tested annually for impairment.

Other intangible assets

Patents, licenses and trademarks are recognized as intangible assets and are amortized over their estimated useful lives. Intangible assets with indefinite useful lives are not amortized but are tested annually for impairment.

Derecognition

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Any resulting gain or loss is recognized in profit or loss.

q) Inventories

Inventories are measured at the lower of cost and net realizable value. Net realizable value represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the costs necessary to make the sale.

The cost of inventories comprises the purchase price, non-recoverable taxes, transportation and handling costs, and other costs directly attributable to bringing the inventories to their present location and condition, net of trade discounts and rebates.

The Group applies the FIFO (first-in, first-out) method in determining the cost of inventories.

Raw materials and consumables are measured at purchase cost. Where there is an indication that net realizable value is lower than cost, an allowance for inventory write-down is recognized.

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Inventories are recognized as an expense in profit or loss when they are used or sold, in line with the recognition of the related revenue.

r) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

Initial recognition

The Group's financial assets include cash and cash equivalents, trade receivables and other receivables.

On initial recognition, financial assets are measured at fair value plus directly attributable transaction costs, except for trade receivables that do not contain a significant financing component, which are measured at the transaction price in accordance with IFRS 15.

Subsequent measurement

Financial assets are measured at amortized cost when they are held within a business model whose objective is to collect contractual cash flows and the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding.

The Group manages its financial assets primarily to collect contractual cash flows and classifies all financial assets at amortized cost.

Impairment of financial assets

The Group recognizes loss allowances for expected credit losses (ECL). For trade receivables and contract assets, the Group applies the simplified approach under IFRS 9 – Financial Instruments and recognizes lifetime expected credit losses.

The measurement of expected credit losses is based on an ageing analysis of receivables, historical payment behaviour and available information at the reporting date regarding the financial position of counterparties.

Derecognition of financial assets

A financial asset is derecognized when the contractual rights to receive the cash flows expire or when the Group transfers substantially all the risks and rewards of ownership of the asset.

(ii) Financial liabilities

Initial recognition

The Group's financial liabilities include borrowings, trade payables and other financial liabilities. On initial recognition, financial liabilities are measured at fair value, net of directly attributable transaction costs.

Subsequent measurement

Subsequent to initial recognition, financial liabilities are measured at amortized cost using the effective interest method.

Derecognition

A financial liability is derecognized when the contractual obligation is discharged, cancelled or expires. The difference between the carrying amount of the liability and the consideration paid is recognized in profit or loss.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on a net basis in the statement of financial position only when the Group has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

(iv) Derivative instruments and hedge accounting

The Group does not use derivative financial instruments and does not apply hedge accounting.

s) Finance income and finance costs

The Group's finance income and finance costs mainly include:

- interest income on bank deposits;
- interest expense on borrowings and other financial liabilities;
- foreign exchange gains or losses on monetary assets and liabilities denominated in foreign currencies.

Interest income and interest expense are recognized using the effective interest method.

Finance income and finance costs are recognized in profit or loss.

t) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash at banks and short-term deposits with an original maturity of up to three months that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

u) 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 an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision represents the best estimate of the expenditure required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, provisions are measured at the present value of the cash flows expected to be required to settle the obligation.

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Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

v) Events after the reporting period

Events occurring after the reporting date and up to the date of authorization for issue of the financial statements are assessed to determine whether they are adjusting or non-adjusting events.

Events that provide evidence of conditions that existed at the reporting date are reflected in the financial statements, while events that are indicative of conditions that arose after the reporting date are disclosed in the notes when material.

w) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Where available, the Group measures fair value using quoted prices in active markets for identical instruments. In the absence of such prices, fair value is determined using valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

4. COMPARATIVES

During the financial year ended 31 December 2025, the Group made certain reclassifications to the comparative information for the financial year ended 31 December 2024, in order to better reflect the economic substance of the items presented and to ensure comparability between periods, in accordance with IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors*.

These reclassifications affected only the presentation of certain items in the consolidated financial statements and had no impact on previously reported net result, total equity or net cash flows.

a) *Reclassifications to the Consolidated Statement of Financial Position*

The impact of these reclassifications on the consolidated statement of financial position as at 31 December 2024 is presented below:

	As reported	Reclassification	Restated
ASSETS			
Non-current assets			
Property, plant and equipment	95,043,573	3,908,208	98,951,781
Right-of-use assets	3,942,948	(3,942,948)	-
Other non-current assets	16,360,163	(5,123,699)	11,236,464
Current assets			
Other assets	5,615,463	5,293,207	10,908,670
Other current assets	134,768	(134,768)	-
Total assets	121,096,915	-	121,096,915

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (all amounts are in RON, unless otherwise stated)

	As reported	Reclassification	Restated
Equity and liabilities			
Non-current liabilities			
Deferred income	200,366	526,072	726,438
Current liabilities			
Bank overdraft	25,459,202	(25,459,202)	-
Bank borrowings	3,757,004	25,459,202	29,216,206
Other liabilities	20,435,250	(673,372)	19,761,878
Deferred income	98,421	147,300	245,721
Total equity and liabilities	49,950,243	-	49,950,243

b) *Reclassifications to the Consolidate Statement of Profit or Loss and Other Comprehensive Income*

The impact of these reclassifications on the consolidated statement of profit or loss and other comprehensive income as at 31 December 2024 is presented below:

	As reported	Reclassification	Restated
Other operating income	1,391,502	4,476,891	5,868,393
Own work capitalised	4,476,891	(4,476,891)	-
Cost of raw materials, consumables and goods	(180,185,616)	38,344,523	(141,841,093)
Electricity purchased	-	(38,857,526)	(38,857,526)
Subcontractor costs	-	(41,305,088)	(41,305,088)
Environmental costs	-	(5,948,762)	(5,948,762)
Other operating expenses	(91,636,057)	47,416,211	(44,219,846)
Marketing and advertising expense	(350,642)	350,642	-
Operating profit	48,206,239	-	48,206,239
Net finance result	-	(3,494,179)	(3,494,179)
Finance income	2,233,033	(2,233,033)	-
Finance costs	(5,727,212)	5,727,212	-
Profit before tax	44,712,060	-	44,712,060

c) *Reclassifications to the Consolidated Statement of Cash Flows*

The impact of these reclassifications on the consolidated statement of cash flows as at 31 December 2024 is presented below:

	As reported	Reclassification	Restated
Depreciation and amortization of property, plant and equipment and intangible assets	3,228,300	1,543,615	4,771,915
Depreciation of right-of-use assets	1,543,615	(1,543,615)	-
Unrealised profit	(21,509)	21,509	-
Cash flows from operating activities before changes in working capital	55,315,763	21,509	55,337,272
Trade receivables and other assets	(21,959,599)	(9,217,595)	(31,177,194)
Trade and other payables	83,371,311	(5,882)	83,365,429
Cash generated from operations	100,639,646	(9,201,968)	91,437,678
Interest paid	-	(3,979,407)	(3,979,407)
Net cash generated from operating activities	96,453,348	(13,181,375)	83,271,973

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

	As reported	Reclassification	Restated
Cash flows from investing activities			
Repayment of long-term guarantees	(9,196,086)	9,196,086	-
Movement in loans from shareholders	(5,882)	5,882	-
Payments for financial assets	67,146	(67,146)	-
Payments for acquisition of property, plant and equipment	(79,175,456)	67,146	(79,108,310)
Interest paid	(3,979,407)	3,979,407	-
Net cash used in investing activities	(96,399,479)	13,181,375	(83,218,104)
Cash flows from financing activities			
Movement in bank borrowings	16,618,960	(16,618,960)	-
Proceeds from borrowings	-	140,759,922	140,759,922
Repayment of borrowings	-	(124,140,962)	(124,140,962)
Net cash from financing activities	14,329,087	-	14,329,087

5. USE OF JUDGEMENTS AND ESTIMATES

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, as well as the disclosures in the notes to the financial statements, including contingent liabilities.

Estimates and assumptions are based on historical experience and other factors considered to be relevant under the circumstances. Given their nature, actual results may differ from those estimates. Estimates and assumptions are reviewed on an ongoing basis, and revisions are recognized in the period in which they occur and, where applicable, in future periods affected.

Judgements

The key judgements made by management that have a significant effect on the amounts recognized in the financial statements are presented below:

Revenue recognition from contracts with customers

In applying the requirements of IFRS 15, management has exercised professional judgement in assessing the timing of transfer of control of goods or services to the customer, taking into account the contractual terms and the nature of the performance obligations.

Based on this assessment, management concluded that control is transferred in accordance with the contractual terms, and revenue is recognized in the appropriate period.

Determination of control and consolidation scope

Management has exercised professional judgement in determining the entities over which the Group has control and, consequently, in establishing the scope of consolidation, in accordance with IFRS 10.

In assessing control, management considers whether the Group has power over the investee, is exposed to variable returns from its involvement, and has the ability to use its power to affect those returns.

The Group structure includes both direct and indirect holdings, including situations where an entity is held both directly by the parent and indirectly through subsidiaries. In such cases, control is assessed at Group level, considering both direct and indirect interests.

As a result of these ownership structures, certain subsidiaries include significant non-controlling interests; however, management concluded that the Group controls these entities in accordance with IFRS 10.

Economic substance of the acquisition of a solar power plant from a related party

During the financial year, the Group acquired a solar power plant from a founding shareholder, representing a related party transaction within the meaning of IAS 24 – Related Party Disclosures. The consideration had not been settled as at the reporting date and was recognized as a financial liability to the shareholder.

Management exercised professional judgement in assessing the economic substance of the transaction, including whether the Group obtained control over the asset and the associated risks and rewards. Based on this assessment, management concluded that the Group obtained operational and economic control of the solar power plant, and the asset is recognized as property, plant and equipment in accordance with IAS 16.

The related liability is recognized as a financial instrument in accordance with IFRS 9, and the transaction is disclosed in the related party note in accordance with IAS 24.

Estimates and assumptions

The key assumptions concerning future developments and other key sources of estimation uncertainty at the reporting date, which may result in significant adjustments to the carrying amounts of assets and liabilities in future periods, are presented below.

The estimates used by the Group are based on information available at the date of preparation of the consolidated financial statements. However, existing conditions and assumptions regarding future developments may change due to market developments or factors beyond the Group's control.

Net realizable value of inventories

Inventories are measured at the lower of cost and net realizable value. The determination of net realizable value requires estimates regarding the value at which inventories can be used in ongoing projects or sold under current market conditions.

In making this assessment, management considers market price trends and industry-specific conditions. For raw materials and consumables used in projects, factors such as inventory ageing and potential quality issues are also considered.

Useful lives of property, plant and equipment

The Group estimates the useful lives of property, plant and equipment based on expected usage and physical deterioration.

Depreciation is calculated using the straight-line method for buildings, equipment and right-of-use assets.

Useful life estimates are reviewed periodically, with any changes accounted for prospectively in depreciation expense.

Impairment of assets and goodwill

At each reporting date, and whenever there are indicators of impairment, the Group assesses whether the carrying amount of its non-current assets exceeds their recoverable amount. Goodwill is tested for impairment at least annually.

Determining the recoverable amount requires the use of estimates and assumptions regarding future cash flows of cash-generating units, including assumptions related to expected energy production, electricity price trends, operating costs and applicable discount rates.

Capitalization of development costs

The Group capitalizes certain development costs related to technology projects when the recognition criteria set out in IAS 38 – Intangible Assets are met. Determining when these criteria are satisfied requires judgement regarding technical feasibility, availability of resources and the ability of the project to generate future economic benefits.

6. STANDARDS ISSUED BUT NOT YET EFFECTIVE

The following IFRS standards and amendments are effective for annual periods beginning on or after 1 January 2026, with earlier application permitted. The Group has not early adopted these standards and amendments and does not expect them to have a material impact on its consolidated financial statements.

The main standards and amendments relevant to the Group are set out below:

IFRS 18 – Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 – *Presentation of Financial Statements* and introduces new requirements for the presentation and structure of the statement of profit or loss, including the classification of income and expenses into defined categories. The standard is effective for annual periods beginning on or after 1 January 2027, with earlier application permitted.

The Group is currently assessing the impact of adopting this standard on the presentation of its consolidated financial statements.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments

These amendments clarify certain aspects related to the classification of financial assets and disclosure requirements for financial instruments. The amendments are effective for annual periods beginning on or after 1 January 2026, with earlier application permitted.

The Group does not expect the adoption of these amendments to have a material impact on its consolidated financial statements.

7. OPERATING SEGMENTS

The Group operates in the following operating segments:

- EPC projects (engineering, procurement and construction) – includes development and construction of energy projects, primarily solar power plants, as well as SPVs at various stages of development;
- Energy sales – includes electricity generation from renewable sources, as well as electricity and natural gas supply and trading activities;
- Other activities – includes activities that do not meet the criteria for separate reporting and are individually and collectively immaterial.

Segment performance is evaluated based on profit before tax, determined in accordance with the Group's accounting policies.

2025	EPC Projects	Energy sales	Other activities	Total segments	Inter-segment eliminations	Consolidated total
External revenue	312,436,847	278,215,369	7,714,891	598,367,107		598,367,107
Intersegment revenue	2,846,911	189,366	730,486	3,766,763	(3,766,763)	-
Segment revenue	315,283,758	278,404,735	8,445,377	602,133,870	(3,766,763)	598,367,107
Segment profit before tax	8,049,492	6,778,942	2,324,666	17,153,100	(4,970,474)	12,182,626
Net finance result	(582,345)	(2,818,119)	(898,316)	(4,298,780)	(4,111,128)	(8,409,908)
Cost of raw materials, consumables and goods	(182,300,056)	(80,601)	(220,384)	(182,601,041)	1,265,084	(181,335,957)
Electricity purchased	-	(239,500,330)	-	(239,500,330)		(239,500,330)
Subcontractor costs	(44,193,707)	-	-	(44,193,707)		(44,193,707)
Environmental costs	(2,588,503)	(10,372,194)	-	(12,960,697)		(12,960,697)
Personnel expenses	(35,000,927)	(3,881,311)	(7,151,679)	(46,033,917)		(46,033,917)
Employee benefits	(2,975,000)	-	-	(2,975,000)		(2,975,000)
Other operating expenses	(35,114,970)	(14,678,339)	(2,906,672)	(52,699,981)	1,642,333	(51,057,648)
Depreciation and amortization	(4,424,336)	(1,029,342)	(196,852)	(5,650,530)		(5,650,530)
Provisions	(692,739)	(94,029)	(24,518)	(811,286)		(811,286)

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2024	EPC Projects	Energy sales	Other activities	Total segments	Inter-segment eliminations	Consolidated total
External revenue	280,226,526	65,333,724	8,787,264	354,347,514		354,347,514
Intersegment revenue	231,459		458,396	689,855	(689,855)	-
Segment revenue	280,457,985	65,333,724	9,245,660	355,037,369	(689,855)	354,347,514
Segment profit before tax	38,390,822	2,977,473	4,442,029	45,810,324	(1,098,264)	44,712,060
Net finance result	(738,495)	(1,061,474)	(806,809)	(2,606,778)	(887,401)	(3,494,179)
Cost of raw materials, consumables and goods	(141,481,536)	(95,621)	(263,936)	(141,841,093)	-	(141,841,093)
Electricity purchased	-	(38,857,526)	-	(38,857,526)		(38,857,526)
Subcontractor costs	(41,305,088)	-	-	(41,305,088)		(41,305,088)
Environmental costs	(1,423,103)	(4,525,659)	-	(5,948,762)		(5,948,762)
Personnel expenses	(25,488,335)	(1,452,127)	(6,098,817)	(33,039,279)		(33,039,279)
Employee benefits	(1,550,500)	-	-	(1,550,500)		(1,550,500)
Other operating expenses	(26,780,013)	(15,872,424)	(2,046,401)	(44,698,838)	478,992	(44,219,846)
Depreciation and amortization	(4,237,364)	(435,060)	(99,491)	(4,771,915)		(4,771,915)
Provisions	(367,474)	(57,753)	(50,432)	(475,659)		(475,659)

Intersegment transactions are conducted on an arm's length basis and are eliminated on consolidation.

The Group does not allocate assets and liabilities to operating segments for management reporting purposes.

8. REVENUE

Revenue generated during the financial year ended 31 December 2025 primarily relates to engineering and installation services for solar power plants and energy storage facilities on a turnkey basis, as well as energy sales.

The Group generates revenue from:

	2025	2024
Revenue from EPC projects	312,436,847	280,226,526
Revenue from energy sales	278,215,369	65,333,724
Revenue from other activities	7,714,891	8,787,264
Total	598,367,107	354,347,514

Revenue from EPC projects

	2025	2024
Revenue from EPC contracts	298,585,309	259,647,109
Revenue from operation and maintenance services	8,229,769	9,255,000
Revenue from the sale of goods	5,621,769	11,324,417
Total	312,436,847	280,226,526

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Revenue from construction-related service contracts is recognized over time based on the stage of completion, reflecting the transfer of control of services to the customer.

Revenue from operation, maintenance and monitoring services is generated from subscription-based contracts and is recognized over the contract term as the services are continuously provided to the customer.

Revenue from energy sales is generated primarily by the subsidiary Ges Furnizare through the supply of electricity to end customers and energy traders under contractual arrangements.

Revenue from electricity supplied to end customers is recognized over time as energy is delivered, based on consumption determined using data provided by distribution operators and at the prices set out in the contracts with customers.

The Group has the following customers that individually accounted for more than 10% of total revenue:

2025

Client	Percentage of sales	Services supplied
ENERGY CAPITAL GROUP	35%	EPC Project
ENERGOCOM	12%	Electricity sales

2024

Client	Percentage of sales	Services supplied
ENEVO GROUP SRL	18%	EPC Project
SILCOTUB SA	10%	EPC Project

Timing of revenue recognition:

	2025	2024
Revenue recognised over time	592,745,338	343,023,097
Revenue recognised at a point in time	5,621,769	11,324,417
Total	598,367,107	354,347,514

Contract assets and contract liabilities

	2025	2024
Trade receivables	124,648,906	78,829,621
Contract assets	44,297,642	1,016,875
Contract liabilities	7,830,950	1,314,717

Contract assets represent the Group's right to consideration for work performed but not yet invoiced, mainly in relation to EPC contracts.

Contract liabilities represent advance payments received from customers for future performance obligations, primarily related to the delivery and supply of electricity (Note 24).

For each contract with a customer, the Group presents a net position resulting from the difference between revenue recognized and amounts invoiced or received from customers, either as a contract asset or a contract liability.

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Contract liabilities outstanding at 31 December 2024, amounting to RON 1,314,717, were recognized as revenue during 2025 (2024: RON 11,314,155).

9. OTHER INCOME

	<u>2025</u>	<u>2024</u>
Own work capitalised	5,136,539	4,476,891
Grant income	147,304	246,194
Gain from bargain purchase of subsidiaries (Note 27)	497,899	-
Gain on disposal of assets	80,310	15,172
Other operating income	882,447	1,130,136
Total	<u>6,744,499</u>	<u>5,868,393</u>

10. OPERATING EXPENSES

A. COST OF RAW MATERIALS, CONSUMABLES AND GOODS

The cost of raw materials, consumables and goods for the financial years ended 31 December 2025 and 31 December 2024 is presented as follows:

	<u>2025</u>	<u>2024</u>
Raw materials	176,335,576	136,970,287
Fuel and spare parts	1,184,583	1,154,030
Cost of goods sold	3,145,644	2,643,418
Other materials and consumables	670,154	1,073,358
Total	<u>181,335,957</u>	<u>141,841,093</u>

Raw materials include costs related to technological equipment and materials used in the construction of solar power plants (such as panels, inverters and structures).

The Group also records occasional sales of equipment to third parties, the cost of which is recognized within cost of goods sold.

B. Electricity purchased

The Group purchases electricity for resale to end customers and energy traders as part of its core supply and trading activities.

In 2025, the Group purchased 369 GWh (2024: 75 GWh) for RON 239,500,330 (2024: RON 38,857,526). The increase in electricity purchases in 2025 is mainly due to the growth of the customer portfolio and the development of the Group's supply activities, as well as higher average electricity purchase prices.

C. Subcontractor costs

Subcontracting costs represent expenses related to services outsourced to third parties in connection with the execution of EPC contracts, including construction, installation and other services directly attributable to contract performance. These costs are recognized in cost of sales in the period in which the services are rendered and are matched with the related contract revenue.

The value of services provided by subcontractors in 2025 amounted to RON 44,193,707 (2024: RON 41,305,088). The variation is mainly driven by the progress and scale of EPC projects during the period.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

D. Environmental costs

	<u>2025</u>	<u>2024</u>
Extended Producer Responsibility (EPR) fees	2,588,503	1,423,103
Green certificates expenses	10,372,194	4,525,659
Total	<u>12,960,697</u>	<u>5,948,762</u>

EPR fees represent contributions paid to compliance schemes in relation to the Group's obligations for the collection and recycling of waste arising from products and packaging placed on the market, in accordance with applicable legislation.

Green certificates expense represents the cost of green certificates purchased to meet the Group's regulatory obligations as an electricity supplier. The increase in 2025 is driven by the growth of the customer portfolio and the expansion of the Group's supply activities.

E. Other operating expenses

	<u>2025</u>	<u>2024</u>
Third-party services	30,174,721	33,394,294
Local taxes	6,400,581	1,798,408
Bank fees	1,786,107	755,324
Insurance expense	1,490,137	717,036
Transportation of goods and personnel	1,039,573	999,559
Short-term lease expense	1,230,616	562,699
Fees and commissions	1,344,337	222,633
Travel expenses	1,324,581	1,187,696
Marketing expenses	847,088	350,642
Maintenance and repairs	717,429	387,503
Sponsorships	258,467	368,868
Utilities	275,052	174,041
Consulting services	599,528	461,612
Others	3,569,431	2,839,531
Total	<u>51,057,648</u>	<u>44,219,846</u>

Third-party services mainly include support services required for the execution of EPC contracts, costs related to the delivery of electricity and natural gas to customers, as well as other operational services related to the Group's day-to-day activities.

F. AUDIT FEES

The Group's auditor for the financial years ended 31 December 2025 and 31 December 2024 was Baker Tilly Klitou and Partners SRL. Fees for audit and non-audit services are presented below:

	<u>2025(EUR)</u>	<u>2024(EUR)</u>
Audit fees	79,500	52,500
Non-audit fees	56,000	3,000
Total fees	<u>135,500</u>	<u>55,500</u>

Non-audit fees include limited assurance services. In 2025, limited assurance services were also provided in connection with the issuance of bonds.

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11. PERSONNEL EXPENSES AND EMPLOYEE BENEFITS

a) Personnel expenses

	31 December 2025	31 December 2024
Salary expense	43,487,676	31,165,081
Meal vouchers	1,285,558	1,128,839
Social security contributions	1,260,684	745,359
Total	46,033,917	33,039,279

	2025	2024
Average number of employees	182	154

b) Employee benefits- share based payments

	31 December 2025	31 December 2024
Share-based payments expense	2,975,000	1,550,500

The Group has approved a multi-year incentive plan for key employees covering the 2022–2025 period (the “Stock Option Plan”), under which eligible employees may be granted, free of charge, shares in the Group.

The maximum number of shares that may be granted under the plan is limited to 2% of the total number of the Group’s shares, determined at the beginning of each year during the plan period. Shares granted under the plan are transferred from treasury shares held by the Group.

In 2025, a total of 62,920 shares were granted under the plan, transferred from treasury shares held by the Group, at a nominal value of RON 12,584. The total value of the share-based payment amounted to RON 2,975,000, with the difference between the nominal value and the conversion price recognized in share premium (Note 22).

In 2024, a total of 30,777 shares were granted under the plan, resulting in an increase in share capital of RON 6,155. The total value of the share-based payment amounted to RON 1.550.500, with the difference between the nominal value and the conversion price recognized in share premium (Note 22).

12. NET FINANCE RESULT

	2025	2024
Interest income	202,979	239,252
Other finance income	151,406	877,548
Finance income	354,385	1,116,800
Interest expense	6,566,008	3,979,407
Net foreign exchange loss	2,052,908	242,121
Other finance costs	145,377	389,451
Finance costs	8,764,293	4,610,979
Net finance result	(8.409.908)	(3.494.179)

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Interest expense represents amounts payable to credit institutions from which the Group has obtained financing for its operating activities and for the development of solar power projects.

13. EARNINGS PER SHARE

Earnings per share is calculated based on profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding:

	2025	2024
Net profit attributable to the Group's shareholders	5,605,005	33,681,740
Profit attributable to ordinary shareholders	5,605,005	33,681,740
Ordinary shares	8,141,731	7,918,650
Effect of treasury shares repurchased in November 2025	(10,826)	-
Weighted average number of ordinary shares at 31 December	8,130,905	7,918,650
Earnings per share (basic and diluted) (RON/share)	0.69	4.25

14. INCOME TAX

(a) Amounts recognised to profit or loss

	2025	2024
Current tax expense	3,687,261	7,922,916
Deferred tax income	(1,343,386)	(35,393)
Total	2,343,875	7,887,523

All Group subsidiaries are subject to corporate income tax.

(b) Reconciliation of effective tax rate

	2025		2024	
Profit before tax		12,182,626		44,712,060
Tax calculated at the Group's applicable tax rate	16%	1,949,220	16%	7,153,930
<i>Tax effect of:</i>				
- non-deductible expenses	13.42%	1,635,085	5.66%	2,529,164
- tax-exempt income	-5.70%	(694,996)	-0.42%	(186,556)
- deduction of legal reserves	-0.01%	(1,428)	0.00%	(197)
- Tax incentives	-8.02%	(976,897)	-3.83%	(1,714,101)
- Tax losses carried forward	3.55%	432,891	0.24%	105,282
Income tax	19.24%	2,343,875	17.64%	7,887,522

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The Group is subject to corporate income tax in multiple jurisdictions; however, the impact of jurisdictions other than Romania is not significant. Accordingly, the effective tax rate reconciliation is based on the Romanian statutory tax rate of 16%.

(c) Movement in deferred tax

	Net balance at 1 January 2025	Recognized in profit or loss	Impact of subsidiary acquisitions	Net balance at 31 December 2025	Deferred tax assets	Deferred tax liabilities
Right-of-use assets	(800,316)	(218,296)	-	(1,018,612)	-	(1,018,612)
Lease liabilities	835,710	293,012	-	1,128,722	1,128,722	-
Provisions	-	190,935	-	190,935	190,935	-
Trade receivables	-	127,135	-	127,135	127,135	-
Green certificates	-	-	(59,485)	(59,485)	-	(59,485)
Tax losses carried forward	-	393,674	-	393,674	393,674	-
Deferred tax on intra-group adjustments	-	556,926	-	556,926	556,926	-
Total deferred tax liabilities (assets) before offsetting	35,394	1,343,386	(59,485)	1,319,295	2,397,392	(1,078,097)
Offsetting of deferred tax					(1,078,097)	1,078,097
Net deferred tax assets					1,319,295	-

	Net balance at 1 January 2024	Recognized in profit or loss	Net balance at 31 December 2024	Deferred tax assets	Deferred tax liabilities
Right-of-use assets	(247,789)	(552,527)	(800,316)	-	(800,316)
Lease liabilities	324,708	511,002	835,710	835,710	-
Total deferred tax liabilities (assets) before offsetting	76,919	(41,525)	35,394	835,710	(800,316)
Offsetting of deferred tax				(835,710)	800,316
Net deferred tax assets				35,394	-

15. INVENTORIES

	31 December 2025	31 December 2024
Raw materials	58,520,875	83,912,394
Raw materials and materials in transit	283,942	2,220,712
Green certificates	371,776	-
Other inventories	1,054,236	451,267
Advances to suppliers for inventories	10,751,482	8,470,283
Total	70,982,311	95,054,656

Raw materials mainly include technological equipment (such as inverters, solar panels and metal structures), as well as other materials used for energy and telecommunications infrastructure and for the construction of solar power plants.

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The decrease in inventories reflects the consumption of equipment and materials in the Group's ongoing projects, as well as the optimization of inventory levels in line with operational needs at the end of the period.

16. TRADE RECEIVABLES AND CONTRACT ASSETS

	<u>31 December 2025</u>	<u>31 December 2024</u>
Trade receivables	125,443,499	79,199,621
Contract assets	44,297,642	1,016,875
Allowance for expected credit losses	(794,593)	(370,000)
Total	168,946,548	79,846,496

Trade receivables are measured at amortised cost in accordance with IFRS 9. Allowances for credit losses are recognised based on expected credit losses (ECL). Further information on the Group's credit risk assessment methodology is presented in Note 26.

Contract assets mainly arise from EPC contracts, where revenue is recognised over time as performance obligations are satisfied, before the Group obtains an unconditional right to invoice the customer.

The increase in trade receivables and contract assets reflects the level of activity of the Group during 2025.

17. OTHER ASSETS

	<u>31 December 2025</u>		<u>31 December 2024</u>	
	Current	Non-current	Current	Non-current
Recoverable VAT	10,251,259	-	2,117,538	-
Guarantees granted	2,994,266	11,602,509	5,258,466	11,236,464
Advances paid	2,756,908	-	2,876,598	-
Loans granted	2,765,762	-	-	-
Other assets	983,237	15,235	656,068	-
Total	19,751,432	11,617,744	10,908,670	11,236,464

The increase in VAT receivable in 2025 is mainly driven by investments made in solar power plants during the period.

Guarantees granted

	<u>31 December 2025</u>		<u>31 December 2024</u>	
	Current	Non-current	Current	Non-current
Receivables from contractual guarantees	1,089,048	5,451,033	5,258,466	7,123,145
Collateral deposits for performance guarantees	1,905,218	6,151,476	-	4,113,319
Total guarantees	2,994,266	11,602,509	5,258,466	11,236,464

Guarantees granted represent receivables from contractual guarantees provided to business partners, as well as collateral deposits placed with financial institutions for the issuance of performance guarantees required for the execution of customer contracts.

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Loans granted

Loans granted represent amounts provided to the Group's business partners under short-term loan agreements. These loans are classified as financial assets measured at amortised cost in accordance with IFRS 9, bear interest and are repayable in accordance with the agreed contractual terms.

During 2025, The Group granted loans in value of RON 3,189,703 and received repayments amounting to RON 423,941.

18. PREPAYMENTS

	31 December 2025	31 December 2024
Prepayments	13,687,196	2,553,371

Prepayments mainly include the cost of green certificates required to meet the Group's regulatory obligations as an electricity supplier. The increase in 2025 is driven by the growth of the customer portfolio and increased supply activities.

19. CASH AND CASH EQUIVALENTS

	31 December 2025	31 December 2024
Current bank accounts - RON	4,747,961	20,646,201
Current bank accounts- foreign currency	2,038,108	1,974,274
Bank deposits	562,179	7,648,224
Cash on hand	1,887	3,131
Other cash equivalents	1,199,449	2,185
Total	8,549,584	30,274,015

Cash and cash equivalents comprise cash on hand, current bank accounts, and short-term bank deposits with an original maturity of up to three months, held to meet short-term cash commitments, as well as cheques and bills of exchange deposited with banks.

Bank overdrafts are presented in the statement of financial position within amounts due to credit institutions falling due within one year (Note 23).

Collateral deposits pledged as security for financing arrangements are included in the statement of financial position under non-current assets and other assets (Note 17).

All bank accounts are held with credit institutions with investment-grade ratings, supporting their long-term creditworthiness. UniCredit has a long-term rating of BBB with a stable outlook, while BRD is rated BBB+.

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20. Property, plant and equipment

	Land and land improvements	Buildings	Plant and machinery	Furniture and office equipment	Assets under construction	Investment property	Total
Gross carrying amount							
Balance at 1 January							
2024	5,654,454	8,749,489	13,447,426	1,610,948	388,244	2,688,425	32,538,988
Additions	3,185,473	1,417,558	5,761,693	376,441	69,078,819	-	79,819,984
Disposals	-	-	(175,884)	-	-	-	(175,884)
Transfers	-	609,438	728,842	254,455	(1,592,735)	-	-
Balance at 31							
December 2024	8,839,927	10,776,485	19,762,078	2,241,844	67,874,329	2,688,425	112,183,088
Balance at 1 January							
2025	8,839,927	10,776,485	19,762,078	2,241,844	67,874,329	2,688,425	112,183,088
Acquisitions through business combinations	597,739	116,132	875,275	30,535	3,962,216	-	5,581,897
Additions	296,160	5,034,616	475,571	314,327	127,847,947	-	133,968,621
Disposals	-	(396,720)	(388,139)	(6,056)	-	-	(790,915)
Transfers	-	728,726	27,696	-	(756,422)	-	-
Balance at 31							
December 2025	9,733,826	16,259,240	20,752,480	2,580,650	198,928,071	2,688,425	250,942,692
Accumulated depreciation							
Balance at 1 January							
2024	-	1,950,343	4,016,409	656,397	-	422,659	7,045,808
Depreciation charge	-	1,293,091	2,368,817	409,542	-	84,532	4,155,982
Accumulated depreciation of disposals	-	-	(151,717)	-	-	-	(151,717)
Balance at 31							
December 2024	-	3,243,434	6,233,508	1,065,940	-	507,192	11,050,073
Balance at 1 January							
2025	-	3,243,434	6,233,508	1,065,940	-	507,192	11,050,073
Depreciation charge	1,274	2,061,282	2,638,547	407,437	-	84,532	5,193,072
Accumulated depreciation of disposals	-	(165,300)	(259,396)	(5,367)	-	-	(430,063)
Balance at 31							
December 2025	1,274	5,139,416	8,612,659	1,468,010	-	591,724	15,813,082
Net carrying amount							
Balance at 31							
December 2024	8,839,927	7,533,052	13,528,570	1,175,905	67,874,329	2,181,234	101,133,015
Balance at 31							
December 2025	9,732,552	11,119,824	12,139,821	1,112,640	198,928,071	2,096,702	235,129,610

The "Buildings" category mainly includes leased office premises, related fit-out costs, as well as the Baicoi central warehouse used in the Group's operations.

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The “Plant and machinery” category mainly includes investments in IT equipment, as well as the Group’s vehicle fleet, which is used under lease agreements.

The “Assets under construction” category mainly includes investments in solar power plants. During 2025, the Group completed the construction of three solar power plants which, as at the reporting date, were in the process of obtaining grid connection certificates. The total capitalised cost of these projects amounts to RON 184,250,746. Commissioning is expected in the first half of 2026.

Right-of-use assets

Right-of-use assets, previously presented separately, have been reclassified within property, plant and equipment. Comparative information has been restated accordingly.

Right-of-use assets recognised in accordance with IFRS 16, arising mainly from lease contracts for office premises used by Group entities and for the vehicle fleet, amount to a net carrying value of RON 6,747,428 as at 31 December 2025 (31 December 2024: RON 6,365,625).

Investment property

Investment property comprises two premises owned by the parent company and leased on a long-term basis to a retail entity for commercial use. These are recognised and subsequently measured at cost in accordance with the Group’s accounting policies.

The fair value of investment property as at 31 December 2025 is RON 4,445,229 (31 December 2024: RON 3,842,167) and has been determined based on external valuation reports

The Group performed an impairment review and concluded that no impairment was required at 31 December 2025 and 31 December 2024.

Mortgages over property, plant and equipment are disclosed in Note 23 – Borrowings and related liabilities.

20. INTANGIBLE ASSETS AND GOODWILL

	Goodwill	Incorporation costs	Development costs	Licenses, patents and other rights	Other intangible assets	Total
Gross carrying amount						
Balance at 1 January 2024	3,637,669	2,589	3,272,026	407,258	153,176	7,472,718
Additions	17,385	14,477	4,476,891	243,495	49,929	4,802,177
Balance at 31 December 2024	3,655,054	17,066	7,748,916	650,753	203,105	12,274,894
Balance at 1 January 2025	3,655,054	17,066	7,748,916	650,753	203,105	12,274,894
Acquisitions through business combinations	29,642,304	-	-	-	559	29,642,862
Additions	-	714	5,136,540	677,179	317	5,814,750
Balance at 31 December 2025	33,297,358	17,780	12,885,456	1,327,932	203,981	47,732,507

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	Goodwill	Incorporation costs	Development costs	Licenses, patents and other rights	Other intangible assets	Total
Accumulated depreciation						
Balance at 1 January 2024	-	2,589	-	128,886	17,810	149,285
Depreciation charge		1,234	-	281,286	140,620	423,140
Balance at 31 December 2024	-	3,823	-	410,172	158,430	572,425
Balance at 1 January 2025	-	3,823	-	410,172	158,430	572,425
Depreciation charge	-	4,179	-	434,245	19,034	457,458
Balance at 31 December 2025	-	8,002	-	844,417	177,464	1,029,883
Net carrying amount						
Balance at 31 December 2024	3,655,054	13,243	7,748,916	240,581	44,676	11,702,470
Balance at 31 December 2025	33,297,358	9,778	12,885,456	483,515	26,517	46,702,624

Goodwill arises in business combinations and represents the difference between the consideration transferred (plus, where applicable, non-controlling interests) and the fair value of the identifiable net assets at the acquisition date. Goodwill is not amortised but is tested annually for impairment and whenever there are indications of impairment.

In 2025, the Group recognised goodwill of RON 29,642,304, mainly arising from the acquisition of the Bughea project, which contributed to the increase with RON 28,335,809 (Note 27).

The recoverable amount of cash-generating units was determined based on value in use, using projected cash flows over the economic life of the assets of up to 30 years.

Cash flows were discounted using rates ranging between 9.6% and 12.9%, reflecting the specific risks of each cash-generating unit, the financing structure and the scale of the underlying operations.

The impairment test performed at the reporting date did not indicate any impairment of goodwill.

The “Development costs” category includes costs related to the development of an autonomous industrial robot designed for cleaning hard floors, with applications in commercial and industrial environments, recorded in the subsidiary Agora Robotics.

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21. CAPITAL AND RESERVES

a) Share capital

	<u>31 December 2025</u>	<u>31 December 2024</u>
Share capital	1,628,346	1,583,730

In 2024, the share capital was increased through the issuance of 30,777 new shares with a nominal value of RON 0.2 per share and a total nominal value of RON 6,155, granted free of charge to certain employees under the Stock Option Plan.

In 2025, the share capital was further increased through the issuance of 223,081 bonus shares following the capitalisation of share premium, each with a nominal value of RON 0.2, resulting in a total nominal value of RON 44,616.

During the same year, the Group repurchased treasury shares, of which 62,920 shares were subsequently granted free of charge to employees under the Stock Option Plan. The shares were repurchased at nominal value, while fractional entitlements were settled in cash at market value. The total transaction cost of RON 110,806 was recognised as a reduction in equity.

At 31 December 2025, the Group's issued share capital comprised 8,141,731 ordinary shares with a nominal value of RON 0.2 per share (31 December 2024: 7,918,650 ordinary shares).

Shareholders

	<u>31 December 2025</u>		<u>31 December 2024</u>	
Nedeia Iulian	1,635,681	20.0900%	1,688,941	21.3286%
Bazarciuc Sergiu-Eugen	1,616,569	19.8553%	1,671,375	21.1068%
Vilau Radu-Laurentiu	1,614,635	19.8315%	1,669,375	21.0816%
Other shareholders	3,274,846	40.2232%	2,888,959	36.483%
	8,141,731	100%	7,918,650	100%

b) Share premium

At 31 December 2025, the Group's share premium amounted to RON 33,881,783 (31 December 2024: RON 30,963,983). The increase reflects the shares granted to employees under the Stock Option Plan (Note 11).

c) Reserves

Reserves include the legal reserve established in accordance with applicable legislation, as well as foreign currency translation differences arising from the conversion of the financial statements of foreign entities, recognised in other comprehensive income in accordance with IAS 21 – *The Effects of Changes in Foreign Exchange Rates*.

d) Non-controlling interests

	<u>31 December 2025</u>	<u>31 December 2024</u>
Non-controlling interests	3,270,026	3,200,577

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Non-controlling interests represent the interests held by minority shareholders in the Group's consolidated subsidiaries. Their movement is presented in the statement of changes in equity.

Non-controlling interests as at 31 December 2025 and 31 December 2024 mainly relate to the performance of Ges Furnizare SRL and ANT Power Energy SRL, in which Simtel Team holds 62% and 51% of the shares, respectively (Note 29).

22. BORROWINGS

	31 December 2025	31 December 2024
Bank overdraft	897,383	5,150,667
Short-term borrowings	78,842,894	20,308,535
Long-term borrowings	101,217,113	42,211,394
Current portion of long-term borrowings	40,943,647	3,757,004
Total	221,901,037	71,427,600

Borrowings and related liabilities are financial liabilities measured at amortised cost and are recognised in the statement of financial position accordingly.

As at 31 December 2025 and 31 December 2024, the Group had the following loans and credit facilities outstanding:

SIMTEL TEAM SA – Bank guarantees

Facility	Lender	Amount (ccy of the facility)	Currency	Maturity date	31 December 2024	31 December 2025
Non-cash facilities	Unicredit Bank	12,000,000	EUR	25.11.2030	-	44,886,851
Bank guarantee facility	BRD	20,150,000	EUR	21.03.2026	-	61,160,762
Non-cash facilities	Unicredit Bank	45,000,000	RON	16.03.2029	8,518,642	-
Non-cash facilities	Unicredit Bank	7,200,000	RON	20.01.2028	6,858,865	-
Bank guarantee facility	BRD	4,000,000	EUR	21.03.2025	6,654,026	-

SIMTEL TEAM SA – Bank overdrafts/ borrowings

Facility	Lender	Amount (ccy of the facility)	Currency	Maturity date	31 December 2024	31 December 2025
Working capital facility – sub-limit B	Unicredit Bank	8,558,696	EUR	25.11.2027	-	43,326,076
Working capital facility	Unicredit Bank	25,000,000	RON	16.05.2025	11,746,151	-
Uncommitted working capital facility	Unicredit Bank	4,500,000	RON	02.08.2027	2,251,693	1,380,070
Medium/long-term financing	Unicredit Bank	470,000	EUR	10.12.2027	779,262	532,511
Medium/long-term financing	Unicredit Bank	5,000,000	RON	18.12.2026	5,000,000	-
Medium/long-term financing	Unicredit Bank	860,000	EUR	27.12.2028	3,422,301	2,630,827
Revolving	BRD	9,247,459	EUR	06.11.2026	-	897,383

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Facility	Lender	Amount (ccy of the facility)	Currency	Maturity date	31 December 2024	31 December 2025
Revolving	BRD	6,000,000	EUR	21.03.2025	5,150,562	-
Medium/long-term financing	BRD	5,000,000	RON	29.04.2027	5,000,000	5,000,000
Investment loan	BT	12,318,296	EUR	30.09.2035	-	60,472,706
Secured bridge loan	BT	60,612,327	RON	31.03.2026	-	60,612,327

GES FURNIZARE – Bank borrowings/guarantees

Facility	Lender	Amount (ccy of the facility)	Currency	Maturity date	31 December 2024	31 December 2025
Short-term financing	BRD	2,000,000	EUR	21.03.2025	1,721,394	-
Short-term financing	BRD	25,000,000	RON	06.11.2026	-	17,312,189
Bank guarantee facility	BRD	10,000,000	RON EUR	06.11.2026	-	3,958,568

PLESOIU SOLAR – Bank borrowings

Facility	Lender	Amount (ccy of the facility)	Currency	Maturity date	31 December 2024	31 December 2025
Investment loan	Banca Transilvania	693,000	EUR	15.06.2033	3,083,910	2,789,122
Investment loan	Banca Transilvania	307,000	EUR	15.11.2033	1,485,614	1,353,560

OASIS GREEN ENERGY 3 – Bank borrowings

Facility	Lender	Amount (ccy of the facility)	Currency	Maturity date	31 December 2024	31 December 2025
Medium/long-term financing	Unicredit Bank	2,500,000	EUR	24.05.2035	12,435,250	11,434,946

SIRIUS IMMOB 2 – Credite bancare

Facility	Lender	Amount (ccy of the facility)	Currency	Maturity date	31 December 2024	31 December 2025
Medium/long-term financing	Unicredit Bank	2,700,000	EUR	19.09.2035	12,510,473	12,736,661

The Group's bank borrowings bear variable interest, calculated primarily based on EURIBOR or ROBOR, depending on the currency of the financing, plus contractual margins agreed with credit institutions. These margins vary depending on the type of financing (short-term or long-term), ranging between 1.25% and 4% over EURIBOR and between 1.25% and 2.5% over ROBOR.

Security for borrowings

The Group's bank borrowings are secured by pledges over bank accounts, trade receivables, inventories and future cash flows, as well as by mortgages over certain land, premises owned by the Group and certain photovoltaic projects. In addition, certain facilities are secured by cash collateral deposits, personal guarantees provided by shareholders and state guarantees issued by FNGCIMM. In some cases, Simtel Team S.A. acts as guarantor for the obligations of other Group entities.

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As at 31 December 2025, property, plant and equipment with a net carrying amount of RON 206,088,123 (2024: RON 14,543,093) are pledged as security for these credit facilities.

Covenants

The Group's financing agreements include covenants relating to (i) minimum turnover through bank accounts held with the financing banks, (ii) coverage of utilised facilities by receivables and inventories, (iii) maintaining agreed financial and operational ratios, and (iv) the obligation to insure pledged assets and to provide lenders with periodic financial and operational information.

Reconciliation of movements of liabilities to cash flows arising from financing activity:

	Bank borrowings	Lease liabilities	Total
Balance at 1 January 2025	71,427,600	6,496,594	77,924,194
<i>Changes from financing cash flow</i>			
Proceeds from borrowings	606,049,469	-	606,049,469
Repayment of borrowings	(458,835,471)	-	(458,835,471)
Lease payments	-	(3,266,258)	(3,266,258)
Total changes	147,213,998	(3,266,258)	143,947,740
<i>The effect of changes in foreign exchange rates</i>	1,836,781	-	1,836,781
<i>Other changes</i>			
Lease modification	-	4,065,022	4,065,022
Interest expense	5,961,014	604,994	6,566,008
Borrowing costs capitalised	5,931,820	-	5,931,819
Interest paid	(10,470,176)	(604,994)	(11,075,169)
Total other changes	1,422,658	4,065,022	5,487,680
Balance at 31 December 2025	221,901,037	7,295,358	229,196,395
	Bank borrowings	Lease liabilities	Total
Balance at 1 January 2024	54,808,640	4,460,736	59,269,376
<i>Changes from financing cash flow</i>			
Proceeds from borrowings	140,759,922	-	140,759,922
Repayment of borrowings	(124,140,962)	-	(124,140,962)
Lease payments	-	(1,414,264)	(1,414,264)
Total changes	16,618,960	(1,414,264)	15,204,696
<i>Other changes</i>			
Lease modification	-	3,450,122	3,450,122
Interest expense	3,477,836	501,571	3,979,407
Interest paid	(3,477,836)	(501,571)	(3,979,407)
Total other changes	-	3,450,122	3,450,122
Balance at 31 December 2024	71,427,600	6,496,594	77,924,194

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23. TRADE AND OTHER PAYABLES

a) TRADE PAYABLES

Trade payables at 31 December 2025 and 31 December 2024 are presented as follows:

	31 December 2025	31 December 2024
Domestic trade payables	145,463,961	80,348,504
Foreign trade payables	1,080,051	28,823,500
Unbilled trade payables	20,898,429	16,668,298
Total	167,442,441	125,840,302

Trade payables represent amounts due for goods and services acquired in the ordinary course of business.

As at 31 December 2025, trade payables mainly relate to suppliers of equipment for ongoing projects.

b) OTHER PAYABLES

	31 December 2025	31 December 2024
Contract liabilities (Note 8)	7,830,950	1,314,717
Amounts due to NCI	1,461,779	748,358
VAT payable	3,015,385	7,631,098
Income tax payable	1,137,105	5,882,938
Employee-related liabilities	4,556,167	2,756,816
Guarantees received	720,655	1,362,211
Other payables	1,202,182	65,740
Total	19,924,223	19,761,878

VAT payable as at 31 December 2025 decreased as a result of investments made by the parent company during the year, which generated VAT recoverable at its level (Note 17).

The decrease in income tax payable as at 31 December 2025, compared to 31 December 2024, is mainly driven by the evolution of operating results in the fourth quarter of 2025 compared to the same period of the previous year.

24. DEFERRED INCOME

	31 December 2025		31 December 2024	
	Current	Non-current	Current	Non-current
Government grants	2,111,588	59,026,806	147,300	526,071
Other deferred income	178,708	615,553	98,421	200,367
Total	2,290,296	59,642,359	245,721	726,438

Government grants relate to grants received for investments in property, plant and equipment, primarily in connection with the photovoltaic power plant in Giurgiu, recognised during 2025. These are initially recognised as deferred income and subsequently recognised in profit or loss over the useful life of the related assets, in line with their depreciation.

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As at 31 December 2025, the grants related to the Giurgiu photovoltaic power plant had not yet been received, with the Group recognising a receivable of RON 60,612,327, as there is reasonable assurance that the amounts will be collected and the related conditions will be met.

25. FINANCIAL INSTRUMENTS

a) Accounting classifications

In accordance with IFRS 9, the Group classifies its financial assets based on the applicable business model and the characteristics of the contractual cash flows.

Other non-current assets, trade receivables, government grants receivable, other receivables, and cash and cash equivalents are measured at amortised cost, as they are held to collect contractual cash flows that represent solely payments of principal and interest.

Financial liabilities, including bank borrowings, lease liabilities, trade payables and liabilities related to the acquisition of subsidiaries, are subsequently measured at amortised cost using the effective interest method.

The carrying amounts of financial instruments are as follows:

	31 December 2025	31 December 2024
<u>Financial assets measured at amortised cost</u>		
Other non-current assets	6,151,476	4,113,319
Trade receivables*	124,648,906	78,829,621
Government grants receivable	60,612,327	-
Other current assets**	4,670,980	-
Cash and cash equivalents	8,549,584	30,274,015
Total financial assets	204,633,273	113,216,955
<u>Financial liabilities measured at amortised cost</u>		
Bank borrowings	221,901,037	71,427,600
Lease liabilities	7,295,358	6,496,594
Trade payables	167,442,441	125,840,302
Liabilities related to the acquisition of subsidiaries	32,207,190	-
Other payables***	1,461,779	748,358
Total financial liabilities	430,307,805	204,512,854

* Trade receivables, excluding contract assets

**Other receivables, excluding non-financial assets (such as tax receivables, prepayments, contractual guarantees and other similar items)

***Other liabilities, excluding non-financial liabilities (such as advances received, tax liabilities and contract liabilities).

b) Financial risk management

Credit risk

Credit risk represents the risk that a counterparty fails to meet its contractual obligations, resulting in a financial loss for the Group. The Group's maximum exposure to credit risk is represented by the carrying amount of its financial assets and contract assets at the reporting date, net of expected credit loss allowances.

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The Group is exposed to credit risk arising from its operating activities, primarily in relation to trade receivables, as well as from its financing activities, including cash and cash equivalents and other financial assets.

Exposure to credit risk:

	31 December 2025	31 December 2024
Other non-current assets	6,151,476	4,113,319
Trade receivables and contract assets	168,946,548	78,829,621
Government grants receivable	60,612,327	-
Other current assets	4,670,980	-
Cash and cash equivalents	8,549,584	30,274,015
Total financial assets and contract assets	248,930,915	113,216,955

The Group recognises expected credit losses ("ECL") for financial assets measured at amortised cost and contract assets, in accordance with IFRS 9. Financial assets subject to impairment mainly include trade receivables, government grants receivable, other financial receivables, cash collateral, as well as cash and cash equivalents.

Trade receivables and contract assets

For trade receivables and contract assets, the Group applies the simplified approach under IFRS 9 and recognises lifetime expected credit losses. Credit risk is assessed based on ageing of receivables, historical collection patterns and information available at the reporting date regarding the financial position of counterparties.

The Group's exposure to credit risk related to trade receivables and contract assets, including expected credit loss allowances, is presented in the table below:

	31 December 2025	31 December 2024
Gross exposure to credit risk	169,741,141	80,216,496
Allowance for expected credit losses	(794,593)	(370,000)
Net exposure to credit risk	168,946,548	79,846,496

Based on historical collection experience and the characteristics of its customer portfolio, the Group considers the risk of non-collection to be low for receivables that are current or only moderately past due. Expected credit loss allowances are mainly recognised for receivables outstanding for more than 360 days.

Contract assets arise primarily from EPC contracts, where revenue is recognised based on the stage of completion prior to invoicing. The associated credit risk is considered limited, given the contractual framework and the nature of the Group's relationships with its customers.

Other financial assets

Other financial assets include government grants receivable, cash collateral, other receivables, and cash and cash equivalents. The related credit risk is considered low, given the nature of the counterparties. Government grants receivable are due from public institutions, while cash and deposits are held with reputable financial institutions. Accordingly, expected credit losses for these assets are considered immaterial at the reporting date.

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Based on the above, management considers the Group's exposure to credit risk arising from its financial assets to be limited and adequately managed.

Liquidity risk

Liquidity risk represents the risk that the Group may encounter difficulties in meeting its obligations associated with financial liabilities settled by delivering cash or another financial asset.

The Group monitors liquidity risk through cash flow forecasts, which take into account expected collections from trade receivables as well as cash outflows related to the repayment of borrowings, trade payables and other liabilities.

Given the nature of its activities, in particular the design, development and implementation of energy projects (EPC), the Group's cash flows may be subject to timing differences between the acquisition of equipment and services, execution of works, invoicing and collection of trade receivables.

Accordingly, liquidity management relies primarily on cash flows generated from operating activities, namely the billing and collection of trade receivables, as well as on the use of available bank financing facilities.

The Group aims to maintain an adequate level of cash in bank accounts and access to bank financing in order to meet its expected cash outflows related to financial liabilities.

Exposure to liquidity risk

The table below presents the remaining contractual maturities of the Group's financial liabilities as at the reporting date. Contractual cash flows are presented on a gross and undiscounted basis and include estimated contractual interest payments, in accordance with IFRS 7 – *Financial Instruments: Disclosures*.

	Contractual cash flows				
	Carrying amount	Total	< 12 months	1 - 5 years	> 5 years
31 December 2025					
Financial liabilities					
Trade payables	167,442,441	167,442,441	167,442,441	-	-
Liabilities related to the acquisition of subsidiaries	32,207,190	32,207,190	-	32,207,190	-
Other payables	1,461,779	1,461,779	1,461,779	-	-
Bank borrowings	221,901,037	251,493,415	144,298,141	56,248,209	50,947,065
Lease liabilities	7,295,358	8,488,035	3,776,491	4,711,544	-
Total	430,307,805	461,092,859	316,978,851	93,166,943	50,947,065

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31 December 2024	Contractual cash flows				
	Carrying amount	Total	< 12 months	1 - 5 years	> 5 years
Datorii financiare					
Trade payables	125,840,302	125,840,302	125,840,302	-	-
Other payables	748,358	748,358	748,358	-	-
Bank borrowings	71,427,600	82,385,883	34,924,158	31,305,722	16,156,003
Lease liabilities	6,496,594	7,068,623	2,893,259	4,175,364	
Total	204,512,854	216,043,166	164,406,077	35,481,086	16,156,003

Market risk

Market risk represents the risk that changes in market conditions, such as fluctuations in foreign exchange rates and interest rates, may affect the Group's financial results or the value of its financial instruments. Management aims to manage these exposures by maintaining market risks within acceptable levels while optimising the returns of the Group's activities.

i) Foreign exchange risk

Foreign exchange risk represents the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group is exposed to foreign exchange risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated and the functional currency of the Group entities. The functional currency of the Group's entities is the Romanian leu (RON).

The majority of the Group's transactions are denominated in RON. However, certain transactions and liabilities are denominated in foreign currencies. As at the reporting date, the Group's exposure to foreign exchange risk arises primarily from borrowings denominated in EUR.

The Group's policy is to use the local currency as much as possible in its operations. The Group does not use derivative financial instruments or other hedging instruments to manage foreign exchange risk.

	31 December 2025		
	- RON equivalent of the currency-		
	EUR	USD	CHF
Trade receivables and contract assets	504,157		
Other assets	529,202		
Cash and cash equivalents	1,692,454	4,118	57
Trade payables	(1,080,051)		
Bank borrowings	(107,810,735)		
Lease liabilities	(7,201,388)		
Net exposure	(113,366,361)	4,118	57

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	31 December 2024		
	- RON equivalent of the currency-		
	EUR	USD	CHF
Trade receivables and contract assets	422,678		
Cash and cash equivalents	2,259,128	-	-
Trade payables	(28,823,497)		
Bank borrowings	(47,429,756)		
Lease liabilities	(6,320,048)		
Net exposure	(79,891,495)	-	-

Sensitivity analysis

An appreciation or depreciation of the Romanian leu (RON) by $\pm 5\%$ against other currencies, with all other variables held constant, would have resulted in an increase or decrease in profit before tax as at 31 December 2025 of approximately RON 5,668,318 (31 December 2024: RON 3,994,575), as a result of the remeasurement of foreign currency-denominated assets and liabilities.

ii) Interest rate risk

The group has bank borrowings with variable interest rates, which can expose it to interest rate risk.

	31 December 2025	31 December 2024
Fixed interest rate instruments		
Financial assets		
Collateral deposits for performance guarantees	8,056,694	4,113,319
Bank deposits	562,179	7,648,224
Total	8,618,873	11,761,543
Financial liabilities		
Leasing	7,295,358	6,496,594
Variable interest rate instruments		
Financial liabilities		
Bank borrowings	221,901,037	71,427,600
Total	229,196,395	77,924,194

Sensitivity analysis of the fair value of fixed-rate instruments

The Group does not hold fixed-rate financial assets or liabilities measured at fair value through profit or loss. Accordingly, a change in interest rates at the reporting date would not result in a gain or loss recognised in profit or loss.

Cash flow sensitivity analysis of variable-rate instruments

An increase/decrease of 50 basis points in interest rates at the reporting date would have resulted in a decrease/increase in profit before tax of approximately RON 1,109,505 (31 December 2024: RON 357,138), as a result of exposure to variable-rate financial instruments. This analysis assumes that all other variables, in particular foreign exchange rates, remain constant.

26. ACQUISITION OF SUBSIDIARIES

a) *SMTL Solar Bughea*

In July 2025, the Group acquired 100% of the share capital of SMTL Solar Bughea SRL. The main objective of this investment is to complete the project and subsequently realise its value through the sale of the project company to third parties.

The total consideration for the acquisition amounted to RON 32,207,190, comprising RON 28,348,276 for the shares acquired and RON 3,858,914 representing a shareholder loan owed by the acquired entity to the former shareholder, which was assumed by Simtel Team. There is no contingent consideration associated with the transaction.

The table below presents the fair values of the assets and liabilities acquired:

Property, plant and equipment	3,962,216
Trade and other receivables	236,868
Cash and cash equivalents	2,402
Shareholder loans	(3,858,914)
Trade and other payables	(330,105)
Net assets	12,467
Consideration transferred	28,348,276
Goodwill	28,335,809

The consideration transferred was determined based on a valuation performed by an independent external valuer at the “ready-to-build” stage, using an income approach. Under this approach, the discounted cash flow (DCF) method was applied, with the valuation based on the project’s ability to generate positive cash flows over its estimated operating life.

The key assumptions used in the valuation included a discount rate of 12.45%, an estimated operating life of 25 years and forecast electricity prices.

The identifiable assets acquired and liabilities assumed were recognised at fair value at the acquisition date, in accordance with IFRS 3. Given their nature, as well as the fact that most transactions were recorded close to the acquisition date (within approximately 12 months), management concluded that the carrying amounts represent a reasonable approximation of fair value at the acquisition date.

No separately identifiable intangible assets were recognised as part of the purchase price allocation.

b) *Sueno Solar SRL, Alsen Energy Consulting SRL and ANTEnergy s.r.o*

During the financial year 2025, the Group acquired three additional entities: Sueno Solar SRL, Alsen Energy Consulting SRL and ANTEnergy s.r.o., operating in the electricity sector. None of these acquisitions is individually significant and the related information is presented on an aggregated basis.

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The table below presents the fair values of the assets and liabilities acquired:

Property, plant and equipment	1,607,032
Intangible assets	559
Inventories	371,776
Trade and other receivables	249,331
Cash and cash equivalents	447,616
Lease liabilities	(121,628)
Trade and other payables	(523,418)
Deferred tax assets	(59,484)
Net assets	1,971,783
Consideration transferred	2,648,713
Non-controlling interests	132,103
Goodwill	1,306,932
Gain from bargain purchase of subsidiaries	497,899

The fair values of the assets acquired and liabilities assumed at the acquisition date were determined either based on independent valuations or management estimates, depending on the nature and complexity of each acquisition.

Non-controlling interests were measured at the proportionate share of the identifiable net assets at the acquisition date.

Before recognising the gain on a bargain purchase, management reassessed the identification and measurement of the assets acquired and liabilities assumed, in accordance with IFRS 3. The resulting gain was recognised in profit or loss.

c) Oasis Green Energy 3 SRL

In 2024, the Group acquired 100% of the share capital of Oasis Green Energy 3 SRL. The total consideration for the acquisition amounted to RON 2,287,690, with no contingent consideration associated with the transaction.

The table below presents the recognised amounts of the assets and liabilities acquired:

Property, plant and equipment	3,181,881
Trade and other receivables	104,187
Cash and cash equivalents	14,770
Shareholder loans	(1,030,005)
Net assets	2,270,833
Consideration transferred	2,287,690
Goodwill	16,857

The consideration transferred was determined based on a valuation performed by an independent external valuer at the “ready-to-build” stage, using an income approach. Under this approach, the discounted cash flow (DCF) method was applied, with the valuation based on the project’s ability to generate positive cash flows over its estimated operating life.

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The key assumptions used in the valuation included a discount rate of 7.67%, an estimated operating life of 25 years and forecast electricity prices.

The identifiable assets acquired and liabilities assumed were recognised at fair value at the acquisition date, in accordance with IFRS 3. No separately identifiable intangible assets were recognised as part of the purchase price allocation.

d) Sirius Immob 2 SRL

In 2024, the Group acquired 100% of the share capital of Sirius Immob 2 SRL. The total consideration for the acquisition amounted to RON 2,038,624, with no contingent consideration associated with the transaction.

The table below presents the recognised amounts of the assets and liabilities acquired:

Property, plant and equipment	3,642,100
Trade and other receivables	53,159
Cash and cash equivalents	7,525
Shareholder loans	(573,405)
Trade and other payables	(298,092)
Net assets	2,831,287
Consideration transferred	2,038,624
Goodwill	792,663

The consideration transferred was determined based on a valuation performed by an independent external valuer at the “ready-to-build” stage, using an income approach. Under this approach, the discounted cash flow (DCF) method was applied, with the valuation based on the project’s ability to generate positive cash flows over its estimated operating life.

The key assumptions used in the valuation included a discount rate of 7.67%, an estimated operating life of 30 years and forecast electricity prices.

The identifiable assets acquired and liabilities assumed were recognised at fair value at the acquisition date, in accordance with IFRS 3. No separately identifiable intangible assets were recognised as part of the purchase price allocation.

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27. LIST OF SUBSIDIARIES

As at 31 December 2025, the Group comprises the parent company, SIMTEL TEAM S.A., and the following fully consolidated subsidiaries

Subsidiary	Country	Main activity	Year	Shareholding (%)	
				2025	2024
Simtel Industrial Control SRL	Romania	Machine and equipment installation services	2012	100%	75%
Plesoiu Solar SRL	Romania	Electricity production	2012	98,6%	98,6%
SMTL Solar Anina SRL	Romania	Electricity production	2022	100%	100%
SMTL Solar Ianca SRL	Romania	Electricity production	2022	100%	100%
SMTL Solar Giurgiu SRL	Romania	Electricity production	2021	100%	100%
ANT Power Energy SRL	Romania	Energy forecasting and analysis services	2013	51%	51%
Agora Robotics SRL	Romania	Research & Development	2020	51%	51%
Simtel Solar SRL	Moldova	EPC Renewable Energy Services	2022	100%	100%
SN Energie Company SRL	Romania	Electricity production	2022	100%	100%
Custom Soft Solutions SRL	Romania	Software development services	2020	79,91%	79,91%
GES Furnizare SRL	Romania	Sale of electricity and natural gas	2023	62%	62%
Oasis Green Energy 3 SRL	Romania	Electricity production	2024	100%	100%
Sirius Immob 2 SRL	Romania	Electricity production	2024	100%	100%
SMTL Energy Infrastructure SRL	Romania	Electricity production	2024	100%	100%
SMTL Energy Project SRL	Romania	Electricity production	2024	100%	100%
SMTL Energy System SRL	Romania	Electricity production	2024	100%	100%
SMTL Energy Development SRL	Romania	Electricity production	2024	100%	100%
Simtel Technology SRL	Romania	Electricity production	2024	100%	100%
Ges Energy Trade SRL	Moldova	Sale of electricity and natural gas	2024	50,86%	50,86%
SMTL Solar GMBH	Germany	EPC Renewable Energy Services	2025	95%	-
Simtel Management SRL	Romania	Business and management consulting	2025	100%	-
Simtel Operations SRL	Romania	Business and management consulting	2025	100%	-
Simtel Services SRL	Romania	Business and management consulting	2025	100%	-
SMTL Solar Bughea SRL	Romania	Electricity production	2025	100%	-
Alsen Energy Consulting SRL	Romania	Electricity market consultancy	2025	28,05%	-
ANTEnergy s.r.o	Czechia	Electricity market consultancy	2025	31,62%	-
Sueno Solar SRL	Romania	Electricity production	2025	62%	-

* The holdings presented represent the effective shareholding of the Group.

The Group's subsidiaries are engaged in the development and implementation of renewable energy projects, the supply of electricity and natural gas, consulting, energy forecasting and analytics services, as well as research and development activities in industrial technologies.

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28. Non-controlling interests

The table below summarises information relating to each of the Group's subsidiaries with material non-controlling interests, before intra-group eliminations

	GES Furnizare	ANT Power Energy	Other subsidiaries with immaterial NCI
2025			
Percentage of non-controlling interests	38%	49%	
Non-current assets	6,286,623	2,229,514	19,561,186
Current assets	41,207,991	1,595,433	1,414,580
Non-current liabilities	(1,187,449)	(497,702)	(19,315,317)
Current liabilities	(37,627,004)	(2,231,257)	(2,961,226)
Net assets, of which:	8,680,161	1,095,988	(1,300,777)
Attributable to subsidiaries' NCI	-	60,428	-
Attributable to owners of the subsidiary	8,680,161	1,035,560	(1,300,777)
Attributable to non-controlling interests	2,431,990	507,424	(179,619)
Revenue	277,645,893	8,565,336	6,269,044
Net profit/(loss)	6,409,560	2,588,001	(1,215,023)
Attributable to subsidiaries' NCI	-	175,211	-
Attributable to owners of the subsidiary	6,409,560	2,412,790	(1,215,023)
Attributable to non-controlling interests	2,435,633	1,182,267	(57,090)
Net cash from operating activities	439,814	1,993,494	5,623,700
Net cash used in investing activities	(6,358,190)	(921,686)	(4,923,469)
Net cash from/(used in) financing activities	4,990,408	(4,926,531)	(453,024)
Net increase/(decrease) in cash	(927,967)	(3,854,723)	247,207
2024			
Percentage of non-controlling interests	38%	49%	
Non-current assets	1,480,650	176,353	14,704,444
Current assets	23,510,663	5,080,313	1,126,818
Non-current liabilities	(689,063)	(30,175)	(15,240,582)
Current liabilities	(19,848,454)	(748,754)	(1,319,100)
Net assets, of which:	4,453,796	4,477,737	(728,420)
Attributable to non-controlling interests	1,122,442	2,194,091	(120,438)
Revenue	64,658,548	9,055,715	5,234,672
Net profit/(loss)	3,085,471	4,189,438	(502,602)
Attributable to non-controlling interests	1,172,479	2,052,825	(5,631)
Net cash from operating activities	(7,298,267)	3,963,248	5,828,881
Net cash used in investing activities	(21,186)	38,188	(6,689,951)
Net cash from/(used in) financing activities	9,924,105	(1,791,368)	1,129,795
Net increase/(decrease) in cash	2,604,652	2,210,068	268,725

29. COMMITMENTS

29.1 Capital commitments

As at the reporting date, the Group has no significant contractual commitments for the acquisition of property, plant and equipment or intangible assets that are not already reflected in the consolidated financial statements.

29.2 Guarantees

Bank guarantees issued as at 31 December 2025 amount to RON 110,006,181 (2024: RON 22,031,534). The majority of these are issued under bank guarantee facilities without cash collateral being pledged.

30. CONTINGENCIES

Litigation and claims

In the normal course of business, the Group may be subject to legal proceedings. However, as at the date of approval of these financial statements, the Group is not involved in any ongoing litigation. Accordingly, no significant contingent liabilities or claims have been identified that would require the recognition of provisions or detailed disclosures, in accordance with IAS 37 – *Provisions, Contingent Liabilities and Contingent Assets*.

Tax risks and uncertainties

The Group operates within a complex and evolving tax environment. Uncertainties exist regarding the interpretation of tax regulations, changes in tax legislation, as well as the determination of the amount and timing of future taxable profits.

The Romanian tax system continues to evolve and align with European legislation, which may result in different interpretations by tax authorities in applying tax laws. Such interpretations may lead to additional tax liabilities, as well as penalties and late payment charges. Any tax penalties arising from non-compliance with applicable regulations could have a significant financial impact.

At the end of each reporting period, the Group assesses its exposure to tax risks using the best available information and, where appropriate, recognises provisions in accordance with the applicable requirements on provisions and contingent liabilities.

All tax liabilities known at the date of preparation of the financial statements have been appropriately paid or recorded.

Management believes that it has complied with applicable tax regulations and does not expect that any future tax audits will have a material adverse effect on the consolidated financial statements.

In Romania, tax periods remain open to tax audits for a period of five years from the filing date of the tax returns.

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31. RELATED PARTIES

a) *Controlling entity*

The parent company is listed on the stock exchange and its shareholding is dispersed. No shareholder exercises individual control over the Company. The founding shareholders of the Parent Company together hold 59.7770% of the voting rights and exert significant influence over the Group.

b) *Group Management*

	<u>31 December 2025</u>	<u>31 December 2024</u>
Board of Directors	1,952,700	1,952,700
Key Management		
Salaries and bonus payments	758,976	758,976
Share-based payments	600,000	-

During the financial year ended 31 December 2025, the Group paid remuneration to its directors in accordance with the remuneration policy approved by the General Meeting of Shareholders.

As at 31 December 2025 and 31 December 2024, the Group had no obligations for the payment of pensions to former directors or former members of key management.

As at 31 December 2025 and 31 December 2024, the Group had no advances granted to directors or key management personnel.

As at 31 December 2025 and 31 December 2024, there were no guarantees or future commitments undertaken by the Group on behalf of directors or key management personnel.

c) *Transactions and balances with other related parties*

At and for the financial years ended 31 December 2025 and 31 December 2024, the Group had the following balances and transactions with related parties:

Balances arising from transactions with related parties

	<u>31 December 2025</u>	<u>31 December 2024</u>
<i>Liabilities</i>		
Ravilate SRL	1,337,120	1,337,120
Eurocom Center SRL	362,611	365,211
Total liabilities	1,699,731	1,702,331
<i>Assets</i>		
Eurocom Center	27,200	27,200
Total assets	27,200	27,200

During the financial years 2025 and 2024, the Group did not enter into any transactions with other related parties. The balances outstanding at the reporting date relate to transactions carried out in previous financial periods.

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d) Transactions and balances with significant shareholders of the parent company

	31 December 2025	31 December 2024
Liabilities related to the acquisition of subsidiaries	32,207,190	-
Total	32,207,190	-

	2025	2024
Acquisition of subsidiaries	32,207,190	-
Total	32,207,190	-

e) Transactions and balances with significant shareholders of subsidiaries

	31 December 2025	31 December 2024
Dividends payable	676,759	-
Total	676,759	-

	2025	2024
Dividends declared	3,995,981	875,609
Total	3,995,981	875,609

In 2025, dividends were declared by the subsidiaries Ges Furnizare SRL and ANT Power Energy SRL (2024: ANT Power Energy SRL).

32. SUBSEQUENT EVENTS

Roborent subsidiary

In the first quarter of 2026, the Group incorporated a new subsidiary, Roborent SRL, in which the parent company holds a 76% interest. The company's main activity is IT consulting and management services related to information systems.

Geopolitical context in the Middle East

The geopolitical situation in the Middle East remains uncertain and may have an impact on global supply chains and transportation costs, including through volatility in oil prices.

The Group has indirect exposure to these developments through its reliance on international suppliers of equipment and components used in project implementation. As a result, delays in deliveries and/or increases in logistics costs may occur.

Based on the information available to date, the Group does not expect a significant impact on its operations.

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Appointment of a new Chief Executive Officer

The Group has made changes to its management structure through the appointment of a new Chief Executive Officer (CEO) of Simtel Team S.A., the parent company. This change reflects the strengthening of the management structure in the context of the Group's expansion and the diversification of its business activities.

Approved:
25 March 2026

Mihai Radu TUDOR
Chief Executive Officer

Mihai VELICU
Chief Financial Officer