

IMPACT DEVELOPER & CONTRACTOR S.A.

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

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

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	<u>31-Dec 2025</u>	<u>31-Dec-2024</u>
ASSETS		
Non-current assets		
Property, plant, and equipment	90,181	94,175
Intangible assets	760	1,012
Goodwill	3,543	3,543
Right of use assets	586	1,571
Investment property	558,649	704,167
Pipeline projects	305,017	78,515
Total non-current assets	958,736	882,983
Current assets		
Inventories	317,573	408,324
Trade and other receivables	22,269	44,242
Prepayments and other current assets	4,230	4,929
Cash and cash equivalents	40,402	71,974
Total current assets	384,474	529,469
Total assets	1,343,210	1,412,452
SHAREHOLDERS' EQUITY AND LIABILITIES		
Shareholders' equity		
Share capital	598,699	598,699
Share premium	45,622	41,379
Other reserves	56,195	47,214
Own shares	(433)	-
Retained earnings	342,742	269,760
Equity attributable to equity holders of the parent	1,042,825	957,052
Non-controlling Interest	8,019	7,984
Total equity	1,050,844	965,036
Non-current liabilities		
Loans and borrowings	106,147	181,158
Trade and other payables	6,742	5,834
Deferred tax liability	86,422	80,122
Total non-current liabilities	199,311	267,114

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

	<u>31-Dec-2025</u>	<u>31-Dec-2024</u>
Current liabilities		
Loans and borrowings	69,674	135,961
Trade and other payables	17,759	24,512
Income Tax Payables	(433)	4,377
Contract liabilities	5,929	15,320
Provisions for risk and charges	126	132
Total current liabilities	<u>93,055</u>	<u>180,302</u>
Total liabilities	<u>292,366</u>	<u>447,416</u>
Total shareholders' equity and liabilities	<u>1,343,210</u>	<u>1,412,452</u>

	12 months period ended as at	
	31-Dec-2025	31-Dec-2024
Revenue	331,077	308,254
Cost of sales	(247,478)	(223,795)
Gross profit	83,599	84,459
General and administrative expenses	(42,607)	(32,301)
Marketing expenses	(4,019)	(2,702)
Other operating income	28,163	37,112
Other operating expenses	(10,033)	(11,484)
Gains from revaluation of investment property	62,880	27,602
Operating profit	117,983	102,686
Finance income	2,412	1,911
Finance cost	(25,051)	(34,935)
Finance result net (loss)	(22,639)	(33,024)
Profit before income tax	95,344	69,662
Income tax credit/(charge)	(12,809)	(9,066)
Profit for the period	82,535	60,596
Non-controlling interest (NCI)	2,460	1,921
Equity holders of the parent	80,075	58,675
Basic earnings per share (EPS)	0.6772	0.0248
Diluted earnings per share	0.6772	0.0248
Other comprehensive income		-
Total comprehensive income for the period	82,535	60,596
Comprehensive income attributable to:		
Non-controlling interest (NCI)	2,460	1,921
Equity holders of the parent	80,075	58,675

	Share capital	Share premium	Revaluation reserves	Other reserves	Own shares	Retained earnings	Total equity attributable to equity holders of the parent	Non-controlling interest	Total equity
Balance as at 01 of January 2025	598,699	41,379	-	47,214	-	269,760	957,052	7,984	965,036
Other comprehensive income									
Profit for the period	-	-	-	-	-	80,075	80,075	2,460	82,535
Total other comprehensive income	-	-	-	-	-	80,075	80,075	2,460	82,535
Own shares	-	4,606	-	-	(796)	4,606	(796)	-	(796)
Payments based on shares	-	(363)	-	-	363	-	-	-	-
Dividends granted to shareholders	-	-	-	8,981	-	(8,981)	-	(2,425)	(2,425)
Other changes in equity	-	-	-	-	-	6,494	6,494	-	6,494
Balance as of 31 December 2025	598,699	45,622	-	56,195	(433)	342,742	1,042,825	8,019	1,050,844

This is a free translation from the original Romanian version.

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

This is a free translation from the original Romanian version.

	12 months period ended as at	
	31-Dec-2025	31-Dec-2024
Net profit	82,535	60,596
Adjustments to reconcile profit for the period to net cash flows:	(24,469)	(151)
Loss (Gain) from revaluation of Investment property	(62,385)	(27,602)
Reversal of impairment of PPE	(1,424)	(2,097)
Depreciation and amortization	4,952	3,875
Inventory write-off/ (reversal of write off)	(4,519)	(1,688)
Impairment of receivables	2,071	2,308
Finance income	(2,412)	(1,911)
Finance costs	25,051	34,935
Non cash gain from compensation not yet received	-	(17,038)
Income tax	14,197	9,066
Working capital adjustments	84,126	90,755
Decrease/(increase) in trade receivables and other receivables	25,887	(15,300)
Decrease in prepayments	699	2,139
Increase in inventory	86,306	131,754
(Decrease)/increase in trade, other payables, and contract liabilities	(15,548)	(24,017)
(Decrease)/increase in provisions	-	(156)
Income tax paid	(13,218)	(3,666)
Net cash flows from operating activities	142,192	151,199
Investing activities		
Purchase of property, plant and equipment	(1,925)	(1,831)
Proceeds (expenditure) from Investment property	-	1,041
Capital expenditures for completed Investment property	(915)	-
Expenditure on investment property under development	(6,786)	(1,794)
Proceeds from sale of PPE	1,912	2,295
Net cash flows from investing activities	(7,714)	(289)
Cash flows from financing activities:		
Proceeds from borrowings	59,969	102,544
Repayment of principal of borrowings	(208,165)	(199,566)
Dividends paid	(2,425)	(2,655)
Interest paid	(15,429)	(30,552)
Net cash used in financing activities	(166,050)	(130,229)
Net increase / (decrease) of cash and equivalents	(31,572)	20,681
Opening balance of Cash and equivalents	71,974	51,293
Closing balance of Cash and equivalents	40,402	71,974

1. REPORTING ENTITY

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

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

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

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

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

2. BASIS OF PREPARATION

a) Declaration of conformity

The Preliminary Unaudited Separate Financial Statements have been prepared in accordance with the Order of Minister of Public Finance no.2844/2016 and subsequent amendments („OMFP 2844/2016”). According to OMFP 2884/2016 the International Financial Reporting Standards ("IFRS") represent standards adopted based on the procedure as per European Commission Regulation no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards.

These Unaudited Preliminary Consolidated Financial Statements have been drawn-up prior to the completion of all internal review and analysis procedures, as well as prior to the completion of the independent audit and, as such, may be subjected to changes; at the same time, these statements do not include the information required for a complete set of financial statements, as defined by IFRS.

The Financial Statements shown here include only Preliminary Consolidated Statement of Financial Position, Preliminary Consolidated Statement of Comprehensive Income, Preliminary Consolidated Statement of Cash Flows, Preliminary Consolidated Statement of Changes in Equity and Basis of preparation to the Unaudited Preliminary Consolidated Financial Statements drawn up for the financial year ended as at 31 December 2025.

The Unaudited Preliminary Consolidated Financial Statements as of and for the financial year ended as at 31 December 2025 have not been audited nor reviewed by an independent auditor.

b) Use of estimates and professional judgments

Preparing these Unaudited Preliminary Consolidated Financial Statements means that the Company's management uses reasoning, estimates and hypotheses that affect the application of accounting policies, and the acknowledged value of the assets, debts, revenues and expenses. Actual results may differ from the estimated values.

IMPACT DEVELOPER & CONTRACTOR SA

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

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

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	31-Dec-25	31-Dec-24
ASSETS		
Non-current assets		
Tangible assets	45,232	47,144
Intangible assets	428	640
Non-current receivables	67,986	71,150
Investment property	608,166	754,571
Investments in subsidiaries	234,188	47,474
Pipeline projects	40,510	31,293
Total non-current assets	996,510	952,273
Current assets		
Inventories	301,957	371,159
Trade and other receivables	21,911	19,775
Other current assets	3,461	4,755
Cash and cash equivalents	24,880	37,644
Total current assets	352,209	433,333
Total assets	1,348,719	1,385,605
SHAREHOLDERS' EQUITY AND LIABILITIES		
Shareholders' equity		
Share capital	598,699	598,699
Share premium	45,622	41,379
Other reserves	54,476	44,484
Own shares	(433)	-
Retained earnings	378,425	287,354
Total equity	1,076,789	971,916
Non-current liabilities		
Loans and borrowings	106,075	118,435
Trade and other payables	6,573	6,857
Deferred tax liability	86,108	81,175
Total non-current liabilities	198,756	206,467

	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Current liabilities		
Loans and borrowings	65,454	180,749
Trade and other payables	4,872	14,377
Income tax payable	-	1,340
Contract liabilities	2,722	10,627
Provisions for risks and charges	126	131
Total current liabilities	<u>73,174</u>	<u>207,223</u>
Total liabilities	<u>271,930</u>	<u>413,690</u>
Total equities and liabilities	<u>1,348,719</u>	<u>1,385,605</u>

	12 months period ended as at	
	31-Dec-2025	31-Dec-2024
Revenue	144,212	162,938
Cost of sales	(96,249)	(111,337)
Gross profit	47,963	51,601
General and administrative expenses	(26,356)	(22,866)
Marketing expenses	(3,451)	(1,988)
Other operating income	17,918	26,961
Other operating expenses	(17,947)	(8,188)
Gains on investment property	61,608	29,545
Operating profit	79,735	75,065
Financial income	56,659	56,065
Financial cost	(24,251)	(34,296)
Finance costs, net	32,408	21,769
Profit before tax	112,143	96,835
Income tax (expense)	(6,680)	(8,595)
Profit of the period	105,463	88,240
Other comprehensive income	-	-
Total comprehensive income for the period	105,463	88,240

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



	Share capital	Share premium	Other reserves	Own shares	Retained earnings	Total equity
Balance as at 1 January 2025	598,699	41,379	44,484	-	287,354	971,915
Other comprehensive income						
Profit for the period					105,463	105,463
Total other comprehensive income					105,463	105,463
Own shares	-	4,606	-	(796)	4,606	(796)
Shared based payments	-	(363)	-	363	-	-
Legal reserves	-	-	9,992	-	(9,992)	-
Other changes in equity	-	-	-	-	206	206
Balance as at 31 December 2024	598,699	45,622	54,476	(433)	378,425	1,076,789

This is a free translation from the original Romanian version.

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

This is a free translation from the original Romanian version.

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

	31-Dec-25	31-Dec -24
Net profit	105,463	88,240
Adjustments to reconcile profit for the period to net cash flows:	(85,856)	(48,435)
Valuation gains on investment property	(61,608)	(29,545)
Gain on sale PPE	-	(187)
Reversal of impairment loss PPE	(1,424)	(2,097)
Depreciation	-	(8,053)
Impairment of inventories	3,089	673
Impairment of PPE	(4,273)	-
Impairment of receivables	958	2,165
Financial income	(53,529)	(54,592)
Financial cost	24,251	34,296
Other non cash adjustments	-	-
Tax expense	6,680	8,719
Working capital adjustments	50,678	37,728
Decrease/(increase) in trade receivables and other receivables	540	1,426
Decrease in prepayments	1,294	1,966
Decrease/(increase) in inventory	74,676	88,554
(Decrease)/increase in trade, other payables, and contract liabilities	(20,215)	(54,063)
(Decrease)/increase in provisions	-	(156)
Income tax paid	(5,363)	-
Net cash flows used in operating activities	70,538	77,533
Cash flow from investing activities		
Loans granted to subsidiaries	(541)	(3,726)
Loan reimbursements collected from subsidiaries	5,904	3,420
Investments in subsidiaries	19,819	(3,235)
Purchase of property, plant and equipment	(1,156)	(1,481)
Proceeds/(expenditure) with investment property	-	1,041
Expenditure on investment property under development	(915)	-
Expenditure on PPE under development	(8,019)	(2,763)
Proceeds from sale of property, plant and equipment	1,611	303
Dividends received	49,382	49,633
Interest received	-	1,280
Net cash flows from investing activities	66,084	44,472
Cash flows from financing activities:		
Proceeds from borrowings	33,076	69,145
Repayment of principal of borrowings	(167,630)	(159,536)
Interest paid	(14,832)	(29,748)
Net cash from financing activities	(149,386)	(120,139)
Net increase / (decrease) of cash and equivalents	(12,764)	1,866
Opening balance of Cash and equivalents	37,644	35,778
Closing balance of Cash and equivalents	24,880	37,644

1. REPORTING ENTITY

Impact Developer & Contractor SA (“the Company”) is a Company registered in Romania whose activity is the development of real estate.

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

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

	<u>Country of registration</u>	<u>Nature of activity</u>	<u>% Owned by the Company as at 31 December 2025</u>	<u>% Owned by the Company as at 31 December 2024</u>
Clearline Development and Management SRL	Romania	Real estate development	100%	100%
Spatzioo Management SRL	Romania	Property management	66.90%	66.90%
Bergamot Development Phase II SRL	Romania	Real estate development	99%	99%
Bergamot Development SRL	Romania	Real estate development	100%	100%
Impact Finance & Sales SRL	Romania	Administration	99%	99%
Greenfield Copou Residence SRL	Romania	Real Estate development	99%	99%
Greenfield Copou Residence Phase II SRL	Romania	Real estate development	99%	99%
Aria Verdi Development SRL	Romania	Real estate development	99%	99%
Greenfield Property Management SRL	Romania	Real estate development	100%	100%
Impact Alliance Architecture SRL	Romania	Architecture services	51%	51%
R.C.T.I. Company	Romania	Constructor	51.01%	51.01%
Impact Alliance Moldova SRL	Romania	Constructor	51%	51%
Asociația Impact pentru viitor	Romania	Not-for-profit organisation	100%	-

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

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

2. BASIS OF PREPARATION

a) Declaration of conformity

The Preliminary Unaudited Separate Financial Statements have been prepared in accordance with the Order of Minister of Public Finance no.2844/2016 and subsequent amendments („OMFP 2844/2016”). According to OMFP 2884/2016 the International Financial Reporting Standards ("IFRS") represent standards adopted based on the procedure as per European Commission Regulation no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards.

These Unaudited Preliminary Separate Financial Statements have been drawn-up prior to the completion of all internal review and analysis procedures, as well as prior to the completion of the independent audit and, as such, may be subjected to changes; at the same time, these statements do not include the information required for a complete set of financial statements, as defined by IFRS. The Financial Statements shown here include only Preliminary Separate Statement of Financial Position, Preliminary Separate Statement of Comprehensive Income, Preliminary Separate Statement of Cash Flows, Preliminary Separate Statement of Changes in Equity and Basis of preparation to the Unaudited Preliminary Separate Financial Statements drawn up for the financial year ended on 31 December 2025.

The Unaudited Preliminary Separate Financial Statements as of and for the financial year ended on 31 December 2025, have not been audited nor reviewed by an independent auditor.

b) Use of estimates and professional judgments

Preparing these Unaudited Preliminary Separate Financial Statements means that the Company's management uses reasoning, estimates and hypotheses that affect the application of accounting policies, and the acknowledged value of the assets, debts, revenues, and expenses. Actual results may differ from the estimated values.