



2025 Annual Report

SIMTEL TEAM S.A.

**Company listed on the Main Segment of the
Bucharest Stock Exchange (symbol SMTL)**

Standard Category



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ISSUER INFORMATION

INFORMATION ABOUT THIS FINANCIAL REPORT

Type of report	2025 Annual Report
According to	Annex 15 of the FSA Regulation no. 5/2018
For financial period	01.01.2025 – 31.12.2025
Date of publication of the report	26.03.2026

ISSUER INFORMATION

Name	Simtel Team S.A.
Fiscal Code	RO 26414626
Trade registry number	J2010000564406
Registered office	Splaiul Independenței 319L, Bruxelles, Building A, District 6, Bucharest

INFORMATION ABOUT THE FINANCIAL INSTRUMENTS

Subscribed and paid-up share capital	RON 1,628,346
The market on which the financial instruments are traded	Main Segment, Standard Category
Total number of shares	8,141,731 shares
Symbol	SMTL

CONTACT DETAILS FOR INVESTORS

Email	investors@simtel.ro
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Disclaimer: The consolidated and separate financial statements presented on the following pages have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union ("IFRS"), as well as in compliance with Order of the Minister of Public Finance no. 2844/2016 for the approval of accounting regulations in accordance with IFRS.

The consolidated and separate financial statements as of 31 December 2025 are audited.

The financial figures presented in the descriptive section of the report, expressed in RON million, are rounded to the nearest whole number or to one decimal place, as applicable, and may result in minor rounding differences.

During the financial year ended 31 December 2025, the Group performed certain reclassifications of comparative information related to 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.

These reclassifications affected only the presentation of certain items in the consolidated financial statements and did not impact the previously reported net result, total equity, or net cash flows. The impact of these reclassifications is detailed in the audited financial statements.

SIMTEL GROUP IN 2025

Simtel Group closed the 2025 financial year with results that confirm its accelerated growth trajectory. This evolution was driven by the high volume of large-scale EPC contracts executed, as well as by the expansion of the client portfolio within the electricity supply and trading segment. In this context of growth, profitability remains in a build-up phase, as the Group continues to strengthen its operational capacity to support a higher volume of activity in the period ahead.

Key Financial Indicators

- Simtel Group recorded **operating revenues of RON 605.1 million** in 2025, **up 68%** compared to 2024.
- **Revenue** from core operations amounted to **RON 598.4 million**, a **69% increase** year-on-year, reflecting a higher-than-initially-estimated level of activity and confirming the Group's ability to execute projects at scale.
- The **EBITDA margin** stood at approximately 4.4%, while consolidated net profit reached **RON 9.8 million**; the profitability level reflects the forward-looking scaling of the organization to support an annual consolidated activity volume exceeding **RON 900 million**. At this stage, the cost structure led to a temporarily lower absorption of indirect costs, an effect expected to diminish as the portfolio of new and ongoing projects matures.
- Regarding the contribution of the Group's entities, **Simtel Team S.A.** generated operating revenues of approximately **RON 312 million** (+14% compared to 2024), reflecting increased activity volumes; **G Energy Solutions** recorded approximately **RON 277 million** (+329% compared to 2024), with growth supported by the expansion of the client portfolio and higher volumes traded on the supply market, both retail and wholesale; **ANT Energy** achieved operating revenues of approximately **RON 7 million** (-23% compared to 2024), against the backdrop of a decline in the capture price for photovoltaic producers relative to the day-ahead market.
- **Total consolidated assets** increased to **RON 637.3 million** as of 31 December 2025, while **total liabilities** reached **RON 511.9 million** (+127% compared to 2024), with the increase mainly driven by higher borrowings, in the context of financing photovoltaic projects under construction, particularly the Giurgiu project, as well as the more intensive use of credit facilities to support working capital, and by investment-related subsidies recognized during the year.
- **Cash and cash equivalents** decreased to **RON 8.5 million** (-72%), reflecting the use of liquidity to support working capital and investments, in the context of collection cycles specific to projects under execution at the end of the reporting period.

2025 – A Strategic Year for the Group’s Development

- **International expansion:** the opening of the subsidiary in **Essen (Germany)** and the launch of **Sintel Nordics** (Sweden), strengthening the Group’s presence in advanced European energy transition markets.
- **Republic of Moldova:** GES Energy Trade obtained the electricity supply license from ANRE, further strengthening the Group’s regional ecosystem.
- **Commissioning of the 52 MWp Giurgiu photovoltaic park**, with an estimated annual production of approximately 73 GWh, the largest photovoltaic park in Romania built on degraded land and the first project of such scale fully developed by the Group, from land acquisition to operation. **A 10-year PPA contract** which provides predictability and lays the foundation for a consistent contribution to the Group’s results as of 2026.
- **Significant EPC and BESS contracts signed in 2025** in Mehedinți, Mureș, and Alba counties, as well as major photovoltaic projects, including in partnership with Verbund. A substantial share of these projects will be delivered in 2026, supporting higher volumes and an improved profitability mix.
- **Inclusion in the “FT Ranking: Europe’s Long-Term Growth Champions”** – ranked among the top 20 fastest-growing European companies over the past decade.



ABOUT SIMTEL



simtel.ro

BRIEF HISTORY

Simtel Team S.A. (“the Company” or “Simtel”) is a Romanian engineering and technology company, founded in 2010 by Iulian Nedeia, Sergiu Bazarciuc, and Radu Vilău, who had previously successfully managed another business together for 10 years.

In 2011, the Company signed its first major contract, involving the construction and installation of equipment for the CDMA project developed by Romtelecom on the 450MHz frequency. The Company installed 850 sites within one year, setting a record for Romania. In the same year, the Company became a contractor for Huawei.

Simtel expanded its operations in 2013 by launching a new line of business: renewable energy. In this regard, the Company developed photovoltaic panel projects up to the construction permit stage, on two plots of land totaling approximately 5 hectares.

In 2015, following a successful partnership with ABB established in 2014, the Company began maintenance projects for photovoltaic parks, becoming the only ABB Service Partner in Romania. That same year, the Company also started implementing 4G projects for Vodafone, Telekom, Orange, and RCS-RDS across more than 1,500 sites.

The year 2019 marked a period of accelerated growth for Simtel, as it signed a contract with Mega Image and built over 18 photovoltaic power plants. Additionally, it partnered with Nidec Ansaldo in the verification and commissioning of equipment on a vessel laying fiber optic cables between Japan and South Korea.

The Company built electric vehicle charging stations for REWE – Penny Market. During the same period, it began working with Dedeman to install photovoltaic power plants in 15 of its stores. In this project, Simtel competed with an energy distributor that built another 15 plants. After completing all 30 plants, Dedeman decided to continue exclusively with Simtel. The Company also signed a contract with Telekom Romania for the construction of the RoNet network, targeting areas with no GSM coverage.

In 2020, the Company signed a contract with Altex for the construction of photovoltaic power plants and completed its first photovoltaic project in Germany.

The year 2021 was a turning point, as the founders decided to list the Company on the Bucharest Stock Exchange, aiming to enter a new development stage by raising capital to expand the business. In the same year, Simtel signed contracts with other major retailers, including IKEA Romania, for which it successfully built the company’s first photovoltaic power plant in Romania, located on the Pallady store. This contract was awarded after winning a tender against large energy distributors active in Romania. Simtel also built two plants for Kaufland, renewed its contract with Penny Market (REWE Romania) for another three years, and signed a contract with Fan Courier to build a 2.2 MWp photovoltaic plant.

Between December 2021 and the date of this report, March 2025, the Company has made investments in three companies, two of which operate in the same industry as Simtel. In 2022, Simtel acquired a majority stake in ANT Power Energy, a provider of forecasting services for photovoltaic and wind power plants. In 2023, it invested in the start-up Custom Soft Solutions (CSS), a company developing a Virtual Power Plant (VPP) platform for monitoring and controlling energy consumption and production systems.

Additionally, since 2022, the Company has held a majority stake in Agora Robotics, the only Romanian company focused on research, development, and production of autonomous robots.

In September 2023, Simtel established GES Furnizare SRL, a renewable electricity supply company in which it holds a 62% stake.

As a result of these transactions, Sintel now has the capabilities to manage a customer's entire energy ecosystem – from building and installing photovoltaic power plants, to providing maintenance, energy production forecasting and trading, remote monitoring, optimization and control of energy consumption, and electricity supply.

Regarding its international expansion, at the end of 2022, Sintel opened a branch in the Republic of Moldova. The Company's operations in Moldova are focused on building, maintaining, and operating photovoltaic power plants.

In 2025, Sintel also opened a branch in Essen, Germany. The opening of the German office represents a natural step, aligned with the Company's commitment to be closer to its clients and respond quickly to increase the efficiency of photovoltaic plants. Since 2012, the Company has been closely collaborating with one of Europe's largest inverter manufacturers, providing services for photovoltaic parks in Romania and across Europe. The Essen branch is strategically positioned to allow the Company to promptly meet the needs of clients in Germany and neighboring countries – Belgium, the Netherlands, France, Austria, and Switzerland – thus contributing to reduced equipment downtime and improved performance.

At the end of 2025, the Company established a new international subsidiary in Stockholm, Sweden – Sintel Nordics. This initiative marked a new stage in the Company's international expansion process and is based on the market opportunities identified in the Nordic region, one of the most dynamic and advanced regions in Europe in terms of the energy transition. The decision to establish Sintel Nordics represents an organic step within the Group's international growth strategy and aims to strengthen Sintel's presence in the Nordic region, covering all countries in the area.

In May 2025, ANT Energy, part of the Sintel Group, acquired a majority stake of 55% in Alsen Energy Consulting, a company specialized in providing services for electricity producers, distributors, suppliers, and consumers. The transaction represents a strategic step in diversifying ANT Energy's service portfolio by expanding into the electricity suppliers' segment, alongside the producers' segment, where the company already operates with solutions for market access, imbalance management, and forecasting.

DESCRIPTION OF THE GROUP'S ACTIVITY

Simtel Team S.A. is a Romanian engineering and technology company, established in 2010, with its headquarters in Bucharest and additional offices in Bacău, Timișoara, and Cluj. In addition to its domestic operations, the Group has expanded its international presence by developing operations in the Republic of Moldova, both in the EPC segment and in the energy supply business, as well as by establishing subsidiaries in Germany and Sweden in 2025.

Simtel Group (hereinafter referred to as the “Group”) operates in the fields of renewable energy, telecommunications, and industrial automation, with an R&D component focused on industrial robotics and energy efficiency. Across each of these business lines, the company delivers projects both in Romania and internationally.

The Group provides companies with a fully integrated ecosystem, covering the entire value chain, from consulting, permitting, construction, maintenance, and operation, to measurement, control, forecasting, trading, as well as energy production and supply.



The main services and products offered by the Group, depending on the business line, include: Engineering, Procurement & Construction (EPC) for telecommunications and energy, operation and maintenance of photovoltaic power plants, renewable energy forecasting and trading, Virtual Power Plant (VPP), energy storage and electric vehicle charging stations, energy production, supply of electricity and natural gas, R&D, and the production of autonomous robots. The Group is among the leading players in Romania in the construction of photovoltaic power plants.

In the renewable energy segment, the Group has developed the following business lines starting with 2021:



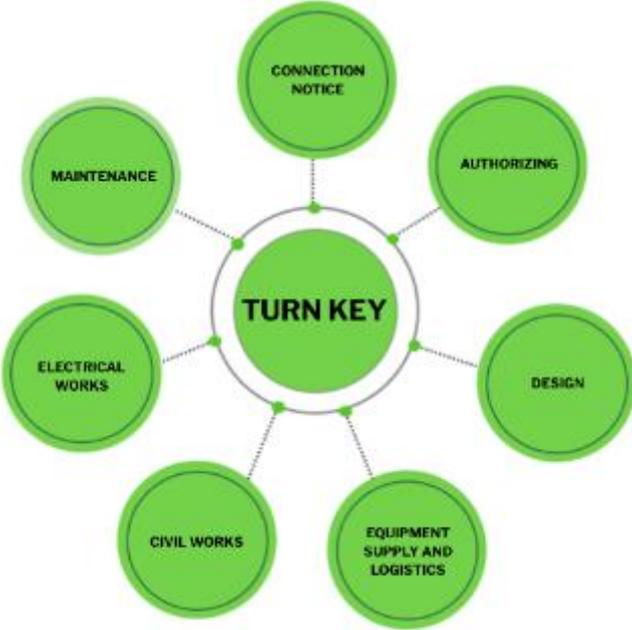
In the second half of 2023, the Group announced the completion of the first phase of the Pleșoiu photovoltaic park in Ilt County, part of the new business line developed by the Company – renewable energy production, with the entire project being completed in 2024. Also in 2024, the Group completed the Salonta and Iacobeni projects, while in 2025

it finalized the Giurgiu project. As of the reporting date, all three projects were in the process of obtaining grid connection certificates.

At the beginning of 2024, the Group, through its subsidiary GES Furnizare SRL, obtained from the National Energy Regulatory Authority (ANRE) an electricity supply license valid until January 10, 2029. At the end of 2024, GES Furnizare SRL also obtained from ANRE a natural gas supply license, valid for a period of five years. In 2025, the Group, through its subsidiary Ges Energy Trade SRL, obtained from the National Agency for Energy Regulation (ANRE) of Moldova a power supply license valid until 7 April 2050.

Sintel generally operates under the EPC model - Engineering, Procurement & Construction - in which the contractor delivers a complete facility to the client at a guaranteed price and by a guaranteed date. The collaboration model with clients is mixed, depending on the negotiated commercial terms: either Sintel finances the entire project during the construction phase and generates revenue upon commissioning, or the clients pay certain parts of the project value as it progresses (e.g., upon obtaining the building permit, material delivery, construction completion, commissioning).

Through the EPC model, Sintel engineers design and deliver solutions, manage project processes, financing, procurement, warehousing, client communication, and grid operator integration, while subcontracting as much of the installation and construction work (labor) as possible. However, the Company retains in-house expertise related to equipment commissioning, software development, configuration, or dedicated upgrade solutions.



The company is specialized in turn-key project delivery: obtaining permits, design, construction/installation, and commissioning of equipment. Additionally, Sintel provides maintenance during and after the warranty period.

Over the past five years, Sintel Team has designed and commissioned numerous photovoltaic power plants for clients from various industries in countries such as Austria, Germany, the United Kingdom, Sweden, Finland, Hungary, Chile, Ukraine, the Republic of Moldova, and Bulgaria.

The photovoltaic parks for which SIMTEL provides Operation and Maintenance (O&M) services total over 472 MWp of installed capacity, covering 587 photovoltaic power plants and managing over 5,000 interventions annually.

CERTIFICATIONS

The Group's services are delivered in compliance with Health and Safety principles and regulations, as well as environmental protection standards.

The Group holds a range of quality certifications, including ISO 9001, ISO 14001, ISO 45001, and ISO 27001.

Simtel also holds the ANRE certification for the design and execution of low- and medium-voltage electrical installations, as well as certifications from ABB and SMA, the largest inverter manufacturers:

Based on the partnership established in 2014, Simtel is the only authorized Service Partner of ABB/Fimer for the southeastern region of Romania for their range of inverters.

EXPERIENCE

Simtel Group has carried out photovoltaic panel installation projects for some of the largest retail companies in Romania, such as Mega Image, Kaufland, Penny Market, and Dedeman, as well as for companies in other industries, including the agri-food sector, automotive components, manufacturing, and logistics spaces. In recent years, the company has expanded its scope of activity towards large-scale photovoltaic and energy storage projects, implementing or currently implementing some of the most complex projects in the Romanian energy market.

In the field of telecommunications engineering, Simtel has delivered innovative projects, being the first integrator of 5G technology in Romania for Vodafone's test sites, upgrading the radiofrequency spectrum monitoring system in Romania for ANCOM, and installing and continuing to install telecommunications equipment for all operators active in the Romanian telecom market.

The company remains active in innovation, research, and development, being part of the Horizon Amazing 6G project, where, together with Orange Romania and other consortium members, it develops and implements a new industrial solution for monitoring solar energy systems.

Regarding other business lines (industrial automation engineering, robotics), the Company has been involved in various projects both in Romania and internationally (South Korea, Turkey, Mexico, the Netherlands).

In 2024, the Company commercially launched, for the first time, the first autonomous industrial robot developed and manufactured in Romania, under the name Sweep. The robot is designed for cleaning hard floors, with applications in warehouses, factories, hotels, commercial spaces, railway stations, airports, hospitals, and similar environments.

COMPLETE PORTFOLIO OF SERVICES AND SOLUTIONS

Telecommunications Engineering

The telecommunications business line was the first area of activity through which the Sintel's founders began their operations in 2005. Over more than 20 years of activity on the Romanian market, the Company has built telecommunications sites using 2G, 3G, 4G, and 5G technologies for all GSM mobile network operators in Romania: Vodafone, Orange, Telekom, and RCS-RDS.

Sintel's engineers hold various certifications and have participated in training programs delivered by major equipment manufacturers such as Ericsson, ZTE, Huawei, and Nokia.

Over the years, Sintel has specialized as a turnkey solutions provider, ensuring an efficient and rigorous project management, as clients work with a single partner. As technology has evolved in recent years, the Company has adapted accordingly. When previously installed technology became obsolete, Sintel designed and installed new, state-of-the-art systems. In addition, for various other infrastructure projects, Sintel has managed the permitting process and carried out structural reinforcement where necessary.

From 2005 to 2025, Sintel's engineers have built or installed all types of telecommunications equipment available during this period (2G, 3G, 4G, 5G, and microwave links) on at least 5,000 telecommunications stations out of the approximately 20,000 mobile stations in Romania.

Over the past 10 years, Sintel has implemented between 400 and 1,500 projects annually. Through a contract with Telekom Romania, the Company's team was involved in the RoNet project, an initiative aimed at expanding telecommunications coverage in rural areas lacking GSM coverage (the so-called "white areas").

Sintel has also delivered projects outside Romania (Finland and Hungary) under contracts carried out with the telecommunications equipment manufacturer Huawei.

Renewable energy engineering – Photovoltaic power plants

Sintel is one of the leading players in Romania's solar energy sector. In 2012, the founders anticipated the rise of green energy, and the Company began delivering projects in the renewable energy industry – including design, equipment and material supply, construction, and maintenance of photovoltaic power plants.

Between 2015 and 2017, very few photovoltaic parks were built in Romania. Most companies in the sector had intense activity between 2011 and 2014, a period marked by the green certificate support scheme, after which many shifted their focus. Throughout this time, Sintel stayed connected to technology and ongoing projects and continued to grow. In 2013, the Company signed a maintenance contract with ABB/Power One for inverters manufactured at their plant in Italy, used in photovoltaic parks built in Romania, thus becoming the leading provider of photovoltaic plant maintenance services in the country.

In addition to building rooftop photovoltaic power plants, Sintel also provides maintenance services for all equipment required in a photovoltaic park – including inverters produced by Fimer/ABB, for which the Company is considered the best and largest Service Partner in Europe. The Company has all the necessary resources and, upon request, provides maintenance services anywhere in Europe or globally, having delivered projects in France, Germany, Chile, Bulgaria, the UK, Sweden, and Ukraine.

Currently, the Company provides full maintenance services in photovoltaic parks in Romania with a total installed capacity of over 472 MWp. Based on this volume, the Company is one of the key players in the Romanian operation and maintenance (O&M) market. It is also the exclusive distributor of Fimer, which owns the Power One factory (formerly owned by ABB until 2020), for inverters used in photovoltaic power plants.

The beneficiaries of photovoltaic parks built by the Company include major retail chains such as Rewe – Penny Market, Dedeman, Mega Image, Cometex (Altex), IKEA Romania, and Kaufland. However, Sintel has also delivered projects to companies across all industries in Romania (e.g., logistics, automotive), as well as international clients (e.g., in Germany). Over the years, demand for the Company’s solutions and services has been particularly strong among beneficiaries – as installing their own photovoltaic panels can cover up to 75% of the total energy used during summer months, and on average between 30% and 40% of total energy needs across summer/winter. The solution is viable for stores and factories, logistics parks, and even corporations aiming to reduce energy costs and improve environmental sustainability.

Over time, the Company has increased its involvement by working with clients from the design and construction phase of new locations to ensure that building structures are capable of supporting the weight of solar panels.

The growing demand from beneficiaries has presented Sintel with an opportunity to innovate – developing its own remote inverter management solutions (inverters being the most critical electronic equipment in a photovoltaic park, converting direct current into alternating current), eliminating the need for on-site interventions. Sintel was also the first company in Romania to develop a system for limiting energy injection into the grid, and the first to display real-time production data on screens inside stores, where information is visible to customers – such screens are installed in a significant number of Penny Market, Dedeman, Mega Image, and Altex stores.

In addition, the Company is involved in the design and construction of electric vehicle charging stations, having built high-performance charging networks for clients such as Penny Market, Dedeman, Kaufland, and Mega Image. The Company focuses on cutting-edge solutions based on DC fast charging (direct current), offering an improved user experience by enabling up to 80% battery charging within 15–30 minutes.

Moreover, the Company has also built solar-powered charging stations for electric scooters, one of the most notable projects being the station at the Charles de Gaulle roundabout in Bucharest, developed in partnership with electric scooter operator Flow.

Renewable energy engineering – EPC: Energy Storage Systems

The Company offers comprehensive EPC (Engineering, Procurement, and Construction) solutions for energy storage systems, covering all essential stages for the efficient and reliable implementation of these technologies. These include consulting on selecting the appropriate storage system, design, procurement, construction, installation, battery management, commercial operation, service, and maintenance. Each phase of the project is managed with professionalism and dedication.

With extensive experience in configuring customized and integrated energy storage and backup solutions (BESS) in compact formats, the Company offers a wide range of capacities and applications, ensuring key benefits such as:

- Revenue optimization from energy production through storage and maximizing self-consumption. The use of forecasting algorithms and consideration of hourly energy price variations allow for additional benefits by reducing electricity costs.

- Management of BESS capacity according to the beneficiary's consumption profile, by injecting energy into the grid to reduce potential consumption peaks.
- Participation in the electricity balancing market by regulating voltage and frequency. Due to their fast response capability, these systems are eligible for system services, including secondary reserve balancing.
- Increased grid stability, as BESS systems can compensate for grid interruptions and operate in island mode when needed.

Through a personalized and integrated approach, the Company ensures energy storage solutions that deliver long-term efficiency, reliability, and economic benefits.

Industrial automation engineering

Simtel has implemented industrial automation solutions for companies in Romania such as Alro Slatina, Bekaert Slatina, Takata Sibiu, and Dacia Pitești, as well as commissioning, testing, and commissioning services worldwide for Nidec SPA. In the field of industrial automation (electric motors, converters, PLCs), the Company has had and continues to have projects in countries such as Brazil, Mexico, the United States, South Korea, Turkey, the Netherlands, Sweden, Norway, and Egypt.

Since 2014, the Company has been an official ABB Romania partner for the distribution of robots, motors, converters, and PLCs. Starting in 2020, Simtel has had a contract with ABB Romania for the maintenance of industrial robots, and since 2019, the Company has been certified by ABB for the commissioning and maintenance of electric vehicle charging stations.

Development and operation of own photovoltaic parks

The development and operation of its own solar parks by Simtel is of significant importance in terms of the Company's risk profile, long-term financial stability, and the meaningful impact that operational profit will have on the Company's consolidated financial statements.

The main reasons why the Company considers the operation of its own parks a key step in its development are related to diversifying revenue streams by expanding its portfolio in the renewable energy sector, thereby demonstrating the Company's resilience and adaptability to market changes, while also contributing to environmental sustainability.

Electricity and natural gas supply

The Group carries out electricity supply and trading activities, primarily targeting business customers by offering solutions tailored to their consumption profiles and operational needs. Starting with the second half of 2025, the Group expanded its service portfolio by including natural gas supply, further strengthening its position as an integrated provider of energy solutions.

Energy forecasting and analysis

The Group provides energy forecasting and analysis services to participants in the electricity market, including producers, suppliers, and consumers. These services include the estimation of renewable energy production, analysis of consumption profiles, as well as market access and imbalance management services. Through the use of forecasting models and analytical tools, the Group supports the operational and commercial optimization of its clients, contributing to the reduction of risks associated with production variability and energy market price fluctuations. The services are integrated with the Group's other activities, including electricity supply and trading, offering a comprehensive approach to energy management.

Real estate investments

The Group owns commercial spaces and generates income from their leasing. This activity represents a secondary business line, for which the Group does not intend to pursue further expansion.

EMPLOYEES

At the end of 2025, the Group had at the consolidated level an average of 182 employees, compared to 154 at the end of 2024. As an engineering-focused company, it is important to note that approximately 60% of employees have a technical background, i.e., are engineers, and around 75% of employees hold higher education degrees, while 25% have completed secondary education but are well-trained technicians. The Company's employees are not unionized. They regularly participate in specialized training courses provided by the Company to support their personal and professional development.

RESEARCH AND DEVELOPMENT

In 2022, the Company acquired 51% of the shares in Agora Robotics (formerly Advanced Robotics SRL), the only Romanian company focused on research, development, and production of autonomous robots, which is developing an ecosystem of complementary modular solutions for the automation of logistics and facility management processes.

In 2023, Simtel Team also made an investment in the start-up Custom Soft Solutions (CSS), together with ANT Power, a company in which Simtel holds 51% of the shares. CSS is developing a Virtual Power Plant (VPP) platform for monitoring and controlling energy consumption and production systems. Following this acquisition, the Company has expanded its range of services, providing an integrated system for managing a client's entire energy ecosystem.

ENVIRONMENTAL IMPACT

The Group's professional activity has a significant positive impact on the environment. One of the Company's main activities is design in the field of renewable energy. The Group supports companies in their efforts to protect the environment by delivering solar systems that generate clean and pure energy from the sun. Installing solar panels on the rooftops of company headquarters, shopping malls, or residential buildings helps combat greenhouse gas emissions and reduces collective dependence on fossil fuels conventionally used to produce energy. There are currently no environmental-related disputes, and none are anticipated in the foreseeable future.

COMPETITIVENESS

The Group operates in a competitive environment, characterized by the presence of a significant number of players across the segments of development and implementation of renewable energy projects, electricity supply and trading, as well as specialized services for the energy sector, including energy forecasting and analysis services.

Market dynamics are influenced by the acceleration of investments in renewable energy generation capacities, as well as by the development of energy storage projects aimed at increasing the flexibility and stability of the energy system. In this context, the Group maintains its competitiveness through its experience in implementing energy projects, its ability to execute large-scale projects, the integration of services across the entire energy value chain, and the expansion of its project portfolio in renewable energy and energy storage.

DIFFERENTIATION FROM COMPETITION

The Group's main differentiating factors compared to its competitors are presented below, structured by its core business lines:

Renewable Energy Engineering – Photovoltaic Power Plants

The Group differentiates itself from competitors through the following:

- ✓ It is the exclusive partner in Romania for Fimer (which acquired the Power One factory from ABB in 2020), both for maintenance and inverter distribution;
- ✓ It has been a leader in construction and maintenance in Romania over the past 3 years; its services are provided across the entire country as well as in other countries;
- ✓ It uses cutting-edge technologies and customized solutions, setting many of the trends in the market;
- ✓ Its employees are engineers capable of providing solutions across all four areas required for implementation: electrical, civil construction, communications, and automation;
- ✓ It manages the client's entire energy ecosystem – construction and installation of photovoltaic power plants, maintenance, energy production forecasting and trading, remote monitoring, optimization, and control of energy consumption, and electricity supply;
- ✓ It has an international presence, with operational branches in the Republic of Moldova (opened in 2022), Germany (opened in 2025) and Sweden (opened in 2025).

Electricity and natural gas supply and trading

The Group differentiates itself in this segment through:

- ✓ the integration of supply activities with services provided in the fields of renewable energy, energy efficiency, and energy consumption optimization;
- ✓ the ability to offer clients integrated solutions, including renewable energy production, consumption monitoring and optimization, as well as energy forecasting and trading services;
- ✓ flexibility in structuring commercial offers tailored to clients' consumption profiles; the expansion of the service portfolio by including natural gas supply starting from the second half of 2025.

Telecommunications Engineering

The Group stands out in the telecommunications field due to:

- ✓ A strong, experienced team with expertise in all relevant sectors, including design, site acquisition and permitting, civil construction, radio installation and activation, and the ability to provide turn-key solutions for any telecommunications-related challenge;
- ✓ Diversity – thanks to its multiple areas of expertise, the Company can provide turn-key solutions for energy saving and optimization tailored to telecom operators. In this regard, a project covering over 300 sites has been developed;
- ✓ Flexibility – the Company's infrastructure enables a rapid response regardless of the situation;

- ✓ A focus on long-term partnerships, whether with clients or subcontractors.

Industrial Automation Engineering

- ✓ The most important differentiator for Simtel in the field of industrial automation is the national and international experience of its automation team, which has the capability to deliver unique and customized solutions. The partnership with ABB also contributes to identifying new clients and providing solutions at competitive prices.

KEY CLIENTS

The Group's activity is not dependent on a single client or a group of clients. Revenues are generated from commercial relationships with a diversified client portfolio, both in the EPC segment and in electricity supply and trading. Although, during the financial year, there were clients that individually accounted for more than 10% of the Group's revenues, these relationships are contractual in nature and do not generate a significant dependency risk.

KEY OPERATIONAL INDICATORS

Renewable energy engineering – photovoltaic power plants

For its renewable energy engineering activities, the Group monitors specific indicators across its main business lines, namely EPC (Engineering, Procurement and Construction) and O&M (Operation and Maintenance).

EPC (Engineering, Procurement and Construction)

The main indicator monitored is the installed capacity of photovoltaic power plants under implementation.

Indicator	2023	2024	2025
New photovoltaic power plants (MWp, capacity under implementation)	86	145	323
Energy storage systems capacity (MWh)	-	1	377

The key indicators tracked by the Company for this business line include the number of new photovoltaic power plants commissioned, maintenance capacity (in MWp), as well as maintenance services for photovoltaic projects abroad.

O&M (Operation and Maintenance)

The main indicators focus on the total capacity under maintenance, including the expansion of services for international projects.

Indicator	2023	2024	2025
Total capacity of photovoltaic power plants under maintenance (MWp)	410	490	472
Total capacity of energy storage systems under maintenance (MWh)	-	-	2

The evolution of these indicators reflects both the increase in the volume of implemented projects and the expansion of the portfolio of assets under operation and maintenance.

Electricity and natural gas supply

The main indicator monitored by the Group for this business line is the volume of energy supplied to customers, expressed as the quantity of electricity and natural gas sold during the period.

Indicator	2023	2024	2025
Electricity sold (GWh)	-	75	369
Natural gas sold (GWh)	-	-	8

PROPERTY, PLANT AND EQUIPMENT ASSETS OF THE GROUP

The Group's main property, plant and equipment assets consist of investments in photovoltaic parks. During the 2024–2025 period, the Group completed the construction of four photovoltaic parks located in Pleşoiu, Salonta, Iacobeni, and Giurgiu, with a total installed capacity of approximately 64.4 MWp. As of the reporting date, the last three parks were in the process of obtaining grid connection certificates.

In addition, in the fourth quarter of 2025, the Group acquired a photovoltaic park located in Teleşti, Gorj County, with an installed capacity of 0.267 MWp.

Other property, plant and equipment assets include land plots owned in Giurgiu, Ianca, Anina, Pleşoiu, and Teleşti, a logistics space in Băicoi, as well as a commercial space acquired for leasing purposes. The Group also owns vehicles, furniture, and equipment used in the conduct of its day-to-day operations.

For the purpose of carrying out its operational activities, the company uses assets such as IT equipment, office equipment, and furniture, primarily located at its headquarters at 319L Splaiul Independenței, Brussels Office Building (Building A), District 6, Bucharest. The level of wear and tear of these assets does not raise significant issues for the ongoing operations.

Most of the Group's tangible assets consist of recent investments in photovoltaic parks, which are either in the early stages of operation or in the process of grid connection. Consequently, the level of wear and tear of tangible assets is low and does not affect the Group's operational activity.

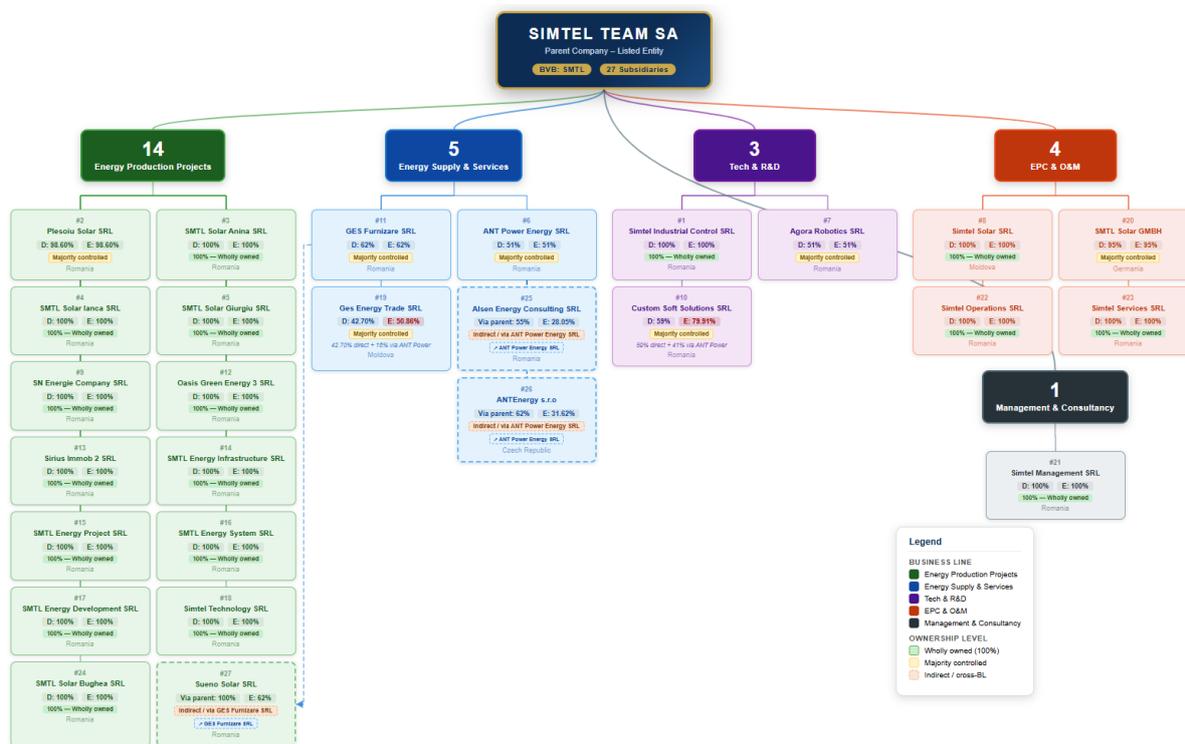
There are no litigations or other issues regarding the ownership rights over the tangible assets held by the company. For part of its vehicle fleet, the company has entered into leasing agreements with local financial institutions, with an average duration of approximately four years.

GROUP STRUCTURE

As of December 31, 2025, the Simtel Group consisted of Simtel Team S.A. (Simtel) and 27 subsidiaries:

No.	Company	Simtel Ownership	Effective ownership of the Group
1	Simtel Industrial Control SRL	100%	100%
2	Plesoiu Solar SRL	98.6%	98.6%
3	SMTL Solar Anina SRL	100%	100%
4	SMTL Solar Ianca SRL	100%	100%
5	SMTL Solar Giurgiu SRL	100%	100%
6	ANT Power Energy SRL	51%	51%
7	Agora Robotics SRL	51%	51%
8	Simtel Solar SRL	100%	100%
9	SN Energie Company SRL	100%	100%
10	Custom Soft Solutions SRL	59.00%	79.91%
11	GES Furnizare SRL	62%	62%
12	Oasis Green Energy 3 SRL	100%	100%
13	Sirius Immob 2 SRL	100%	100%
14	SMTL Energy Infrastructure SRL	100%	100%
15	SMTL Energy Project SRL	100%	100%
16	SMTL Energy System SRL	100%	100%
17	SMTL Energy Development SRL	100%	100%
18	Simtel Technology SRL	100%	100%
19	Ges Energy Trade SRL	42.70%	50.86%
20	SMTL Solar GMBH	95%	95%
21	Simtel Management SRL	100%	100%
22	Simtel Operations SRL	100%	100%
23	Simtel Services SRL	100%	100%
24	SMTL Solar Bughea SRL	100%	100%
25	Alsen Energy Consulting SRL	0.00%	28.05%
26	ANTEnergy s.r.o	0.00%	31.62%
27	Sueno Solar SRL	0.00%	62.00%

The organizational chart of the Simtel Team Group is presented below:



BOARD OF DIRECTORS AND EXECUTIVE TEAM

The Group is managed by a Board of Directors composed of five members appointed by the Ordinary General Meeting of Shareholders for a four-year term, starting on April 25, 2023. The executive leadership is ensured by Mihai Tudor (CEO).

Iulian Nedea, Chairman of the Board of Directors, Non-Executive Member / Co-Founder

Iulian Nedea, Co-Founder and Chairman of the Board of Directors, graduated from the Faculty of Electronics, Telecommunications and Information Technology at the Politehnica University of Bucharest, holding a degree in Electronics and Telecommunications Engineering. Immediately after graduation in 2000, Iulian founded Simtel Center SRL together with Sergiu Bazarciuc and Radu Vilău, and served as General Manager until 2005, when they sold the business – a mobile phone service company that, over five years of operation, served more than 6,000 individual clients and companies such as Media Com 95 (60 stores in Romania), DHL, Orange, and Pepsi.

After selling Simtel Center, Iulian served as General Manager at Eurocom Center, a telecommunications company also founded by the three partners, a position he held until April 2010. From 2010 to 2023, Iulian was the CEO of Simtel Team S.A., responsible for managing the company, defining its vision and strategy, and achieving the organization’s short, medium, and long-term objectives.

Shareholding: Iulian Nedea holds 20.0900% of Simtel Team S.A.'s share capital.

Remuneration in 2025:

- Gross monthly remuneration: 43.125 lei.
- Other benefits: Company car.

Additional information, in accordance with legal regulations:

- Currently, Iulian is an active partner/shareholder in: Simtel Team S.A., Eurocom Center S.R.L.
- In the last 5 years, Iulian has not been prohibited by any court from serving as a board member or supervisor of a company.
- In the last 5 years, there have been no insolvency, liquidation, bankruptcy, or special administration cases involving companies where Iulian served as board member or supervisor.
- Iulian has no professional activity that competes with Simtel and is not part of any agreement, arrangement, or family relationship due to which he would have been appointed as a director.

Mihai Tudor, Executive Member and CEO

Mihai Tudor has been CEO of Simtel since June 2023. He is an executive with 20 years of experience in management, team leadership and growth, resource planning, career development, recruitment, and key personnel selection. Mihai's career is closely tied to Orange Romania, where he joined the organization after graduating from Politehnica University of Bucharest. At Orange Romania, he held various roles, his last position before joining Simtel being Director of Strategy, Business Development & Program Management. As CEO of Simtel Team, Mihai is responsible for company management and the achievement of the organization's medium- and long-term objectives.

Shareholding: Mihai Tudor holds 0.2756% of Simtel Team S.A.'s share capital.

Remuneration in 2025:

- Gross monthly remuneration: 79,923 lei.
- Share-based benefits amounting to RON 600,000.
- Other benefits: Company car.

Additional information, in accordance with legal regulations:

- Currently, Mihai is an active partner/shareholder in: GES Furnizare SRL and GES Trade Energy S.R.L.
- In the last 5 years, Mihai has not been prohibited by any court from serving as a board member or supervisor of a company.
- In the last 5 years, there have been no insolvency, liquidation, bankruptcy, or special administration cases involving companies where Mihai served as board member or supervisor.
- Mihai has no professional activity that competes with the company and is not part of any agreement, arrangement, or family relationship due to which he would have been appointed as a director.

Sergiu Bazarciuc, Non-Executive Member / Co-Founder

Sergiu Bazarciuc, Co-Founder, graduated from the Faculty of Electronics, Telecommunications and Information Technology at the Politehnica University of Bucharest, holding a degree in Electronics and Telecommunications Engineering. He began his career in 2000 as a Telecom Engineer – Project Manager at Simtel Center SRL. Between 2010 and 2023, Sergiu served as Chief Operating Officer (COO) of Simtel Team S.A., overseeing the coordination, organization, guidance, and control of the company's day-to-day operations.

Shareholding: Sergiu Bazarciuc holds 19.8553% of Simtel Team S.A.'s share capital.

Remuneration in 2025:

- Gross monthly remuneration: 43.125 lei.
- Other benefits: Company car.

Additional information, in accordance with legal regulations:

- In the last 5 years, Sergiu has not been prohibited by any court from serving as a board member or supervisor of a company.
- In the last 5 years, there have been no insolvency, liquidation, bankruptcy, or special administration cases involving companies where Sergiu served as board member or supervisor.
- Sergiu has no professional activity that competes with the company and is not part of any agreement, arrangement, or family relationship due to which he would have been appointed as a director.

Radu Vilau, Non-Executive Member / Co-Founder

Radu Vilău, Co-Founder, graduated from the Faculty of Electronics, Telecommunications and Information Technology at the Politehnica University of Bucharest, holding a degree in Electronics and Telecommunications Engineering. Radu began his professional career in 1997 as a Technician at Euronet SRL. In 2000, together with Iulian and Sergiu, he founded Simtel Center SRL, where he worked as Telecom Engineer and Project Manager. Between 2010 and 2023, Radu served as Chief Technology Officer (CTO) of Simtel Team, being responsible for the organization of the technical department and the development of technological modernization programs.

Shareholding: Radu Vilău holds 19.8315% of Simtel Team S.A.'s share capital.

Remuneration in 2025:

- Gross monthly remuneration: 43.125 lei.
- Other benefits: Company car.

Additional information, in accordance with legal regulations:

- Currently, Radu is an active partner/shareholder in: Simtel Team S.A., Pleșoiu Solar S.R.L., Ravilate S.R.L.
- In the last 5 years, Radu has not been prohibited by any court from serving as a board member or supervisor of a company.
- In the last 5 years, there have been no insolvency, liquidation, bankruptcy, or special administration cases involving companies where Radu served as board member or supervisor.

- Radu has no professional activity that competes with the company and is not part of any agreement, arrangement, or family relationship due to which he would have been appointed as a director.

Adrian Netea, Non-Executive and Independent Member

Adrian Netea is an investment professional with 13 years of experience in corporate finance, private equity, company valuation, expansion strategy development, and business planning. He is currently Investment Director at Morphosis Capital, a private equity fund with subscribed capital of over EUR 100 million.

Shareholding: Adrian Netea holds 0.0614% of Simtel Team S.A.'s share capital.

Remuneration in 2025:

- Gross monthly remuneration: 16.675 lei.
- Other benefits: N/A.

Additional information, in accordance with legal regulations:

- In the last 5 years, Adrian has not been prohibited by any court from serving as a board member or supervisor of a company.
- In the last 5 years, there have been no insolvency, liquidation, bankruptcy, or special administration cases involving companies where Adrian served as board member or supervisor.
- Adrian has no professional activity that competes with the company and is not part of any agreement, arrangement, or family relationship due to which he would have been appointed as a director.

In 2025, the Board of Directors was evaluated by its Chairman. The conclusion of the evaluation was that all members fulfilled their duties in accordance with the provisions of the Company's Articles of Association and applicable legal regulations.

Over the past year, the Board of Directors held 32 meetings.

SMTL SHARES ON THE BUCHAREST STOCK EXCHANGE

Simtel Team (SMTL) shares were admitted to trading on the SMT segment of the Bucharest Stock Exchange on July 1, 2021.

Prior to the listing, during the private placement concluded on May 27, 2021, a total of 1,055,000 shares, representing 15% of the Company's share capital, were sold to investors at a price of 13 lei per share. The placement attracted 154 individual and professional investors. The offering closed early on the first day due to an oversubscription of 3.15 times, with total orders amounting to 43.15 million lei.

Following the completion of the private placement, Pavăl Holding SRL acquired 352,750 existing shares in Simtel Team from the three founders – Iulian Nedea, Sergiu Bazarciuc, and Radu Vilău – at the same price as the private placement.

As of August 12, 2024, Simtel Team S.A. shares are traded on the Main Market of the Bucharest Stock Exchange.

During the period January 1, 2025 – December 31, 2025, investors traded SMTL shares with a total value of approximately 63.4 million lei (average daily trading value of approximately 0.3 million lei).

Simtel's shares are included in the MSCI Frontier Markets Small Cap and MSCI Romania Small Cap indices, and as of March 2026, the Company's shares are also included in the FTSE Global Micro Cap indices.

As of December 31, 2024, the Company's shareholding structure was as follows:

Shareholder	No. of shares	Percentage
Iulian Nedea	1,635,681	20.0900%
Sergiu Eugen Bazarciuc	1,616,569	19.8553%
Radu Laurențiu Vilău	1,614,635	19.8315%
Natural persons	2,106,979	25.8788%
Legal persons	1,167,867	14.3444%
TOTAL	8,141,731	100%

In 2025, Simtel repurchased 143,560 of its own shares, of which 62,920 shares were granted free of charge to employees under a Stock Option Plan. The shares were repurchased at nominal value, while fractional shares were settled in cash at market value. The total transaction cost, amounting to RON 110,806, was recognized as a reduction in equity.

None of Simtel Team S.A.'s affiliated companies or subsidiaries hold shares issued by Simtel Team S.A. The Company has not issued any bonds or other debt securities.

DIVIDEND POLICY

The Company's Board of Directors outlines the following key principles regarding its dividend policy:

- The Company acknowledges shareholders' rights to be remunerated through dividends, as a form of participation in the net profits generated from operations and as recognition of the capital invested in the Company.
- As a growth company with significant development potential, the issuer's management aims to reinvest capital increases and profits into investments, including M&A and operational support for organic growth. This approach considers both the high growth potential, which requires careful cash flow management, and the substantial financing costs.
- Depending on the investment needs in a given year and the financial results generated by the issuer, the Board of Directors reserves the right to propose the distribution of cash dividends to shareholders.
- In the event of dividend distribution—whether in the form of bonus shares or cash—the decision, including the distribution rate, will be communicated by the Board of Directors through financial statements or official releases to investors.

The final decision regarding the approval of dividend distribution lies with the General Meeting of Shareholders, adopted in accordance with legal provisions.

Any change to the Company's dividend policy will be communicated to investors in a timely manner. This policy will be reviewed by the issuer's Board of Directors whenever new relevant information arises regarding dividend distribution. The policy is available on the Company's official website, in the investors section: <https://www.simtel.ro/investitori>

Approval of profit distribution

According to the convening notice published by Simtel Team, it proposes that shareholders approve the allocation of the net profit for the 2025 financial year, amounting to RON 10,053,111, as follows:

- Legal reserves – RON 8,923
- Undistributed retained earnings – RON 10,044,188
- The allocation of the net profit for the 2025 financial year will be subject to shareholders' approval at the Annual General Meeting of Shareholders scheduled for April 27, 2026.

A white hard hat with the SIMTEL logo is positioned on a solar panel. The background is a blurred outdoor scene with a blue sky and some buildings. A large white rounded rectangle is overlaid on the image, containing the text 'KEY EVENTS IN 2025'.

KEY EVENTS IN 2025

SIMTEL



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OPENING OF THE GERMAN SUBSIDIARY

On **January 16, 2025**, the Company informed the shareholders about the opening of a new subsidiary in Essen, Germany. This initiative represents a strategic step in the international expansion process initiated by the Group with the inauguration of the subsidiary in the Republic of Moldova in 2021.

More information [HERE](#).

SELECTION OF THE INTERMEDIARY FOR A BOND ISSUE

On **February 26, 2025**, the Company informed the market about the appointment of Raiffeisen Bank S.A. as an intermediary in connection with a potential corporate bond issuance.

More information [HERE](#).

OBTAINING A LICENSE FROM REPUBLIC OF MOLDOVA ANRE

On **March 6, 2025**, the Company informed the market that on March 4, 2025, GES ENERGY TRADE S.R.L., an entity from the Republic of Moldova in which the Company holds a 42.7% stake, obtained an energy supply license from the National Agency for Energy Regulation (ANRE), valid until March 3, 2035.

Following the issuance of the license by ANRE, GES ENERGY TRADE S.R.L. will be able to conclude contracts with beneficiaries, as holding an energy supply license is a prerequisite for signing such contracts.

More information [HERE](#).

OGMS AND EGMS CONVENING ON APRIL 24, 2025

On **March 20, 2025**, the Company informed the market about the decision of the Board of Directors to convene the Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS), scheduled for **April 24, 2025**. Among the items approved on the agenda were:

- Approval of the separate and consolidated annual financial statements for the financial year ended December 31, 2024, and the determination of the distribution method for the net profit related to 2024;
- Approval of the revenue and expenditure budget for the financial year 2025;
- Approval of a corporate bond program with a total value of up to 30 million euros;
- Approval of the amendment of the borrowing limit from the maximum value of 150 million lei to 250 million lei.

More information [HERE](#).

SIGNING OF A PPA (POWER PURCHASE AGREEMENT)

On **March 21, 2025**, the Company informed the market about the signing of a PPA (Power Purchase Agreement) between the Company and GES Furnizare S.R.L. (“GES”) regarding the Giurgiu park. The contract was signed for a period of 10 years, during which the Company will deliver to GES a total amount of approximately 736 GWh of electricity, which will subsequently be supplied by GES to the final customers in its portfolio.

More information [HERE](#).

2025 REVENUE AND EXPENDITURE BUDGET

On **March 24, 2025**, the Company informed the shareholders about the availability of the Revenue and Expenditure Budget for the fiscal year 2025, on a consolidated level. The Budget was approved by the Ordinary General Meeting of Shareholders on April 24, 2025.

More information [HERE](#).

SIGNING OF A SIGNIFICANT CONTRACT RELATED TO THE GIURGIU PROJECT

On **April 17, 2025**, the Company informed the market about the signing of a loan agreement with Banca Transilvania, consisting of an investment loan of 16 million euros and a bridge loan of 60.6 million lei.

More information [HERE](#).

CORPORATE BONDS

On **June 18, 2025**, the Company informed the market about the approval by the Financial Supervisory Authority (ASF) of the Base Prospectus for a corporate bond program of up to 30 million euros. The program allows Sintel, depending on specific market conditions, to issue bonds in multiple tranches, denominated in lei or euro, with fixed or variable interest rates, including structures linked to sustainability objectives. Each tranche will be admitted to trading on the regulated market of the Bucharest Stock Exchange, with maturities of up to ten years. The Base Prospectus was published on June 19, 2025.

More information [HERE](#) and [HERE](#).

SIGNING OF A SIGNIFICANT CONTRACT

On **July 4, 2025**, the Company informed the market about the signing of a significant contract with Energy Capital Group S.R.L., owned by Mogan Bucharest SRL, part of the GÜRIŞ group. The value of the contract amounts to 168,903,091.60 RON (excluding VAT) and provides for the supply of the Battery Energy Storage System (BESS), as well as the design, construction, installation, commissioning, completion, and testing (in accordance with applicable legislation) of the project and the BESS facility, located in Severin County. The facility will have a maximum power output of 98.6170 MW and a maximum storage capacity of 196.4000 MWh. The duration of the contract is nine months from the signing date.

More information [HERE](#).

SIGNING OF A SHARE PURCHASE AGREEMENT FOR THE ACQUISITION OF SMTL SOLAR BUGHEA S.R.L.

On **July 23, 2025**, the Company informed the market about the signing of a share purchase agreement for 100% of the share capital of SMTL Solar Bughea S.R.L., a company previously owned by Mr. Sergiu-Eugen Bazarciuc.

More information [HERE](#).

EGMS OF AUGUST 7, 2025

On **August 7, 2025**, the Extraordinary General Meeting of Shareholders (EGMS) of the Company took place. Among the items on the agenda were:

- Approval of the amendment to the Company's Multiannual Incentive Plan for key employees for the period 2024 - 2025 ("the Plan" / "Stock Option Plan"), which provides for the granting of options to receive free of charge shares issued by the Company, representing up to 2% of the Company's total number of shares, as approved by the resolution of the Extraordinary General Meeting of Shareholders dated February 29, 2024;
- Approval of the share capital increase of the Company by 44,616.2 lei, from 1,583,730 lei to 1,628,346.2 lei, through the issuance of 223,081 new shares with a nominal value of 0.2 lei per share, following the incorporation of 44,616.2 lei from the share premiums resulting from the share capital increase operation carried out in 2022 (approved by the Sole Administrator's Decision dated October 24, 2022);
- Approval of obtaining all relevant permits and authorizations and, respectively, ratification of the transaction regarding the acquisition by the Company of 20 shares representing 100% of the share capital of SMTL SOLAR BUGHEA S.R.L..

More information [HERE](#).

SIGNING OF A SIGNIFICANT CONTRACT

On **August 11, 2025**, On August 11, 2025, the Company informed the market about the signing of a significant contract worth 19,094,817 euro (excluding VAT) with Verbund Wind Power Romania ("the Beneficiary"), part of the international Verbund group, one of the largest renewable energy producers in Europe. The contract covers the design, construction, and commissioning of a photovoltaic park with an installed capacity of 60.207 MWp, located in Casimcea, Tulcea County.

More information [HERE](#).

APPOINTMENT OF GROUP CFO

On **September 1, 2025**, the Company informed the market about the appointment of Mihai Velicu as Chief Financial Officer (CFO) at Group level. This decision marks a new stage in the Company's development, initiating a process of consolidation and organizational alignment aimed at ensuring the strategic and financial coordination of all companies within the Group.

More information [HERE](#).

SHARE CAPITAL INCREASE

On **September 2, 2025**, the Company informed the market about the period and procedure through which shareholders could choose to receive either free shares or their equivalent value in cash, in accordance with the EGMS resolution dated August 7, 2025. Subsequently, the Company published the results of the option exercise process, determined the details of the operation (including the compensation price of 45.6812 lei and the payment dates – October 15 for free shares and October 29 for fractions), issued the information document regarding the distribution of free shares, and provided clarifications on how these shares could be viewed in shareholders' accounts. On October 21, 2025, Simtel Team announced the receipt of the Certificate of Registration of Financial Instruments (CIIF) issued by the Financial Supervisory Authority (ASF), confirming the completion of the share capital increase to 1,628,346.20 lei, divided into 8,141,731 shares.

More information [HERE](#), [HERE](#), [HERE](#), [HERE](#), [HERE](#) and [HERE](#).

SIGNING OF SIGNIFICANT CONTRACTS

On **September 26, 2025**, the Company informed the market about the signing of two significant contracts for the implementation of Battery Energy Storage Systems (BESS) in Sânpaul commune, Mureş County. The first contract, worth 86.4 million lei (excluding VAT), covers a facility with a power capacity of 40 MW and storage capacity of 80 MWh, while the second contract, worth 101 million lei (excluding VAT), refers to a facility with a power capacity of 48 MW and storage capacity of 96 MWh.

More information [HERE](#).

SIGNING OF A SIGNIFICANT CONTRACT

On **September 29, 2025**, the Company informed the market about the signing of a significant contract with a total value of 43 million euros (excluding VAT) for the design, construction, and commissioning of a photovoltaic park with an installed capacity of 67.46 MWp and a Battery Energy Storage System (BESS) with a storage capacity of 180 MWh, located in Sebeş, Alba County.

More information [HERE](#).

SIMTEL INVESTOR DAY

On **October 14, 2025**, the Company organized the Simtel Investor Day. During the event, the Company's management presented the business performance, future plans, and answered questions from investors.

The event recording is available [HERE](#).

OPENING A SUBSIDIARY IN SWEDEN

On **October 20, 2025**, the Company informed the market about the opening of a new subsidiary in Stockholm, Sweden – Simtel Nordics. This initiative marks a new stage in the Company’s international expansion process and is based on market opportunities identified in the Nordic region, one of the most dynamic and advanced areas in Europe in terms of the energy transition.

More information [HERE](#).

COMMISSIONING OF THE GIURGIU PHOTOVOLTAIC PARK

On **November 20, 2025**, the Company informed the market about the commissioning of the Giurgiu photovoltaic park, the largest photovoltaic park in Romania built on degraded land, with an installed capacity of 52 MWp and an estimated annual production of approximately 73 GWh. The completion of this project represents a key milestone in strengthening the Group’s presence in the renewable energy generation market and fulfills one of the objectives assumed at the time of the Company’s listing on the Bucharest Stock Exchange in July 2021. The project was finalized in Q4 2025 and was fully developed by the Company, from land acquisition through to commissioning.

More information [HERE](#).

EPC ACTIVITY STATUS

Regarding the delivery of the EPC solutions to clients, in 2025 the Company continued the implementation of photovoltaic park projects of various capacities, with a focus on large-scale projects, while also maintaining its traditional market of small and medium-sized rooftop and ground-mounted projects, where it continued collaborations both with established partners and within new business segments.

In 2025, a very clear dynamic was observed towards large-scale standalone storage projects, as well as projects involving the hybridization of existing energy generation capacities or the direct development of hybrid projects. The Company estimates that this trend will continue and even accelerate throughout 2026.

Regarding own projects, as of the end of 2025, the Company had an installed capacity of **64.4 MWp**. These projects generate over 85 GWh annually.

In 2026, the Company is assessing all projects from the perspective of potential hybridization and is currently in the process of defining the most appropriate technical solutions and prioritizing their implementation.

STATUS OF SIMTEL STORAGE PARK PROJECTS

the Company continues to develop its energy storage park portfolio. The storage capacities that can be installed for projects currently in various stages of development have been updated in line with the latest technological solutions. These changes, together with the reassessment of the duration of documentation and permitting processes, have led to the adjustment of implementation timelines for part of the storage park portfolio.

Through the development of an energy storage park portfolio, Simtel is strengthening its position in the renewable energy sector, as these parks represent a key component in the transition towards a sustainable and efficient energy system. Energy storage enables the balancing of the inherent fluctuations in renewable energy generation, ensuring a constant and stable supply to the grid. It also contributes to increased reliability of energy supply and long-term cost optimization, by allowing energy to be used during periods of peak demand. Furthermore, in the context of growing demand for energy storage solutions, this strategic step taken by Simtel opens new development opportunities for the Group and enables the provision of a comprehensive portfolio of integrated services, both within the Group and for its clients.

ELECTRIC AND NATURAL GAS ENERGY SUPPLY STATUS

Through G Energy Solutions (GES Furnizare SRL), a company in which Simtel Team S.A. holds a 62% stake, the energy supply activity was carried out in 2025 based on secured contracts for both energy procurement and supply. The Company confirms the upward trend in delivered volumes throughout the year, a trend that continues into 2026 for both electricity and natural gas. This accelerated growth pace was maintained, leading to the exceeding of the estimated revenue for 2025. In addition to strengthening the team, 2025 also marked the first deliveries of natural gas to end customers, enabling a more flexible approach and an expanded portfolio of services and products for G Energy Solutions' partners.

For 2026, the Company estimates the continuation of this trend and a further increase in delivered volumes for both natural gas and electricity, as well as the integration of new services into the Company's portfolio.



FINANCIAL RESULTS ANALYSIS



simtel.ro

KEY FINANCIAL RATIOS (CONSOLIDATED)

Current ratio as of 31.12.2025

$$\frac{\text{Current assets}}{\text{Current liabilities}} = \frac{342,529,398}{313,712,937} = \mathbf{1.09}$$

Gearing ratio as of 31.12.2025

$$\frac{\text{Borrowed capital}}{\text{Equity}} \times 100 = \frac{101,217,113}{125,443,373} \times 100 = \mathbf{81\%}$$

$$\frac{\text{Borrowed capital}}{\text{Employed capital}} \times 100 = \frac{101,217,113}{226,660,486} \times 100 = \mathbf{45\%}$$

Borrowed capital = Loans over 1 year

Employed capital = Borrowed capital + Equity

Fixed assets turnover as of 31.12.2025

$$\frac{\text{Revenue}}{\text{Non-current assets}} = \frac{598,367,107}{294,769,273} = \mathbf{2.03}$$

KEY FINANCIAL RATIOS (SEPARATE)

Current ratio as of 31.12.2025

$$\frac{\text{Current assets}}{\text{Current liabilities}} = \frac{307,852,010}{266,050,351} = \mathbf{1.16}$$

Gearing ratio as of 31.12.2025

$$\frac{\text{Borrowed capital}}{\text{Equity}} \times 100 = \frac{77,280,605}{125,414,010} \times 100 = \mathbf{62\%}$$

$$\frac{\text{Borrowed capital}}{\text{Employed capital}} \times 100 = \frac{77,280,605}{202,694,615} \times 100 = \mathbf{38\%}$$

Borrowed capital = Loans over 1 year

Employed capital = Borrowed capital + Equity

Fixed assets turnover as of 31.12.2025

$$\frac{\text{Revenue}}{\text{Non-current assets}} = \frac{314,982,227}{255,960,411} = \mathbf{1.23}$$

CONSOLIDATED STATEMENT OF PROFIT OR LOSS ANALYSIS

Operating Revenues

In 2025, Sintel Group recorded consolidated operating revenues of RON 605.1 million, up 68% compared to 2024. The increase was almost entirely driven by the dynamics of revenue from core operations, which reached RON 598.4 million in 2025, up 69% year-on-year, while the other components of operating revenue had a limited share in the total.

Other operating income amounted to approximately RON 6.7 million (+15%), mainly reflecting the capitalization of certain internal development activities, such as the development of industrial robots, as well as other operating income.

Regarding operating revenues generated by the Group's main entities in 2025, Sintel Team recorded revenues of approximately RON 312 million, up 14% compared to 2024. G Energy Solutions contributed around RON 277 million, up 329% compared to 2024, reflecting the significant expansion of the energy supply business through increased volumes traded during the year. ANT Energy recorded revenues of approximately RON 7 million, down 23% compared to 2024, against the backdrop of a decline in the capture price relative to the day-ahead market (DAM) for photovoltaic energy producers. The results from ANT's activity are in line with the estimates for 2025, considering that 2024 was an exceptional year in terms of the market conditions in which the company operates, implicitly reflecting an atypical level of financial performance.

At the level of the other entities included in consolidation, mainly investment vehicles holding photovoltaic parks at various stages of development, as well as other Group companies, revenues amounted to approximately RON 9 million in aggregate in 2025, their contribution to consolidated revenues remaining limited during the analyzed period.

Operating Expenses

Consolidated operating expenses reached RON 584.5 million in 2025, up 87% compared to 2024, exceeding the growth rate of revenues, mainly driven by the expansion of the energy supply activity (through G Energy Solutions), which generated a significantly higher volume of directly associated costs.

A major factor in the increase in expenses was "Electricity purchased," which rose to RON 239.5 million (+516%), becoming the most significant cost item at consolidated level.

Costs of raw materials, consumables, and goods increased to RON 181.3 million (+28%), driven by the higher volume of projects and operational deliveries within the Group.

Subcontractor costs amounted to RON 44.2 million in 2025, up 7% compared to 2024, remaining at a relatively stable level relative to the scale of operations.

Environmental costs increased to RON 13.0 million (+118%), following the expansion of the electricity supply activity and, implicitly, the higher volume of green certificates traded.

Personnel expenses reached RON 46.0 million (+39%). This increase was driven by several factors, including the rise in the number of employees — the average number of employees at consolidated level increased from 154 in 2024 to 182 in 2025 — legislative changes that eliminated tax incentives for the construction sector, which required an increase in gross salaries to maintain net salaries at the same level for affected employees, as well as salary increases in line with inflation and broader socio-economic developments.

Other operating expenses increased to RON 51.1 million in 2025 (+15%), mainly reflecting operational and administrative costs associated with the larger scale of activity (third-party services, logistics, transport, travel, insurance, rent, and other related costs).

Depreciation and amortization expenses rose to RON 5.7 million (+18%), driven by the expansion of the depreciable asset base, primarily due to the increase in assets used under leasing contracts.

Result

Operating profit decreased in 2025 to RON 20.6 million, down 57% compared to 2024, driven by the faster increase in operating costs relative to revenues and by the activity mix, with a significantly higher share of energy supply, which is structurally characterized by lower margins.

At the financial result level, the Group recorded a financial loss of RON 8.4 million in 2025, compared to RON 3.5 million in 2024 (+141%), mainly due to higher interest expenses driven by increased use of short-term financing and the impact of foreign exchange differences. Consequently, profit before tax amounted to RON 12.2 million in 2025, down 73% compared to 2024.

Income tax expense totaled RON 2.3 million in 2025, compared to RON 7.9 million in 2024 (-70%), and the Group closed 2025 with a consolidated net profit of RON 9.8 million, down 73% year-on-year.

CONSOLIDATED PROFIT AND LOSS ACCOUNT INDICATORS (RON)	2025	2024	Δ %	2023
Operating revenue	605.111.606	360.215.907	68%	300.582.206
Operating expenses	(584.519.072)	(312.009.668)	87%	(265.523.900)
Operating profit	20.592.534	48.206.239	-57%	35.058.306
Financial result	(8.409.908)	(3.494.179)	-141%	(3.381.965)
Profit before tax	12.182.626	44.712.060	-73%	31.676.341
Net profit	9.838.751	36.824.538	-73%	27.106.685

SEPARATE STATEMENT OF PROFIT OR LOSS ANALYSIS

Operating revenues

In 2025, Simtel Team S.A. recorded operating revenues of RON 315.6 million, an increase of 15% compared to 2024, and a turnover of RON 315.0 million, also up 15% year-on-year, reflecting a higher-than-initially-estimated level of activity and confirming the Company's ability to execute projects at scale.

Operating expenses

Operating expenses amounted to RON 304.6 million, up 29% compared to 2024, mainly driven by the increase in expenses for raw materials, consumables, and goods (+34%), in the context of higher activity volumes.

Personnel expenses reached RON 33.9 million (+33%). This increase was driven by several factors, including the rise in the number of employees — the average number of employees increased from 124 in 2024 to 130 in 2025 — legislative changes that eliminated tax incentives for the construction sector, which required an increase in gross salaries to maintain net salaries at the same level for affected employees, as well as salary increases in line with inflation and broader socio-economic developments.

Other operating expenses increased to RON 34.7 million in 2025 (+34%), mainly reflecting operational and administrative costs associated with the larger scale of activity (third-party services, logistics, transport, travel, insurance, rent, and other related costs).

Operating profit amounted to RON 11.0 million, a decrease of 72% compared to the previous year, while gross profit reached RON 11.9 million, down 69% year-on-year.

Income tax expense totaled RON 1.9 million in 2025, compared to RON 6.6 million in 2024 (-72%), and the Company closed 2025 with a net profit of RON 10.1 million, down 69% compared to 2024.

SEPARATE PROFIT AND LOSS ACCOUNT INDICATORS (RON)	2025	2024	Δ %	2023
Operating revenue	315,604,087	275,181,910	15%	291,061,600
Operating expenses	(304,644,610)	(235,983,774)	29%	(257,208,097)
Operating result	10,959,477	39,198,136	-72%	33,853,503
Financial result	960,293	(325,938)	395%	(2,179,352)
Gross result	11,919,770	38,872,198	-69%	31,674,152
Net result	10,053,111	32,277,126	-69%	27,444,718

CONSOLIDATED STATEMENT OF FINANCIAL POSITION ANALYSIS

Non-current Assets

The Group's total assets reached RON 637.3 million as of 31 December 2025, up 86% compared to 31 December 2024, driven by both the increase in non-current assets and the growth in current assets. Non-current assets rose to RON 294.8 million (+138%), mainly supported by the increase in the property, plant and equipment, which reached RON 233.0 million (+136%). This evolution reflects the continuation of investments in the Group's projects and operational assets, including the development of its own photovoltaic project portfolio, such as the Giurgiu photovoltaic park.

Goodwill increased significantly to RON 33.3 million (+811%), primarily as a result of the acquisition of SMTL Solar Bughea S.R.L., announced in 2025. In the context of the transaction, the difference between the purchase price and the fair value of the acquired net assets was recognized as goodwill in the consolidated balance sheet. This acquisition is in line with the Group's strategy to expand its portfolio of proprietary photovoltaic projects, with the aim of operating or monetizing them through sale to third parties.

Intangible assets reached RON 13.4 million (+67%), driven by the capitalization of development investments (including development projects carried out within Agora Robotics SRL).

Current assets

Current assets increased to RON 342.5 million (+57%). Within this structure, trade receivables and contract assets rose to RON 168.9 million (+112%), due to higher exposure to clients, driven by the increased volume of invoiced but not yet collected projects at the end of the period, as well as the recognition of the Group's right to consideration for works and services performed but not yet invoiced, mainly under EPC contracts and electricity supply contracts.

Inventories decreased to RON 71.0 million as at 31 December 2025, down 25% compared to 31 December 2024, reflecting the optimization of procurement levels at year-end.

At the same time, the Group reported Government grant receivables amounting to RON 60.6 million, representing the recognition of non-reimbursable financing related to the Giurgiu photovoltaic park, to be collected in the following period.

Prepayments increased to RON 13.7 million (+436%), driven by the expansion of the client portfolio and the development of the Group's supply activity, mainly representing green certificates required to meet the Group's legal obligations as an electricity supplier.

Other current assets increased to RON 19.8 million (+81%), mainly due to higher recoverable VAT, as a result of investments made in photovoltaic parks during the period.

Cash and cash equivalents decreased to RON 8.5 million (-72%), reflecting the use of liquidity to support working capital and investments, in the context of collection cycles specific to projects under execution at the end of the reporting period.

Equity

Equity reached RON 125.4 million as at 31 December 2025, up 7% compared to 2024, supported by the increase in retained earnings to RON 86.3 million (+6%) and by the rise in share premium to RON 33.9 million (+9%), driven by the granting of shares to employees under the Stock Option Plan. Non-controlling interests amounted to RON 3.3 million, slightly up compared to 2024 (+2%).

Non-current liabilities

Non-current liabilities reached RON 198.1 million (+322%). *Non-current bank borrowings* increased to RON 101.2 million (+140%), reflecting financing attracted to support investments and the development of the project portfolio.

Non-current deferred income increased to RON 59.6 million (compared to RON 0.7 million in 2024), mainly reflecting non-reimbursable financing related to the Giurgiu photovoltaic park, initially recognized as deferred income and to be recognized in profit or loss over the useful life of the related assets, in line with their depreciation.

Liabilities related to the acquisition of subsidiaries, amounting to RON 32.2 million, mainly represent the payment obligation for the equity interests acquired in the Bughea project.

Current Liabilities

Current liabilities increased to RON 313.7 million (+76%), with their structure highlighting a significant increase in current bank borrowings, which reached RON 120.7 million (+313%). This evolution is associated with the more intensive use of credit facilities to finance working capital and cash requirements during project execution, as well as with temporary timing differences between payments to suppliers and collections from clients, depending on project stages and contractual terms.

Trade payables increased to RON 167.4 million (+33%), reflecting the high level of activity and procurement associated with projects. Current deferred income reached RON 2.3 million (+832%), reflecting short-term subsidies recognized for the Giurgiu photovoltaic plant.

CONSOLIDATED FINANCIAL POSITION INDICATORS (RON)	31.12.2025	31.12.2024	Δ %	31.12.2023
Non-current assets	294,769,273	124,107,343	138%	39,891,157
Current assets	342,529,398	218,637,208	57%	159,056,546
Total assets	637,298,671	342,744,551	86%	198,947,703
Equity	125,443,373	117,490,191	7%	79,637,274
Non-current liabilities	198,142,361	46,921,458	322%	12,795,464
Current liabilities	313,712,937	178,332,902	76%	106,514,965
Total equity and liabilities	637,298,671	342,744,551	86%	198,947,703

SEPARATE STATEMENT OF FINANCIAL POSITION ANALYSIS

Non-current assets

As of 31 December 2025, non-current assets totaled RON 256.0 million, up 182% compared to the end of the previous year. The increase was mainly driven by the rise in the property, plant and equipment, which reached RON 166.3 million (+270%), reflecting investments made for the development of the Giurgiu photovoltaic park, as well as by the increase in investments in subsidiaries, primarily following the acquisition of SMTL Solar Bughea S.R.L.

Loans to subsidiaries increased to RON 36.4 million (+53%), driven by the financing of their investments in photovoltaic park projects and development projects, as well as by the accumulation of interest on existing loans.

Current assets

Current assets increased to RON 307.9 million (+58%). Within this structure, trade receivables and contract assets rose to RON 160.1 million (+119%), due to higher exposure to clients, driven by the increased volume of invoiced but not yet collected projects at the end of the period, as well as the recognition of the Company's right to consideration for works and services performed but not yet invoiced, mainly under EPC contracts.

Inventories decreased to RON 68.4 million (-26%), reflecting the optimization of procurement levels at year-end. At the same time, the Company reported Government grant receivables amounting to RON 60.6 million, representing the recognition of non-reimbursable financing related to the Giurgiu photovoltaic park, to be collected in the following period.

Other current assets increased to RON 13.4 million (+84%), mainly due to higher recoverable VAT, as a result of investments made during the period.

Cash and cash equivalents decreased to RON 3.8 million (-82%), reflecting the use of liquidity to support working capital and investments, in the context of collection cycles specific to projects under execution at the end of the reporting period.

Equity

Equity reached RON 125.4 million as at 31 December 2025, up 11% compared to 2024, supported by the increase in retained earnings to RON 89.6 million (+13%) and by the rise in share premium to RON 33.9 million (+9%), driven by the granting of shares to employees under the Stock Option Plan.

Non-current liabilities

Non-current liabilities reached RON 172.3 million (+843%). Non-current bank borrowings increased to RON 77.3 million (+434%), reflecting financing attracted to support investments and the development of the project portfolio.

Non-current deferred income increased to RON 59.5 million (compared to RON 0.7 million in 2024), mainly reflecting non-reimbursable financing related to the Giurgiu photovoltaic park, initially recognized as deferred income and to be recognized in profit or loss over the useful life of the related assets, in line with their depreciation.

Liabilities related to the acquisition of subsidiaries, amounting to RON 32.2 million, mainly represent the payment obligation for the equity interests acquired in the Bughea project.

Current liabilities

Current liabilities increased to RON 266.1 million (+72%), with their structure highlighting a significant increase in current bank borrowings, which reached RON 99.0 million (+424%). This evolution is associated with the more intensive use of credit facilities to finance working capital and cash requirements during project execution, as well as with temporary timing differences between payments to suppliers and collections from clients, depending on project stages and contractual terms.

Trade payables increased to RON 154.2 million (+30%), reflecting the high level of activity and procurement associated with projects. Current deferred income reached RON 2.3 million (+832%), reflecting short-term subsidies recognized for the Giurgiu photovoltaic plant.

SEPARATE FINANCIAL POSITION INDICATORS (RON)	31.12.2025	31.12.2024	Δ %	31.12.2023
Non-current assets	255,960,411	90,697,119	182%	31,770,383
Current assets	307,852,010	194,950,820	58%	156,676,962
Total assets	563,812,421	285,647,939	97%	188,447,345
Equity	125,414,010	112,496,705	11%	78,718,180
Non-current liabilities	172,348,060	18,275,916	843%	10,728,069
Current liabilities	266,050,351	154,875,318	72%	99,001,096
Total equity and liabilities	563,812,421	285,647,939	97%	188,447,345

CONSOLIDATED CASH FLOW ANALYSIS

The Group's cash flow in 2025 reflects the significant increase in activity volume and the investments made in the development of its energy project portfolio.

Net cash from operating activities amounted to RON 26.7 million in 2025, compared to RON 83.3 million in 2024. This evolution was mainly driven by the decrease in profit before tax and changes in working capital, particularly influenced by the increase in trade receivables and other receivables, in the context of the expansion in project volumes. This effect was partially offset by the increase in trade payables and other liabilities, as well as by the reduction in inventories, resulting in a temporary absorption of liquidity at the operational level.

Net cash used in investing activities amounted to RON 135.4 million in 2025, compared to RON 83.2 million in 2024. This evolution was mainly driven by increased investments in the property, plant and equipment assets, in the context of the development of photovoltaic park projects.

Cash flow from financing activities amounted to RON 140.4 million in 2025, compared to RON 14.3 million in 2024. This evolution was primarily driven by a significant increase in proceeds from borrowings, in the context of financing working capital and the Group's investment program, partially offset by loan repayments.

Overall, the evolution of the cash flow in 2025 reflects the Group's development stage, characterized by increased activity and intensified investments in energy projects. As the developed projects are commissioned and mature, they are expected to contribute to the generation of recurring cash flows in the period ahead.

Consolidated cash flow indicators	2025	2024	Δ %	2023
Net cash from operating activities	(26,736,144)	83,271,973	-132%	2,426,187
Net cash used in investing activities	(135,384,956)	(83,218,104)	-63%	(22,354,825)
Cash flow from financing activities	140,396,669	14,329,087	880%	24,223,394
Net increase (decrease) in cash and cash equivalents	(21,724,431)	14,382,956	-251%	4,294,756
Cash and cash equivalents at 1 January	30,274,015	15,891,059	91%	11,596,303
Cash and cash equivalents at 31 December	8,549,584	30,274,015	-72%	15,891,059

SEPARATE CASH FLOW ANALYSIS

The Company's cash flow in 2025 reflects the significant increase in activity volume and the investments made in the development of its energy project portfolio.

Net cash from operating activities amounted to RON 31.5 million in 2025, compared to RON 62.4 million in 2024. This evolution was mainly driven by the decrease in profit before tax and changes in working capital, particularly influenced by the increase in trade receivables and other receivables, in the context of the expansion in project volumes. This effect was partially offset by the increase in trade payables and other liabilities, as well as by the reduction in inventories, resulting in a temporary absorption of liquidity at the operational level.

Net cash used in investing activities amounted to RON 124.2 million in 2025, compared to RON 32.7 million in 2024. This evolution was mainly driven by increased investments in the property, plant and equipment assets, in the context of the development of the Giurgiu photovoltaic park.

Cash flow from financing activities amounted to RON 138.1 million in 2025, compared to RON 20.6 million in 2024. This evolution was primarily driven by a significant increase in the proceeds from borrowings, in the context of financing working capital and the Group's investment program, partially offset by loan repayments.

Separate cash flow indicators	2025	2024	Δ %	2023
Net cash from operating activities	(31,503,411)	62,425,779	-150%	(4,107,392)
Net cash from investing activities	(124,240,615)	(32,761,581)	-279%	(15,840,675)
Net cash from financing activities	138,149,844	(20,570,517)	-772%	21,041,413
Net increase (decrease) in cash	(17,594,182)	9,093,681	-293%	1,093,346
Cash and cash equivalents at 1 January	21,385,693	12,292,013	74%	11,198,667
Cash and cash equivalents at 31 December	3,791,511	21,385,693	-82%	12,292,013

RELATED PARTY TRANSACTIONS

On January 30, 2026, the Company published the voluntary report regarding legal acts and transactions with related parties carried out by the Group's companies during the period October 1 – December 31, 2025, as well as for the full year 2025. More information is available [HERE](#) and [HERE](#).

OUTLOOK ON THE GROUP'S ACTIVITY

2026 CONSOLIDATED REVENUE AND EXPENSE BUDGET

For 2026, the Group has assumed a budget that brings together its ambition to continue the accelerated growth of revenue with the objective of maintaining an appropriate level of profitability. The budget is focused on scalability, operational efficiency and international expansion, with the primary objective of translating increasing business volumes into improved margins, based on several strategic pillars:

Operational Excellence and Scalability

The Group is not limited to expanding its portfolio, but also aims to maximize the profitability of each project. In developing the 2026 project portfolio, the Group targets a shift from standalone production or storage projects to complex hybrid solutions (generation plus storage and grid integration). Traditional projects will remain part of the Group's portfolio, with a focus on budgetary efficiency and high-quality execution.

The Group will actively seek to monetize economies of scale in procurement and apply rigorous control over execution budgets in order to secure and enhance operating margins.

Revenue Stream Diversification

Simtel's management will pursue a balanced mix between execution (EPC) activities and recurring revenues. In the upcoming period, the Company intends to maximize the performance of the photovoltaic parks in its portfolio by transforming these assets into stable cash flows. At the same time, the Group aims to accelerate electricity and natural gas supply volumes, while developing complementary products designed to increase average revenue per client and improve retention rates.

Geographic Expansion

Internationalization is no longer merely an objective, but an active growth driver. The Group plans to expand its integrated ecosystem into highly mature markets, such as Germany, where demand for energy efficiency and digitalization solutions is on a strong upward trend.

Risk Management and Agility

The Group's management is aware of legislative volatility and ongoing pressures within supply chains. However, its agile structure enables the rapid adaptation of the business model to the pace of support programs, such as the National Recovery and Resilience Plan (PNRR) and the Modernization Fund, while transforming challenges in the EPC market into consolidation opportunities through digitalized solutions aligned with clients' operational realities.

In conclusion, the consolidated 2026 Revenue and Expense Budget reflects a stage of maturity. The Simtel Group will continue to deliver not only higher volumes, but also profitable and sustainable growth, supported by strict financial control, operational efficiency and improved margins across all business lines.

	Actual 2025	Q1 2026	Q2 2026	Q3 2026	Q4 2026	-RON- Total Budget 2026	Var%
Revenue	598,367,107	147,079,267	207,776,846	200,359,057	352,017,954	907,233,124	52%
Other revenue	6,744,499	930,000	930,000	930,000	930,000	3,720,000	-45%
Total operating revenue	605,111,606	148,009,267	208,706,846	201,289,057	352,947,954	910,953,124	51%
Operating costs	491,609,485	124,454,476	173,649,535	162,877,086	295,693,843	756,674,940	54%
Personnel expenses	49,008,917	11,022,663	14,286,483	11,458,971	12,223,021	48,991,139	0%
Other operating expenses	38,250,140	7,982,246	8,831,059	8,780,530	8,787,417	34,381,253	-10%
Total operating expenses	578,868,542	143,459,385	196,767,078	183,116,588	316,704,282	840,047,333	45%
EBITDA	26,243,064	4,549,882	11,939,768	18,172,469	36,243,672	70,905,791	170%
EBITDA margin %	4%	3%	6%	9%	10%	8%	
Depreciation	5,650,530	3,346,266	3,346,266	3,346,266	3,346,266	13,385,063	137%
Financial result, net	(8,409,908)	(4,337,746)	(3,910,912)	(2,873,635)	(2,530,266)	(13,652,559)	62%
Profit before tax	12,182,626	(3,134,130)	4,682,590	11,952,568	30,367,140	43,868,169	260%
Income tax expense	2,343,875	866,923	689,784	1,725,511	7,241,278	10,523,495	349%
NET PROFIT	9,838,751	(4,001,053)	3,992,806	10,227,057	23,125,862	33,344,673	239%

For 2026, the Group anticipates a significant increase in revenues, of approximately 52% compared to 2025.

The Group estimates that revenues from the EPC projects segment will grow by approximately 77% compared to 2025, considering the portfolio of contracts already signed and under execution, as well as expectations regarding contracts to be concluded during the year.

This estimate is based on information available at the reporting date and may be influenced by market conditions and the stage of project implementation.

Revenues from the energy supply segment are expected to increase by approximately 27% compared to 2025. This growth primarily reflects the organic development of the electricity supply activity, a moderate positive evolution in revenues from natural gas sales, as well as the launch of new energy products within the portfolio.

Significant fluctuations in revenues and, implicitly, in profit between reporting periods are mainly driven by the nature of the Group's activity, characterized by the execution of complex projects with variable implementation timelines, as well as by the timing of revenue recognition in accordance with IFRS 15.

Within EPC contracts, revenues are recognized over time based on the progress of works, and the structure of projects under execution at a given moment may influence margin levels depending on their stage (early phases versus advanced phases). As a result, both revenues and operating results are not evenly distributed over time but may be

concentrated in certain reporting periods, depending on the pace of project execution and the achievement of key milestones.

This dynamic inherently leads to significant variations in revenues and, implicitly, in profitability from one period to another, without necessarily reflecting a fundamental change in the Group's operational performance or its ability to generate results.

Accordingly, the Group's financial performance should be assessed over longer periods in order to properly capture business evolution and eliminate seasonality and timing effects driven by project schedules.

Operating expenses

Operating costs are estimated to increase by 54% compared to 2025, at a slightly higher rate than revenues, reflecting price developments and inflation, in the context of maintaining competitive selling prices.

Personnel expenses are estimated to remain broadly in line with 2025, reflecting that the Group has reached an adequate level of human resources required to support business growth.

Other operating expenses are estimated to decrease by 10%, as a result of improved efficiency in fixed cost management compared to the previous year.

Depreciation and amortization expenses reflect the increase in the base of depreciable assets following the commissioning of photovoltaic parks.

Financial result, net

In 2026, the net financial result is expected to remain negative, with an increase in the loss compared to 2025, driven by a higher level of interest expenses. These reflect the increase in outstanding borrowings used to finance investments, as well as the reduction in capitalized interest following the completion of certain projects.

RISKS



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Risk Management

The Group applies a continuous process of identifying, assessing, and monitoring risks that may affect the achievement of its strategic and operational objectives, as well as its financial position and cash flows. The main categories of risk are presented below, together with the mitigation measures applied.

A. Strategic Risks

Execution of the development strategy

The Group is in a phase of accelerated expansion, with simultaneous projects under development in renewable capacity, energy supply, and related services. Delays or deviations from estimated economic parameters may affect profitability and investment returns. The Group manages this risk through disciplined capital allocation and periodic monitoring of project performance. Investment and operational priorities are reviewed in line with market developments and implementation conditions.

Dynamics of the renewable energy market

The Group's activity is exposed to developments in the renewable energy market, including the pace of investments, customer interest in photovoltaic projects, technology costs, and the economic balance between renewable and conventional energy sources. Unfavorable changes in these factors may impact demand for the Group's services and projects.

The Group manages this risk by diversifying its business lines, expanding services across the entire energy value chain, and addressing multiple market segments, including EPC, supply, forecasting, and specialized services.

Risk related to the development and sustainability of the project pipeline

The Group's ability to sustain growth depends on the continuous development and renewal of its project portfolio. Delays in origination, permitting, or contracting, as well as changes in economic conditions, may reduce visibility on future revenues and affect the pace of development.

The Group manages this risk by developing a diversified pipeline, rigorously assessing opportunities, and expanding its client base and service portfolio.

Business scaling

Rapid growth places pressure on operational capacity, IT systems, internal processes, and management teams. Insufficiently controlled scaling may lead to operational inefficiencies, margin pressure, delivery delays, and internal control vulnerabilities. The Group manages this risk through process standardization and the strengthening of its operational infrastructure.

Technological developments

The sector in which the Group operates is characterized by a rapid pace of innovation and technological evolution. Delays in adopting relevant technologies or investments in solutions with limited commercial utility may affect long-term competitiveness. The Group manages this risk through continuous evaluation of technological trends, commercial and technical partnerships, rigorous technology selection, and the ongoing adaptation of its service and solutions portfolio.

B. Operational Risks

Project execution

The delivery of EPC projects and proprietary investments depends on the performance of subcontractors and the availability of equipment. Delays may generate additional costs, penalties, collection delays, and may affect client relationships. The Group manages this risk through rigorous project management practices, execution planning and control, as well as continuous monitoring of suppliers, subcontractors, and critical project milestones.

Supply chain

The equipment and components used in the Group's activity are exposed to price volatility and supply chain disruptions, including in the context of geopolitical tensions that may affect import availability. Supply disruptions or price increases may impact the costs and margins of EPC projects and proprietary investments.

The Group manages this risk through advance contracting, the use of fixed-price contracts where possible, diversification of supply sources, and continuous monitoring of equipment and logistics markets.

Project development, permitting, and grid connection risk

The development of renewable energy projects depends on the identification of suitable land, clarity of property titles, obtaining urban planning documentation and permits, as well as the grid connection process. Delays or bottlenecks in these stages may affect implementation timelines, commissioning dates, and investment returns.

The Group manages this risk through legal and technical due diligence, careful project selection, monitoring of permitting and grid connection stages, as well as maintaining active dialogue with authorities and grid operators.

Operational and energy infrastructure risk

The Group's activity depends on the proper functioning of energy infrastructure and on the services of transmission, distribution, and organized market operators. Grid constraints, technical unavailability, or improper functioning of these systems may affect production, deliveries, and the Group's financial results.

In addition, the economic performance of projects depends on the technical performance of assets and the alignment of actual production with initial estimates, with deviations potentially impacting revenues and cash flows.

The Group manages this risk through operational planning, continuous monitoring of technical and contractual relationships, the use of forecasting models, and the implementation of maintenance and operational optimization programs.

Climatic and meteorological factors

The Group's activities are influenced by climatic conditions, both during the operation phase of production capacities and during the implementation phase of projects. Electricity production from renewable sources depends on the availability of natural resources, factors inherently beyond management's control, and their variability may lead to deviations from production estimates and financial forecasts.

At the same time, adverse weather conditions may affect the execution of EPC projects, causing delays in construction, including in obtaining grid connection certificates, which may lead to postponements in commissioning and, implicitly, delays in project delivery.

The Group manages this risk through the use of forecasting and energy analysis models to estimate production and optimize operations, as well as through planning and project management practices aimed at limiting the impact of weather conditions on execution, although such risks cannot be fully eliminated.

Human resources

The Group's development depends on attracting, integrating, and retaining qualified personnel, including management, engineers, and technical and commercial specialists. Skills shortages or high employee turnover may affect execution capacity and growth pace.

The Group manages this risk through continuous investment in recruitment, retention, and professional development, as well as by strengthening its management structures.

Cybersecurity

The extensive digitalization of the Group's activities increases exposure to cyber incidents, unauthorized access, network attacks, and IT system disruptions, with potential impacts on operational continuity and data integrity. Such events may affect the Group's operations, reputation, and compliance.

The Group manages this risk through the implementation of IT control measures, security policies, active system monitoring, and employee training programs, aimed at reducing exposure to such incidents.

C. Commercial and Market Risks

Competition

The Group operates in competitive markets, both in EPC and renewable project development, as well as in energy supply and specialized services. Increasing competition may lead to pressure on pricing, margins, and market share.

The Group manages this risk through integrated services, differentiated technical expertise, and the expansion of its service and project portfolio.

Electricity price volatility risk

Electricity prices are influenced by external factors that are difficult to predict, such as demand levels, the generation mix, weather conditions, interconnection capacity, and regulatory policies. The volatility of these prices may affect the Group's business lines in different ways.

A decrease in electricity prices may reduce the profitability of generation activities and affect the economic attractiveness of certain projects developed for clients or for the Group's own portfolio. At the same time, an increase in wholesale market prices may lead to margin compression in the supply business, particularly in the case of fixed-price contracts or those with limited price adjustment flexibility.

To manage this risk, the Group uses forecasting and energy analysis tools, continuously monitors its exposure to market risks, and seeks to diversify revenue sources, as well as to include contractual clauses that allow for price adjustments or the partial transfer of risks.

Reputation

Operational incidents, litigation, or negative industry perceptions may affect the Group's reputation and its ability to attract clients and partners, thereby influencing the future development of its business.

The Group manages this risk through high quality standards, responsible communication, and strong governance.

D. Financial and Compliance Risks**Liquidity risk**

Liquidity risk represents the risk that the Group may encounter difficulties in meeting obligations associated with financial liabilities settled by the transfer of cash or other financial assets.

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

Given the nature of its activities, cash flows may present timing differences between the procurement of equipment and services, the execution of works, invoicing, and the collection of trade receivables.

Consequently, liquidity management is based on cash flows generated from operating activities, as well as on the use of available bank financing facilities. The Group aims to maintain an adequate level of liquidity and access to financing.

Market financial risks*i) Foreign exchange risk*

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 companies is the Romanian leu (RON).

Most transactions are denominated in RON; however, certain transactions and liabilities are denominated in foreign currency, with exposure mainly arising from borrowings denominated in EUR.

The Group manages this risk by using, where possible, the local currency and does not currently use derivative financial instruments to hedge foreign exchange risk.

i) Interest rate risk

The Group has bank borrowings with variable interest rates, which exposes it to interest rate risk. Unfavorable movements in interest rates may lead to increased financing costs. The Group continuously monitors its exposure to this risk and seeks to optimize its financing structure.

Detailed information and quantitative analysis regarding the financial risks presented above are included in the notes to the financial statements attached to this report.

Tax and compliance risk

The Group operates within a complex and continuously evolving tax framework, characterized by frequent legislative changes and potential differences in the interpretation of tax regulations by authorities.

These uncertainties may lead to the reassessment of certain tax obligations, the determination of additional amounts payable, as well as the application of penalties and late payment interest, with an impact on financial results and cash flows.

The Group manages this risk through continuous monitoring of legislative and fiscal developments and by applying internal compliance policies and procedures, including the use of specialized advisory services.

Energy regulatory and legislative risk

The energy sector is subject to frequent regulatory changes, both at national and European levels - regarding the energy market, support schemes, permitting, or sector-specific taxation. Legislative interventions may affect investment plans and profitability.

The Group manages this risk through continuous monitoring of the regulatory framework, adapting its business model, and maintaining a prudent approach to investment decisions.

Macroeconomic and geopolitical risks

Inflation, rising interest rates, regional political instability, and global economic disruptions may affect costs, demand, and access to financing. The market context in which the Group operates amplifies sensitivity to these factors. The Group manages this risk through the diversification of its activities, periodic review of budget and investment assumptions, and maintaining operational and financial flexibility.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

INDICATORS (RON)	2025	2024 restated*	Δ %
Operating revenue, of which:	605,111,606	360,215,907	68%
Revenue	598,367,107	354,347,514	69%
Other income	6,744,499	5,868,393	15%
Operating expenses, of which:	(584,519,072)	(312,009,668)	87%
Cost of raw materials, consumables and goods	(181,335,957)	(141,841,093)	28%
Electricity purchased	(239,500,330)	(38,857,526)	516%
Subcontractor costs	(44,193,707)	(41,305,088)	7%
Environmental costs	(12,960,697)	(5,948,762)	118%
Personnel expenses	(46,033,917)	(33,039,279)	39%
Employee benefits	(2,975,000)	(1,550,500)	92%
Other operating expenses	(51,057,648)	(44,219,846)	15%
Depreciation and amortization	(5,650,530)	(4,771,915)	18%
Provisions	(811,286)	(475,659)	71%
Operating profit	20,592,534	48,206,239	-57%
Financial result	(8,409,908)	(3,494,179)	141%
Profit before tax	12,182,626	44,712,060	-73%
Income tax expense	(2,343,875)	(7,887,522)	-70%
Net profit	9,838,751	36,824,538	-73%
Profit attributable to:			
Owners of the Company	5,605,005	33,681,741	-83%
Non-controlling interests	4,233,746	3,142,797	35%
Basic and diluted earnings per share (RON)	0.69	4.25	-84%

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

SEPARATE STATEMENT OF PROFIT OR LOSS

SEPARATE (RON)	2025	2024 restated*	Δ %
Operating revenue, of which:	315,604,087	275,181,910	15%
Revenue	314,982,227	273,878,513	15%
Other income	621,860	1,303,397	-52%
Operating expenses, of which:	(304,644,610)	(235,983,774)	29%
Cost of raw materials, consumables and goods	(181,506,941)	(135,724,926)	34%
Subcontractor costs	(44,193,707)	(41,305,088)	7%
Environmental costs	(2,588,502)	(1,423,102)	82%
Personnel expenses	(33,906,404)	(25,488,335)	33%
Employee benefits	(2,975,000)	(1,550,500)	92%
Other operating expenses	(34,661,326)	(25,886,985)	34%
Depreciation and amortization	(4,146,353)	(4,237,364)	-2%
Provisions	(666,377)	(367,474)	81%
Operating profit	10,959,477	39,198,136	-72%
Financial result	960,293	(325,938)	395%
Profit before tax	11,919,770	38,872,198	-69%
Income tax expense	(1,866,659)	(6,595,072)	-72%
Net profit	10,053,111	32,277,126	-69%
Basic and diluted earnings per share (RON)	1.24	4.08	-70%

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

INDICATORS (RON)	31.12.2025	31.12.2024 restated*	Δ %
Non-current assets, of which:	294,769,273	124,107,343	138%
Property, plant and equipment	233,032,908	98,951,781	136%
Goodwill	33,297,358	3,655,054	811%
Intangible assets	13,405,266	8,047,416	67%
Investment property	2,096,702	2,181,234	-4%
Other non-current assets	11,617,744	11,236,464	3%
Deferred tax assets	1,319,295	35,394	3627%
Current assets, of which:	342,529,398	218,637,208	57%
Inventories	70,982,311	95,054,656	-25%
Trade receivables and contract assets	168,946,548	79,846,496	112%
Government grant receivables	60,612,327	-	-
Other current assets	19,751,432	10,908,670	81%
Prepayments	13,687,196	2,553,371	436%
Cash and cash equivalents	8,549,584	30,274,015	-72%
Total assets	637,298,671	342,744,551	86%
Equity, of which:	125,443,373	117,490,191	7%
Share capital	1,628,346	1,583,730	3%
Share premium	33,881,783	30,963,983	9%
Treasury shares	(16,128)	-	-
Reserves	341,858	331,061	4%
Retained earnings	86,337,488	81,410,840	6%
Non-controlling interests	3,270,026	3,200,577	2%
Non-current liabilities, of which:	198,142,361	46,921,458	322%
Bank borrowings	101,217,113	42,211,394	140%
Lease liabilities	5,075,699	3,983,626	27%
Deferred income	59,642,359	726,438	8110%
Liabilities related to the acquisition of subsidiaries	32,207,190	-	-
Current liabilities, of which:	313,712,937	178,332,902	76%
Bank borrowings	120,683,924	29,216,206	313%
Lease liabilities	2,219,659	2,512,968	-12%
Trade payables	167,442,441	125,840,302	34%
Other payables	19,924,223	19,761,878	1%
Deferred income	2,290,296	245,721	832%
Provisions	1,152,394	755,827	52%
Total liabilities	511,855,298	225,254,360	127%
Total equity and liabilities	637,298,671	342,744,551	86%

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

SEPARATE STATEMENT OF FINANCIAL POSITION

	31.12.2025	31.12.2024 restated*	Δ %
Non-current assets, of which:	255,960,411	90,697,119	182%
Property, plant and equipment	166,304,925	44,982,143	270%
Intangible assets	491,476	282,136	74%
Investments in subsidiaries	41,122,603	9,563,936	330%
Loans to subsidiaries	36,432,180	23,836,326	53%
Investment property	2,096,702	2,181,234	-4%
Other non-current assets	9,152,037	9,818,556	-7%
Deferred tax assets	360,488	32,788	999%
Current assets, of which:	307,852,010	194,950,820	58%
Inventories	68,453,965	92,612,426	-26%
Trade receivables and contract assets	160,065,295	72,927,801	119%
Government grant receivables	60,612,327	-	-
Other current assets	13,449,919	7,318,650	84%
Prepayments	1,478,993	706,250	109%
Cash and cash equivalents	3,791,511	21,385,693	-82%
Total assets	563,812,421	285,647,939	97%
Equity, of which:	125,414,010	112,496,705	11%
Share capital	1,628,346	1,583,730	3%
Share premium	33,881,783	30,963,983	9%
Treasury shares	(16,128)	-	-
Reserves	325,669	316,746	3%
Retained earnings	89,594,340	79,632,246	13%
Non-current liabilities, of which:	172,348,060	18,275,916	843%
Bank borrowings	77,280,605	14,466,226	434%
Lease liabilities	3,338,207	3,083,252	8%
Deferred income	59,522,058	726,438	8094%
Liabilities related to the acquisition of subsidiaries	32,207,190	-	-
Current liabilities, of which:	266,050,351	154,875,318	72%
Bank borrowings	98,993,953	18,883,744	424%
Lease liabilities	1,453,093	2,110,134	-31%
Trade payables	154,245,528	118,323,426	30%
Other payables	8,226,922	14,713,518	-44%
Deferred income	2,290,296	245,721	832%
Provisions	840,559	598,775	40%
Total liabilities	438,398,411	173,151,234	153%
Total equity and liabilities	563,812,421	285,647,939	97%

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

CONSOLIDATED CASH-FLOW STATEMENT

	2025	2024 restated*
Cash flow from operating activities		
Profit before tax	12,182,626	44,712,060
Depreciation	5,193,072	4,155,982
Amortization	457,458	615,933
Impairment loss on trade receivables	424,593	-
Employee benefits	2,975,000	1,550,500
Provisions	396,567	311,526
Gain from bargain purchase of subsidiaries	(497,899)	-
Loss on disposal of property, plant and equipment	280,542	8,995
Release of deferred income related to government grants for investments	(147,304)	-
Net foreign exchange loss	2,052,908	242,121
Dividend income	(36,780)	-
Interest income	(202,979)	(239,252)
Interest expense	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
Loans granted	(3,189,703)	-
Repayments of loans granted	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	(2,196,082)	-
Net cash used in investing activities	(135,384,956)	(83,218,104)
Acquisition of non-controlling interests	(17,700)	-
Purchase of treasury shares	(110,806)	-
Dividends paid to non-controlling interests	(3,422,565)	(875,609)
Proceeds from borrowings	606,049,469	140,759,922
Repayment of borrowings	(458,835,471)	(124,140,962)
Lease payments	(3,266,258)	(1,414,264)
Cash flow 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	30,274,015	15,891,059
Cash and cash equivalents at 31 December	8,549,584	30,274,015

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

SEPARATE CASH-FLOW STATEMENT

	2025	2024 restated*
Cash flow from operating activities		
Profit before tax	11,919,770	38,872,198
Depreciation	3,731,419	3,566,228
Amortization	414,934	582,245
Impairment loss on trade receivables	424,593	-
Employee benefits	2,975,000	1,550,500
Provisions	241,784	154,474
Loss on disposal of property, plant and equipment	(70,948)	8,995
Release of deferred income related to government grants for investments	(147,304)	-
Net foreign exchange loss	1,361,668	195,503
Dividend income	(4,325,488)	-
Interest income	(2,981,798)	(2,720,822)
Interest expense	4,985,325	3,441,964
Cash flows from operating activities before changes in working capital	18,528,955	45,651,285
Inventories	24,158,461	(15,873,201)
Trade receivables and other assets	(93,155,301)	(38,639,219)
Trade and other payables	34,177,590	77,315,693
Cash generated from/(used in) operating activities	(16,290,295)	68,454,557
Interest paid	(8,350,661)	(3,441,964)
Income tax paid	(6,862,455)	(2,586,814)
Net cash from operating activities	(31,503,411)	62,425,779
Loans granted	(9,569,804)	-
Capital contributions to subsidiaries	(158,950)	(5,845,226)
Payments for the acquisition of intangible assets	(624,274)	143,418
Payments for the acquisition of property, plant and equipment	(118,367,309)	(29,780,595)
Dividends received	4,325,488	-
Interest received	154,234	2,720,822
Net cash used in investing activities	(124,240,615)	(32,761,581)
Purchase of treasury shares	(110,806)	-
Proceeds from borrowings	463,846,943	89,284,714
Repayment of borrowings	(323,440,789)	(107,301,138)
Lease payments	(2,145,504)	(2,554,093)
Cash flow from financing activities	138,149,844	(20,570,517)
Net increase /(decrease) in cash and cash equivalents	(17,594,182)	9,093,681
Cash and cash equivalents at 1 January	21,385,693	12,292,013
Cash and cash equivalents at 31 December	3,791,511	21,385,693

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

DECLARATION OF THE MANAGEMENT

Bucharest, March 26, 2026

The undersigned, Iulian Nedea, in his capacity as Chairman of the Board of Sintel Team S.A., hereby declares that, in accordance with the information available, the annual financial statements for the period from January 1, 2025 to December 31, 2025, prepared in accordance with the applicable accounting standards, provide a true and fair view of the assets, liabilities, financial position, as well as the profit and loss account of Sintel Team S.A. and of its subsidiaries included in the consolidation of the financial statements.

The 2025 Annual Report includes a fair review of the development and performance of the issuer and of the companies included in the consolidation, as well as a description of the main risks and uncertainties specific to the business activity.

Furthermore, the provisions regarding sustainability reporting, as set out in Article 29b of Directive 2013/34/EU and Article 8(4) of Regulation (EU) 2020/852, are not applicable to the issuer for the reporting period mentioned above.

Iulian Nedea

Chairman of the Board of Directors of Sintel Team S.A.

Comply-or-Explain Statement (CES)

Company Name: SIMTEL TEAM S.A. (01.01.2025 - 31.12.2025)

Section	Principle	Prov No.	Provision (detailed)	Yes	Partial	No	Explanation (text and url link if document is on website)
A: GOVERNING BODIES							
A: GOVERNING BODIES	A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The Board should clearly define and disclose the full scope of its roles and responsibilities.	A.1., 1	The Board should have an internal regulation that formalises and clearly states its roles and responsibilities. The articles of association, Board's internal regulation and other internal regulations should clearly delineate the roles and competencies among the Board, general meeting of shareholders (GMS) and executive management.	X			The Company complies with this provision. The Board Regulations and the internal Corporate Governance Code delineate the roles between the General Meeting of Shareholders, the Board of Directors and the Chief Executive Officer, while the Chief Executive Officer reports regularly and comprehensively to the Board. The Board Regulations provide for formal review by the Board when circumstances arise that require amendments, and the internal Code separately includes policies on remuneration, conflicts of interest, investor relations and the risk management system, ensuring a clear functional and competency-based separation.
A: GOVERNING BODIES	A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The Board should clearly define and disclose the full scope of its roles and responsibilities.	A.1., 2	Board's internal regulation should include, among others, the Board's responsibilities as well as fiduciary duties of directors to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company, its shareholders and taking into account the interests of other stakeholders in line with legal requirements.	X			
A: GOVERNING BODIES	A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The Board should clearly define and disclose the full scope of its roles and responsibilities.	A.1., 3	To sustain the Company's long-term viability and success, the Board should: <ul style="list-style-type: none"> ·Oversee the development and approve the Company's strategy and ensure that it also integrates sustainability aspects, including environmental and social (E&S) considerations and climate-related risks and opportunities; ·Appoint and dismiss CEO and other executives to whom executive management responsibilities were delegated (called executive management) and ensure their succession planning; ·Oversee the management performance, management role in addressing material sustainability risks and opportunities and align the remuneration of executive management with the long-term interests and sustainability of the Company, according to the provisions of the Company's remuneration policy; ·Ensure there is a sound framework for internal controls and risk management; ·Ensure that the Company has in place procedures to enable effective communication with shareholders and other stakeholders. 	X			

A: GOVERNING BODIES	A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The Board should clearly define and disclose the full scope of its roles and responsibilities.	A.1., 4	Duration of appointment of Board and executive management should be set clearly and should, to the extent possible, foster stability and predictability.	X			
A: GOVERNING BODIES	A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.	A.2., 1	The Board should have at least five members.	X			
A: GOVERNING BODIES	A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.	A.2., 2	The Board should have in place a policy on Board and executive management diversity and should ensure that diversity requirements in terms of gender, age, experiences and skills are incorporated in the Nomination Policy.	X			
A: GOVERNING BODIES	A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.	A.2., 3	The Board should develop a Board profile which specifies the desired characteristics and traits of its members including factors such as independence, diversity, integrity, specific skills and experience, industry knowledge, ability and willingness to devote adequate time and effort to Board responsibilities in the context of the needs of the Board and its committees and their exercise of the Board's strategic and oversight roles. The Board profile can be part of the Nomination Policy.	X			
A: GOVERNING BODIES	A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.	A.2., 4	The majority of the members of the Board should be non-executives. At least a third of the Board members should be independent. Each independent member of the Board should submit a declaration regarding his/her independence at the time of his/her nomination for election or re-election as well as when any change in his/her status arises, as per the criteria of independence defined in law and in Appendix A to the Code.	X			
A: GOVERNING BODIES	A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.	A.2., 5	The Nomination and Remuneration Committee (or the entire Board if there is no Nomination and Remuneration Committee) should assess whether the directors can be considered independent under the factors taken into account, by examining whether there are any business or other personal relationships that could materially affect the independence and objectivity of the director and his/her ability to act in the best interests of the Company, its shareholders and stakeholders.			X	The Company partially complies with this provision. The internal documentation shows that four out of five members of the Board are non-executive and that an assessment of independence is carried out upon appointment; however, in the strict sense of the 2025 BVB Corporate Governance Code, the formal diversity policy of the Board and executive management needs to be strengthened and more explicitly linked to the Nomination Policy. The Company has already adopted a DEI policy and has a statement regarding gender representation, and these instruments will be harmonised into a unified diversity and nomination framework to be published on the Company's website.

A: GOVERNING BODIES	A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.	A.2., 6	The positions of Chairperson and Chief Executive Officer (CEO) are recommended to be held by different individuals.	X			
A: GOVERNING BODIES	A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.	A.2., 7	If the Chairperson and CEO functions are performed by the same person, it is recommended that the Board appoints an independent Vice-Chairperson.				Not applicable
A: GOVERNING BODIES	A.3. The Board should ensure that a formal, rigorous and transparent procedure is put into place regarding the nomination of new members to the Board.	A.3., 1	The Company should develop and disclose a board nomination policy ("Nomination Policy") that should define the processes and procedures for the nomination, election or replacement of a director. The Nomination Policy, approved by the competent governance body, shall describe how the Company receives and evaluates nominations from shareholders (including minority shareholders) or from members of the Board, including in relation to the board profile, independence and diversity.		X		The Company partially complies with this provision. The Corporate Governance Code shows that the selection process is carried out through a Nomination and Remuneration Committee established within the Audit & Risk Committee, and that procedures based on the Board profile, independence and integrity are applied. However, in order to fully comply with the letter of the 2025 BVB Corporate Governance Code, the Company intends to extract and publish a standalone Nomination Policy, including a formal description of how it receives and evaluates nominations from shareholders and members of the Board.
A: GOVERNING BODIES	A.3. The Board should ensure that a formal, rigorous and transparent procedure is put into place regarding the nomination of new members to the Board.	A.3., 2	The Board, through its Nomination and Remuneration Committee, if established, should monitor the nomination process of candidates for the position of Board member.	X			
A: GOVERNING BODIES	A.3. The Board should ensure that a formal, rigorous and transparent procedure is put into place regarding the nomination of new members to the Board.	A.3., 3	The Company should disclose to shareholders information on the experiences and CV of the director candidates that they require to make an informed decision on the appointment or reappointment of the directors including the following: <ul style="list-style-type: none"> • Candidates' professional commitments and engagements, including executive and non-executive positions in companies, public authorities, not-for-profit bodies or other organisations; • Any existing or potential conflicts of interest including whether they have business, family or other relationships that could affect their performance as directors on the Board; • Which shareholder or member of the Board proposed each candidate for the Board positions. 	X			
A: GOVERNING BODIES	A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.	A.4., 1	The Board shall establish an Audit Committee to enhance its oversight capability over the financial reporting, internal control framework, internal and external audit processes, and compliance with applicable laws and regulations. Where a separate risk management committee is not required by law or already established, the Audit Committee will also include oversight responsibilities for the efficiency of the risk management framework.	X			

A: GOVERNING BODIES	A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.	A.4., 2	The Audit Committee is recommended to be composed of non-executive directors. The majority of the Committee members is recommended to be independent, including the Committee chairperson. The Audit Committee, as a whole, should have competencies relevant to the Company's area of operations. The Committee and its members should comply with the applicable national and European legislation.	X			
A: GOVERNING BODIES	A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.	A.4., 3	The Boards of Premium Tier companies should set up a Nomination and Remuneration Committee formed of non-executive directors. The majority of the Committee members is recommended to be independent, including the Committee chairperson. The Board may also establish a separate Nomination Committee and a separate Remuneration Committee if the Board composition accommodates it and if this is justified given the Company's size and complexity of its business and governance structures.				Not applicable
A: GOVERNING BODIES	A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.	A.4., 4	In addition to its specific responsibilities as provided under this Code, the Nomination and Remuneration Committee should: i. Review and recommend to the Board the size and composition of the Board and lead the development and ongoing review of the Board profile; ii. Identify individuals qualified to become Board members and members of the executive management, if requested; evaluate the candidates for executive management roles; evaluate the candidates proposed by the shareholders or by Board members for a director role and inform the GMS accordingly; iii. Make recommendations to the Board concerning committee appointments (other than the Nomination and Remuneration Committee); iv. Coordinate an annual evaluation of the Board, directors and committees in line with provisions set out in Principle A.5.; v. Assist the Board in fulfilling its responsibilities related to the Company's remuneration policy; vi. Assist the Board in the development of the succession plans for executive management, as well as the emergency succession plans and CEO search process, as required; vii. Oversee the administration of the Company's compensation and benefits plans.	X			
A: GOVERNING BODIES	A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.	A.4., 5	The role and responsibilities of Board committees should be defined in separate internal regulation (operating regulations) and disclosed on the Company's website. If the Company chooses not to establish any of the Board committees not required by law, the corresponding tasks and responsibilities shall be done by the Board and should be adequately stated in the Board's internal regulation.		X		The Company complies with the provision regarding the existence and role of the Audit Committee, which operates in an extended Audit & Risk Committee format, with responsibilities covering financial reporting, the ERM framework, conflict of interest policies, related-party transactions and the non-audit services policy. In relation to other committees that are not mandatory under the law or are not established as separate bodies, their responsibilities are exercised at the level of the Board or through the internal governance structures already described, and the Company will continue to enhance the disclosure of their roles and responsibilities in separate regulations published on its website.

A: GOVERNING BODIES	A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.	A.4., 6	The evaluation of independence for the members of the committees, including when the members of the committees are appointed by the GMS, shall be carried out according to the same procedure applicable to the independent members of the Board.	X			
A: GOVERNING BODIES	A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.	A.4., 7	The chairpersons of the Audit Committee and Nomination and Remuneration Committee should not be the Chairperson of the Board or of any other committee, unless this is justified by the size of the Board.	X			
A: GOVERNING BODIES	A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.	A.5., 1	The Board Chairperson is primarily responsible for ensuring that the Board functions properly. The Board's internal regulation should contain the role and responsibilities of the Board Chairperson and the Board Chairperson, at a minimum, should: <ul style="list-style-type: none"> • Determine the agenda of the Board meetings, chair such meetings and ensure that minutes are kept of such meetings; • Ensure the Board receives accurate, timely, useful, succinct information to enable the Board to make sound decisions; • Ensure the Board has sufficient time for consultation and decision-making; • Enable the Committees to function properly and that there is effective communication with Board committees, including actionable, insightful reports of committees back to the full Board; • Ensure the performance of the Board is evaluated and discussed at least once a year and disclosed as per provision D.1.3; • Ensure that the Board has proper working relationship with the executive management. The CEO and the Chairman of the Board (if positions are held by different individuals) shall meet regularly; • Address and manage internal disputes and conflicts of interest concerning Board members. 	X			
A: GOVERNING BODIES	A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.	A.5., 2	The Board should meet as often as necessary but not less than six (6) times a year.	X			
A: GOVERNING BODIES	A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.	A.5., 3	The Board can request to designate the Corporate Secretary who should assist the Board in complying with its obligations under law, Board internal regulation and other policies. The Corporate Secretary should be a senior officer in the Company tasked with assisting the Board and its committees in organising their activities, in preparing for the meetings, annual Board and committee performance evaluation and director training programs, if the case.	X			
A: GOVERNING BODIES	A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.	A.5., 4	The Board should clearly define the rights and responsibilities, scope of authority and other issues related to the Corporate Secretary.		X		The Company largely complies with this provision. The Company will explicitly formalize in the Board Regulations the appointment and role of the General Secretary.

A: GOVERNING BODIES	A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.	A.5., 5	The Board and its committees should develop and approve an annual internal work plan identifying topics to address during the year before the end of the previous year. The plan should take into account decisions that need to be proposed to the GMS, reporting by management and internal control functions, the required frequency of Board and Committee meetings, and should be reviewed by the Chairperson, assisted by the Corporate Secretary.		X		The Company largely complies with this provision. Internal documentation indicates that the activity of the Board and its committees is evaluated annually, that there is a dedicated meeting for this evaluation, and that Board members may periodically request information from the Chief Executive Officer. However, in order to achieve full compliance with the BVB Code 2025, the Company will explicitly strengthen in the Board Regulations the provisions regarding the annual work plan, the appointment and role of the General Secretary, induction for new Board members, and periodic external evaluation.
A: GOVERNING BODIES	A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.	A.5., 6	The Board should conduct an annual evaluation of the composition, activity and dynamics of the Board and its committees, individually and as a whole, and which should be coordinated by the Nomination and the Remuneration Committee.	X			
A: GOVERNING BODIES	A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.	A.5., 7	The Nomination and Remuneration Committee should share the results of the Board evaluation with the whole Board and should then set follow up actions, if any, including professional development and training plans for the Board to fill gaps.	X			

A: GOVERNING BODIES	A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.	A.5., 8	The Board's internal regulation should require Company orientation (induction) programmes for newly appointed directors, ensured by internal staff of the Company. The Board's internal regulation can also include references for ongoing director education program, if needed. The implementation of any orientation and ongoing trainings programmes for directors (as per the Board decision) is made under the oversight of the Nomination and Remuneration Committee, with the support of the Corporate Secretary. Based on the results of the annual board evaluation, the Nomination and Remuneration Committee jointly with the Board Chairperson shall develop professional development programmes focusing on the areas where capacity should be built among Board members.		X		The Company largely complies with this provision. The internal documentation shows that the activity of the Board and its committees is assessed annually, that there is a dedicated meeting for the evaluation, and that Board members may periodically request information from the Chief Executive Officer. However, in order to achieve full compliance with the 2025 BVB Corporate Governance Code, the Company will explicitly strengthen, within the Board Regulations, the provisions relating to the annual work plan, the designation and role of the Corporate Secretary, induction for new directors and periodic external evaluation.
A: GOVERNING BODIES	A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.	A.6., 1	Executive management should run the Company and be accountable to the Board. Division of responsibilities between the Board and the executive management and between different members of the executive management should be clearly articulated in the Company's by-laws and the internal regulations of the Company.	X			
A: GOVERNING BODIES	A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.	A.6., 2	When Board Chairperson and CEO roles are exercised by one individual, the different responsibilities of the Board Chairperson and CEO should be clearly defined and distinguished in the Company by-laws.				Not applicable
A: GOVERNING BODIES	A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.	A.6., 3	The Board should ensure that the executive management is comprised of persons with adequate knowledge, skills, diversity and experience to support successful Company performance and that there are measures in place to provide for the orderly succession of executive management.	X			

A: GOVERNING BODIES	A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.	A.6., 4	The Board, with the support of the Nomination and Remuneration Committee, should annually evaluate executive management's performance, the effectiveness of its cooperation with the Board, including the information provided to the Board.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK							
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 1	The Board determines the nature and extent of the risks the Company is willing to take necessary for the achievement of Company's strategic objectives (i.e., the Company's risk appetite) and should ensure there are clear structures, policies and procedures in place that identify, evaluate, report, manage and monitor significant and emerging risks, including risks related to sustainability, cybersecurity and the use of digital technologies. The Board should explain in the annual report the mechanisms and processes in place to identify and manage risks.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 2	The Board should adopt a formal risk management policy, to ensure accurate, complete and timely identification, measurement and reporting of risks, adequate and feasible risk control measures as well as integration of an E&S risks into the risk management framework in support of the Company's strategy implementation.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 3	The Board and Audit Committee should understand emerging information technology and artificial intelligence-related changes so to mitigate cybersecurity risks. Time should be given to the AI risks and opportunities and cybersecurity on Board agenda to ensure understanding of cyber protection.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 4	The Company is recommended to establish a risk management function responsible for ensuring accurate, complete and timely identification of the risks, ensuring that adequate and feasible risk control measures are in place and monitoring the risk management procedures. The risk management function, through the Chief Risk Officer (CRO), where present, should have a direct communication and functional reporting to the Board and Audit Committee (if there is no separate Risk Committee).	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 5	The Board with the assistance from the Audit Committee should at least annually assess the adequacy and effectiveness of Company's risk management and internal control framework (including operational and compliance controls) and make relevant recommendations. The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and compliance, internal control reports, if they are required by applicable legislation, to the Audit Committee, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and submission of relevant reports to the Board.	X			

B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 6	The Company should develop and make available on a free of charge basis on the Company's website a whistle-blowing mechanism which would enable employees and stakeholders to make reports about suspected breaches or wrongdoings as per the applicable legislation in place.	X			The Company complies with this provision. Through the Risk Management Policy and the Risk Appetite Statement, the Board has established a formal framework for the identification, assessment, treatment, monitoring and reporting of risks, including ESG/climate, cyber and AI-related risks. The Policy defines the roles of the Board of Directors, the Audit & Risk Committee, executive management, and the compliance/internal audit functions, as well as the reporting and escalation processes, including the reporting of material incidents within 24-72 hours and the inclusion of an ERM/RAS summary in the annual report.
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.	B.2., 1	In addition to its responsibilities mentioned in legislation and elsewhere in the Code, the Audit Committee should: <ul style="list-style-type: none"> ·Review the Company's internal controls and risk management frameworks; ·Oversee the development and application of the Company's policies on conflicts of interests and related party transactions; ·Ensure independence and review the effectiveness of the Company's internal audit function and make a recommendation to the Board; ·Oversee the internal audit function; ·Oversee the preparation of sustainability-related reports and information included in them, unless this task is assigned to another committee; ·Oversee the framework for ensuring the Company's compliance with applicable legal and regulatory requirements and internal regulations of the Company (like the procedures for reporting breaches of the law or the Company's Code of Conduct), unless this task is assigned to another committee. 	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.	B.2., 2	Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by regular (at least annual) or ad-hoc reports to the Board.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.	B.2., 3	The Audit Committee should monitor the independence and objectivity of the external auditor. The Committee should approve a policy on the provision of permitted non-audit services by the external auditor in line with legal requirements and enforce implementation of that policy. Committee's findings regarding the independence of the external auditor should be disclosed in the annual report.	X			

B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.	B.2., 4	The Audit Committee should discuss the annual audit work plan with the external auditor covering the scope and materiality of the activities to be audited. The audit committee should meet the external auditor as needed to discuss issues identified and to monitor the quality of the services provided.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.3. The Board should ensure the independence of the internal audit function. Company's internal audit function should provide independent and objective assurance on the effectiveness of risk management framework and internal control framework.	B.3., 1	The Board should ensure that the internal audit has the authority, resources and procedures adequate to assist the Board in ensuring effectiveness and efficiency of the Company's risk management and internal control framework.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.3. The Board should ensure the independence of the internal audit function. Company's internal audit function should provide independent and objective assurance on the effectiveness of risk management framework and internal control framework.	B.3., 2	To ensure fulfillment of the core functions of the internal audit function, the head of the function should be appointed by and report functionally directly to the Board via the Audit Committee, who shall be tasked with approving his/her appointment and dismissal. This is without prejudice to administrative reporting to the CEO and sharing information with the Company's executive management, in line with legal requirements and professional standards.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.3. The Board should ensure the independence of the internal audit function. Company's internal audit function should provide independent and objective assurance on the effectiveness of risk management framework and internal control framework.	B.3., 3	The internal audit function should be established in line with applicable legal requirements and industry standards (e.g., Institute of Internal Auditors). The internal audit authority, composition, remuneration, annual budget, working procedures and other relevant matters shall be regulated in separate internal audit's internal regulation approved by the Board, following the recommendation of the Audit Committee.	X			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.3. The Board should ensure the independence of the internal audit function. Company's internal audit function should provide independent and objective assurance on the effectiveness of risk management framework and internal control framework.	B.3., 4	The Audit Committee should agree an annual internal audit work plan with the internal auditor, receive internal audit reports, updates on key audit issues, monitor implementation of recommendations of the internal audit and provide necessary guidance.		X		The Company partially complies with this provision. The ERM framework and governance roles explicitly describe the internal audit function as the third line of defence, with responsibility for testing the effectiveness of controls and conducting follow-up activities. In order to achieve full compliance in line with the 2025 BVB Corporate Governance Code, the Company will finalise and separately approve an Internal Audit Charter, including explicit provisions on functional reporting lines, resources and the annual plan, and will align it with the mandate of the Audit & Risk Committee.
C: PERFORMANCE, MOTIVATION AND REWARD							

C: PERFORMANCE, MOTIVATION AND REWARD	C.1. Members of the Board shall receive remuneration corresponding to the volume and weight of powers and their responsibilities, rather than the performance of management or the Company. The structure and amount of director's remuneration should enable the Company to attract, retain and motivate the competent and qualified directors.	C.1., 1	Board members should receive remuneration, as per the Remuneration Policy of the Company. Members who also serve on Board committees should receive additional remuneration for this work. But in no circumstances should the remuneration be linked to the number of board or committee meetings.	X			
C: PERFORMANCE, MOTIVATION AND REWARD	C.2. The Board shall ensure there is a formal and transparent policy and procedure for determining the remuneration of executive management that aligns with the long-term interests of the Company and the Company's strategy. This policy shall be presented, subject for approval, to the GMS in line with legal requirements.	C.2., 1	The Board should determine the annual remuneration of the executive management, based on the recommendations of the Nomination and Remuneration Committee and in accordance with the Company's remuneration policy. The remuneration policy should be prepared in accordance with the relevant legal requirements.	X			
C: PERFORMANCE, MOTIVATION AND REWARD	C.2. The Board shall ensure there is a formal and transparent policy and procedure for determining the remuneration of executive management that aligns with the long-term interests of the Company and the Company's strategy. This policy shall be presented, subject for approval, to the GMS in line with legal requirements.	C.2., 2	Levels of remuneration for executive management members and key performance indicators taken into account when determining variable (performance-based) part of the remuneration should be set in advance and be measurable and appropriate in relation to the agreed strategy and risk appetite, the economic environment within which the Company operates, and the pay and conditions of employees within the Company. In particular, they should include indicators related to non-financial performance and appropriate sustainability objectives.		X		The Company partially complies with this provision. The existing Remuneration Policy already includes principles of alignment with the Company's strategy, risk profile and performance, as well as updates regarding ESG KPIs, equity-linked mechanisms, malus and clawback provisions. However, the updated version will be submitted for approval to the Ordinary General Meeting of Shareholders (OGMS), and therefore, as at 31 December 2025, full compliance with the revised policy was still in progress. Until approval by the OGMS, the Board applies the current policy and will submit the updated version for shareholder approval in accordance with the indicated timeline.
C: PERFORMANCE, MOTIVATION AND REWARD	C.2. The Board shall ensure there is a formal and transparent policy and procedure for determining the remuneration of executive management that aligns with the long-term interests of the Company and the Company's strategy. This policy shall be presented, subject for approval, to the GMS in line with legal requirements.	C.2., 3	Company's shares and/or share purchase options should represent a significant part (e.g., not less than 10%) of the executive management member's total variable remuneration.	X			
D: DISCLOSURE AND INVESTOR RELATIONS							

D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 1	The Company should make sure to provide accurate, complete and timely financial and operational information, including quarterly, half-yearly and annual reports, as well as current reports. Companies should ensure all relevant information is easily accessible to investors, including through the Company website and other public information sources, as the case may be.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 2	The Company is recommended to have an Investor Relations (IR) function and should appoint a dedicated person in charge of IR function. The contact details of the person or persons charged of the IR function shall be available on the Company's website. The IR function will report directly to the CEO/CFO, underscoring its significance within the Company's hierarchy and emphasizing its central role in managing and communicating the Company's capital market engagements and status. The Company should organise induction and regular training/courses, if needed, for the IR function, tailored to its specific needs and responsibilities.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 3	The Company should include on its corporate website a dedicated Investor Relations section, with all relevant information of interest for investors, available both in Romanian and English.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 3	The company should include on its Investor Relations section: • Main corporate regulations: updated articles of association, GMS procedures, board's internal regulation and board committees' internal regulations.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 3	The company should include on its Investor Relations section: • List of current members of the Board, Board's Committees and executive management, providing an up-to-date information on independence status , professional CVs (containing at least: name, surname, gender, nationality, age; work experience by year, position and Company; studies, field of study and academic or professional institution granting the diploma), other professional commitments, including executive and non-executive Board positions in companies, not-for-profit institutions and state institutions; relationship with shareholders holding at least 5% of the voting rights/shares issued by the Company; the duration of the appointment of the members of the Board, the Committees and the executive management, specifying the date from which they were appointed.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 3	The company should include on its Investor Relations section: • Current reports and periodic reports (quarterly, semi-annual and annual reports).	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 3	The company should include on its Investor Relations section: • Information related to GMS: the agenda, supporting materials and the decisions taken; procedure for running the GMS; the Nomination Policy; candidates' professional CVs (containing at least: name, surname, gender, nationality, age; work experience by year, position and Company; studies, field of study and academic or professional institution granting the diploma), as well as any other information presented at A.3.3; communication channel(s) for shareholders to address questions; answers to shareholders' questions related to the agenda; declarations of independence for board candidates and evaluations made by Nomination and Remuneration Committee/Board for candidates, including their compliance with independence criteria.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 3	The company should include on its Investor Relations section: • Information on Board evaluation, made as per Provision A.5.7, including evaluation criteria and process, as well as a summary result of the evaluation and actions that have been or will be undertaken as a result of the evaluation.	X			

D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> Information on corporate events, such as payment of dividends and other distributions to shareholders, or other events leading to the acquisition or limitation of rights of a shareholder, including the deadlines and principles applied to such operations. Such information should be published within a timeframe that enables investors to make investment decisions. 	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> Corporate policies, among which code of conduct, dividend policy, remuneration policy, forecast policy, policy for communication with investors, the corporate social responsibility (CSR)/sponsorship policy, policy for related parties' transactions, policy for diversity, equity and inclusion, and whistleblowing policy (if not already part of the Code of Conduct). 	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 4	The Company should organise at least two meetings/conference calls with analysts and investors each year. The information presented on these occasions should be published in the IR section of the Company website at the time of the meetings/conference calls.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 5	The Company should disclose the material and reportable non-financial and sustainability issues with emphasis on the disclosure of environmental, social and governance (ESG) issues of its business and operations in line with the recognized standard of sustainability reporting. The Company's sustainability statements shall be disclosed on its website.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.	D.1., 6	The Company should have a CSR/sponsorship policy to guide the activity in the area of supporting CSR activities and sponsorship.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.	D.2., 1	The Company should have a dividend policy as a set of directions the Company intends to follow regarding the distribution of net profit.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.	D.2., 2	The procedure for running the GMS should not restrict the participation of shareholders in GMS and the exercise of their rights. Amendments of the procedure for running the GMS should take effect, at the earliest, as of the next GMS.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.	D.2., 3	The external auditors should attend the shareholders' meetings where their reports are presented, in order to respond to shareholders' questions.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.	D.2., 4	The Board should present to the annual GMS a summary of the assessment of the adequacy and effectiveness of the risk management and internal control framework, as per the related information included in the annual report.	X			
D: DISCLOSURE AND INVESTOR RELATIONS	D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.	D.2., 5	The Company should stimulate engagement with shareholders and investors by: <ul style="list-style-type: none"> Encouraging active shareholder participation in GMS, like ensuring conditions for virtual participation. Holding regular briefings and updates for investors, especially during significant corporate events. Establishing channels for shareholders to provide feedback and ask questions, ensuring responses are timely and comprehensive. 	X			

D: DISCLOSURE AND INVESTOR RELATIONS	D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.	D.2., 6	Any professional, consultant, expert or financial analyst may participate in the shareholders' meeting upon prior invitation from the Chairperson of the Board. Accredited journalists may also participate in the GMS, unless the Chairperson decides otherwise.	X			
E: SUSTAINABILITY AND STAKEHOLDERS							
E: SUSTAINABILITY AND STAKEHOLDERS	E.1. The Company should integrate sustainability aspects in its strategy and mitigate any material negative environmental and social impacts of its operations, to the possible extent.	E.1., 1	The Board should ensure that sustainability, environmental and social considerations are integrated in the Company's strategy and operations, risk management and remuneration practices and shall oversee this integration. A specialised sustainability committee or one of the standing committees of the Board shall assist the Board with these tasks.	X			
E: SUSTAINABILITY AND STAKEHOLDERS	E.1. The Company should integrate sustainability aspects in its strategy and mitigate any material negative environmental and social impacts of its operations, to the possible extent.	E.1., 2	The Board should ensure that Company's operations run according to the national and international E&S standards and Company's E&S policies are consistent with its long-term objectives. In particular, the Company shall have internal acts relating to its responsibilities for environmental and social issues and policies and procedures that enable it to identify material factors and assess the impact on the Company's activities.	X			
E: SUSTAINABILITY AND STAKEHOLDERS	E.1. The Company should integrate sustainability aspects in its strategy and mitigate any material negative environmental and social impacts of its operations, to the possible extent.	E.1., 3	Whenever a decision to be approved by the Board has potential material and negative E&S impact, the Board should receive from the executive management (i) an analysis on how this decision is aligned with the Company's sustainability objectives and E&S policies or (ii) proposal of the measures to mitigate negative E&S impacts.	X			
E: SUSTAINABILITY AND STAKEHOLDERS	E.2. The Company should have in place a process for identifying the stakeholders affected by Company's operations. The Board should take into consideration stakeholders' interests and ensure there is active communication between the Company and its stakeholders.	E.2., 1	The Board should ensure that there is a formal stakeholder identification process for Company's stakeholders including investors, creditors, clients, employees and suppliers, as well as targeted approaches for engaging with its priority stakeholders.		X		The Company partially complies with this provision. The internal documents, including the Corporate Governance Code, the Investor Relations Policy, the ESG Policy and the CSR Policy, contain provisions regarding communication with investors, clients, suppliers and other stakeholders, and the internal Code explicitly reiterates the requirement of the BVB Corporate Governance Code regarding the existence of a formal stakeholder identification process. The prioritisation process and engagement methods will be documented in a consistent manner within a separate policy.
E: SUSTAINABILITY AND STAKEHOLDERS	E.3. The Board should adopt a Code of Conduct with adequate scope including guiding principles which reflect the Company's commitment to ethics, integrity and quality of performance.	E.3., 1	The Board should develop a purpose statement and a vision statement as well as articulate Company's values, so the entire organisation understands the Company's strategic direction.	X			
E: SUSTAINABILITY AND STAKEHOLDERS	E.3. The Board should adopt a Code of Conduct with adequate scope including guiding principles which reflect the Company's commitment to ethics, integrity and quality of performance.	E.3., 2	The Board should adopt a Code of Conduct for Board members, executive management and Company employees, with clear provisions aimed at preventing and sanctioning fraud and bribery. The Board should not permit any waiver of any ethics requirement by any director, executive manager or employee.	X			



E: SUSTAINABILITY AND STAKEHOLDERS	E.3. The Board should adopt a Code of Conduct with adequate scope including guiding principles which reflect the Company's commitment to ethics, integrity and quality of performance.	E.3., 3	The Board should ensure that the Code of Conduct policies are integrated into Company's practices and incorporated into the onboarding process for new hires. The Board should ensure the efficient implementation and monitoring of compliance with the Code of Conduct and periodically review it.	X			
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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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**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
SIMTEL TEAM S.A.**

Report on the Consolidated Financial Statements

Audit Opinion

- [1] We have audited the consolidated financial statements of **SIMTEL TEAM S.A.** (the „Company”) and it’s subsidiaries (the “Group”) which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.
- [2] In our opinion, the accompanying consolidated financial statements give fair view in all material respects of the consolidated financial position of the Group as of December 31, 2025 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by the European Union and with the accounting policies described in the notes to the financial statements.

Basis for Opinion

- [3] We conducted our audit in accordance with International Standards on Auditing (“ISA”), EU Regulation No. 537 of the European Parliament and of the Council (hereinafter “Regulation”) and Law No. 162/2017 (“Law”). Our responsibilities under these standards are described in detail in the section “Auditor’s responsibilities in an audit of the consolidated financial statements” of our report. We are independent from the Group, in accordance with the Rules of the International Ethics Standards Board for Accountants (IESBA), in accordance with the ethical requirements that are relevant to the audit of financial statements in Romania, including the Rules and the Law, and have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matter

- [4] Key audit matters are those issues that, according to our professional reasoning, had the greatest significance in the consolidated financial statements audit for the current year. These issues were addressed in the context of our audit of the consolidated and consolidated financial statements considered as a whole and to form an opinion on them therefore we do not issue a consolidated opinion on these matters.

Key audit matter	How we addressed the matter
<p>Revenue Recognition As presented in Note 8 “Sales of goods and services”, the turnover for the year ended December 31, 2025 is RON 598.4 million (2024: RON 354.3 million).</p> <p>We examined the specific reporting framework and analyzed whether the revenue recognition criteria specified in OMFP 2844/2016 were met. Revenue is a key aspect because:</p> <ul style="list-style-type: none"> o It is material to the consolidated financial statements; o It constitutes a key indicator for the Group and investors; and o It has a high degree of risk of material misstatement in the consolidated financial statements. <p>We reviewed the following aspects related to the sales cycle:</p> <ul style="list-style-type: none"> • The way of recognizing revenue depending on the stage of completion of the project. We examined whether it is appropriate to recognize revenue from services in progress; • The reality of revenues and the probability of project completion; and • The manner of recognizing performance guarantees. 	<p>We performed the following audit procedures regarding revenue recognition:</p> <ul style="list-style-type: none"> • Following discussions with management, we obtained an understanding of the monitoring and development of construction contracts, including seasonality; • We assessed the accounting for revenue and costs associated with contracts, in relation to the revenue recognition criteria specified in OMFP 2844/2016; • We examined a selection of contracts to verify the Group’s obligations, the average project duration and the invoicing method; • We examined a selection of invoices and related attachments, as well as the payment to attest to the acceptance of services; • We examined the Group’s operational analyses regarding projects from the perspective of monitoring the execution stage; • We examined the performance guarantee policy and verified the accounting recording; and • We examined the degree of recovery of guarantees and the necessity and opportunity of establishing provisions.

Other information – Administrators’ Report

[5] The administrators are responsible for preparation and presentation of the other information. The other information comprises the Administrators’ report and the Remuneration Report, but does not include the consolidated financial statements and our auditor’s report thereon, nor the non-financial information declaration being presented in a consolidated report.

Our opinion on the consolidated financial statements does not cover the other information and, unless otherwise explicitly mentioned in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements for the year ended December 31, 2025, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

With respect to the Administrator’s report, we read it and report if this has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order no. 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU, article no. 20.

With respect to the Remuneration report, we read it and report if this has been prepared, in all material respects, in accordance with the provisions of Law 24/2017, articles. no. 106 – 107.

On the sole basis of the procedures performed within the audit of the consolidated financial statements, in our opinion:

- a) the information included in the administrators' report for the financial year for which the consolidated financial statements have been prepared is consistent, in all material respects, with these consolidated financial statements;
- b) the administrators' report has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order no. 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU, article no. 20;
- c) the Remuneration report has been prepared, in all material respects, in accordance with the provisions of Law 24/2017, articles. no. 106 – 107.
- d) moreover, based on our knowledge and understanding concerning the Group and its environment gained during the audit on the consolidated financial statements prepared as at December 31, 2025, we are required to report if we have identified a material misstatement of this Administrator's report and Remuneration Report. We have nothing to report in this regard.

Management's responsibility for consolidated financial statements

- [6] The Group's management is responsible for the preparation of these consolidated financial statements in order to present fairly, in all material respects, the financial position of the Group in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is relevant to the preparation and presentation of financial statements that are free from material misstatement, whether due to fraud or error.
- [7] In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, for disclosing, where appropriate, going concern matters and for using going concern basis of accounting, unless management either intends to liquidate the Group or cease operations or has no realistic alternative but to do so.
Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities in an audit of consolidated financial statements

- [8] Our objectives are to obtain reasonable assurance about whether the consolidated financial statements, taken as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement, if one exists. Misstatements may be caused either by fraud or error and are considered material if they could reasonably be expected to affect, consolidatedly or in aggregate, the economic decisions of users made on the basis of these consolidated financial statements.
- [9] As part of an audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- We identify and assess the risks of material misstatement of consolidated financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain sufficient appropriate audit evidence to provide a basis for our opinion. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting a material misstatement due to error because fraud may involve secret understandings, misrepresentation, intentional omissions, misstatements

and override of internal control.

- We understand internal control to be relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- We evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- We conclude on the appropriateness of management's use of going concern accounting and determine, based on audit evidence obtained, whether there is a material uncertainty about events or conditions that may cast significant doubt about the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if those disclosures are inadequate, to modify our opinion. Our conclusions are based on audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Group to cease to operate on a going concern basis.
- We assess the overall presentation, structure and content of the consolidated financial statements, including disclosures, and the extent to which the consolidated financial statements reflect the underlying transactions and events in a manner that provides a fair presentation.

[10] We communicate to those charged with governance, among other matters, the planned scope and timing of the audit, as well as key audit findings, including any significant deficiencies in internal control that we identify during the audit.

[11] We also provide those charged with governance with a statement that we have complied with the relevant ethical requirements regarding independence and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and, where applicable, the related safeguards.

[12] Among the matters we have communicated to those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the current period and are therefore key audit matters.

Report on information regarding corporate income tax

[13] For the financial year preceding the financial year for which the financial statements were prepared, the Group was not required, according to the provisions of OMFP 2844/2016, to publish a report on information regarding corporate income tax.

Report on compliance

[14] We were appointed as auditors of SIMTEL TEAM SA and its subsidiaries for the year ended 31 December 2025 in the general Annual shareholder meeting held on 24 April 2025. The total uninterrupted duration of our engagement is three years, covering the financial years ended December 31, 2023, 2024, and 2025.

We confirm that:

- Our audit opinion is consistent with the additional report submitted to the Group's Audit Committee, which we issued on the same date as this report. Also, in conducting our audit, we maintained our independence from the audited entity.
- No prohibited non-audit services, referred to in Article 5 paragraph (1) of EU Regulation no. 537/2014 were rendered to the Group.

The engagement partner for which this report of independent auditor was prepared is Ruxandra Bilius.

Report on compliance with Law Nr. 162/2017 regarding the statutory audit of annual financial statements and consolidated annual financial statements and off the amendments of some legal regulations ("Law 162/2017") and by Delegated Regulation (EU) 2018/815 of the Commission ("Regulatory Technical Standard on the Single European Electronic Reporting Format" or "ESEF")

- [15] We performed a reasonable assurance mission on the compliance with the Law 162/2017 and with Delegated Regulation (EU) 2018/815 of the Commission. Applicable to the consolidated financial statements prepared by the entity SIMTEL TEAM SA. (the "Company") and of its subsidiaries (the "Group") as they are presented in the digital files that include the unique code LEI 787200Y8KQOGGEF6A60 ("the digital files"),

Responsibility of the management of SIMTEL TEAM SA for digital files prepared in accordance with ESEF

- [16] The management of the Group is responsible for the preparation of digital files in accordance with the ESEF. This responsibility includes:
- designing, implementing and maintaining relevant internal control for ESEF application;
 - selecting and applying the appropriate iXBRL tags;
 - ensuring the consistency between the digital files and the consolidated financial statements that will be published in accordance with Order 2844/2016 as amended for the approval of Accounting Regulations in accordance with the International Financial Reporting Standards as adopted by the European Union with subsequent amendments.

Those responsible for governance are responsible for overseeing the preparation of digital files in accordance with the ESEF.

Auditor's responsibility regarding the audit of Digital Files

- [17] We have the responsibility to express a conclusion on the extent to which the consolidated financial statements included in the annual financial report are in accordance with ESEF, in all material respects, based on the evidence obtained. Our reasonable assurance engagement was performed in accordance with International Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (ISAE 3000) issued by the International Auditing and Assurance Standards Board.

Our company is applying the International Standard for Quality Management ("ISQM1") and, consequently, maintains an adequate system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal requirements.

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

- obtaining an understanding of the process of preparing digital files in accordance with ESEF, including relevant internal controls;

- the reconciliation of the digital files that include the marked data, with the audited consolidated financial statements of the Group that will be published in accordance with Order 2844/2016 with subsequent amendments;
- evaluating whether all the financial statements that are included in the annual financial report are drawn up in a valid XHTML format.
- assessment of whether all iXBrl markings, including voluntary markings, are in accordance with ESEF requirements.

We believe that the evidence obtained is sufficient and adequate to provide a basis for our conclusion.

Conclusion

In our opinion, the consolidated financial statements for the financial year ended December 31, 2025 included in the annual financial report, in the digital files are, in all material respects, in accordance with the ESEF Regulation.

In this section we are not expressing an audit opinion, a review conclusion or any other assurance conclusion on the consolidated financial statements. Our audit opinion on the Group's consolidated financial statements for the financial year ended December 31, 2025 is included in the section "*Report on annual consolidated financial statements*" above.

Other matter

[18] The engagement partner for which was prepared this report of independent auditor is Ruxandra Bilius.

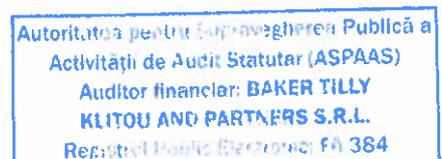
Auditor:

RUXANDRA BILIUS
Registered in the Electronic Public Register of Financial
Auditors and Audit Firms under no. AF1996



On behalf of,
BAKER TILLY KLITOU AND PARTNERS S.R.L.
Registered in the Electronic Public Register of Financial
Auditors and Audit Firms under no. FA384

Bucharest, 26 March 2026



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>Transactions 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
Chief Executive Officer

Mihai VELICU
Chief 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;

SIMTEL TEAM SA

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.

SIMTEL TEAM SA

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

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.

SIMTEL TEAM SA

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

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.

SIMTEL TEAM SA

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

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.

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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	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.

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

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

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

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

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:

	<u>31 December 2025</u>	<u>31 December 2024</u>
<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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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 *(all amounts are in RON, unless otherwise stated)*

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

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.

SIMTEL TEAM SA

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

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.

SIMTEL TEAM SA

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

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.

SIMTEL TEAM SA

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

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.

SIMTEL TEAM SA

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

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.

SIMTEL TEAM SA

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

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

SIMTEL TEAM S.A.



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

Prepared in accordance with Order of the Minister of Public Finance no. 2844/2016
and subsequent amendments

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INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
SIMTEL TEAM S.A.

Report on the separate Financial Statements

Audit Opinion

- [1] We have audited the separate Financial Statements of SIMTEL TEAM S.A. (the "Company") which comprise the separate statement of financial position as at 31 December 2025, and the separate statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.
- [2] In our opinion, the accompanying separate financial statements give a true and fair view of the financial position of the Company as of December 31, 2025 and of its separate financial performance and its separate cash flows for the year then ended in accordance with Order 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by the European Union and with the accounting policies described in the notes to the financial statements.

Basis for Opinion

- [3] We conducted our audit in accordance with International Standards on Auditing ("ISA"), EU Regulation No. 537 of the European Parliament and of the Council (hereinafter "Regulation") and Law No. 162/2017 ("Law"). Our responsibilities under these standards are described in detail in the section "Auditor's responsibilities in an audit of the separate financial statements" of our report. We are independent from the Company, in accordance with the Rules of the International Ethics Standards Board for Accountants (IESBA), in accordance with the ethical requirements that are relevant to the audit of financial statements in Romania, including the Rules and the Law, and have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matter

- [4] Key audit matters are those issues that, according to our professional reasoning, had the greatest significance in the audit of the separate financial statements for the current year. These issues were addressed in the context of our audit of the separate financial statements considered as a whole and to form an opinion on them therefore we do not issue a separate opinion on these matters.

ADVISORY · ASSURANCE · TAX

Baker Tilly Klitou and Partners SRL trading as Baker Tilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities

Key audit matters	How we addressed the matter
<p>Revenue Recognition As presented in Note 7 “Revenues”, the turnover for the year ended December 31, 2025 is RON 315 million (2024: RON 273.9 million).</p> <p>We examined the specific reporting framework and analyzed whether the revenue recognition criteria specified in OMFP 2844/2016 were met. Revenue is a key aspect because:</p> <ul style="list-style-type: none"> o It is material to the separate financial statements; o It constitutes a key indicator for the company and investors; and o It has a high degree of risk of material misstatement in the separate financial statements. <p>We reviewed the following aspects related to the sales cycle:</p> <ul style="list-style-type: none"> • The way of recognizing revenue depending on the stage of completion of the project. We examined whether it is appropriate to recognize revenue from services in progress; • The reality of revenues and the probability of project completion; and • The manner of recognizing performance guarantees. 	<p>We performed the following audit procedures regarding revenue recognition:</p> <ul style="list-style-type: none"> • Following discussions with management, we obtained an understanding of the monitoring and development of construction contracts, including seasonality; • We assessed the accounting for revenue and costs associated with contracts, in relation to the revenue recognition criteria specified in OMFP 2844/2016; • We examined a selection of contracts to verify the company's obligations, the average project duration and the invoicing method; • We examined a selection of invoices and related attachments, as well as the payment to attest to the acceptance of services; • We examined the Company's operational analyses regarding projects from the perspective of monitoring the execution stage; • We examined the performance guarantee policy and verified the accounting recording; and • We examined the degree of recovery of guarantees and the necessity and opportunity of establishing provisions.

Other information - Administrator's Report

[5] The administrator is responsible for preparation and presentation of the other information. The other information comprises the Administrator's report and the Remuneration Report, but does not include the separate financial statements and our auditor's report thereon, nor the non-financial information declaration being presented in a separate report.

Our opinion on the separate financial statements does not cover the other information and, unless otherwise explicitly mentioned in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the separate financial statements for the year ended December 31, 2025, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

With respect to the Administrator's report, we read it and report if this has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order no. 2844/2016, with

subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU, article no. 20.

On the sole basis of the procedures performed within the audit of the separate financial statements, in our opinion:

- a) the information included in the administrators' report for the financial year for which the separate financial statements have been prepared is consistent, in all material respects, with these separate financial statements;
- b) the administrators' report has been prepared, in all material respects, in accordance with the provisions of Ministry of Public Finance Order no. 2844/2016, with subsequent amendments, for the approval of accounting regulations conforming with International Financial Reporting Standards as adopted by EU, article no. 20;
- c) the Remuneration report has been prepared, in all material respects, in accordance with the provisions of Law 24/2017, articles. no. 106 – 107.
- d) Moreover, based on our knowledge and understanding concerning the Company and its environment gained during the audit on the separate financial statements prepared as at December 31, 2025, we are required to report if we have identified a material misstatement of this Administrator's report and Remuneration Report. We have nothing to report in this regard.

Management's responsibility for separate financial statements

- [6] The Company's management is responsible for the preparation of these separate financial statements in order to present fairly, in all material respects, the financial position of the Company in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is relevant to the preparation and presentation of financial statements that are free from material misstatement, whether due to fraud or error.
- [7] In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, for disclosing, where appropriate, going concern matters and for using going concern basis of accounting, unless management either intends to liquidate the Company or cease operations or has no realistic alternative but to do so.
Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities in an audit of separate financial statements

- [8] Our objectives are to obtain reasonable assurance about whether the separate financial statements, taken as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement, if one exists. Misstatements may be caused either by fraud or error and are considered material if they could reasonably be expected to affect, separately or in aggregate, the economic decisions of users made on the basis of these separate financial statements.

[9] As part of an audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- We identify and assess the risks of material misstatement of separate financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain sufficient appropriate audit evidence to provide a basis for our opinion. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting a material misstatement due to error because fraud may involve secret understandings, misrepresentation, intentional omissions, misstatements and circumvention of internal control.
- We understand internal control to be relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- We evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- We conclude on the appropriateness of management's use of going concern accounting and determine, based on audit evidence obtained, whether there is a material uncertainty about events or conditions that may cast significant doubt about the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if those disclosures are inadequate, to modify our opinion. Our conclusions are based on audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to operate on a going concern basis.
- We assess the overall presentation, structure and content of the separate financial statements, including disclosures, and the extent to which separate financial statements reflect the underlying transactions and events in a manner that provides a fair presentation.

[10] We communicate to those charged with governance, among other matters, the planned scope and timing of the audit, as well as key audit findings, including any significant deficiencies in internal control that we identify during the audit.

[11] We also provide those charged with governance with a statement that we have complied with the relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and, where applicable, the related safeguards.

[12] Among the matters we have communicated to those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements for the current period and are therefore key audit matters.

Report on information regarding corporate income tax

[13] For the financial year preceding the financial year for which the financial statements were prepared, the Group was not required, according to the provisions of OMFP 2844/2016, to publish a report on information regarding corporate income tax.

Report on compliance

[14] We were appointed as auditors of SIMTEL TEAM SA for the year 2025 in the general Annual shareholder meeting held on 24 April 2025. The total uninterrupted duration of our engagement is three years, covering the financial years ended December 31, 2023, 2024, and 2025.

We confirm that:

- Our audit opinion is consistent with the additional report submitted to the Company's Audit Committee, which we issued on the same date as this report. Also, in conducting our audit, we maintained our independence from the audited entity.
- No prohibited non-audit services, referred to in Article 5 paragraph (1) of EU Regulation no. 537/2014 were rendered to the Group.

Report on compliance with Delegated Regulation (EU) 2018/815 of the Commission ("Regulatory Technical Standard on the Single European Electronic Reporting Format" or "ESEF")

- [15] We have performed a reasonable assurance engagement on the compliance of the individual financial statements of SIMTEL TEAM S.A. presented in XHTML format (the "Company") for the financial year ended 31 December 2025 with the requirements of Commission Delegated Regulation (EU) 2018/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards specifying a single electronic reporting format (the "ESEF Regulation").

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

Responsibility of the management of SIMTEL TEAM SA for digital files prepared in accordance with ESEF

- [16] Management is responsible for compliance with the requirements of the Commission Delegated Regulation (EU) 2018/815 in preparing the XHTML electronic format of the individual financial statements and for ensuring consistency between the electronic format of the individual financial statements and the audited individual financial statements. This responsibility includes:
- designing, implementing and maintaining relevant internal control for the application of ESEF and to enable the preparation of individual financial statements in ESEF format that are free from material misstatement in relation to the ESEF Regulation.

Those charged with governance are responsible for overseeing the preparation of digital files in accordance with the ESEF.

Auditor's responsibility regarding the audit of Digital Files

- [17] We have the responsibility to express a conclusion on the extent to which the separate financial statements included in the annual financial report are in accordance with ESEF, in all material respects, based on the evidence obtained. Our reasonable assurance engagement was performed in accordance with International Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (ISAE 3000) issued by the International Auditing and Assurance Standards Board.

Our company is applying the International Standard for Quality Management ("ISQM1") and, consequently, maintains an adequate system of quality control, including documented policies

and procedures regarding compliance with ethical requirements, professional standards and applicable legal requirements.

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

- obtaining an understanding of the process of preparing digital files in accordance with ESEF, including relevant internal controls;
- the reconciliation of the digital files that include the marked data, with the audited separate financial statements of the Company that will be published in accordance with Order 2844/2016 with subsequent amendments;
- evaluating whether all the financial statements that are included in the annual financial report are drawn up in a valid XHTML format.

We believe that the evidence obtained is sufficient and adequate to provide a basis for our conclusion.

In our opinion, the separate financial statements for the financial year ended 31 December 2025 included in the annual financial report, in the digital files are, in all material respects, in accordance with the ESEF Regulation.

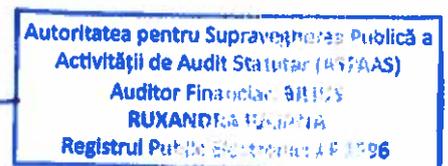
In this section we are not expressing an audit opinion, a review conclusion or any other assurance conclusion on the separate financial statements. Our audit opinion on the Company's separate financial statements for the financial year ended 31 December 2025 is included in the Report on annual separate financial statements section above.

Other matters

- [18] The engagement partner for whom this independent auditor's report was prepared is Ruxandra Bilius.

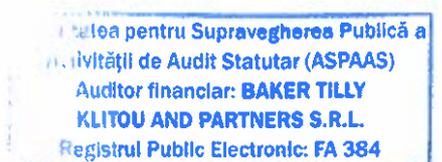
Auditor:

RUXANDRA BILIUS
Registered in the Electronic Public Register of Financial
Auditors and Audit Firms under no. AF1996



On behalf of:
BAKER TILLY KLITOU AND PARTNERS S.R.L.
Registered in the Electronic Public Register of Financial
Auditors and Audit Firms under no. FA384

Bucharest, 26 March 2026



SIMTEL TEAM**SEPARATE 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	<u>2025</u>	<u>2024 restated*</u>
Revenue	7	314,982,227	273,878,513
Other income	8	621,860	1,303,397
Cost of raw materials, consumables and goods	9 A	(181,506,941)	(135,724,926)
Subcontractor costs	9 B	(44,193,707)	(41,305,088)
Environmental costs	9 C	(2,588,502)	(1,423,102)
Personnel expenses	10	(33,906,404)	(25,488,335)
Employee benefits	10	(2,975,000)	(1,550,500)
Other operating expenses	9 D	(34,661,326)	(25,886,985)
Depreciation and amortization	18	(4,146,353)	(4,237,364)
Provisions		(666,377)	(367,474)
Operating profit		10,959,477	39,198,137
Net finance result	11	960,293	(325,938)
Profit before tax		11,919,770	38,872,198
Income tax expense	13	(1,866,659)	(6,595,072)
Profit for the period		10,053,111	32,277,126
Basic and diluted earnings per share		1.24	4.08
Total comprehensive income		10,053,111	32,277,126

* 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

SEPARATE 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	18	166,304,925	44,982,143
Intangible assets		491,476	282,136
Investments in subsidiaries	19	41,122,603	9,563,936
Loans to subsidiaries	20	36,432,180	23,836,326
Investment property	18	2,096,702	2,181,234
Other non-current assets	16	9,152,037	9,818,556
Deferred tax assets	13	360,488	32,788
Total non-current assets		255,960,411	90,697,119
Current assets			
Inventories	14	68,453,965	92,612,426
Trade receivables and contract assets	15	160,065,295	72,927,801
Government grant receivables	24	60,612,327	-
Other current assets		1,478,993	706,250
Prepayments	16	13,449,919	7,318,650
Cash and cash equivalents	17	3,791,511	21,385,693
Total current assets		307,852,010	194,950,820
Total assets		563,812,421	285,647,939
Equity and liabilities			
Equity			
Share capital	21	1,628,346	1,583,730
Share premium	21	33,881,783	30,963,983
Treasury shares		(16,128)	-
Reserves		325,669	316,746
Retained earnings		89,594,340	79,632,246
Total equity		125,414,010	112,496,705
Liabilities			
Non-current liabilities			
Bank borrowings	22	77,280,605	14,466,226
Lease liabilities	22	3,338,207	3,083,252
Deferred income	24	59,522,058	726,438
Liabilities related to the acquisition of subsidiaries		32,207,190	-
Total non-current liabilities		172,348,060	18,275,916

SIMTEL TEAM SA

SEPARATE 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	22	98,993,953	18,883,744
Lease liabilities	22	1,453,093	2,110,134
Trade payables	23	154,245,528	118,323,426
Other payables	23	8,226,922	14,713,518
Deferred income	24	2,290,296	245,721
Provisions		840,559	598,775
Total current liabilities		266,050,351	154,875,318
Total liabilities		438,398,411	173,151,234
Total equity and liabilities		563,812,421	285,647,939

* 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

SEPARATE 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	Total equity
Balance at 01 January 2025	1,583,730	30,963,983	-	-	316,746	79,632,246	112,496,705
<i>Comprehensive income for the year</i>							
Profit for the period	-	-	-	-	-	10,053,111	10,053,111
Total comprehensive income for the period	-	-	-	-	-	10,053,111	10,053,111
<i>Tranzactions with owners of the Group</i>							
Increase in share capital	44,616	(44,616)	-	-	-	-	-
Purchase of treasury shares	-	-	(28,712)	-	-	(82,094)	(110,806)
Equity-settled share-based payments	-	-	-	2,975,000	-	-	2,975,000
Grant of treasury shares to employees	-	2,962,416	12,584	(2,975,000)	-	-	-
Total transactions with owners of the Group	44,616	2,917,800	(16,128)	-	-	(82,094)	2,864,194
<i>Other changes in shareholders' equity</i>							
Transfer to legal reserves	-	-	-	-	8,923	(8,923)	-
Balance at 31 December 2025	1,628,346	33,881,783	(16,128)	-	325,669	89,594,340	125,414,010

SIMTEL TEAM SASEPARATE 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	Total equity
Balance at 01 January 2024	1.577.575	29.419.638	-	315.515	47.405.451	78.718.179
<i>Comprehensive income for the year</i>						
Profit for the period	-	-	-	-	32.277.126	32.277.126
Total comprehensive income for the period	-	-	-	-	32.277.126	32.277.126
<i>Tranzactions with owners of the Group</i>						
Increase in share capital	6.155	-	(6.155)	-	-	-
Equity-settled share-based payments	-	-	1.550.500	-	-	1.550.500
Grant of treasury shares to employees	-	1.544.345	(1.544.345)	-	-	-
Total transactions with owners of the Group	6.155	1.544.345	-	-	-	1.550.500
<i>Other changes in shareholders' equity</i>						
Transfer to legal reserves	-	-	-	1.231	(1.231)	-
Other movements	-	-	-	-	(49.100)	(49.100)
Balance at 31 December 2024	1.583.730	30.963.983	-	316.746	79.632.246	112.496.705

Approved:
25 March 2026Mihai Radu TUDOR
Cheif Executive OfficerMihai VELICU
Cheif Financial Officer

SIMTEL TEAM SA

SEPARATE 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		11.919.770	38.872.198
Depreciation	18	3.731.419	3.566.228
Amortisation		414.934	582.245
Employee benefits	10	2.975.000	1.550.500
Impairment loss on trade receivables		424.593	-
Provisions		241.784	154.474
Loss on disposal of property, plant and equipment		(70.948)	8.995
Net foreign exchange loss	11	1.361.668	195.503
Release of deferred income related to government grants for investments	24	(147.304)	-
Dividend income	11	(4.325.488)	-
Interest income	11	(2.981.798)	(2.720.822)
Interest expense	11	4.985.325	3.441.964
Cash flows from operating activities before changes in working capital		18.528.955	45.651.285
Inventories		24.158.461	(15.873.201)
Trade receivables and other assets		(93.155.301)	(38.639.219)
Trade and other payables		34.177.590	77.315.693
Cash generated from/(used in) operating activities		(16.290.295)	68.454.557
Interest paid		(8.350.661)	(3.441.964)
Income tax paid		(6.862.455)	(2.586.814)
Net cash from operating activities		(31.503.411)	62.425.779
Cash flow from investing activities			
Loans granted		(9.569.804)	-
Capital contributions to subsidiaries		(158.950)	(5.845.226)
Payments for the acquisition of intangible assets		(624.274)	143.418
Payments for the acquisition of property, plant and equipment		(118.367.309)	(29.780.595)
Dividends received		4.325.488	-
Interest received		154.234	2.720.822
Net cash used in investing activities		(124.240.615)	(32.761.581)

SIMTEL TEAM SA

SEPARATE 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			
Purchase of treasury shares	21	(110.806)	-
Proceeds from borrowings	22	463.846.943	89.284.714
Repayment of borrowings	22	(323.440.789)	(107.301.138)
Lease payments	22	(2.145.504)	(2.554.093)
Net cash from financing activities		138.149.844	(20.570.517)
Net increase /(decrease) in cash and cash equivalents		(17.594.182)	9.093.681
Cash and cash equivalents at 1 January	17	21.385.693	12.292.013
Cash and cash equivalents at 31 December	17	3.791.511	21.385.693

* 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 SEPARATE FINANCIAL STATEMENTS
AT AND 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 principal activity of SIMTEL TEAM S.A. (the "Company") is the construction of utility projects for electricity and telecommunications (NACE Code 4222).

The Company'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 Company's activities in the design and execution of energy projects (EPC) are carried out within a regulatory framework that includes legislation applicable to the energy, construction and urban planning sectors in Romania. The energy sector is regulated by the National Energy Regulatory Authority ("ANRE"), primarily under Law no. 123/2012 on electricity and natural gas. Design and execution activities are governed by legislation on construction permitting and construction quality, in particular Law no. 50/1991 and Law no. 10/1995, as well as regulations relating to spatial planning and urban development.

c) Main activities

EPC projects

The Company'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;

SIMTEL TEAM SA

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

- 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, Simtel 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.

Operation and maintenance

Within its operation and maintenance (O&M) activities, the Company 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.

2. BASIS OF ACCOUNTING

a) Statement of compliance

These separate financial statements have been prepared in accordance with Order of the Minister of Public Finance no. 2844/2016 approving the Accounting Regulations in compliance with International Financial Reporting Standards, as subsequently amended ("OMFP 2844/2016").

The Company also prepares consolidated financial statements in accordance with IFRS as adopted by the European Union, which are included in a separate set of financial statements approved on the same date as these separate financial statements.

b) Basis of measurement

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

c) Functional and presentation currency

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

d) Going concern

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

SIMTEL TEAM SA

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

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 activity.

The Company'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 Company 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 and improved profitability, contributing to a strengthened liquidity position and compliance with financial covenants agreed with financing banks.

The Company 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 Company's current operations, together with the support of credit institutions, will provide sufficient resources for the Company to continue its operations in the foreseeable future. Accordingly, the preparation of the separate 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 Company in the preparation of these separate financial statements are set out below.

a) Foreign currency transactions

The separate financial statements are presented in RON, which represents the Company'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 exchange rates used at the reporting date were as follows:

	<u>31 December 2025</u>	<u>31 December 2024</u>
EUR	5.0985	4.9741
USD	4.3417	4.7768

SIMTEL TEAM SA

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

b) Revenue from contracts with customers

Revenue is measured based on the consideration to which the Company is entitled under contracts with customers. Revenue is recognized when the Company 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 Company 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 Company'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;
- sale of equipment and other goods.

Engineering and installation services (EPC)

The Company 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.

Revenue from these contracts is recognized over time, as the performance obligation is satisfied, since the assets constructed have no alternative use to the Company and the Company 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 Company's assessment, the amount allocated to performance obligations is largely consistent with the value of services invoiced.

Operation and maintenance services (O&M)

The Company 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 Company.

SIMTEL TEAM SA

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

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.

Contract assets and contract liabilities

For engineering and construction contracts, revenue may be recognized before the Company 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 Company'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 Company'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 Company'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 Company 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 Company 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 Company assesses, for each contract, whether it acts as a principal or as an agent. This assessment is based on whether the Company controls the specified goods or services before they are transferred to the customer, rather than solely on exposure to risks and rewards.

SIMTEL TEAM SA

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

The Company 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 Company is primarily responsible for fulfilling the performance obligation, sets the price, and is exposed to risks related to the goods or services.

Based on this assessment, the Company has concluded that it acts as a principal in most of its sales arrangements. In cases where the Company 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 Company is entitled.

c) Leases

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

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

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

The Company 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 Company 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.

SIMTEL TEAM SA

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

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.

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

d) 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.

e) Government grants

Government grants are not recognized until there is reasonable assurance that the Company 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.

f) Equity

Share capital

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

SIMTEL TEAM SA

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

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.

g) Employee benefits

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

The Company'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 Company 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.

h) Share-based payments

Grupul operează un program de tip Stock Option Plan (SOP) pentru anumite categorii de angajați cheie. În cadrul acestor programe, angajații primesc dreptul de a primi acțiuni ale societății-mamă, condiționat de îndeplinirea anumitor criterii de performanță și de îndeplinirea unei perioade de vesting.

The Company 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.

i) 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.

SIMTEL TEAM SA

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

The Company'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.

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.

j) 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.

k) Investments in subsidiaries

Investments in subsidiaries are accounted for in the separate financial statements at cost, in accordance with IAS 27 – *Separate Financial Statements*. Cost includes the purchase price and any directly attributable acquisition costs.

Subsequent to initial recognition, investments in subsidiaries are measured at cost less any impairment losses.

Subsequent increases in investments in subsidiaries, resulting from additional capital contributions or the conversion of receivables into equity instruments of the subsidiaries, are recognised as an increase

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in the carrying amount of the investment, at the value of the contribution made or the receivable converted.

At each reporting date, the Company assesses whether there are any indicators of impairment for its investments in subsidiaries. Where such indicators exist, the recoverable amount is determined in accordance with IAS 36 – *Impairment of Assets*, as the higher of fair value less costs of disposal and value in use. Any impairment loss is recognised in profit or loss.

The determination of recoverable amount requires the use of estimates and assumptions regarding the future cash flows of the investees.

l) Loans to subsidiaries

Loans to subsidiaries are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, in accordance with IFRS 9 – *Financial Instruments*.

At each reporting date, the Company assesses whether expected credit losses should be recognised for these financial assets. The determination of expected credit losses involves the use of estimates and assumptions regarding the subsidiaries' ability to generate sufficient cash flows to meet their obligations.

m) 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 Company 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 Company and the cost can be measured reliably. The carrying amount of replaced components is 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.

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

	Useful life (years)
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.

n) 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.

o) 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.

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

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.

p) 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.

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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 Company 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.

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.

q) 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 Company'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 Company manages its financial assets primarily to collect contractual cash flows and classifies all financial assets at amortized cost.

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses (ECL). For trade receivables and contract assets, the Company 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.

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Derecognition of financial assets

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

(ii) Financial liabilities

Initial recognition

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

r) Finance income and finance costs

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

- dividends income;
- Interest income on bank deposits and loans granted to subsidiaries;
- 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.

s) 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.

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t) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that 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.

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

u) 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.

v) 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 Company 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 Company 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.

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

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

	As reported	Reclassification	Restated
ASSETS			
Non-current assets			
Property, plant and equipment	42,098,841	2,883,302	44,982,143
Loans to subsidiaries	-	23,836,326	23,836,326
Right-of-use assets	2,900,210	(2,900,210)	-
Other non-current assets	15,077,023	(5,258,467)	9,818,556
Current assets			
Other assets	25,879,601	(18,560,951)	7,318,650
Total assets	85,955,675	-	85,955,675
Equity and liabilities			
Non-current liabilities			
Deferred income	200,366	526,072	726,438
Current liabilities			
Bank overdraft	16,896,818	(16,896,818)	-
Bank borrowings	1,986,926	16,896,818	18,883,744
Other liabilities	15,386,891	(673,373)	14,713,518
Deferred income	98,421	147,300	245,721
Total equity and liabilities	34,569,422	-	34,569,422

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

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

	As reported	Reclassification	Restated
Cost of raw materials, consumables and goods	(135,286,883)	(438,043)	(135,724,926)
Subcontractor costs	-	(41,305,088)	(41,305,088)
Environmental costs	-	(1,423,102)	(1,423,102)
Other operating expenses	(68,706,978)	42,819,993	(25,886,985)
Marketing and advertising expense	(346,241)	346,241	-
Operating profit	39,198,136	-	39,198,136
Net finance result	-	(325,938)	(325,938)
Finance income	4,717,426	(4,717,426)	-
Finance costs	(5,043,365)	5,043,365	-
Profit before tax	38,872,198	-	38,872,198

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c) *Reclassifications to the Separate 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	2,855,482	1,292,991	4,148,473
Depreciation of right-of-use assets	1,292,991	(1,292,991)	-
Cash flows from operating activities before changes in working capital	45,651,285	-	45,651,285
Trade receivables and other assets	(30,835,259)	(7,803,960)	(38,639,219)
Cash generated from operations	76,258,517	(7,803,960)	68,454,557
Interest paid	-	(3,441,964)	(3,441,964)
Net cash generated from operating activities	73,671,704	(11,245,924)	62,425,779
Cash flows from investing activities			
Repayment of long-term guarantees	(7,803,960)	7,803,960	-
Interest paid	(3,441,964)	3,441,964	-
Net cash used in investing activities	(44,007,505)	(11,245,924)	(32,761,581)
Cash flows from financing activities			
Proceeds from borrowings	(18,016,425)	107,301,139	89,284,714
Repayment of borrowings	-	(107,301,138)	(107,301,138)
Net cash from financing activities	(20,570,518)	-	(20,570,518)

5. USE OF JUDGEMENTS AND ESTIMATES

The preparation of the separate 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.

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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.

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

During the financial year, the Company 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.

Following an assessment of the economic substance of the transaction, management concluded that the Company obtained control over the acquired entity. Accordingly, the interest is recognised as an investment in a subsidiary, in accordance with IAS 27 – *Separate Financial Statements*, at cost.

The consideration for the transaction had not been settled as at the reporting date, and a financial liability to the founding shareholder has been recognised, measured in accordance with IFRS 9 – *Financial Instruments*. The transaction is disclosed in the related parties note.

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 Company 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 Company'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.

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Useful lives of property, plant and equipment

The Company 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 investments in subsidiaries

The Company assesses at each reporting date, and whenever there are indicators of impairment, whether the carrying amount of its investments in subsidiaries exceeds their recoverable amount.

The determination of the recoverable amount involves the use of estimates and assumptions regarding the future financial performance of the investees, including projections of future cash flows generated by their projects, estimated electricity production, expected electricity prices, operating costs and applicable discount rates.

Recoverability of loans to subsidiaries

The Company grants loans to Group entities primarily to finance the development and operation of energy projects. The assessment of the recoverability of these receivables involves the use of estimates and assumptions regarding the subsidiaries' ability to generate sufficient cash flows to repay the loans.

The determination of expected credit losses includes judgement regarding the future financial performance of the subsidiaries, the progress of the financed projects, as well as other relevant forward-looking information.

The estimates used in assessing the recoverability of investments and loans to subsidiaries are based on the same financial projections of the projects developed by the respective entities.

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 Company 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 Company 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

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and expenses into defined categories. The standard is effective for annual periods beginning on or after 1 January 2027, with earlier application permitted.

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

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

7. 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 electricity sales.

The Company generates revenue from:

	2025	2024
Revenue from EPC projects	313,378,638	273,878,513
Revenue from electricity sales	1,603,589	-
Total	314,982,227	273,878,513

Revenue from EPC projects

	2025	2024
Revenue from EPC contracts	301,427,534	261,458,013
Revenue from operation and maintenance services	7,989,881	9,255,000
Revenue from the sale of goods	3,961,223	3,165,500
Total	313,378,638	273,878,513

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.

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

2025

Client	Percentage of sales	Services supplied
ENERGY CAPITAL GROUP VERBUND WIND POWER ROMANIA SRL	66%	EPC Project
	10%	EPC Project

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	311,021,004	270,713,013
Revenue recognised at a point in time	3,961,223	3,165,500
Total	314,982,227	273,878,513

Contract assets and contract liabilities

	2025	2024
Trade receivables	112,120,757	71,910,926
Contract assets	47,944,538	1,016,875
Contract liabilities	2,361,789	1,314,717

Contract assets represent the Company'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.

For each contract with a customer, the Company 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.

Contract liabilities outstanding at 31 December 2024, amounting to RON 1,314,717, were recognized as revenue during 2025 (2024: RON 6,219,204).

8. OTHER INCOME

	2025	2024
Grant income	147,304	246,194
Gain on disposal of assets	74,669	15,172
Other operating income	399,887	1,042,031
Total	621,860	1,303,397

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9. 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	176,820,697	131,214,791
Fuel and spare parts	1,084,978	1,097,129
Cost of goods sold	3,145,644	2,643,418
Other materials and consumables	455,622	769,588
Total	<u>181,506,941</u>	<u>135,724,926</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 Company also records occasional sales of equipment to third parties, the cost of which is recognized within cost of goods sold.

B. 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.

C. ENVIRONMENTAL COSTS

	<u>2025</u>	<u>2024</u>
Extended Producer Responsibility (EPR) fees	2,588,503	1,423,103
Total	<u>2,588,503</u>	<u>1,423,103</u>

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

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D. OTHER OPERATING EXPENSES

	<u>2025</u>	<u>2024</u>
Third-party services	18,863,640	16,691,801
Local taxes	4,587,352	1,579,045
Marketing expenses	655,751	346,241
Transportation of goods and personnel	1,019,875	988,303
Short-term lease expense	1,170,188	468,842
Fees and commissions	983,767	123,325
Travel expenses	982,704	998,557
Insurance expense	1,398,022	693,810
Maintenance and repairs	555,597	357,438
Sponsorships	150,628	303,901
Utilities	408,657	161,821
Consulting services	533,480	434,054
Others	3,351,665	2,739,847
Total	<u>34,661,326</u>	<u>25,886,985</u>

Third-party services mainly include support services required for the execution of EPC contracts, as well as other operational services related to the Company's day-to-day activities.

E. AUDIT FEES

The Company'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	68,500	52,500
Non-audit fees	56,000	3,000
Total fees	<u>124,500</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.

10. PERSONNEL EXPENSES AND EMPLOYEE BENEFITS

a) Personnel expenses

	<u>31 December 2025</u>	<u>31 December 2024</u>
Salary expense	32,180,012	24,015,330
Meal vouchers	984,165	927,945
Social security contributions	742,227	545,060
Total	<u>33,906,404</u>	<u>25,488,335</u>

	<u>2025</u>	<u>2024</u>
Average number of employees	130	124

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b) Employee benefits- share based payments

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

The Company 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 Company.

The maximum number of shares that may be granted under the plan is limited to 2% of the total number of the Company’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 Company.

In 2025, a total of 62,920 shares were granted under the plan, transferred from treasury shares held by the Company, 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 21).

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 21).

11. NET FINANCE RESULT

	2025	2024
Interest income	<u>2,981,798</u>	<u>2,720,822</u>
Dividends income	4,325,488	887,400
Other finance income	-	76,537
Finance income	<u>7,307,286</u>	<u>3,684,759</u>
Interest expense	4,985,325	3,441,964
Net foreign exchange loss	1,361,668	195,503
Other finance costs	-	373,230
Finance costs	<u>6,346,993</u>	<u>4,010,697</u>
Net finance result	<u>960,293</u>	<u>(325,938)</u>

The increase in dividend income reflects the improved financial performance of the Company’s subsidiaries and the distribution of dividends from the profits generated by these entities.

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

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12. 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 shareholders	10,053,111	32,277,126
Profit attributable to ordinary shareholders	10,053,111	32,277,126
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)	1.24	4.08

13. INCOME TAX

(a) Amounts recognised to profit or loss

	2025	2024
Current tax expense	2,194,359	6,595,072
Deferred tax income	(327,700)	-
Total	1,866,659	6,595,072

(b) Reconciliation of effective tax rate

	2025		2024	
Profit before tax		11,919,770		38,872,198
Tax calculated at the Company's applicable tax rate	16.00%	1,907,163	16.00%	6,219,552
<i>Tax effect of:</i>				
- non-deductible expenses	11.70%	1,394,366	5.21%	2,023,660
- tax-exempt income	-5.81%	(692,078)	-0.47%	(181,442)
- deduction of legal reserves	-0.01%	(1,428)	0.00%	(197)
- Tax incentives	-6.22%	(741,364)	-3.77%	(1,466,501)
Income tax	15.66%	1,866,659	16.97%	6,595,072

The difference between the effective tax rate and the statutory corporate income tax rate is primarily driven by non-deductible expenses, non-taxable income, as well as the application of certain tax incentives.

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(c) Movement in deferred tax

	Net balance at 1 January 2025	Recognized in profit or loss	Net balance at 31 December 2025	Deferred tax assets	Deferred tax liabilities
Right-of-use assets	(633,478)	(45,466)	(678,944)	-	(678,944)
Lease liabilities	666,266	100,342	766,608	766,608	
Provisions	-	145,689	145,689	145,689	-
Trade receivables	-	127,135	127,135	127,135	-
Total deferred tax liabilities (assets) before offsetting	32,788	327,700	360,488	1,039,432	(678,944)
Offsetting of deferred tax				(678,944)	678,944
Net deferred tax assets				360,488	-

	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)	(385,689)	(633,478)	-	(633,478)
Lease liabilities	336,679	329,587	666,266	666,266	
Total deferred tax liabilities (assets) before offsetting	88,890	(56,102)	32,788	666,266	(633,478)
Offsetting of deferred tax				(666,266)	633,478
Net deferred tax assets				32,788	-

14. 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
Advances to suppliers for inventories	9,649,148	6,479,320
Total	68,453,965	92,612,426

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.

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

15. TRADE RECEIVABLES AND CONTRACT ASSETS

	31 December 2025	31 December 2024
Trade receivables	112,915,350	72,280,926
Contract assets	47,944,538	1,016,875
Allowance for expected credit losses	(794,593)	(370,000)
Total	160,065,295	72,927,801

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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 25.

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

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

16. OTHER ASSETS

	31 December 2025		31 December 2024	
	Current	Non-current	Current	Non-current
Recoverable VAT	7,715,725	-	2,117,538	-
Guarantees granted	2,992,766	9,136,802	5,258,467	9,818,556
Advances paid	1,496,070	-	1,670,334	-
Other assets	1,245,358	15,235	389,849	-
Total	13,449,919	9,152,037	7,318,650	9,818,556

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

Guarantees granted

	31 December 2025		31 December 2024	
	Current	Non-current	Current	Non-current
Receivables from contractual guarantees	1,087,548	5,156,003	5,258,467	7,072,884
Collateral deposits for performance guarantees	1,905,218	3,980,799	-	2,745,672
Total guarantees	2,992,766	9,136,802	5,258,466	9,818,556

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.

17. CASH AND CASH EQUIVALENTS

	31 December 2025	31 December 2024
Current bank accounts - RON	1.909.915	17.699.091
Current bank accounts- foreign currency	184.453	295.156
Bank deposits	500.000	3.388.796
Cash on hand	-	465
Other cash equivalents	1.197.143	2.185
Total	3.791.511	21.385.693

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.

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Bank overdrafts are presented in the statement of financial position within amounts due to credit institutions falling due within one year (Note 22).

Collateral deposits pledged as security for financing arrangements are included in the statement of financial position under non-current assets and other assets (Note 16).

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+.

18. PROPERTY, PLANT AND EQUIPMENTS

	Land	Buildings	Plant and machinery	Furniture and office equipment	Assets under construction	Investment property	Total
Gross carrying amount							
Balance at 1 January 2024	5,239,154	8,738,398	8,832,751	1,455,978	388,244	2,688,425	27,342,950
Additions	205,900	969,223	1,982,720	321,882	26,745,946	-	30,225,671
Disposals	-	-	(175,884)	-	-	-	(175,884)
Transfers	-	609,438	728,842	254,454	(1,592,734)	-	-
Balance at 31 December 2024	5,445,054	10,317,059	11,368,429	2,032,314	25,541,456	2,688,425	57,392,737
Balance at 1 January 2025	5,445,054	10,317,059	11,368,429	2,032,314	25,541,456	2,688,425	57,392,737
Additions	267,460	1,057,988	735,042	272,622	122,640,278	-	124,973,390
Disposals	-	-	(221,767)	(6,056)	-	-	(227,823)
Transfers	-	728,726	27,696	-	(756,422)	-	-
Balance at 31 December 2025	5,712,514	12,103,773	11,909,400	2,298,880	147,425,312	2,688,425	182,138,304
Accumulated depreciation							
Balance at 1 January 2024	-	1,939,250	3,873,868	579,072	-	422,659	6,814,849
Depreciation charge	-	1,188,176	1,933,880	359,640	-	84,532	3,566,228
Accumulated depreciation of disposals	-	-	(151,717)	-	-	-	(151,717)
Balance at 31 December 2024	-	3,127,426	5,656,031	938,712	-	507,191	10,229,360
Balance at 1 January 2025	-	3,127,426	5,656,031	938,712	-	507,191	10,229,360
Depreciation charge	-	1,280,019	2,008,675	358,193	-	84,532	3,731,419
Accumulated depreciation of disposals	-	-	(218,734)	(5,368)	-	-	(224,102)
Balance at 31 December 2025	-	4,407,445	7,445,972	1,291,537	-	591,723	13,736,677
Net carrying amount							
Balance at 31 December 2024	5,445,054	7,189,633	5,712,398	1,093,602	25,541,456	2,181,234	47,163,377
Balance at 31 December 2025	5,712,514	7,696,328	4,463,428	1,007,343	147,425,312	2,096,702	168,401,627

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The “Buildings” category mainly includes leased office premises, related fit-out costs, as well as the Baicoi central warehouse used in the Company’s operations.

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

The “Assets under construction” category mainly includes investments in Giurgiu solar power plant. During 2025, the Company completed the construction of the solar power plant which, as at the reporting date, was in the process of obtaining grid connection certificates. 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 and for the vehicle fleet, amount to a net carrying value of RON 4,235,002 as at 31 December 2025 (31 December 2024: RON 4,903,035).

Investment property

Investment property comprises two premises owned by the 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 Company’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 Company 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 22 – Borrowings and related liabilities.

19. INVESTMENT IN SUBSIDIARIES

The Company’s investments in subsidiaries are carried at cost and are presented below:

Subsidiary	Ownership interest (%)	Carrying amount of the investment	
		31 December 2025	31 December 2024
Simtel Industrial Control SRL	100% (2024:75%)	70,800	53,100
Plesoiu Solar SRL	98,6%	602,319	70,000
SMTL Solar Anina SRL	100%	78,541	200
SMTL Solar Ianca SRL	100%	148,615	200
SMTL Solar Giurgiu SRL	100%	200	200
ANT Power Energy SRL	51%	1,514,394	1,514,394
Agora Robotics SRL	51%	1,977,720	1,977,720

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Subsidiary	Ownership interest (%)	Carrying amount of the investment	
		31 December 2025	31 December 2024
Simtel Solar SRL	100%	269	269
SN Energie Company SRL	100%	570,246	200
Custom Soft Solutions SRL	59%	389,210	87,575
GES Furnizare SRL	62%	2,282,058	1,501,860
Oasis Green Energy 3 SRL	100%	2,675,642	2,287,690
Sirius Immob 2 SRL	100%	2,291,159	2,038,624
SMTL Energy Infrastructure SRL	100%	200	200
SMTL Energy Project SRL	100%	200	200
SMTL Energy System SRL	100%	200	200
SMTL Energy Development SRL	100%	100,000	100,000
Simtel Technology SRL	100%	200	200
Ges Energy Trade SRL	42,70%	1,103	1,103
Simtel Nordics	100%	19,983	-
SMTL Solar GMBH	95%	118,128	-
Simtel Management SRL	100%	200	-
Simtel Operations SRL	100%	1,469	-
Simtel Services SRL	100%	1,469	-
SMTL Solar Bughea SRL	100%	28,348,276	-
Total		41,192,603	9,633,936
Ajustari de valoare		(70,000)	(70,000)
Total investitii in filiale		41,122,603	9,563,936

Movement of investment in subsidiaries is presented below:

	2025	2024
Balance at 1 January	9,633,936	3,704,178
Acquisitions	28,507,226	4,428,218
Conversion of loans into equity	3,051,441	-
Capital increases in subsidiaries	-	1,501,540
Balance at 31 December	41,192,603	9,633,936

During the financial year, the Company acquired interests in certain subsidiaries within the Group. In addition, part of the loans granted to subsidiaries were converted into equity interests as part of share capital increase transactions. These transactions reflect the financing and development of projects carried out through the subsidiaries.

In July 2025, the Company acquired 100% of the share capital of SMTL Solar Bughea SRL. The main objective of this investment is to complete the project and subsequently sell 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 Company monitors the financial performance of its subsidiaries in order to assess the recoverability of its investments.

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20. LOANS TO SUBSIDIARIES

	<u>31 December 2025</u>	<u>31 December 2024</u>
Loans to subsidiaries	31,198,925	21,300,571
Accumulated interest	5,233,255	2,535,755
Total	36,432,180	23,836,326

The Company grants loans to its subsidiaries to finance their activities. The loans are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

Subsidiary	<u>31 December 2025</u>	<u>31 December 2024</u>
Agora Robotics SRL	11,283,967	7,657,954
OASIS GREEN ENERGY 3 SRL	6,730,908	4,500,510
SIRIUS IMMOB 2	5,702,030	3,609,811
PLESOIU SOLAR	3,809,054	3,541,025
SMTL SOLAR BUGHEA	4,447,263	-
SN ENERGIE COMPANY SRL	1,538,376	2,493,115
Other subsidiaries	2,920,583	2,033,910
Total	36,432,180	23,836,326

Loans granted to subsidiaries bear interest at market rates. Interest is capitalised and added to the outstanding loan balance until the subsidiaries begin generating sufficient revenue and cash flows to enable repayment.

The balances presented include both the principal amounts of the loans and the related accrued interest.

During the financial year, part of the loans granted to subsidiaries were converted into equity interests in those entities (Note 19)

21. SHARE CAPITAL AND SHARE PREMIUM

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 Company 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.

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At 31 December 2025, the Company'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

	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%

b) Share premium

At 31 December 2025, the Company'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 10).

22. BORROWINGS

	31 December 2025	31 December 2024
Bank overdraft	897,383	5,150,667
Short-term borrowings	61,530,705	11,746,151
Long-term borrowings	77,280,605	14,466,226
Current portion of long-term borrowings	36,565,865	1,986,926
Total	176,274,558	33,349,970

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:

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	-

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

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Facility	Lender	Amount (ccy of the facility)	Currency	Maturity date	31 December 2024	31 December 2025
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
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

The Company'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 Company'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 Company 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.

As at 31 December 2025, property, plant and equipment with a net carrying amount of RON 158,925,949 (2024: RON 7,435,020) are pledged as security for these credit facilities.

Covenants

The Company'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.

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

	Bank borrowings	Lease liabilities	Total
Balance at 1 January 2025	33,349,970	5,193,385	38,543,355
Changes from financing cash flow			
Proceeds from borrowings	463,846,943		463,846,943
Repayment of borrowings	(323,440,789)		(323,440,789)
Lease payments		(2,145,504)	(2,145,504)
Total changes	140,406,154	(2,145,504)	138,260,650
The effect of changes in foreign exchange rates	1,095,777		1,095,777
Other changes			
Lease modification	-	1,743,419	1,743,419
Interest expense	4,647,977	337,348	4,985,325
Borrowing costs capitalised	4,787,993	-	4,787,993
Interest paid	(8,013,313)	(337,348)	(8,350,661)
Total other changes	1,422,657	1,743,419	3,166,076
Balance at 31 December 2025	176,274,558	4,791,300	181,065,858
	Bank borrowings	Lease liabilities	Total
Balance at 1 January 2024	51,366,394	4,297,358	55,663,752
Changes from financing cash flow			
Proceeds from borrowings	89,284,714	-	89,284,714
Repayment of borrowings	(107,301,138)	-	(107,301,138)
Lease payments	-	(1,804,621)	(1,804,621)
Total changes	(18,016,424)	(1,804,621)	(19,821,045)
Other changes			
Lease modification		2,700,649	2,700,649
Interest expense	2,979,342	462,622	3,441,964
Interest paid	(2,979,342)	(462,622)	(3,441,964)
Total other changes	-	2,700,649	2,700,649
Balance at 31 December 2024	33,349,970	5,193,386	38,543,356

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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	139,988,744	76,765,043
Foreign trade payables	1,006,958	28,823,500
Unbilled trade payables	13,249,826	12,734,883
Total	154,245,528	118,323,426

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

b) OTHER PAYABLES

	31 December 2025	31 December 2024
Contract liabilities (Note 7)	2,361,789	1,314,717
VAT payable	943,609	4,322,292
Income tax payable	735,512	5,403,608
Employee-related liabilities	3,352,323	2,287,906
Guarantees received	704,366	1,362,211
Other payables	129,323	22,784
Total	8,226,922	14,713,518

VAT payable as at 31 December 2025 decreased as a result of investments made during the year, which generated VAT recoverable at its level (Note 16).

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	495,252	98,421	200,367
Total	2,290,296	59,522,058	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.

As at 31 December 2025, the grants related to the Giurgiu photovoltaic power plant had not yet been received, with the Company 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.

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25. FINANCIAL INSTRUMENTS

a) Accounting classifications

In accordance with IFRS 9, the Company 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:

	<u>31 December 2025</u>	<u>31 December 2024</u>
<u>Financial assets measured at amortised cost</u>		
Other non-current assets	3,980,799	2,745,672
Loans to subsidiaries	36,432,180	23,836,326
Trade receivables*	112,120,757	71,910,926
Government grants receivable	60,612,327	-
Other current assets**	1,905,218	-
Cash and cash equivalents	3,791,511	21,385,693
Total financial assets	218,842,792	119,878,617
<u>Financial liabilities measured at amortised cost</u>		
Bank borrowings	176,274,558	33,349,970
Lease liabilities	4,791,300	5,193,386
Trade payables	154,245,528	118,323,426
Liabilities related to the acquisition of subsidiaries	32,207,190	-
Total financial liabilities	367,518,576	156,866,782

* Trade receivables, excluding contract assets

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

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 Company. The Company'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.

The Company 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.

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Exposure to credit risk:

	31 decembrie 2025	31 decembrie 2024
Other non-current assets	3,980,799	2,745,672
Loans to subsidiaries	36,432,180	23,836,326
Trade receivables and contract assets	160,065,295	71,910,926
Government grants receivable	60,612,327	-
Other current assets	1,905,218	-
Cash and cash equivalents	3,791,511	21,385,693
Total financial assets and contract assets	266,787,330	119,878,617

The Company 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 Company 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 Company’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	160,859,888	73,297,801
Allowance for expected credit losses	(794,593)	(370,000)
Net exposure to credit risk	160,065,295	72,927,801

Based on historical collection experience and the characteristics of its customer portfolio, the Company 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 Company’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.

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

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Liquidity risk

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

The Company 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 Company'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 Company 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 Company'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	154,245,528	154,245,528	154,245,528	-	-
Liabilities related to the acquisition of subsidiaries	32,207,190	32,207,190	-	32,207,190	-
Imprumuturi	176,274,558	198,252,493	120,068,913	39,986,708	38,196,872
Datorii aferente contractelor de leasing	4,791,300	5,376,960	2,689,633	2,687,327	-
Total	367,518,576	390,082,171	277,004,074	74,881,225	38,196,872
	Contractual cash flows				
	Carrying amount	Total	< 12 months	1 - 5 years	> 5 years
31 decembrie 2024					
Datorii financiare					
Furnizori si conturi asimilate	118,323,426	118,323,426	118,323,426	-	-
Bank borrowings	33,349,970	34,861,352	22,163,290	12,698,062	-
Lease liabilities	5,193,386	5,688,285	2,419,923	3,268,362	-
Total	156,866,782	158,873,063	142,906,639	15,966,424	-

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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 Company'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 Company'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 Company 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. The functional currency of the Company is the Romanian leu (RON).

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

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

	EUR (RON equivalent of the currency)	
	31 December 2025	31 December 2024
Loans to subsidiaries	620,558	198,792
Trade receivables and contract assets	189,289	422,678
Other assets	19,352	-
Cash and cash equivalents	184,749	295,156
Trade payables	(1,006,956)	(28,823,497)
Bank borrowings	(79,496,445)	(33,349,970)
Lease liabilities	(4,791,300)	(5,193,385)
Net exposure	(84,280,752)	(66,450,226)

Sensitivity analysis

An appreciation or depreciation of the Romanian leu (RON) by $\pm 5\%$ against EUR, 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 4,214,038 (31 December 2024: RON 3,322,511), as a result of the remeasurement of foreign currency-denominated assets and liabilities.

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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	5,886,017	2,745,672
Bank deposits	500,000	3,388,796
Total	6,386,017	6,134,468
Financial liabilities		
Leasing	4,791,300	5,193,386
Variable interest rate instruments		
Financial liabilities		
Bank borrowings	176,274,558	33,349,970
Total	181,065,858	38,543,356

Sensitivity analysis of the fair value of fixed-rate instruments

The Company 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 881,373 (31 December 2024: RON 166,750), 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. COMMITMENTS

26.1 Capital commitments

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

26.2 Guarantees

Bank guarantees issued as at 31 December 2025 amount to RON 106,047,613 (2024: RON 22,031,534). The majority of these are issued under bank guarantee facilities without cash collateral being pledged.

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27. 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 Company 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 Company 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 Company 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 separate 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.

28. PARTI AFILIATE

a) *Controlling entity*

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

b) *Company's Management*

	<u>31 decembrie 2025</u>	<u>31 decembrie 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	-

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During the financial year ended 31 December 2025, the Company 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 Company 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 Company 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 Company on behalf of directors or key management personnel.

c) 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
Achizitie de filiale	32,207,190	-
Total	32,207,190	-

d) Transactions and balances with subsidiaries

Balances arising from transactions with subsidiaries

	31 December 2025	31 December 2024
Trade payables	-	178,963
Total liabilities	-	178,963
Trade receivables	15,139,535	10,813,737
Loans to subsidiaries	31,351,880	21,300,571
Interests on loans to subsidiaries	5,242,085	2,535,755
Total assets	51,733,500	34,650,063

Transactions with subsidiaries

	2025	2024
Inventory purchases	1,265,084	-
Electricity purchases	189,366	-
Services	230,362	85,544
Total purchases from subsidiaries	1,684,812	85,544
Revenue from sale of goods	287,731	503,088
Revenue from EPC contracts	2,765,426	34,406,809
Dividend income	4,325,488	887,400
Interest income	2,832,226	2,535,755
Revenue from operation and maintenance services	242,852	-
Other income from related parties	198,382	20,596
Total sales to subsidiaries	10,652,105	38,353,648

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e) 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>
Liabilities		
Ravilate SRL	1,337,120	1,337,120
Eurocom Center SRL	362,611	365,211
Total liabilities	1,699,731	1,702,331
Assets		
Eurocom Center	27,200	27,200
Total assets	27,200	27,200

During the financial years 2025 and 2024, the Company 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.

29. SUBSEQUENT EVENTS

Roborent subsidiary

In the first quarter of 2026, the Company incorporated a new subsidiary, Roborent SRL, in which it 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 Company 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 Company does not expect a significant impact on its operations.

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Appointment of a new Chief Executive Officer

The Company has made changes to its management structure through the appointment of a new Chief Executive Officer (CEO). This change reflects the strengthening of the management structure in the context of the Company's expansion and the diversification of its business activities.

Approved:
25 March 2026

Mihai Radu TUDOR
Chief Executive Officer

Mihai VELICU
Chief Financial Officer



simtel.ro

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