

UAB Modus Grupė

**Independent Auditor's Report and Separate Financial Statements for the
Year Ended 31 December 2024, Prepared in Accordance with Lithuanian
Financial Reporting Standards**

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Independent Auditor's Report

To the Shareholders of UAB Modus Grupė

■ Opinion

We have audited the separate financial statements of UAB Modus Grupė ("the Company"). The Company's separate financial statements comprise:

- the separate balance sheet as of 31 December 2024,
- the separate income statement for the year then ended,
- the separate statement of changes in equity for the year then ended,
- the notes to the separate financial statements, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying separate financial statements give a true and fair view of the non-consolidated financial position of the Company as of 31 December 2024, and of its non-consolidated financial performance and its non-consolidated cash flows for the year then ended in accordance with Lithuanian Financial Reporting Standards.

■ Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report. We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) issued by the International Ethics Standards Board for Accountants and the requirements of the Law on Audit of Financial Statements and Other Assurance Services of the Republic of Lithuania that are relevant to audit in the Republic of Lithuania, and we have fulfilled our other ethical responsibilities in accordance with the Law on Audit of Financial Statements and Other Assurance Services of the Republic of Lithuania and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

■ Responsibilities of Management and Those Charged with Governance for the Separate Financial Statements

Management is responsible for the preparation of the separate financial statements that give a true and fair view in accordance with Lithuanian Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.



■ Auditor's Responsibilities for the Audit of the Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

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

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

On behalf of KPMG Baltics, UAB

Rokas Kasperavičius
Partner
Certified Auditor

Vilnius, the Republic of Lithuania
24 April 2025

The electronic auditor's signature applies only to the Independent Auditor's Report on pages 3 to 4 of this document.

SEPARATE INCOME STATEMENT AS AT 31 DECEMBER 2024

24 April 2025

(reporting date)

01.01.2024 - 31.12.2024

EUR

(reporting period)

(reporting currency, degree of accuracy)

Row No.	Items	Note No.	Reporting period	Previous reporting period
1.	Sales	1	720,000	478,130
2.	Cost of sales	2	(655,200)	(454,223)
3.	Changes in fair value of biological assets		-	-
4.	GROSS PROFIT (LOSS)		64,800	23,907
5.	Selling expenses	3	(9,359)	(4,052)
6.	General and administrative expenses	4	(835,879)	(804,214)
7.	Other operating results	5	128	316
8.	Income from investments in the shares of parent, subsidiaries and associated entities	6	8,222,835	9,088,460
9.	Income from other long-term investments and loans		-	-
10.	Other interest and similar income	6	2,639,299	3,930,394
11.	Impairment of financial assets and short-term investments	6	206,996	(669,310)
12.	Interest and other similar expenses	6	(5,563,904)	(3,616,125)
13.	PROFIT (LOSS) BEFORE TAXATION		4,724,916	7,949,376
14.	Corporate income tax	7	265,104	472,312
15.	NET PROFIT (LOSS)		4,990,020	8,421,688

Director

(title of the head of entity's administration)

(signature)

Erika Huhtala

(name, surname)

Numeri, UAB, 300602458,
authorized person

(title of the chief accountant (accountant) or of other person responsible for accounting)

(signature)

Kornelija Tumelienė

(name, surname)

SEPARATE BALANCE SHEET AS AT 31 DECEMBER 2024

24 April 2025

(reporting date)

01.01.2024 - 31.12.2024

(reporting period)

EUR

(reporting currency, degree of accuracy)

Row No.	Items	Note No.	Reporting period	Previous reporting period
	ASSETS			
A.	NON-CURRENT ASSETS		202,359,105	144,766,248
1.	INTANGIBLE ASSETS	8	-	-
1.1.	Assets arising from development		-	-
1.2.	Goodwill		-	-
1.3.	Software		-	-
1.4.	Concessions, patents, licenses, trademarks and similar rights		-	-
1.5.	Other intangible assets		-	-
1.6.	Advance payments		-	-
2.	TANGIBLE ASSETS	9	2,927	6,923
2.1.	Land		-	-
2.2.	Buildings and structures		-	-
2.3.	Machinery and plant		-	-
2.4.	Vehicles		-	-
2.5.	Other fixtures, fittings and tools		2,927	6,923
2.6.	Investment property		-	-
2.6.1.	Land		-	-
2.6.2.	Buildings		-	-
2.7.	Advance payments and tangible assets under construction (production)		-	-
3.	FINANCIAL ASSETS	10	201,806,869	144,191,726
3.1.	Shares in entities of the entities group		169,366,436	113,338,552
3.2.	Loans to entities of the entities group		4,969,800	3,545,406
3.3.	Amounts receivable from entities of the entities group		-	-
3.4.	Shares in associated entities		3,738,000	2,850,001
3.5.	Loans to associated entities		-	-
3.6.	Amounts receivable from associated entities		19,642,048	18,921,229
3.7.	Long-term investments		4,090,585	5,036,538
3.8.	Amounts receivable after one year		-	500,000
3.9.	Other financial assets		-	-
4.	OTHER NON-CURRENT ASSETS	11	549,309	567,599
4.1.	Deferred tax asset		549,309	567,599
4.2.	Biological assets		-	-
4.3.	Other assets		-	-
B.	CURRENR ASSETS		987,299	42,599,012
1.	INVENTORIES	12	1,712	1,712
1.1.	Raw materials, materials and consumables		-	-
1.2.	Unfinished goods and work in progress		-	-
1.3.	Finished goods		-	-
1.4.	Goods for resale		-	-
1.5.	Biological assets		-	-
1.6.	Non-current assets held for sale		-	-
1.7.	Advance payments		1,712	1,712
2.	AMOUNTS RECEIVABLE WITHIN ONE YEAR	13	880,408	42,172,764
2.1.	Trade debtors		169	169
2.2.	Amounts owed by entities of the entities group		316,070	42,110,559
2.3.	Amounts owed by associated entities		545,833	-
2.4.	Other amounts receivable		18,336	62,036
3.	SHORT-TERM INVESTMENTS		-	-
3.1.	Shares in entities of the entities group		-	-
3.2.	Other investments		-	-
4.	CASH AND CASH EQUIVALENTS		105,179	424,536
C.	DEFERRED COSTS AND ACCRUED INCOME	14	11,649	60,019
	TOTAL ASSETS		203,358,053	187,425,279

(continued on the next page)

Ozo str. 10A-10, LT-08200 Vilnius

(residence (address), register where data about the entity is collected and stored)

(legal status if the company is under liquidation, reorganisation or is bankrupt)

SEPARATE BALANCE SHEET AS AT 31 DECEMBER 2024 (CONTINUED)

24 April 2025

(reporting date)

01.01.2024 - 31.12.2024

(reporting period)

EUR

(reporting currency, degree of accuracy)

	EQUITY AND LIABILITIES			
D.	EQUITY	15	139,872,408	135,382,388
1.	CAPITAL		22,939,783	22,939,783
1.1.	Authorized (subscribed) or primary capital		22,939,783	22,939,783
1.2.	Subscribed capital unpaid (-)		-	-
1.3.	Own shares (-)		-	-
2.	SHARE PREMIUM		7,879,300	7,879,300
3.	REVALUATION RESERVE		-	-
4.	RESERVES	16	2,293,978	2,293,978
4.1.	Compulsory reserve or emergency (reserve) capital		2,293,978	2,293,978
4.2.	Reserve for acquiring own shares		-	-
4.3.	Other reserves		-	-
5.	RETAINED EARNINGS (LOSS)	17	106,759,347	102,269,327
5.1.	Profit (loss) for the reporting year		4,990,020	8,421,688
5.2.	Profit (loss) for the on previous year		101,769,327	93,847,639
E.	GRANTS AND SUBSIDIES		-	-
F.	PROVISIONS		-	-
1.	Provisions for pensions and similar obligations		-	-
2.	Provisions for taxes		-	-
3.	Other provisions		-	-
G.	AMOUNTS PAYABLE AND OTHER LIABILITIES	18	63,457,253	51,956,002
1.	AMOUNTS PAYABLE AFTER ONE YEAR AND OTHER LONG-TERM LIABILITIES		14,447,410	24,849,189
1.1.	Debt obligations		-	8,000,000
1.2.	Amounts owed to credit institutions		-	-
1.3.	Advances received		-	-
1.4.	Trade creditors		-	-
1.5.	Amounts payable under the bills and checks		-	-
1.6.	Amounts payable to the entities of the entities group		14,447,410	16,849,189
1.7.	Amounts payable to the associated entities		-	-
1.8.	Other amounts payable and long-term liabilities		-	-
2.	AMOUNTS PAYABLE WITHIN ONE YEAR AND OTHER SHORT-TERM LIABILITIES		49,009,843	27,106,813
2.1.	Debt obligations		8,000,000	-
2.2.	Amounts owed to credit institutions		62,400	66,472
2.3.	Advances received		-	-
2.4.	Trade creditors		10,921	14,027
2.5.	Amounts payable under the bills and checks		-	-
2.6.	Amounts payable to the entities of the entities group		37,911,133	23,075,585
2.7.	Amounts payable to the associated entities		2,704,775	3,742,095
2.8.	Income tax liabilities		-	-
2.9.	Employment related liabilities		312,050	207,648
2.10.	Other amounts payable and short-term liabilities		8,564	986
H.	ACCRUED COSTS AND DEFERRED INCOME	19	28,392	86,889
	TOTAL EQUITY AND LIABILITIES		203,358,053	187,425,279

Director

(title of the head of entity's
administration)

(signature)

Erika Huhtala

(name, surname)

Numeri, UAB, 300602458,
authorized person(title of the chief accountant
(accountant) or of other person
responsible for accounting)

(signature)

Kornelija Tumelienė

(name, surname)

SEPARATE STATEMENT OF CHANGES IN EQUITY AS AT 31 DECEMBER 2024

As at 24 April 2025
(reporting date)

01.01.2024 - 31.12.2024
(reporting period)

EUR
(reporting currency, degree of accuracy)

				Revaluation reserve		Legal reserves				
	Paid up authorized or primary capital	Share premium	Own shares (-)	Of non- current tangible assets	Of financial assets	Compulsory reserve or emergency (reserve) capital	Reserve for acquiring own shares	Other reserves	Retained earnings (loss)	Total
1. Balance at the end of the reporting (yearly) period before previous	22,939,783	7,879,300	-	-	-	2,293,978	-	-	93,997,639	127,110,700
2. Result of changes in accounting policies	-	-	-	-	-	-	-	-	-	-
3. Result of correcting material errors	-	-	-	-	-	-	-	-	-	-
4. Recalculated balance at the end of the reporting (yearly) period before previous	22,939,783	7,879,300	-	-	-	2,293,978	-	-	93,997,639	127,110,700
5. Increase (decrease) in the value of non-current tangible assets	-	-	-	-	-	-	-	-	-	-
6. Increase (decrease) in the value of effective hedging instruments	-	-	-	-	-	-	-	-	-	-
7. Acquisition (sale) of own shares	-	-	-	-	-	-	-	-	-	-
8. Profit (loss) not recognized in the income statement	-	-	-	-	-	-	-	-	-	-
9. Net profit (loss) for the reporting period (adjusted)	-	-	-	-	-	-	-	-	8,421,688	8,421,688
10. Dividends	-	-	-	-	-	-	-	-	(150,000)	(150,000)
11. Other payments	-	-	-	-	-	-	-	-	-	-
12. Formed reserves	-	-	-	-	-	-	-	-	-	-
13. Used reserves	-	-	-	-	-	-	-	-	-	-
14. Increase (decrease) of authorized capital or shareholders' contributions (shares' repayment)	-	-	-	-	-	-	-	-	-	-
15. Other increase (decrease) of authorized or primary capital	-	-	-	-	-	-	-	-	-	-
16. Contributions against losses	-	-	-	-	-	-	-	-	-	-
17. Balance at the end of the previous reporting (yearly) period (adjusted)	22,939,783	7,879,300	-	-	-	2,293,978	-	-	102,269,327	135,382,388
18. Increase (decrease) in the value of non-current tangible assets	-	-	-	-	-	-	-	-	-	-
19. Increase (decrease) in the value of effective hedging instruments	-	-	-	-	-	-	-	-	-	-
20. Acquisition (sale) of own shares	-	-	-	-	-	-	-	-	-	-
21. Profit (loss) not recognized in the income statement	-	-	-	-	-	-	-	-	-	-
22. Net profit (loss) for the reporting period	-	-	-	-	-	-	-	-	4,990,020	4,990,020
23. Dividends	-	-	-	-	-	-	-	-	(500,000)	(500,000)
24. Other payments	-	-	-	-	-	-	-	-	-	-
25. Formed reserves	-	-	-	-	-	-	-	-	-	-
26. Used reserves	-	-	-	-	-	-	-	-	-	-
27. Increase (decrease) of authorized capital or shareholders' contributions (shares' repayment)	-	-	-	-	-	-	-	-	-	-
28. Other increase (decrease) of authorized or primary capital	-	-	-	-	-	-	-	-	-	-
29. Contributions against losses	-	-	-	-	-	-	-	-	-	-
30. Balance at the end of the reporting period	22,939,783	7,879,300	-	-	-	2,293,978	-	-	106,759,347	139,872,408

Director

(title of the head of entity's administration)

(signature)

Erika Huhtala

(name, surname)

Numeri, UAB, 300602458, authorized person

(title of the chief accountant (accountant) or of
other person responsible for accounting)

(signature)

Kornelija Tumelienė

(name, surname)

UAB Modus Grupė, company code 302719143

Ozo str. 10 A, LT-08200 Vilnius

Explanatory note

(All amounts are in euro, if not stated otherwise)

GENERAL INFORMATION

UAB Modus Grupė (hereinafter "the Company") is a limited liability joint stock company registered with the Register of Legal Entities on 30 January 2012 under the Law on Register of Companies of the Republic of Lithuania, company code 302719143, legal address: Ozo St. 10A, LT-08200 Vilnius. Data is collected and stored in the Register of Legal Entities.

All the shares of the Company are owned by the parent company MG NL holding B.V., legal address Naritaweg 165, Telestone 8, Teleport, 1043BW Amsterdam, the Netherlands, company code 853264363.

Activities of the Company – consulting management activities.

UAB Unimodus was established on 8 November 2024 as a result of splitting UAB Helmonts Projects 3 (former UAB Unimodus, company code 126123769). Helmonts Projects 3 was sold on 6 December 2024 and the loss on the sale was recognized in the income statement under interest and other similar costs (note 6).

As of 31 December 2024, the Company had 7 subsidiaries (as at 31 December 2023: 7).

Subsidiary	Date of establishment/acquisition	Controlled share	Head office address, code	Short description of activity
UAB Inter Krasta	2013	100	Žalgirio g. 112-1, Vilnius, 302693905	Consulting on business management and other issues
UAB Unimodus	2024	100	Ozo g. 10A-10, Vilnius, 307024131	Lease of premises, real estate administration
UAB Modus Mobility	2017	100	Žalgirio g. 112-1, Vilnius, 302784358	Consulting on business management and other issues
UAB Modus Group Services	2017	100	Žalgirio g. 112-1, Vilnius, 302784365	Consulting on business management and other issues
Envolve Capital, UAB (former UAB Modus Asset Management)	2017	100	Žalgirio g. 112-1, Vilnius, 302790959	Management of investment funds; consulting
UAB Inter Krasta Premium	2020	100	Žalgirio g. 112-1, Vilnius, 305663899	Consulting on business management and other issues
UAB Inter Krasta Luxury	2020	100	Žalgirio g. 112-1, Vilnius, 305663917	Consulting on business management and other issues

As at 31 December 2024, the Company had 3 other related companies (as at 31 December 2023: 3).

Other related company	Date of establishment/acquisition	Controlled share	Head office address, code	Short description of activity
UAB Parkdema	2018	30	Jogailos g. 4, LT-01116 Vilnius	Consulting on business management and other issues
Green Genius International B.V.	2020	27.59	Fred. Roeskestraat 115, 1076 EE Amsterdam, the Netherlands	Consulting on business management and other issues
Udrop LT, UAB	2023	30	Konstitucijos pr. 18b, LT-09308 Vilnius	Postal services

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

As at 31 December 2024, the Company had no other financial assets. UAB Air Lituanica Club was deregistered on the initiative of the Registrar after liquidation.

As at 31 December 2023, the Company had other financial assets:

Other financial assets	Date of establishment/acquisition	Controlled share	Head office address, code	Short description of activity
UAB Air Lituanica Club	2013	2	Jogailos g. 9, Vilnius, 302941051	Air transport of passengers, freight and parcels. Sale of air tickets

The consolidated financial statements of the Company have been prepared separately. The consolidated financial statements of the Company are available at the Centre of Registers.

The Company's separate financial statements were approved on 24 April 2025.

In 2024, the average number of employees in the Company was 12 (2023: 14 employees). The average number of employees by category for the financial year under review is as follows: Company managers – 1, heads of departments – 3, professionals – 7 and junior professionals – 1.

ACCOUNTING POLICIES

The Group prepares its financial statements in accordance with the Lithuanian regulatory legislation on accounting and financial reporting, and Lithuanian Financial Reporting Standards.

The financial statements have been prepared on an assumption that the Company will be able to continue its operations in the foreseeable future.

The financial year of the Company coincides with the calendar year.

All amounts in these financial statements are presented in the local currency, the euro (EUR) (unless otherwise stated).

The principal accounting policies adopted in the preparation of the Company's financial statements are summarized below.

(a) Intangible assets

Intangible assets are stated at acquisition cost, less subsequent accumulated amortization and impairment. Amortization is calculated on a straight-line basis over the useful life of 3-4 years. For the purpose of the income statement, amortization expenses of intangible assets are included in the general and administrative expenses.

Items of assets with acquisition cost not lower than EUR 300 are classified as non-current intangible assets.

Costs associated with renewal and development of intangible assets incurred following the acquisition, are recognized as expenses as incurred, except for the cases when these costs can be measured reliably, they can be attributed to specific assets and the Company is able to determine reliably that these assets will generate higher economic benefits in the future. When all these criteria are met, these costs are added to the acquisition cost of intangible assets.

(b) Tangible non-current assets

Tangible non-current assets are stated at acquisition cost less accumulated depreciation and impairment losses. Depreciation is calculated on a straight-line basis over the useful lives established for non-current tangible assets. For the purpose of the income statement, depreciation expenses of tangible non-current assets are included in the general and administrative expenses.

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

The Company applies the following useful lives to its non-current tangible assets:

	Years
Buildings and structures	35
Machinery and equipment	5
Vehicles	2-10
Other fixtures, fittings and tools	1.5-6
Other tangible assets	4

Items of assets with an estimated useful life over 1 year and acquisition cost not lower than that specified below are recognized as non-current tangible assets:

	Value
Buildings and structures	EUR 300
Machinery and equipment	EUR 300
Vehicles	EUR 300
Other fixtures, fittings and tools	EUR 150-300
Other tangible assets	EUR 300

Other tangible assets include repair or reconstruction costs of leased assets, which improve the standard performance of these assets. These costs are recognized as expenses over the remaining lease term.

Current repair costs are expensed during the reporting period when expenditure is incurred. Repair costs are capitalized when the works performed improve the standard performance and extend the useful life of non-current tangible assets.

Gains or losses on disposal of non-current tangible assets are determined by reference to the proceeds from disposal less the carrying amount of the asset concerned and all the expenses related to such disposal. Upon the disposal of non-current tangible assets the result of the transaction is reported in the income statement.

(c) Impairment of financial assets

Assets that are subject to amortization or depreciation (including goodwill) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell, and the value in use. For the purpose of assessing impairment, assets are grouped to the smallest groups for which largely independent cash inflows (cash generating units) can be identified.

(d) Investments in subsidiaries and associated companies

An associate – an entity over which the Company has a significant influence and which is neither a subsidiary of the Company, nor a jointly controlled entity, nor an entity under common control.

A subsidiary is an entity over which the Company has direct or indirect decisive influence.

In the Company's financial statements, investments in subsidiaries and associated entities are accounted for using the cost method.

When accounting for investments into subsidiaries and associated entities under the cost method they are stated at

acquisition cost. When the carrying amount of investments exceeds the amount likely to be received for the investment, impairment of investments is accounting for in accordance with the procedure provided in the Business Accounting Standard 18 *Financial assets and Financial Liabilities*.

Dividends or other direct payments received as a result of a distribution of the investee's profits are recognized as income from financing and investing activities and recognized in profit or loss.

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

(e) Finance lease – the Company as a lessee

Leases of non-current assets where the lessee takes over substantially all the risks and rewards of ownership are classified as finance leases. Non-current assets under finance lease are accounted for on the basis of the asset's recoverable amount, i.e. at an estimated present value of minimum lease payments. Lease payments, i.e. all minimum contractual lease payments net of interest charges, are included in liabilities. Each lease payment is allocated between the liability and interest charges so as to achieve a constant periodic rate of interest on the remaining balance of the finance lease liability. The interest element of the lease payment is charged to the income statement over the lease period. The non-current tangible assets acquired under finance leases are depreciated over the useful life of the asset.

(f) Inventories

Inventories are stated at the lower of acquisition (production) cost or net realizable value. The cost is determined using the first-in, first-out (FIFO) method. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and possible selling expenses. The cost of inventories comprises purchase price, customs duties, transportation costs and other costs attributable to the acquisition of inventories.

(g) Financial assets and financial liabilities

Financial assets include cash and cash equivalents, loans granted and other amounts receivable. Financial assets are recorded when the Company receives or obtains a contractual right to receive cash or any other financial assets. Amounts receivable are stated at acquisition cost, less impairment loss. Cash and cash equivalents are stated at acquisition cost. When it is probable that the Company will not be able to recover the amounts receivable, the impairment loss is recognized, which is determined as the difference between the carrying amount of the assets and the present value of future cash flows discounted using the effective interest rate.

Financial liabilities include amounts payable for goods and services received, and finance lease liabilities. Financial liabilities are recorded when the Company assumes a commitment to pay cash or any other financial assets. Amounts payable for goods and services are measured at acquisition cost.

(h) Provisions

Provisions are recognized as liabilities when the Company has a legal obligation or irrevocable commitment as a result of past events, it is probable that an outflow of resources will be required to settle the obligation or irrevocable commitment, and a reliable estimate of the amount of liabilities can be made.

(I) Foreign currency

All currency items in the balance sheet are estimated in the euro using the exchange rate prevailing at the balance sheet date. Assets purchased for foreign currency and accounted for in the balance sheet at the acquisition cost are estimated in the euro using the exchange rate prevailing at the date of the transaction. Foreign currency transactions are stated in the euro using the exchange rate prevailing at the date of the transaction. Differences resulting from the settlement of amounts recorded in foreign currencies at different exchange rates are recognized as income or expenses of the reporting period.

(j) Sales

Revenue from sales is recognized on an accrual basis. Revenue is measured at fair value, taking account of discounts granted and expected. Revenue from sale of services is recognized when services have been rendered and a reliable estimate of the amount of revenue can be made.

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

(k) Cost of sale and general and administrative expenses

Expenses are recognized on an accrual basis and following the matching principle during the reporting period when income related to such expenses is earned. Expenses incurred during the reporting period, which cannot be attributed directly to specific income earned and which will not generate any income in subsequent reporting periods, are recognized as expenses during the period when incurred.

(l) Leases – the Company as a lessee

Lease payments are charged to the income statement on a straight-line basis over the period of the lease.

(m) Corporate income tax

Profit is taxed applying the income tax rate prescribed by the tax laws of the Republic of Lithuania.

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

Deferred tax assets are recognized on all temporary differences to the extent that it is probable that future taxable profit will be available against which temporary differences can be utilized.

Deferred tax assets and liabilities are measured at the income tax rate that would be expected to apply in the periods in which the temporary differences giving rise to the deferred tax reverse.

(n) Offsetting

Amounts receivable and amounts payable are offset with the same third party when there are sufficient legal grounds for that purpose.

(o) Tax loss carry forward between group companies

Tax losses can be carried forward for indefinite period, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments. Since 1 January 2014, tax losses carried forward can be used to reduce the taxable income earned during the reporting year by not more than 70%. Such carrying forward is disrupted if the Company changes its activities due to which these losses were incurred except when the Company does not continue its activities due to reasons which do not depend on the Company itself. Losses on the disposal of securities and/or derivatives can be carried forward for 5 years and can only be covered by profits from transactions of the same type. Tax losses can only be transferred between such units, which two years without interruption to the transmission of loss (inclusive) are units of the group in which the parent company directly or indirectly holds at least 2/3 (or at least 66.67 per cent) of shares or other rights to the distributable profits in each subsidiary unit, involved in loss transfer. Transfer of tax loss must be documented with an agreement, transfer-acceptance act or other free-form documents with legal effect.

(p) Contingent assets and liabilities

Contingent assets, liabilities are assets/liabilities which may arise from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are those assets that, through actions beyond the Company's control, may be owned by the Company and provide economic benefits to the Company. Under the precautionary principle, a non-current asset is not recognized in the financial statements and does not appear on the face of the balance sheet until it is virtually certain that it will be received by the company and that it can be measured reliably, otherwise it could result in the recognition of income that will never be received.

(r) Subsequent events

Subsequent events – economic events that occur between the balance sheet date and the date on which financial statements are presented. The date of the financial statements is the date on which the financial statements are approved at the general shareholders' meeting.

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

FINANCIAL RISK MANAGEMENT

When performing its activities, the Company is exposed to a variety of financial risks. Risk management is performed by the Board. The principles for management of risks of general and specific nature, such as credit risk, foreign exchange risk, liquidity risk and interest rate risk, have not yet been prepared in writing.

The Company applies the following key financial risk management procedures in its activities:

Credit risk

The Company's credit risk relates principally to the loans and arises from potential counterparty defaults. The Company has a low concentration of credit risk related to trade receivables.

The Company uses an individual valuation model to determine the expected losses on loans granted. The Company uses internal credit rating categories which reflect the credit risk of financial assets. Expected economic developments (country and sector risk) are included in the internal rating model. The Company's management reviews key economic indicators of the markets in which the Company's borrowers operate and determines whether there are likely to be significant changes that could affect the expected credit losses.

If management determines that there are no significant changes in expected economic variables, expected credit losses based on historical information are used. The analysis has not identified any significant expected credit losses.

Foreign exchange risk

The Company has no significant concentration of foreign exchange risk, because the major portion of settlements are conducted in the euro (EUR).

Liquidity risk

A conservative approach to liquidity risk management allows maintaining sufficient amounts of cash and cash equivalents to cover planned expenses. The Company makes short-term cash flow forecasts.

Interest rate risk

The Company's income and operating cash flows are substantially independent of changes in market interest rates. The Company earns interest income from loans granted and bonds purchased. Interest expenses are incurred on loans received and bonds issued. The distribution between fixed rate and variable rate instruments depends on actual situation in the market.

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

NOTE 1: SALES

Item	Financial year	Previous financial year
Management consulting services	720,000	478,130
Lease of real estate and other related income	-	-
Re-sale of services	-	-
Total	720,000	478,130

NOTE 2: COST OF SALES

Item	Financial year	Previous financial year
Management consulting services	(655,200)	(454,223)
of which are salary costs	(562,149)	(383,989)
of which are non-current assets depreciation costs	(2,534)	(3,085)
Lease of real estate and other related income	-	-
Re-sale of services	-	-
Total	(655,200)	(454,223)

NOTE 3: SELLING EXPENSES

Item	Financial year	Previous financial year
Advertising and marketing	(1,497)	(1,620)
Representation expenses	(7,862)	(2,432)
Total	(9,359)	(4,052)

NOTE 4: GENERAL AND ADMINISTRATIVE EXPENSES

Item	Financial year	Previous financial year
Impairment expense on receivables	(2,455)	38,731
Legal and advisory expenses	(21,462)	(24,119)
Accounting, audit and management expenses	(55,576)	(54,551)
Salaries of employees and related expenses	(619,421)	(632,916)
Bank charges	(450)	(443)
Depreciation and amortization of non-current assets	(2,769)	(5,032)
Communication expenses	(3,853)	(6,666)
Tax expenses	(45,827)	(31,465)
Operational and maintenance expenses of computer software	(5,571)	(7,343)
Lease expenses	(22,692)	(26,142)
Fuel	(9,929)	(16,776)
Maintenance and lease of cars	(32,988)	(28,304)
Costs of employee training	(1,585)	(1,704)
Stationery	-	(188)
Business trip expenses	(4,239)	(1,629)
Support	(5,000)	(5,000)
Insurance expenses	(1,566)	(401)
Other expenses	(496)	(266)
Total	(835,879)	(804,214)

In 2024, the Company established impairment on receivables in an amount of EUR 2,455.

In 2023, an impairment of receivables that was created in 2022 for Modus Group Services UAB was reversed as the company paid part of the debt. The reversal of the impairment of receivables resulted in a decrease of expenses of EUR 38,731 in the Company.

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

NOTE 5: OTHER ACTIVITY

Items	Financial year	Previous financial year
a) OTHER ACTIVITY INCOME	53,551	69,636
Other income from resale of services	53,423	69,303
Gain from disposal of non-current assets	128	333
OTHER ACTIVITY EXPENSES	(53,423)	(69,320)
Other expense from resale of services	(53,423)	(69,320)
Loss from disposal of non-current assets	-	-
Other operating results	128	316

NOTE 6: INTEREST AND OTHER SIMILAR INCOME AND INTEREST AND OTHER SIMILAR EXPENSES

Items	Financial year	Previous financial year
Other interest and similar income	10,862,134	13,018,854
Income from penalties and delay interest	-	-
Gain on disposal from investments in the shares of parent, subsidiaries and associated entities	-	-
Other interest and similar income	2,075,878	2,466,100
Gain from foreign currency exchange	9,191	-
Dividend income	8,222,835	9,088,460
Income from increase in the value of investments	554,230	1,464,294
Other income from financing and investing activities	-	-
Interest and other similar expenses	(5,356,908)	(4,285,435)
Penalties and delay interest	-	(11)
Impairment of financial assets and short-term investments	206,996	(669,310)
Interest expenses	(3,880,310)	(3,605,175)
Currency exchange loss	-	(5,702)
Loss from disposal of investments	(144,341)	1
Loss from impairment of the fair value of investments	(1,377,142)	-
Other expenses from financing and investing activities	(162,111)	(5,238)
Loss from investment in the subsidiary due to a decrease in its share capital	-	-
c) RESULT OF INTEREST AND SIMILAR INCOME AND INTEREST AND SIMILAR EXPENSES (a - b)	5,505,226	8,733,419

In 2024, the impairment of financial assets that was created in 2023 for UAB Unimodus was partially reversed as the company repaid part of the loan in 2024. Due to the reversal of the impairment on financial assets in 2024, the Company made a decrease of expenses at an amount of EUR 248,442 and a new impairment of EUR 41,446 was established for loans and accrued interest granted to other companies.

In 2024, a loss of EUR 81,214 was incurred on the sale of UAB Helmonts Projects 3.

NOTE 7: CORPORATE INCOME TAX

Corporate income tax expenses in the income statement include the following:

Items	Financial year	Previous financial year
Current tax expense	-	-
Consideration for tax losses taken over	(283,394)	(18,481)
Expenses on tax losses taken over	-	-
Adjustment of income tax of previous reporting period	-	-
Deferred tax income (expense)	18,290	(453,831)
Total	(265,104)	(472,312)

Explanatory notes (continued)
(All amounts are in euro, if not stated otherwise)

NOTE 8: INTANGIBLE ASSETS

Items	Software	Other intangible assets	Advance payments	Total
Carrying amount at the end of the previous financial year	-	-	-	-
a) Intangible non-current assets at acquisition cost				
At the end of the previous financial year	-	1,200	-	1,200
Financial year changes:	-	-	-	-
- acquisition of assets	-	-	-	-
- written back (-)	-	-	-	-
- disposals to other persons and written-off assets (-)	-	-	-	-
- reclassified from/to +/-(-)	-	-	-	-
At the end of the financial year	-	1,200	-	1,200
b) Amortization				
At the end of the previous financial year	-	1,200	-	1,200
Financial year changes:	-	-	-	-
- amortization of the financial year	-	-	-	-
- written back (-)	-	-	-	-
- of disposals to other persons and written-off assets (-)	-	-	-	-
- reclassified from/to +/-(-)	-	-	-	-
At the end of the financial year	-	1,200	-	1,200
c) Impairment				
At the end of the previous financial year	-	-	-	-
Financial year changes:	-	-	-	-
- impairment for the financial year	-	-	-	-
- written back (-)	-	-	-	-
- of disposals to other persons and written-off assets (-)	-	-	-	-
- reclassified from/to +/-(-)	-	-	-	-
At the end of the financial year	-	-	-	-
d) Carrying amount at the end of the financial year (a)-(b)-(c)	-	-	-	-

The amortization of the Company's intangible non-current assets amounted to EUR 0 in 2023 (EUR 0 in 2022). The intangible non-current assets were fully amortized in 2022 but are still being used.

Explanatory notes (continued)
(All amounts are in euro, if not stated otherwise)

NOTE 9: TANGIBLE NON-CURRENT ASSETS

Items	Land	Buildings and structures	Machinery and equipment	Vehicles	Other equipment, fixtures, fittings and tools	Investment property	Advance payments and tangible assets under construction (production)	Total
Carrying amount at the end of the previous financial year	-	-	-	-	6,923	-	-	6,923
a) Acquisition cost								
At the end of the previous financial year	-	-	-	-	24,186	-	-	24,186
Financial year changes:								-
- acquisition of assets	-	-	-	-	2,170	-	-	2,170
- written back (-)	-	-	-	-	-	-	-	-
- disposals to other persons and written-off assets (-)	-	-	-	-	(4,541)	-	-	(4,541)
- reclassified from/to +/-(-)	-	-	-	-	-	-	-	-
At the end of the financial year	-	-	-	-	21,815	-	-	21,815
b) Revaluation								
At the end of the previous financial year	-	-	-	-	-	-	-	-
Financial year changes:	-	-	-	-	-	-	-	-
- increase (decrease) in value +/-(-)	-	-	-	-	-	-	-	-
- of disposals to other persons and written-off assets (-)	-	-	-	-	-	-	-	-
- reclassified from/to +/-(-)	-	-	-	-	-	-	-	-
At the end of the financial year	-	-	-	-	-	-	-	-
c) Depreciation								
At the end of the previous financial year	-	-	-	-	17,263	-	-	17,263
Financial year changes:								
- depreciation of the financial year	-	-	-	-	5,303	-	-	5,303
- written back (-)	-	-	-	-	-	-	-	-
- of disposals to other persons and written-off assets (-)	-	-	-	-	(3,678)	-	-	(3,678)
- reclassified from/to +/-(-)	-	-	-	-	-	-	-	-
At the end of the financial year	-	-	-	-	18,888	-	-	18,888
d) Impairment								
At the end of the previous financial year	-	-	-	-	-	-	-	-
Financial year changes:								
- of disposals to other persons and written-off assets (-)	-	-	-	-	-	-	-	-
- reclassified from/to +/-(-)	-	-	-	-	-	-	-	-
At the end of the financial year	-	-	-	-	-	-	-	-
d) Carrying amount at the end of the financial year (a)-(b)-(c)-(d)	-	-	-	-	2,927	-	-	2,927

Explanatory notes (continued)
(All amounts are in euro, if not stated otherwise)

NOTE 10: FINANCIAL ASSETS

Financial assets	Financial year	Previous financial year
Investments in the entities of the entities group	169,366,436	113,338,552
Investments in other related companies	3,738,000	2,850,001
Long-term investments and other financial assets	4,090,585	5,036,538
Long-term loans granted and other receivables due after one year	24,611,848	22,966,635
Total	201,806,869	144,191,726

Investments in the entities of the entities group

As at 31 December 2024

Company name	Carrying amount of investments	Controlled share	Equity (unaudited)	Net profit (loss) (unaudited)
UAB Inter Krasta	92,440	100	(400,340)	(359,756)
UAB Unimodus	11,319,085	100	12,619,485	401,849
Green Genius International B.V.	122,590,361	27.59	188,745,704	(13,632,364)
UAB Modus Group Services	1,251,553	100	(265,815)	77,301
UAB Modus Asset Management	830,256	100	1,169,520	261,595
UAB Modus Mobility	19,421,683	100	12,772,133	243,594
UAB Inter Krasta Premium	12,764,274	100	22,601,034	7,224,468
UAB Inter Krasta Luxury	2,348,337	100	15,448,308	9,007,982
Impairment of the investment in UAB Modus Group Services	(1,251,553)	-	-	-
Total	169,366,436	-	252,690,029	3,224,669

On 2 September 2024, the Articles of Association of Green Genius International B.V. (GGI) were amended and all Class A and Class B shares of GGI were converted into identical ordinary shares. Accordingly, the GGI Class B shares held by the Company became ordinary shares. On the same date, the Company's loan to GGI was capitalized by issuing new ordinary shares.

As at 31 December 2023

Company name	Carrying amount of investments	Controlled share	Equity (unaudited)	Net profit (loss) (unaudited)
UAB Inter Krasta	92,440	100	(40,583)	(181,920)
UAB Unimodus	11,400,300	100	11,589,027	673,381
Green Genius International B.V.	80,900,000	15	130,417,174	3,007,497
UAB Modus Group Services	1,251,553	100	(343,114)	23,430
UAB Modus Asset Management	830,256	100	904,154	569,353
UAB Modus Mobility	5,002,945	100	(1,890,200)	(442,032)
UAB Inter Krasta Premium	12,764,274	100	19,276,566	3,576,025
UAB Inter Krasta Luxury	2,348,337	100	9,940,325	6,566,532
Impairment of the investment in UAB Modus Group Services	(1,251,553)	-	-	-
Total	113,338,552	-	169,853,349	13,792,267

Investments in other related companies

As at 31 December 2024

Company name	Carrying amount of investments	Controlled share
UAB Parkdema	3,512,185	30
Revaluation of the investment in UAB Parkdema to fair value	(362,185)	-
Udrop LT, UAB	856,237	30
Impairment of the investment in Udrop LT, UAB	(268,237)	-
Total	3,738,000	-

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

NOTE 10: FINANCIAL ASSETS (CONTINUED)

As at 31 December 2023

Company name	Carrying amount of investments	Controlled share
UAB Parkdema	3,512,185	30
Revaluation of the investment in UAB Parkdema to fair value	(662,185)	-
UAB Udrop LT	1,279	30
Impairment of the investment in UAB Udrop LT	(1,278)	-
Total	2,850,001	-

In 2024, an increase in the value of the investment in UAB Parkdema was recorded based on the value of the shares in UAB Parkdema as determined by external valuers. In 2024, the impairment of the investment in UAB Parkdema of EUR 300,000, which was recognized in 2020, was reversed.

A new issue of shares in UAB Udrop LT was subscribed in 2024. The Company acquired 2,952 new shares. In 2024, an impairment of the investment was recorded based on the value of the shares in UAB Udrop LT as determined by external valuers.

Long-term investments and other financial assets

As at 31 December 2024

Company name	Type of investment	Carrying amount of investments
Stichting First Energie Fonds	Investment fund's units	356,860
BMW AG	Shares	1,869
Modus Renewable Energy Lithuanian Investments subfund	Investment fund's units	794,681
Qibus Inc.	Investments	71,812
Genus Technologies LTD	Investments	95,749
Wise Guys Cyber Fund 1	Investments	50,000
Modus Remote Solar Fund I	Investments	2,719,573
Inchcape PLC	Shares	41
Total		4,090,585

As at 31 December 2023

Company name	Type of investment	Carrying amount of investments
Stichting First Energie Fonds	Investment fund's units	394,777
Air Lithuanica Club UAB	Shares	24,907
BMW AG	Shares	1,869
Modus Renewable Energy Lithuanian Investments subfund	Investment fund's units	1,754,782
Qibus Inc.	Investments	67,873
Genus Technologies LTD	Investments	90,498
Wise Guys Cyber Fund 1	Investments	50,000
Modus Remote Solar Fund I	Investments	2,522,841
Inchcape PLC	Shares	41
CLEAN ENERGY INFRASTRUCTURE FUND	Investment fund's units	128,950
Total		5,036,538

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

NOTE 10: FINANCIAL ASSETS (CONTINUED)

Long-term loans granted and other receivables due after one year

Items	Financial year	Previous financial year
Bonds and accrued receivable interest of other related companies (a)	19,642,048	18,921,229
Loans issued to Group entities and receivable interest	4,969,800	3,545,406
Bonds and accrued receivable interest of Group entities	-	-
Loans issued to other companies	-	500,000
Impairment of loans issued to Group entities	-	-
Total	24,611,848	22,966,635

a) As at 31 December 2024, the Company has acquired bonds issued by UAB Parkdema by the value of EUR 878,668. The bonds bear a fixed interest rate of 6% per annum and mature on 5 January 2026. The bonds of UAB Parkdema are subordinated under a subordination agreement until all obligations under the main agreement have been duly performed. Any part of the accrued but unpaid interest on the bonds can be paid at any time up to the maturity date of the bonds. In 2023, the Company purchased bonds issued by UAB Udrop LT by the value of EUR 214,497 as at 31 December 2024. The bonds bear a fixed interest rate of 10% per annum and mature on 5 February 2026.

NOTE 11: OTHER NON-CURRENT ASSETS

	Financial year	Previous financial year
Deferred tax assets	549,309	567,599
Total	549,309	567,599

In 2024, the deferred tax asset was calculated applying the 16% tax rate.

The following indicators were used to calculate the deferred income tax:

Items	Difference between the tax and book value		Deferred tax assets (liabilities)	
	Financial year	Previous financial year	Financial year	Previous financial year
Accrued social security from vacation reserve	1,399	1,958	224	294
Bonus accrual	231,588	95,046	37,054	14,257
Accrued loss	3,200,192	3,686,987	512,031	553,048
Total	3,433,179	3,783,991	549,309	567,599

NOTE 12: INVENTORIES

	Advance payments	Total
a) Acquisition cost of inventories		
At the end of the previous financial year	1,712	1,712
At the end of the financial year	1,712	1,712
b) Write-down to net realizable value (reversal)		
At the end of the previous financial year	-	-
At the end of the financial year	-	-

Explanatory notes (continued)
(All amounts are in euro, if not stated otherwise)

NOTE 13: AMOUNTS RECEIVABLE WITHIN ONE YEAR

Items	Financial year	Previous financial year
Amounts owed by entities of the entities group	316,070	42,110,559
Short-term loans granted	752,007	45,157,228
Impairment of short-term loans granted	(580,590)	(3,122,062)
Trade debtors	516,172	444,457
Impairment of trade debtors	(386,294)	(383,839)
Prepayments	14,775	14,775
Short-term bonds and accrued interest on bonds	-	-
Impairment of short-term bonds and accrued interest on bonds	-	-
Amounts owed by associated entities	545,833	-
Short-term loans granted	2,155,721	1,570,984
Impairment of short-term loans granted	(1,609,888)	(1,570,984)
Trade debtors	-	-
OTHER AMOUNTS RECEIVABLE:	18,505	62,205
Short-term loans granted	15,764	22,306
Impairment of short-term loans granted	-	-
Trade debtors	169	169
Receivable from the budget	2,038	39 597
Income tax prepayment	-	-
Other amounts receivable	534	133
Total	880,408	42,172,764

On 2 September 2024, the Company's loan to Green Genius International B.V. was capitalized by issuing new ordinary shares.

As at 31 December 2024, impairment of loans to related parties was recorded by an amount of EUR 2,190,478 (31 December 2023: EUR 4,693,046).

NOTE 14: DEFERRED COSTS AND ACCRUED INCOME

	Financial year	Previous financial year
Deferred costs	11,649	60,019
Accrued income	-	-
Total	11,649	60,019

NOTE 15: STRUCTURE OF AUTHORISED CAPITAL

Items	Number of shares	Amount
Structure of authorized capital at the end of the financial year	-	-
1. As to type of shares	-	-
1.1. Ordinary shares	79,102,700	22,939,783
1.2. Preferred shares	-	-
1.3. Employees' shares	-	-
1.4. Special shares	-	-
1.5. Other shares	-	-
Total	79,102,700	22,939,783
2. Capital owned by the state or municipalities	-	-
Own shares held by the company	-	-
Shares owned by subsidiaries	-	-

All the shares issued by the Company are paid in. The nominal value per share is EUR 0.29. There were no changes in the authorized capital in 2024 and 2023.

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

NOTE 16: RESERVES

Legal reserve

The legal reserve is formed from profit for appropriation in accordance with the Law on Companies of the Republic of Lithuania. Annual transfers of 5% of net profit are required until the reserve reaches 10% of the authorized share capital. The reserve can be used only to cover the accumulated loss of the Company. The part of the legal reserve exceeding 10% of the share capital may be redistributed as part of the distribution of profits for the following financial year. In 2021, an amount of EUR 1,862,575 was transferred to the legal reserve. As at 31 December 2024, the legal reserve has been fully formed.

NOTE 17: DRAFT APPROPRIATION OF PROFIT

Items	Amount
Retained earnings (losses) of the previous financial year	102,269,327
Transfer to legal reserve	-
Dividends paid	(500,000)
Net result for the financial year - profit (loss)	4,990,020
Profit (loss) not recognized in the income statement	-
Profit (loss) to be distributed at the end of the financial year	106,759,347
Shareholders' contributions against losses	-
Transfers from reserves	-
Total distributable profit (loss)	106,759,347
Profit distribution	-
- to legal reserve	-
- to other reserves	-
- dividends	-
- other	-
Retained earnings- profit (loss)- at the end of the financial year	106,759,347

As at the date of the financial statements, the Company's shareholder had not approved the draft appropriation of profit.

NOTE 18: AMOUNTS PAYABLE AND OTHER LIABILITIES

As at 31 December 2024

Items	Amounts or part of amounts payable		
	Within the financial year	After one year but not later than within five years	After five years
AMOUNTS PAYABLE AND OTHER LIABILITIES	49,009,843	14,447,410	-
1. Debt obligations and interest	8,000,000	-	-
2. Amounts owed to credit institutions	62,400	-	-
3. Trade creditors	10,921	-	-
4. Amounts payable to the entities of the entities group	37,911,133	14,447,410	-
4.1 Trade payables	4,362	-	-
4.2 Loans received and accrued interest	37,618,571	14,447,410	-
4.3. Prepayments received	288,200	-	-
5. Amounts payable to other related companies	2,704,775	-	-
5.1 Trade payables	641,219	-	-
Loans received and accrued interest	2,063,556	-	-
6. Advances received	-	-	-
7. Income tax liabilities	-	-	-
8. Employment related liabilities	312,050	-	-
9. Other amounts payable, of which:	8,564	-	-
9.1 Payable to the budget	8,564	-	-
9.2 Other amounts payable	-	-	-
Total	49,009,843	14,447,410	-

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

NOTE 18: AMOUNTS PAYABLE AND OTHER LIABILITIES (CONTINUED)

The Company has issued debt securities - bonds. The amount of the liability under the bonds issued at 31 December 2024 is EUR 8,000,000. The bonds bear interest at an annual rate of 7% + 6-month EURIBOR. Accounting of financial instruments is carried out by AB Šiaulių bankas. The bonds issuance date was 4 December 2023, and the redemption date is 4 December 2025. The bond emission was used to refinance the EUR 8,000,000 bond emission maturing on 4 December 2023. This bond emission was guaranteed by MG NL holding B.V. The surety shall expire on the bonds redemption date of 4 December 2025.

As at 31 December 2023

Items	Amounts or part of amounts payable		
	Within the financial year	After one year but not later than within five years	After five years
AMOUNTS PAYABLE AND OTHER LIABILITIES	27,106,813	24,849,189	-
1. Debt obligations and interest	66,472	8,000,000	-
2. Amounts owed to credit institutions	-	-	-
3. Trade creditors	14,027	-	-
4. Amounts payable to entities of the entities group	23,075,585	16,849,189	-
4.1 Trade payables	35,706	-	-
4.2 Loans received	22,737,379	16,849,189	-
4.3. Prepayments received	302,500	-	-
5. Amounts payable to other related companies	3,742,095	-	-
5.1 Trade payables	8	-	-
5.2 Loans received	3,742,087	-	-
6. Advances received	-	-	-
7. Income tax liabilities	-	-	-
8. Employment related liabilities	207,648	-	-
9. Other amounts payable, of which:	986	-	-
9.1 Payable to the budget	118	-	-
9.2 Other amounts payable	868	-	-
Total	27,106,813	24,849,189	-

NOTE 19: ACCRUED COSTS AND DEFERRED INCOME

	Financial year	Previous financial year
Deferred income	-	51,649
Accrued costs	28,392	35,240
Total	28,392	86,889

NOTE 20: FINANCIAL RELATIONS WITH THE COMPANY'S MANAGEMENT AND OTHER RELATED PARTIES

The related parties of the Company include:

Members of the Company's Management Board, Supervisory Council and executives;

The parent company is MG NL Holding B.V.;

Group entities are entities, in which direct or indirect shareholding held by MG NL Holding B.V. makes more than 50%.

Associated are the companies, directly or indirectly controlled by MG NL Holding B.V. (controlled share equals to 21- 50%), and companies controlled by the shareholder of MG NL Holding B.V. and his family members.

Other related companies are entities directly or indirectly controlled by MG NL Holding B.V. Other related parties are the companies, which are directly or indirectly controlled by MG NL Holding B.V. (controlled share equals to 21-50%), and companies controlled by the shareholder of MG NL Holding B.V. and his family members, but over which no significant influence is exerted, irrespective of the shareholdings.

Explanatory notes (continued)
(All amounts are in euro, if not stated otherwise)

NOTE 20: FINANCIAL RELATIONS WITH THE COMPANY'S MANAGEMENT AND OTHER RELATED PARTIES (CONTINUED)

Financial relations with the Company's management

Items	Financial year	Previous financial year
Remuneration to managers, including social security	715,209	630,051
Value of assets transferred or services provided to management free of charge	-	-
Balance of advances paid and loans granted to the management	15,000	15,000
Guarantees issued on behalf of management and other contingent liabilities	-	-
Average number of the management members during the year	4	4

Management of the Company consists of the director and heads of departments.

Financial relationships with members of the Company's Supervisory Council

Items	Financial year	Previous financial year
Remuneration to members of the Supervisory Council, including social security	4,780	4,780
Value of assets transferred or services transferred to members of the Supervisory Council free of charge	-	-
Other material amounts (specified)	-	-
Balance of advances paid and loans granted to the members of the Supervisory Council	-	-
Guarantees issued on behalf of members of the Supervisory Council and other contingent liabilities	-	-
Average number of the members of the Supervisory Council during the year	2	2

Financial relationships with other related parties

Items	Financial year	Previous financial year	Financial year	Previous financial year
Sales and receivables				
	Sales		Receivables	
Parent company	-	-	132	132
Entities of the entities group	828,164	587,144	530,947	459,232
Associated entities	-	-	-	-
Other related companies	-	-	-	-
Total	828,164	587,144	531,079	459,364
Purchases and payables				
	Purchases		Amounts payable and advances received	
Parent company	61,265	-	-	782
Entities of the entities group	113,087	101,808	292,562	337,907
Associated entities	80	62	641,219	8
Other related companies	-	-	-	-
Total	174,432	101,870	933,781	338,697
Interest income and loans granted				
	Interest income		Receivable loans	
Parent company	6,563	13,339	80,234	275,242
Entities of the entities group	1,322,788	1,489,269	7,937,145	48,427,392
Associated entities	94,904	33,741	2,155,721	1,570,984
Other related companies	-	-	-	-
Total	1,424,255	1,536,349	10,173,100	50,273,618
Interest expenses and loans received				
	Interest expenses		Payable loans	
Parent company	-	-	-	-
Entities of the entities group	2,724,698	2,873,313	52,065,981	39,586,868
Associated entities	286,884	293,894	4,115,743	5,698,859
Other related companies	-	-	-	-
Total	3,011,582	3,167,207	56,181,724	45,285,727

Explanatory notes (continued)
(All amounts are in euro, if not stated otherwise)

NOTE 20: FINANCIAL RELATIONS WITH THE COMPANY'S MANAGEMENT AND OTHER RELATED PARTIES (CONTINUED)

Accrued interest income on bonds and receivables on investments in bonds	Accrued interest income on bonds		Receivables on investments in bonds	
Parent company	-	-	-	-
Entities of the entities group	-	-	-	-
Associated entities	-	-	-	-
Other related companies	934,559	922,244	19,642,048	18,921,229
Total	934,559	922,244	19,642,048	18,921,229
Impairment of amounts receivable	Amount of doubtful debts recognized during the reporting period		Impairment balance on loans receivable and accrued interest	
Parent company	-	-	-	-
Entities of the entities group	245,900	(523,535)	(2,876,162)	(3,122,062)
Associated entities	-	-	-	-
Other related companies	(38,904)	(35,742)	(1,609,888)	(1,570,984)
Total	206,996	(559,277)	(4,486,050)	(4,693,046)

Change in loans issued during 2024: EUR 5,316 thousand of loans were issued, EUR 4,166 thousand of loans were recovered.

Change in loans issued during 2023: EUR 2,844 thousand of loans were issued, EUR 6,610 thousand of loans were recovered.

Change in loans received during 2024: EUR 6,915 thousand of loans were received, EUR 6,340 thousand of loans were repaid.

Change in loans received during 2023: EUR 2,197 thousand of loans were received, EUR 5,751 thousand of loans were repaid.

NOTE 21: CONTINGENT LIABILITIES

The Company has granted sureties to UAB CityBee Solutions and UAB Unimodus for liabilities of these companies to Luminor Bank AS Lithuanian branch, UAB Ozo str. 10A, the total value of which amounted to EUR 1,316 thousand as at the end of 2024.

The Company has pledged its shares in UAB Parkdema to BRIDGE Securitisation S.C.A. The pledge expires in 2025.

The Company has pledged the shares in UAB Unimodus to the fund Mundus Bridge Finance with a maturity ending in 2025. The maximum pledge under the agreement is EUR 1,470 thousand.

The Company has signed an agreement on investment in the Modus Renewable Energy Lithuanian Investments sub-fund with the sub-fund's management company, UAB Modus Asset Management and UAB T Invest, which specifies the Company's conditional obligation with a deferred performance deadline. The value of the conditional obligation is EUR 1,285 thousand and it matures in 2025.

The Company has a lease agreement for the premises valid until 2 October 2028. Future lease payments payable within one year amount to EUR 43,464 and in subsequent periods - EUR 119,526.

The tax administrator has not performed a full-scope tax investigation in the Company. The Tax Authorities may inspect accounting, transaction and other documents, accounting records and tax returns for the current and previous 3 calendar years at any time, and where appropriate, for the current and previous 5 or 10 calendar years and impose additional taxes and penalties. Management is not aware of any circumstances that could give rise to a potential material liability due to unpaid taxes.

NOTE 22: GOING CONCERN

In the financial statements as at 31 December 2024, the Company's current liabilities exceed its current assets by EUR 48,023 thousand. The financial statements have been prepared on a going concern basis.

The Company plans to cover its operating costs through management fees, cash flows from investments in funds and interest on loans granted. The Company plans to repay short-term loan commitments to subsidiaries by dividends received from these subsidiaries

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

NOTE 22: GOING CONCERN (CONTINUED)

Management has a reasonable expectation that the Company has sufficient resources to continue as a going concern for the foreseeable future. These financial statements have been prepared on a going concern basis and do not reflect any adjustments that might be necessary if the Company were not able to continue as a going concern.

NOTE 23: WAR IN UKRAINE

Operations in Belarus

In Belarus, the activities of the Group, to which the Company belongs, include the automotive trade (the sale of the energy businesses was completed in 2024). The strategic decision to exit Belarus was taken and publicly announced by the Group in spring 2022. During this period, the Group has made preparations to exit this market as soon as possible. The process has taken longer due to several factors. The Group cannot unilaterally withdraw from Belarus because it is bound by strict agreements with its international partners. The ever-changing situation in Belarus and decisions taken by the regime create additional challenges. Nevertheless, withdrawal from the Belarusian market remains one of the Group's top priorities and the Group will leave this market without any reservations.

The Company has invested in its subsidiary Inter Krasta Premium UAB ("IKP Group") and its subsidiaries. IKP Group is active in the Belarusian market, selling new cars, spare parts, warranties and other services. As a result, it is exposed to the general economic situation on the Belarusian market. In response to the war in Ukraine in 2022 launched by Russia and Belarus' involvement in criminal activities, a number of countries, including the United States of America, the United Kingdom and the members of the European Union, have imposed and/or extended economic sanctions against Belarusian natural and legal persons. Sanctions include asset freezes, restrictions on payment systems and trade and travel bans. The expansion of sanctions has had a detrimental effect on economic stability in Belarus, and this impact will probably persist in the future. These include higher volatility in equity markets, the depreciation of the Belarusian ruble, lower domestic and foreign direct investment flows, the impact on trade flows and trade disruptions with companies operating in the country, and a significant reduction in borrowing capacity.

As there were no contracts in place at 31 December 2024 for the disposal of the automotive business, the Group's assets and liabilities relating to the business in Belarus remained on a going concern basis.

Under current circumstances, the IKP Group would have sufficient resources to continue as a going concern and therefore the going concern assumption applied for the preparation of the financial statements is appropriate for all IKP Group companies. Management does not expect that the previously described situation will have a direct and material adverse effect on the operations of the IKP Group or on its going concern, financial position and results of operations and, therefore, there is no indication of impairment of the Company's investment in the subsidiary. However, the above events and market conditions indicate that the uncertainty in the market may adversely affect the economic environment in which the Group operates. This would have a negative impact on the IKP Group, its financial position and performance in the medium and long term.

Operations in Ukraine

The Company and its subsidiaries have not and do not have material operations in Ukraine.

Operations in the Russian Federation

The Company and its subsidiaries have not and do not carry out any activities in the Russian Federation.

Explanatory notes (continued)

(All amounts are in euro, if not stated otherwise)

NOTE 24: SUBSEQUENT EVENTS

After the end of the financial year and until the date of approval of these financial statements, there were no other subsequent events, which would have a material effect on the financial statements or require additional disclosure.

<u>Director</u> (title of the head of entity's administration)	<u></u> (signature)	<u>Erika Huhtala</u> (name, surname)
<u>Numeri, UAB, 300602458, authorized person</u> (title of the chief accountant (accountant) or of other person responsible for accounting)	<u></u> (signature)	<u>Kornelija Tumelienė</u> (name, surname)