APPENDIX **F**

AGRICOVER HOLDING S.A.

SEPARATE FINANCIAL STATEMENTS

Independent Auditor's Report

To the Shareholders of Agricover Holding SA

Report on the audit of the separate financial statements

Our opinion

In our opinion, the separate financial statements give a true and fair view of the financial position of Agricover Holding SA (”the Company”) as at 31 December 2024, and the Company’s financial performance and cash flows for the year then ended in accordance with the Order of Minister of Public Finance No. 2844/2016 for approval of accounting regulations in accordance with International Financial Reporting Standards and subsequent amendments ("OMPF 2844/2016") and with International Financial Reporting Standards as adopted by the European Union (“IFRS EU”).

Our opinion is consistent with our additional report to the Audit Committee dated 27 March 2025.

What we have audited

The Company's separate financial statements comprise:

- the separate statement of financial position as at 31 December 2024;
- the separate statement of profit or loss and other comprehensive income for the year then ended;
- the separate statement of changes in equity for the year then ended;
- the separate statement of cash flows for the year then ended; and
- the notes to the separate financial statements, comprising material accounting policy information and other explanatory information.

The separate financial statements as at 31 December 2024 are identified as follows:

- Total equity: lei 574,566 thousand;
- Net profit for the year: lei 14,856 thousand.

The Company's registered office is in Romania, Ilfov, Voluntari, 1B Pipera Boulevard, Cubic Center Office Building, 8th Floor, and the Company's unique fiscal registration code is 36036986.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs), Regulation EU No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the “Regulation 537/2014”) and Law 162/2017 regarding statutory audit of annual financial statements and annual consolidated financial statements and regarding changes to other regulations and subsequent amendments (the “Law 162/2017”). 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

PricewaterhouseCoopers Audit S.R.L.
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EUID ROONRC.J40/17223/1993, fiscal registration code RO4282940, share capital RON 7,630
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Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the ethical requirements of the Regulation 537/2014 and the Law 162/2017 that are relevant to our audit of the separate financial statements in Romania. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the ethical requirements of the Regulation 537/2014 and the Law 162/2017.

To the best of our knowledge and belief, we declare that no services other than audit were provided to the Company in the period from 1 January 2024 to the date of issuing this report.

Our audit approach

Overview

Materiality	Overall materiality for the separate financial statements of the Company: lei 3,600 thousand, which represents 1 % of net assets.
Key audit matter	Measurement of investments in subsidiaries.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the separate financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the separate financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which the Company operates.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the separate financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the separate financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Company materiality for the separate financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the separate financial statements as a whole.

Overall Company materiality	lei 3,600 thousand
How we determined it	1 % of net assets
Rationale for the materiality benchmark applied	We chose the net assets as the benchmark because, it is the most relevant measure of the Company's financial position, which is the primary focus of users of the separate financial statements given the Company's nature and circumstances. We chose 1 %, which in our experience is an acceptable quantitative materiality threshold for this benchmark.

Key audit matter

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

Key audit matter	*How our audit addressed the key audit matter*
Measurement of investments in subsidiaries	
Refer to Note 2 "Basis of preparation" and Note 15 "Investments" to the separate financial statements. As at 31 December 2024, the Company held equity investments in subsidiaries with a total carrying value of RON 366,719 thousand (2023: RON 354,497 thousand), measured at cost in accordance with IAS 27 "Separate financial statements". Management assesses at each reporting date whether there are indicators of impairment for these investments. As at 31 December 2024, such indicators were identified in relation to one of the loss-making subsidiaries. As a result, management performed an impairment assessment using a value-in-use approach based on discounted future cash flows. This process involves significant management judgement, particularly in relation to forecasts of future performance, discount rates, and terminal growth rate assumptions. Given the magnitude of the investments and the judgement involved in the impairment assessment, we considered this to be a key audit matter.	Our audit approach to address the key audit matter involved the following procedures: • Obtaining management's impairment assessment and evaluating the methodology applied, including the identification of any indicators of impairment as at year-end; • Assessing the reasonableness of the key assumptions used in the impairment models, such as forecasted cash flows, discount rates, and terminal cash flows growth rates; • Comparing forecasts used in the impairment models to the subsidiaries' historical performance and business plans approved by the board of directors; • Assessing qualitative factors that could impact the carrying amount of the investments in subsidiaries, including but not limited to regulatory, operational or market developments; • Where applicable, involving our internal valuation specialists to assess the appropriateness of the models and discount rates used; • Testing the mathematical accuracy of the impairment model and agreed key inputs to supporting documentation; • Evaluating the adequacy of the disclosures in the separate financial statements, including those relating to key estimates and judgments made by management.

Other matters

The separate financial statements of the Company for the year ended 31 December 2023 were audited by another firm of auditors whose report, dated 28 March 2024, expressed an unmodified opinion on those separate financial statements.

Reporting on other information including the Board of Directors' Report

The Board of Directors is responsible for the other information. The other information comprises the Board of Directors' Report and information included in the Annual Report (the "Annual Report") prepared in accordance with Financial Supervisory Authority ('FSA") Regulation 5/2018 on issuers of financial instruments and market operations with subsequent amendments (the "FSA Regulation 5/2018"), but does not include the separate financial statements and our auditor's report thereon.

Our opinion on the separate financial statements does not cover the other information, including the Board of Directors' Report and the information included in the Annual Report.

In connection with our audit of the separate financial statements, our responsibility is to read the other information identified above 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 Board of Directors' Report our responsibility is to consider whether the Board of Directors' Report was prepared in accordance with OMF 2844/2016, articles 15-19 and whether it is consistent with the separate financial statements.

Based on the work undertaken in the course of our audit, in our opinion:

- the information given in the Board of Directors' Report for the financial year for which the separate financial statements are prepared is consistent with the separate financial statements;
- the Board of Directors' Report has been prepared in accordance with OMF 2844/2016, articles 15-19.

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Board of Directors' Report. We have nothing to report in this regard.

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 OMFP 2844/2016 and IFRS EU, 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 scepticism 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 a 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 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

Report on the compliance of the format of separate financial statements with the requirements of the European Single Electronic Format (“ESEF”)

We have been engaged as part of our audit engagement letter by the Management of the Company to conduct a reasonable assurance engagement for the verification of compliance with the applicable requirements of the presentation of the separate financial statements of the Company for the year ended 31 December 2024 included in the digital file 452bd140c00f20c7b84a93c7abb912e743763a1df228f97d582a37c703c9c92c (the “Presentation of the Separate Financial Statements”).

Description of a subject matter and applicable criteria

The Presentation of the Separate Financial Statements has been applied by the Management of the Company to comply with the requirements of Law 24/2017, Financial Supervision Authority Regulation 7/2021 and art. 3 of the Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the “ESEF Regulation”). The applicable requirements regarding the Presentation of the Separate Financial Statements are contained in the ESEF Regulation.

The requirements described in the preceding sentence determine the basis for application of the Presentation of the Separate Financial Statements and, in our view, constitute appropriate criteria to form a reasonable assurance conclusion.

Responsibility of the Management and those charged with governance

The Management of the Company is responsible for the Presentation of the Separate Financial Statements that complies with the requirements of the ESEF Regulation.

This responsibility includes implementing and maintaining internal controls relevant for the preparation of the Presentation of the Separate Financial Statements which is free from material non-compliance with the requirements of the ESEF Regulation.

Those charged with governance are responsible for overseeing the financial reporting process, which should also be understood as the preparation of separate financial statements in accordance with the format resulting from the ESEF Regulation.

Our responsibility

Our responsibility was to express a reasonable assurance conclusion whether the Presentation of the Separate Financial Statements complies, in all material respects, with the ESEF Regulation.

We conducted our engagement in accordance with the International Standard on Assurance Engagements 3000 (R) – “Assurance Engagements other than Audits and Reviews of Historical Financial Information” (“ISAE 3000(R)”). This standard requires that we comply with ethical requirements, plan and perform procedures to obtain reasonable assurance whether the Presentation of the Separate Financial Statements complies, in all material aspects, with the applicable requirements.

Reasonable assurance is a high level of assurance, but it does not guarantee that the service performed in accordance with ISAE 3000(R) will always detect the existing material misstatement (significant non-compliance with the requirements).

Quality control requirements

Our firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We comply with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Summary of the work performed

Our planned and performed procedures were aimed at obtaining reasonable assurance that the Presentation of the Separate Financial Statements complies, in all material aspects, with the applicable requirements and such compliance is free from material errors or omissions. Our procedures included in particular:

- Obtaining an understanding of the internal control system and processes relevant to the application of the European Electronic Reporting Format of the Separate Financial Statements, including the preparation of the XHTML format;
- Verification whether the XHTML format was applied properly;
- Evaluating the appropriateness of the format of the separate financial statements and assessing the consistency between the XHTML electronic format of the separate financial statements and the signed and audited separate financial statements.

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

Conclusion

In our opinion, based on the procedures performed, the Presentation of the Separate Financial Statements complies, in all material respects, with the ESEF Regulation.

Other matter - Reissuance of the Report on other legal and regulatory requirements

We issued our previous independent auditor’s report dated 27 March 2025 on the Company’s separate financial statements for the year ended 31 December 2024. That report, in section “Report on the compliance of the format of separate financial statements with the requirements of the European Single Electronic Format (“ESEF”), referred to the marking up of the separate financial statements in iXBRL format. The marking up is not required for separate financial statements and consequently no such work has been performed by us. To appropriately reflect these facts, we issue this new auditor’s report containing our unmodified conclusion on the compliance of the Presentation of the Separate Financial Statements with the ESEF Regulation. Referring to mark-up procedures did not and does not affect our conclusion in this area, nor our auditor’s report on the audit of the separate financial statements of the Company.

Reporting on report regarding information related to income tax

In accordance with OMFP 2844/2016, article 60^12, in connection with the audit of the separate financial statements for the financial year ended as at 31 December 2024, our responsibility is to state if, for the previous financial year ended as at 31 December 2023 , the Company had the obligation, in accordance with 60^2-60^6.8 of OMPF 2844/2016, to publish a report regarding information related to income tax for the financial year ended 31 December 2023 and if this is the case, whether such report was published in accordance with 60^10 of OMPF 2844/2016.

The Company did not have the obligation to publish the report regarding information related to income tax.

Appointment

We were appointed by Ordinary General Shareholders Meeting as auditors of Agricover Holding SA on 8 July 2024. This is the first year of our appointment as auditors.

The financial auditor responsible for carrying out the audit resulting in this independent auditor's report is Francesca Postolache.

On behalf of

PricewaterhouseCoopers Audit SRL

Audit firm

registered with the Public Electronic Register of financial auditors and audit firms under no FA6

Refer to the original

signed Romanian version

Francesca Postolache

Financial auditor

registered with the Public Electronic Register of financial auditors and audit firms under no AF1716

Bucharest, 11 April 2025

AGRICOVER HOLDING SA

SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 December 2024

Prepared in accordance with the Order of the Ministry of Public Finance no. 2844/2016 approving the accounting regulations compliant with the **International Financial Reporting Standards, as adopted by the European Union**

** The original version of the separate financial statements was written in Romanian. This document is an English translation of the original document. In case of any discrepancy between the English text and the Romanian text, the latter will prevail.*

Contents

Separate Statements of Financial Position as at 31st of December

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

	Notes	2024	2023
ASSETS			
Non-current assets			
Property, plant and equipment		50	25
Investments	15	366,719	354,497
Other receivables	0	318	-
Loans granted	13	198,496	198,130
		565,583	**552,652**
Current assets			
Other receivables	0	1,260	28,575
Other current assets		64	58
Loans granted	13	6,334	6,316
Cash and cash equivalents	12	1,325	100
		8,983	**35,049**
Total assets		**574,566**	**587,701**
EQUITY AND LIABILITIES			
Equity			
Share capital and share premium	8	192,501	194,900
Treasury shares	8	(33)	(2,542)
Other reserves	8	33,581	32,838
Retained earnings		136,656	152,548
		362,705	**377,744**
Non-current liabilities			
Borrowings	13	-	198,437
Other payables	5	369	83
		369	**198,520**
Current liabilities			
Trade and other payables	5	5,264	899
Borrowings	13	206,228	10,538
		211,492	**11,437**
Total liabilities		**211,861**	**209,957**
Total equity and liabilities		**574,566**	**587,701**

Separate Statements of Profit or Loss and Other Comprehensive Income
for the year ended 31st of December

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

	Notes	2024	2023
Dividend income	3	19,309	20,847
Administrative expenses	5	(6,852)	(8,375)
Other income	15	2,247	-
Operating profit		**14,704**	**12,472**
Finance income	4	7,433	7,310
Finance costs	4	(7,280)	(7,321)
Exchange differences (loss)		(1)	(17)
Profit before tax		**14,856**	**12,444**
Income tax expense	6	-	-
Profit for the year		**14,856**	**12,444**
Total comprehensive income for the year		**14,856**	**12,444**

Approved for issue and signed on behalf of the Board of Directors on 27 March 2025.

Liviu Dobre	Stelian Ioan Vezentan
Director General	Director Financiar

Separate Statements of Changes in Equity

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

	Note	Share capital and share premium	Treasury shares	Other reserves	Retained earnings	Total equity
Balance as at 1 January 2024		**194,900**	**(2,542)**	**32,838**	**152,548**	**377,744**
Profit for the year		-	-	-	14,856	**14,856**
Total comprehensive income for the year		**-**	**-**	**-**	**14,856**	**14,856**
Increase in treasury shares	5	-	2,542	-	-	**2,542**
Decrease in treasury shares	5	-	(33)	-	-	**(33)**
Increase in share capital	8	79	-	-	-	**79**
Movement in share premium (SOP related)	5	(2,478)	-	-	-	**(2,477)**
Transfer to legal reserves	8	-	-	743	(743)	**-**
Dividend distribution	16	-	-	-	(30,005)	**(30,005)**
Total transactions with owners of the Company		**(2,399)**	**2,509**	**743**	**(30,748)**	**(29,895)**
Balance as at 31 December 2024		**192,501**	**(33)**	**33,581**	**136,656**	**362,705**

	Note	Share capital and share premium	Treasury shares	Other reserves	Retained earnings	Total equity
Balance as at 1 January 2023		**193,418**	**-**	**32,216**	**140,726**	**366,360**
Profit for the year		-	-	-	12,444	**12,444**
Total comprehensive income for the year		**-**	**-**	**-**	**12,444**	**12,444**
Treasury shares acquired	5	-	(2,542)	-	-	**(2,542)**
Increase in share capital and share premium	5	1,482	-	-	-	**1,482**
Transfer to legal reserve	8	-	-	622	(622)	**-**
Total transactions with owners of the Company		**1,482**	**(2,542)**	**622**	**(622)**	**(1,060)**
Balance as at 31 December 2023		**194,900**	**(2,542)**	**32,838**	**152,548**	**377,744**

Separate Statements of Cash Flows
for the year ended 31st of December

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

	Notes	2024	2023
Cash flows from operating activities			
Profit for the year		14,856	12,444
Adjustments for:			
Unrealised FX differences		(120)	(26)
Dividend income	3	(19,309)	(20,847)
Interest income	4	(7,433)	(7,310)
Interest expense	4	7,280	7,335
Changes in working capital			
(Increase) / Decrease in other receivables and other current assets		(2,247)	2,300
Increase in the trade and other payables		647	162
		(6,325)	**(5,942)**
Dividends collected	3	46,307	4,435
Net cash generated from / (used in) operating activities		**39,981**	**(1,507)**
Cash flows from investing activities			
Payments for increase of investments in subsidiaries	15	(8,500)	(3,500)
Payments for acquisitions of fixed assets		(25)	(25)
Interest collected	13,16	6,967	6,840
Proceeds from sale of investments	15	2,240	-
Net cash generated from investing activities		**682**	**3,315**
Cash flows from financing activities			
Dividends paid	16	(30,005)	-
Proceeds from issue of share capital	8	79	339
Cash from subsidiaries on account of the SOP programme	5	339	2,078
Repurchase of treasury shares	8	(9)	(2,542)
Proceeds from borrowings	13	-	4,600
Repayment of borrowings	13	(4,291)	(500)
Interest paid	13	(5,550)	(6,688)
Net cash used in financing activities		**(39,437)**	**(2,713)**
Cash and cash equivalents at the beginning of the year		**100**	**1,005**
Net increase/ (decrease) in cash and cash equivalents		1,225	(905)
Cash and cash equivalents at the end of the year		**1,325**	**100**

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

This section includes general information about the Company and its structure as well as material accounting policy information that relate to the separate financial statements as a whole. Material accounting policy information and estimates, judgements and assumptions used in the application of those policies which are specific to a particular item are included within the note referring to that item. Accounting policies relating to items that are not material are not included in these separate financial statements.

1 GENERAL INFORMATION

Agricover Holding SA ('the Company") is a holding entity, incorporated in 2018, registered at Trade Register with the fiscal number J23/447/2018. The Company and its subsidiaries detailed in Note 15 (together referred to as "the Group") are incorporated and are domiciled in Romania.

The Company's headquarter is located at 1B Pipera Blvd, Voluntari, Ilfov, Romania.

The Group carries out activities in the agricultural and financial sectors. The Company is an investment vehicle that directly owns:

- Agricover Distribution SA and Agricover Commodities SRL, formarly known as Agricover Technology SRL (jointly referred to as "the Agribusiness segment"), specialised in the distribution of agricultural inputs – certified seeds, crop protection products, crop nutrition products, and fuel;
- Agricover Credit IFN SA ("the Agrifinance segment"), non-banking financial institution specialised in financing farmers; currently with a portfolio of three main categories of products: investment loans, credit lines, and factoring, all designed around the needs of the farmers, including with tailored maturities and payment terms generally correlated with the harvesting and sale of crops seasons;

As of December 31st, 2024, the Group prepared consolidated financial statements which are available on the Company's website: https://relatii-investitori.agricover.ro/en/investor-relations.

2 BASIS OF PREPARATION

Compliance statement

These separate financial statements as at and for the year ended 31 December 2024 have been prepared in accordance with Order no. 2844 for the approval of accounting regulations in accordance with the International Financial Reporting Standards issued by the Romanian Ministry of Finance on 12th of December 2016, with subsequent amendments and modifications ("Order 2844") and are in compliance with the International Financial Reporting Standards as adopted by the European Union ("IFRS").

Historical cost convention

These separate financial statements have been prepared under the historical cost convention.

Consistent application of accounting policies

The material accounting policies applied in the preparation of these separate financial statements are set out below in the relevant Notes to these separate financial statements and have been consistently applied to all the periods presented, unless otherwise stated. The preparation of financial statements in accordance with Order no. 2844 and with IFRS requires the use of judgements and estimates. The areas involving a higher degree of judgment or complexity, or areas where estimates are significant, are disclosed in the notes referring to the line items impacted by those judgements or estimates.

Functional and presentation currency

These separate financial statements are presented in Romanian New Lei ("RON"), which is the functional currency of the Company. All amounts are presented in thousands RON and rounded to the nearest unit, unless otherwise stated.

Going concern

After consideration of the Company's liquidity, gearing level, budgeted cash flows and related assumptions, management believes that the Company has adequate resources to continue as a going concern for the foreseeable future and these separate financial statements are prepared on this basis.

Standards and amendments newly applicable for periods starting January 1st, 2024

The following new and amended standards effective for periods starting January 1st, 2024, have been implemented by the Company and do not have a significant impact on the Company's separate financial statements.

- ✓ ***Amendments to IFRS 16 "Leases" on lease liability in a sale and leaseback transaction***

The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognizing any amount of the gain or loss that relates to the right of use that it retains.

- ✓ ***Amendments to IAS 7 "Statement of Cash Flows" and IFRS 7 "Financial instruments: Disclosures", on supplier finance arrangements***

The amendments apply to supplier finance arrangements and introduce two new disclosure objectives – one in IAS 7 and another in IFRS 7 – for a company to provide information about its supplier finance arrangements that would enable users to assess the effects of these arrangements on the company's liabilities and cash flows, and the company's exposure to liquidity risk.

Standards and amendments effective for annual periods beginning on or after January 1st, 2025, not early adopted by the Company

A number of new IFRS and amendments to IFRS are required to be applied for annual periods beginning on or after January 1st, 2025, and are available for early adoption in periods beginning on or after January 1st, 2024. As at 31 December 2024 these new IFRS and amendments to IFRS have not been endorsed by the European Union.

The Company has not early adopted any of the forthcoming new and amended standards in preparing these separate financial statements. Once adopted, the new and amended standards are:

✓ ***Amendments to IAS 21 "The Effects of Changes in Foreign Exchange Rates", on lack of exchangeability***

The amendments require disclosure of information that enables users of financial statements to understand the impact of a currency not being exchangeable. The amendments are not expected to have a significant impact on the Company's separate financial statements.

Effective date: annual periods beginning on or after January 1st, 2025.

✓ ***Amendments to IFRS 9 and IFRS 7, relating to the classification and measurement of financial instruments***

These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows;
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

No significant impact is expected from the implementation of this amendment.

Effective date: annual periods beginning on or after 1 January 2026, with early application permitted.

✓ ***IFRS 18: Presentation and Disclosure in Financial Statements***

IFRS 18, the new standard on presentation and disclosure in financial statements, will replace IAS 1. Many of the other existing principles in IAS 1 are retained, with limited changes mainly focused on updates to the statement of comprehensive income. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its 'operating profit or loss'.

The key new concepts introduced in IFRS 18 relate to:

- the structure of the statement of profit or loss;
- required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

The Company is in the process of analysing the impact of IFRS 18 to its separate financial statements.

Effective date: annual periods beginning on or after 1 January 2027, with early application permitted.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

This section provides information about the Company's financial performance. The section covers material accounting policies and significant judgements and estimates made in relation to particular items of income or expense. The section concludes with details about the Company's tax result in the year and current and deferred tax assets and liabilities at the end of the year.

3 DIVIDEND INCOME

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

During 2024 the Company recognised dividends from its subsidiary Agricover Credit IFN SA in amount of RON 19.3 million (2023: dividends from Agricover Distribution SA in amount of RON 20.8 million).

4 FINANCE INCOME AND FINANCE COSTS

The Company offers loans to the other companies within the Group. To finance its loans granting activity, during 2021 the Company issued bonds – for more details please refer to Note 13.

Interest income and expenses are measured and recognised using the effective interest method, as prescribed by IFRS 9 Financial Instruments. Interest income and expense, as gained or incurred, are included in the statement of profit or loss within "Finance income" and "Finance costs".

The table below presents the breakdown of finance income and finance costs:

	2024	2023
Interest income	7,433	7,310
Finance income	**7,433**	**7,310**
Interest costs	(7,296)	(7,283)
Exchange rate differences, net	(1)	(17)
Other financial gain / (losses)	16	(38)
Finance cost	**(7,281)**	**(7,338)**
Total, net	**152**	**(28)**

5 ADMINISTRATIVE EXPENSES

The table below presents the breakdown of administrative expenses:

	2024	2023
Commission and fees	(2,609)	(4,798)
Salaries and related contributions	(3,319)	(2,196)
Other expenses	(912)	(1,381)
Depreciation	(12)	-
Total	**(6,852)**	**(8,375)**

Salaries and related contributions include the remuneration of the executive management and of the members of the Board of Directors. The Company paid 647 thousand RON to defined contribution retirement plans during the year ended 31 December 2024 (2023: 460 thousand RON). Beyond the settlement of monthly contributions, the Company has no other obligations towards its employees in relation to their defined contribution retirement plans.

Share Option Plan

Salaries and related contributions include expenses related to a share-based compensation program, implemented by the Company starting 2022, whereby eligible personnel within the Group receive conditional rights to acquire shares in the Company under a Share Option Plan ("the SOP"). Under the SOP, options on the Company's shares are granted to senior managers (including executive officers) of the Group, with more than 12 months' service for the Agricover group, at the discretion of the Board of Directors of the Company (no individual has a contractual right to participate in the plan or to receive any guaranteed benefits).

The SOP is designed to provide short-term and long-term incentives for the participants to deliver long-term shareholder returns. It includes two components:

a) short-term component, with options that vest after twelve months depending on the participants' achievements with respect to their individually assigned KPIs (non-market performance condition), and
b) long-term component, with options that vest over a three-year period (graded vesting, one third of the total number of granted options vesting each year) depending on the Group's yearly consolidated net profits over the vesting period (non-market performance condition).

Vesting under both components of the SOP is conditioned upon the participant remaining employed with the Group on such vesting date, and on the achievement of the relevant performance indicators (whereby the maximum number of options that can vest is for a performance level of 130% versus the assigned levels of the performance indicators). The share options granted will not vest if the performance conditions are not met or if the participant leaves the Group before vesting date.

Options are granted under the SOP for no consideration and carry no dividend or voting rights. The share options are exercisable at 0.1 RON/share.

The service cost is determined with reference to the fair value of the underlying shares. The fair value of the share options is estimated at the grant and, respectively, reporting dates by considering the Group's consolidated net profit (as reported in its most recent annual consolidated financial statements) and average market multiples as published by the Bucharest Stock Exchange and / or other third-party data providers. Such multiples include the price-to-earnings ratio, which measures the share prices in relation to the net profits of entities listed on the Bucharest Stock Exchanges.

The performance conditions are only considered in determining the number of instruments that will ultimately vest and have no impact on the value of options granted.

The Group provides a redemption mechanism of the SOP-acquired shares as follows:

- anytime during the holding period, the new shareholder has the right to ask the Company to buy his/her shares and the Company has the right to accept or deny the acquisition. Identical acquisition options can be initiated by the Company as well, without the holder having the obligation to exercise. In practice, except as stated below, there is no obligation on either side to buy or sell as a result of the other party's sell or buy initiative.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

- the shares are mandatorily redeemable by the Company upon employment termination of the participants to the program.

An expense is recognized over the vesting period, which corresponds to the period during which the service and performance conditions are satisfied, for all employees and executives under the SOP who are directly employed by the Company. For beneficiaries of the SOP employed by other entities within the Group, an increase in investments in subsidiaries is recognized. The cost of services is determined based on the fair value of the share options, measured initially at the grant date and subsequently at each reporting date until the vesting date. A liability is recognized for all SOP beneficiaries, with the cumulative liability at each reporting date reflecting the proportion of the vesting period that has elapsed and the Company's best estimate of the number of options expected to vest.

Set out below are summaries of the Group's options granted under the plan:

	2024	2023
In balance at the beginning of the financial year	**22,091,584**	**7,488,122**
Granted during the year	44,496,885	18,271,590
Exercised during the year	(4,176,019)	(3,389,216)
Expired during the year	(16,005,568)	(278,912)
In balance at the end of the financial year	**46,406,882**	**22,091,584**

As of 31 December 2024, all outstanding options have an exercise price of 0.1 RON per share. The weighted average remaining contractual life of these options is 0.93 years (31 December 2023: 0.93 years).

The liability related to the SOP, recognized as of 31 December 2024, amounts to RON 3.3 million (31 December 2023: RON 0.3 million) and is presented in the separate statement of financial position as follows: RON 0.4 million (31 December 2023: RON 0.1 million) under non-current liabilities, within "Other payables," and RON 2.9 million (31 December 2023: RON 0.2 million) under current liabilities, within "Trade and other payables."

6 CURRENT AND DEFERRED INCOME TAX

Current and deferred income tax charges are calculated on the basis of tax rates and tax laws enacted or substantively enacted in Romania at the balance sheet date.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

As of 31 December 2024 the Company has cummulative fiscal losses amounting to RON 6.8 million (31 December 2023: RON 7.7 million) for which no deferred tax asset has been recognised.

The expiration dates for the cumulative fiscal losses as at 31 December 2024 are presented below:

		Expiring date (31 December...)						
		2025	**2026**	**2027**	**2028**	**2029**	**2030**	**2031**
Fiscal losses	**6,807**	206	1,513	1,701	1,074	1,955	358	-

The expiration dates for the cumulative fiscal losses as at 31 December 2023 are presented below:

		Expiring date (31 December...)						
		2024	**2025**	**2026**	**2027**	**2028**	**2029**	**2030**
Fiscal losses	**7,735**	1,348	206	1,513	1,701	1,074	1,535	358

The Company is an investment vehicle that controls three entities (refer to Note 15). In both 2024 and 2023 financial years, the Company received dividends from its subsidiaries. While the Company expects to continue to receive dividends in the future, dividend income is a non-taxable income. Similar fiscal treatment applies to capital gains that might be obtained by the Company when selling all or part of its investments. Moreover, interest income currently is and is expected to be in the future substantially similar to the related interest expense (main objective of the Company in attracting funds is to finance its subsidiaries and it does so generally by offering loans with similar characteristics or by share capital increases).

In this context and considering that the Company did not and does not plan to engage in other significant taxable revenue generating activities, as of 31 December 2024 no deferred tax asset is recognised for fiscal losses carried forward (31 December 2023: nil).

This section discusses the Company's exposure to various risks, explains how these risks are managed and shows how these could affect the Company's financial position and performance.

7 FINANCIAL RISKS MANAGEMENT

The Company's activity is restricted to managing its investments and accessing the capital markets to attract funds for the entities within the Group (for further details please refer to Note 13).

This business model involves taking on and managing financial risks in a targeted manner. The core functions of the Company's risk management are to identify key risks for the Group, measure these risks, manage the risk positions and determine related capital allocations.

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company regularly reviews its risk management policies and systems to reflect changes in markets and products and with consideration of best market practice.

i. CREDIT RISK

Credit risk is the risk of suffering financial loss should any of the Company's debtors or market counterparties fail to fulfill their contractual obligations towards the Company.

Credit risk arises mainly from loans granted by the Company to its subsidiaries, but can also arise from cash equivalents and from other receivables.

Other receivables refer mainly to dividend receivables and receivables from the sale in 2019 of a 10% participation in Agricover Distribution SA, one of the Company's subsidiaries. Part of the consideration from this sale was collected at the transaction date, while the remaining amount is to be collected by the end of 2026.

The Company's maximum exposure to credit risk is reflected by the carrying amounts of financial assets on the statement of financial position.

As at 31 December 2024 the Company assesses the exposure to credit risk as minimal considering the credit quality of its subsidiaries and the financial standing of the banks where it holds current accounts or deposits. Expected credit losses under weighted average forward looking scenarios were assessed as immaterial and were not recognised in these separate financial statements.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

ii. Market Risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices.

The Company is exposed to market risks arising from its open positions in interest rate and currency products. Quantitative and qualitative information about the Company's exposure to these risks as well as related risk management policies and practices within the Company are discussed in this note.

a) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Company's exposure to foreign currency risk at the end of each reporting period, showing the Company's monetary financial assets and financial liabilities, at their carrying amounts, by denomination currency, was as follows (amounts are expressed in RON thousand equivalent):

	31 December 2024	**31 December 2023**
	EUR	EUR
Assets		
Cash and bank balances	1,257	4
Loans granted	204,830	204,446
Other receivables	927	926
Total assets	**207,014**	**205,376**
Liabilities		
Issued bonds	(206,228)	(204,753)
Total Liabilities	**(206,228)**	**(204,753)**
Net financial position	**786**	**623**

Sensitivities of profit or loss and equity to reasonably possible changes in EUR exchange rates relative to the functional currency were insignificant as at 31 December 2024 and for all periods presented in these financial statements.

b) Interest rate risk

The Company's primary exposure to interest rate risk stems from a 40 million EUR corporate bond with a five-year maturity, issued in 2021. The proceeds from this bond were utilised to fund Agricover Credit IFN's loan granting activities through a loan that carries similar risk characteristics to the corporate bond. All other financial assets and liabilities of the Company, including cash and cash equivalents, and trade and other receivables and payables, do not bear interest and to that extent expose the Company to fair value interest rate risk.

The following table provides an analysis of the Company's interest rate risk exposure on financial assets and liabilities. The Company's financial assets and liabilities are included at carrying amount and categorised by the earlier of contractual repricing or maturity dates.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

asset / liability class	up to 1 month	1 to 3 months	3 to 12 months	1 year and above	Total
Loans granted	6,334	-	-	198,496	204,830
	-	-	-	318	318
Other receivables	651	-	609	-	1,260
Cash and cash equivalents	1,325	-	-	-	1,325
Total financial assets	**8,310**	**-**	**609**	**198,814**	**207,733**
Issued bonds	(1,214)	(6,336)	-	(198,678)	(206,228)
Trade payables	(226)	-	-	-	(226)
Total financial liabilities	**(1,440)**	**(6,336)**	**-**	**(198,678)**	**(206,454)**
Interest repricing gap	**6,871**	**(6,336)**	**609**	**136**	**1,279**

Comparative information as at 31 December 2023 is presented below:

asset / liability class	up to 1 month	1 to 3 months	3 to 12 months	1 year and above	Total
Loans granted	6,316	-	-	198,130	**204,446**
Other receivables	27,649	-	926	-	**28,575**
Cash and cash equivalents	100	-	-	-	**100**
Total financial assets	**34,065**	**-**	**926**	**198,130**	**233,121**
Issued bonds	-	(6,316)	-	(198,437)	**(204,753)**
Borrowings	-	-	(4,222)	-	**(4,222)**
Trade payables	(281)	-	-	-	**(281)**
Total financial liabilities	**(281)**	**(6,316)**	**(4,222)**	**(198,437)**	**(209,256)**
Interest repricing gap	**33,784**	**(6,316)**	**(3,296)**	**(307)**	**23,865**

Substantially all financial assets and liabilities of the Company bear fixed interest rate or are interest free. The Company's exposure to cash flow interest rate risk is minimal.

iii. Liquidity Risk

Liquidity risk is defined as the risk that the Company does not have sufficient liquid financial resources to meet obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Company on acceptable terms. To mitigate this risk, the terms of loans and advances granted are matched with those of the issued bonds. Moreover, management has arranged for funding sources in addition to its core capital base.

Prudent liquidity risk management also implies maintaining sufficient cash and the availability of funding through an adequate amount of unused borrowing facilities to meet obligations when due and to close out market positions.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

Analysis of financial assets and liabilities

The Company manages its liquidity risk exposure by structuring its monetary assets and liabilities based on their contractual maturities, considering both set payment terms and expected cash flows for assets and liabilities without specific maturities. However, as required by IFRS, the table below presents the liquidity risk by displaying the undiscounted cash flows of monetary assets and liabilities categorized into time bands based on their contractual maturities and considering any early repayment options in favor of the lender as if exercised immediately (i.e. monetary liabilities with early repayment options are assumed to be repaid immediately and presented on the first time band).

31 December 2024	**0 to 6 months**	**6 to 12 months**	**1 to 2 years**	**2 to 5 years**	**more than 5 years**	**total**
Other receivables, non-current	-	-	318	-	-	318
Other receivables	651	609	-	-	-	1,260
Loans granted	6,964	-	205,928	-	-	212,891
Cash and cash equivalents	1,325	-	-	-	-	1,325
Expected inflows on assets	**8,940**	**609**	**206,246**	**-**	**-**	**215,795**
Issued bonds	(214,105)	-	-	-	-	(214,105)
Other payables, non-current	-	-	(369)	-	-	(369)
Trade and other payables	(226)	(5,038)	-	-	-	(5,264)
Expected outflows on liabilities	**(214,331)**	**(5,038)**	**(369)**	**-**	**-**	**(219,738)**
Net gap	**(205,391)**	**4,429**	**205,877**	**-**	**-**	**(3,933)**

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

Comparative analysis as at 31 December 2023 is presented below:

31 December 2023	**0 to 6 months**	**6 to 12 months**	**1 to 2 years**	**2 to 5 years**	**more than 5 years**	**total**
Other receivables	27,649	926	-	-	-	**28,575**
Loans granted	6,964	-	6,964	205,948	-	**219,877**
Cash and cash equivalents	100	-	-	-	-	**100**
Expected inflows on assets	**34,713**	**926**	**6,964**	**205,948**	**-**	**248,552**
Issued bonds	(6,964)	-	(6,964)	(205,948)	-	**(219,877)**
Other payables, non-current	-	-	(83)	-	-	**(83)**
Borrowings	-	(4,668)	-	-	-	**(4,668)**
Trade and other payables	(281)	(618)	-	-	-	**(889)**
Expected outflows on liabilities	**(7,247)**	**(5,286)**	**(7,047)**	**(205,948)**	**-**	**(225,527)**
Net gap	**27,468**	**(4,360)**	**(83)**	**-**	**-**	**23,025**

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

This section includes information about the Company's share capital, the Company's equity, what it manages as capital and capital management practices.

8 EQUITY

Issued and paid ordinary shares as well as the shareholding structure of the Company are detailed below:

	31 December 2024	31 December 2023
at 1 January	1,894,060,303	1,890,671,063
changes during the year	786,779	3,389,240
at 31 December, *of which owned by:*	**1,894,847,082**	**1,894,060,303**
ordinary shares of 0,1RON each, *owned by:*		
Mr. Kanani Jabbar	1,649,966,127	1,649,966,127
EBRD	240,630,848	240,630,848
Others	4,165,981	74,088
Treasury shares	84,126	3,389,240

Issued share capital amount, as well as the shareholding structure of the Company, and the share premium are detailed below:

	31 December 2024		31 December 2023	
	%	RON thousands	%	RON thousands
Mr. Kanani Jabbar	87.080	164,997	87.113	164,997
EBRD	12.700	24,063	12.704	24,063
Others	0.220	417	0.004	7
Treasury shares	0.004	8	0.179	339
Total	**100**	**189,485**	**100**	**189,406**
Share premium		3,017		5,494
Share capital and share premium		**192,501**		**194,900**

Other reserves

The following table shows a breakdown of the balance sheet line item 'other reserves' and the movements in reserves during the years.

	Total	Legal reserves	Other reserves
As of 1 January 2023	**32,216**	**6,930**	**25,286**
Transfer from accounting profit	622	622	-
As of 31 December 2023	**32,838**	**7,552**	**25,286**
Transfer from accounting profit	743	743	-
As of 31 December 2024	**33,581**	**8,295**	**25,286**

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

Legal reserves: legal provisions require the Company that, at the end of each financial year, at least 5% of its accounting profit to be transferred to legal reserves until the balance of legal reserves reaches 20% of the Company's share capital. As of 31 December 2024, the balance of non-distributable legal reserve of the Company represented 4.4% of its share capital (31 December 2023: 4.0%).

Other reserves: profit carried forward by some of the Company's subsidiaries at the date when these where transferred to the Company through spin-offs from entities under common control with the Company.

9 CAPITAL MANAGEMENT

The Company's objectives when managing capital are to:

- safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to manage its capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt. The shareholders approved by their decision dated 28 April 2024 the distribution of dividends amounting to 11.8 million RON from the net profit for the financial year ended 31 December 2023 and 18.2 million RON from the undistributed profits of previous financial years.

The Company monitors capital on the basis of the Net Debt Ratio, which shall be equal to or lower than 6.00. The Net Debt Ratio or gearing ratio is computed based on the consolidated financial statements and represents total borrowings (including lease liabilities) less cash and cash equivalents over total equity (refers to the consolidated financial statements as at and for the year ended 31 December 2024 for further details and calculation of the Net Debt Ratio).

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

This section provides information about the Company's financial assets and liabilities, including specific information about each type of financial instrument held, related accounting policies for recognising and measuring financial instruments as well as their fair values.

10 OVERVIEW OF FINANCIAL INSTRUMENTS

An overview of the financial instruments held by the Company is presented below:

	Note	31 December 2024	31 December 2023
Financial assets at amortised cost:			
Loans granted	13	204,830	204,446
Other receivables	0	1,578	28,575
Cash and cash equivalents	12	1,325	100
Financial liabilities at amortised cost:			
Borrowings	13	(206,228)	(208,975)
Trade payables		(226)	(281)

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not measured at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions.

Classification and subsequent measurement

Classification and subsequent measurement depend on:

i. the Company's business model for managing the asset – it reflects how the Company manages the assets in order to generate cash flows. That is, whether the Company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of asset; and
ii. the cash flow characteristics of the asset – namely whether the financial instruments' cash flows represent solely payments of principal and interest (the 'SPPI test').

Based on these factors, the Company classifies its financial assets as at amortised cost, cash and cash equivalents, receivables and loans and advances granted are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest ('SPPI').

The amortised cost is the amount at which the financial instrument (asset or liability) is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

All financial assets of the Company are classified and measured at amortised cost, with the exception

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

of investments in subsidiaries, which are measured at cost.

Classification of financial liabilities

Company's financial liabilities are classified and subsequently measured at amortised cost.

Derecognition

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either (i) the Company transfers substantially all the risks and rewards of ownership, or (ii) the Company neither transfers nor retains substantially all the risks and rewards of ownership and the Company has not retained control.

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expires).

Loans granted, investments and other receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of forced execution and a failure to make contractual payments for a period of greater than three years. Any subsequent recoveries of amounts previously written off are credited to net credit losses on financial assets, in profit or loss for the year.

11 OTHER RECEIVABLES

Other receivables are represented by receivables from related parties, namely dividends to be received from Agricover Distribution SA and a remaining consideration to be received following the sale in 2019 of a 10% participation in Agricover Distribution SA. Of total other receivables, RON 318 thousand are non-current as at 31 December 2024 (31 December 2023: nil). Further details on balances and transactions with related parties are included in Note 16.

12 CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposits held with financial institutions, with original maturities of 3 months or less.

As at 31 December 2024 and 31 December 2023, Cash and cash equivalents presented in the Statement of financial position and in the Statement of cash flows are represented by placements held with highly reputable local banks.

13 BORROWINGS CONTRACTED AND LOANS GRANTED

	31 December 2024	31 December 2023
Non-current		
Issued bonds	-	198,437
Total non-current borrowings	**-**	**198,437**
Current		
Isued bonds	206,228	6,316
Borrowings	-	4,222
Total current borrowings	**206,228**	**10,538**
Total borrowings	**206,228**	**208,975**

Issued bonds

During 2021, the Company issued a EUR 40 million fixed rate bond with an original maturity of 5 years. The bond is unsecured and includes certain financial covenants with which the Group or its subsidiaries must comply, and which are monitored on the basis of the Group's annual consolidated financial statements, or the annual financial statements of the relevant subsidiaries, as appropriate.

Loan granted to a subsidiary

The proceeds from bonds were used to finance the operations of Agricover Credit IFN. An intra-group loan was granted by the Company in this respect, which mirrors the terms and conditions of the issued bonds. Namely, the Company granted to Agricover Credit IFN a credit facility of EUR 40 million to be repayed in full on 31 January 2026. The interest amounting to EUR 1.4 million is annually due on 31st of January. The Company paid fees and commissions directly related to the bond issued of EUR 241 thousands which were capitalized and will be expensed during the facility agreement period through the effective interest rate method.

Compliance with financial covenants

The Company's listed bonds’ prospectus, approved by the Financial Supervisory Authority (FSA) Decision no. 400 of 26.03.2021, provides for certain financial covenants to be observed by the Company and its Main Subsidiaries (Agricover Credit IFN SA, and Agricover Distribution SA) for each year during the existence of the bonds which have not been redeemed or cancelled, until the maturity of the bonds, respectively until 3 February 2026.

The financial covenants are tested and calculated annually, upon the approval of, and by reference to, the IFRS compliant audited consolidated financial statements of the Company, the IFRS compliant audited financial statements of Agricover Distribution SA, and the IFRS compliant audited consolidated financial statements of Agricover Credit IFN SA.

Non-compliance with financial covenants imposed by the bonds allows bondholders the right to early call the bond, at its nominal value plus any accrued interest, provided, however, that at least 25% of the bondholders are in favour of exercising this contingent option. Nevertheless, if any infringement is remedied within 90 calendar days from its occurrence date, and bondholders conclude that the respective obligation was observed, it shall be deemed that the Company and/or its main subsidiaries observed the respective financial covenant on the relevant calculation date as if there had been no failure to fulfil the relevant financial covenant, and the infringement shall be deemed remedied.

The financial covenants are calculated and disclosed in the Group’s consolidated financial statements as at and for the year ended 31 December 2024. As the computed values for two of these financial covenants do not meet the thresholds set by the bond prospectus, the related liabilities are classified as current in these separate financial statements as of 31 December 2024.

Furthermore, upon receiving the list of bondholders from Depozitarul Central, for the reference dates 12th January 2024, and 12th January 2025, the Company became aware that some of the corporate bonds it had issued were and continue to be held by an investor (“Sanctioned Investor”) included by the US Treasury Department’s Office of Foreign Assets Control (“OFAC”), starting April 2023, on the specially designated nationals and blocked persons list (“OFAC Sanctions”).

Unlike sanctions imposed by European Union or by Romanian authorities, OFAC Sanctions are not applicable directly in Romania. Furthermore, to the best of the management’s knowledge, there are no legal provisions in the primary and/or secondary legislation related to the Romanian capital market, and/or in Depozitarul Central's Code, and/or in the service agreement concluded by the Company with Depozitarul Central regarding the treatment of payment obligations to investors subject to international sanctions. To the best of the management's knowledge, up to the date of these separate financial statements, the applicable Romanian legislation or regulations do not include any specific guidelines on dealing with the OFAC sanctions.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

Notwithstanding the OFAC Sanctions not being directly applicable under Romanian law, the Company does not wish its lenders to become directly or indirectly subject to international sanctions or to be exposed in any way to international sanctions.

In view of the above, at its own initiative, the Company placed and blocked into one of its bank accounts the funds corresponding to the part of the interest on the issued corporate bonds that was due, under the prospectus, on 5th February 2024 and on 5th of February 2025, to the sanctioned investor.

The sanctioned investor was informed by our decision to withhold the interest owed until such payment becomes possible with the observance of the international sanctions. However, in the unlikely scenario that, for whatever reasons and with the observance of the international sanctions, the Company will have to early repay the outstanding principal on its issued corporate bonds, the management considers that this will not significantly impact the Company's ongoing business.

Changes in liabilities arising from financing activities

Significant changes in the Company's liabilities as arising from its financing activities are presented here:

	2024	**2023**
at 1 January	**208,975**	**203,400**
Withdrawals	-	4,600
Interest accrued during the year	7,296	7,283
Interest paid during the year	(5,550)	(6,688)
Repayments	(4,291)	(500)
Foreign exchange rate effect	(202)	880
at 31 December	**206,228**	**208,975**

14 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

IFRS 13 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 - inputs for the asset or liability that are not based on observable market data

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

(unobservable inputs).

Financial instruments not measured at fair value but for which fair value is disclosed

The level in the fair value hierarchy into which the fair value measurements of financial assets and liabilities not measured at fair value but for which fair value is disclosed are categorized is presented in the table below. Fair value is disclosed for all financial assets and liabilities not measured at fair value and for which fair value is significantly different than the carrying amount.

During 2021, the Company issued a EUR 40 million fixed rate bond with 5 years maturity. Starting with March 31st, 2021, the bonds are listed on the Stock Exchange Bucharest. The proceeds from bonds were used to finance the loans granting activity of Agricover Credit IFN.

The issued bonds were not actively traded during the financial year. For disclosure purposes the Company estimated their fair value by:

- ✓ calculating the yield spread over EUR denominated Romanian sovereign bonds with similar maturities and annual coupon, as of the origination date (i.e. February 2021);
- ✓ estimating the yield on the Company issued corporate bonds as of 31 December 2024 by considering:
    - i. the evolution of the yield of the respective sovereign bonds between February 2021 and December 2024, and
    - ii. constant yield spread between the Company issued corporate bonds and the government bonds with otherwise similar characteristics.

As the terms and conditions of the loan granted mirrors the terms and conditions of issued bonds, the fair value of the bonds was assessed as a reasonable approximation of the fair value of the loan.

The valuations were accordingly presented at level 2 in the fair value hierarchy as at 31 December 2024 and 31 December 2023.

The carrying amounts and fair values of the bonds and the loan are presented below:

31 December 2024	**Level 1**	**Level 2**	**Level 3**	**Total**	**Carrying Value**
Loans granted	-	189,023	-	**189,023**	**204,830**
Issued bonds	-	(190,237)	-	**(190,237)**	**206,228**

31 December 2023	**Level 1**	**Level 2**	**Level 3**	**Total**	**Carrying Value**
Loans granted	-	191,533	-	**191,533**	**204,446**
Issued bonds	-	(191,533)	-	**(191,533)**	**204,753**

All other financial assets and liabilities presented on the Company's statement of financial position and measure at amortised cost have their fair values approximated by the carrying value.

This section includes information about the Company's investments, includind related accounting policies for recognising and measuring investments .

15 INVESTMENTS

Subsidiaries are those investees that the Company controls because it has:

- power to direct their activities that significantly affect their returns,
- exposure, or rights, to variable returns from its involvement with the investees, and
- the ability to use its power over the investees to affect the amount of the investor's returns.

Associates are entities over which the Company has significant influence.

In its separate financial statements, the Company measures its investments in subsidiaries and associates at cost less impairment.

As at 31 December 2024 the Company has no investments in associates. Its investment in Danube Grain Services SRL was sold during the year for a consideration of EUR 450 thousand (a gain of RON 2.2 million equivalent was recognised).

The Company's investments in subsidiaries are detailed in the below table.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

The table below presents details of investments in subsidiaries:

			% participation as at		thousand RON as at	
Entity name	**Country**	**Relationship**	**31-Dec-24**	**31-Dec-23**	**31-Dec-24**	**31-Dec-23**
Agricover Credit IFN SA	Romania	Subsidiary	99.99%	99.99%	152,760	150,386
Agricover Distribution SA	Romania	Subsidiary	86.62%	86.62%	182,886	181,566
Agricover Commodities SRL (*)	Romania	Subsidiary	100%	100%	31,073	22,545
Agroadvice SRL	Romania	Subsidiary	50%	50%	0	0
Investments in subsidiaries					**366,719**	**354,497**

(*) On 23rd January 2024 the share capital of Agricover Commodities SRL was increased by RON 8.5 million.

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to the Company's financial performance, its risk management or to individual line items in the separete financial statements.

16 RELATED PARTIES TRANSACTIONS

Significant related party transactions of the Company were conducted on terms equivalent to those prevailing in an arm's length transaction. The Company discloses below its significant transactions, related income, expenses and balances in respect of each of the following categories of related parties:

Ultimate controlling party

Mr. Kanani Jabbar, the ultimate beneficial owner of the Company, owns 87.080% of the share capital of the Company (31 December 2023: 87.113%). EBRD is the other significant shareholder of the Company, owning 12.700% of its share capital (31 December 2023: 12.704%).

Key management

Expense recognised during 2024 related to short term benefits, including monthly salaries and performance bonuses, granted to key management personnel amounts to RON 4,512 thousands (2023: RON 3,584 thousands). Additional expense of RON 577 thousand was recognised during 2024 related to share-based compensation granted to key management personnel (for further detail please refer to note 5). There are no other types of benefits granted by the Company to key management.

Related parties

The following transactions with related parties were carried out during 2024 and 2023:

	Note	2024	2023
Transactions with parent			
Dividend distributed		(26,185)	-
Transactions with subsidiaries			
Dividend income	3	19,309	20,847
Interest income	4	6,984	7,310
Interest costs	3	(69)	(121)
Purchase of goods / services		(168)	(7)
Transactions with other related parties			
Purchase of goods/ services		(21)	-

(all amounts in thousands RON, rounded to the nearest unit, unless otherwise stated)

The following balances are outstanding at the end of each the reporting periods in relation to transactions above:

	Note	31 December 2024	31 December 2023
Balances with subsidiaries:		***206,408***	***233,021***
Other receivables	0	1,578	28,575
Loans granted	13	204,830	204,446
Borrowings	13	-	(4,222)
Trade and other payables		(62)	-

In 2023, the Company contracted a variable interest rate (ROBOR 6M plus 7%) facility from Agricover Credit IFN, amounting to RON 8 million, with an original maturity of one year. As at 31 December 2023 the outstanding balance of the borrowing was RON 4.2 million. During 2024 the loan was reimbursed.

Refer to note 13 for details regarding loans granted to subsidiaries.

17 COMMITMENTS AND CONTINGENCIES

Contingent liabilities

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its general operations and specifically to its investing activity. As a result, it is involved in various litigations and legal proceedings arising in the ordinary course of the its business. Management of the Company considers that these litigations will not have a significant impact on the operations or on the financial position of the Company.

18 EVENTS AFTER THE REPORTING PERIOD

A change in the shareholding structure of Agricover Holding SA was recorded in the shareholder registry on 6 February 2025. As a result of this change, CCI CARDINAL EQUITY SRL, a wholly owned entity of Mr. Kanani Jabbar, has become the majority shareholder of Agricover Holding SA, succeeding him in this role.

This change follows a corporate restructuring transaction in which Mr. Kanani Jabbar contributed his shareholding in Agricover Holding SA as an in-kind contribution to increase the share capital of CCI CARDINAL EQUITY S.R.L. Specifically, 1,649,966,127 nominative shares, representing 87.08% of the total share capital of Agricover Holding SA, were transferred to CCI CARDINAL EQUITY SRL. Mr. Kanani Jabbar maintains full control over Agricover Holding SA via his exclusive ownership of CCI CARDINAL EQUITY SRL.

This event does not impact the financial position or results of Agricover Holding SA as of the reporting date, nor is it expected to have any significant impact in the future.