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IMPORTANT: You must read the following disclaimer before continuing.

This Document is an unofficial translation of the Prospectus approved by the FSA for the initial public offering of shares by the Company and the Selling Shareholder (as defined below). Neither the Company, nor the Selling Shareholder or the Mandated Co-Arrangers (as defined below) makes any representation as to the accuracy, completeness or reliability of the information included in this document and the Company and the Selling Shareholder caution investors to take their investment decision exclusively based on the information included in the Romanian language Prospectus and any supplement thereto (if published) as approved by the FSA.

This electronic transmission applies to the attached English language translation of the prospectus (the "**Prospectus**") relating to an offering (the "**Offering**") for (i) subscription of newly issued ordinary shares (the "**New Shares**") by Cris-Tim Family Holding S.A., a joint-stock company incorporated under the laws of Romania (the "**Company**") and (ii) sale of existing ordinary shares (the "**Existing Shares**" and, together with the New Shares, the "**Offer Shares**") in the share capital of the Company by Rangeglow Limited (the "**Selling Shareholder**"), and you should therefore read this disclaimer carefully before reading, accessing or making any other use of the attached document accessed from this page or otherwise received as a result of such access. In accessing the attached document, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access. You acknowledge that this electronic transmission and the delivery of the attached document is confidential and intended for you only and you agree you will not forward, reproduce, copy, download or publish this electronic transmission or the attached document whether electronically or otherwise to any other person. This electronic transmission and the attached document have been prepared solely in connection with preliminary discussions with certain institutional and professional investors about the Offering.

THIS ELECTRONIC TRANSMISSION AND THE ATTACHED DOCUMENT, AND THE SECURITIES REFERENCED THEREIN, MAY ONLY BE DISTRIBUTED IN CONNECTION WITH "**OFFSHORE TRANSACTIONS**" AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**U.S. SECURITIES ACT**") ("**REGULATION S**").

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THE SHARES REFERRED TO HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN AN "**OFFSHORE TRANSACTION**" AS DEFINED IN, AND IN ACCORDANCE WITH RULE 903 OR RULE 904 OF, REGULATION S, IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

This electronic transmission and the attached document and the Offering are only addressed to and directed (i) persons who are outside the United Kingdom, (ii) to persons within the United Kingdom who are (A) "**qualified investors**" within the meaning of Article 2 of the Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of retained EU law as defined in the EU (Withdrawal) Act 2018 and (B) either (a) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "**Order**") or (b) other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order, and (iii) persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of Financial Services and Markets Act 2000, as amended ("**FSMA**")) may otherwise be lawfully communicated or caused to be

communicated (all such persons in (i) to (iii) above together being referred to as "**relevant persons**"). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The Company has not authorized any offer to the public of securities in any Member State of the European Economic Area other than Romania. With respect to each Member State of the European Economic Area other than Romania and which has implemented the Prospectus Regulation (each, a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring a publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States to a legal entity that is a qualified investor as defined under the Prospectus Regulation; to fewer than 150 natural or legal persons per Relevant State (other than to qualified investors as defined in Article 2(e) of the Prospectus Regulation), subject to obtaining the prior consent of the Mandated Co-Arrangers (as defined below) for any such offer; or in any other circumstances falling within Article 1(d) of the Prospectus Regulation, provided that no such offer of the Offer Shares shall require the Company, the Selling Shareholder or any of the Mandated Co-Arrangers (as defined below) to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. For the purposes of this paragraph, the expression an "offer to the public of securities" in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase any securities, as the same may be varied in that Member State by any measure implementing the Prospectus Regulation in that Member State and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant implementing measure in each Relevant Member State.

Confirmation of your Representation: This electronic transmission and the attached document is delivered to you on the basis that you are deemed to have represented to Banca Comerciala Romana S.A. ("**BCR**") and BRD – Groupe Societe Generale S.A. ("**BRD**" and, together with BCR, the "**Mandated Co-Arrangers**"), the Company and the Selling Shareholder that you have understood and agree to the terms set out herein, and (i) you are acting on behalf of, or you are an institutional investor outside the United States acquiring such securities in "**offshore transactions**", as defined in, and in reliance on, Regulation S; (ii) if you are in the United Kingdom, you are a relevant person, and/or a relevant person who is acting on behalf of, relevant persons in the United Kingdom; (iii) if you are in any Relevant Member State, you are a Qualified Investor and/or a Qualified Investor acting on behalf of, Qualified Investors in the Relevant Member State; and (iv) you are an institutional investor that is eligible to receive this document and you consent to delivery of this document by electronic transmission.

You are reminded that you have received this electronic transmission and the attached document on the basis that you are a person into whose possession this electronic transmission and the attached document may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver this electronic transmission or the attached document, electronically or otherwise, to any other person. If you receive this electronic transmission and the attached document by e-mail, you should not reply by e-mail. Any reply to e-mail communications, including those you generate by using the "reply" function on your e-mail software, will be ignored or rejected. If a jurisdiction requires that the offering to which this electronic transmission and/or the attached document relates be made by a licensed broker or dealer and any Mandated Co-Arranger or any affiliate of a Mandated Co-Arranger is a licensed broker or dealer in that jurisdiction, the Offering shall be deemed to be made by such Mandated Co-Arranger or affiliate on behalf of the Company in such jurisdiction.

The attached document has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Company, the Selling Shareholder, the Mandated Co-Arrangers nor any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any difference between the document distributed to you in electronic format and the hard copy version. A hard copy of the document will be made available to you only upon request.

By accessing the attached document, you consent to receiving it in electronic form. None of the Mandated Co-Arrangers nor any of their respective affiliates accepts any responsibility whatsoever for the contents of the attached document or for any statement made or purported to be made by them, or on their behalf, in connection with the Company, the Offering or the Offer Shares or any responsibility for any acts or omissions of the Company, the Selling Shareholders or any other person in connection with the foregoing.

The Mandated Co-Arrangers and any of their respective affiliates accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of such document or any such statement or any such act or omission of the Company, the Selling Shareholder or any other person. No representation or warranty express or implied, is made by any of the Mandated Co-Arrangers or any of their respective affiliates as to the accuracy, completeness, reasonableness, verification or sufficiency of the information set out in the attached document.

The Mandated Co-Arrangers will be acting exclusively for the Company and the Selling Shareholder and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of the attached document) as their client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to in the attached document. Any prospective investor interested in the Offering is recommended to seek its own financial advice.

Restriction: Nothing in this electronic transmission constitutes, and this electronic transmission may not be used in connection with, an offer of securities for sale to persons other than the specified categories of investors described above and to whom it is directed and access has been limited so that it shall not constitute a general solicitation. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

You are responsible for protecting against viruses and other destructive items. Your receipt of this document via electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

CRIS-TIM FAMILY HOLDING S.A.

(a joint stock company incorporated under the laws of Romania)
Offering of up to 27,066,667 Offer Shares
at a price between RON 16.5 and RON 17.5 per Offer Share (the "Offer Price Range") and
admission of all Shares for trading on the Regulated Market of the Bucharest Stock Exchange

This document has been approved by the Financial Supervisory Authority (the "**FSA**") by Decision no. 1010/15.10.2025, which is the Romanian competent authority for the purposes of Regulation (EU) 2017/1129 of 14 June 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the "**Prospectus Regulation**"), as a prospectus (the "**Prospectus**") in accordance with Law no. 24/2017 on issuers of financial instruments and market operations, as republished (the "**Law no. 24/2017**"), FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as further amended and supplemented (the "**Regulation no. 5/2018**"), Prospectus Regulation and other relevant legislation. The FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the company that is the subject of this Prospectus. This Prospectus has not and will not be approved by any other competent authority of the European Economic Area ("**EEA**"), except for FSA.

This Prospectus relates to an offering (the "**Offering**") for (i) subscription of up to 6,200,000 newly issued ordinary shares (the "**New Shares**") by Cris-Tim Family Holding S.A. (the "**Company**"), a joint stock company incorporated under the laws of Romania, registered with the Bucharest Trade Registry Office under no. J2000000991296, having the sole registration code 13533870 (the "**Company**", "**Cris-Tim**" or the "**Issuer**") and (ii) sale of up to 20,866,667 existing ordinary shares in the share capital of the Company (the "**Existing Shares**") by Rangeglow Limited as selling shareholder ("**Rangeglow**", the "**Parent-Company**" or the "**Selling Shareholder**"), (collectively referred to as, the "**Offer Shares**").

The price per Offer Share under the Offering (the "**Final Offer Price**") will fall within the Offer Price Range, will be determined in accordance with the mechanism set out in section "*Subscription and Sale*" and is expected to be made public on 30.10.2025 or around that date. The Offer Period for the Offer Shares will begin on 17.10.2025 and end on 29.19.2025 (the "**Offer Period**"). The Offer Period may be extended or modified subject to obtaining approval from the FSA and publishing a supplement to this Prospectus in accordance with the applicable law. For further information, see section "*Subscription and Sale*".

In connection with the Offering, Banca Comerciala Română S.A., acting as the stabilisation manager (the "**Stabilisation Manager**") may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Offer Shares or perform other stabilising transactions with a view to supporting the market price of the Offer Shares at a higher level than that which might otherwise prevail in the open market. The Stabilisation Manager is not required to enter into such transactions and such transactions may be performed on the Bucharest Stock Exchange and may be undertaken at any time during the period commencing on the date of the commencement of trading of the Offer Shares on the Regulated Market of the Bucharest Stock Exchange and ending 30 calendar days thereafter. However, there will be no obligation either on the Stabilisation Manager or on any of its agents to perform stabilising transactions and there is no assurance that stabilising transactions will be undertaken. In no event will measures be taken to stabilise the market price of the Offer Shares above the Final Offer Price. Such stabilisation, if commenced, may be discontinued at any time without prior notice. Except as required by law or regulation, the Stabilisation Manager does not intend to disclose the extent of any over-allotment and/or stabilising transactions conducted in relation to the Offering.

In connection with the Offering, the Stabilisation Manager may, for stabilisation purposes, over-allocate Shares up to a maximum of 5% of the total number of the Offer Shares under the Offering. To enable the Stabilisation Manager to cover short positions resulting from such over-allotments and/or sales of Offer Shares that are undertaken by it during the stabilisation period, the Selling Shareholder will offer to Banca Comercială Română S.A. and Groupe Société Générale S.A. (the "**Mandated Co-Arrangers**") the option to find purchasers for additional Offer Shares (the "**Over-Allotment Option**"), whereby the Mandated Co-Arrangers have the option to find purchasers for additional offer shares offered by the Selling Shareholder up to a maximum of 5 % of the total number of the Offer Shares under the Offering (the "**Over-Allotment Shares**") at the Final Offer Price. The Over-Allotment Option may be exercised, in whole or in part, by the Stabilisation Manager sending a notice at any time on or before the 30th calendar day after the start of trading of the Offer Shares on the Regulated Market of the Bucharest Stock Exchange. Any Over-Allotment Shares made available pursuant to the Over-Allotment Option will rank *pari passu* in all respects with the Offer Shares, including for all dividends and other distributions declared, made or paid on the Offer Shares, will be purchased on the same terms and conditions as the Offer Shares and will form a single class for all purposes with the Offer Shares.

Under the Offering, application will be made for the admission of all the Shares to trading (the "**Admission**") on the Regulated Market administered by the Bucharest Stock Exchange (the "**Bucharest Stock Exchange**" or the "**BSE**"). The Bucharest Stock Exchange is a regulated market in the EEA for the purposes of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (the "**Directive on Markets in Financial Instruments**"). Prior to the Offering, there has been no open market for the Shares. Admission of all the Shares to trading on the Regulated Market administered by the Bucharest Stock Exchange is expected to take place on or around 26.11.2025 (the "**Listing Date**"). The Shares are expected to be traded under the symbol "CFH".

Payments for the Offer Shares are to be made in RON through the RoClear system (the Romanian clearing, settlement, custody and registry system), which is administered by the Central Depository of Romania. The transfer of Shares in the Offering and the sales of Shares on the

secondary market will be settled and cleared through the settlement system administered by the Central Depository of Romania, in accordance with applicable Romanian regulations and laws.

The Offering is structured as an offering of Offer Shares outside the United States of America (the "**USA**" or the "**United States**") in "offshore" transactions in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), including to the public in Romania. The distribution of this Prospectus and the offer and sale of the Offer Shares may be restricted by law in certain jurisdictions. Accordingly, neither this Prospectus nor any advertisement or any other Offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with applicable laws and regulations. The Company, the Selling Shareholder and each of the Mandated Co-Arrangers require the persons in possession of this Prospectus to inform themselves about and to observe any such restrictions. Any failure to comply with these regulations may constitute a violation of the securities laws of any such jurisdictions. See Section "*Selling And Transfer Restrictions*".

This Offering does not constitute an offer to sell, or solicitation of an offer to buy, securities in any jurisdiction in which such offer or solicitation would be unlawful. The Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States. For a discussion of certain further restrictions on offers, sales and transfers of the Shares and the distribution of this Prospectus, see "*Important Information About This Prospectus*" and "*Selling And Transfer Restrictions*".

Read this Prospectus before subscribing. An investment in the Offer Shares involves a high degree of risk and uncertainty. Prospective investors are advised to read the entire document and, in particular, to consult the "Risk Factors" section, which begins on page 16 and sets out certain factors that investors should consider before investing in the Shares. Potential investors must be able to bear the economic risk of an investment in the Offer Shares and be able to sustain a total or partial loss of their investment.

THIS PROSPECTUS HAS BEEN APPROVED BY THE FSA. THE APPROVAL OF THIS PROSPECTUS DOES NOT CONSTITUTE A GUARANTEE OR ANY KIND OF ASSESSMENT BY THE FSA OF THE OPPORTUNITY, ADVANTAGES OR DISADVANTAGES, PROFIT OR RISKS INVOLVED BY THE TRANSACTIONS TO BE CONCLUDED FOLLOWING THE ACCEPTANCE OF THE OFFERING SUBJECT OF THE APPROVAL DECISION; THE APPROVAL DECISION CERTIFIES ONLY THAT THE PROSPECTUS COMPLIES WITH THE REQUIREMENTS OF THE LAW AND OF THE NORMS ADOPTED IN ITS APPLICATION.

Mandated Co-Arrangers

BANCA COMERCIALĂ ROMÂNĂ S.A. **BRD – GROUPE SOCIÉTÉ GÉNÉRALE S.A.**

The date of this Prospectus is 15.10.2025

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

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IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

This document is a prospectus regarding the Company, the Selling Shareholder and the Offer Shares, for the purposes of the Prospectus Regulation.

The Offering does not constitute an offer to sell, or solicitation of an offer to buy, securities in any jurisdiction in which such offer or solicitation would be unlawful. The Offer Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States.

The Company and, as applicable, each of the Selling Shareholder (exclusively for the information about itself) accept responsibility for the information contained in this Prospectus. To the best of the Company's and the Selling Shareholder's (exclusively for the information about itself) knowledge (having taken all reasonable care to ensure that such is the case), this Prospectus contains all of the information with respect to the Company and the Offer Shares that is material in the context of the Offering, the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The opinions, assumptions, intentions, projections and forecasts expressed in this Prospectus with regard to the Company are honestly held by the Company, have been reached after considering all relevant circumstances and are based on reasonable assumptions. Certain information in this Prospectus has been extracted from public sources including independent industry publications, research and internal estimates, as well as other public information. The Company has not independently verified the accuracy of such information and data and accept no responsibility in respect thereof.

The Mandated Co-Arrangers do not accept any responsibility whatsoever for the contents of this Prospectus, including its accuracy, completeness and verification, or for any other statement made or purported to be made by them or on their behalf in connection with the Company, the Selling Shareholder, the Offer Shares or the Offering. The Mandated Co-Arrangers accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort or contract or which it might otherwise have in respect of this Prospectus or any such statement.

No person is authorised to give any information or to make any representation in connection with the Company, the Offering or sale of the Offer Shares other than as contained in this Prospectus, and, if given or made, such information or representation must not be relied upon as having been authorised by the Company, the Selling Shareholder or the Mandated Co-Arrangers. If anyone provides any investor with different or inconsistent information, such investor should not rely on it.

This Prospectus is being provided by the Company and the Selling Shareholder for the purpose of enabling a prospective investor to consider subscribing for and purchasing the Offer Shares. This Prospectus is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Company, the Selling Shareholder, or the Mandated Co-Arrangers that any recipient of this Prospectus should subscribe for or purchase the Offer Shares. No representation or warranty, express or implied, is made by the Mandated Co-Arrangers or the advisors of the Mandated Co-Arrangers as to the accuracy or completeness of any information contained in this Prospectus or the corporate, financial or commercial standing of the Company, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by the Mandated Co-Arrangers as to the past or the future. Any reproduction or distribution of this Prospectus, in whole or in part, any disclosure of its contents, except to the extent that such contents are otherwise publicly available, and any use of any information herein for any purpose other than considering an investment in the Offer Shares, is prohibited. Each prospective investor, by accepting delivery of this Prospectus, agrees to the foregoing.

Each potential purchaser of the Offer Shares should determine for itself the relevance of the information contained in this Prospectus, and its subscription for or purchase of the Offer Shares should be based upon such investigation, as it deems necessary, including its own examination, analysis and research of the terms of the Offering, the legal basis and consequences of the Offering and possible tax consequences that may apply, as well as the assessment of risks involved and its own determination of the suitability of any such investment, with particular reference to its own investment objectives and experience and any other factors that may be relevant to such investor in connection with the subscription for or purchase of the Offer Shares.

Without prejudice to any obligation of the Company (in relation to which the Mandated Co-Arrangers undertake no responsibility whatsoever) to publish a supplementary prospectus pursuant to Law no.

24/2017, FSA Regulation no. 5/2018 and Prospectus Regulation, neither the delivery of this Prospectus nor any purchase made in connection therewith shall, under any circumstances, create any implication that there has been no change in the business of the Company or the Company taken as a whole since, or that information contained herein is correct as at any time subsequent to, the date of this Prospectus.

Prospective investors should not consider any information in this Prospectus to be investment, legal or tax advice. Each prospective investor should consult its own legal counsel, financial adviser, accountant and other advisors for legal, tax, business, financial and related advice regarding subscribing for or purchasing the Offer Shares. None of the Company, the Selling Shareholder or the Mandated Co-Arrangers or representatives makes any representation to any offeree or purchaser of or subscriber for the Offer Shares regarding the legality of an investment in the Offer Shares by such offeree or purchaser or subscriber under appropriate investment or similar laws. Any person who decides to subscribe for or purchase the Offer Shares is required to know and comply with the restrictions and limitations of the Offering herein. By subscribing for or purchasing the Offer Shares, investors assume any liability arising in the event that such subscription or purchase is deemed unlawful under their country of residence.

The Company did not and does not consent to the use of the Prospectus for subsequent resale or final placement of the Shares by financial intermediaries or by any other third party.

The Mandated Co-Arrangers are acting exclusively for the Company and the Selling Shareholder and no one else in connection with the Offering. They will not consider any other person (whether or not a recipient of this document) as their clients in relation to the Offering and they will not be responsible to any other person except for the Company and the Selling Shareholder to provide the protection afforded to their clients or advice in relation to the Offering or any transaction or arrangement referred to herein.

The Company, the Selling Shareholder and the Mandated Co-Arrangers shall have no liability for the non-execution of sales of the Offer Shares in accordance with this Prospectus in case of force majeure (including, without limitation, natural disasters, wars, riots, fires, strikes or other events that may limit the functioning of capital market institutions).

Information on the Company's websites (www.cristim.ro), any website mentioned in this Prospectus or any website directly or indirectly linked to the Company's websites is not incorporated by reference into this Prospectus and any decision to subscribe for or purchase the Shares should not be made in reliance on such information. The information on such websites has not been scrutinised or approved by the Company, the Selling Shareholder, the Mandated Co-Arrangers or the FSA.

This Prospectus and its posting on the internet do not constitute an offer to sell, or a solicitation by or on behalf of the Company, the Selling Shareholder or the Mandated Co-Arrangers to any person to subscribe for or purchase any of the Shares in any jurisdiction where it is unlawful for such person to make such an offer or solicitation. The distribution of this Prospectus and the Offering may be restricted by law (including by way of required or necessary authorisation, approval or notification) in certain jurisdictions. No action has been or will be taken by the Company, the Selling Shareholder or the Mandated Co-Arrangers or their affiliates that would permit, otherwise than in Romania under the Offering, an offer of the Offer Shares, or possession or distribution of this Prospectus or any other offering material or application form relating to the Offer Shares in any jurisdiction where action for that purpose is required. Accordingly, neither this Prospectus nor any other publicity or material regarding the Offering may be distributed or published or used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction, except under circumstances which will result in compliance with applicable laws and regulations. Persons in possession of this Prospectus must inform themselves about any such restrictions and comply with them. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Further information with regard to restrictions on offers and sales of the Offer Shares is set forth below and in chapter "*Subscription And Sale*". None of the Company, the Selling Shareholder or the Mandated Co-Arrangers is making an offer to sell the Offer Shares or a solicitation of an offer to buy any of the Offer Shares to any person in any jurisdiction except where such an offer or solicitation is permitted.

In connection with the Offering, the Stabilisation Agent on behalf of the Stabilisation Manager may (but will be under no obligation to), to the extent permitted by applicable law, to over-allocate Offer Shares or perform other stabilising transactions with a view to supporting the market price of the Offer Shares at a higher level than that which might otherwise prevail in the open market. The Stabilisation Manager is not

required to enter into such transactions and such transactions may be performed on the Bucharest Stock Exchange and may be undertaken at any time during the period commencing on the date of the commencement of trading of the Offer Shares on the Regulated Market of the Bucharest Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilisation Manager to perform stabilising transactions and there is no assurance that stabilising transactions will be undertaken. In no event will measures be taken to stabilise the market price of the Offer Shares above the Final Offer Price. Such stabilisation, if commenced, may be discontinued at any time without prior notice. Except as required by law or regulation, the Stabilisation Manager does not intend to disclose the extent of any over-allotment and/or stabilising transactions conducted in relation to the Offering.

In relation to the Offering, the Stabilisation Manager may, for stabilisation purposes, over-allocate Shares, up to a maximum of 5% of the total number of Offer Shares in the Offering. To enable the Stabilisation Manager to cover short positions resulting from such over-allotments and/or sales of Offer Shares that it undertakes during the stabilisation period, the Selling Shareholder will offer the Stabilisation Manager the Over-Allotment Option, whereby the Mandated Co-Arrangers have the option to find buyers for the Over-Allotment Shares for the Final Offer Price. The Over-Allotment Option may be exercised, in whole or in part, by the Stabilisation Manager sending a notice at any time on or before the 30th calendar day after the start of trading of the Offer Shares on the Regulated Market of the Bucharest Stock Exchange. Any Over-Allotment Shares made available pursuant to the Over-Allotment Option will rank pari passu in all respects with the Offer Shares, including for all dividends and other distributions declared, made or paid on the Offer Shares, will be purchased on the same terms and conditions as the Offer Shares and will form a single class for all purposes with the Offer Shares.

This Prospectus will be available in electronic format on the website of the Bucharest Stock Exchange at www.bvb.ro, on the website of the Company at www.cristim.ro and on the website of Banca Comerciala Romana S.A. at www.bcr.ro. Hard copies thereof will be provided free of charge upon request during normal business hours, from 09:00 to 17:00, Monday to Friday included respectively, at the headquarters of the Company, as well as at the headquarters of the Mandated Co-Arrangers and through their network of branches dedicated to the Offering. Pricing information and other related disclosures are expected to be also published on these websites. The information set forth in this Prospectus is only accurate as of the date on the front cover of this Prospectus. The Company's business and financial condition may have changed since that date.

This Prospectus does not contain any information incorporated therein by reference to information contained in other publicly available documents or sources, regardless of the form in which they have been made available or recorded.

NOTICE TO INVESTORS IN EEA

No offer of the Offer Shares to the public is being made in any member state of the European Union (the "**Member State**"), other than Romania. However, the Mandated Co-Arrangers may decide to promote the Offering in another Member State under certain exemptions from the obligation to prepare a prospectus under the Prospectus Regulation, provided that any such offering of the Offer Shares will not result in a requirement to publish the Prospectus by the Company, the Selling Shareholder or the Mandated Co-Arrangers under Article 3 of the Prospectus Regulation.

In relation to each Member State of the European Economic Area (other than Romania) (each, a "**Relevant State**"), there will be no offer of the Offer Shares to the public in that Relevant State other than:

- to a legal entity that is a "qualified investor" as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons other than to qualified investors as defined in Article 2(e) of the Prospectus Regulation, provided that the prior consent by the Mandated Co-Arrangers is obtained for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Offer Shares shall require the Company, the Selling Shareholder or the Mandated Co-Arrangers to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or a

supplement to the prospectus pursuant to Article 23 of the Prospectus Regulation within the territory of the Relevant State and each person who initially acquire Offer Shares or to whom any offer is made will be deemed to have represented, warranted and agree to and with the Mandated Co-Arrangers, the Selling Shareholder and the Company that it is a "qualified investor" within the meaning of the Prospectus Regulation.

For the purposes of the Prospectus, the expression an "offer of the Offer Shares to the public" in relation to any Offer Shares in any Relevant State means a communication to persons in any form and by any means, presenting sufficient information on the terms of the Offering and the Offer Shares to be offered, so as to enable an investor to decide to purchase or subscribe for the Offer Shares.

Each purchaser of Offer Shares in the Offering located within a Member State of the EEA (other than in Romania) will be deemed to have represented, acknowledged and agreed that it is a qualified investor. The Company, the Selling Shareholder, the Mandated Co-Arrangers, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgment and agreement.

The Company, the Selling Shareholder, the Mandated Co-Arrangers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

NOTICE TO UK INVESTORS

This Prospectus and any other material in relation to the Offer Shares described herein is only being distributed in the United Kingdom to, and is only directed at, persons that are qualified investors (the "**qualified investors**") within the meaning of Article 2(e) of the Prospectus Regulation (as defined below) that also: (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"); or (ii) who fall within Article 49(2)(a) to (d) of the Order; or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as the "**Relevant Persons**"). The Offer Shares are only available in the United Kingdom to, and any invitation, offer or agreement to purchase or otherwise acquire the Offer Shares will be engaged in only with, the relevant persons. This Prospectus and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom. Any person in the United Kingdom that is not a relevant person should not act or rely on this Prospectus or any of its contents.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within Law no. 126/2018 on markets in financial instruments and their related rules for implementation resulting from the legislation on financial instruments, namely EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**") and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process, which has determined that such Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Offer Shares may decline and investors could lose all or part of their investment and that the Offer Shares offer no guaranteed income and no capital protection. The Target Market Assessment does not lead directly to breaching certain requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Mandated Co-Arrangers will approach the investors who meet the criteria of professional and retail clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares.

Each distributor is responsible under the Target Market Assessment for undertaking the target market assessment in connection with its investors and determining appropriate distribution channels and client categories to whom the Offer Shares will be distributed.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Prospectus are not historical facts and are "**forward-looking**" within the meaning of securities laws of certain jurisdictions, including Section 27A of the Securities Act and Section 21E of the Exchange Act. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including, without limitation, statements preceded by, followed by or that include the words "**may**", "**will**", "**would**", "**should**", "**expect**", "**intend**", "**estimate**", "**forecast**", "**anticipate**", "**project**", "**believe**", "**seek**", "**plan**", "**predict**", "**continue**", "**commit**", "**believe**", "**target**", "**aim**", "**could**", "**undertake**", "**is expected**" and similar expressions or their negatives or other variations or comparable terminology, or by discussions of strategies, plans, objectives, targets, goals, future events or intentions. These forward-looking statements appear in a number of places throughout this Prospectus. Forward-looking statements include statements regarding intentions, beliefs or current expectations concerning, among other things, results of operations, prospects, growth, strategies and the industry in which the Company operates. Such forward-looking statements involve known and unknown, predictable and unpredictable risks, uncertainties and other important factors beyond the Company's control that could cause its actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward looking statements, which might eventually not come true. In addition, this Prospectus includes forward-looking information that has been extracted from third-party sources. The forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These assumptions reflect the Company's best judgment based on currently known market conditions and other factors, some of which are discussed below. However, assumptions about future events may prove to be inaccurate. The Company cautions all readers that the forward-looking statements contained in this Prospectus are not guarantees of future performance, and no assurance can be given to any reader that such statements will be realised, or the forward-looking events and circumstances will occur. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, many of which are beyond the Group's control, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Among the important factors that could cause the Company's actual results, performance or achievements to differ materially from those expressed in such forward-looking statements are those in sections "***Error! Reference source not found.***", "*Discussion and Analysis of Financial Condition and Results of Operations*", "***Error! Reference source not found.***" and elsewhere in this Prospectus. Investors should be aware that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited to:

- general economic conditions;
- changes in the legal and fiscal regulatory framework;
- competition; and
- currency exchange risk.

The above list of important factors and the other factors in "***Error! Reference source not found.***" is not exhaustive. Other sections of this Prospectus describe additional factors that could adversely affect the Company's result of operations, financial condition, liquidity and the development of the industry in which the Company operates. New risks affecting the Company's operations and business can emerge from time to time, and it is not possible to predict all such risks, nor to assess the impact of all such risks on the Company's business or the extent to which any risks, or combination of risks and other factors, may cause actual results to differ materially from those contained in any forward-looking statements. When reviewing forward-looking statements, investors should carefully consider the foregoing factors and other uncertainties and events, especially in light of the political, economic, social and legal environment in which

the Company operates. Given these risks and uncertainties, investors should not rely on forward-looking statements as a prediction of actual results.

Forward-looking statements contained in this Prospectus speak only as at the date of this Prospectus. The Company and the Selling Shareholder expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any of such statements are based unless required to do so by any applicable regulatory regime. Investors should construe all subsequent written or oral forward-looking statements attributable to the Company or the Selling Shareholder or to persons acting on their behalf as being qualified by the cautionary statements in this Prospectus. As a result, investors should not place undue reliance on such forward-looking statements.

Investors should note that the contents of these paragraphs relating to forward-looking statements are not intended to qualify the statements made as to the sufficiency of working capital in this Prospectus.

SERVICE OF PROCESS AND ENFORCEMENT OF CIVIL LIABILITIES

The Company is established under the laws of Romania. Certain persons referred to herein are residents of Romania and Moldova and certain entities referred to herein are organised under the laws of Romania and of some of the entities referred to herein. All or a substantial portion of the assets of such persons and entities are located in Romania and Moldova. As a result, it may not be possible for investors to:

- perform service of process within other countries upon the Company or any of the Company's directors and senior managers named in this Prospectus; or

- enforce, in other countries, court judgments obtained in courts of such other countries against the Company or any of its directors and senior managers named in this Prospectus in any action or obtain the recognition of such judgments.

For more details, see section "*Recognition And Enforcement Of Judgments* **In Civil And Commercial Matters**".

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

SUMMARY

Section A – Introduction and Warnings

A.1. Introduction

1.1 Name and ISIN of securities

The Offering includes an offering for the subscription of up to 6,200,000 newly issued ordinary shares (the "**New Shares**") and sale by the Selling Shareholder of up to 20,866,667 existing ordinary shares in the share capital of the Company (the "**Existing Shares**") and, collectively with the New Shares, the "**Offer Shares**") . The Stabilisation Manager was granted an Over-Allotment Option by the Selling Shareholder to allow for stabilisation measures, if necessary pursuant to which it can over-allot up to 1,353,333 Over-Allotment Shares. All Shares have been assigned the ISIN ROM2TZIHW2M4 code.

1.2 Identity and contact details of the Issuer, including LEI

The issuer is Cris-Tim Family Holding S.A., a joint-stock company incorporated under the laws of Romania. The Company was established in 2000, incorporated under the laws of Romania, registered with the Bucharest Trade Registry Office under no. J200000099991296 and having sole registration code 13533870. The Company's registered office is located in Romania, Prahova County, Filipeștii de Pădure village, Filipeștii de Pădure commune, 661 Str. Gării. The legal and commercial name of the Company is Cris-Tim Family Holdings S.A.. The telephone number at the Company's registered office is +40 752 747 846. The code for the identification of the legal entity ("**LEI**") of the Company is 787200YP1TBDBZEC4D27.

1.3 Identity and contact details of the offerors

Selling Shareholder

Rangeglow Limited is a company organised and operating under the Cyprus Companies Law. The Selling Shareholder was registered in Cyprus on 19 November 2008 under registration number HE 242147. The registered office of the Selling Shareholder is located at Kyriakou Matsi, 46, Office 101, 1082, Nicosia, Cyprus. The telephone number at the registered office of the Selling Shareholder is +357 2255 2255 5000.

Issuer

Cris-Tim Family Holding S.A., a joint-stock company incorporated under the laws of Romania. The Company was established in 2000, incorporated under the laws of Romania, registered with the Bucharest Trade Registry Office under no. J200000099991296 and having sole registration code 13533870. The Company's registered office is located in Romania, Prahova County, Filipeștii de Pădure village, Filipeștii de Pădure commune, 661 Str. Gării. The legal and commercial name of the Company is Cris-Tim Family Holdings S.A.. The telephone number at the Company's registered office is +40 752 747 846.

1.4 Identity and contact details of the competent authority which approved the Prospectus

This Prospectus was approved by the FSA, having its headquarters located at 15 Splaiul Independentei, 5th District, postal code 050092, Bucharest, Romania. The FSA's fax number is 021.659.60.51, its telephone number is 021.659.64.36, and its email address is office@asfromania.ro.

1.5 Prospectus approval date

This Prospectus was approved by the FSA on 15.10.2025.

A.2. Warnings and information regarding subsequent use of the Prospectus

This summary has been prepared in accordance with Article 7 of the Prospectus Regulation and should be read as an introduction to the prospectus (the "**Prospectus**"). Any decision to invest within the Offering should be based on consideration of the Prospectus as a whole by the investor. Investment in the Offer Shares involves risks and investors may lose all or a part of their investment as a result of acquiring the Offer Shares. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor may, under the national legislation, have to bear the costs of translating the Prospectus before legal proceedings

are initiated. Civil liability in relation to this summary, including any translation thereof, attaches only to the persons who have tabled this summary but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Offer Shares.

Section B – Key information on the Issuer

B.1. Who is the Issuer of the securities?

a) Registered offices, legal form, LEI, legislation governing its activities and country of incorporation

The Issuer is Cris-Tim Family Holding S.A., a joint-stock company incorporated under the laws of Romania. The Company was established in 2000, incorporated under the laws of Romania, registered with the Bucharest Trade Registry Office under no. J200000099991296 and having sole registration code 13533870. The Company's registered office is located in Romania, Prahova County, Filipeștii de Pădure village, Filipeștii de Pădure commune, 661 Str. Gării. The legal and commercial name of the Company is Cris-Tim Family Holdings S.A.. The telephone number at the Company's registered office is +40 752 747 846. The LEI code of the Company is 787200YP1TBDBZEC4D27.

b) Main activities

The Company is a family-owned entrepreneurial company which, from 2004 to the present, has been ranked as a market leader in the cold cuts category, through a strategy based on innovation, investment and marketing, and a well-known and broad portfolio of products and brands. The Company is a well-known producer on the national market, being the market leader for processed meat and Ready-Meals products, offering products that have become and have established themselves in the collective mind as high-quality Romanian products, products that are addressed and consumed by all categories of consumers, of any age and any income level. According to the Company's Articles of Association, its main field of activity is NACE code 1013 - Manufacture of meat and poultry meat products.

c) Main shareholders, including if the Issuer is directly or indirectly controlled and by whom

The table below sets forth certain information regarding the ownership over the Shares prior to the Offering, and the ownership over the Shares held by the current Shareholders immediately following the finalisation of the Offering, assuming that all Offer Shares and Over-Allotment Shares are sold in the Offering and that the stabilisation proceeds are not used by the Stabilisation Manager to purchase Shares in the market:

	Shares owned before the Offering		**Shares owned after the Offering***	
Shareholder	(*Number*)	*%*	*(Number)*	*%*
Rangeglow Limited	74,976,225	99.9683	52,756,225	64.9707
Radu Timiș	23,775	0.0317	23,775	0.0293
Others (free float)	-	-	28,420,000	35.0000
Total.....	75,000,000	100	81,200,000	100

** Subject to the Successful Closing of the Offering and provided that all Offer Shares (and all Over-Allotment Shares) are validly subscribed by investors in the Offering*

The Company is indirectly controlled by Mr. Radu Timiș and Mrs. Cristina Teodora Timiș, who own 51% and 49% of the share capital of Rangeglow Limited, respectively.

d) Identity of main directors

At the date of this Prospectus, the Company's Board of Directors (the "**Board of Directors**") consists of 3 (three) members. The members of the Board of Directors (the "**Directors**") are appointed by resolution of the general meeting of shareholders, as a rule, for a four-year term and may be re-elected for successive mandates.

The Company undertakes to change the composition of the Board of Directors until 31 December 2025, so that it consists of 5 (five) members, of which 1 (one) will be an executive non-independent member, 1 (one) will be a non-executive non-independent member, and 3 (three) will be non-executive independent members according to the BSE Corporate Governance Code.

At the date of this Prospectus, the members of the Board of Directors are the following:

Name	Date of birth	Position	Mandate duration	Appointment date for the current position
Radu Timiș	1961	Chairman	2 years	15 September 2025
Radu-Junior Timiș	1994	Member	2 years	15 September 2025
Răzvan Furtună	1969	Member	2 years	15 September 2025

It is envisaged that, in the context of the change in the composition of the Board of Directors as mentioned above, Mr. Răzvan Furtună will no longer be part of the Board of Directors, and 3 (three) members will be appointed who will meet the independence criteria set out in the BSE Corporate Governance Code.

The Company's key executive management is comprised of the following members:

Name	Date of birth	Position	The date when he was appointed in the current position
Radu-Junior Timiș	1994	CEO	12.09.2025*
Răzvan Furtună	1969	CFO	13.07.2017

**Mr. Radu-Junior Timiș joined the Company in 2013*

e) Identity of statutory auditor

KPMG Audit S.R.L. is headquartered in Romania, 89A Șoseaua București-Ploiești, 013685 Bucharest, Romania, registered with the Trade Registry under number J40/4439/2000, sole registration code 12997279, registered with the Electronic Public Register of Financial Auditors and Audit Firms under number FA9 ("**KPMG**").

B.2. What is the key financial information regarding the Issuer?

a) Selection of key historical information

(a) Information concerning the statement of profit or loss and other comprehensive income

	6-month period ended 30 June *RON*		FY ended 31 December *RON*		
	2025	2024	2024	2023	2022
Profit before tax	**56,445,889**	**43,474,726**	**101,787,446**	**95,502,819**	**102,509,099**
Profit from continuing operations	**-**	**-**	**84,682,246**	**82,194,056**	**86,048,190**
Profit for the period/Profit for the financial year	**47,467,839**	**36,755,683**	**87,657,001**	**82,517,387**	**86,048,190**
Other comprehensive income	-	-	-	-	-
Other comprehensive result for the financial year, net of tax	-	-	-	-	**5,120,960**
Comprehensive result for the period/ Comprehensive result for the financial year	**47,467,839**	**36,755,683**	**87,657,001**	**82,517,387**	**91,169,150**
Profit/(loss) attributable to:					
Parent company			89,814,268	82,433,321	86,048,190
Non-controlling interests			(2,157,267)	84,066	-
Total			**87,657,001**	**82,517,387**	**86,048,190**
Total comprehensive result attributable to:					
Parent company			89,814,268	82,433,321	91,169,150
Non-controlling interests			(2,157,267)	84,066	-
Total comprehensive result for the period/ Total comprehensive result for the financial year	**47,467,839**	**36,755,683**	**87,657,001**	**82,517,387**	**91,169,150**
Earnings per share from the profit from continuing operations attributable to equity holders of the Company - basic and diluted			**2,749**	**2,599**	**2,724**
Earnings per share - basic and diluted / Result per share attributable to equity holders of the Company – basic and diluted	**1,503**	**1,164**	**2,843**	**2,610**	**2,724**

(b) Information on the financial position

	30 June *RON*	31 December *RON*		
	2025	2024	2023	2022
Total fixed assets	**584,328,643**	**517,055,430**	**341,987,530**	**529,595,082**
Total current assets	**295,155,988**	**200,460,287**	**484,994,696**	**136,632,618**
Total assets	**879,484,631**	**717,515,717**	**826,982,226**	**666,227,700**
Total equity	**283,813,772**	**236,345,933**	**280,285,669**	**180,635,488**

Total liabilities	**595,670,859**	**481,169,784**	**546,696,557**	**485,592,212**
Total equity and liabilities	**879,484,631**	**717,515,717**	**826,982,226**	**666,227,700**

(c) Cash Flow Statement Information

	6-month period ended 30 June *RON*		FY ended 31 December *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Cash flows from operating activities	**8,544,157**	**(25,192,957)**	**156,524,193**	**119,087,984**	**196,938,843**
Net cash flow from operating activities	**(9,768,399)**	**(40,684,111)**	**127,557,611**	**86,297,528**	**167,701,555**
Net cash (outflow) used in investing activities	**(40,313,266)**	**(37,569,050)**	**(52,428,693)**	**(23,585,697)**	**(89,729,052)**
Net cash (outflow) from financing activities	**45,566,765**	**94,585,581**	**(67,910,095)**	**(62,774,296)**	**(74,070,756)**
Net increase/(decrease) in cash and cash equivalents	**(4,514,900)**	**16,332,420**	**7,218,824**	**(62,465)**	**3,901,747**
Cash and cash equivalents on 30 June/ Cash and cash equivalents at the end of the year	**11,574,805**	**24,343,012**	**16,089,706**	**8,868,194**	**9,474,370**

b) Brief descriptions of any qualifications in the auditors' report relating to the historical financial information

The audit report relating to the consolidated financial statements for the financial years ended at 31 December 2024, 31 December 2023, 31 December 2022, prepared in accordance with International Financial Reporting Standards (the "**IFRS**"), as adopted by the European Union (the "**IFRS-EU**") was not qualified.

B.3. What are the key risks that are specific to the Issuer?

Below are some of the main risks which are specific for the Issuer:

- *Risks due to the general economic situation, consumption and distribution channels*
- *The Company may not be able to hire or retain sufficient qualified personnel, including members of the senior management team*
- *Risks arising from food safety and foodborne diseases or product mislabelling*
- *The quality of the Company's products may deteriorate at different stages of its supply chain*
- *The Company depends on its production facilities and their uninterrupted operation*
- *Revenues and results of operations are subject to seasonal trends*
- *The Company is subject to significant regulatory requirements and is required to comply with applicable regulations, which may result in higher-than-expected compliance costs*
- *The Company may not be able to successfully implement its business strategy and capital investment plans*
- *The Company's potential investments and acquisitions may not achieve the expected results and may present risks or uncertainties*
- *The Company is dependent on economic, demographic and market developments in Romania, as well as in the other international markets to which it exports its products*

Section C – Key information on the securities

C.1. What are the main features of the securities?

a) Type, class and ISIN

All Offer Shares are ordinary, nominative and issued in dematerialised form and have ISIN code ROM2TZIHW2M4.

b) Currency, denomination, nominal value and number of securities issued

The Offering comprises an offer of up to 27,066,667 Offer Shares for subscription of up to 6,200,000 New Shares by the Company and the sale by the Selling Shareholder of up to 20,866,667 Existing Shares. The Stabilisation Manager has been granted an Over-Allotment Option by the Selling Shareholder to enable stabilisation measures, if any, pursuant to which it can over-allot up to 1,353,333 Over-Allotment Shares. The Shares are each issued with a par value of RON 1 and, in the case of a shareholder vote, grants the right to one vote in the meetings of shareholders. The Shares are fully paid

c) Rights granted by the securities

Each Share carries one vote for the purposes of shareholder meetings. All Shares confer full and equal rights to the distribution of dividends and entitle each holder of Shares to participate in the profits of the Company. Shareholders of the Company shall have a preference right to subscribe for new shares issued by the Company pro rata to their shareholdings on the record date set by the general meeting of shareholders for the respective share capital increase. Shareholders have the right to correct and full information on the situation of the Company at the general meeting of the Company's shareholders.

d) Relative seniority of the securities in the issuer's capital structure in the event of insolvency

The share capital of the Company consists of a single class of ordinary shares ranking *pari passu*. In accordance with insolvency legislation, in the event of insolvency, followed by bankruptcy and liquidation, liquidators may not pay to the shareholders any monies which they would be entitled to receive in accordance with their shareholdings in the share capital before they have paid the claims of the Company's creditors.

e) Restriction to the free transferability of securities

Shares will be freely transferable, subject to certain restrictions. The Company has agreed that from the date of the Placement Agreement until the date occurring within 360 days of the Settlement Date, without the prior written consent of the Mandated Co-Arrangers (which consent shall not be unreasonably withheld), directly or indirectly, issue, offer, lend, assign, sell or enter into contracts for the sale or issue, sell any option or contract for purchase, purchase any option, grant any option, right or mandate to purchase, lend or acquire/transfer or otherwise dispose of, directly or indirectly, the Shares, or announce any offer or issue in connection with the Shares or other equity securities of the Company (or any interest therein or in connection therewith) or any financial instruments that may be exchanged for or converted into or are substantially similar to the Shares or other securities of the Company, nor shall they enter into any transaction that has the same economic effect, nor shall they agree to take any of the above measures. Pursuant to the Placement Agreement, the Selling Shareholder has agreed that from the date of the Placement Agreement until the date occurring within 180 days of the Settlement Date, it shall not, without the prior written consent of the Mandated Co-Arrangers (which consent shall not be unreasonably withheld), directly or indirectly, offer, sell, lend, assign, mortgage or enter into any contracts for sale or purchase or transfer/acquire or otherwise dispose of, directly or indirectly, any Shares or other equity securities of the Company (or any interest in or relating to them) or any indirectly, or announce any offer or issue of any Shares or other equity securities of the Company (or any interest related to or in connection therewith) or any financial instruments that may be exchanged for or converted into or are substantially similar to the Shares or other equity securities of the Company, nor shall it enter into any transaction that has the same economic effect, nor shall it agree to take any of the above measures. The lock-up on the Selling Shareholder is subject to certain customary exceptions.

f) Dividend policy

According to the Company's dividend policy, it is the Company's intention to pay dividends, subject to applicable legal provisions and commercial considerations (including, without limitation, applicable regulations, restrictions, the Company's results of operations, financial condition, cash requirements, contractual restrictions, the Company's future projects and plans). The Company intends to distribute, as ordinary dividends, a minimum of 50% of the Company's distributable annual net profit starting with the financial year immediately following the Offering. In addition, the Company may decide by a resolution of the general meeting of shareholders to distribute, at its sole discretion, extraordinary dividends from the Company's carried-forward earnings, if usable. Dividends for future financial years subsequent to the Offering will be declared based on the individual annual financial statements prepared in accordance with IFRS-EU.

C.2. Where will the securities be traded?

The Bucharest Stock Exchange has issued the agreement in principle for the admission to trading of the Shares on the Regulated Market administered by the Bucharest Stock Exchange (the "**Admission**"). Following completion of the Offering, the Company intends to apply to the Bucharest Stock Exchange for final approval for Admission. If and when admitted to trading on the Bucharest Stock Exchange, the Shares will be registered with ISIN ROM2TZIHW2M4 and will be traded under the trading symbol CFH.

C.3. Is there a guarantee attached to the securities?

No.

C.4. What are the key risks that are specific to the securities?

Below are some of the main risks which are specific to the securities:

- *There is currently no trading market for the Shares and an active trading market for the Shares may not develop or may not be sustainable*
- *Price volatility of the Shares and liquidity may affect the performance of investments in the Company*
- *The interests of the Issuer's significant shareholders may conflict with the interests of other shareholders*

Section D – Key information on the offer of securities to the public and/or the admission to trading on a regulated market

D.1. Under which conditions and timetable can I invest in the security?

a) General terms and conditions

The Offering comprises an offer of up to 27,066,667 Offer Shares for subscription of up to 6,200,000 New Shares by the Company and the sale by the Selling Shareholder of up to 27,066,667 Existing Shares. The Stabilisation Manager has been granted an Over-Allotment Option by the Selling Shareholder to enable stabilisation measures, if any, pursuant to which it can over-allot up to 1,353,333 Over-Allotment Shares. The Offering is divided into two Tranches of the Offering as follows: (i) one Tranche of the Offering consisting of an initial number of up to 4,060,000 Offer Shares (representing 15% of the initial number of Offer Shares) addressed through a public offering in Romania to Retail Investors (the "**Retail Tranche**"); and (ii) a Tranche of the Offering consisting of an initial number of up to 23,006,667 Offer Shares (representing 85% of the number of Offer Shares) addressed to Institutional Investors outside the United States pursuant to Regulation S (the "**Institutional Tranche**").

"**Institutional Investor**" means (a) a "qualified investor", as defined in Article 2 (e) of the Prospectus Regulation), or (b) an "eligible counterparty" within the meaning of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast), or (c) a "qualified investor" as defined in Article 2(e) of the Prospectus Regulation, as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018), as amended, or (d) an equivalent institution whose subscription in the Offering would not constitute a violation of applicable law or regulation and which is not located in any jurisdiction where the extension or availability of the Offering (and any other transaction envisaged thereby) would breach any applicable law or regulation; and

"**Retail Investor**" means any natural or legal person (with or without personality) who does not meet the criteria above to qualify as Institutional Investor.

The Offer Shares are offered at the Offer Price Range of RON 16.5 to RON 17.5 per Offer Share. Retail Investors must subscribe for the Offer Shares at the fixed price of RON 17.5 per Offer Share (namely the top of the Offer Price Range). Institutional Investors may validly subscribe for the Offer Shares at any price within the Offer Price Range (including the bottom and the top of the Offer Price Range). The price tick (i.e., the minimum variation value of the Offer Price) for the subscription of Offer Shares by Institutional Investors is of RON 0.1. The Final Offer Price at which the Offer Shares will be allotted to Institutional Investors will be determined by the Company and the Selling Shareholder upon consultation with the Mandated Co-Arrangers after the close of the Offer Period and will be made public on the Allocation Date. Retail Investors are entitled to a discount of 5% of the Final Offer Price (the "**Discounted Final Offer Price**") for applications validly submitted in the first 4 (four) Business Days of the Offer Period (i.e., until and including 22.10.2025); for the avoidance any doubt, depending on the Final offer Price, the Discounted Final Offer Price may be below the lower level of the Offer Price Range.

The final size of each Tranche of the Offering will be determined by the Selling Shareholder together with the Company, on the recommendation of the Mandated Co-Arrangers, based on the level of subscriptions received from investors after the end of the Offer Period, and will be made public on the Allocation Date. The subscribed

Offer Shares will be allocated to investors on the Allocation Date based on the joint decision of the Company and the Selling Shareholder, upon the recommendation of the Mandated Co-Arrangers. Upon the recommendation of the Mandated Co-Arrangers, the Company and the Selling Shareholder may jointly decide to reallocate the Offer Shares from any Tranche of the Offering to the other Tranche of the Offering – which may result in the Retail Tranche represent either (1) more than 15% (but not more than 20%) of the Offer Shares sold or, conversely, (2) less than 15% of the Offer Shares sold (but such reallocation from the Retail Tranche to the Institutional Tranche will only occur if the subscription level in the Retail Tranche is below 100%).

b) Calendar

Subscriptions may be made from 17.10.2025 up to and including 29.10.2025 (the "**Offer Period**"). Other key dates relating to the Offering include: the Allocation Date (30.10.2025); the Transaction Date 31.10.2025); the Settlement Date (04.11.2025). All these dates are based on Bucharest local time and are subject to change as set out in this Prospectus.

c) Admission to trading

The Bucharest Stock Exchange has issued the agreement in principle for the admission to trading of the Shares on the Regulated Market administered by the Bucharest Stock Exchange (the "**Admission**"). Following completion of the Offering, the Company intends to apply to the Bucharest Stock Exchange for final approval for Admission. If and when admitted to trading on the Bucharest Stock Exchange, the Shares will be registered with ISIN ROM2TZIHW2M4 and will be traded under the trading symbol CFH.

d) Distribution of the offering

Institutional Investors can validly subscribe Offer Shares through any Mandated Co-Arranger with whom they have concluded an investment services agreement on the basis of orders given as a regular investment services business and by any means of communication provided by that agreement, without being required to submit any subscription form or identification documentation. Institutional Investors who have not entered into a financial investment services agreement with any Mandated Co-Arranger may only validly subscribe for the Offer Shares if they submit a Subscription Form and applicable identification documents to any of the Mandated Co-Arrangers.

Subscriptions for Offer Shares by Retail Investors can be made during the entire Offer Period during the business hours of the Mandated Co-Arrangers/Eligible Participants (as defined below) except that on the last Business Day of the Offer Period (namely on 29.10.2025) subscriptions will be accepted only until 12:00 p.m. (Romania time). Retail Investors can subscribe for Offer Shares through Banca Comercială Română S.A. - at its headquarters at 15D Șoseaua Orhideelor, The Bridge 1, 2nd floor, 6th District, Bucharest, postal code 060071, Romania, and through its network of Offering dedicated branches; BRD - Groupe Société Générale S.A. - at its headquarters at BRD Tower, 1-7 Blvd. Ion Mihalache, Bucharest, Romania and through its network of Offering dedicated branches; any Eligible Participant from the list published on the website of the BSE at, at its respective authorised office or as otherwise agreed in the investment services agreement concluded between that Retail Investor and the relevant Mandated Co-Arranger/ Eligible Participant, if the case.

e) Offering amount and immediate dilution resulting from the offering

If all New Shares are subscribed, the Company's share capital will be increased by 6,200,000 ordinary shares, with a par value of RON 1 each and a total par value of RON 6,200,000, representing an increase of approximately 8.2667% compared to the Company's share capital as of the date of this Prospectus.

Subject to the Successful Closing of the Offering and provided that all Offer Shares (and all Over-Allotment Shares) are validly subscribed by investors in the Offering, following the Offering, the Selling Shareholder's stake will be reduced from 74,976, 225 Shares (representing 99.9683% of the Company's share capital) to 52,756,225 Shares (representing 64.9707% of the Company's share capital), reflecting both the dilution resulting from the issue of the New Shares and the effect of the sale of the Existing Shares and the Over-Allotment Shares in the Offering.

In the case of Mr. Radu Timiș, the immediate dilution resulting from the issue of New Shares, applied to the Shares held directly in the Company, numbering 23,775 Shares, will be equal to 7.6355% (the holding of 23,775

Shares representing 0.0293% of the Company's increased share capital, compared to 0.0317% of the Company's share capital as of the date of this Prospectus).

Assuming an Offer Price at the mid-point of the Offer Price Range and taking into account the Company's estimated total costs in connection with the Offering and Admission of RON 2.71 million, the net proceeds to the Company from the issue of the Offer Shares would amount to approximately RON 102.69 million. Based on the assumption that all of the Offer Shares in the Offering had been purchased and that the Company had already received the net proceeds as of 31 December 2024, the carrying amount of equity so adjusted in the Company's statement of financial position as of 31 December 2024 would have been RON 386.50 million.

f) Estimate of total costs for the offering

The total expenses in connection with the Offering and the Admission (including the granting of the basic fee and the discretionary fee to the Mandated Co-Arrangers) shall be borne by the Company and the Selling Shareholder and their aggregate amount is estimated at RON 14.98 million, assuming the placement of all Offer Shares and an Offer Price at the top of the Offer Price Range, distributed as follows: RON 2.77 million, an amount to be paid by the Company, and RON 12.21 million, to be paid by the Selling Shareholder

D.2. Who is the offeror?

Cris-Tim is a joint-stock company incorporated under the laws of Romania. The Company was established in 2000, under the laws of Romania, registered with the Bucharest Trade Registry Office under no. J200000099991296 and having sole registration code 13533870. The Company's registered office is located in Romania, Prahova County, Filipeștii de Pădure village, Filipeștii de Pădure commune, 661 Str. Gării. The legal and commercial name of the Company is Cris-Tim Family Holdings S.A.. The telephone number at the Company's registered office is +40 752 747 846.

Rangeglow Limited is a company organised and operating under the Cyprus Companies Law. The Selling Shareholder was registered in Cyprus on 19 November 2008 under registration number HE 242147. The registered office of the Selling Shareholder is located at Kyriakou Matsi, 46, Office 101, 1082, Nicosia, Cyprus. The telephone number at the registered office of the Selling Shareholder is +357 2255 2255 5000.

D.3. Why was this prospectus drafted?

a) Use and estimated net proceeds

Assuming that all Offer Shares are placed, the Company estimates that, at the lower and upper limits of the Offer Price Range, the net proceeds for the Company would amount to approximately RON 99.64 million and approximately RON 105.73 million, respectively. The Company will not receive any funds from the sale of the Offer Shares by the Selling Shareholder in the Offering, except as described below.

The Selling Shareholder will use part of the proceeds from the Offering to repay loans granted by the Company in the amount of EUR 57,341,601, equivalent to RON 290,848,070 (including interest) accrued until 31 August 2025, (plus any additional amounts resulting from new loans, new drawdowns under existing arrangements, as well as interest accruals up to the date of the Prospectus, within the limit of the EUR equivalent of RON 306,000,000), following the reorganisation and consolidation of intra-group debts.

The Company will use the funds obtained from the Offering, i.e. both those obtained from the subscription of New Shares and those received from the Selling Shareholder as described above, for general corporate purposes, including supporting its investment plans.

b) Offering being subject to a placement or underwriting agreement

The Offering is not the subject of a placement or underwriting agreement by the Mandated Co-Arrangers on a firm commitment basis; accordingly, no part of the Offering is subject to any such agreement.

c) Disclosure of conflicts of interest related to the offering or admission to trading

Each of the Mandated Co-Arrangers is a full-service financial institution engaged in various activities, which may include the provision of investment banking, commercial banking and financial advisory services. In the ordinary course of business, the Mandated Co-Arrangers and their affiliates may have engaged in the past in

transactions with, and performed various investment banking, commercial banking, financial advisory and other services for, the Company, the Selling Shareholder and their respective affiliates, from time to time, for which they received customary fees and reimbursement of expenses. The Mandated Co-Arrangers and their respective affiliates may provide, from time to time, such services for the Company and the Selling Shareholder and their respective affiliates in the future in the ordinary course of business, for which they can receive customary fees and reimbursement of expenses. In the ordinary course of their various business activities, Mandated Co-Arrangers and their respective affiliates may hold a wide range of investments and may actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) in the Company, the Selling Shareholder and their respective affiliates for their own account and on behalf of their clients and may at any time hold long and short positions in such securities and financial instruments.

In addition, some of the Mandated Co-Arrangers or their respective affiliates are or may in the future be lenders, and in some cases agents or managers for lenders, under certain credit facilities and other credit arrangements of the Company, the Selling Shareholder or their respective affiliates. In their capacity as lenders, such lenders may, in the future, require a reduction of a loan commitment to the Company, the Selling Shareholder or their respective affiliates or impose incremental pricing or collateral requirements with respect to such facilities or credit arrangements in the ordinary course of business. In addition, some of the Mandated Co-Arrangers or their respective affiliates that have a lending relationship with the Company, the Selling Shareholder or their respective affiliates may customarily hedge their credit exposure to the Company, the Selling Shareholder or their respective affiliates in accordance with their customary risk management policies; such a typical hedging strategy would include such Mandated Co-Arrangers or their respective affiliates hedging such exposure by entering into transactions consisting of either the purchase of credit default swaps or the creation of short positions in the securities of the Company, the Selling Shareholder or their respective affiliates. The Mandated Co-Arrangers and their respective affiliates may also make investment recommendations and/or publish or express independent research opinions with respect to such securities or financial instruments and may hold or recommend to clients to purchase long and/or short positions in such securities and financial instruments.

In addition, some of the Mandated Co-Arrangers may enter into financing arrangements (including swap arrangements, warrants or contracts for differences) with investors, in connection with which such Mandated Co-Arrangers (or their respective affiliates) may, from time to time, acquire, hold or dispose of Shares. None of the Mandated Co-Arrangers intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

RISK FACTORS

The Offering and an investment in the Offer Shares involve a high degree of risk. Before making a decision to invest in the Offer Shares, you should carefully consider the following information about these risks, together with the other information included in this Prospectus, including in the Audited Consolidated Financial Statements or the Condensed Interim Financial Statements. Any of the following risks, individually or together, could have a material adverse effect on the business, financial condition and results of operations or prospects of the Company, which could cause the trading price of the Shares to decline, and you could lose all or part of your investment.

The Company has described the risks and uncertainties that its management believes are material at the date of this Prospectus, but these risks and uncertainties may not be the only risks and uncertainties the Company faces. Additional risks and uncertainties, including those of which the Issuer is not presently aware or which the Issuer considers immaterial, could have the effects described above. Prospective investors should be aware that the value of the Offer Shares and any income therefrom (if any) may decrease as well as increase and that investors may not recover their initial investment. Thus, potential investors should apply special care when assessing the risks involved and should decide, individually, if such an investment is appropriate considering these risks.

The risk factors set out in this document are organised into categories according to their nature (with the most significant risk factor being listed first in each category based on the Issuer's current assessment of the likelihood of its occurrence and the expected magnitude of its adverse impact). The order in which the other risks are presented does not necessarily reflect the extent to which they are likely to occur or the relative magnitude of their potential material adverse impact on the Company's business, results of operations, financial position and prospects.

Risks relating to the industry in which the Company operates and the impact they may have on it

Risks due to the general economic situation, consumption and distribution channels

The Company's situation could be affected by the situation of the national and international food market. Specifically, it is affected by the following market trends: (i) a slowdown in consumption and a tightening of shopping spending (ii) a consistent increase in the consumption of private labels and cheaper product categories (to the extent that the Issuer does not adapt its business strategy to market trends); (iii) an increase in the concentration operations of large retail chains in the modern trade channel, which means an increase in their bargaining power with supplier companies, (iv) an overall increase in prices, which leads to an overall increase in the Company's costs and (v) government interventions with respect to price caps on certain products or product categories, i.e. restrictions on the import of raw materials.

The structure of the fast-moving consumer goods retail sector is constantly changing. Retail chains operating globally are seeking new markets and competition between them is intense.

The combination of a concentrated trading environment and market consolidation is helping to reduce the number of brands sold by some retailers. In parallel, the supply of retailers' own products, usually at lower prices, is increasing. For a food industry company such as the Issuer, structural changes in retail can have a significant impact on the way it does business, potentially meaning increased buying and bargaining power for retailers and leading to increased competition from private label products and pressure on private label production which can ultimately lead to lower sales and trading margins.

Also, the diversification of distribution channels, such as the rise of online commerce and digital platforms, is changing market dynamics. Online retailers are putting pressure on traditional retail, and this effect is spilling over to manufacturers. The Issuer must adapt to these changes, be able to quickly adjust its pricing strategy and optimize its costs to remain competitive.

Risks arising from the effect of raw materials, i.e. meat, price fluctuations

The price of meat, the main raw material, which accounted for approximately 43% of the income derived from customer contracts related to the Cold cuts business line in 2024, can vary significantly. These variations are generally driven by various factors over which the Company has no control, including pandemics, regulatory changes or as a result of geopolitical conditions. The price of pork, the raw material with the highest share in expenditure on raw materials, can vary over the course of a year by more than 20%, which can result in increased raw material acquisition costs for the Issuer.

In connection with the above, it should be noted that in Europe there is no possibility of hedging price variations, as there are no futures contracts or other markets on which such similar transactions can be carried out. In this respect the ability that operators can rely on to pass on meat price increases or decreases to the market varies enormously depending on the specific characteristics of the markets in each country in which the Company is present. The lack of financial hedging instruments and the spot commodity trading model mean that in all the markets in which the Company operates, the prices of processed products increase when the price of the raw material rises significantly.

Therefore, a sudden and sustained increase in raw material prices may force the Issuer to adjust its product mix, reduce costs or identify new sources of supply, which may result in a temporary decrease in operational efficiency and perceived quality for consumers. Price volatility in raw materials represented by meat therefore has the potential to adversely affect the Company's production costs, profit margins and, in the long term, its competitiveness and market position.

The Company may face increases in labour and employment costs

The Company's labour and employment costs may increase in the future or may increase more rapidly than expected as a result of minimum wage increases, increased labour activism, government decrees and changes in social security contribution and pension rules designed to reduce government budget deficits or increase employee benefits. The Company may not be able to offset increases in labour and employment costs by increasing productivity or by passing such increases on to its customers. If labour and employment costs increase in the future, the Company's operating costs will increase, which could, if the Company is unable to recover these costs from its customers through increased selling prices or offset through productivity gains or other measures, have a material adverse effect on the Company's business, financial position and results of operations.

The Company may not be able to hire or retain sufficient qualified personnel, including members of the senior management team

The operational success of the Company and its ability to realize its development plan depends on the skills, competencies and experience of senior management and other key employees. The Company's senior management has a significant degree of involvement in the day-to-day operations and is, at the same time, required to make strategic decisions, ensure their implementation, manage and oversee the Company's development. Experienced and competent staff is hard to find, and the Company faces significant competition in recruiting such staff. The loss or departure of any member of the Company's management team could have a material adverse effect on the business, prospects, financial position and results of operations and the Company may not be able to attract and retain individuals with a similar level of experience or expertise.

Any inability of the Company to hire or retain a sufficient number of experienced, capable and reliable employees, particularly those in management positions with appropriate professional qualifications, or to recruit or retain technically and professionally qualified personnel at the pace of the Company's growth could result in a decreased focus on organisational priorities, poor execution of operations, an inability to identify and execute potential strategic initiatives such as capacity expansion or even higher costs if the Company is forced to outsource some of its activities. The occurrence of any of these events could have a material adverse effect on the Company's business, financial condition and results of operations.

Risks arising from food safety and foodborne diseases or product mislabelling

The Company's operations, including production facilities, transport vehicles and products, are subject to extensive regional and national laws, rules, regulations and standards of hygiene and quality regulation in food safety and supervision by authorities in the processing, packaging, labelling, storage, distribution and advertising of products. It should be noted that the Company is subject to numerous regulations in its production plants related to food safety, including regular inspections.

Although the Company ensures that its raw material suppliers provide quality products, with the raw material being accompanied by documents attesting to the origin and conformity of the products, its activity is subject to animal health and disease risks. These diseases could adversely affect production, raw material supply and consumer confidence. Some of these diseases may result in the slaughter of significant numbers of animals to prevent their spread, as well as increased restrictions on the export or import of animals or meat products between countries, which may affect the volume and price of supply and, therefore, have a material adverse effect on the Company's business, financial position, results of operations and prospects.

Incidents related to food safety, foodborne illness or product mislabelling may materially adversely affect the Company's business, exposing it to product complaints, product recalls or regulatory enforcement actions, increasing operating costs, harming its reputation and business and reducing demand for its product offers. Selling food or other products for human consumption carries inherent legal risks and there is increasing government scrutiny and public awareness of food safety. Unanticipated side effects, illness, injury or death related to allergens, foodborne illness or other food safety incidents (including food tampering or contamination) caused by products sold by the Company or involving suppliers that provide ingredients and other products to the Company could result in discontinued sales of such products or relationships with such suppliers or could result in increased operating costs or reputational damage.

In addition, the actual or perceived sale of contaminated food or other products to customers could result in criminal or civil liability and could expose the Company including to consumer class action lawsuits.

Any claims brought against the Company may exceed the scope or limits of its existing or future insurance policies. Any judgment against the Company that exceeds its policy limits or is not covered by its policies or is not subject to insurance would be payable from its cash reserves, which would reduce its capital resources. The settlement or outcome of any lawsuit or claim against the Company could have an adverse effect on the Company's financial position and future prospects.

The occurrence of foodborne illness or other food safety incidents could also adversely affect the price and availability of affected ingredients, resulting in higher costs, supply disruptions and reduced sales. Even if an event causing a recall proves to be unfounded or a product liability claim against the Company is unsuccessful or not fully pursued, food recalls could result in significant losses due to their cost, destruction of product stock, lost sales due to product unavailability for a period of time, as well as the potential loss of existing customers and a potential negative impact on the Company's ability to attract new customers due to negative consumer experiences or as a result of a negative impact on its brand and reputation.

In addition, violations of regulations imposed by authorities (e.g. National Sanitary Veterinary and Food Safety Authority - ANSVSA) may result in sanctions, product recalls or even temporary closure of production facilities, which may interrupt the production flow, lead to short-term loss of revenue and affect the Company's ability to fulfil orders to customers and distributors.

Risks related to changes in consumer behaviour

One of the challenges in the food manufacturing industry is predicting consumer needs, preferences and behaviour. These needs are influenced by social changes such as fluctuations in purchasing power and the age structure of consumers.

Additionally, shifts in how consumers purchase food, as well as the emergence of new purchasing channels such as e-commerce and other similar channels, can impact the Company's market position.

Food selection criteria other than price, domestic origin and taste, which remain the most important, are becoming increasingly diverse. Health- conscious thinking has been a growing trend in the consumer market in recent years and some consumers avoid all meat products for ethical, environmental or other reasons. The number of such consumers may increase in the future, and the segmentation of consumer groups may continue to make it even more difficult to predict consumer preferences.

The Company is thus exposed to a high level of uncertainty generated by the dynamics of consumer preferences and behaviour, which makes it more difficult to anticipate demand and may affect the stability of sales. In the absence of continuous responsiveness and innovation, these changes could reduce competitiveness and have a negative effect on the Company's financial situation and future prospects.

The Company's efforts to retain existing customers and attract new customers may not be as effective as they have been to date, or it may be subject to reputational damage caused by internal or external factors

The Company has invested significantly in the development and commercialisation of its brand, which the Company considers to be a significant asset, as the notoriety of its brand is closely linked to the market's perception of the quality of the Company's products and services.

If the Company does not promote and support its brand through marketing and other tools, it may fail to retain existing customers or attract new customers to maintain or grow the Company's business.

If the Company's customers are dissatisfied with the quality of the Company's products or the customer service they receive and their overall experience, they may reduce or discontinue purchasing the Company's products, which would have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Furthermore, if the Company failed to adequately address any product liability claims (for any reason) or any actual or alleged problems with its products (including the availability, quality, variety and value for money of its products), its customer service or the efficiency of its logistics operations, then its brand could suffer reputational damage (such as negative publicity, negative ratings and reviews or negative social media comments).

The Company's reputation may also be adversely affected if third parties with whom the Company has contractual relationships, including its suppliers and customers, fail to maintain high ethical, social and environmental standards, comply with local laws and regulations, or are subject to other negative events or negative publicity. In addition, the widespread use of digital and social channels has greatly increased access to information and the speed of its dissemination. Negative publicity, posts or comments on social media about the Company, the products sold by the Company, including any ingredients used in the Company's products, or the Company's employees, whether true or not, may damage the Company's brands and reputation.

The failure to manage reputational risks for any reason could have a material adverse effect on the Company's business, prospects, financial condition and results of operations, its business relationships with its partners and could affect the successful implementation of its business plan.

The Company relies on its production units and their uninterrupted operation

The Company relies on the uninterrupted operation of its production units and distribution centres. If any key production unit is destroyed, shut down or experiences a temporary halt in operations for any reason, if its equipment is significantly damaged, or other production disruptions occur, this is likely to cause delays in its ability to produce and distribute products as scheduled. Additionally, factory upgrades or service disruptions may pose risks of malfunctions or delivery delays. Such disruptions and delays in product delivery may lead to lost sales and incur additional expenses and the Company's business, results of operations and/or financial condition could be materially adversely affected.

Risks related to processing, storage and transportation of goods

The Company's processing and storage facilities are exposed to certain risks and hazards, including environmental accidents, technical failures, theft, vandalism and terrorism. Additionally, the Company relies on trucks, other utility vehicles and other systems to deliver its goods to market. Disruptions to these transportation services due to weather conditions, key equipment or infrastructure failures, strikes or other events could temporarily impair the Company's ability to supply goods to its customers thereby negatively impacting the Company's operations.

The storage of goods and raw materials involves significant risks associated with the storage environment, including temperature, humidity, pests and disease. Also, the transportation and storage of certain goods and raw materials involve significant hazards that could result in fires, explosions, waste spills, and other unexpected and/or dangerous situations. Occurrence of any of these events could result in in significant direct or indirect negative effects, including damages, claims and compensation, remediation costs, or negative publicity concerning the Company's business.

If any of these risks materializes, the Company's business, operating results and/or financial condition could be materially adversely affected.

The Company is subject to volatility in transportation and logistics costs

The Company's internal transportation is carried out using its own land transportation fleet, respectively using the network of exporters in the case of transportation outside Romania. Consequently, the Company is subject to fluctuations in transportation prices and logistics and maintenance costs, as well as fluctuations in fuel prices, which in turn may have an impact on the Company's operating results. Transportation and logistics costs for freight are typically market driven and are highly cyclical. Transportation and logistics costs are relevant to the Company's results, and their volatility can reduce the profit margins of the services provided by the Company, affect the supply chain and create financial uncertainties for the Company, limiting its ability to react quickly to changes in the market and maintain competitive prices for consumers.

The quality of the Company's products may deteriorate at various stages of its supply chain

The Company's products are subject to quality deterioration during storage and transportation. Each of the Company's products has different physicochemical characteristics and requires different types of storage, handling and transport. For example, the products are sensitive to the external environment, and their quality may significantly deteriorate during storage or transport in the event of high temperatures. The realizable value of the Company's products decreases as quality deteriorates due to poor or inadequate quality management.

Deteriorations in the quality of the Company's products, as well as any deviations from food safety standards, such as improper handling of meat or failure to comply with temperature regulations, may lead to reputational risks and/or influence consumers to turn to competitors' products, which would adversely affect the Company's business, results of operations and/or financial condition.

The Company relies on third party suppliers

The Company relies on a variety of third-party suppliers of products and services in conducting its operations. In particular, it relies on suppliers of meat and other raw materials, on providers of logistical services for the transportation of procured raw material and for the transportation of its goods out of the country, on companies providing security and cleaning, for IT and software maintenance, for maintenance services for machinery and equipment in the Company's factories or repairs to vehicles in the Company's own fleet, and on specialised laboratories for the purpose of performing analyses on incoming raw materials.

While the Company has not encountered any significant problems or disputes in the past with suppliers that have caused major disruptions to the Company's operations, any such incidents that may arise in the future could result in the interruption of the supply of the Company's products if a supplier fails to fulfil its obligations or if the Company is no longer able to utilize its services (and is unable to replace its service providers with others offering products and services of the same quality) which could result in a material adverse financial impact on the Company. Other negative impacts on the Company could include unexpected costs to the Company or lower levels of efficiency or damage to the Company's assets.

The Company could also be vulnerable to high price/fee demands from third-party suppliers, as it may be difficult to identify suppliers of the same quality products and services for essential raw materials and services and, even if identified, the process of replacing suppliers could require substantial resources and cause disruption to the Company's operations.

Any problems with or increased costs of suppliers of raw materials and services could have a material adverse effect on the Company's business, results of operations and financial position.

Revenues and results of operations are subject to seasonal trends.

The Company experiences industry-specific seasonal fluctuations in its operations, such as a significant increase in operations from July through October, with the highest level of sales occurring in August (9.5% of annual sales) Typically, there is a decrease in sales in December, due to the increase in traditional or artisanal products, followed by a decrease in January and February after the New Year's holidays. Sales increase starting July, with peaks in August thanks to higher consumption during the holiday period and later in September due to the start of the school year. In 2024, approximately 47.2% of client contracts revenues were attributable to the first half of the year and 52.8% to the second half of the year. Poor trading performance in a single month or season, due to failure to adjust the product mix for the relevant period or otherwise, may adversely affect results for the full year and may leave the Company temporarily with excess stock that is then difficult to liquidate. Although the Company applies plan production models, stocks and resources to effectively manage these fluctuations in the Company's financial performance driven by seasonal trends, delayed or defective adaptation of models to these trends may adversely impact the Company's long-term revenue stability and financial results.

Legal and regulatory risks

The Company is subject to significant regulatory requirements and is required to comply with applicable regulations, which may result in higher-than-expected compliance costs

Violations of the laws and regulations applicable to the Company, including specific environmental requirements, or violation of any conditions of the Company's licenses or permits or environmental damage may result in fines

or legal proceedings (civil and/or criminal) initiated against the Company or other sanctions imposed on the Company (such as suspension and/or withdrawal of relevant licenses).

The Company may have in the past or may in the future violate applicable legal requirements imposed by the relevant authorities; in addition, the Company sometimes disagrees with the way in which various legal provisions are interpreted or applied by regulatory authorities. Moreover, different regulatory authorities may interpret the applicable legal provisions differently, leading to inconsistencies in the application of the relevant legal provisions. From time to time, the Company may challenge various regulatory decisions in the course of its business, which may affect its dealings with regulators. In addition, competent authorities have the right to conduct inspections and frequently conduct such periodic inspections in connection with the Company's operations throughout the year. Any such future inspections may lead to the conclusion that applicable laws, decrees or regulations have not been complied with, and the Company may be unable to rebut any such conclusions or remedy alleged violations.

The Company's costs of complying with current and future regulatory requirements, including any more stringent climate change mitigation and adaptation regulations, as well as any loss of important licenses or operating permits could have a material adverse effect on the Company's business, results of operations, financial position and prospects.

The Company may not be able to maintain or obtain the necessary licenses, permits and approvals required for its business

The Company's operations require certain licenses, permits and regulatory approvals, which may be subject to certain conditions. Although the Company has been successful in the past in obtaining and maintaining such licenses, permits and approvals when necessary, in the future, the relevant authorities may not issue or extend such licenses, permits or approvals at all or may not be able to issue or extend such licenses, permits or approvals in a timely manner or on terms acceptable to the Company. The loss of any of its licenses, a temporary suspension thereof, a breach of the terms of a license by the Company, or the failure to obtain any additional licenses required in the future for any reason could have a material adverse effect on the business, results of operations and/or financial condition of the Company.

Failure to comply with occupational health and safety legislation could adversely affect the Company

The Company, and particularly its employees, carry out activities subject to complex and detailed regulations regarding occupational health and safety, as well as extensive internal procedures of the Company.

Failure to maintain and implement effective occupational health and safety management and governance could result in significant costs due to personal injury, workplace health and safety issues and possible disruption of services to the Company's customers. It may also lead to claims and fines for employees and third parties or other penalties for breaches of legal requirements. Criminal sanctions could be initiated against the Company, its directors and employees, all of which may damage the reputation of the Company. At the same time, the possible poor state of the Company's workforce, caused by poor management of occupational health and safety, could lead to increased absenteeism and reduced levels of performance, which in turn could affect the Company's operational results.

The Company could be exposed to personal data leaks and personal data security breaches

The Company collects, stores and uses commercial or personal data relating to customers or employees and contractual partners, which is under contractual or legal protection at national and European level. Although the Company aims to implement preventive measures to protect customer and employee data in compliance with applicable legal requirements, possible leaks, breaches or other non-compliance with personal data protection legislation may occur in the future or may already have occurred.

Regulation (EU) 2016/679 of the European Parliament and of the Council on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "**GDPR**") does not specifically stipulate what technical and organisational measures should be implemented by a controller, but sets a relatively high standard for the security measures that should be designed and implemented to avoid personal data breaches. The GDPR provides that a controller can be fined not only for the existence of a data breach, but also for failure to comply with its obligation to implement adequate measures in relation to security risk management.

If data protection breaches occur, they may result in fines on the Company (which may be as high as the greater of 4% of annual turnover or €20 million), claims for damages, prosecution of employees and managers,

reputational damage and loss of customers, with a potentially material adverse effect on the Company's business, prospects, results of operations and financial position.

Risks arising from improper waste management

The Company's activity involves the generation of waste resulting from production, packaging and distribution processes, and a significant risk is the possible mismanagement of this waste. Failure to comply with legal regulations on waste collection, sorting, storage and disposal can lead to sanctions from environmental authorities, damage to the Company's reputation and increase operating costs. In addition, delays or shortcomings in implementing sustainable waste recovery solutions (recycling, reuse, transformation into energy) may jeopardize the environmental objectives of the Company and negatively influence the perception of investors and business partners.

The Company may be affected by adverse changes in tax systems or unfavourable decisions by tax authorities or changes in tax treaties, laws or interpretations

The Company is subject to various taxes, duties and other governmental impositions, such as corporate income tax, value added tax or social security contributions. In Romania, tax periods last 5 years. The last tax inspection of the Company took place in 2020, which was a general inspection.

Tax laws and regulations may be subject to change, and the interpretation and application of tax law may also be subject to change.

There have been relatively frequent significant changes in the tax system in Romania, which creates significant tax uncertainties. Frequent changes in tax laws and contradictory or ambiguous and frequently changing interpretations by the tax authorities are difficult for the Company to predict and, therefore, the Company may be unprepared for such changes. Differences between the results of interpretations given by the tax authorities and the Company's interpretations or assumptions, or future changes in such interpretations or assumptions, could result in future adjustments to recorded taxable income and expense and could result in interest and penalties for late payments.

The Company may face increases in taxes payable if tax rates increase or if tax laws or regulations are changed by the relevant authorities in an adverse manner.

Such changes in taxes or the imposition of penalties could have a material adverse effect on the Company's cash flows, business, prospects, results of operations and financial position for any affected reporting period.

The legal framework in Romania is evolving, which could create an uncertain environment for economic activity and investment

Uncertainties relating to the legal and judicial system in Romania could have a negative effect on the economy and thus create an uncertain environment for investment and economic activity. The legal system in Romania has undergone dramatic changes in recent years as a result of its accession to the European Union (the "**EU**") and in general to harmonize with that of countries with more developed legal systems. In many cases, the interpretation and procedural aspects of the new legal and regulatory systems are still being developed, which may lead to the enactment of new laws, amendments to existing laws, inconsistent application of existing laws and regulations, and uncertainty as to the application and effect of new laws and regulations. In general, in civil law jurisdictions such as Romania, judgments do not have a precedent effect or have a limited precedent effect and therefore courts are not bound by previous judgments rendered in identical or similar situations, which may lead to an inconsistent application of the law in the resolution of identical or similar disputes. In addition, in certain circumstances, legal remedies provided by the relevant laws and regulations may not be available in a timely manner or at all.

The credibility of the system may be jeopardised by questions raised about the integrity of public officials and public dignitaries, as well as by high-level corruption. The lack of legal certainty or the failure to obtain timely and effective legal remedies, as well as any of the above issues affecting the legal system in Romania, may have a material adverse effect on the Company's business, financial position, prospects and results of operations.

The Company is or may in the future be subject to legal proceedings, and unfavourable court decisions may result in fines, indemnification obligations or other sanctions, which may generate negative publicity for the Company and have a material adverse effect on the Company's financial position

The Company is involved and may in the future be involved in litigation in the ordinary course of business, which may result in claims, fines or other sanctions against it. The Company may be severely affected by other contractual or non-contractual (including administrative and other public law matters) claims, claims and litigation, including from contractual partners, customers, competitors or regulators, and other adverse publicity that may be incurred.

The outcome of legal, administrative and regulatory proceedings cannot be predicted with certainty. Even if such proceedings are ultimately resolved in the Company's favour, they may divert a significant amount of the Company's resources and employee time or result in adverse publicity, to the detriment of the Company's business and reputation. In addition to the potential financial exposure that the Company may face in connection with such proceedings, any litigation, whether successful or unsuccessful, could materially harm the Company's reputation in the marketplace or its relationships with its customers or suppliers, and litigation proceedings or transactions may involve internal and external costs that may, even in the event of the successful completion of a relevant proceeding, not be fully reimbursable, divert executive management time or utilize other resources that would otherwise be used in the Company's business. Each of these additional consequences of litigation could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

The Company may be unable to detect or prevent unethical conduct or violations of applicable anti-corruption laws by its employees, contractual partners or other third parties

The Company has implemented its own policies, procedures and monitoring and control systems with respect to compliance with anti-corruption, anti-money laundering and economic sanctions regulations, and has an internal code of business conduct in place. The internal controls implemented to prevent and detect violations of these policies and procedures may be circumvented by individuals responsible for performing the assigned internal controls. There can be no assurance that employees, counterparties or other third parties involved in the Company's activities will not violate its compliance policies and procedures or any other applicable laws in the future that could implicate the Company, and the Company may not always be able to detect or prevent any such misconduct or violation of laws, including anti-corruption laws.

Any such incidents of unethical conduct or non-compliance with applicable laws may result in significant losses for the Company, expose it to substantial fines, prevent it from participating in certain projects or activities, lead to a loss of public and/or contractual counterparty confidence in the Company, or otherwise result in other adverse consequences, including, but not limited to, the termination of certain business functions or existing contracts which, in turn, could have a material adverse effect on the Company's business, results of operations and financial condition.

Risks related to the Company's business

The Company may be unable to successfully implement its business strategy and capital investment plans

The Company's future financial performance and success depend on its ability to implement its business strategy and manage growth and expansion successfully. This is based on certain management assumptions and projections of anticipated developments. Achieving such growth and expansion also requires significant managerial, financial and operational resources. The Company's future operating results depend significantly on its ability to continue to implement, develop and improve its operational, financial and information technology systems in a timely manner, to implement adequate internal control over financial reporting and information delivery controls and procedures, and to expand, train, incentivize and manage key management personnel and workforce. However, there can be no assurance that the Company will be able to successfully implement its strategy or that this will sustain or improve and will not adversely affect the Company's results of operations. At the same time, historical revenue growth or expansion of operations may not be indicative of future performance and the Company may not achieve its growth targets.

Inability to successfully manage growth and expansion projects due to any of these or other factors may result in increased costs, reduced quality of service, resulting in decreased profitability, which may materially adversely affect the Company's prospects, business, financial position and results of operations.

The Company's potential investments and acquisitions may not achieve the expected results and may involve risks or uncertainties

The Company is pursuing a development strategy that may involve investments and/or acquisitions, which may include participation in the multi-year national program Investalim ("**Investalim**"), in order to develop and modernize the Issuer's production capacities.

There is a risk that in the future the Company may not be able to identify other suitable opportunities for acquisitions or investments, that such transactions may not be successful or that the Company may not be able to complete any such transactions on acceptable terms and conditions due to lack of sufficient financing or for other reasons. The Company's ability to effectively integrate and manage the acquired businesses and to manage any future growth will depend on a number of factors, including the size of the acquired businesses, the quality of the acquired management, the nature and geographic locations of their operations, and the complexity resulting from the integration of their operations. The Company may face significant unforeseen difficulties when undertaking potential transactions, such as increased demands on management time and higher integration costs or unanticipated due diligence risks. Accordingly, there can be no assurance that any future acquisition will result in benefits that would be sufficient to justify the expenses incurred by the Company. If the Company's acquisitions or investments are unsuccessful, it may result in the loss of all or a portion of its investment and, as a result, its business, financial position, results of operations and prospects could be materially and adversely affected.

The Company's operations requires ongoing maintenance, as well as modernisation and replacement of components and/or elements of its infrastructure

The Company owns and/or operates significant infrastructure and therefore must maintain, upgrade and replace certain components, facilities and elements of such infrastructure periodically to be able to provide its services in a competitive and cost-effective manner, all equipment used in the production processes having annual maintenance plans. Such modernisation and maintenance require both management attention and periodic capital investment, which may exceed estimates or available capital.

In addition, damage to portions of the Company's infrastructure, either as a result of routine wear and tear or as a result of adverse weather events, natural or man-made actions and disasters or technological developments may result in the repair or replacement of some or all of the infrastructure. If the Company is unable to make such repairs or replacements or can do so but at significant cost, the Company's operating expenses and capital expenditures could increase significantly and, as a result, the Company's business, results of operations, financial positions and prospects may be materially adversely affected.

The Company is exposed to risks associated with the use of information technology (IT) systems in its operations

The efficiency of the Company's business depends to a significant extent on its IT systems, as the Company increasingly relies on such systems to manage its operations efficiently, as well as for internal and external communication. Accordingly, the Company is increasingly exposed to the risks of network outages or other IT failures, cybersecurity breaches, unauthorised or unintentional publication of data from causes such as cybercrime and general IT systems failures, which can significantly affect the Company's operations and ability to generate revenue.

Unanticipated IT problems, system failures, malware, intentional/unintentional misuse of the Company's networks or other failures, as well as the expiration, termination or cancellation of agreements with the Company's key IT vendors may result in the failure to maintain and protect data (including Company customer data) in compliance with applicable requirements and regulations and may affect the quality of the Company's services, compromise the confidentiality of its data (including Company customer data) or cause the termination of services, which may result in fines and other penalties. To the extent that any failures in the Company's IT systems compromise its ability to meet customer needs, this could result in loss of customers.

Information security risks have generally increased in recent years, in part due to the proliferation of new technologies, increased sophistication and the activities of the perpetrators of cyber-attacks. As cyber threats continue to evolve, the Company is investing additional funds to continue to improve its information security measures and to be able to promptly investigate and remediate any information security vulnerabilities. However, the Company may fail to implement necessary updates/upgrades in a timely manner, or such updates/upgrades may not function as planned. A technological failure could pose risks to the integrity, quality or competitiveness of the Company's products or services.

The Company's current insurance may not be sufficient to cover all potential losses

In the event that a significant occurrence affects the Company and/or its assets (such as adverse weather conditions, natural or man-made disasters, any other disruptions), the Company could suffer substantial property losses and significant business disruptions for which it may not be compensated. In addition, depending on the severity of the damage, the Company may not be able to rebuild or replace such damaged property or assets in a timely manner or at all. In addition, some risks may not be insurable in all circumstances, or, in certain circumstances, the Company may elect not to obtain insurance to protect against specific risks due to high premiums associated with such insurance or for other reasons. Payment of such uninsured liabilities would reduce the funds available to the Company. In the event that the Company experiences a significant occurrence that is not fully insured or if the insurer covering such event is not solvent, the Company could be required to use funds related to capital investments or other uses to cover its liability for such events. Any such loss or third-party claim for damages could have a material adverse effect on the Company's business, results of operations, financial position and prospects.

Risks arising from foreign exchange rate fluctuations

The Company purchases its main raw material - pork carcasses - through imports, making payments in euros, while sales of the finished product are mainly conducted on the domestic market, in Romanian lei. In the event of a significant depreciation of the Romanian leu against the euro, the purchase costs of raw materials may increase considerably, without the ability to fully pass these costs on to the selling price of the products. Such developments may lead to a compression of the profit margin and, consequently, to a negative impact on the Company's financial results.

In 2025, the EUR/RON exchange rate continued to follow a moderate upward trend. This development was influenced by factors such as persistent inflation, the monetary policy of the National Bank of Romania, the widening trade deficit and geopolitical uncertainties in the region. Although the NBR maintained high interest rates to limit the depreciation of the Romanian leu, external pressures and domestic economic imbalances contributed to a more volatile exchange rate than during the previous years. Against this backdrop, risks arising from exchange rate fluctuations remain significant for the Company, particularly in relation to the acquisition costs of imported raw materials, which may adversely affect profit margins and financial results.

Risks related to the availability of energy sources

The Company's operational activity involves the use of facilities and equipment that require controlled temperatures, both in the production and storage processes. These processes involve significant electricity consumption. In the absence of alternative sources of power (such as stand-by generators with extended back-up autonomy), interruptions in the electricity supply can lead to damage to stocks, disruption of production and, consequently, financial losses. Thus, the continuity of operations is conditional on the constant availability of energy, and any malfunction in this respect may adversely affect the Company's financial performance.

Macroeconomic and geopolitical risks impacting the Company

Business conditions and the general economy

The Company's financial and operational performance is closely linked to general economic conditions and the business climate, both domestically and internationally. As a manufacturer of food products, the Company is exposed to economic fluctuations that can influence customer consumption behaviour, the cost of raw materials, and the stability of its supply chain.

Recent international events have led to an increased risk of a rapid deterioration of investor confidence in emerging economies (such as Romania), the most important of which are: (i) heightened global geopolitical tensions, (ii) the United Kingdom’s departure from the EU, (iii) the COVID-19 pandemic, (iv) the ongoing armed conflict in Ukraine and (v) the new conflict between Israel and Hamas, respectively Iran. In this context, the moderation in the pace of growth of international trade, economic developments in major emerging countries (in particular China) and the persistence of problems encountered by advanced countries in resuming economic growth, contribute to increased uncertainties about future developments in the global economy, with implications for the volatility of capital flows. All these economic conditions may affect the purchasing power of consumers and lead to a fall in demand for the Company's products.

Following a period of historically low interest rates (as governments around the world pursued expansionary monetary policies to mitigate the economic and social impact of the COVID-19 pandemic), the trend has reversed amid rising global inflation rates which has triggered a rapid increase in interest rates, which could have a negative impact on the economy.

In the event of a significant deterioration in business conditions or in the general economy, the Company's financial results, growth prospects and shareholder value could be adversely affected, with a direct impact on the Company's profitability and attractiveness to investors.

Hostilities in neighbouring countries, such as the military actions of the Russian Federation ("Russia") in Ukraine or other Eastern European states, may adversely affect the Romanian economy

Some Eastern European countries have experienced hostile situations with neighbouring countries (such as the war between Russia and Ukraine). The political and military instability in the region caused by the Russian invasion of Ukraine in February 2022, preceded by the loss of control of the Crimean Peninsula to Russia and the conflict in eastern Ukraine with pro-Russian separatists in 2014 may lead to significantly unfavourable economic conditions, social unrest or large-scale military confrontations in the region or elsewhere. The actions of Russian military forces in Ukraine have escalated tensions between Russia and the United States, the North Atlantic Treaty Organisation (the "**NATO**"), the European Union (the "**EU**"), and the United Kingdom to an unprecedented level. The US, the EU and the UK have imposed and are likely to impose significant additional financial and economic sanctions and export controls against certain Russian organisations and individuals. The effects of these actions have caused and may continue to cause significant negative disruption.

The effects are largely unpredictable and may include a significant adverse effect on Romania's economic and financial stability, either directly or indirectly. The effects of a military conflict are highly unpredictable and may have highly significant adverse effects on the Company's operations, the entire economy of Romania or Europe as a whole and may include substantial increases in energy prices, reduced investment due to uncertainties, additional economic sanctions that may have a negative impact on the economies in which the Company operates, significant currency fluctuations, trade and capital flows or changes in raw material prices.

Further political conflicts, reciprocal or unilateral embargoes and bans, military activities, separatist activities or terrorist attacks in the future could further influence the economies of Eastern European countries by disrupting communications, making travel more difficult and discouraging foreign investment. Such political tensions could amplify the perception that investing in companies in the Eastern European region involves a higher degree of risk. These and other unanticipated negative unforeseen effects of crisis situations in the region could have a material adverse effect on the Company's business, prospects, results of operations and financial condition.

The Company is dependent on economic, demographic and market developments in Romania and other international markets where it exports its products

The Company conducts its production activities in Romania and therefore may be affected by events or market developments in that country or neighbouring countries. Fluctuations in economic activity in Romania may affect the Company's operations and revenues. Increases in sovereign debt and/or fiscal deficits or stagnation/decreases in the level of Gross Domestic Product (the "**GDP**") in Romania may result in downgrades of the country's credit ratings or default, indirectly affecting the ability of the Company or its customers or contractual partners to meet their payment obligations or collect receivables, potentially affecting the Company's financial position. In addition, matters affecting the European Union, such as immigration in general, as well as events such as the exit of the United Kingdom (where many Eastern European citizens are also currently employed) from the European Union or the exit of another EU Member State have triggered and may in the future trigger an increase in the unemployment rate or may affect purchasing power in the Eastern European region, including Romania, indirectly affecting the Romanian food industry.

Global economic factors, such as the COVID-19 pandemic, which has led to increased budget spending, inflation, interest rate hikes and commodity price crises, have in the past and may in the future significantly affect the prospects for Romania's economic output and labour markets, consumer purchasing power and access to finance. In the absence of continued support from the Romanian Government, unemployment rates may increase, businesses may face payment defaults and insolvencies, and economies could face prolonged slowdowns and declines in growth, which could affect demand for the products and services provided by the Company.

Deteriorating economic conditions in Romania or globally, resulting in an increase in unemployment or a decline in real incomes, could have an adverse effect on the financial condition of the Company's customers and other

contractual partners and their ability to fulfil their contractual obligations to the Company. These developments could in turn have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

Political and economic uncertainty could adversely affect the value of investments in Shares

In its recent history, Romania has undergone significant changes. Numerous political and economic reforms have taken place, but Romania's economy still has structural weaknesses. These include dependence on manufacturing exports, an ageing population that will require higher government spending on social services in the future and, historically, a current account deficit, as well as delayed absorption of EU funds and the lack of certain key reforms, each of which could affect Romania's creditworthiness.

Moreover, Romania has experienced periods of significant political instability. Especially in recent years, the political environment in Romania has been unstable, dominated by political conflicts and under significant pressure from massive street protests. Conflicts between the Government, Parliament and the President may lead to political and social unrest, which could impede policymaking and slow down economic development and institutional reforms.

In addition, the Romanian economy is one of the largest beneficiaries of the EU's Recovery and Resilience Facility (the "**RRF**"). Countries benefiting from the RRF will see increased investment projects, direct and indirect stimulus to lending activity, which will lead to economic growth. Development success under the RRF depends on timely reforms and the use of funds available under the program. Stagnation of reforms and lack of absorption or suspension of RRF funds may lead to sub-optimal growth outcomes for the Romanian economy compared to what is expected to be achievable in the medium term.

Eastern European countries are subject to greater risks than more developed markets, with potential adverse effects arising from legal, economic, fiscal and political developments

Investors in emerging and frontier markets, such as Romania, should be aware that these markets are subject to higher legal, economic, fiscal and political risks than mature markets and to rapid and sometimes unpredictable changes. In general, investing in securities of issuers with substantial operations in emerging or frontier markets, such as the Eastern European region, involves a higher degree of risk than investing in securities of issuers with substantial operations in Western European countries or other similar jurisdictions. Changes in the economic and political situation in one emerging or frontier market country may have a negative or indirect impact on the economic and political situation in other emerging or frontier market countries. For example, changes in fiscal and economic policies in Romania may have an impact on the Company's ability to maintain its long-term business plans. As in the past, volatility in financial markets leads to an increase in the perceived risks associated with investments in emerging economies and could therefore reduce foreign investment in Romania. In this event, the Romanian economy could face serious liquidity problems, which could lead, among other things, to higher tax rates or the imposition of new taxes, with a negative impact on the Company's business, results of operations and financial condition.

For instance, Romania experienced several fiscal changes in 2024 and, among other things, as of January 2024, all companies operating in Romania must register with the Romanian "*e-factura*" (e-invoicing) system, which has triggered and continues to cause significant disruptions to business activities.

The Company's operations are exposed to risks common to all regions that have recently experienced or are currently experiencing political, economic and social change, including exchange rate fluctuations, an evolving regulatory environment, inflation, economic recessions, local market disruptions, labour unrest, changes in disposable income or gross national product, fluctuations in interest rates and tax policies, capital flight, existing and perceived corruption and other similar factors. Political or economic instability resulting from the occurrence of any of these risks may affect the energy market in the Eastern European region. Such events could decrease the Company's revenues, which could have a material adverse effect on the Company's business, financial position, prospects and results of operations.

Corruption could create a challenging business environment in Romania

Corruption is one of the main risks faced by companies doing business in Romania. International and local media, as well as international organisations, have issued numerous alert reports on corruption levels. For example, the Corruption Perceptions Index 2024 released by Transparency International, which assesses data on corruption in

countries around the world and ranks countries from 1 (least corrupt) to 180 (most corrupt), ranked Romania 65th (2023: 63rd for Romania).

In the context of this reporting, corruption affects the judicial systems and certain regulatory and administrative authorities in Romania, which may be relevant to the Company's operations and could have an adverse effect on the Company's business, prospects, results of operations and financial condition.

Risks relating to the Offer Shares

There is currently no secondary trading market for the Shares and an active secondary trading market for the Shares may not develop or be sustainable

Prior to the Offering, there was no secondary trading market for the Shares. No assurance can be given that a liquid secondary trading market for the Offer Shares will develop or be sustained or that the price at which the Offer Shares will trade on the regulated market administered by the Bucharest Stock Exchange following the Offering will not be lower than the Final Offer Price or, as the case may be, the Discounted Final Offer Price. The Mandated Co-Arrangers are under no obligation to provide for a secondary market for the Issuer Shares and, to the extent that they carry out any market making activity, such activity may cease at any time without notice. If a liquid secondary trading market for the Shares is not developed, investors may experience difficulties in selling the Offer Shares.

Share price volatility and liquidity may affect the performance of investments in the Company

Share prices of listed companies may be highly volatile and their shares may have limited liquidity. An active trading market for the Shares may not develop and the trading price of the Shares may fluctuate significantly. Investors may not be able to recover their initial investment.

In addition to being affected by actual or anticipated operating results of the Company, the market price of the Shares may fluctuate significantly as a result of factors beyond the Company's control, including, among other things: (i) its results of operations and financial results or those of other companies within the industries in which it operates; (ii) changes in the recommendations of equity market analysts with respect to the Company's Shares, or estimates of the earnings or financial performance of the Company, or the industry or failure to meet the expectations of equity market analysts (iii) fluctuations in market prices and volumes and general market volatility; (iv) announcements made by the Company or its customers, suppliers or competitors; (v) changes in laws, rules and regulations applicable to the Company, its operations and operations in which the Company has an interest and involvement in litigation; and (vi) general economic and political conditions in Romania and globally.

Capital market conditions are also influenced by many factors, such as general economic, political or legislative outlooks, changes in or prospects for interest rates and inflation rates, exchange rate fluctuations, commodity prices, changes in investor attitudes toward particular market sectors and the supply and demand for capital. Trading in Shares by other investors, such as purchases or sales of large blocks of Shares, may also affect the price of Shares. Consequently, the market price of the Shares may not reflect the underlying value of the Company's investments and the price at which investors may dispose of their Shares at any time may be influenced by a number of factors, only some of which may be connected with the Company, while others may be beyond the control of the Company. Investors should not expect that they will necessarily be able to realize a return on their investment in Shares within a period of time which they consider reasonable. The results and prospects of the Company may, from time to time, be below the expectations of market analysts and investors, which could have an adverse effect on the trading price of the Shares.

The interests of the Issuer's significant shareholders may conflict with those of other shareholders.

As a result of its ownership of the Shares and its representation on the Board of Directors of the Issuer, the Selling Shareholder has had and will continue to have, directly or indirectly, the ability to influence, directly or indirectly, the legal and capital structure of the Issuer, the outcome of voting at general meetings of shareholders, and other major decisions regarding the operations of the Company, including from the perspective of dividend distributions or approval of material corporate transactions.

The Selling Shareholder may have other business interests and portfolio companies that may conflict with the interests of investors as shareholders (or may compete with the Company) and may conflict with potential transactions that the Company may wish to undertake. No assurances can be given that the interests of the Selling

Shareholder will be consistent with the interests of the other shareholders or the Company or that the Selling Shareholder will exercise its rights for the benefit of all shareholders.

The Company may face difficulties in complying with the ongoing disclosure requirements applicable to listed companies or may incur additional costs

As a result of the Admission of the Shares to trading on the Bucharest Stock Exchange (the "**BSE**"), the Company is required to maintain effective internal controls and to comply with additional financial and other reporting obligations, such as the preparation of financial statements and other reports pursuant to the BSE and the Financial Supervisory Authority (the "**FSA**") rules on ongoing obligations, respectively. The Company's ability to report in a timely manner depends on the implementation of effective internal reporting controls and procedures. The Company's management has no prior experience in managing and operating a listed company that is required to comply with ongoing reporting and disclosure obligations. Any failure to comply or inadequate compliance with ongoing reporting and disclosure obligations could result in fines or other regulatory sanctions being imposed against the Company, which could materially adversely affect the Company's business, results of operations and financial condition.

The Company may also incur significant costs to ensure compliance with corporate governance provisions, transparency obligations and accounting requirements in Romania. In addition, the Company may not be able to fulfil on time or at all the filing and reporting requirements imposed by the FSA and the BSE, which could trigger a decrease in the trading price of the Shares.

Risk of potential annulment of the Share Capital Increase and/or the Offering.

Resolutions adopted by the GMS of a joint-stock company may be challenged in court by third parties having a legitimate interest. In addition, public offerings of shares, such as the Offering, may be annulled if the conditions for approval of the Prospectus have not been complied with or if the approval decision issued by the FSA on the Prospectus is annulled.

Accordingly, if the resolution adopted by the EGMS for the approval of the Share Capital Increase or any subsequent acts (including, but not limited to, the decision of the Board of Directors confirming the completion of the Offering) is declared null and void or if the Offering is cancelled, the New Shares will be cancelled and the holders thereof are entitled to be reimbursed the subscription price by the Company. Holders of cancelled New Shares who have purchased such New Shares in a market transaction at a price higher than the subscription price shall suffer a loss equal to the difference between the purchase price of the New Shares and the subscription price thereof. In addition, in the event that a court orders the suspension of the resolution of the EGMS approving the Share Capital Increase and any subsequent resolutions thereunder as a result of an application for annulment, whether or not such annulment is ordered, the period of time during which the New Shares will not be delivered to investors and admitted to trading will be extended accordingly.

The Offer Shares may not be a suitable investment for all investors.

Each potential investor in the Offer Shares must determine the extent to which such investment is a suitable investment for its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make an independent and adequate assessment of the advantages and benefits of making an investment in the Offer Shares;
- have access to, as well as knowledge of, the appropriate analytical tools to evaluate, in the context of their own financial situation, an investment in the Offer Shares and the impact that such investment will have on its investment portfolio;
- have sufficient financial resources and liquidity to bear all the risks of an investment in the Offer Shares; and
- be able to evaluate (alone, or with the assistance of a specialist adviser) possible scenarios as to the factors which might affect the investment and its ability to bear the related risks.

Prospective investors are not recommended to invest in the Offer Shares unless they have experience in assessing (on their own or with the assistance of a specialist adviser) how the New Shares will behave in the context of changes in circumstances, what the effects of such changes are on the value of the Offer Shares and what impact such investment might have on the prospective investor's overall investment portfolio. Investment activities are subject to applicable investment laws and regulations and/or review or regulation by certain authorities, and each prospective investor should discuss with its specialised advisors or relevant regulatory authorities.

Shares may be suspended or delisted from trading on the Bucharest Stock Exchange

The FSA has the authority to suspend from trading, or request the regulated market to suspend from trading, if the situation of the relevant issuer is such that continued trading would be detrimental to the interests of investors or to the extent that the relevant issuer would be in breach of its obligations under the relevant securities laws and regulations. FSA has the authority to require the BSE to suspend trading in an issuer's securities based on measures taken against market manipulation and insider dealing. The BSE must suspend trading in securities that do not meet the requirements of the regulated market, unless such actions could negatively and significantly impact investors' interests or the proper functioning of the market. The operator of a regulated market also has the right to suspend shares from trading in other circumstances in accordance with its regulations. Any suspension could affect the trading conditions of the Shares.

In addition, if the Company fails to comply with certain requirements or obligations under the laws and regulations applicable to companies whose shares are listed on the BSE or if normal trading on the exchange, the safety of trading on the exchange or the interests of investors are jeopardised, then, subject to the fulfilment of certain conditions, the Shares may be withdrawn from trading on the BSE. There can be no guarantee that such events will not occur in relation to the Shares. If they materialize, all these risks would have a material adverse effect on the price of the Shares and on the ability of investors to sell their Shares on the BSE.

Shares may be affected by market price volatility and the market price of the Shares may decline disproportionately as a result of events unrelated to the performance of the Company's business.

The Offer Price does not indicate the market price of the Shares after Admission. The market price of the Shares (including the Offer Shares) may be volatile and subject to wide fluctuations. The market price of the Shares may fluctuate as a result of a large number of factors, including, but not limited to, the factors set out in these "*Risk Factors*", as well as considering variations in operating results or changes in revenues or any profit estimates made by the Company, industry participants or financial analysts. The market price could also be adversely affected by events unrelated to the Company's business performance, such as, for example, the performance and stock price of other companies that investors may consider comparable to the Company, speculation in the press or investor community regarding the Company, unfavourable press reports, strategic actions by competitors (including acquisitions and restructurings), changes in market and legislative conditions. Any of these factors may cause significant fluctuations in the price of the Shares (including the Offer Shares), which could result in a negative return to investors.

Shareholders of the Company may decide not to distribute dividends in the future

The distribution of dividends, if any, by the Company to its shareholders will depend (in addition to applicable legislative requirements) on, among other things, the future earnings of the Company, the Company's financial condition and capital requirements, the sufficiency of the Company's distributable reserves, other legal and contractual restrictions, credit conditions, general economic conditions and other factors which the directors and/or shareholders consider material at the time. Shareholders of the Company may decide not to distribute dividends in the future, except to the extent dividends are payable in accordance with law, and foreign shareholders may be affected by restrictions or delays in repatriating their earnings from distributions made on account of the Shares.

Holders of Shares may be affected by currency exchange risk

The price of Shares on the BSE market and any possible dividend which the Company is likely to distribute are denominated in RON. Investments made by investors using a currency other than RON as their reference currency are exposed to currency exchange risk. Any depreciation of the RON against those currencies will reduce the value of the investment in Shares or any possible dividend distributed by the Company.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Investors should rely only on the information in this Prospectus. No person has been authorised to give any information or to make any representations other than those contained in this Prospectus in connection with the Offering and, if given or made, such information or representations must not be relied upon as having been authorised by or on behalf of the Company, the Selling Shareholder or the Mandated Co-Arrangers. Nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by the Mandated Co-Arrangers or any selling agent as to the past, present or future. Without prejudice to any obligation of the Company to publish a supplement to the prospectus (in relation to which the Mandated Co-Arrangers undertakes no responsibility whatsoever), neither the delivery of this Prospectus nor any subscription or sale made under this Prospectus shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Company taken as a whole since the date hereof or that the information contained herein is correct as of any time subsequent to its date.

General

The contents of this Prospectus shall not be construed as legal, business or tax assistance.
Each potential investor should seek advice from their own lawyer, financial advisor, or tax advisor for legal, financial, or tax advice regarding any proposed subscription, purchase, or subscription or purchase of the offer shares.

Before making any decision to subscribe for or purchase the Offer Shares, potential investors should read this Prospectus in its entirety. In making an investment decision, potential investors should rely on their own examination of the Company and the terms of this Prospectus, including the risks involved.

Financial and Operating Information

Financial Statements of the Company

The audited consolidated financial statements of the Company for the financial years ended 31 December 2024, 31 December 2023 and 31 December 2022 (the "**Audited Consolidated Financial Statements**") and the unaudited condensed interim financial statements of the Company for the six-month period ended 30 June 2025 (the "**Condensed Interim Financial Statements**" and together with the Audited Consolidated Financial Statements, the "**Financial Statements**") are included in this Prospectus. The Audited Consolidated Financial Statements included in this Prospectus have been prepared in accordance with International Financial Reporting Standards (the "**IFRS**"), as adopted by the European Union (the "**IFRS-EU**"). The Condensed Interim Financial Statements included in this Prospectus have been prepared in accordance with Interim Financial Reporting IAS 34 adopted by the European Union. The Audited Consolidated Financial Statements and the Condensed Interim Financial Statements are presented in RON, the operational currency of the Company. The Company's financial year starts on 1 January and ends on 31 December.

The financial information published by the Company after the admission of its shares to trading on the BSE, following its ongoing disclosure obligations, will include the Company's financial statements prepared in accordance with IFRS-EU.

Non-IFRS Measures

In this Prospectus, the Company applies certain measures, values and reports for the analysis of its business, financial position and performance that are not measures defined by IFRS/IFRS-EU (the "**Non-IFRS Measures**"), out of which some constitute alternative performance measures (the "**APMs**"), as defined in the European Securities and Markets Authority (the "**ESMA**") Guidelines on Alternative Performance Measures dated 5 October 2015 and further guidance published by ESMA through to the date of this Prospectus.

Below is a summary of the non-IFRS measures used, their definition, calculation method, and justification for inclusion.

Measures not covered by IFRS included in this Prospectus include Adjusted Operating Expenses, EBITDA, EBIT, EBITDA Margin, EBIT Margin, Net Profit Margin, Net Debt, Net Debt to Equity Ratio, Net Debt to EBITDA Ratio, and Equity Ratio (defined below).

Adjusted Operating Expenses:	defined as the sum of (i) expenses for raw materials, consumables, and merchandise, (ii) employee benefit

	expenses, (iii) depreciation and amortization, (iv) services provided by third parties, and (v) other operating expenses, which have been defined as the *sum* of (a) utility expenses, (b) repair and maintenance expenses, and (c) other expenses;
EBITDA:	is defined as profit before tax from continuing activities before (i) depreciation and amortization and (ii) unallocated net financial expenses
EBIT:	is defined as profit from continuous activities before (i) unallocated net financial expenses and (ii) income tax expenses
EBITDA Margin:	is defined as the percentage ratio between EBITDA *divided* by revenue from customer contracts
EBIT Margin:	is defined as the percentage ratio between EBIT *divided* by revenue from customer contracts
Net Profit Margin:	is defined as the percentage ratio between the profit for the financial year *divided* by revenue from customer contracts
Net Debt:	is defined as the *sum* of (i) current and long-term borrowings and (ii) current and long-term lease liabilities *minus* cash and cash equivalents
Net Debt to Equity Ratio:	is defined as the percentage ratio between Net Debt *divided* by total equity
Net Debt to EBITDA Ratio:	is defined as Net Debt *divided* by EBITDA
Equity Ratio	is defined as the percentage ratio between total equity *divided* by total assets

Additional information on the detailed calculation method can be found in section "*Selection of Financial and Operating Information*".

The Company believes that the presentation of these non-IFRS measures, when considered together with the measures reported in accordance with IFRS-EU, is useful to investors because it provides a basis for measuring the Company's operating performance during the periods analysed and improves investors' understanding of the Issuer's financial performance. EBITDA, EBITDA Margin, EBIT Margin, and Net Profit Margin are presented because they are widely used by capital market analysts, certain investors, and other interested parties as additional measures of financial position performance. Within Adjusted Operating Expenses, only certain expenses related to the Company's operating activities have been separated for a better understanding and they are as follows: expenditure on raw materials, consumables and merchandise, employee benefits expenses, depreciation and amortization, services rendered by third parties, utilities expenses, repair and maintenance expenditure and other expenses. These non-IFRS measures are not presented in accordance with IFRS/IFRS-EU. These non-IFRS measures may also be used by different companies for different purposes and are often calculated in ways that reflect the situation of those companies.

Market Information

Market data used in this Prospectus under the captions "***Error! Reference source not found.***", "***Error! Reference source not found.***", "***Error! Reference source not found.***" and "***Error! Reference source not found.***" has been extracted from official and industry sources and other sources the Company believes to be reliable. Sources of such information, data and statistics include independent industry publications, market studies, internal surveys and estimates, and other publicly available information. In particular, the Company has cited the following third-party sources in this Prospectus: the National Bank of Romania, other FMCG publications, public financial information held by retailers and competitors, and the European Commission. Such information is subject to change and cannot be verified with complete certainty. The analysts' estimates and conclusions can vary materially from the true figures and as a result their reports can understate or overstate market size, market share, growth rates and other important industry data. In addition, certain data contained in the available analyst reports may differ from that contained in the Company's internal records and/or may differ from the Company's understanding of the relevant market and its competitors. The Company cannot provide any assurance that data relating to its competitors in such analyst reports are correct or the same as those contained in its competitors' internal records. Therefore, caution should be exercised in analysing these estimates and no undue reliance should be placed on them. Industry publications generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified such data.

Where third-party information has been used in this Prospectus, the source of such information has been identified. The third-party sources the Company has used generally state that the information they contain has been obtained from sources believed to be reliable. These third-party sources also state, however, that the accuracy and completeness of such information is not guaranteed and that the projections they contain are based on significant assumptions. As the Company does not have access to the facts and assumptions underlying such market data, or to the statistical information and economic indicators contained in these third-party sources, the Company is not able to verify such information.

While such information, data and statistics have been accurately reproduced and, as far as the Company is aware and is able to verify from information published or provided by the aforementioned sources, no facts have been omitted which would render the reproduced information, data and statistics inaccurate or misleading.

Legal References

Except where expressly mentioned otherwise, a reference in this Prospectus to a legal provision is considered a reference to the respective provision as it was amended and/or republished and in force as at the date of this Prospectus.

Countries

In this Prospectus, all references to the "**EU**" are to the European Union and its member states as of the date of this Prospectus, and all references to the "**EEA**" are to the European Economic Area and its member states as of the date of this Prospectus.

Currencies

In this Prospectus, all references to "**€**", "**EUR**" and "**euro**" are to the lawful currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No. 974/98 of 3 May 1998 on the introduction of the euro, as amended, and all references to "**RON**" and "**Lei**" are to the lawful currency of Romania.

The translations of some RON or euro amounts derived from third party sources may differ from the exchange rates used for the conversions used in the Condensed Interim Financial Statements and the Audited Consolidated Financial Statements. The Company makes no representation that the RON amounts referred to in this Prospectus could have been or could be converted into any currency or at any particular exchange rate. The Company's presentation currency is the RON which is also the Company's functional currency as it reflects the economic substance of the Company's underlying events and circumstances. See also, "*Exchange Rate Information*".

Rounding

Certain figures included in this Prospectus have been subject to rounding adjustments; accordingly, (i) figures shown for the same category presented in different tables may vary slightly; (ii) figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them; (iii) percentages in tables have been rounded and accordingly may not add up to 100%; and (iv) the calculations, variations and other percentages may differ slightly from their actual calculations due to rounding of underlying financial, statistical and operating information.

EXCHANGE RATE INFORMATION

The following tables show, for the periods indicated, information relating to the exchange rates between the RON and the EUR, based on information derived from the National Bank of Romania. The columns titled "*Average*" in the tables below show the average of the daily reference rates for the respective periods as per the annual reports published by the National Bank of Romania.

	Period end exchange rate	**Average (1)**
	(RON/EUR)	
2022	4.9474	4.9315
2023	4.9746	4.9465
2024	4.9741	4.9746
January 2025	4.9767	4.9752
February 2025	4.9765	4.9770
March 2025	4.9771	4.9768
April 2025	4.9775	4.9773
May 2025	5.0639	5.0690
June 2025	5.0777	5.0468
July 2025	5.0764	5.0720
August 2025	5.0722	5.0654

Source: NBR

(1) Calculated as the average of the rates during the relevant period.

The Company makes no representation that any specific currency amount referred to in this Prospectus could have been or could be converted into any of the other currencies presented in this Prospectus at the above exchange rates, at any other rate or at all.

THE OFFERING

The Company	Cris - Tim Family Holding S.A.
The Selling Shareholder	Rangeglow Limited
The Offering	The Offering comprises an offer to sell a number of up to 27,066,667 Offer Shares, of which (i) a number of up to 6,200,000 New Shares, representing 22.9065% of the Offer Shares, will be offered for subscription by the Company, and (ii) a number of up to 20,866,667 Existing Shares, representing 77.0935% of the Offer Shares, will be offered for sale by the Selling Shareholder. The Stabilisation Manager was granted an Over-Allotment Option by the Selling Shareholder to enable stabilisation measures, if necessary, pursuant to which it may over-allot up to 1,353,333 Over-Allotment Shares. The final number of Offer Shares will be decided by the Company and the Selling Shareholder acting in concert, on the recommendation of the Mandated Co-Arrangers, based on the subscription level in the Book. The Offering is structured as an offering of Offer Shares outside the United States in offshore transactions in reliance on Regulation S under the Securities Act, including to the public in Romania.
Mandated Co-Arrangers	Banca Comercială Română S.A. and BRD – Groupe Société Générale S.A.
Offering Tranches	The Offering is divided into two Tranches of the Offering (as defined in section "*Subscription and Sale*") as follows: (i) one Tranche of the Offering consisting of an initial number of up to 4,060,000 Offer Shares representing 15 % of the initial number of Offer Shares) addressed through a public offering in Romania to Retail Investors (the "**Retail Tranche**"); and (ii) a Tranche of the Offering consisting of an initial number of up to 23,006,667 Offer Shares representing 85% of the number of Offer Shares) addressed to Institutional Investors outside the United States pursuant to Regulation S (the "**Institutional Tranche**"). "**Institutional Investor**" means (a) a "qualified investor", as defined in Article 2 (e) of the Prospectus Regulation), or (b) an "eligible counterparty" within the meaning of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast), or (c) a "qualified investor" as defined in Article 2(e) of the Prospectus Regulation, as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018), as amended, or (d) an equivalent institution whose subscription in the Offering would not constitute a violation of applicable law or regulation and which is not located in any jurisdiction where the extension or availability of the Offering (and any other transaction envisaged thereby) would breach any applicable law or regulation; and

	"**Retail Investor**" means any natural or legal person (with or without personality) who does not meet the criteria above to qualify as Institutional Investor. The final size of each Tranche of the Offering will be determined by the Selling Shareholder together with the Company, on the recommendation of the Mandated Co-Arrangers, based on the level of subscriptions received from investors after the end of the Offer Period, and will be made public on the Allocation Date (see "*Allocation of Offer Shares*" in the "*Subscription and Sale*" section). The subscribed Offer Shares will be allocated to investors on the Allocation Date based on the joint decision of the Company and the Selling Shareholder, upon the recommendation of the Mandated Co-Arrangers. Upon the recommendation of the Mandated Co-Arrangers, the Company and the Selling Shareholder may jointly decide to reallocate the Offer Shares from any Tranche of the Offering to the other Tranche of the Offering – which may result in the Retail Tranche representing either (1) more than 15% (but not more than 20%) of the Offer Shares sold or, conversely, (2) less than 15% of the Offer Shares sold (but such reallocation from the Retail Tranche to the Institutional Tranche will only occur if the subscription level in the Retail Tranche is below 100%). For further information, see section "*Subscription and Sale*". All Shares have been issued in accordance with Romanian law and comply with that law.
Offer Shares	Up to 27,066,667 ordinary Shares with a nominal value of 1 RON each. The Stabilisation Manager was granted an Over-Allotment Option by the Selling Shareholder to enable stabilisation measures, if necessary, pursuant to which it may over-allot up to 1,353,333 Over-Allotment Shares.
Offer Period	9 Business Days, from 17.10.2025 inclusively until 29.10.2025 inclusively.
Allocation Date	30.10.2025
Transaction Date	31.10.2025
Successful Closing of the Offering	The successful closing of the Offering will be subject, *inter alia*, to (i) the determination of the Final Offer Price and each of the Company's, the Selling Shareholder's and the Mandated Co-Arrangers' decisions to initiate the Offering and (ii) the satisfaction of conditions contained in the Placement Agreement, including (inter alia) the execution by the Selling Shareholder, the Company and the Mandated Co-Arrangers of the Pricing Agreement and to the Placement Agreement not having been terminated. See chapter *Subscription and Sale*".
Offer Price Range	16.5 RON – 17.5 RON

Final Offer Price	The Final Offer Price shall be determined in RON at the latest on the Allocation Date. See chapter "*Subscription And Sale*".
Intermediation Method	Best efforts
Shareholders' Registry	The shareholders' registry is currently kept by the Company. Once the Shares are admitted to trading on the Regulated Market administered by the Bucharest Stock Exchange, the shareholders' registry will be kept by the Romanian Central System Depositary (Depozitarul Central S.A., with the registered office in Șoseaua Nicolae Titulescu no. 4-8, America House, East Wing, 1st Floor, 1st District, postal code 011141, Bucharest, Romania).
Listing and Trading	Application will be made to the Bucharest Stock Exchange for the Admission of Shares to trading on the Regulated Market operated by it. The Bucharest Stock Exchange is a regulated market for the purposes of the Directive on Markets in Financial Instruments. The Admission of the Shares to trading was approved by Resolution of the Extraordinary General Meeting of Shareholders (the "**EGMS**") no. 2 of 29 September 2025, published in the Official Gazette of Romania, Part IV, no. 4841 of 10 October 2025. The security identification numbers, and trading symbols of the Shares are as follows: ISIN: ROM2TZIHW2M4 FISN: CRIS-TIM/REGSHS RON1 CFI: ESVUFR Bucharest Stock Exchange share trading symbol: CFH.
Settlement and Transfer	Payment for the Offer Shares is expected to be made in RON through RoClear (Romanian Clearing Settlement, Custody, Depository and Registration System), which is managed by the Romanian Central Depository. Transfers of Shares within the Offering and secondary market sales of Shares will be settled and cleared through the settlement system managed by the Romanian Central Depository, in accordance with the applicable Romanian legislation.
Stabilisation Manager	Banca Comercială Română S.A.
Lock-Up	Pursuant to the Placement Agreement, the Company has agreed that from the date of the Placement Agreement until the date occurring within 360 days of the Settlement Date, without the prior written consent of the Mandated Co-Arrangers (which consent shall not be unreasonably withheld), directly or indirectly, issue, offer, lend, assign, sell or enter into contracts for the sale or issue, sell any option or contract for purchase, purchase any option, grant any option, right or mandate to purchase, lend or acquire/transfer or otherwise dispose of, directly or indirectly, the Shares, or announce any offer or issue in connection with the Shares or other equity securities of the Company (or any interest therein or in connection therewith) or any financial instruments that may be exchanged for or converted into or are substantially similar to the Shares or other securities of the Company, nor shall they enter into any transaction that has the same economic effect, nor shall they

	agree to take any of the above measures. The lock-up on the Company is subject to certain customary exceptions referred to in the Placement Agreement. Pursuant to the Placement Agreement, the Selling Shareholder has agreed that from the date of the Placement Agreement until the date occurring within 180 days of the Settlement Date, it shall not, without the prior written consent of the Mandated Co-Arrangers (which consent shall not be unreasonably withheld), directly or indirectly, offer, sell, lend, assign, mortgage or enter into any contracts for sale or purchase or transfer/acquire or otherwise dispose of, directly or indirectly, or otherwise announce any offer or issue of any Shares or other equity securities of the Company (or any interest in or relating to them) or any financial instruments that may be exchanged for or converted into or are substantially similar to the Shares or other equity securities of the Company, nor shall it enter into any transaction that has the same economic effect, nor shall it agree to take any of the above measures. The lock-up on the Selling Shareholder is subject to certain customary exceptions referred to in the Placement Agreement.
Use of Proceeds	The amount of proceeds from the Offering, as well as the related costs, depends, among other things, on the Final Offer Price and the number of Offer Shares to be subscribed or, as the case may be, purchased. Assuming that all Offer Shares are placed, the Company estimates that, at the lower and upper limits of the Offer Price Range, the net proceeds for the Company would amount to approximately RON 99.64 million and approximately RON 105.73 million, respectively. The Company will not receive any funds from the sale of the Offer Shares by the Selling Shareholder in the Offering, except as described below. The Selling Shareholder will use part of the proceeds from the Offering to repay loans granted by the Company in the amount of EUR 57,341,601, equivalent to RON 290,848,070 (including interest) accrued until 31 August 2025, (plus any additional amounts resulting from new loans, new drawdowns under existing arrangements, as well as interest accruals up to the date of the Prospectus, within the limit of the EUR equivalent of RON 306,000,000), following the reorganization and consolidation of intra-group debts. The Company will use the funds obtained from the Offering, i.e. both those obtained from the subscription of New Shares and those received from the Selling Shareholder as described above, for general corporate purposes, including supporting its investment plans. For more details on the Company's investment plans, please refer to the section "*Business*" – "*Investment Program and Development Strategy*".
Dividend Policy	The Company intends to distribute, as ordinary dividends, a minimum of 50% of the Company's individual distributable annual net profit starting with the financial year immediately following the Offering. In addition, the Company may decide by a resolution of

	the GMS to distribute, at its sole discretion, extraordinary dividends from the Company's retained earnings, if available.
Voting Rights	Each Share carries one vote for the purposes of shareholder meetings. See section "*Dilution*

If All New Shares Are Subscribed, The Company's Share Capital Will Be Increased By 6,200,000 Ordinary Shares, With A Par Value Of Ron 1 Each And A Total Par Value Of Ron 6,200,000, Representing An Increase Of Approximately 8.2667% Compared To The Company's Share Capital As Of The Date Of This Prospectus.

Subject To The Successful Closing Of The Offering And Provided That All Offer Shares (And All Over-Allotment Shares) Are Validly Subscribed By Investors In The Offering, Following The Offering, The Selling Shareholder's Stake Will Be Reduced From 74,976, 225 Shares (Representing 99.9683% Of The Company's Share Capital) To 52,756,225 Shares (Representing 64.9707% Of The Company's Share Capital), Reflecting Both The Dilution Resulting From The Issue Of The New Shares And The Effect Of The Sale Of The Existing Shares And The Over-Allotment Shares In The Offering.

In The Case Of Mr. Radu Timiș, The Immediate Dilution Resulting From The Issue Of New Shares, Applied To The Shares Held Directly In The Company, Numbering 23,775 Shares, Will Be Equal To 7.6355% (The Holding Of 23,775 Shares Representing 0.0293% Of The Company's Increased Share Capital, Compared To 0.0317% Of The Company's Share Capital As Of The Date Of This Prospectus).As Of 31 December 2024, The Total Net Assets Of The Company Amounted To Ron 236,345,933 And Would Amount To Ron 3.15 Per Share Of The Company Based On 75,000,000 Outstanding Shares Of The Company Immediately Prior To The Offering. The Company's Net Asset Value Is Defined As The Company's Total Assets Less Provisions And Current And Non-Current Liabilities, In Each Case As Disclosed In The Company's Audited Consolidated Financial Statements.

The Dilutive Effect Of The Offering Is Illustrated In The Table Below, Demonstrating The Amount By Which The Offering Price Exceeds The Net Assets Per Share After Completion Of The Offering And Assuming The Offering Had Been Completed As Of 31 December 2024. For This Purpose, The Net Asset Value As Of 31 December 2024 Is Adjusted For The Effects Of The Successful Completion Of The Offering.

The Calculations Are Also Based On The Assumption Of Payment In Full Of The Discretionary Fee, As Well As An Increase In The Net Asset Value By Ron 99.64 Million, Ron 102.69 Million And Ron 105.73 Million At The Lower, Middle And Upper Limits Of The Offer Price Range (In Each Case, Without Taking Into Account Any Tax Effect).

The Adjusted Net Asset Value Is Expressed As A Per Share Figure, Assuming 81,200,000 Shares Outstanding At The Completion Of The Offering At The Lower, Middle And Upper Limit Of The Offer

Price Range (Such Per Share Figure Being Referred To As "**Post-Offering Shareholders' Equity Per Share**").

	As At 31 December 2024[4]		
	Offer Price At The Lower Limit Of The Offer Price Range	**Offer Price At The Mid-Point Of The Offer Price Range**	**Offer Price At The Upper Limit Of The Offer Price Range**
Pre-Offering Net Asset Value Per Share (In Ron)[1]	3.15	3.15	3.15
Gross Proceeds From The Offering (In Million Ron)	465.18	479.27	493.37
Estimated Total Costs Of The Offering (In Million Ron)[2], Out Of Which:	14.48	14.73	14.98
Costs Incurred By The Company	2.66	2.71	2.77
Costs Incurred By The Selling Shareholder	11.82	12.01	12.21
Net Proceeds From The Offering (In Million Ron), Out Of Which:	450.70	464.54	478.39
Net Proceeds Obtained By The Company	99.64	102.69	105.73
Net Proceeds Obtained By The Selling Shareholder	351.06	361.86	372.66
Post-Offering Equity (In Million Ron)	383.45	386.50	389.55
Post-Offering Shareholder's Equity Per Share (In Ron)[3]	4.72	4.76	4.80
The Amount By Which The Offer Price Exceeds The Shareholders' Equity Per Share After The Offering (Immediate Dilution Of New Shareholders Of The Company) (In Ron)	0.94	0.98	1.01
Percentage By Which The Offer Price Exceeds The Post-Offering Shareholders' Equity Per Share (%)	71.38%	72.00%	72.59%
The Amount By Which The Post-Offering Shareholders' Equity Per Share Exceeds The Value Of The Net Assets Per Share Immediately Prior To The Offering (Immediate Increase For Existing Shareholders Of The Company) (In Ron)	1.57	1.61	1.65
Percentage By Which The Post-Offering Shareholders' Equity Per Share Exceeds The Value Of The Net Assets Per Share Immediately Prior To The Offering (%)	49.85%	51.04%	52.24%

[1] On The Basis Of 75,000,000 Shares Outstanding Immediately Prior To The Offering And A Value Of The Company's Net Assets Totalling Ron 236,345,933 As Of 31 December 2024.
[2] Including The Subscription And Placement Fees Payable By The Company To The Mandated Co-Arrangers, Other Costs In Connection With The Offering, As Well As The Undertaking Of The Placement Of The Maximum Number Of New Shares And The Relevant Maximum Number Of Offer Shares And The Payment In Full Of The Discretionary Fee.
[3] Based On Post-Offering Shareholders' Equity Per Share And 81,200,000 Shares After The Offering.
[4] The Values Presented Are Based On The Assumption That The Retail Tranche Will Represent A Maximum Of 20% Of The Offer Shares, And 80% Of This Will Be Subscribed In The First 4 Days Of The Offer Period (With A 5% Discount).

Accordingly, Assuming An Offer Price At The Mid-Point Of The Offer Price Range And Taking Into Account The Company's Estimated Total Costs In Connection With The Offering And Admission Of Ron 2.71 Million, The Net Proceeds To The Company From The Issue Of The Offer Shares Would Amount To Approximately Ron 102.69 Million . Based On The Assumption That All Of The Offer Shares In The Offering Had Been Purchased And That The Company Had Already Received The Net Proceeds As Of 31 December 2024, The Carrying Amount Of Equity So Adjusted In The Company's Statement Of Financial Position As Of 31 December 2024 Would Have Been Ron 386.50 Million.

Description Of Share Capital And Corporate Structure".

Selling and Transfer Restrictions

The Shares will be freely transferable, subject to certain restrictions as described under section "*IMPORTANT INFORMATION ABOUT THIS PROSPECTUS*".

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

Risk Factors	Investors should carefully consider certain risks discussed under section "***Error! Reference source not found.***" of this Prospectus.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

REASONS FOR THE OFFERING AND USE OF PROCEEDS

The value of the proceeds from the Offering as well as the related costs depend, inter alia, on the Final Offer Price and the number of Offer Shares to be subscribed or acquired, as the case may be.

The total expenses in connection with the Offering and the Admission (including the granting of the basic fee and the discretionary fee to the Mandated Co-Arrangers) shall be borne by the Company and the Selling Shareholder and their aggregate amount is estimated at RON 14.98 million, assuming the placement of all Offer Shares and an Offer Price at the top of the Offer Price Range, distributed as RON 2.77 million, an amount to be paid by the Company and RON 12.21 million, to be paid by the Selling Shareholder.

Assuming the placement of all Offer Shares, the Company estimates that, at the lower and upper limits of the Offer Price Range, the net proceeds to the Company would amount to approximately RON 99.64 million and approximately RON 105.73 million, respectively. The Company will not receive any proceeds from the sale of the Offer Shares by the Selling Shareholder in the Offering, except as described below.

The Selling Shareholder will use a portion of the proceeds from the Offering to repay certain loans granted by the Company in the amount of EUR 57,341,601, the equivalent of RON 290,848,070 (plus interest) accrued up to 31 August 2025, (plus any additional amounts resulting from new loans, drawings under existing arrangements, as well as interest accruals up to the date of the Prospectus, up to the equivalent ceiling in EUR of RON 306,000,000), following the reorganisation and consolidation of intra-group debts.

The Company will use the proceeds of the Offering and those procured following the subscription for New Shares as well as those received from the Selling Shareholder as described above, for general corporate purposes, including in support of its capital investment plans. For further details regarding the Company's investment plans, please see section "*Business*" – "*Investment Program and Development Strategy.*"

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DIVIDEND POLICY

According to the Company's dividend policy, it is the Company's intention to pay dividends, subject to applicable legal provisions and commercial considerations (including, without limitation, applicable regulations, restrictions, the Company's results of operations, financial condition, cash requirements, contractual restrictions, the Company's future projects and plans).

The Company intends to distribute, as ordinary dividends, a minimum of 50% of the Company's distributable annual net profit starting with the financial year immediately following the Offering. In addition, the Company may decide by a resolution of the GMS to distribute, at its sole discretion, extraordinary dividends from the Company's carried-forward earnings, if usable.

Dividends for future financial years subsequent to the Offering will be declared based on the individual annual financial statements prepared in accordance with IFRS-EU. The General Meeting of Shareholders may decide on the distribution of dividends. Dividends are distributed to shareholders *pro rata* to the contribution to the paid-in share capital (Shares owned by the Company's shareholders bearing equal and full rights to dividends) and are limited to the amount to the results of the latest financial year of the Company increased by the profits brought forward at the end of the latest financial year and by sums drawn from reserves available for this purpose, reduced however by the amount of losses carried forward from previous financial years and by the sums placed to reserve in accordance with the law and the Articles of Association.

In accordance with Law No. 31/1990 on Romanian commercial companies, as further amended, republished (the "**Companies Law**") and in accordance with the Company's Articles of Association currently in force, each fully paid Share entitles its holder to receive dividends. As of the date of this Prospectus, all Shares carry equal and full rights to dividends. The Company follows the principle of "one share, one vote, one dividend." There are no preferred Shares without voting rights or Shares that confer the right to more than one vote. Dividends are distributed to shareholders pro rata with their share in the Company's paid-up share capital.

The Ordinary General Meeting of Shareholders that approves of the distribution of dividends must also set the payment date on which dividends will be paid to eligible shareholders. Dividends are paid only to shareholders registered in the shareholders' registry on the registration date set by the Ordinary General Meeting of Shareholders. The registration date must be set at a date that occurs at least 10 business days after the Ordinary General Meeting of Shareholders approving the payment of dividends.

In accordance with the regulations in force, the Company must publish, before the date on which the dividends are paid, a press release in a national daily newspaper, specifying the amount of dividend per Share, the *ex-date*, the registration date, and the dividend payment date, as approved by the Ordinary General Meeting of Shareholders, as well as the methods of dividend payment and the identification details of the paying agent.

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CAPITALIZATION AND INDEBTEDNESS

The following tables present current and long-term debt, shareholders' equity and total capitalization based on historical data as at 31 August 2025.

The financial information in the tables below is taken or extracted from the Company's internal accounting records. The following tables should be read in conjunction with the information in the sections "*Selected Financial and Operating Information", "Reasons for the Offering and Use of Proceeds", "Discussion and Analysis of Financial Condition and Results of Operations", "Business*", the Audited Consolidated Financial Statements and Notes thereto and the Condensed Interim Financial Statements.

Capitalization

	As at 31 August 2025	
	Effective	**Adjusted to reflect the effects of the capital increase of 15 September 2025[1]**
	(RON)	
Total current liabilities (including current portion of long-term liabilities)	**424,481,428**	**424,481,428**
Covered by personal/real guarantees	259,585,085	259,585,085
Not covered by personal/real guarantees[3]	164,896,343	164,896,343
Total long-term liabilities (excluding current portion of long-term liabilities)	**101,533,826**	**101,533,826**
Covered by personal/real guarantees	101,533,826	101,533,826
Not covered by personal/real guarantees [4]	-	-
Equity attributable to the Company's shareholders	**279,076,185**	**279,076,185[2]**
Share capital social and share premiums	315,880	75,000,000
Retained earnings[5]	158,246,849	83,562,729
Legal reserves	3,925,719	3,925,719
Other reserves[6]	116,587,737	116,587,737
Non-controlling interests	-	-
Total	**805,091,439**	**805,091,439**

Source: Unaudited management reports of the Company

(1) The calculations take into account the increase in the Company's share capital on 15 September 2025, through the incorporation of reserves.

(2) Total equity has not changed, as the increase in the Company's share capital on 15 September 2025 took place through the incorporation of reserves from retained earnings.

(3) In the Simplified Interim Financial Statements, as a result of applying the IFRS standards, we find an impact of RON 4,115,821.

(4) In the Simplified Interim Financial Statements, as a result of applying the IFRS standards, we find an impact of RON 28,693,410.

(5) In the Simplified Interim Financial Statements, as a result of applying the IFRS standards, we find an impact of RON 3,216,926.

(6) In the Simplified Interim Financial Statements, as a result of applying the IFRS standards, we find an impact of RON (5,664,347)

Net financial debt

	As at 31 August 2025 *(RON)*
A. Cash[1]	11,451,251
B. Cash equivalents[1]	151,197
C. Other current financial assets	21,006,100
D. Liquidities (A)+(B)+(C)	**32,608,548**
E. Current financial debt (including debt instruments but excluding the current portion of long-term financial debt)	241,238,164
F. Current portion of long-term financial liabilities	18,346,921
G. Current financial debt (E)+(F)	**259,585,085**
H. Net current financial debt (G)-(D)	**226,976,537**
I. Long-term financial liabilities (excluding current portion and debt instruments)	61.340.083
J. Debt instruments	-
K. Trade payables and other long-term liabilities	40,193,743
L. Long-term financial debt (I)+(J)+(K)	**101,533,826**

M. Total financial debt (H)+(L)	**328,510,363**

Source: Unaudited management reports of the Company

(1) Cash and cash equivalents were not affected by the capital increase on 15 September 2025, as it was carried out by incorporating reserves from retained earnings.

Contingent liabilities and other financial obligations

The Company had no contingent liabilities reported as of 31 December 2024, 31 December 2023, and 31 December 2022. As of the date of this Prospectus, the Company has not recorded any significant changes in contingent liabilities.

No Material Adverse Changes

There have been no significant changes in the capitalization and indebtedness of the Company since 31 August 2025.

Working Capital Statement

In the opinion of the Company, the working capital of the Company is sufficient to meet its requirements for a period of at least 12 months from the date of this Prospectus. The proceeds from the Offering were not included in the working capital of the Company for the purposes of this statement.

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SELECTED FINANCIAL AND OPERATING INFORMATION

The selected financial and operating information set out below summarizes the Company's summary of the Audited Consolidated Financial Statements and the Condensed Interim Financial Statements for the periods indicated, except for non-IFRS measures that have been calculated on the basis of the definitions that have been detailed in section "Presentation of Financial and Other Information", sub-section "Non-IFRS measures" of this Prospectus. The summarised financial and operating information should be read in conjunction with the "Business", "Discussion and Analysis of Financial Condition and Results of Operations", and the Audited Consolidated Financial Statements and notes thereto and the Condensed Interim Financial Statements and notes thereto, as contained elsewhere in this Prospectus.

For items whose names differ between the Audited Consolidated Financial Statements and the Condensed Interim Financial Statements, the name of the item in the Condensed Interim Financial Statements was presented first, followed by the name of the item in the Audited Consolidated Financial Statements, separated by a "/".

Information concerning the statement of profit or loss and other comprehensive income

	6-month period ended 30 June		FY ended 31 December		
	RON		*RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Continuing activities					
Revenue from customer contracts	534,265,339	529,479,908	1,120,600,863	1,045,845,014	870,913,238
Financial income	6,691,741	2,662,537	4,334,218	9,444,810	12,015,641
Other revenues	3,715,510	2,939,207	7,366,978	6,555,841	9,779,609
Other gains/(losses) - net	687,018	1,009,617	689,030	(1,091,796)	(485,817)
Change in stocks of finished products and production in progress	10,036,593	9,589,305	(3,275,489)	9,472,509	7,048,216
Expenditure on raw materials, consumables and merchandise	(303,533,145)	(323,984,467)	(667,444,709)	(653,232,941)	(501,115,459)
Employee benefits expenses	(108,944,418)	(90,788,598)	(183,160,902)	(154,536,449)	(146,833,634)
Utilities expenses	(13,378,836)	(10,267,060)	(23,835,511)	(25,939,824)	(30,888,122)
Repair and maintenance expenditure	(5,401,675)	(5,763,562)	(11,777,950)	(11,487,818)	(6,572,459)
Depreciation and amortization	(23,798,620)	(23,436,525)	(46,379,693)	(46,353,205)	(44,738,816)
Services rendered by third parties	(21,385,563)	(23,908,540)	(49,637,840)	(40,888,252)	(33,159,593)
Other expenses	(9,790,145)	(11,291,690)	(22,339,001)	(20,274,070)	(16,027,557)
Net impairment losses on financial and contractual assets	(78,930)	(309,900)	(369,727)	(105,978)	1,377,947
Financial expenses	(12,638,980)	(12,455,506)	(22,982,821)	(21,905,022)	(18,804,095)
Profit before tax	**56,445,889**	**43,474,726**	**101,787,446**	**95,502,819**	**102,509,099**
Income tax expense	(8,978,050)	(6,719,043)	(17,105,200)	(13,308,763)	(16,460,909)
Profit from continuing operations	**-**	**-**	**84,682,246**	**82,194,056**	**86,048,190**
Profit from discontinued operations, net of tax	-	-	2,974,755	323,331	-
Profit for the period/Profit for the financial year	**47,467,839**	**36,755,683**	**87,657,001**	**82,517,387**	**86,048,190**
Other comprehensive income	**-**	-	-	-	-
Items that will not be reclassified to profit or loss	-	-	-	-	-
Revaluation of tangible fixed assets	-	-	-	-	6,096,380
Deferred tax related to revaluation of tangible fixed assets	-	-	-	-	(975,420)
Other comprehensive result for the financial year, net of tax	-	-	**-**	**-**	**5,120,960**
Total comprehensive result for the period/ Total comprehensive result for the financial year	**47,467,839**	**36,755,683**	**87,657,001**	**82,517,387**	**91,169,150**
Profit/(loss) attributable to:					
Parent company			89,814,268	82,433,321	86,048,190
Non-controlling interests			(2,157,267)	84,066	-
Total			**87,657,001**	**82,517,387**	**86,048,190**
Total comprehensive result attributable to					
Parent company			89,814,268	82,433,321	91,169,150
Non-controlling interests			(2,157,267)	84,066	-
Total comprehensive result for the period/ Total	**47,467,839**	**36,755,683**	**87,657,001**	**82,517,387**	**91,169,150**
Earnings per share from continuing operations attributable to equity holders of the Company - basic and diluted			**2,749**	**2,599**	**2,724**
Earnings per share - basic and diluted / Result per share attributable to equity holders of the Company – basic and diluted	**1,503**	**1,164**	**2,843**	**2,610**	**2,724**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Information on the financial position

	30 June *RON*	31 December *RON*		
	2025	**2024**	**2023**	**2022**
Fixed Assets				
Intangible fixed assets	3,500,379	2,249,812	2,245,526	1,775,273
Tangible fixed assets	199,179,410	197,867,443	206,107,745	213,441,238
Assets related to rights of use	87,300,446	66,315,314	83,762,406	92,093,915
Non-current financial assets measured at amortized cost	294,348,408	250,622,861	49,871,853	222,284,656
Total fixed assets	**584,328,643**	**517,055,430**	**341,987,530**	**529,595,082**
Current assets				
Stocks	183,970,836	93,576,969	100,609,235	76,110,172
Biological assets	1,141,919	1,085,119	828,864	537,437
Trade and other receivables	77,824,328	68,003,394	57,488,012	50,510,639
Other current financial assets measured at amortized cost	20,644,100	21,705,100	-	-
Cash and cash equivalents	11,574,805	16,089,705	8,025,781	9,474,370
Assets held for sale	-	-	318,042,805	-
Total current assets	**295,155,988**	**200,460,287**	**484,994,696**	**136,632,618**
Total assets	**879,484,631**	**717,515,717**	**826,982,226**	**666,227,700**
Equity				
Share capital	315,880	315,880	315,880	164,070
Revaluation reserves	18,626,547	18,626,547	49,090,460	18,626,547
Other reserves	96,299,782	92,593,849	80,515,496	60,745,591
Retained result	168,571,563	124,809,657	91,609,828	101,099,280
Total equity attributable to equity holders of the company	**-283,813,772**	**236,345,933**	**221,531,664**	**180,635,488**
Non-controlling interests		-	58,754,005	-
Total equity	**283,813,772**	**236,345,933**	**280285669**	**180,635,488**
Debts				
Long-term debts				
Loans	65,982,298	15,896,048	62,392,313	79,193,495
Leasing debts	63,494,668	45,131,175	61,754,718	70,607,600
Deferred income tax liabilities	2,447,421	2,581,107	2,716,494	2,828,389
Total long-term liabilities	**131,924,387**	**63,608,330**	**126,863,525**	**152,629,484**
Current liabilities				
Loans	286,733,766	268,602,423	202,046,999	130,093,452
Liabilities from leasing contracts	22,832,074	18,468,494	20,293,479	18,058,475
Trade and other payables	128,604,982	109,155,945	109,682,480	165,658,800
Contractual debts	-	-	-	186,250
Employee benefits - current	20,292,644	15,991,956	18,938,885	14,615,037
Profit tax liabilities	5,283,006	5,342,636	1,976,814	4,350,714
Government subsidies	-	-	-	-
Liabilities directly associated with assets held for sale	-	-	66,894,375	-
Total current liabilities	**463,746,472**	**417,561,454**	**419,833,032**	**332,962,728**
Total liabilities	**595,670,859**	**481,169,784**	**546,696,557**	**485,592,212**
Total equity and liabilities	**879,484,631**	**717,515,717**	**826,982,226**	**666,227,700**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

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Cash Flow Statement Information

	6-month period ended 30 June *RON*		FY ended 31 December *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Cash flows from operating activities					
Profit before income taxes from:	56,445,889	43,474,726			
Continuing operations	-	-	101,787,446	95,502,819	102,509,099
Discontinued activities	-	-	2,974,755	323,331	-
Adjustments for:					
Amortization and depreciation expenses	23,798,620	23,436,525	46,379,693	46,353,205	44,738,816
Changes in provision for expected credit losses	78,930	309,900	369,727	105,978	(1,377,947)
Loss/(Gain) on stock write-down	-	-	35,148	(126,364)	(75,036)
Interest income	(6,691,741)	(2,662,537)	(4,334,218)	(9,444,810)	(12,015,641)
Interest expenses	9,173,267	12,273,769	22,907,219	19,421,060	16,880,629
Unrealised foreign exchange losses	3,434,097	150,640	59,158	2,853,717	2,031,995
Net (gain)/loss on sale of tangible fixed assets	(3,210,857)	(1,017,199)	(933,971)	287,937	(125,920)
Result from the sale of discontinued operations	-	-	(9,589,605)	-	-
Other adjustments	(114,565)	-	(138,010)	(49,334)	(195,560)
Changes in working capital, net of the effects of the acquisition of a controlled entity:					
(Increase)/decrease in trade and other receivables	(9,115,800)	(8,938,553)	(7,958,584)	(11,576,859)	(7,913,147)
(Increase)/decrease in stocks	(90,393,866)	(99,739,714)	6,997,118	(24,372,699)	27,692,668
(Increase)/decrease in biological assets	(56,800)	(84,666)	(256,255)	(291,427)	(204,031)
Increase/(decrease) in trade and other payables	25,196,983	7,604,152	(1,775,428)	101,420	24,992,917
Cash flows from operating activities	**8,544,157**	**(25,192,957)**	**156,524,193**	**119,087,984**	**196,938,843**
Corporate income tax paid	(9,171,366)	(3,373,275)	(13,874,765)	(15,794,558)	(12,373,686)
Interest paid	(9,141,190)	(12,117,879)	(22,967,581)	(18,885,752)	(16,863,602)
Net cash flows from operating activities of discontinued operations	-	-	7,875,764	1,889,864	-
Net cash flow from operating activities	**(9,768,399)**	**(40,684,111)**	**127,557,611**	**86,297,528**	**167,701,555**
Cash from investing activities					
Payments for acquisition of tangible fixed assets	(14,803,998)	(5,986,891)	(17,933,355)	(14,448,875)	(31,544,294)
Payments for acquisition of intangible fixed assets/Payments for acquisition of intangible assets	(1,925,791)	(701,713)	(1,212,302)	(1,478,274)	(1,502,560)
Loans to equity holders	(13,269,105)	(31,613,482)			
Loan repayments by related parties	3,220,000	2,485,235	5,290,000	52,270,980	-
Loans granted to related parties	(23,532,428)	(5,140,000)	(20,397,823)	(66,763,964)	(64,890,000)
Collection of government subsidies	-	-	-	-	78,852
Interest received	254,482	207,922	521,489	3,369,158	101,907
Proceeds from the sale of tangible fixed assets / Proceeds from the sale of non-current assets	9,743,574	3,179,879	5,532,487	2,433,614	8,027,041
Cash and cash equivalents of subsidiary acquired/sold	-	-	(759,183)	563,903	-
Net cash flow from investing activities of discontinued operations	-	-	(23,470,006)	467,760	-
Net cash (outflow) used in investing activities	**(40,313,266)**	**(37,569,050)**	**(52,428,693)**	**(23,585,697)**	**(89,729,052)**
Cash flows from financing activities					
Proceeds from borrowings	110,416,482	122,578,531	177,589,770	204,786,578	189,502,956
Loan repayments	(31,494,447)	(16,012,360)	(174,174,347)	(152,109,763)	(216,897,307)
Proceeds from the issue of shares	-	-	-	151,810	-
Proceeds from loans from related parties, net	-	-	16,625,810	-	-
Repayments of leasing obligations	(16,729,460)	(11,980,590)	(26,780,008)	(23,224,825)	(18,577,158)
Repayment of loans received from related parties/ Repayment of loans to related parties	(16,625,810)	-	-	-	-
Dividends paid to associates of the company	-	-	(75,000,000)	(90,298,982)	(28,099,247)
Net cash flow from financing activities of discontinued operations	-	-	13,828,681	(2,079,115)	-
Net cash (outflow) from financing activities	**45,566,765**	**94,585,581**	**(67,910,095)**	**(62,774,296)**	**(74,070,756)**
Net increase/(decrease) in cash and cash equivalents	**(4,514,900)**	**16,332,420**	**7,218,824**	**(62,465)**	**3,901,747**
Cash and cash equivalents as of 1 January			8,868,194	9,474,370	5,994,043
Cash and cash equivalents at the beginning of the year	16,089,705	8,025,781			
Effect of exchange rate changes on cash and cash equivalents	-	(15,189)	2,688	(543,711)	(421,420)
Cash and cash equivalents at 30 June/ Cash and cash equivalents at the end of the year	**11,574,805-**	**24,343,012**	**16,089,706**	**8,868,194**	**9,474,370**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Non IFRS indicators

Adjusted Operating Expenses

		6-month period ended 30 June RON		FY ended 31 December RON		
		2025	2024	2024	2023	2022
	Expenditure on raw materials, consumables and merchandise	(303,533,145)	(323,984,467)	(667,444,709)	(653,232,941)	(501,115,459)
+	Employee benefits expenses	(108,944,418)	(90,788,598)	(183,160,902)	(154,536,449)	(146,833,634)
+	Depreciation and amortization	(23,798,620)	(23,436,525)	(46,379,693)	(46,353,205)	(44,738,816)
+	Services rendered by third parties	(21,385,563)	(23,908,540)	(49,637,840)	(40,888,252)	(33,159,593)
+	Other operating expenses, of which:	(28,570,656)	(27,322,312)	(57,952,462)	(57,701,712)	(53,488,138)
	Utilities expenses	*(13,378,836)*	*(10,267,060)*	(23,835,511)	(25,939,824)	(30,888,122)
	Expenditure on repairs and maintenance	*(5,401,675)*	*(5,763,562)*	(11,777,950)	(11,487,818)	(6,572,459)
	Other expenses	*(9,790,145)*	*(11,291,690)*	(22,339,001)	(20,274,070)	(16,027,557)
=	**Adjusted Operating Expenses**	**(486,232,402)**	**(489,440,442)**	**(1,004,575,606)**	**(952,712,559)**	**(779,335,640)**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

EBITDA, EBIT, EBITDA Margin, EBIT Margin, EBIT Margin, Net Profit Margin

		6-month period ended 30 June RON		FY ended 31 December RON		
		2025	2024	2024	2023	2022
	Revenue from customer contracts	**534,265,339**	**529,479,908**	1,120,600,863	1,045,845,014	870,913,238
+	Other revenues	3,715,510	2,939,207	7,366,978	6,555,841	9,779,609
+/-	Other gains/(losses) - net	687,018	1,009,617	689,030	(1,091,796)	(485,817)
+/-	Change in stocks of finished products and production in progress	10,036,593	9,589,305	(3,275,489)	9,472,509	7,048,216
-	Expenditure on raw materials, consumables and merchandise	(303,533,145)	(323,984,467)	(667,444,709)	(653,232,941)	(501,115,459)
-	Employee benefits expenses	(108,944,418)	(90,788,598)	(183,160,902)	(154,536,449)	(146,833,634)
-	Utilities expenses	(13,378,836)	(10,267,060)	(23,835,511)	(25,939,824)	(30,888,122)
-	Repair and maintenance expenses	(5,401,675)	(5,763,562)	(11,777,950)	(11,487,818)	(6,572,459)
+/-	Net impairment losses on financial and contractual assets	(78,930)	(309,900)	(369,727)	(105,978)	1,377,947
-	Services rendered by third parties	(21,385,563)	(23,908,540)	(49,637,840)	(40,888,252)	(33,159,593)
-	Other expenses	(9,790,145)	(11,291,690)	(22,339,001)	(20,274,070)	(16,027,557)
=	**EBITDA**	**86,191,748**	**76,704,220**	**166,815,743**	**154,316,236**	**154,036,369**
-	Depreciation and amortization	(23,798,620)	(23,436,525)	(46,379,693)	(46,353,205)	(44,738,816)
=	**EBIT**	**62,393,128**	**53,267,695**	**120,436,050**	**107,963,031**	**109,297,553**
-	Net financial expenses not allocated	(5,947,239)	(9,792,969)	(18,648,603)	(12,460,212)	(6,788,454)
=	**Profit before tax**	**56,445,889**	**43,474,726**	**101,787,447**	**95,502,819**	**102,509,099**
	Profit for the financial year / Profit for the period	**47,467,839**	**36,755,683**	**87,657,001**	**82,517,387**	**86,048,190**
	EBITDA margin	**16.1%**	**14.5%**	**14.9%**	**14.8%**	**17.7%**
	EBIT margin	**11.7%**	**10.1%**	**10.7%**	**10.3%**	**12.5%**
	Net Profit Margin	**8.9%**	**6.9%**	**7.8%**	**7.9%**	**9.9%**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Net Debt, Net Debt to Equity, Net Debt to EBITDA, Equity Ratio

		FY ended 31 December RON		
		2024	2023	2022
-	Cash and cash equivalents	16,089,705	8,025,781	9,474,370
+	Current and long-term loans	284,498,471	264,439,312	209,286,947
+	Current and long-term liabilities from leasing contracts	63,599,669	82,048,197	88,666,075
=	**Net Debt**	**332,008,435**	**338,461,728**	**288,478,652**
	Total Equity	236,345,933	280,285,669	180,635,488
	Net debt to equity ratio	**140%**	**121%**	**160%**
	EBITDA	166,815,743	154,316,236	154,036,369
	Net Debt to EBITDA ratio	**2.0**	**2.2**	**1.9**

Total Assets	717,515,717	826,982,226	666,227,700
Equity ratio	**32.9%**	**33.9%**	**27.1%**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis of the financial condition and results of operations of the Company for the six-month period ended 30 June 2025 as well as the financial condition and the results of operations of the Group (Company together with the Subsidiaries) for the years ended 31 December 2024, 31 December 2023 and 31 December 2022 should be read in conjunction with the rest of this Prospectus, including the Audited Consolidated Financial Statements and the Condensed Interim Financial Statements, the notes thereto and the independent auditor's reports thereon, which are included elsewhere in this Prospectus. Unless otherwise stated, the financial information in this section is derived from the Audited Consolidated Financial Statements, which have been prepared in accordance with IFRS-EU and the Condensed Interim Financial Statements, which have been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the European Union. The information presented below includes forward-looking statements that involve risks and uncertainties. The Group's future results could differ materially from those presented below. See "Important Information About this Prospectus - Cautionary Note Regarding Forward-Looking Statements". Factors that could cause or contribute to such differences include, but are not limited to, those factors discussed in the sections entitled "Risk Factors" and "Business" and elsewhere in the Prospectus.

1. Financial Highlights

The Audited Consolidated Financial Statements have been prepared by Cris-Tim Family Holding S.A. (the "*Company*") and include the activities of the Company and its Subsidiaries (the "*Group*").

As of 31 March 2023, Cris-Tim Family Holding S.R.L., Cris-Tim Companie de Familie S.R.L. and Impex Cris Tim S.R.L. merged, with Cris-Tim Family Holding S.R.L. as the absorbing entity. Before the merger, all three companies had the same ultimate shareholding structure, but did not form a group for consolidated reporting purposes. To ensure comparability between the years presented in the Audited Consolidated Financial Statements, the Company has elected to present comparative information as if the transaction had occurred as of the beginning of the prior period. Accordingly, the Audited Consolidated Financial Statements include the assets, liabilities, shareholders' equity, revenues and expenses of the three companies for the period prior to the date of the merger, incorporating them into the scope of consolidation of the Group.

On 26 October 2023, the loans granted to Eco-Ferm S.R.L. ("*Eco-Ferm*"), an affiliated party, were converted into shares of Eco-Ferm, resulting in the Company holding 74% of the shares of Eco-Ferm. Both Eco-Ferm and the Company had the same ultimate shareholder and beneficial owners.

Eco-Ferm was founded in 2003, its main activity consisting in animal husbandry (cows, sheep) and wholesale of products resulting from their slaughtering and breeding (meat, milk and dairy products). The cultivation and harvesting of agricultural crops, mainly for animal feed, as well as the harvesting of vines for wine production are also part of Eco-Ferm's activities.

In September 2024, the shares held in Eco-Ferm were sold to an affiliated party, such that as of 31 December 2024, the Company had no subsidiary. As a result of this sale, the Company drafted condensed interim financial statements to prepare revised condensed interim individual financial statements for the six months ended 30 June 2025. The comparative figures for the six-month period ended 30 June 2024 also refer exclusively to the Company, providing for a comparative view between the two periods.

2. Operating segments

From an operational specific perspective, the Company has identified two reportable operational segments:

- Cold Cuts Segment: the production, distribution and sale of prepackaged processed and sliced meats;
- Ready-Meals Segment: the production, distribution and sale of partially or fully cooked prepackaged food products;

The "Other segments" include the sale of goods (other than those produced by the Company) through its own network of stores, as well as the sale of Eco Ferm's dairy products.

In the first half of 2025, there was a change in the business operations and, consequently, in the accounting treatment of the activity to sell dairy products purchased from Eco-Ferm for resale. Until 31 December 2024, the Company operated as principal in these transactions. In January 2025, a new agreement was entered into with Eco-Ferm for logistics and distribution services, and management concluded that the Company is acting as the selling agent for the dairy products under this agreement. For the six-month period ended 30 June 2024, revenues of RON 20.4 million were reported under "Other" with associated merchandise costs of RON 16.9 million, resulting in a net profit from the purchase and resale of dairy products of RON 3.5 million. As a result of the new agreement, for the six-month period ended 30 June 2025, dairy revenue is recognised on a net basis, reflecting only the commission earned for logistics and distribution services of RON 3.2 million.

3. Key factors affecting operating results

The price of raw materials could induce high volatility in the Company's financial results in the coming years. The main raw material is pork, with a share in 2023 and 2024 of 65% of total raw materials and consumables expenses. It has the greatest influence on the Company's profitability profile, its operational result being highly sensitive to the purchase price of pork processed by the Company. Pork is imported from Germany and other major markets, mainly in the European Union, and is subject to a high variability in quotations, which means that the Company is subject to the risk of purchasing at significantly higher prices than budgeted or estimated, which is reflected in the price of its finished products. Although the Company's 10,000 tons capacity for the storage of raw materials allows it to import and store pork in substantial quantities during the months of January and February, when prices are usually seasonally lower than the other months of the year, this does not guarantee that, for the entire year, the weighted average purchase price would be implicitly optimised in relation to fluctuations in the price of pork throughout the year and/or in relation to the selling prices of its finished products.

The purchasing power of the population has a major influence on the Company's ability to pass through increases in operating expenses into the selling prices of its finished goods. A potentially significant slowdown in Romania's economic growth could occur because of the pressure to adjust public spending and increase some direct and indirect taxes starting in August 2025, according to the plans announced by the new Romanian Government. Under these conditions, the disposable income in real terms of the population could undergo adjustments likely to exert pressure on the consumption of goods and services, as well as with respect to changes in the consumption preferences of a significant part of the population. In this respect, one segment of the population could preferentially orient towards more affordable products, even if inferior in quality to those previously purchased. Although the demand for staple foods is noticeably more resilient in periods of contraction of the economic cycle, the demand for the Company's products, which are in the higher quality bracket, could be affected in the scenario of an erosion of the general level of quality-of-life indicators in Romania in the coming years.

Personnel expenses are the second important category of operating expenses, with a major impact on the Company's profitability profile. Given the difficulties in recruiting and retaining qualified personnel in multiple segments of the labour market, the Company could be forced to increase the level of average employee salaries and performance bonuses at a rapid pace, possibly significantly above the inflation rate, which could erode its operational profitability. The Company pays particular attention to its human resources policy and to ensuring a high level of retention of top performers, as evidenced by the fact that more than half of the employees have more than seven years of seniority in the Company. However, although the Company has proven in the past years a very good ability to pass on increasing production costs in the price of its finished products, maintaining a motivated workforce could in the coming years mean a relatively high rate of increase in personnel expenses, which could put pressure on profitability in certain unfavourable circumstances of evolution of some business variables.

The currency risk manifests itself first of all in the fact that the Company's revenues are denominated in RON, whereas the purchases of pork, the main raw material, are denominated in EUR. This currency risk is thus unavoidable, given that the main raw material can only be purchased from imports. Under the circumstances, the loans contracted by the Company for purposes related to the purchase of raw materials and working capital are denominated in EUR. This results in an exposure of the Company to the depreciation of the national currency against the EUR, which could be manifested by an increase in the purchase costs of pork in RON, by an increase in interest expenses, as well as by unfavourable exchange rate differences resulting from the revaluation in RON at the balance sheet date of the balances of bank loans in EUR. The Company does not currently use derivative financial instruments to hedge the principal currency risk, namely that arising from substantial purchases of raw materials denominated in European currency.

4. Recent developments and trends

On 15 September 2025, the Company's shareholders approved the change of the Company's legal form from a limited liability company (S.R.L.) to a joint stock company (S.A.) for the purposes of the Offering. At the same time, the Company's shareholders approved the share capital increase through the incorporation of reserves amounting to RON 74,684,120. Also, the nominal value of the Company's shares was changed from RON 10 per share to RON 1 per share, and the number of shares was amended accordingly. Following the aforementioned changes, the value of the Company's share capital increased to RON 75,000,000,000, divided into 75,000,000 shares, of which 74,976,225 belong to the Selling Shareholder and 23,775 belong to Mr Radu Timiș. The reorganisation process was finalised by the registration with the Trade Registry of the change of legal form, the share capital increase and the change of the nominal value of the shares on 23 September 2025.

5. Statement of profit or loss and other comprehensive income

Revenue

Revenue from customers contracts (third parties)

	6-month period ended 30 June *RON*		FY ended 31 December *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Cold Cuts	470,327,753	458,059,531	963,937,941	892,909,369	733,878,441
Ready-Meals	56,768,791	47,506,352	105,673,154	100,325,734	90,840,149
All other segments	7,168,795	23,914,025	50,989,768	52,609,911	46,194,648
Total income from customer contracts (third parties)	**534,265,339**	**529,479,908**	**1,120,600,863**	**1,045,845,014**	**870,913,238**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Revenue from customer contracts (third parties) amounted to RON 1,120.6 million in 2024, an increase of 7.1% compared to 2023, when the amount was of RON 1,045.8 million, which represents an increase of 20.1% compared to 2022, when the figure amounted to RON 870.9 million. Also, in the six months ended 30 June 2025, this revenue category showed an increase of 0.9% compared to the same period of 2024.

The Company generates its revenue from customer contracts (third parties), mainly from the domestic market, which accounted for a significant share of 93.2% in 2024, 93.0% in 2023, 92.1% in 2022. In the first half of 2025 and the first half of 2024, respectively, domestic market sales from customer contracts (third parties) occupy a share of 93.3% and 92.8%, respectively. The value of sales as aggregate proceeds from customer contracts (third parties) in the domestic market increased by 7.4% in 2024 to RON 1,044.7 million compared to 2023 and by 21.3% in 2023 to RON 973.0 million compared to 2022, when the value of sales from customer contracts (third parties) was RON 802.3 million. In the first half of 2025, sales from customer contracts (third parties) in the local market recorded an increase of 1.5% compared to the first half of 2024, reaching RON 498.7 million from RON 491.3 million in the first half of 2024.

In terms of sales to external clients, the Company has a significant presence in EU countries such as Germany, Spain, Italy, or the United Kingdom, countries where there are important Romanian communities. The value of revenues from customer contracts (third parties) related to external clients increased by 4.1% in 2024, reaching RON 75.9 million, compared to 2023, and by 6.1% in 2023 to RON 72.9 million, compared to 2022, when the value of sales from customer contracts (third parties) related to external clients was RON 68.7 million. The most important external markets in 2024 were Germany (19.4% of total revenues from customers contracts (third parties) in foreign markets), Spain (18.4%) and Italy (17.1%), which together generated more than half of the total value of the Cri-Tim's revenues from customer contracts (third parties) on external markets. In the first semester of 2025, revenues from customer contracts (third parties) related to external clients decreased by 7.0% compared to the first semester of 2024.

The revenue from customer contracts (third parties) generated by the Cold Cuts segment occupies the largest share of the Company's revenue from customer contracts, i.e. 86.0% in 2024, 85.4% in 2023, 84.3% in 2022 (88.0% in the first half of 2025 and 86.5% in the first half of 2024, respectively). Revenue from customer contracts generated from Ready-Meals segment accounted for 9.4% in 2024, 9.6% in 2023, 10.4% in 2022 (10.6% in H1 2025 and 9.0% in H1 2024, respectively).

The explanations for a certain amplitude of sales growth over a period of time are a mix between product price increases and the dynamics of volumes sold. The different variations in these variables are sensitive to a multitude of factors such as product categories, associated brands and sales channels used.

The revenue from customer contracts (third parties) generated by the Cold Cuts segment increased by 8.0% in 2024 compared to 2023 and by 21.7% in 2023 compared to 2022. The development is explained by the fact that in 2024, there was a 3.5% increase in volumes sold compared to 2023, while in 2023, there was a 9.1% increase compared to the previous year. In contrast, average selling price per kg related to the Cold Cuts segment advanced 4.3% in 2024 from 2023 and 11.5% in 2023 from 2022.

In the six-month period ended 30 June 2025, this revenue category was up 2.7% compared to the same period in 2024. The increase in the first half of 2025 is explained by a 2.5% rise in the average price per kg of cold cuts sold and a 0.1% rise in the volumes of finished products sold.

Ready-Meals segment revenue from customer contracts (third parties) grew 5.3% in 2024 compared to 2023 and 10.4% in 2023 compared to 2022. The dynamics can be explained by the fact that in 2024, the increase in volumes sold was 5.4% compared to 2023, while in 2023, there was a 7.3% increase compared to the previous year. In contrast, average selling prices in the Ready-Meals segment decreased by 0.1% in 2024 from 2023 and increased by 3.0% in 2023 from 2022.

Also, in the six-month period ended 30 June 2025, this revenue category increased 19.5% compared to the same period in 2024. The increase recorded in the first semester of 2025 is explained by a 20.4% increase in the volumes of Ready-Meals products sold and a 0.7% adjustment in the average selling price per kg compared to the same period last year.

Revenues from customer contracts (third parties) from sales in other business segments amounted to RON 51.0 million in 2024, marking a decrease of 3.1% compared to 2023 when the value of proceeds from customer contracts (third parties) related to the other segments was RON 52.6 million.

In 2023 this category of proceeds from customer contracts (third parties) registered an increase of 13.9% compared to 2022 when the value was RON 46.2 million. This dynamic largely expresses the sales dynamics of dairy products distributed by the Company. Also, in the six-month period ended 30 June 2025, this category of revenue from customer contracts (third parties) recorded a 70.0% decrease compared to the same period of 2024. The specific reason for such an adjustment relates to the fact that, as of January 2025, the Company no longer reflects in its accounting records the activity of distribution of dairy products through the purchase and sale of goods but records it in the category "Other income from customers contracts" an income from the provision of distribution services (of a logistical nature).

For more details regarding segment reporting, please refer to the chapter "*Business*" as well as Note 19 to the Audited Consolidated Financial Statements and Note 4 to the Condensed Interim Financial Statements.

Financial income

Financial income, represented entirely by interest income, showed a downward trend from RON 12.0 million in 2022 to RON 4.3 million in 2024. This income is mainly represented by interest associated with intra-group loans granted by the Company. In the six-month period ended 30 June 2025, this category of income increased by 151.3% compared to the same period in 2024.

Other Income

The "Other Income" category includes rebilled income (consisting of administrative services rebilled to related parties), income from hospitality and entertainment services (fishing), income generated from the rental of production facilities, income from the sale of waste and residual products, as well as other unclassified income (grants, rents collected and other intangible sources of income).

This category of revenue showed an increase of 12.4% in 2024, amounting to RON 7.4 million, compared to RON 6.6 million recorded in 2023. On the other hand, there was a decrease of 33.0% in the year 2023 compared to the year 2022, when the amount was RON 9.8 million. Also, in the 6-month period ended 30 June 2025, this category of revenue showed an increase of 26.4% compared to the same period of 2024.

Expenses

Adjusted Operating Expenses

	6-month period ended 30 June *RON*		FY ended 31 December *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Expenditure on raw materials, consumables and merchandise	(303,533,145)	(323,984,467)	(667,444,709)	(653,232,941)	(501,115,459)
Employee benefits expenses	(108,944,418)	(90,788,598)	(183,160,902)	(154,536,449)	(146,833,634)
Depreciation and amortization	(23,798,620)	(23,436,525)	(46,379,693)	(46,353,205)	(44,738,816)
Services rendered by third parties	(21,385,563)	(23,908,540)	(49,637,840)	(40,888,252)	(33,159,593)
Other operating expense, of which:	(28,570,656)	(27,322,312)	(57,952,462)	(57,701,712)	(53,488,138)
Utilities expenses	*(13,378,836)*	*(10,267,060)*	(23,835,511)	(25,939,824)	(30,888,122)
Repair and maintenance expenses	*(5,401,675)*	*(5,763,562)*	(11,777,950)	(11,487,818)	(6,572,459)
Other expenses	*(9,790,145)*	*(11,291,690)*	(22,339,001)	(20,274,070)	(16,027,557)
Total Adjusted Operating Expenses	**(486,232,402)**	**(489,440,442)**	**(1,004,575,606)**	**(952,712,559)**	**(779,335,640)**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Within the *Adjusted Operating Expenses* category, the following expenses have been delineated: raw materials, consumables and merchandise expenses, employee benefits expenses, depreciation and amortization expenses, services rendered by third party and other operating expenses which aggregate utilities, repairs and maintenance, as well as other expenses.

Within Adjusted Operating Expenses, the most significant portion is raw materials, consumables and merchandise expenses, accounting for 66.4% in 2024, 68.6% in 2023, 64.3% in 2022, 62.4% in the first half of 2025 and 66.2% in the first half of 2024. Employee benefits expense is in second place, accounting within the category of Adjusted Operating Expenses, for 18.2% in 2024, 16.2% in 2023, 18.8% in 2022, 22.4% in the first half of 2025, and 18.5% in the first half of 2024. Depreciation and amortization expense ranks third as a percentage of 4.6% in 2024, 4.9% in 2023, 5.7% in 2022, 4.9% in the first half of 2025, and 4.8% in the first half of 2024. Expenditures for services rendered by third parties hold within the category of Adjusted Operating Expenses 4.9% in 2024, 4.3% in 2023, 4.3% in 2022, 4.4% in the first half of 2025, and 4.9% in the first half of 2024.

Note that cumulatively, repair and maintenance expenses, utility expenses and other expenses accounted for 5.2% of customer contract revenues in 2024, 5.5% in 2023 and 6.1% in 2022, respectively, and were on a clear downward trend, indicating an operational efficiency effect over that period.

A notable aspect to be emphasised refers to the low share of utilities expenses in total Adjusted Operating Expenses, respectively 2.4% in 2024, 2.7% in 2023, 4.0% in 2022, 2.8% in the first half of 2025 and 2.1% in the first half of 2024. This is due to the Company's systematic focus in recent years on limiting the dependence of its profitability profile on rising electricity and natural gas costs, which have seen considerable jumps in Romania in recent years. This has been reflected by the commissioning by the Company of photovoltaic panels with an installed capacity of 3.4 MW and also two cogeneration units with an installed capacity of 1 MW each, that produce electricity and thermal agent for internal use. Also, in terms of the Company's water consumption, as a result of investments in the commissioning of its own wells, the Company has internally secured more than 50% of its annual water consumption in the production process.

Expenditure on raw materials, consumables and merchandise

Expenditure on raw materials, consumables and merchandise registered an increase of only 2.2% in 2024 amounting to RON 667.4 million compared to RON 653.2 million recorded in 2023. Also, there was an increase of 30.4% in 2023 compared to 2022, when the level of this item amounted to RON 501.1 million.

Within the Cold cuts segment, the highest share in this category of expenses is represented by the expenses related to the purchase of pork meat processed by the Company, with 65.9% in 2024, 64.8% in 2023, 52.5% in 2022, 61.4% in the first half of 2025 and 66.9% in the first half of 2024, respectively. For the six-month period ended 30 June 2025, the expenditure on raw materials, consumables and merchandise within the Cold Cuts segment category decreased 3.8% compared to the same period in 2024.

The dynamics of the expenses associated with the Company's processed pork was determined both by the increase in the volume of pork used, by 2.1% in 2024 compared to 2023, respectively 12.4% in 2023 compared to 2022, and especially by the volatility of the average price per kilogram of pork subject to processing by the Company. Thus, the effective purchase price of pork processed by the Company increased by 3.9% in 2024 compared to 2023 and by 47.0% in 2023 compared to 2022. Also, in the first half of 2025, the effective purchase price of pork processed by the Company decreased by 11.0% compared to the same period last year, mainly due to the substantial decrease in the purchase cost of pork used for producing finished goods.

The average purchase price of pork processed by the Company is highly volatile from one period to the next, being synchronised with the quotations on the main European markets (especially Germany), from where pork is imported. The company's pork purchasing policy is a strong differentiating element in relation to its competitors and thanks to this policy it can ensure annual average prices significantly lower than international benchmark prices. The major distinguishing element of the pork procurement policy is the development of a major refrigeration capacity of about 10,000 tons, to be replaced by a new capacity of 25,000 tons through the Investalim program. Thus, the Company purchases more than 40% of the pork needed for processing in January and February, when seasonally the price quotations for this type of commodity are usually lower than the prices in the other months of the year.

The ratio of raw materials, consumables and merchandise expenses to revenues from customer contracts is 59.6% in 2024, 62.5% in 2023, 57.5% in 2022, 56.8% in the first half of 2025 and 61.2% in the first half of 2024, which highlights that the Company's profitability profile is highly sensitive to fluctuations in raw material prices, especially the price of pork. Thus, the policy of managing costs related to pork procurement has a major influence on the Company's profitability and is essential for the preservation of a healthy financial position in the long term.

During the six-month period ended 30 June 2025, the expenditures on raw materials, consumables and merchandise decreased by 6.3% related to the similar period of 2024.

Employee benefits expenses

Employee benefit expenses recorded an increase of 18.5% in 2024 reaching an amount of RON 183.2 million compared to RON 154.5 million recorded in 2023. There was also an increase of 5.2% in 2023 compared to 2022, when the figure amounted to RON 146.8 million.

The significant increase in these types of expenditure by 18.5% in 2024 compared to 2023, as well as by 20.0% during the 6-month period ended 30 June 2025 compared to the same period in 2024, was mainly determined by the impact of the elimination of some tax facilities, stipulated by Order 1525 of 29 June 2022 *on the establishment of the procedure for granting tax facilities in the agricultural sector and food industry*, supplementing Law no. 135 of 13 May 2022 *for amending and supplementing some normative acts* (such as the elimination of the exemption from the payment of HCF (health contribution fund), the reduction of CAM (contribution for labour insurance, representing a 2.25% rate applicable to income from salaries and those assimilated to salaries), the reduction of CAS (social security contribution)). Effectively, the Company decided to keep the net remuneration of employees in the conditions of the cancellation of these tax facilities, which resulted in a higher level of expenses for legal contributions associated with the remuneration of personnel.

The ratio of employee benefits expense to customer contract revenues remained relatively stable over the period under review (16.3% in 2024, 14.8% in 2023, 16.9% in 2022, 20.4% in the first half of 2025 compared to 17.1% in the first half of 2024), despite significant salary increases. This indicates that, except for the immediate impact of the cancellation of tax facilities, sales have increased at least at the same pace as personnel expenses, and the stability of this indicator reflects the Company's ability to pass through into the price of its finished products the main operating expenses, namely raw materials, consumables and merchandise as well as personnel expenses.

In terms of the average annual personnel expenses per employee (including the variable ones, i.e. monthly and annual performance bonuses granted in accordance with the human resources policy), they increased from a level of RON 5,696 in 2022 to RON 6,206 in 2023 and RON 7,296 in 2024, which represent associated increases of 8.9% in 2023 and 17.6% in 2024, respectively. In the first semester of 2025, average personnel expenses per employee amounted to RON 8,998, 26.5% above the level of RON 7,111 in the same period last year.

Depreciation and amortization

Depreciation and amortization expenses showed an insignificant change in 2024 compared to 2023, at around RON 46.4 million during the two-year period. In 2022, they amounted to RON 44.7 million.

Also, in the 6-month period ended 30 June 2025, this category of expenses recorded a value of RON 23.8 million compared to RON 23.4 million in the same period of 2024.

The ratio of depreciation and amortization expenses to revenues from customer contracts remained stable in the period under review (4.1% in 2024, 4.4% in 2023, 5.1% in 2022, 4.5% in the first half of 2025 and 4.4% in the first half of 2024).

A noteworthy element refers to the fact that the level of depreciation and amortization expenses are represented by two components, i.e. they are associated on the one hand with tangible and intangible assets and on the other hand with assets related to rights of use financed under operating and finance leases.

Services rendered by third parties

Expenditure on services rendered by third parties increased by 21.4% in 2024 reaching RON 49.6 million, compared to RON 40.9 million in 2023. Also, there was an increase of 23.3% in 2023 compared to 2022, when their level amounted to RON 33.2 million.

The above-mentioned increases were significantly influenced by the increase in advertising expenses, which have a significant share in the category of expenses for services rendered by third parties (35.8% in 2024, 36.1% in 2023, 27.8% in 2022, 31.2% in the first semester of 2025 and 32.7% in the first semester of 2024).

Advertising expenses recorded an increase of 20.4% in 2024, reaching RON 17.8 million, compared to RON 14.8 million in 2023, respectively an increase of 60.4% in 2023 compared to 2022 when the amount was RON 9.2 million. In the first six months of 2025, however, advertising expenses decreased by 14.8% compared to the first half of 2024, to RON 6.7 million. An element of differentiation of the Company compared to the main competitors in the market is the support of its sales strategy by intensively promoting its brands, especially the most visible ones in the market (Cris-Tim, Matache Măcelaru and Bunătăți) through advertising campaigns in various media (TV, online), promotions and discounts, etc.

In terms of the ratio of advertising expenses to revenues from customer contracts, there is an increase in this ratio from 1.1% in 2022 to 1.4% in 2023 and 1.6% in 2024. In the first half of 2025, this ratio was 1.4%, compared to 1.5% in the same period last year. This highlights the importance of marketing support to the fulfilment of the Company's sales targets.

The "Other services rendered by third parties" category ranks second in terms of share of expenditure on services rendered by third parties (18.8% in 2024, 19.2% in 2023, 22.4% in 2022, 24.8% in 1H 2025 and 22.7% in 1H 2024), followed by transportation expenses (11.0% in 2024, 11.6% in 2023, 12.8% in 2022, 2.7% in the first half of 2025, 11.4% in the first half of 2024, respectively), IT services expenses (9.4% in 2024, 10.0% in 2023, 11.0% in 2022, 7.8% in the first half of 2025, 6.3% in the first half of 2024, respectively), insurance costs (9.8% in 2024, 9.4% in 2023, 8.1% in 2022, 13.5% in the first half of 2025, respectively 9.8% in the first half of 2024) and consultancy fees (9.7% in 2024, 8.9% in 2023, 9.1% in 2022, 16.3% in the first half of 2025, respectively 9.7% in the first half of 2024). Other expenditure categories included in other expenses for services rendered by third parties, such as rent, postal and communication services, have a significantly lower share.

In the six months ended 30 June 2025, expenses for services rendered by third parties decreased by 10.6% compared to the same period in 2024, mainly explained by a 14.8% decrease in advertising expenses and by a 79.1% of the transportation expenses after this service was provided as an in-house service.

The ratio of expenses for services rendered by third parties to revenues from customers contracts trended slightly upward during the period under review (4.4% in 2024, 3.9% in 2023, 3.8% in 2022). Given the upward trend in advertising spending as a percentage of customer contract revenues, this dynamic suggests relative stagnation in the other components of spending on services performed by third parties.

Utilities expenses

The Company utilizes a mix of electricity resources that includes both grid purchases through electricity suppliers and internal generation. The Company has a system of photovoltaic panels with an installed capacity of 3.4 MW installed on its production units. In addition, the Company obtains approximately 2 MW of power generated through cogeneration, an efficient process of simultaneously producing electricity and heat utilizing natural gas. The units utilize natural gas to produce electricity and heat and water for use in the production process. This mix has helped reduce electricity costs, which account for the largest portion of total utility expenses.

The table below shows the electricity and natural gas consumption in 2024, 2023, 2022 as well as in the 6-month period ending on 30 June 2025 and 30 June 2024:

	H1		FY		
			MWh		
	2025	**2024**	**2024**	**2023**	**2022**
Natural gas consumption	27,396	29,910	62,667	57,862	50,250
Electricity consumption	6,693	6,119	13,711	13,916	18,771

Source: Company data

Utilities expenses have been on a downward trend since 2022. Thus, they decreased by 8.1% in 2024 to RON 23.8 million, compared to RON 25.9 million in 2023. There was also a decrease of 16.0% in 2023 compared to 2022, when they amounted to RON 30.9 million.

	6-month period ended 30 June		FY ended 31 December		
			RON million		
	2025	**2024**	**2024**	**2023**	**2022**
Natural gas consumption expenses	8.1	5.7	13.1	14.3	15.8
Electricity consumption expenses	4.8	4.3	10.0	10.9	14.5
Water consumption expenses	0.5	0.3	0.8	0.7	0.6
Utilities expenses	**13.4**	**10.3**	**23.8**	**25.9**	**30.9**

Source: Company data, Audited Consolidated Financial Statements and Condensed Interim Financial Statements

In the six months ended 30 June 2025, this expense category showed an increase of 30.3% compared to the same period in 2024, as a result of rising utilities prices, especially natural gas.

Expenditure on repairs and maintenance

Expenditure on repairs and maintenance increased by 2.5% in 2024 to RON 11.8 million, compared to RON 11.5 million in 2023, i.e. an increase of 74.8% in 2023 compared to 2022, when the level was RON 6.6 million.

	6-month period ended 30 June		FY ended 31 December		
			RON million		
	2025	**2024**	**2024**	**2023**	**2022**
Fleet of vehicles	2.8	2.7	5.7	6.1	3.8
Production facilities (buildings, equipment, machinery)	2.6	3.0	6.0	5.4	2.8
Expenditure on repairs and maintenance	**5.4**	**5.8**	**11.8**	**11.5**	**6.6**

Source: Company data, Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Within this expenditure category, the share of expenditure for repairs to the fleet of vehicles was 57.2% in 2022, 53.0% in 2023 and 48.8% in 2024. In the first half of 2025, this ratio was 47.4%, compared to 51.5% in the same

period last year. The remaining expenses are associated with the maintenance of equipment and machinery in the processing plants, as well as the buildings where the Company conducts its operations.

For operational efficiency reasons, the Company aims to replace its fleet of vehicles every four years in order to significantly reduce expenses associated with repairs in the future. In this context, the Company intends to change the entire fleet of cars by the end of 2025 and thereafter the fleet will be renewed again in 2029. The Company has decided in 2022 to switch from operating lease financing to finance lease financing (an important consideration being related to the high costs of repairs upon handover of vehicles).

In the 6-month period ended 30 June 2025, this expense category decreased by 6.3% compared to the same period in 2024.

Other expenses

The "Other Expenses" category showed an increase of 10.2% in 2024 amounting to RON 22.3 million, compared to RON 20.3 million recorded in 2023, an increase of 26.5% in 2023 compared to 2022, when the amount was RON 16.0 million.

In the category "Other Expenses", a significant share is represented by taxes to the state budget (32.2% in 2024, 31.0% in 2023, 33.2% in 2022, 41.5% in the first semester of 2025 and 30,1% in the similar period of 2024). Also, donations have a share of 19.1% in 2024, 15.9% in 2023, 12.4% in 2022, 18.5% in the first semester of 2025 and 18.6% in the similar period of 2024.

In the six months ended 30 June 2025, this Other Expenses category decreased 13.3% compared to the same period in 2024.

Financial Expense

Financial expenses recorded an increase of 4.9% in the year 2024 amounting to RON 23.0 million compared to RON 21.9 million recorded in the year 2023, i.e. an increase of 16.5% in the year 2023 compared to the year 2022, when the amount was RON 18.8 million. In the period analysed, the vast majority of financial expenses are associated with interest expenses, while the remainder correspond to net foreign exchange losses on foreign currency loans and leasing contracts, the latter amounting to RON 0.08 million in 2024, RON 2.5 million in 2023 and RON 1.9 million in 2022.

Interest expenses related to loans held within financial expenses weights of 84.1% in 2024, 72.4% in 2023, 79.1% in 2022, while interest expenses related to leasing contracts had weights of 15.6% in 2024, 16.3% in 2023, 10.7% in 2022.

In the six-month period ended 30 June 2025, financial expenses showed an insignificant increase of 1.5% compared to the same period in 2024.

Operating profitability by segments

EBITDA by segments

	6-month period ended 30 June *RON*		**FY ended 31 December** *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Cold Cuts	73,136,877	63,439,535	136,327,951	133,492,524	132,304,883
Ready-Meals	13,741,232	13,436,861	29,107,518	23,125,688	20,065,347
All other segments	(686,361)	(172,176)	1,380,273	(2,301,977)	1,666,139
Total EBITDA	**86,191,748**	**76,704,220**	**166,815,743**	**154,316,236**	**154,036,369**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Additional information about the reportable operating segments is presented in the Audited Consolidated Financial Statements and Condensed Interim Financial Statements.

The Company uses a profit indicator before continuing activities, depreciation and amortization, unallocated nete financial expenses (the "**EBITDA**") to evaluate the performance of operating segments.

EBITDA amounted to RON 166.8 million, up by 8.1% in 2024 compared to 2023, when this indicator amounted to RON 154.3 million. On the other hand, a stagnation of the value of this indicator was observed at the level of 2023 compared to 2022, when its value was RON 154.0 million.

The EBITDA for the Cold Cuts segment recorded an increase of 2.1% in 2024 compared to 2023, respectively an increase of 0.9% in 2023 compared to 2022.

EBITDA for the Ready-Meals segment has registered an increase of 25.9% in the year 2024 as compared to the year 2023, respectively an increase of 15.3% in the year 2023 as compared to the year 2022. The rapid pace of growth in profitability of the Ready-Meals segment was supported by both the sales dynamics as well as the favourable evolution of raw materials and consumables prices in this business line.

The interpretation of the variability of EBITDA operating profitability must take into account the fact that in 2022 it recorded a level above the normalised level in 2022 in the context of an atypically low cost of raw material purchases for the Cold Cuts segment (mainly pork) as a direct effect of the turbulence generated on commodity markets by the COVID-19 pandemic, prices following a downward trajectory in 2020 and 2021, to be corrected starting with the second quarter of 2022, the Company benefiting from the stocks already purchased. On the other hand, the recorded increase in EBITDA by 8.1% in 2024 as compared to 2023 is notable in the backdrop of a 2.2% increase in raw material, consumables and merchandise expenses and 18.5% increase in employee benefits expenses, respectively. This indicates a high ability of the Company to pass through the increase in its operating expenses associated with the production process into selling prices.

Also, the EBITDA increase by 12.4% in the first half of 2025 compared to the same period of 2024, despite the substantial increase in employee benefits expenses by 20.0%, is mainly explained by the significantly lower costs by 11.0% in the purchase of the main raw material (pork), but also in the price changes implemented as early as the first months of the semester.

EBIT by segments

	6-month period ended 30 June *RON*		**FY ended 31 December** *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Cold Cuts	51,770,733	42,648,109	95,105,730	93,197,282	93,591,716
Ready-Meals	12,064,811	11,585,988	25,525,173	18,493,506	15,384,739
All other segments	(1,442,416)	(966,402)	(194,853)	(3,727,758)	321,098
Total EBIT	**62,393,128**	**53,267,695**	**120,436,050**	**107,963,031**	**109,297,553**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

EBIT recorded a level of RON 120.4 million in 2024, an increase of 11.6% compared to 2023, when the value of this indicator was RON 108.0 million. Also, in 2023, there was a decrease of 1.2% compared to 2022, when its value was RON 109.3 million.

The EBIT of the Cold Cuts segment recorded an increase of 2.0% in 2024 compared to 2023, and a decrease of 0.4% in 2023 compared to 2022.

The EBIT of the Ready-Meals segment recorded an increase of 38.0% in the year 2024 compared to the year 2023, respectively an increase of 20.2% in the year 2023 compared to the year 2022.

The explanations for the dynamics recorded for EBIT are the same as those recorded for the evolutions for EBITDA.

Also, in the 6-month period ended 30 June 2025, EBIT increased by 17.1% compared to the same period of 2024.

Profit from continuing operations / profit for the period

In 2024, the profit from continuing operations reached RON 84.7 million registering an increase of approximately 3.0% compared to 2023, when it amounted to RON 82.2 million. This dynamic is mainly attributed to the evolution of operating profitability. On the other hand, in 2023, profit from continuing operations recorded a decrease of 4.5% compared to 2022, when the indicator reached RON 86.1 million. In the six-month period ended 30 June 2025, the profit for the period increased by 29.1% compared to the same period of 2024, mainly supported by the operating profitability dynamics.

Net profit margin for 2024 was 7.6%, while the indicator was 7.9% in 2023 and 9.9% in 2022. The significantly higher level of net profit margin in 2022 is due to exceptionally favourable conditions in the pork raw material market in the face of the effects induced by the COVID-19 pandemic, such a market context is not normally repeatable in the medium to long term.

5. Liquidity and capital resources (cash flows)

Liquidity and capital resources associated with a business implicitly reflect a company's ability to generate sufficient cash flows to meet the cash requirements of its business operations, including working capital needs, capital expenditures (less significant acquisitions), debt service obligations, other commitments, contractual obligations and acquisitions. The Company manages its liquidity risk by continuously monitoring its cash flows. It adequately budgets and monitors cash flows and manages available cash deposits and borrowings.

The Company's liquidity requirements must be viewed in connection with the need to fund its working capital and its capital expenditure program. The Company has primarily financed its operations and investments through a combination of cash flows generated from operating activities, short and long-term borrowings from banks as well as finance leases. The Company intends to finance future acquisitions and operations through cash flows generated from operations, loans, finance leases to which will be added the reimbursement of loans to related parties and the cash raised from the capital increase carried out as part of the public offering.

Cash flows generated from operating activities

	6-month period ended 30 June *RON*		**FY ended 31 December** *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Cash flows from operating activities					
Profit before income taxes from:	56,445,889	43,474,726			
Continuing operations	-	-	101,787,446	95,502,819	102,509,099
Discontinued operations	-	-	2,974,755	323,331	-
Adjustments for:					
Amortization and depreciation expenses	23,798,620	23,436,525	46,379,693	46,353,205	44,738,816
Changes in provision for expected credit losses	78,930	309,900	369,727	105,978	(1,377,947)
Loss/(Gain) on stock write-down	-	-	35,148	(126,364)	(75,036)
Interest income	(6,691,741)	(2,662,537)	(4,334,218)	(9,444,810)	(12,015,641)
Interest expenses	9,173,267	12,273,769	22,907,219	19,421,060	16,880,629
Unrealised foreign exchange losses	3,434,097	150,640	59,158	2,853,717	2,031,995
Net (gain)(loss on sale of tangible fixed assets	(3,210,857)	(1,017,199)	(933,971)	287,937	(125,920)
Result from sale of discontinued operations		-	(9,589,605)	-	-
Other adjustments	(114,565)	-	(138,010)	(49,334)	(195,560)
Changes in working capital, net of the effects of the acquisition of a controlled entity:					
(Increase)/decrease in trade and other receivables	(9,115,800)	(8,938,553)	(7,958,584)	(11,576,859)	(7,913,147)
(Increase)/decrease in stocks	(90,393,866)	(99,739,714)	6,997,118	(24,372,699)	27,692,668

(Increase)/decrease in biological assets / Increase in biological assets	(56,800)	(84,666)	(256,255)	(291,427)	(204,031)
Increase/(decrease) in trade and other payables	25,196,983	7,604,152	(1,775,428)	101,420	24,992,917
Cash flows from operating activities	**8,544,157**	**(25,192,957)**	**156,524,193**	**119,087,984**	**196,938,843**
Corporate income tax paid	(9,171,366)	(3,373,275)	(13,874,765)	(15,794,558)	(12,373,686)
Interest paid	(9,141,190)	(12,117,879)	(22,967,581)	(18,885,752)	(16,863,602)
Net cash flows from operating activities of discontinued operations	-	-	7,875,764	1,889,864	-
Net cash flow from operating activities	**(9,768,399)**	**(40,684,111)**	**127,557,611**	**86,297,528**	**167,701,555**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

The net cash flow from operating activities amounted to RON 127.6 million, registering an increase of 47.8% in 2024 compared to 2023 when the amount recorded was RON 86.3 million. Also, in 2023 there was a decrease in the value of net cash flow from operating activities by 48.5% compared to 2022, when the value recorded was RON 167.7 million. The evolution of net cash flows from operating activities was also impacted by the size of profitability margins, with 2022 being an atypically favourable year in the Cold Cuts segment in this respect.

Cash flows used in investing activities 1.5.7.1

	6-month period ended 30 June *RON*		**FY ended 31 December** *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Cash flows from investing activities					
Payments for acquisition of property, plant and equipment	(14,803,998)	(5,986,891)	(17,933,355)	(14,448,875)	(31,544,294)
Payments for acquisition of intangible fixed assets / Payments for acquisition of intangible assets	(1,925,791)	(701,713)	(1,212,302)	(1,478,274)	(1,502,560)
Loans to equity holders	(13,269,105)	(31,613,482)			
Loan repayments by related parties	3,220,000	2,485,235	5,290,000	52,270,980	-
Loans granted to related parties	(23,532,428)	(5,140,000)	(20,397,823)	(66,763,964)	(64,890,000)
Collection of government subsidies	-	-	-	-	78,852
Interest received	254,482	207,922	521,489	3,369,158	101,907
Proceeds from the sale of tangible fixed assets	9,743,574	3,179,879	5,532,487	2,433,614	8,027,041
Cash and cash equivalents of subsidiary acquired/sold	-	-	(759,183)	563,903	-
Net cash flow from investing activities of discontinued operations	-	-	(23,470,006)	467,760	-
Net cash (outflow) used in investing activities	**(40,313,266)**	**(37,569,050)**	**(52,428,693)**	**(23,585,697)**	**(89,729,052)**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

In 2024, the net cash flow used in investing activities was RON 52.4 million, up from RON 23.6 million in 2023. In 2022, cash flow used in investing activities amounted to RON 89.7 million, significantly higher compared to 2023. One notable aspect concerns the acquisition of tangible fixed assets which decreased from RON 31.5 million in 2022 to RON 17.9 million in 2023 and RON 17.9 million in 2024.

During the period under review, net cash flows (output) used in investing activities was significantly impacted by the flow of new borrowings, loans to related parties and repayments of loans by related parties, which resulted in net

cash outflows to related parties of RON 64.9 million in 2022, RON 14.5 million in 2023 and RON 15.1 million in 2024, respectively. A less significant but notable impact on net cash flows used in investing activities was generated by the proceeds from the sale of property, plant and equipment.

Further details on loans to related parties can be found in the subsection "*Balance Sheet*" - "*Non-current and current financial assets measured at amortized cost"* of this document, Note 10 to the Audited Consolidated Financial Statements, as well as Note 9 to the Condensed Interim Financial Statements.

Cash flows from financing activities

	6-month period ended 30 June *RON*		**FY ended 31 December** *RON*		
	2025	**2024**	**2024**	**2023**	**2022**
Cash flows from financing activities					
Proceeds from borrowings	110,416,482	122,578,531	177,589,770	204,786,578	189,502,956
Loan repayments	(31,494,447)	(16,012,360)	(174,174,347)	(152,109,763)	(216,897,307)
Proceeds from the issue of shares	-	-	-	151,810	-
Proceeds from loans from related parties, net	-	-	16,625,810	-	-
Repayments of leasing obligations	(16,729,460)	(11,980,590)	(26,780,008)	(23,224,825)	(18,577,158)
Repayment of loans from related parties	(16,625,810)	-	-	-	-
Dividends paid to associates of the company	-	-	(75,000,000)	(90,298,982)	(28,099,247)
Net cash flow from financing activities of discontinued operations	-	-	13,828,681	(2,079,115)	-
Net cash (outflow) from financing activities	**45,566,765**	**94,585,581**	**(67,910,095)**	**(62,774,296)**	**(74,070,756)**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

In 2024, net cash flows (outflow) from financing activities amounted to RON 67.9 million, up from RON 62.8 million in 2023. In 2022, the net cash flows (outflow) from financing activities amounted to RON 74.1 million, higher than in 2023. During the period under review, net cash flows (outflow) from financing activities was significantly influenced by the dynamics of changes in the proceeds and repayments of bank loans contracted, dividend payments to shareholders and repayment of lease obligations.

In 2023, out of the gross amount of RON 90.3 million paid as dividends, an amount of RON 52.5 million was used by the Company's shareholder to increase the share capital of Eco-Ferm. Eco-Ferm used this incoming amount as a result of the share capital increase to repay intra-group loans.

7. Statement of financial position

Tangible fixed assets

Tangible fixed assets, representing land and buildings, vehicles and machinery, equipment, furniture, furnishings, and equipment, assets under construction, decreased by 4.0% in 2024 reaching a level of RON 197.9 million on 31 December 2024, compared to RON 206.1 million on 31 December 2023, respectively a decrease of 3.4% as of 31 December 2023 compared to 31 December 2022, when this balance sheet position was RON 213.4 million.

Right-of-use assets - leasing contracts

Assets related to right-of-use decreased by 20.83% in 2024 to RON 66.3 million as of 31 December 2024, compared to RON 83.8 million as of 31 December 2023, respectively a decrease of 9.1% on 31 December 2023 compared to 31 December 2022, when their value was RON 92.1 million.

The Company has leases for various assets (such as stores and warehouses, office space and vehicles). The lease contracts are usually concluded for fixed periods of 5 to 10 years for buildings (lease of premises where stores and warehouses are located), with an option to extend the contract, and for 1 to 5 years for vehicles. Contract terms are

individually negotiated and include a wide range of conditions. The lease contracts do not impose any obligations other than guarantees on the leased assets held by the lessor. The Group generally does not have the right to assign or sublease the leased assets. Most leases include extension and termination options.

In addition, in the six months ended 30 June 2025, right-of-use assets increased by 31.6% compared to the same period in 2024.

Non-current and current financial assets measured at amortized cost

	30 June *RON*	**31 December** *RON*		
	2025	**2024**	**2023**	**2022**
Loans to related parties /Loans to other related parties	20,644,100	260,312,101	40,681,294	198,459,053
Loans to shareholders	277,034,922			
Interest receivable	12,563,610	6,755,223	2,754,761	17,895,394
Advances for the acquisition of tangible and intangible assets	4,071,693	4,458,877	5,387,919	4,704,811
Other receivables	678,183	801,760	1,047,879	1,225,398
Total, of which	**314,992,508**	**272,327,961**	**49,871,853**	**222,284,656**
Current	20,644,100	21,705,100		
Fixed assets	294,348,408	250,622,861	49,871,853	222,284,656

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Non-current and current financial assets measured at amortized cost represent loans to related parties, related interest receivable, advances for the acquisition of tangible and intangible assets and other receivables.

Within this category of assets, the most representative share is held by the item "Loans to related parties", amounting to RON 260.3 million as of 32 December 2024, RON 40.7 million as of 31 December 2023 and RON 198.5 million as of 31 December 2022.

As of 30 June 2025, all loans to related parties controlled by the Parent Company were transferred thereto (Rangeglow Limited).

On 2 June 2025, the Company entered into a new loan agreement with Eco-Ferm up to a threshold of RON 30 million. At 30 June 2025, the amount drawn under this new contract was RON 17.9 million. The consolidation of intra-group loans at the level of the Parent Company aims to simplify the process of repayment of intra-group debts. The loan is denominated in EUR, bears a variable interest rate of EURIBOR 3M + 1.60% and will be repaid in RON at the NBR exchange rate on the payment date. The purpose of EUR denomination is to reduce the Company's currency risk, given that its financial liabilities are denominated in EUR.

At 30 June 2025, the amount owed by the Parent Company to Cris-Tim, including accrued interest, was RON 289.6 million. Until the Offering settlement date this amount may increase up to a maximum of RON 306 million.

In addition, after 30 June 2025, up to the date of approval of the Condensed Interim Financial Statements (22 August 2025), new loans amounting to RON 14.3 million were granted by the Company to the related parties controlled by the Parent Company and the natural person shareholder of Cris-Tim. These loans will also be subsequently transferred to the Parent Company and will be subject to the full repayment process described below.

In the event that the Offering is successfully completed, part of the proceeds obtained by the Selling Shareholder from the sale of the Existing Shares in the Offering will be used in priority for the full repayment of the loans to the Company. In order to secure this option, an escrow account has been opened with Banca Comercială Română S.A., based on a contract entered between the Selling Shareholder, the Company (as beneficiary) and the Selling Shareholder (as seller of the shares).

Furthermore, loan flows to other entities controlled by the Parent Company will no longer take place, in accordance with the corporate governance framework that the Company assumed in its capacity as an issuer admitted to trading on the Bucharest Stock Exchange.

Further details on current and non-current financial assets measured at amortized cost can be found in Note 10, Note 18 and Note 28 to the Audited Consolidated Financial Statements as well as Note 9 and Note 18 (iv) respectively to the Condensed Interim Financial Statements.

Stocks

Stocks decreased by 7.0% reaching a level of RON 93.6 million on 31 December 2024, compared to RON 100.6 million as of 31 December 2023, a notable development in view of an increase in revenue from customer contracts of 7.1% in 2024 compared to 2023. The level of stocks on 31 December 2023 shows an increase of 32.2% compared to 31 December 2022, when their value was RON 76.1 million, as the Company's sales increased by 20.1% in 2023 compared to the previous year.

Within the Stocks category, the largest share is held by raw materials, accounting for 73.7% as of 31 December 2024, 71.7% as of 31 December 2023, 72.1% as of 31 December 2023. Raw materials include pork and other meats, spices, membranes, and others.

Finished goods rank second in the stocks category, after raw materials, accounting for 18.4% as of 31 December 2024, 21.0% as of 31 December 2023, 19.8% as of 31 December 2022.

The next position is occupied by production in progress, with a percentage share in the stocks category of 6.5% as of 31 December 2024, 7.1% as of 31 December 2023, 6.8% as of 31 December 2022.

Trade and other receivables

The trade and other receivables position recorded an increase of 18.3% in 2024 reaching a level of RON 68.0 million as of 31 December 2024, compared to RON 57.5 million recorded on 31 December 2023, i.e. an increase of 13.8% compared to 31 December 2023 and 31 December 2022, when their value was RON 50.5 million.

Within this category, the largest share is held by trade receivables - the net amount deriving from customer contracts, accounting for 76.7% as of 31 December 2024, 78.6% as of 31 December 2023, 61.5% as of 31 December 2022, and 74.6% respectively as of 30 June 2025. Trade receivables do not bear interest and generally have payment terms between 30 and 90 days.

Trade receivables - net value, from customer contracts, recorded an increase of 15.5% in 2024 reaching RON 52.2 million as of 31 December 2024, compared to RON 45.2 million as of 31 December 2023, i.e. an increase of 45.6% compared to 31 December 2023 and 31 December 2022, when the value of this balance sheet position was RON 31.0 million. The increase in receivables is synchronised with the upward dynamics of the Company's revenues during the period under review.

Assets held for sale

Assets held for sale, recorded on 31 December 2023 in the amount of RON 318.0 million, represent the lower of carrying amount and fair value less costs to sell, as of 31 December 2023 of Eco-Ferm. The 74% interest held by the Company was acquired with the intention to be resold as part of the founding shareholders' plan of the business to reorganize the Rangeglow Limited group. Further information can be obtained from this capital section "*Non-current and Current Financial Assets Measured at Amortized Cost - Repayment of Loans by the Company's Shareholder (Rangeglow Limited)"* as well as from Note 18 to the Company's Audited Consolidated Financial Statements.

Shareholders' Equity

Shareholders' equity decreased by 15.7% as of 31 December 2024 to RON 236.3 million compared to RON 280.3 million as of 31 December 2023. The decrease was due to the disappearance of the "non-controlling interests" position of RON 58.8 million recorded on 31 December 2023, reflecting the amount of Eco-Ferm’s net assets attributable to minority shareholders. The total equity attributable to equity holders of the Company, which does not

include the item "non-controlling interests", increased by 6.7% during the period under review, i.e. from a level of RON 221.5 million on 31 December 2023 to RON 236.3 million as of 31 December 2024.

In 2023, shareholders' equity recorded an increase of 55.2% compared to 31 December 2022, when its value was RON 180.6 million. The increase was partly determined by the non-controlling interest position in the amount of RON 58.8 million at 31 December 2023. Total equity attributable to the company's equity holders, which does not include the "non-controlling interests" position, recorded an increase of 22.6% during the period analyzed, from RON 180.6 million as of 31 December 2022, to RON 221.5 million as of 31 December 2023.

Within shareholders' equity, retained earnings (representing 52.8% on 31 December 2024, 32.7% as of 31 December 2023, 56.0% as of 31 December 2022 and 59.4% as of 30 June 2025) account for the largest share. During the period under review, the retained earnings recorded an increase (36.2% on 31 December 2024 compared to 31 December 2023, following a decrease of 9.4% as of 31 December 2023 compared to 31 December 2022) this balance sheet position being fed by the net profit earned by the Company, less dividends distributed to shareholders.

The item "Other reserves" represented 39.2% of shareholders' equity as of 31 December 2024, 28.7% as of 31 December 2023, 33.6% as of 31 December 2022 and 33.9% as of 30 June 2025. These amounts shall be taxed at a rate of 16% when used or distributed.

Liabilities

The Company's long-term and current liabilities include borrowings related to long-term and current bank loans, long-term and current lease liabilities, trade and other current liabilities, contractual liabilities, current employee benefits, current profit tax liabilities, government grants, shareholder loan and liabilities directly associated with assets held for sale.

The largest share in the Company's liabilities is occupied by long-term bank borrowings and short-term bank borrowings (plus current borrowings from related parties), their aggregate value amounted to RON 284.5 million on 31 December 2024, RON 264.4 million as of 31 December 2023, RON 209.3 million as of 31 December 2022.

Short-term bank loans have the largest share in the loans category, representing 88.6% as of 31 December 2024, 76.4% as of 31 December 2023, 62.2% as of 31 December 2022 and 81.3% as of 30 June 2025, respectively.

Current borrowings from related parties represent loans granted by the Company's shareholders and amounted to RON 16.6 million as of 31 December 2024. There were no shareholder loans as of 31 December 2023 and 31 December 2022 respectively.

The high share of short-term bank borrowings in total bank financing was an explicit choice of the Company, including for reasons of lower associated financial costs. A significant portion of short-term bank borrowings is represented by lines for financing pork stocks and generally for working capital financing.

In this context, a noteworthy aspect to be mentioned is that, according to its business plan and the commitments undertaken as issuer admitted to trading on the Bucharest Stock Exchange, the Company will size its future short-term financing in strict connection with its working capital needs (and mainly with the financing of the purchases of pork, the main raw material). Also, the medium and long-term financing will be strictly in line with the capital investment plan that envisages an organic growth of the Company, as well as with the realization of some M&A transactions that are envisaged by the Company to accelerate the growth of its business in the coming years.

It should be mentioned that in 2019, the founding shareholders of Rangeglow Limited approved a major operational restructuring plan of the main business lines which basically has as its final stage the listing of the Company on the Bucharest Stock Exchange and the attraction of new investors to participate in the capitalization of the Company. This reorganization of the Rangeglow Limited group consisted of the merger of the three companies that today constitute the Company, the extraction of some secondary business lines from the main business and the complete separation of Cris-Tim from the rest of the Rangeglow Group companies (the Parent Company).

Also, in such a reorganisation framework envisaged for the coming years, on 23 December 2019, the Company, together with the other entities of the Rangeglow Limited Group (Eco-Ferm SRL, Impex Cris Tim SRL, Cris-Tim Companie de Familie SRL, Timpul Armoniei SRL and Eco Ferm Invest SRL), contracted a syndicated loan with a group of four lenders: Unicredit Bank S.A, Banca Comercială Română S.A., Raiffeisen Bank S.A. and Banca Comercială Intesa Sanpaolo România S.A. The syndicated loan became effective as of January 2020 and refinanced

all existing loans outstanding as of 31 December 2019. This loan was entered into for a period of three years until 23 December 2022. On 20 December 2022, the Company, together with the other Rangeglow Limited group entities, signed bilateral agreements with Unicredit Bank S.A., Banca Comercială Română S.A. and Banca Comercială Intesa Sanpaolo România S.A. These agreements refinanced the syndicated loan contracted on 23 December 2019. The financial covenants with the financing banks are committed at the level of the majority shareholder Rangeglow Limited and are enforceable in the same parameters to all the Group entities involved.

Important to note is that after the maturity of the bilateral loan agreements, the Company is exclusively considering new commitments with the funding banks to be entered into independently based on its working capital funding needs and targeted capital investment program without any interference with the financing agreements of other entities in the Rangeglow Limited group.

Lease liabilities

Long-term lease liabilities amounted to RON 45.1 million on 31 December 2024, a decrease of 26.9% compared to 31 December 2023, when it was RON 61.8 million. They decreased by 12.5% on 31 December 2023 compared to 31 December 2022, when the level of lease financing was RON 70.6 million. At 30 June 2025, the level of long-term lease liabilities reached RON 63.5 million, up by 40.7% compared to the amount recorded at 31 December 2024.

Trade and other payables

Trade and other payables amounted to RON 109.2 million on 31 December 2024, stagnant compared to 31 December 2023 when the amount recorded was RON 109.7 million. On 31 December 2023, trade payables recorded a decrease of 33.8% compared to 31 December 2022 when the amount recorded was RON 165.7 million. The substantially higher level recorded as of 31 December 2022 is explained by the recording of dividends payable to shareholders in the balance of RON 52.3 million.

Trade payables are unsecured and are usually paid within 30-60 days of their recognition in the accounting records.

8. Capital structure and indebtedness

	31 December *RON*		
	2024	**2023**	**2022**
Cash and cash equivalents	16,089,705	8,025,781	9,474,370
Current and long-term loans	284,498,471	264,439,312	209,286,947
Liabilities from current and long-term leasing contracts	63,599,669	82,048,197	88,666,075
Net Debt	**332,008,435**	**338,461,728**	**288,478,652**
Total Equity	**236,345,933**	**280,285,669**	**180,635,488**
Net debt to total equity ratio	**140%**	**121%**	**160%**
EBITDA	166,815,743	154,316,236	154,036,369
Net Debt to EBITDA ratio	**2,0**	**2,2**	**1,9**
Total Assets	717,515,717	826,982,226	666,227,700
Equity ratio	**32.9%**	**33.9%**	**27.1%**

Source: Audited Consolidated Financial Statements

The Company's capital management objectives are to preserve the ability to operate as profitably as possible by capitalizing on the opportunities offered by the business environment and industry. In this regard, the Company maintains an optimal capital structure both in order to reduce the cost of capital and to comply with the requirements of the loan agreements with banks.

Thus, the Company calculates and monitors specific leverage ratios, useful from the perspective of financial management objectives, and including from the perspective of lenders who condition certain values of these ratios when evaluating the eligibility of certain companies to receive the requested financing.

Net Debt is calculated as total current and long-term loans and current and long term lease liabilities less cash and cash equivalents. It increased from RON 288.5 million on 31 December 2022 to RON 332.0 million as of 31 December 2024.

The value of the indicator *Net Debt to Total Equity Ratio* has been on a downward trend, i.e. from 160% on 31 December 2022 to a level of 140% as of 31 December 2024. This indicates an increase in the contribution of shareholders' equity to the Company's capital structure, through a faster pace of increase in the level of shareholders' equity as a result of the capitalization of profits (less amounts distributed as dividends) compared to the dynamics of net debt.

The Net Debt to EBITDA ratio is one of the specific measures of the financial debt sustainability of a business, with the indicator registering a stable value of 1.9 on 31 December 2022, 2.2 on 31 December 2023 and 2.0 on 31 December 2024 in the Company's case. This confirms the stability of the Company's operational profitability in relation to the dynamics of the net financial liabilities contracted to finance business operations.

The equity ratio also followed a favourable trend, from 27.1% as of 31 December 2022 to 32.9% as of 31 December 2024, confirming the increasing contribution of equity to the financing structure of the business, even with significant dividend distributions in the last three years.

BUSINESS SECTOR OVERVIEW AND MAIN TRENDS

The following information on the business sector is presented solely for context purposes. In this Prospectus, statements relating to the market and sector in which the Company operates and its position therein are based primarily on publications and specialised studies in the field, information obtained from official governmental or industry bodies, including third party sources, and the Company's estimates based on information obtained from regulators, business and industry organisations and associations, consultants and other sources in the industries in which the Company operates, and on the business and industry experience of the senior management team. Unless otherwise stated, all market, industry, market share and competitive position data set forth in this section with respect to the market in which the Group operates are estimates and should be treated with caution, involve risks and uncertainties and are subject to change depending on various factors. Information has been extracted from third party sources that the Company reasonably believes to be reliable, but the Company has not independently verified such information and cannot guarantee its accuracy or completeness. Additional factors that should be considered in assessing the usefulness of market and competitive data are described elsewhere in this Prospectus, including those set out in the section entitled "Risk Factors" of this Prospectus. As a result, undue reliance should not be placed on any of the market, industry, market share and competitive position data contained in this Prospectus. See "Presentation of Financial and Other Information".

General Aspects

The Company operates in the food industry sector, its business object being the production of meat products (including poultry), namely NACE code 1013. Within this boarder classification, the Company is active in the production of cold cuts and Ready-Meals products segment, which constitute its two main business lines.

Macroeconomic context of the Company's operations

The Company's financial performance is significantly influenced by macroeconomic developments in Romania, where the Company operates and generates over 85% of its revenues. Macroeconomic variables such as GDP growth, unemployment rate, salary trends (gross and net), inflation and monetary policy, interest rates, access to bank loans, and fiscal policy trajectory influence the level of consumer demand for food products and, implicitly, the Company's sales dynamics and main operating expenses.

In November 2024, the European Commission approved Romania's medium-term budgetary and structural plan, which provides for the adjustment of the European System of Accounts budget deficit from 9.3% of GDP in 2024 to 2.5% of GDP in 2031. Although the seven-year consolidation horizon implies a more balanced fiscal effort, achieving such an ambitious goal entails several risks related to the length of the electoral cycle, a broad upward trajectory of public debt, and possible pressure from markets to achieve a faster correction.

The gradual adjustment of such a large budget deficit (well above that of any other EU country) requires a fiscal reform that includes certain measures to increase taxation (many of which are already in place), reduce public spending, and, above all, improve tax collection. Also, in order to achieve the targets included in the structural budget plan agreed with the European Commission and to support economic growth, which is under pressure from lower domestic consumption, it is essential for Romania to attract as much as possible structural and cohesion funds (the "**SCF Funds**") for the 2021-2027 period, whose total allocations amount to EUR 31 billion. In this regard, it would be natural to expect to capitalize on the experience of the previous financial year, when Romania managed to achieve an absorption rate of almost 100%. However, current data show that the absorption of European funds is affected by significant delays, so that at the end of December 2024, according to data from the Ministry of Finance, the effective absorption rate of SCFs for the 2021-2027 financial year (excluding advances from the SCF Funds) was only 2%.

Romania has also been allocated approximately EUR 28.4 billion through the National Recovery and Resilience Plan (the "**NRRP**"). By December 2024, Romania had received pre-financing of EUR 4.1 billion (EUR 2.14 billion in grants and EUR 1.94 billion in loans), managing to obtain EC approval for only two payment requests totalling EUR 5.3 billion (EUR 3.6 billion in grants and EUR 1.7 billion in loans). This low level of achievement over a four-year period in relation to the deadline for completing all the milestones and targets related to the NRRP (by the end of December 2024, only 14% of the milestones and targets had been met) makes it unlikely that the delays will be recovered in just one year and a half. According to the Fiscal Council of Romania (the "**Fiscal Council**") this possibility implies the loss of significant amounts of European money and the failure to implement important reforms

and investment programs that could have helped keep Romania on the path to sustainable development by accelerating the green and digital transition, restructuring the economy, modernising infrastructure, and increasing competitiveness, thereby supporting the fiscal consolidation process. This situation is all the more worrying given the sharp deterioration in the international environment.

In view of the above but also given the high pressures on public expenditure (defence, education, health), the Fiscal Council stressed the importance of adopting fiscal policies that would more consistently support the fiscal-budgetary consolidation path by increasing tax revenues. Their share in the GDP should reach towards the regional average (27% of the GDP in Romania, compared to 34% in the Czech Republic, 35% in Hungary and 36% in Poland, and an EU average of 40% in 2023). This approach would support the implementation of public policies in the current context, marked by major economic, social, political, and geopolitical tensions, but would also favour the path of budget deficit adjustment assumed until 2031 through Romania's medium-term structural budget plan.

The National Bank of Romania (the "**NBR**") has also insisted on the importance of attracting and making maximum use of European funds, which are essential in the current situation to partially offset the contractionary effects of budgetary consolidation and global geopolitical and trade conflicts, as well as for implementing the necessary structural reforms, including energy transition, but also for increasing the growth potential and strengthening the resilience of the Romanian economy.

As regards future macroeconomic developments, the NBR reiterated a worsening of the inflation outlook in the first half of the forecast horizon, following the expiry on 1 July of the electricity price cap scheme and the increase in VAT and excise duties from 1 August, in line with the fiscal and budgetary measures adopted in July. Against this background, the annual inflation rate is expected to jump sharply in the third quarter of 2025 and then decline relatively slowly over the next three quarters, following a considerably higher trajectory than in the previous projection and well above the upper limit of the target range. However, it will experience a sharp downward correction in the third quarter of 2026 and then decline gradually, returning to and falling further within the target range towards the end of the projection horizon. Thus, the annual inflation rate has likely peaked at 9.9% in August 2025 and stand at the range of 9% - 10% in December 2025, well above the 4.6% in the previous forecast, but will fall to 3% in December 2026, slightly below the previously anticipated level of 3.2%, and to 2.7% in June 2027.

In this context, according to the NBR, household consumption is likely to slow down in 2025-2026 compared to 2024, while gross fixed capital formation will return in 2025 and remain in 2026 the main determinant of economic growth, under conditions of uneven annual developments, reflecting the effects of attracting and using a substantial volume of European funds, but also the implications of the budgetary consolidation process and economic developments at European level, including in the context of global trade tensions, as repeatedly pointed out by the members of the Fiscal Council.

At the same time, the NBR considers that, in correlation with the presumed conduct of fiscal policy, the evolution of net exports will probably significantly reduce its contractionary impact in 2025, and in 2026 it will become slightly expansionary again, as the gap between the growth rates of Romania's main trading partners and that of domestic absorption narrows to zero. Under these conditions, after the sharp increase in GDP share recorded in 2024, the current account deficit will experience a downward correction in the next two years, relatively more pronounced in 2026, but will remain well above European standards over the projection horizon, continuing to constitute a major vulnerability and posing risks to inflation, sovereign risk premium and, ultimately, the sustainability of economic growth.

In terms of external uncertainties and risks to the economic outlook, and implicitly to medium-term evolution of inflation, the NBR refers to the war in Ukraine and the situation in the Middle East, but especially to the context of global trade tensions – which are likely to affect the global economy and international trade, as well as the potential effects of the trade agreement between the US and the EU.

The labour market has eased to its lowest level of post-pandemic tension. The jobs vacancy rate fell to 0.6% in the first quarter of 2025, and ILO unemployment rose to around 6%. Salary dynamics remains high but has been on a downward trend. The gross salary in the economy rose by 11.7% year-on-year in the first quarter of 2025. In the private sector, the pace slowed to 11.4% in the second quarter, while in the public sector salary growth "melted" amid salary freezes.

The RON/EUR exchange rate remained relatively stable compared to other currencies in the region, with moderate pressures in the second quarter of 2025, while money market rates adjusted following the NBR's reduction of the

monetary policy rate to 6.5% (August 2024). Government bond yields remained on a downward trajectory, in line with advanced economies and the region.

Fiscal-budgetary policy will remain the main source of macroeconomic uncertainty in the short and medium term. Budget execution resulted in a deficit in the first half of 2025 that reached 3.7% of the GDP, above the level in the first half of 2024. In the context of the excessive deficit procedure, the fiscal-budgetary measures taken by the Government will affect the dynamics of household disposable income in the second half of 2025 and in the following years and will lead to an increase in significant operating expenses at the level of companies.

In conclusion, in the medium term, Romania will face high risks to economic activity and the inflation trajectory arising from: (i) fiscal policy conduct and the scale of budgetary consolidation; (ii) persistent inflation through weather-sensitive food components and labour costs; (iii) fragile external demand in Europe; (iv) geopolitical tensions impacting energy costs and the accessibility of trade routes.

Romanian Food Market

Food industry is characterised by a concentration of consumption in a few main categories, meat remaining a key pillar. In 2023, according to data from the National Institute of Statistics (the "**NIS**"), average consumption of meat and meat products was of 75.8 kg/capita, of which: pork accounted for 50.7% of the total, poultry - 38.3%, beef - 6.6%. In aggregate, the three categories accounted for 95.5% of total meat consumption/per capita.

In terms of the dynamics of per capita consumption, over the last five years (2018-2023), consumption has risen by 3.4% for total mean and meat products consumption, considering that pork consumption virtually stagnated with an increase of only 0.3%, while poultry meat consumption rose by 7.8%.

The following table below sets forth the average annual gross food consumption in kg per capita between 2018 - 2023:

	2018	2019	2020	2021	2022	2023
Meat and meat products	73.3	74.4	74.1	74.7	74.0	75.8
Pork	38.3	38.0	37.3	37.8	38.0	38.4
Poultry	26.9	27.8	28.0	28.0	27.9	29.0
Beef	5.2	5.4	5.4	5.5	5.0	5.0

Source: Food Balance Sheet | National Institute of Statistics

Also, useful observations emerge from analysing NSI data on the dynamics of domestic production, imports and domestic consumption of meat and meat products and its main components, namely pork, poultry and beef. Thus, at the level of the last five years (2018-2023), domestic meat production adjusted by 3.3%, while domestic pork production adjusted by 22.8%, poultry meat production increased by 14.5%, and beef production decreased by 13.6%.

The table below shows usable production, domestic availability for consumption as well as the import share in domestic resources for the period 2018 - 2023:

		2018	2019	2020	2021	2022	2023
Meat and meat products	Usable production	1,035,212	1,045,952	1,027,730	1,018,597	1,001,864	1,001,207
	Domestic availability for consumption	1,438,362	1,443,131	1,434,431	1,479,139	1,463,550	1,473,347
	Import share* (%)	35.7%	34.9%	35.3%	37.8%	38.6%	38.9%
Pork	Usable production	426,100	399,231	397,329	391,109	344,975	328,906
	Domestic availability for consumption	753,110	735,116	722,380	772,262	760,115	754,776
	Import share* (%)	45.9%	47.2%	46.6%	50.8%	55.9%	57.7%
Poultry	Usable production	463,895	497,511	487,444	483,935	511,388	530,929
	Domestic availability for consumption	529,135	539,753	541,560	531,658	536,871	550,682
	Import share* (%)	25.7%	23.0%	24.6%	24.9%	21.7%	21.2%
Beef	Usable production	92,781	89,284	86,541	84,439	82,640	80,181
	Domestic availability for consumption	100,792	103,650	104,609	104,780	94,856	94,621

Import share* (%)	18.4%	21.0%	22.8%	23.7%	24.7%	22.4%

Source: Food Balance Sheet | National Institute of Statistics

As a result, the import dependence of meat and meat products consumption increased from 35.7% in 2018 to 38.9% in 2023. The highest import dependence is for pork where imports increased from 45.9% of consumption in 2018 to 57.7% in 2023. For poultry meat consumption, the share of imports decreased to 21.2% in 2023 from 25.7% in 2018. For beef consumption, the share of imports was 22.4% in 2023, comparable to the import dependence of domestic poultry meat consumption.

It is worth noting that the domestic shortage of pork has led local meat processors such as Cris-Tim to turn to imports the more so as local producers market their finished products for export to the European Union and local pork is not eligible due to the persistence of swine fever outbreaks over the last 20 years. On the other hand, only few Romanian pork suppliers would be able to make deliveries in the volumes required by the large meat processors. An important detail in this context refers to the fact that Cris-Tim pork imports accounted for 4.4% of Romania's total pork imports in 2023.

As far as the cold cuts and Ready-Meals market is concerned, as processed products, the share of imports is totally insignificant, since domestic consumption is fully covered by local producers.

Cold Cuts Market

Structural Aspects Regarding the Cold Cuts Market and its Evolution

The cold cuts market in Romania is a mature market, characterised in recent years by slow growth or stagnation in volume dynamics, mainly due to demographic factors and changes in consumption behaviour generated by the transition between generations.

An important structural element of the cold cuts market is the fact that, according to the Company, there is an untaxed grey area in this sector, estimated at approximately 30,000 tons, which is in addition to the official market estimated at approximately 304,000 tons for 2024. This grey market area would in fact be represented by small artisanal producers, producing very small volumes of cold cuts, using raw materials including from households. If we consider this estimate of the grey market, it means that the total size of the cold cuts market would be approximately 334,000 tons, of which approximately 9% would be the share of the grey market.

Basically, there are two sale channels for cold cuts, Ready-Meals and for consumer goods in general:

- The traditional trade channel (the "**TT**") - which includes traditional and wholesale stores, including supermarket or hypermarket networks owned by Romanian entrepreneurial companies. This cannel also includes the food-service segment, which includes sales destinations such as: HoReca (a significant component), kindergartens, hospitals, prisons, the industrial sector (food producers which use cold cuts as ingredients, for example for other producers). It should be noted that in the mature markets of Western Europe, the Food-Service segment is the most dynamic segment of this sector.

- The modern trade channel (the "**IKA**") - which refers to cash & carry stores, supermarkets, hypermarkets and discounter retailers part of international retail groups.

One of the structural changes in terms of the historical evolution of retail in Romania refers to the substantial progressive decrease in the number of traditional retail stores to the detriment of the development of chain stores that represent modern trade.

The following table presents the dynamics of traditional trade through the evolution of the number of stores in traditional trade starting with the 90s:

Year	**1996**	**2013**	**2017**	**2021**	**2022**	**2024**
Number of stores	150,000	76,000	57,000	40,000	38,000	35,000

Source: taken from Piața magazine (Original source - Market Vector)

The gradual adjustment of the weight of traditional trade in favour of modern trade, along with the continuous and strong expansion of modern trade stores, reflects the evolution of consumer preferences over time and the adaptation

of producers and retailers to new market challenges. Modern trade stores offer a wider range of products and services as well as greater accessibility, especially in urban areas, the quality of the shopping experience and the growing demands of Romanian consumers have led to such a gradual but aggressive change in the retail structure since the mid-90s.

The following tables present the evolution and breakdown of the cold cuts market by sales channel in terms of volume and also dynamics for the years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and as far as the volume evolution is concerned, for the six-month period ended 30 June 2024:

	H1		FY		
			(tons)		
	2025	**2024**	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	29,021	28,247	59,047	59,814	62,930
Modern trade (IKA) Private labels	44,035	42,427	95,100	90,900	89,392
Traditional trade (TT)	69,119	70,172	149,497	154,121	151,103
Total cold cuts market	**142,175**	**140,845**	**303,644**	**304,834**	**303,424**

Source: Company data

	H1	FY		
		(%)		
	2025	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	2.7%	-1.3%	-5.0%	-4.0%
Modern trade (IKA) Private labels	3.8%	4.6%	1.7%	5.8%
Traditional trade (TT)	-1.5%	-3.0%	2.0%	2.7%
Total cold cuts market	**0.9%**	**-0.4%**	**0.5%**	**2.1%**

Source: Company data

The Company estimates that the cold cuts market is approximately 304,000 tons (plus eventually the grey market size) in size and is in a slow growth and/or relatively stagnant growth dynamic, depending on the market segment, over the past several years. As can be seen in the table showing the dynamics of the cold cuts market, in the first half of 2025 the market advanced by 0.9% in volume, compared to a 0.4% adjustment in 2024 and a 0.5% increase in 2023. In 2022, the market advanced 2.1% year-on-year.

In terms of sales structure by channel, the share of the IKA channel - Brands of the total cold cuts market in terms of volume was 19.4% in 2024, down from 20.7% in 2022, as the volumes sold in this channel adjusted successively by 4% in 2022, 5% in 2023 and 1.3% in 2024. The most dynamic segment of the cold cuts market is IKA channel - Private Labels which advanced in volume by 5.8% in 2022, 1.7% in 2023 and 4.6% in 2024, so that its share of the cold cuts market advanced from 29.5% in 2022 to 31.3% in 2024. One notable aspect relates to the TT channel's stable share of the cold cuts market, slightly adjusting to 49.2% in 2024 from 49.8% in 2022.

The Company's expectations for structural changes in the cold cuts market in the medium term primarily relate to the significant increase in the share of sales in the IKA channel - Private Labels from around 31.3% in terms of volume in 2024 to substantially higher levels in the coming years. In this regard, the Company emphasises as relevant that in mature markets such as the Netherlands or Germany, the share of Private Labels reaches as high as 80% of the total market and believes that the local market will inevitably move towards such an architecture in a longer time horizon. In this context, the Company's plans are aimed precisely at capitalizing on this structural market trend, and the massively modernised and expanded cold cuts factory in Filipeștii de Pădure will, according to the business plan, target the Private Label area of modern trade, which is growing significantly faster than the other market segments.

As for the dynamics of the IKA channel - Brands, the Company expects stagnation or a very slow decline, which would mean that the share of this segment in the total market in terms of volume would be around 19%-20% in the medium term. The TT channel is likely to continue the historical trend of decreasing volumes sold and thus a gradual adjustment of its share in the total market. This would mean that the footprint of this sales channel would fall significantly in the medium term below the level of around 50% of the market in terms of volume by 2024.

The following tables present the evolution and breakdown of the cold cuts market by sales channel in terms of value, as well as in terms of its dynamics, for the years 2024, 2023, and 2022, as well as for the six-month periods ended 30 June 2025 and as far as the value evolution is concerned, for the six-month period ended 30 June 2024.

	H1		FY		
			(RON million)		
	2025	**2024**	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	1,241.9	1,235.2	2,603.5	2,594.2	2,320.6
Modern trade (IKA) Private Labels	1,433.4	1,388.4	3,073.6	2,788.2	2,377.7
Traditional trade (TT)	1,762.1	1,788.9	3,630.9	3,743.2	3,751.7
Total cold cuts market	**4,437.4**	**4,412.6**	**9,308.0**	**9,125.7**	**8,450.0**

Source: Company data

Note: Values shown are calculated in retail prices, VAT included

	H1	FY		
		(%)		
	2025	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	0.5%	0.4%	11.8%	11.8%
Modern trade (IKA) Private Labels	3.2%	10.2%	17.3%	21.1%
Traditional trade (TT)	-1.5%	-3.0%	-0.2%	13.9%
Total cold cuts market	**0.6%**	**2.0%**	**8.0%**	**15.2%**

Source: Company data

In terms of value, the cold cuts sector is expected to advance by 15.2% in 2022, 8.0% in 2023 and 2.0% in 2024, 0.6%, respectively, in the first half of 2025, which, given the market volume dynamics presented above, indicates that the main catalyst for market growth is the advance in the selling prices of finished products. Thus, the relatively high inflation rate recorded in Romania during 2022-2024 was the key determinant of the value evolution of the cold cuts market. Taking into account the stability of the operating margins of the domestic cold cuts producers, the result with regard to the past years is a very good capacity of the main players in the cold cuts market to pass on production costs in the prices of finished products.

Similar to the evolution in terms of volume, there is a much more alert dynamics of sales value growth in the IKA channel - Private Labels, respectively by 21.1% in 2022, 17.3% in 2023 and 10.2% in 2024 and 3.2% in the first semester of 2025. Thus, the share of this channel in the total cold cuts market in terms of value increased from 28.1% in 2022 to 33.0% in 2024, and the trend is expected to continue in the medium to long term. In contrast, the share of the IKA channel - Brands has remained relatively stable over the period shown, at around 28% of the total market in terms of value. It should be noted in this context the trend of a significant contraction in the share of the TT channel, to 39.0% in 2024 from 44.4% in 2022, under circumstances of a significantly lower dynamic compared to the market as a whole and to the evolution of the other channels.

Another major structural development in the cold cuts market relates to the growing consumer preference for products packaged in small quantities (sliced). In this regard, it is notable that the Company was one of the promoters of the sliced products market by launching this product segment in 2005. The very rapid rise in recent years, both in terms of volume and especially in terms of value, of sliced products is a response both to consumers' concern to reduce food waste and managing their personal/family budget more carefully, and to the growing trend towards the consumption of products of higher quality and in smaller quantities. From the producers' point of view, including that of the Company, the sliced segment of the market is an area of particular concern given the higher margins on other forms of marketing.

In terms of how cold cuts are marketed, there are three formats, namely in standardised (standard), bulk and sliced quantities.

The tables below illustrate the structure and dynamics of the IKA cold cuts market in terms of volume and value (in aggregate for brands and Private Labels) according to these three types of marketing for the years 2024, 2023 and 2022:

	(tons)		
	2024	**2023**	**2022**
Standard (standardised quantities)	83,368	82,827	84,145
Bulk	47,038	46,200	47,643
Sliced	23,742	21,686	20,532
Total	**154,147**	**150,714**	**152,320**

Source: Company data

	(%)		
	2024	**2023**	**2022**
Standard (standardised quantities)	0.7%	-1.6%	0.2%
Bulk	1.8%	-3.0%	-3.8%
Sliced	9.5%	5.6%	24.4%
Total	**2.3%**	**-1.1%**	**1.5%**

Source: Company data

	(RON million)		
	2024	**2023**	**2022**
Standard (standardised quantities)	2,288.8	2,220.0	1,946.8
Bulk	1,897.6	1,823.1	1,640.7
Sliced	1,490.7	1,339.3	1,110.8
Total	**5,677.1**	**5,382.4**	**4,698.3**

Source: Company data

Note: Values shown are calculated in retail prices, VAT included.

	(%)		
	2024	**2023**	**2022**
Standard (standardised quantities)	3.1%	14.0%	14.8%
Bulk	4.1%	11.1%	3.4%
Sliced	11.3%	20.6%	47.1%
Total	**5.5%**	**14.6%**	**16.4%**

Source: Company data

According to the statistics presented, in the IKA channel, sliced products have, in terms of volume, seen an increase of 24.4% in 2022, 5.6% in 2023 and 9.5% in 2024, which represents significantly more favourable developments compared to the standardised and bulk sales arrangements which advanced significantly more slowly or even contracted in 2023 compared to 2022. As regards the dynamics in terms of value, sliced products have seen an increase of 47.1% in 2022, 20.6% in 2023 and 11.3% in 2024, which highlights even more strongly consumers' appetite for more convenience products and the motivation of processors to serve this fast-growing and higher-margin market segment.

The tables below present the structure and dynamics of the IKA cold cuts market in terms of volume and value (in aggregate for brands and Private Labels) by product categories in the cold cuts range, for the years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			(tons)		
	2025	**2024**	**2024**	**2023**	**2022**
Salami	17,566	18,272	38,240	41,248	40,255
Specialties	13,417	13,491	30,764	26,294	26,769
Baloney	15,851	14, 711	31,740	30,461	29,881
Frankfurters	8,462	8,146	17,434	**18,651**	**19,683**
Sausages	8,812	6,917	16,296	16,571	15,907
Ham	6,378	6,580	13,704	12,777	15,323
Other meat products	2,568	2,555	5,970	4,712	4,502
Total IKA market	**73,055**	**70,674**	**154,147**	**150,714**	**152,320**

Source: Company data

	H1		FY		
			(RON million)		
	2025	**2024**	**2024**	**2023**	**2022**
Salami	784.4	814.2	1,700.8	1,692.2	1,453.3
Specialties	684.8	693.2	1,545.4	1,401.0	1,227.3
Baloney	203.3	173.9	369.2	357.7	312.1
Frankfurters	264.6	255.0	542.9	533.2	498.2
Sausages	358.7	300.3	701.2	624.9	520.1
Ham	296.4	302.3	619.8	606.7	571.2
Other meat products	83.1	84.8	197.7	166.7	116.1
Total IKA market	**2,675.3**	**2,623.8**	**5,677.1**	**5,382.4**	**4,698.3**

Source: Company data

Note: Values shown are calculated in retail prices, VAT included.

From a structural point of view, the largest share of the IKA cold cuts market structure is represented by salamis (24.8% share in terms of volume and 30.0% share in terms of value in 2024), followed by specialties (20.0% share in terms of volume and 27.2% share in terms of value in 2024). Interestingly, baloney has 20.6% share in terms of volume and only 6.5% share in terms of value in the IKA cold cuts market in 2024. Other cold cuts categories have the following shares at the 2024 level: i) frankfurters (11.3% in terms of volume and 9.6% in terms of value), ii) sausages (10.6% in terms of volume and 12.4% in terms of value), iii) ham (8.9% in terms of volume and 10.9% in terms of value).

As regards the most significant structural changes, we note that the share of the specialties and sausages categories in the IKA cold cuts market in terms of value is increasing. This is explained by substantially higher growth rates for the two product categories relative to other categories and to the market as a whole. For example, in 2024, the sausages category advanced in terms of value by 12.2% year-on-year, compared to the market which grew by 5.5%.

Aspects related to Competition and the Company's Positioning on the Cold Cuts Market

The market for meat products producers (including poultry meat), i.e. NACE code 1013, which includes cold cuts producers, is highly fragmented. It includes a very high number of small and medium-sized players with Romanian majority share capital, approximately 400 companies with a turnover of less than EUR 5 million.

According to a statistics report prepared by the Company at the level of 2023, there results the following distribution of companies whose main business object is NACE code 1013: (i) 309 companies with turnover less than EUR 1 million, (ii) 78 companies with turnover between EUR 1 million - EUR 5 million, (iii) 25 companies with turnover between EUR 5 - EUR 10 million, (iv) 29 companies with turnover between EUR 10 - EUR 50 million, (v) 7

companies with turnover between EUR 50 - EUR 100 million, (v) 3 companies with turnover more than EUR 100 million.

Such a fragmented market structure favours a significant organic growth of the largest market players to the detriment of smaller players who will have difficulties to remain profitable in the medium to long term, especially in some of the more difficult market environments. These small players are in the position of not benefiting from economies of scale effects, do not have modern production facilities and cannot access the main sales channel represented by modern trade, being regional players. Very importantly such players may be significantly more vulnerable to raw material price volatility compared to the major players in the market and may have difficulties in meeting stringent food safety regulatory standards in the medium to long term.

Given the expected growth of the IKA Private Labels segment in the total cold cuts market in the coming years, this structural development is expected to put additional pressure on small and medium-sized players who will see their regional presence through their own brands further threatened by competition from private labels with increasingly better quality parameters that will be increasingly intensively marketed in the modern trade channel. Completely opposite, the major players in the market that will become suppliers of Private Labels to the modern trade, as the Company plans to do thanks to the Investalim program, will be favoured to significantly increase their sales volumes and value in a cold cuts market that is expected to grow slowly or even stagnate in the long term.

Another sales growth catalyst for the major players in the cold cuts market relates to the gradual erosion of the so-called grey market valued at approximately 30,000 tons, compared to an official cold cuts market that is estimated at 304,000 tons in 2024. This informal market is in fact a medium to long term growth reserve for the main cold cuts producers, and the Company expects that this untaxed segment will gradually disappear in the coming years.

The fragmentation of the cold cuts market is also evidenced by the large number of brands in the market, with the Company estimating the number of brands in TT channel at around 450. Also, in terms of the range of specific products in the cold cuts category, the Company estimates the level of diversification at approximately 10,500 stock keeping unit (the "**SKU**").

It follows from the above that in the medium term a consolidation effect on the cold cuts market can be expected, which would manifest itself both in a reduction in the number of players in the market and in the number of brands present in the traditional trade, as well as in the number of SKUs in the market. This will favour organic growth at significant rates of the major players in the cold cuts market, which will be reflected in the further advancement of their market shares.

As regards the distribution of market shares across the entire cold cuts market, there is no information available for benchmarking due to the precariousness of information on traditional trade sales.

According to the Company's calculations, its market share of the entire cold cuts market in terms of value was 14.2% at the level of 2024, up significantly from 11.9% at the level of 2022. In terms of volume, the market share advanced from 9.3% in 2022 to 10.6% in 2024. Thus, it is notable that from the position of market leader, the Company has a market share of less than 15% in 2024, suggesting excessive fragmentation in this industry. Secondly, it is noted that the Company's market shares in terms of value are significantly higher than its market shares in terms volume, which indicates its positioning in the qualitatively superior product range with a sales price level that is significantly higher than the market average.

The Company's most important competitors on the cold cuts market are Caroli Foods, Fox, Meda and Aldis, but prominent positions are also held by a number of other significant players such as Ana and Cornel, C I A Aboliv or Industrializarea Carnii (Kosarom).

These evolutions show that the Company is well positioned to respond to consumer needs and to maintain a strong presence in the meat products market.

	Average number of employees		Turnover (RON mil)		Net profit (RON mil)		Equity (RON mil)		Total assets (RON mil)	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Elit SRL	2.043.0	2,000.0	832.7	790.5	90.2	69.9	498.5	408.3	561.1	479.1

Caroli Foods Group SRL Romania	1,401.0		1,390.0		604.0		580.8		34.6		24.4		195.8		212.3		355.1		363.9
Fox Com Serv	946.0		955.0		527.2		477.8		89.7		52.3		114.5		127.5		270.7		241.5
Aldis SRL	978.0		928.0		453.1		419.6		0.8		0.6		105.7		107.3		465.9		448.4
Meda Prod 98 SA	710.0		721.0		317.6		289.8		47.1		21.2		131.8		119.3		169.2		167.3
Cris-Tim	**2,092**		**2,075**		**1,045.8**		**1,120.6**		**84.7**		**82.2**		**236.3**		**280.3**		**717.5**		**827.0**

Source: website of the Ministry of Finance for selected companies in the sector. for which the annual financial statements presented comply with OMF No. 1802/2014; Cris-Tim Family Holding's financial data presented comply with IFRS financial statements

Given that no information is available on the distribution of market shares for the main cold cuts processors at industry-wide level, we present below an overview of market shares within the IKA channel.

The following table presents information on the structure of the cold cuts market IKA channel in terms of volume for the years 2024, 2023, and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			(%)		
Producer*	**2025**	**2024**	**2024**	**2023**	**2022**
Cris-Tim	9.9%	10.0%	9.8%	9.7%	8.5%
Caroli Foods	9.3%	8.0%	7.9%	8.2%	9.2%
Fox	5.0%	4.7%	4.6%	4.5%	4.9%
Meda	3.5%	3.9%	3.6%	3.7%	3.8%
Aldis	3.0%	3.0%	3.0%	3.2%	2.5%
Other brand manufacturers	9.0%	9.4%	9.5%	10.4%	12.4%
Private Label manufacturers	60.3%	61.0%	61.6%	60.3%	58.7%

Source: Company data

**) Note: Producers' market shares are exclusively associated with their brands, their Private Label cold cuts production being included in the "Private Label" category.*

Throughout the period under review, the Company has gradually strengthened its position in modern trade, recording a steady increase in market share in terms of volume, positioning itself favourably against its main competitors. Thus, Cris-Tim's market share increased from 8.5% in 2022 to 9.7% in 2023 and to 9.8% in 2024, diametrically opposite dynamics compared to most of its main competitors that adjusted their market share after 2022.

The following table presents information on the structure of the cold cuts market IKA channel in terms of value for the years 2024, 2023, and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			(%)		
Producer*	**2025**	**2024**	**2024**	**2023**	**2022**
Cris-Tim	13,1%	13,2%	12,9%	13,1%	12,1%
Caroli Foods	9,0%	9,1%	8,8%	9,8%	10,3%
Fox	6,3%	5,9%	5,9%	5,9%	6,4%
Meda	4,7%	4,8%	4,6%	4,7%	5,3%
Aldis	2,6%	2,3%	2,4%	2,6%	2,5%
Other brand manufacturers	10,8%	11,4%	11,2%	12,1%	12,8%
Private Label manufacturers	53,5%	53,3%	54,2%	51,8%	50,6%

Source: Company data

**) Note: Producers' market shares are exclusively associated with their brands, their Private Label cold cuts production being included in the "Private Label" category.*

Similar to the evolution of market share in terms of volume, unlike its main competitors, the Company has consolidated its market share in terms of value in modern trade from 12.1% in 2022 to 12.9% in 2024.

The increase in the Company's market shares in terms of volume and value, against the background of diametrically opposite developments in the market positions of its competitors and slow or stagnant growth in the cold cuts market

in certain segments, is likely to highlight the competitiveness of its business model. The consolidation of the Company's market shares is a form of materialisation of a sustainable market differentiation effect for the Company, which is supported by several catalysts: the strength of its brands, product quality, extensive marketing support, extensive raw material procurement policy, execution of the market sales strategy with extensive presence in traditional trade, logistic capabilities.

A notable development refers to the fact that the Company has the largest positive difference between market shares in terms of value and market shares in terms of volume among the leading producers in the cold cuts industry. This demonstrates the Company's superior positioning in the premium segments of the market, through the quality of its products and consequently the higher prices of its products.

It is worth noting from the market share structures in the IKA channel in terms of volume and value presented above that, except for the Company, the brand shares of the brands producers present in the modern trade have adjusted, while the aggregate market share of private labels has advanced in terms of volume from 58.7% in 2022 to 61.6% in 2024, and in terms of value from 50.6% in 2022 to 54.2% in 2024. This dynamic confirms the ongoing structural changes in the consumer goods industry towards a significant increase in the share of private labels at the expense of brands in modern trade sales volumes.

Ready-Meals Market

The local Ready-Meals market is relatively young in Romania within the food industry, which has been growing at an accelerated pace in recent years. The Ready-Meals market is the food industry segment represented by fully cooked or semi-prepared, packaged food for quick consumption with minimal additional preparation (usually requiring just heating), covering categories such as salads, meat dishes, set meals, soups and broths, sandwiches, pastries and confectionery, etc.

The rapid growth of this market is supported by changes in consumer lifestyles, who are increasingly looking for quick, convenient and safe solutions for daily nutrition, preferring smaller but more frequent meals. The quick expansion of this market is strictly related to urbanisation trends, increasing employment of the working population and a preference in this context for highly processed products.

The Ready-Meals market has recorded a marked positive dynamic since 2020, the year of the pandemic. Consumer behaviour has changed radically, with consumers gradually moving towards the so-called "convenience" category. This is an accentuated trend also confirmed by the evolution of the TT channel. The Company considers that the rapid growth trend will continue and that the read meal market will continue to consolidate both through the emergence of new categories which in time will become relevant, and also through the expansion of existing product categories.

Various categories of Ready-Meals products were initially introduced as *private label* products by large retail chains in collaboration with local manufacturers (for example, Mega Image launched Apetit range, the Company producing part of the products in this range). The adoption of these products was a long-lasting process and as consumption grew, Private Label manufacturers and subsequently other producers launched their own brands. Thus, the history of the evolution of the Ready-Meals market is diametrically opposed to that of the cold cuts market, with the sector undergoing structural transformations in favour of an increasing share of private labels. The Company believes that there is potential for the development of brands in the Ready-Meals market in the categories in which it is present, while the share of private labels in the total market will continue to decrease but at a more moderate pace than in recent years.

The Company is positioned as the leader in the Ready-Meals product categories in which it operates, being one of the two main players. The other competitors are significantly smaller players with a marginal presence.

The Company believes that the data quality of the market reports on the Ready-Meals sector is not acceptable and therefore the Company does not use data from any particular provider. Therefore, the figures presented below for 2022-2024, i.e. H1 2024 and H1 2025 are solely internal estimates of the Company. According to the Company's own calculations, the Company had a market share of 36.4% in 2024, but considering in the Ready-Meals market strictly the product categories in which the Company is active.

In the tables presented below, the Company refers to the Ready-Meals market as the exclusive target market for the products in which it is active, as follows: salads (eggplant, mashed bean spread, boeuf, hummus), grilled meats, meat

products (schnitzel, chicken Shanghai), soups, and set meals. These segments include both bulk and calibrated (casseroles) products.

The following tables present the Ready-Meals market trends by sales channel, statistics referring strictly to the product categories that the Company manufactures and distributes, for the years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			(tons)		
Market segment	**2025**	**2024**	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	3,783	2,591	6,384	5,987	5,302
Modern trade (IKA) Private Labels	2,053	1,843	3,849	3,834	3,923
Traditional trade (TT)	1,060	962	2,123	1,900	1,644
Total Ready-Meals market	**6,896**	**5,397**	**12,357**	**11,721**	**10,869**

Source: Company data

	H1		FY		
			(%)		
Market segment	**2025**	**2024**	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	112.7	82.3	197.1	192.1	163.1
Modern trade (IKA) Private Labels	62.9	57.2	117.6	113.5	122.0
Traditional trade (TT)	43.4	37.8	83.6	77.0	62.8
Total Ready-Meals market	**218.9**	**177.2**	**398.3**	**382.6**	**348.0**

Source: Company data

According to the tables presented, there is a significant growth of the Ready-Meals market (the segments strictly monitored by the Company), both in terms of volume and value over the last years. Thus, we can note an increase in value of this market by 10.0% in 2023, 4.1% in 2024 and 23.5% in the first half of 2025 as compared to the similar period of 2024. We also note that both the IKA channel - Brands and the TT channel have seen substantially more alert growth rates compared to the IKA channel - Private Labels. Under these circumstances, the share of the IKA channel - Brands in the total Ready-Meals market increased in terms of value from 46.9% in 2022 to 49.5% in 2024, while the TT channel consolidated from 18.0% in 2022 to 21.0% in 2024.

The Ready-Meals market is vast, with many categories in which the Company is not yet active (sandwiches, bakery, confectionery, frozen semi-prepared products, etc.), but could become so in the coming years. For example, the sandwiches segment of the Ready-Meals market is not included in the presented data of the Ready-Meals market during 2022-2024, H1 2024 and H1 2025 respectively. In this segment of the Ready-Meals market, the Company intends to become very active starting with the commissioning of the new factory in Filipeştii de Padure, which is expected in 2027.

BUSINESS DESCRIPTION

Overview of the Issuer

Cris-Tim is a joint-stock company established in 2000, incorporated under the laws of Romania, registered with the Bucharest Trade Registry Office under no. J200000099991296 and having sole registration code 13533870.

The Company's registered office is located in Romania, Prahova County, Filipeștii de Pădure village, Filipeștii de Pădure commune, 661 Gării street. The legal and commercial name of the Company is Cris-Tim Family Holding S.A.. The telephone number at the Company's registered office is +40 752 747 846.

The Company conducts its business in accordance with the Articles of Association, as most recently updated on 24 September 2025, pursuant to Resolution No. 1 of the General Meeting of Shareholders dated 24 September 2025. By approving these Articles of Association, the Company seeks to implement corporate governance practices and policies appropriate for a company whose shares are admitted to trading on a regulated market administered by the BSE.

In September 2024, the shares held in Eco-Ferm were sold to an affiliated party, so that as at 31 December 2024, the Company had no subsidiary.

If the Offering is successful and the Company is admitted to trading on the BSE, the Company will be subject to, among others, the provisions of the Companies Law, as well as those of Law no. 24/2017 and other applicable capital markets regulations.

For the year ended 31 December 2024, the Company generated revenues from customer contracts of RON 1,120.6 million, a profit for the year of RON 87.7 million and EBITDA of RON 166.8 million.

The Company's Field of Activity

According to the Company's Articles of Association, its main field of activity is NACE code 1013 - Manufacture of meat and poultry meat products, according to Order no. 377/2024 of the President of the National Institute of Statistics on the updating of the Classification of Activities in the National Economy - NACE.

The Company is a family-owned entrepreneurial company which, from 2004 to the present, has been ranked as a market leader in the cold cuts category, through a strategy based on innovation, investment and marketing, and a well-known and broad portfolio of products and brands. The Company is a well-known producer on the national market, being the market leader for processed meat and Ready-Meals products, offering products that have become and have established themselves in the collective mind as high-quality Romanian products, products that are addressed and consumed by all categories of consumers, of any age and any income level.

The Company relies, among others, on the positive financial results of the last years, which demonstrate its ability to accumulate, invest and develop its main production activity, despite the economic situations and crises of the recent years at national and global level, managing to maintain itself within the parameters of commitment to the set business objectives, continuing to invest in innovation, technology and sustainability.

The values underlying the Company's business are care for people, responsibility, innovation, tradition and quality, offering a diversified range of food products, and priding itself on the close relationship it has with its customers.

Some of the key factors that influence the Company's business are customer demand for the Company's products; the ability to maintain and develop customer relationships and introduce new and innovative products to the market; the accessibility of international markets; market prices for the Company's products; the cost and availability of raw materials and ingredients; the availability of team members to operate its production facilities; the strength of the brands under which the Company markets its products, product quality, as well as the operational efficiency of its facilities.

Business Strategy

The Company's strategy aims at developing its activities at a fast, significant and profitable pace, mainly by maintaining high margins and further consolidating market shares in the market segments relevant to the Company.

The Company's strategy has been developed on the basis of the following principles guiding the entire activity of the Company:

- Quality - use of carefully chosen, healthy and qualitative ingredients;
- Innovation - innovative, continuously improved recipes and constant optimisation of the processes used in production;
- Investments - modern production capacities, which are subject to substantial investments (including the Investalim programme);
- Workforce - the focus is on attractive remuneration packages, aiming to adequately reward the workforce and retain talent.

Some of the factors that differentiate the Company from its competitors, allowing it to maintain its position on the market and effectively implement its strategy, are (i) transparency of the recipes used for its products, (ii) implementation of the "clean label" concept, which implies the use of a limited number of additives (currently, no Cris-Tim clean label product contains more than 5 E's), (iii) a strong sales team, working according to a well-developed system and supported by a developed logistical infrastructure, and (iv) an investment programme to ensure the Company's medium and long-term development.

The main pillars underlying the Company's strategy are as follows:

- *Consolidation of the fragmented cold cuts market.* The cold cuts market is highly fragmented, so the Company aims to consolidate its position in this market through organic growth. This growth, which would naturally also result in an increase in market share, is mainly based on the Company's ability to innovate, both in terms of the recipes used and of modern production technologies and processes, to increase production capabilities and operational efficiency. At the same time, the Company is pursuing the further implementation of its marketing strategy, aiming to increase the notoriety of its brands, such as the Cris-Tim and Matache Măcelaru' brands. Last but not least, the Company is closely following growth opportunities through strategic acquisitions, both in Romania and in the region.

- *Focus on segments that enable healthy, sustainable and high growth.* The company pays particular attention to those opportunities and market segments that allow it to grow in line with the principles that guide its activity. In this respect, the "clean label" concept is and will remain one of the Company's competitive advantages, reflecting the attention the Company pays to the preparation of its products and the health of its consumers. Segments identified by the Company as offering significant growth opportunities include: (i) the "sliced" segment, which shows accelerated growth compared to the market average, (ii) segments related to certain categories of cold cuts, including dry-cured, sausages and specialties, where market conditions characterised by high demand for such products favour an increase in business which will also be facilitated by the development of the new production unit in Filipeștii de Pădure, (iii) some segments where the Company intends either to develop new products or to increase its presence, such as the sandwiches segment or the high protein products segment, (iv) the food service segment, particularly through the HoReCa channel.

- *Expansion in the private label segment.* In line with international industry trends, the Company aims to accelerate its activity in the private label segment, which involves the production of products for other retailers, who then market the products under their own label. The Company mainly aims to expand its presence in the private label cold cuts segment, which is significantly growing. The Company envisages a strong development of its activity, at least in the medium term, once the new production unit in Filipeștii de Pădure is put into operation and the commercial strategy is aligned with the objective of satisfying demand in the private label segment.

- *Focus on efficiency and optimisation*. The new production unit in Filipeștii de Pădure will be equipped with the latest production technologies available, as well as optimised production processes, thus facilitating the optimisation of the Company's expenses, and also capitalising on future opportunities. In addition to this new production unit, the Company is planning to invest in existing production units in order to modernise and optimise production lines and processes, thus ensuring operational efficiency. At the same time, the relocation of the Ready-Meals production facility from Bucharest to Filipeștii de Pădure is also envisaged, which would lead to increased efficiency, especially in terms of logistical activities in the production process. Last but not least, in order to optimise costs, the Company also plans to expand its logistic and storage capacities in Filipeștii de Pădure.

The Company considers that the implementation of its business strategy is facilitated by, among others, (i) its raw material procurement policy (especially pork meat), (ii) its refrigeration capacities, which are to be increased to 25,000 tons following the implementation of the Investalim programme, (iii) its well-known, easily recognisable products and brands, (iv) developed logistic infrastructure.

Sales Strategy

The Company uses various distribution channels to market its products, including:

- The traditional trade channel (the "**TT**") - this includes traditional stores, wholesale stores, as well as, distribution through Cris-Tim's own chain of stores and the food-service segment (kindergartens, industrial (producers for other producers), HoReCa);

- The modern trade channel (the "**IKA**") - cash & carry stores, supermarkets, hypermarkets and discounter retailers;

- Export.

The Company is an active player in the national TT market and covers more than 15,000 stores, out of approximately 25,000 points of sale that can also sell cold cuts, considering that the sale of cold cuts requires controlled temperature, a display case being a limited storage space. In this channel, the Company mainly distributes products under its own brands. The Company has 160 sales agents who manage commercial relations with convenience food stores, each agent covering approximately 94 stores. In addition, the Cris-Tim store network, with 18 stores at the moment, and the 14 Cash and Carry stores are operated through 36 sales agents.

Although the TT channel has suffered a decline in the market in recent years, the Company wishes to remain active in the TT segment as it can also lead to additional demand in the IKA channel, as an end consumer can purchase the same products through both trade channels. The Company is also looking to consolidate a specialised HoReca division to expand its activity in this sub-channel.

At the same time, the TT channel allows for more efficient management of finished product stocks, as it is the main destination in the event of differences between production planning and orders submitted by customers falling within the IKA channel, so that surplus products are distributed to traditional grocery stores or other sub-channels of the TT channel, as applicable. The Company thus fulfils its objective of being an active promoter against food waste.

As regards the IKA channel, the Company distributes its products both under its own brands and as a producer for other retailers, these products being sold to end consumers under the retailer's own label. The Company is present in all 13 international retail networks operating in Romania. At the end of 2024, 53% of the Company's revenues were generated through the IKA channel.

In terms of exports, the development of this distribution channel has been particularly focused on the ethnic pillar, a concept that describes the stores created in spaces and communities with a concentration of Romanian individuals abroad. Exports represent about 7% of its turnover, of which the largest share is represented by sales on the UK market.

Currently, according to the Company's estimates, it is the leader in the meat products export market, with its products being distributed directly or indirectly in over 17 European countries. The Company is also one of the

Romanian producers certified to export Sibiu Salami – Protected Geographical Indication (the "**PGI**") to the US market. At the same time, the company is considering entering other international markets in the Private Label Ready-Meals segment.

As for the Company's distribution network, its products are delivered to customers in the best conditions through 9 national logistic platforms, a central logistic platform in Filipestii de Padure and 8 others located in the most important cities: Bucharest, Brasov, Cluj-Napoca, Constanta, Craiova, Galati, Iasi and Timisoara. The company's own distribution network allows it to control all aspects related to sanitary and refrigeration requirements during transport while ensuring high quality services, customised according to the needs of each individual partner.

The Company's products are distributed nationwide in approximately 15,000 traditional stores, 13 international retail networks, 14 wholesale points of sale and 18 own stores, through its own logistics fleet of 170 vehicles, including 30 trucks. For exports, external carriers outside Romania are also used.

Marketing Strategy

The marketing and promotion strategy for the Company's products aims to maximise their visibility on the shelf, increase sales and strengthen the position of the brands in its portfolio. It is based on strategic listing according to the formats of each chain and the optimal positioning of products in brand blocks and at eye level.

The Company has a well-structured portfolio strategy, with brands dedicated to each price bracket and each type of consumer, covering everyday needs as well as premium or niche preferences. Cris-Tim is the main brand, positioned mainstream-up, with a broad portfolio including products in the Cold Cuts and Ready-Meals segments. It is the brand that sustains the volumes and reputation of the Company, being present in almost all relevant categories for everyday consumption. For the premium segment, the Company uses the Matache Măcelaru brand, a brand with a tradition and image of an authentic butchery shop, focused on top quality with an emphasis on the cold cuts category. Alpinia is the brand in the "low-price" cold cuts segment, targeting price-sensitive consumers who are looking for affordable products without making any major compromises on quality. The company also covers specialised segments, such as Obrăjori, a brand dedicated to children, with products tailored to their nutritional needs and preferences, or Csardas, a brand created specifically for ethnic recipes and tastes inspired by Hungarian cuisine.

This strategic diversification allows the Company to respond effectively to market demands, build loyalty in different audience segments and support sustainable growth in all channels, with IKA being the main channel.

The Company promotes the two strategic brands separately, Cris-Tim and Matache Măcelaru, through campaigns dedicated to each one. The Company does not run joint campaigns, each brand having its own identity, message and communication direction. For both brands, ATL campaigns (TV, digital, outdoor) are developed integrated with BTL campaigns (in-store promotions, POSM, activations), so that there is consistency and impact in both the display and point of sale environments. The Company ensures that launches or campaigns are not commenced until the product is listed in at least 65% of IKA stores, to guarantee consumer access to the promoted product and maximise conversion from display to purchase. The strategy in IKA includes optimal shelf listing and positioning, trade marketing campaigns (tastings, prize activations), strong in-store visual communication (wobblers, delimiters, displays), as well as media collaborations with retailers (catalogues, digital platforms, themed campaigns).

All these efforts are continuously monitored and adjusted based on sales data and market performance to optimise each initiative. Thus, the Company is building a strong and differentiated presence in the IKA, supported by a clear, coherent and well-executed strategy for each individual brand.

Investment Strategy

The Company's investment plan for 2025 - 2030 is worth approximately RON 890 million, of which RON 374.1 million is the eligible investment contracted through Investalim, the multi-year national programme of the Romanian Government (the "**Investalim**"). Investalim involves a contribution of approximately 39.4% from the Company, the remaining balance being represented by state aid (RON 226.6 million). In addition to the amounts presented above, RON 131.2 million will be invested, which represent non-eligible amounts supported by the Company, within the same project, reaching a total investment of RON 505.3 million.

The Company’s main objectives pursued by implementing this investment programme are:

- Development of production capacities in Filipeștii de Pădure (approx. 120 tons per day of additional capacity compared to the daily average production recorded in 2024), the increase of frozen raw material storage capacities (25,000 tons of new refrigerated storage capacity) and the development of a water management capacity (1,000 cubic meters of new capacity for wastewater processing);

- Optimisation of production flows to increase operational and cost efficiency, including the use of new modern equipment;

- Development of the logistics infrastructure in the location at Filipeștii de Pădure in order to increase the efficiency of product distribution flows to customers, as well as to optimise the management of the Company's own transport fleet, following the decommissioning of the Mogoșoaia logistics centre;

- Development of a new production capacity for Ready-Meals products in Filipeștii de Pădure, investment estimated at approximately RON 112 million;

- Changing the fleet of vehicles and cars in 2025 and its renewal planned for 2029.

History of the Issuer

The Company was established as a limited liability company in 2000. However, the foundations of what was to become Cris-Tim were laid in 1992, in the form of a family-owned entrepreneurial company with meat processing as its core business. In 1995, as a result of multiple investments in the production area, the first processing unit was opened with a daily capacity of 2 tons. The development continued in 1997, with the inauguration of the first technologised factory, with an increased daily capacity of 20 tons, thus offering the Company new opportunities for growth and development.

In 2001, the founders decided to transfer the boiled-smoked production facility to Prahova County, in Filipeștii de Pădure, thus inaugurating the first production unit of the Recunoștința Factory, with a daily production capacity rising up to 165 tons. The development of the Recunoștința Factory continued in the following years with the opening of the dry-cured products section (2003) and its modernisation with production facilities for boiled-smoked salamis, ham and specialties (2005). Meanwhile, in 2002, the Company launches a new product, Săsesc Salami, which quickly becomes one of the best-selling products on the market.

Amid this growth, in 2004 the Company opened its first Ready-Meals production capacity in Bucharest.

The Company's development in the following years is based on (i) technological improvements through the implementation of high pressure processing technology (HPP) in 2011, (ii) the acquisition of the Matache Măcelaru' brand in 2011, (iii) the development of the Company's brands and the expansion of the existing Cris-Tim and Matache Măcelaru' brands with new product ranges in 2014, and (iv) the expansion of the Recunoștința Factory in Filipeștii de Pădure by opening a new Sibiu Salami section in 2015 and the inauguration of a second Ready-Meals production unit in 2016, respectively.

In 2017, the Company innovates by introducing the clean label concept, consisting of a higher level of transparency regarding the ingredients of the Company's products. At the same time, the Obrăjori brand for children is launched, products which are free of any food additives.

In 2018, the Company acquires the factory in Măgureni for the development of cold cuts production, with a capacity of 25 tons/per day.

In 2019, the Company develops one of the largest capacities for storing frozen raw materials at that time in Romania in the Filipeștii de Pădure factory. In 2022, the energy capacity of the Company's factories is increased by the installation of solar panels, which are also certified as compliant with the IFS Food Standard Version 7.

In 2023, Cris-Tim Companie de Familie S.R.L. and Impex Cris Tim S.R.L. are absorbed into the Company, and this becomes the majority shareholder of Eco-Ferm S.R.L. in the same year. In 2024, the subsidiary Eco-Ferm S.R.L. is transferred to Eco Ferm Invest S.R.L., a company with the same majority shareholder as the Company.

Also, in 2024, the Company's Investalim investment project of RON 374 million (eligible investment) is approved in order to develop a new cold cuts production unit in Filipeștii de Pădure.

On 15 September 2025, the Company's shareholders approved the change of the Company's legal form from a limited liability company (S.R.L.) to a joint stock company (S.A.). At the same time, the Company's shareholders approved the capital increase through the incorporation of reserves in the amount of RON 74,684,120 and the change in the nominal value of the Company's shares from RON 10 per share to RON 1 per share, the number of shares being amended accordingly. Following the aforementioned changes, the value of the Company's share capital increased to RON 75,000,000, divided into 75,000,000 shares, of which 74,976,225 belong to the Selling Shareholder and 23,775 belong to Mr. Radu Timiș. The reorganisation process was completed by the registration with the Trade Registry of the change of its legal form, the capital increase and the change of the nominal value of the shares on 23 September 2025.

Main Business Lines and Important Product Categories

The Company operates two main business lines: (i) "Cold Cuts" (86% of revenues from customer contracts as at 31 December 2024), (ii) Ready-Meals products (9.4%). Other activities contributing to the Company's turnover amounted to 4.6% of revenues from customer contracts in 2024, being represented by revenues from the distribution of dairy products.

The Company owns its own processing facilities located in Filipeștii de Pădure, which serves the Cold Cuts and Ready-Meals business lines, Bucharest, which serves the Ready-Meals business line, and Măgureni, which serves the Cold Cuts business line, respectively. As regards the other activities segment, the Company distributes the dairy products of an affiliated company, Eco-Ferm S.R.L, and the products of other food producers.

The Company uses various distribution channels (modern trade, traditional trade) for the sale of its products ensuring transportation through its own fleet (as regards national distribution) or, as the case may be, external carriers (as regards distribution outside Romania).

The following table presents the structure of revenues from customer contracts (third parties) by segments over the last three years and in the 6-month period ended 30 June 2025 and 2024, respectively:

	6-month period ended 30 June		6-month period ended 31 December		
			(RON million)		
	2025	**2024**	**2024**	**2023**	**2022**
Cold Cuts	470.3	458.1	963.9	892.9	733.9
Ready-Meals	56.8	47.5	105.7	100.3	90.8
All other segments	7.2	23.9	51.0	52.6	46.2
Revenues from customer contracts (third parties)	**534.3**	**529.5**	**1,120.6**	**1,045.8**	**870.9**

Source: Audited Consolidated Financial Statements and Condensed Interim Financial Statements

Cold Cuts

Company's Position on the Cold Cuts Market

The Company is a market leader in the cold cuts production sector in terms of volume and sales, according to its internal data. Thus, the Company estimates that it holds the leading position with a market share of 10.6% in terms of volume and 14.3% in terms of value in 2024. A notable dynamic refers to the clear consolidation trend of the Company's market share in the cold cuts market, from a 9.3% in terms of volume and 11.9% in terms of value in 2022.

The Company holds prominent positions in the Modern Trade (IKA) Brands and TT Traditional Trade segments, which is exclusively associated with the marketing of brands. The only market segment where the Company does not have a prominent position is Modern Trade (IKA) Private Label, which is targeted by the Company for strong expansion in the coming years as a result of the implementation of the Investalim programme.

A very important aspect relates to the fact that, given its range of quality products predominantly towards the higher quality echelons of the market, the price of Cris-Tim's products is significantly above that of the products of the other major competitors and above the market average. Under these conditions, Cris-Tim's market shares in terms of value are substantially above those in terms of volume, which highlights the strong competitive differentiation effect of the Company's business model.

The following table sets forth Cris-Tim's market shares in the various segments of the cold cuts market for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			(%)		
	2025	2024	2024	2023	2022
Modern trade (IKA) Brands, volume	24.8%	25.7%	25.5%	24.4%	20.5%
Modern trade (IKA) Brands, value	29.0%	28.2%	28.1%	26.0%	23.0%
Modern trade (IKA) Private label, volume	4.4%	4.1%	4.2%	3.0%	1.2%
Modern trade (IKA) Private label, value	5.1%	4.8%	4.9%	3.7%	2.1%
Traditional trade (TT), volume	9.1%	8.9%	8.9%	8.9%	9.3%
Traditional Trade (TT), value	12.3%	11.9%	12.5%	11.9%	11.2%
Cris-Tim brands in total market brands, volume	13.7%	13.7%	13.6%	13.2%	12.6%
Cris-Tim brands in total market brands, value	18.4%	17.9%	18.3%	17.5%	15.3%
Total cold cuts market, volume	10.8%	10.8%	10.6%	10.2%	9.3%
Total cold cuts market, value	14.6%	14.2%	14.3%	13.6%	11.9%

Source: Company data

According to the Company's data, the market share in the IKA segment for brands has been growing steadily both in terms of volume, from 20.5% in 2022 to 24.4% in 2023 and 25.5% in 2024, and value, from 23.0% in 2022 to 26.0% in 2023 and 28.1% in 2024.

The IKA Private Label segment has seen significant growth from an extremely low base. Thus, the market share of this segment in terms of volume increased from 1.2% in 2022 to 3.0% in 2023 and 4.2% in 2024, and the market share in terms of value increased from 2.1% in 2022 to 3.7% in 2023 and 4.9% in 2024.

The Company's position in the traditional trade (TT) segment remained relatively stable, with a market share in terms of volume of approximately 9.3% as of 2022, while its market share in terms of value advanced significantly from 11.2% in 2022 to 11.9% in 2023 and 12.5% in 2024.

Cris-Tim has seen a systematic increase in market share, especially in terms of value, in the brands segment of the cold cuts market (which combines the IKA and TT segments). Thus, its market share in terms of volume increased from 12.6% in 2022 to 13.2% in 2023 and 13.6% in 2024, while the advance of its market share in terms of value was substantially more significant, from 15.3% in 2022 to 17.5% in 2023 and 18.3% in 2024 and in the first half of 2025, respectively.

The Company and its competitors distribute their products in various ways, namely in standardised, bulk and sliced quantities. The sliced segment is growing faster than the market average and faster than the standardised and bulk quantities segments. Under these circumstances, the Company pays particular attention to the sliced segment.

The following table presents Cris-Tim's market shares in the IKA channel, by sale type, for the financial years 2024, 2023 and 2022:

		(%)	
Segment	2024	2023	2022
Standard (Standardised quantities), volume	12.8%	11.5%	8.8%
Standard (Standardised quantities), value	20.6%	18.6%	15.5%
Bulk, volume	10.9%	11.2%	9.5%
Bulk, value	10.3%	10.5%	9.2%
Sliced, volume	13.3%	12.1%	10.1%

Sliced, value	15.2%	13.9%	12.3%

Source: Company data

In the standard (standardised quantities) segment, the Company consolidated its market share, both in terms of volume, from 8.8% in 2022 to 11.5% in 2023 and 12.8% in 2024, and in terms of value, from 15.5% in 2022 to 18.6% in 2023 and 20.6% in 2024.

The bulk segment had a mixed evolution, with a market share in terms of volume increasing from 9.5% in 2022 to 11.2% in 2023, while in 2024 it showed an insignificant decrease to 10.9%. The market share in terms of value recorded an increase from 9.2% in 2022 to 10.5% in 2023 and an insignificant decrease to 10.3% in 2024.

In the sliced segment, the Company consolidated its market share both in terms of volume, from 10.1% in 2022 to 12.1% in 2023 and 13.3% in 2024, respectively, and in terms of value, from 12.3% in 2022 to 13.9% in 2023 and 15.2% in 2024, respectively. Considering the more accelerated growth of this market segment, the Company is paying special attention to the sliced segment. The sliced segment reached a share of 15.4% in terms of volume and 26.3% in terms of value at the level of IKA channel in 2024, as the growth dynamics of the sliced market has been alert year-on-year (47.1% growth in terms of value in 2022, 20.6% in 2023, 11.3% in 2024).

The Company ranks among the top market players with prominent positions across various product categories.

The following table shows Cris-Tim's market shares in the IKA channel across different product categories in terms of volume for the financial years 2024, 2023, and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	H1			**FY**	
			(%)		
	2025	**2024**	**2024**	**2023**	**2022**
Boiled-smoked salami	25.9%	25.8%	26.1%	24.1%	20.3%
Dry-cured salami	11.0%	11.5%	11.4%	13.4%	12.2%
Specialties	11.3%	11.7%	11.1%	10.8%	8.9%
Baloney	4.9%	5.6%	5.4%	5.2%	5.3%
Frankfurters	3.2%	4.1%	3.7%	4.9%	5.7%
Sausages	5.1%	6.7%	5.9%	6.2%	5.4%
Ham	11.0%	8.0%	8.6%	8.2%	6.5%

Source: Company data

In the boiled-smoked salami category, the Company has systematically consolidated its market share in terms of volume, from 20.3% in 2022 to 24.1% in 2023 and 26.1% in 2024. It is worth noting that approximately 54% of the Company's quantitative sales in the IKA channel are represented by the Săsesc Salami, with a market share of approximately 14% in 2024.

However, there was a mixed evolution in the dry-cured salami category, with the market share in terms of volume decreasing from 13.4% in 2023 to 11.4% in 2024, after an increase from 12.2% in 2022. In the specialties category, the market share increased from 8.9% in 2022 to 10.8% in 2023 and 11.1% in 2024. In the baloney category, the market share remained relatively constant, with small variations around 5.3%. In the frankfurters category, the market share decreased from 5.7% in 2022 to 4.9% in 2023 and 3.7% in 2024. In the sausages category there was a slight increase in market share from 5.4% in 2022 to 6.2% in 2023, but this decreased to 5.9% in 2024. In the ham category there was a systematic increase in market share from 6.5% in 2022 to 8.2% in 2023 and 8.6% in 2024.

The following table shows Cris-Tim's market shares in the IKA channel across different product categories in terms of value for the financial years 2024, 2023, and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1			**FY**	
			(%)		
	2025	**2024**	**2024**	**2023**	**2022**

Boiled-smoked salami	29.6%	30.5%	30.2%	28.4%	26.0%
Dry-cured salami	12.1%	13.4%	13.0%	14.3%	13.8%
Specialties	13.7%	14.2%	13.6%	13.6%	12.1%
Baloney	12.8%	14.5%	14.0%	14.1%	15.0%
Frankfurters	3.9%	4.7%	4.4%	5.2%	5.1%
Sausages	5.8%	7.2%	6.5%	6.8%	6.1%
Ham	12.4%	9.5%	10.3%	9.4%	7.8%

Source: Company data

In the boiled-smoked salami category, the Company has seen a steady increase in market share in terms of value from 26.0% in 2022 to 28.4% in 2023 and 30.2% in 2024. It is worth noting that approximately 47% of the Company's sales, in terms of value, in the IKA channel Brands, salami category, are represented by Săsesc Salami, meaning a market share of approximately 18% in 2024. In the dry-cured salami category, a mixed evolution has been recorded, with market share decreasing from 14.3% in 2023 to 13.0% in 2024, after an increase from 13.8% in 2022, amid competition from private label products. In the specialties category, the market share remained stable at 13.6% in 2023 and 2024, with a jump from 12.1% in 2022. In the baloney category, the market share remained relatively constant, with small fluctuations around 14.0% to 15.0%. In the frankfurters category, the market share decreased from 5.1% in 2022 to 5.2% in 2023 and 4.4% in 2024. In the sausages category there was a slight increase from 6.1% in 2022 to 6.8% in 2023, but market share decreased to 6.5% in 2024. In the ham category there was a systematic increase from 7.8% in 2022 to 9.4% in 2023 and 10.3% in 2024.

Positioning of the Company's Brands in the Cold Cuts Market

Cris-Tim's brands enjoy high visibility, sustained by a very well-developed marketing strategy, maintained by substantial advertising expenses, far above those of any competitor in the market. The notoriety of its products and brands constitutes a major competitive advantage for the Company and is an essential catalyst of its medium and long-term business strategy.

The following table shows the structure of the cold cuts market in the IKA channel in terms of volume, by major brands, for the financial years 2024, 2023, and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		**FY**		
			(%)		
Producer*	**2025**	**2024**	**2024**	**2023**	**2022**
Cris-Tim	7.9%	8.0%	7.8%	7.6%	6.8%
Matache Măcelaru (Cris-Tim)	1.8%	1.5%	1.6%	1.4%	1.2%
Alpinia (Cris-Tim)	0.2%	0.5%	0.4%	0.7%	0.5%
Caroli (Caroli)	4.9%	4.9%	4.8%	5.2%	5.5%
Sissi (Caroli)	1.0%	1.0%	1.0%	0.9%	1.0%
Primo (Caroli)	3.1%	1.8%	1.8%	1.8%	2.1%
Fox	4.6%	4.7%	4.6%	4.5%	4.9%
Meda (Meda)	3.6%	3.9%	3.6%	3.7%	3.8%
Aldis	3.0%	3.0%	3.0%	3.2%	2.5%
Other brands	9.6%	9.7%	9.8%	10.7%	13.0%
Private labels	60.3%	61.0%	61.6%	60.3%	58.7%

Source: Company data

The Company's brands have been on an upward trend in terms of market share dynamics both in terms of volume and especially in terms of value during the analysed period and are favourably positioned compared to the brands of its main competitors which have stagnating or slightly declining market shares.

The Cris-Tim brand grew from a market share of 6.8% in 2022 to 7.6% in 2023 and 7.8% in 2024, demonstrating a solid performance in the cold cuts market which has stagnated in terms of volume in recent years. The Matache Măcelaru brand has grown from 1.2% in 2022 to 1.4% in 2023 and 1.6% in 2024, showing a positive trend for this premium brand. Both the Cris-Tim brand and the Matache Măcelaru brand have systematically benefited from consistent support in terms of marketing and R&D activities. The Alpina brand increased from 0.5% in 2022 to 0.7%

in 2023 and decreased slightly to 0.4% in 2024, in line with the trend noticed in the segment where this brand is active.

It can be noted that the Company has managed to systematically consolidate the market share of its main brands, in the context of a significant growth trend in the private label segment, which in 2024 reached a market share of 61.6% in terms of volume and 54.2% in terms of value in the modern trade channel - IKA. This performance of the Company indicates a strong competitive position of its brands in a competitive market that has been stagnating in terms of volume.

The following table presents the structure of the cold cuts market in the IKA channel in terms of value, by brands, for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			(%)		
Producer*	**2025**	**2024**	**2024**	**2023**	**2022**
Cris-Tim	10.1%	10.3%	10.0%	10.2%	9.7%
Matache Măcelaru (Cris-Tim)	2.9%	2.5%	2.6%	2.4%	2.2%
Alpinia (Cris-Tim)	0.1%	0.4%	0.3%	0.5%	0.2%
Caroli (Caroli)	5.2%	5.6%	5.4%	6.1%	6.2%
Sissi (Caroli)	1.8%	1.6%	1.7%	1.7%	1.9%
Primo (Caroli)	1.5%	1.1%	1.2%	1.3%	1.3%
Fox	6.3%	5.9%	5.9%	5.9%	6.4%
Meda (Meda)	4.7%	4.8%	4.6%	4.7%	5.3%
Aldis	2.2%	2.1%	2.4%	2.6%	2.5%
Other brands	11.7%	12.4%	11.7%	12.8%	13.7%
Private labels	53.5%	53.3%	54.2%	51.8%	50.6%

Source: Company data

The Cris-Tim brand increased its market share in terms of value from 9.7% in 2022 to 10.2% in 2023 and 10.0% in 2024, the dynamics being correlated with the consolidation of its market share in terms of volume. A similar trend can also be noted for the Matache Măcelaru brand, which consolidated its market share from 2.2% in 2022 to 2.4% in 2023 and 2.6% in 2024. For the Alpina brand, the market share increased from 0.2% in 2022 to 0.5% in 2023 and decreased slightly to 0.3% in 2024, amid the Company's management reduced focus on the "low-end" product area.

The Company has thus also seen an increase in market share in terms of value, in line with the evolution of volumes distributed in the IKA channel.

Clean Label

In 2017, the Company introduced the innovative concept of "Clean Label" for the first time in Romania, primarily representing the Company’s commitment to the health of its consumers. The "Clean Label" concept is implemented across all items (approximately 262 recipes), with the explicit objective of ensuring a high level of product quality (drastically limiting the number of ingredients or additives that may harm consumers' health in the long term), as well as towards making recipes transparent and simple for consumers.

The implementation of this concept meant significant gradual investments in state-of-the-art production and packaging techniques, as well as eliminating certain ingredients from their recipes, such as gluten, soy, starch, artificial flavors, added monosodium glutamate and others.

Currently, more than 85% of the Company's product sales in the cold cuts segment is "Clean Label" certified, all products under the Cris-Tim and Matache Măcelaru brands assimilating this concept.

In the process of implementing the "Clean Label" concept, each SKU has been checked and approved at product level by multidisciplinary teams (Research and Development, Quality, Operations, Regulatory). Out of the 28 families of additives widely used in the meat industry, the Company has kept only the indispensable groups (preservatives for safety, antioxidants, stabilizers for stability and texture) in the "Clean Label" recipes, with an

internal objective of no more than four additives per product (a single product contains five additives), while in certain categories, such as dry-cured or ranges dedicated to children, three, two or zero additives respectively. The recipes in the Company's portfolio favour a higher proportion of meat to the detriment of hydrated "dry substances", with a direct effect in increasing the protein content and improving the essential amino acids profile in the finished product.

Through the implementation of the clean label concept, the Company has had, and continues to have, the following objectives:

- To improve the nutritional values of Cris-Tim's meat products, in order to meet consumer demand and expectations for nutritionally qualitative products. This ensures a higher proportion of meat in the final recipe of Cris-Tim products compared to other ingredients, a higher level of protein in the finished products and a higher level of essential amino acids.

- Transparency with respect to the ingredients of Cris-Tim products, as well as limiting the ingredients to only those strictly necessary for the different technological processes used to obtain the product;

- Limiting products to no more than 4 E's (compared to the average of the majority of producers which use between 9 and 11 Es), a single product contains five Es and eliminating additives and preservatives with long-term harmful effects.

In the European Union, the implementation of "Clean Label" concepts have become a market standard, with manufacturers responding to consumer preference for short ingredient lists and transparency on their role. Pan-European surveys show that additives remain a major concern for consumers (approximately 36% in EFSA Eurobarometer 2022) and producers have accelerated adaptation processes to meet this expectation. Moreover, regulatory dynamics in recent years, for example the banning of titanium dioxide (E171) in the EU after EFSA's opinion in 2021, confirm that the direction of cutting down certain additives is becoming a norm in the European market, with a direct impact on innovation in recipes and processing.

In this context, in the case of the Company, the assimilation of the "Clean Label" concept translates into a clear differentiation effect of the portfolio from its competition and increased consumer confidence in the Company's product ranges. At the same time, implementing this standard entails higher operational costs. "Cleaner" recipes tend to have higher associated production costs than recipes which include alternatives such as various additives or enhancers. The higher costs of the Company's specific recipes in terms of ingredients and production processes are compensated in practice by the competitiveness in the purchase of the basic raw material (pork). This allows the Company, despite the additional costs of implementing the "Clean Label" concept, to be able to have a commercial offer with competitive shelf prices compared to the rest of the market, while maintaining profitability margins at the highest level in the industry, thanks to lower costs for the purchase of processed raw materials compared to its competitors. An important detail relates to the fact that technologies such as HPP and the standardisation of SKU labelling have, over time, facilitated the stabilisation of sensory quality and the reduction of composition complaints from customers or consumers without resorting to extensive additive lists.

The assimilation of the "Clean Label" concept is a major competitive advantage for the Company in relation to its competitors, likely to allow it to defend it market shares on specific segments, as well as its profitability margins according to its medium and long-term strategy.

Sales Structure in the Cold Cuts Business Line

The Company distributes its products in the Cold Cuts segment through three main distribution channels, i.e. modern trade (IKA), traditional trade (TT) and export. In line with its business strategy, the Company will continue to pay special attention to the TT channel despite the reduction in the share of this channel in the sales structure over the last three years. Thus, while in 2022 the share of the TT channel in sales by volume was 43.1%, in 2024 it had fallen to 36.1%. The share of the TT channel in sales by value also fell from 42.0% in 2022 to 36.0% in 2024. On the other hand, the share of the IKA Brands channel in sales was on an upward trend in terms of volume from 39.6% in 2022 to 40.8% in 2024, and in terms of value from 41.4% in 2022 to 43.3% in 2024, which is consistent with the trend in the cold cuts industry.

The IKA Private label channel registered a share of 10.7% in terms volume and 9.3% in terms of value in 2024, more than double the 2022 levels. This segment will become very important for the Company from 2027 when the new factory will become operational, partly financed through the Investalim programme which is intended to substantially increase sales of private labels to large international chains.

The Company also aims to generate an upward sales momentum in the IKA and TT channels but given the fact that its business plan in the cold cuts segment is primarily aimed at capitalizing on opportunities in the IKA Private label channel especially after 2027, a decrease in the share of all other channels in the sales structure is expected in the medium term.

The Export channel is expected to maintain the downward trend in the sales structure shown in recent years from 12.3% in terms of volume and 11.5% in terms of value recorded for 2024. The main reason for this is the changes in the consumption habits of Romanians working abroad with the transition between generations. The Export Channel also manages those customers with registered office in Romania, but which make exclusively intra-community deliveries.

The following table shows Cris-Tim's sales structure in the Cold Cuts segment by sales channel in terms of volume for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		**FY**		
			tons		
	2025	**2024**	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	7,207	7,254	15,031	14,599	12,931
Modern trade (IKA) Private labels	1,938	1,741	3,955	2,737	1,117
Traditional trade (TT)	6,257	6,245	13,311	13,717	14,053
Export	2,175	2,314	4,535	4,541	4,519
Sales for the Cold Cuts segment	**17,578**	**17,554**	**36,831**	**35,593**	**32,620**

Source: Company data

From the point of view of the sales dynamics of the "Cold cuts" segment, an increase in volume of 9.1% in 2023, 3.5% in 2024 and 0.1% in the first semester of 2025 is noted, the increases shown being compared to the same periods of the previous years. In terms of value sales growth, we see increases of 21.7% in 2023, 8% in 2024 and 2.7% in the first half of 2025. It should be noted that, just like the sector, the main catalyst for growth of revenues from customer contracts is the increase in product prices. This, in the context of stable profitability margins, proves that the Company has a very good ability to transfer production costs into finished product prices. In this respect, the main catalysts of its bargaining power in relation to customers are the strength of its brands and the high quality of its products, which attract customers in the medium-premium and premium segments.

The Modern Trade (IKA) Brands segment registered a steady growth from 12,931 tons in 2022 to 14,599 tons in 2023 and 15,031 tons in 2024. The IKA Private Labels segment has seen a significant increase from 1,117 tons in 2022 to 2,737 tons in 2023 and 3,955 tons in 2024, as the Company aims to increase its presence in this market segment. The TT segment had a slight decrease from 14,053 tons in 2022 to 13,717 tons in 2023 and to 13,311 tons in 2024, in line with market trends. The Export segment remained relatively constant at about 4,519 tons in 2022, 4,541 tons in 2023 and 4,535 tons in 2024.

The following table shows Cris-Tim's structure of revenues from customer contracts (third parties) related to the Cold Cuts segment by sales channel in terms of value for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	6-month period ended 30 June		**6-month period ended 31 December**		
			RON million		
	2025	**2024**	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	205.1	199.6	417.3	384.7	303.6
Modern trade (IKA) Private labels	43.6	40.0	89.3	61.9	29.5

Traditional trade (TT)	165.6	162.2	346.7	339.6	307.9
Export	56.1	56.2	110.7	106.7	92.9
Revenues from customer contracts (third parties) in the Cold Cuts segment	**470.3**	**458.1**	**963.9**	**892.9**	**733.9**

Source: Company Data

The IKA Brands segment registered a steady growth from RON 303.6 million in 2022 to RON 384.7 million in 2023 and RON 417.3 million in 2024. The IKA Private Labels segment had a significant increase from RON 29.5 million in 2022 to RON 61.9 million in 2023 and RON 89.3 million in 2024. The TT segment had a slight increase, from RON 307.9 million in 2022 to RON 339.6 million in 2023 and RON 346.7 million in 2024. The Export segment showed steady growth, from RON 92.9 million in 2022 to RON 106.7 million in 2023 and RON 110.7 million in 2024.

The company distributes its products in various ways, namely in standardised, bulk and sliced quantities.

The Sliced category shows significantly higher growth compared to the market average, representing a segment on which the Company particularly focuses, according to its business strategy. The Sliced category accounted for 13.3% of the Company's sales in terms of volume in the first half of 2025, compared to 11.1% in 2024, whereas in 2022 this accounted for 8.3%. Also, in terms of value, the Sliced category had a 20.2% share in first semester of 2025, compared to 17.6% in 2024, 15.6% in 2023 and 14.3% in 2022.

Likewise, as regards the Standard sales (standardised quantities) method, sales had upward trending shares after 2022, up to levels of 48.9% in terms of volume and 48.0% in terms of value in 2024. In contrast, structurally the Bulk category was on a downward trend after 2022, to levels of 40% in terms of volume and 34.5% in terms of value in 2024.

The following table shows Cris-Tim's sales structure in the Cold Cuts segment by type of marketing in terms of volume for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		**FY**		
			tons		
	2025	**2024**	**2024**	**2023**	**2022**
Standard (standardised quantities)	8,394	8,612	17,996	16,743	14,601
Bulk	6,851	7,024	14,744	15,472	15,309
Sliced	2,332	1,919	4,092	3,378	2,711
Sales in the Cold Cuts segment	**17,578**	**17,554**	**36,831**	**35,593**	**32,620**

Source: Company data

As regards sales in terms of volume, the most significant increases were recorded for the Sliced category, with 24.6% in 2023, 21.1% in 2024 and 21.6% in the first semester of 2025. Conversely, decreases were recorded for the Bulk category with 4.7% in 2024 and 2.5% in the first half of 2025, compared to similar periods in previous years. Likewise, volumes sold in the Standard category (standardised quantities) adjusted by 2.5% in the first half of 2025, after having advanced by 7.5% in 2024 and 14.7% in 2023, respectively.

The following table shows the structure of revenues from customer contracts (third parties) related to the Cold Cuts segment by type of marketing in terms of value for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	6-month period ended 30 June		**6-month period ended 31 December**		
			RON million		
	2025	**2024**	**2024**	**2023**	**2022**
Standard (standardised quantities)	216.7	220.7	462.3	420.6	335.8
Bulk	158.4	157.4	332.2	332.9	293.0

Sliced	95.2	79.9	169.5	139.5	105.0
Revenues from customer contracts (third parties) in the Cold Cuts segment	**470.3**	**458.1**	**963.9**	**892.9**	**733.9**

Source: Company data

As regards sales in terms of value, the most significant increases were recorded for the Sliced category, with 32.8% in 2023, 21.5% in 2024 and 19.1% in the first half of 2025. The pace of sales growth was significantly lower in the other two categories, namely Standard (standardised quantities) and Bulk.

From a product mix perspective, the Company's commercial strategy aims to monitor consumer behaviour with a view to maintaining and/or increasing market shares in the product categories that generate the highest added value, and the level of competition allows growth opportunities to materialise.

In terms of product mix at the level of 2024, the Salami (41% in terms of volume and 46% in terms of value) and Specialties (16.5% in terms of volume and 20.6% in terms of value) segments had the highest share in sales, where a good portion of the highest value-added products in the Company's portfolio are also located. It should be noted that the share of both product segments in the sales structure increased in both volume and value between 2022 and 2024, highlighting the importance of these product categories in the Company's commercial strategy.

Within the Salami segment with a level of sales to customers in 2024 of 15.110 tons and RON 443.4 million, respectively, it is important to make the breakdown between the two categories, namely dry-cured Salami and boiled-smoked Salami, respectively. Thus, in terms of volume in 2024, the dry-cured Salams category had a share of 21.6%, and the boiled-smoked Salami category had a share of 78.4%, and in terms of value the two categories had shares of 31.4% and 68.6% respectively. In turn, Cris-Tim's flagship product, Salam Săsesc, had a share of 41.9% in terms of volume and 48.6% in terms of value, respectively, in the category boiled-smoked Salami. This means that in 2024 the product Salam Săsesc had a share of 13.4% in terms of volume and of 15.1% in terms of value in revenues from customer relationship.

Another noteworthy observation is that the share of the Baloney segment in sales was 13.8% in terms of volume and 8.4% in terms of value, which is mainly explained by the fact that especially in this category the production of private labels is predominant, with overwhelming focus on cheap products. For the Frankfurters segment the share in sales in 2024 in terms of volume was of 7.2% and 5.8% in terms of value respectively, the market being dominated by other brands. The other two segments recorded comparable shares in terms of volume and value. The Sausages segment had a 7.4% share in terms of volume and 7.2% in terms of value, while the Ham segment had shares of 7.6% in terms of volume and 7.5% in terms of value.

The following table shows Cris-Tim's sales structure in the Cold Cuts segment by product category in terms of volume for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		**FY**		
			tons		
	2025	**2024**	**2024**	**2023**	**2022**
Salami	7,045	7,211	15,110	14,255	12,966
Specialties	3,014	2,608	6,077	5,524	5,070
Baloney	2,393	2,455	5,079	4,639	4,072
Frankfurters	1,211	1,283	2,667	2,860	2,795
Sausages	1,283	1,329	2,723	2,700	2,452
Ham	1,554	1,349	2,804	2,998	2,734
Other meat products	1,078	1,319	2,372	2,619	2,533
Sales in the Cold Cuts segment	**17,578**	**17,554**	**36,831**	**35,593**	**32,620**

Source: Company data

The Salami segment registered a steady growth from 12,966 tons in 2022 to 14,255 tons in 2023 and 15,110 tons in 2024. The Specialties segment also saw steady growth, from 5,070 tons in 2022 to 5,524 tons in 2023 and 6,077 tons in 2024. The Baloney segment increased from 4,072 tons in 2022 to 4,639 tons in 2023 and to 5,079 tons in 2024. The Frankfurters segment decreased slightly from 2,795 tons in 2022 to 2,860 tons in 2023 and 2,667 tons in

2024. The Sausages segment increased from 2,452 tons in 2022 to 2,700 tons in 2023 and 2,723 tons in 2024. The Ham segment had a slight decrease in 2024 to 2,804 tons, after increasing from 2,734 tons in 2022 to 2,998 tons in 2023, thanks to a strong promotion campaign.

It is worth noting that the highest growth rates in terms of volume over the analysed period were recorded for the Specialties category.

The following table shows the structure of revenues from customer contracts (third parties) related to the Cold Cuts segment by product category in terms of value for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	6-month period ended 30 June		**6-month period ended 31 December**		
			RON million		
	2025	**2024**	**2024**	**2023**	**2022**
Salami	208.5	211.8	443.4	403.7	327.2
Specialties	100.2	86.0	198.3	175.4	143.6
Baloney	38.5	39.6	80.8	72.7	64.6
Frankfurters	26.0	26.6	55.6	55.6	47.1
Sausages	32.9	33.7	69.0	64.7	51.8
Ham	42.7	35.1	72.3	71.7	57.6
Other meat products	21.6	25.3	44.6	49.2	41.9
Revenues from customer contracts (third parties) in the Cold Cuts segment	**470.3**	**458.1**	**963.9**	**892.9**	**733.9**

Source: Company Data

The Salami segment recorded a steady growth from RON 327.2 million in 2022 to RON 403.7 million in 2023 and RON 443.4 million in 2024. The Specialties segment also showed steady growth, from RON 143.6 million in 2022 to RON 175.4 million in 2023 and RON 198.3 million in 2024. The Baloney segment increased from RON 64.6 million in 2022 to RON 72.7 million in 2023 and RON 80.8 million in 2024. The Frankfurters segment had a slight increase from RON 47.1 million in 2022 to RON 55.6 million in 2023 and, respectively, RON 55.6 million in 2024. The Sausages segment increased from RON 51.8 million in 2022 to RON 64.7 million in 2023 and RON 69.0 million in 2024. The Ham segment grew steadily from RON 57.6 million in 2022 to RON 71.7 million in 2023 and RON 72.3 million in 2024. The Other Meat Products segment had a mixed trend, increasing from RON 41.9 million in 2022 to RON 49.2 million in 2023 and decreasing to RON 44.6 million in 2024.

It is worth noting that the highest growth rates in terms of value over the analysed period were recorded for the Specialties and Ham categories.

The company has a well-articulated strategy to achieve its commercial objectives by sustaining its brands in the market, targeting mainly premium or niche segments of the cold cuts market.

Cris-Tim is the main brand of the Company, positioned in the mainstream-premium category and covers all categories of products for everyday consumption of the population. In 2024, deliveries under the brand represented by the Company's name accounted for 74.2% of sales in terms of volume and 73.3% of sales in terms of value.

For the premium segment, the Company uses the Matache Măcelaru brand, a brand with tradition and the image of an authentic butchery shop, focused on top quality. Sales under the Matache Măcelaru brand accounted for 9.9% of sales in terms of volume and 11.7% of sales in terms of value in 2024.

Alpinia is the economic brand of cold cuts segment, targeting price-sensitive consumers who are looking for affordable products, however without making major compromises on quality. Sales under this brand accounted for 3% of total volumes sold and 2.6% of sales in terms of value in 2024.

The Company also covers specialised segments, such as Obrăjori, a brand dedicated to children, with products tailored to their nutritional needs and preferences, or Csardas, a brand created specifically to reflect the area of

ethnic recipes and tastes inspired by Hungarian cuisine. Sales of products under these brands represent less than 1% of the Company's sales in terms of volume and value.

The following table presents Cris-Tim's sales structure in the Cold Cuts segment according to the Company's cold cuts brands in terms of volume for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			tons		
	2025	**2024**	**2024**	**2023**	**2022**
Cris-Tim	12,767	13,181	27,345	27,238	26,203
Matache Măcelaru	1,929	1,688	3,630	3,287	2,978
Alpinia	446	763	1,258	2,071	1,917
Csardas	87	96	204	201	227
Obrăjori	53	46	97	92	105
Sales of Cold Cuts brands[1]	**15,282**	**15,775**	**32,534**	**32,889**	**31,430**

Source: Company data
[1] The quantities related to Sales of cold cuts brands refer exclusively to the brands owned by the Company

The Cris-Tim brand saw a steady increase from 26,203 tons in 2022 to 27,238 tons in 2023 and 27,345 tons in 2024. The Matache Măcelaru brand also saw steady growth, from 2,978 tons in 2022 to 3,287 tons in 2023 and 3,630 tons in 2024. The Alpinia brand showed an increase from 1,917 tons in 2022 to 2,071 tons in 2023 but decreased to 1,258 tons in 2024. The Csardas brand had a slight decrease from 227 tons in 2022 to 201 tons in 2023 and 204 tons in 2024. The Obrăjori brand decreased from 105 tons in 2022 to 92 tons in 2023 and increased slightly to 97 tons in 2024.

Total sales of Cold Cuts brands showed a steady increase in volume from 31,430 tons in 2022 to 32,889 tons in 2023 and 32,534 tons in 2024.

The following table presents the structure of revenues from customer contracts (third parties) related to the Cold Cuts segment according to the Company's cold cuts brands in terms of value for financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	6-month period ended 30 June		6-month period ended 31 December		
			RON million		
	2025	**2024**	**2024**	**2023**	**2022**
Cris-Tim	337.1	341.5	706.6	679.7	582.0
Matache Măcelaru	62.9	52.0	113.1	98.6	80.2
Alpinia	9.2	14.7	25.3	37.5	27.6
Csardas	2.7	3.3	6.9	6.8	6.7
Obrăjori	2.6	2.2	4.5	4.2	3.9
Revenues from customer contracts - Cold Cuts brands	**414.4**	**413.8**	**856.5**	**826.8**	**700.4**

Source: Company Data

The Cris-Tim brand saw steady growth from RON582.0 million in 2022 to RON679.7 million in 2023 and RON706.6 million in 2024. The Matache Măcelaru brand also showed steady growth, from RON 80.2 million in 2022 to RON 98.6 million in 2023 and RON 113.1 million in 2024. The Alpinia brand saw an increase from RON27.6 million in 2022 to RON37.5 million in 2023 but decreased to RON25.3 million in 2024. The Csardas brand had a slight increase from RON 6.7 million in 2022 to RON 6.8 million in 2023 and RON 6.9 million in 2024. The Obrăjori brand increased from RON 3.9 million in 2022 to RON 4.2 million in 2023 and RON 4.5 million in 2024.

Total sales of the Cold Cuts brands grew steadily from RON 700.4 million in 2022 to RON 826.8 million in 2023 and RON 856.5 million in 2024.

Ready-Meals

According to the Company's internal assessments, it occupies the leading position in the Ready-Meals segment, with a market share of 36% at the end of 2024, calculated strictly for the product categories where it is active.

The Company is targeting accelerated growth in this market segment in the coming years, given its high growth potential and the very small number of relevant players in the market. Another catalyst for future sales growth in this business line is the entry into new product categories (such as sandwiches) where the Company is not currently present. In this regard, the Company is considering also the relocation of the Ready-Meals production activity from Bucharest to Filipeștii de Pădure and the construction in this location of a new production facility, through an investment of approximately RON 112 million which is expected to be operational in 2027.

Products in the Ready-Meals segment are marketed under the Bunătăți brand, being produced in the Bucharest factory (products from the categories salads, set meals, soups and broths) and in the production facility in Filipeștii de Pădure (meat products). The main products marketed by the Company include: salads (mashed bean spread, eggplant salad, hummus, a la Russe salad, Boeuf salad and others) and meat products (meatballs, minced meat croquettes, chicken Shanghai, grilled meats, schnitzels, fried sprats and others). In 2024, the categories Salads and Meat products represented in terms of volume 48.7% and 41.8% respectively of the total volumes sold by the Company in this business line. These two categories of products also accounted for 38.1% and 54.7% of the value of sales to customers in this business line.

In terms of the sales growth rate, in the Salads category, the increase of sales in terms of volume was 8.1% in 2023, 8.5% in 2024 and 30.2% in the first semester of 2025, respectively. For the Meat products category, sales increased in terms of volume by 2.3% in 2023, 5.9% in 2024 and 8% in the first half of 2025. In terms of value, the Salads category grew 8.7% in 2023, 11.3% in 2024 and 31.6% in the first half of 2025.

Two other product categories with a lesser weight in the portfolio are Set meals and Soups & broths with shares in 2024 of 0.4% and 6.8% of the total value of sales in this business line, respectively.

In the Ready-Meals business line, the Company's sales in terms of volume advanced by 7.3% in 2023, 5.4% in 2024 and 20.4% in the first half of 2025. In terms of value, revenues from customer contracts (third parties) in the Ready-Meals segment increased by 10.4% in 2023 compared to 2022, 5.3% in 2024 compared to 2023 and 19.5% in the first half of 2025 compared to the same period of the previous year.

Sales Structure in the Ready-Meals Business Line

Similarly to the Cold Cuts segment, the Company distributes its Ready-Meals products through all three main distribution channels, i.e. modern trade (IKA), traditional trade (TT) and export. In line with its business strategy, the Company is progressively consolidating its presence in the TT channel in terms of volume and value over the recent years, so that the share of this channel in total sales in this business segment increased from 26.7% in 2022 to 30.5% in 2024 in terms of volume, while in terms of value, the channel's share advanced from 31.7% in 2022 to 36.5% in 2024. At the same time, it can be noted that the share of the IKA Brands channel remained stable in the range of 29%-30% of total sales in terms of volume and value terms in 2023 and 2024.

A noteworthy observation for this young industry and not only for the evolution of the Company in this sector is that the share of the IKA Private label channel is on a downward trend. Thus, the share of this channel decreased from 42.5% in 2022 to 36.9% in 2024 in terms of volume, while in terms of value the adjustment was from 37.9% in 2022 to 31.6% in 2024. The explanation for such a contraction is closely linked to the genesis of this industry, which initially developed through products promoted as private labels by large retail chains in collaboration with local manufacturers.

In this context, the Company can be considered as a pioneer of this industry, the Company entering the Ready-Meals market in 2004 through Mega Image for which it produced products under the Apetit brand. Subsequently, after the assimilation by consumers of the first ranges of Ready-Meals products, manufacturers started to launch their own brands to be marketed on all accessible channels. In this context, the Company's sales structure began to adjust in the direction of a gradual erosion of the very high share of the IKA Private label channel to the detriment of the other sales channels. The increase in the share of the TT channel in sales should also be placed in this context, a situation diametrically opposed to that of the Cold Cuts sector, which was made possible thanks to the high growth rates in the consumption of Ready-Meals products that are accessed by consumers through all accessible channels.

Noteworthy in the light of the above is the rate of growth in the TT channel, i.e. 15.6% in 2023, 11.7% in 2024 and 10.1% in the first half of 2025 in terms of volume and 22.7% in 2023, 9.1% in 2024 and 15.7% in the first half of 2025 in terms of value.

The following table shows Cris-Tim's sales structure in the Ready-Meals segment by sales channel in terms of volume for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			tons		
	2025	**2024**	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	757	518	1,277	1,197	1,060
Modern trade (IKA) Private labels	821	737	1,540	1,534	1,569
Traditional trade (TT)	636	577	1,274	1,140	986
Export	36	36	84	88	74
Sales in the Ready-Meals segment	**2,250**	**1,869**	**4,174**	**3,959**	**3,690**

Source: Company data

The IKA Brands segment showed a steady growth from 1,060 tons in 2022 to 1,197 tons in 2023 and 1,277 tons in 2024. The IKA Private labels segment had a mixed trend, decreasing slightly from 1,569 tons in 2022 to 1,534 tons in 2023 and increasing slightly to 1,540 tons in 2024. The TT segment showed steady growth, from 986 tons in 2022 to 1,140 tons in 2023 and 1,274 tons in 2024. The Export segment remained relatively constant at approximately 74 tons in 2022, 88 tons in 2023, and 84 tons in 2024.

The following table shows the structure of revenues from customer contracts (third parties) related to the Ready-Meals segment by sales channel in terms of value for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	6-month period ended 30 June		6-month period ended 31 December		
			RON million		
	2025	**2024**	**2024**	**2023**	**2022**
Modern trade (IKA) Brands	17.3	12.6	30.3	29.4	24.9
Modern trade (IKA) Private labels	17.9	16.1	33.4	32.0	34.4
Traditional trade (TT)	20.0	17.3	38.5	35.3	28.8
Export	1.6	1.5	3.5	3.6	2.7
Revenues from customer contracts (third parties) in the Ready-Meals segment	**56.8**	**47.5**	**105.7**	**100.3**	**90.8**

Source: Company data

The IKA Brands segment showed steady growth from RON 24.9 million in 2022 to RON 29.4 million in 2023 and RON 30.3 million in 2024. The IKA Private labels segment showed a mixed trend, decreasing slightly from RON 34.4 million in 2022 to RON 32.0 million in 2023 and increasing to RON 33.4 million in 2024. The TT segment showed steady growth, from RON 28.8 million in 2022 to RON 35.3 million in 2023 and RON 38.5 million in 2024. The Export segment remained relatively constant at around RON 2.7 million in 2022, RON 3.6 million in 2023 and RON 3.5 million in 2024.

As mentioned above, in the Ready-Meals segment, the Company's main product categories are salads, meat products, set meals and soups and broths.

The following table shows Cris-Tim's sales structure in the Ready-Meals segment by product category in terms of volume for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			tons		

	2025	2024	2024	2023	2022
Salads	1,167	896	2,031	1,873	1,732
Meat products	855	792	1,745	1,648	1,611
Set meals	8	5	20	51	51
Soups & broths	220	175	377	386	296
Sales in the Ready-Meals segment	**2,250**	**1,869**	**4,174**	**3,959**	**3,690**

Source: Company data

The Salads category has seen a steady increase from 1,732 tons in 2022 to 1,873 tons in 2023 and 2,031 tons in 2024. The Meat products category also saw steady growth, from 1,611 tons in 2022 to 1,648 tons in 2023 and 1,745 tons in 2024. The Set meals category remained steady at 51 tons in 2022 and 2023 but decreased to 20 tons in 2024. The Soups & broths category saw an increase from 296 tons in 2022 to 386 tons in 2023 but declined slightly to 377 tons in 2024.

The following shows the structure of revenues from customer contracts (third parties) r4elated to the Ready-Meals segment by product category in terms of value for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	6-month period ended 30 June		6-month period ended 31 December		
			RON million		
	2025	2024	2024	2023	2022
Salads	23.4	17.6	40.3	36.2	33.3
Meat products	28.6	26.4	57.8	55.6	50.9
Set meals	0.2	0.1	0.5	1.1	1.0
Soups & broths	4.6	3.4	7.2	7.5	5.6
Revenues from customer contracts (third parties) in the Ready-Meals segment	**56.8**	**47.5**	**105.7**	**100.3**	**90.8**

Source: Company Data

The Salads category saw a steady increase from RON 33.3 million in 2022 to RON 36.2 million in 2023 and RON 40.3 million in 2024. The Meat products category also showed steady growth, from RON 50.9 million in 2022 to RON 55.6 million in 2023 and RON 57.8 million in 2024. The Set meals category remained relatively constant, with small variations, from RON 1.0 million in 2022 to RON 1.1 million in 2023 and down to RON 0.5 million in 2024. The Soups & broths category saw an increase from RON 5.6 million in 2022 to RON 7.5 million in 2023 but decreased slightly to RON 7.2 million in 2024.

Overview of the Company's Brands

The Company is a well-known player in the Cold Cuts and Ready-Meals markets, its business activity being sustained by strong brands, known by consumers and a stable portfolio of customers. The Company's brands are active in most of the product categories marketed by the Company, with a focus on differentiation through outstanding product quality, as well as differentiation through unique gastronomic experiences that combine the pleasure of taste with a balanced and healthy nutrition.

The Company also supplies private label products to modern IKA trade operators, however the weight of this product category is less than 10% of its sales.

Cris-Tim

Cris-Tim is the strongest Romanian brand in the meat products category, being the most successful brand in this field, recently awarded with trophies (i.e. "*Three decades of leadership in the food industry*" and "*Recognition gained for the contribution to Romania's development*").

Cris-Tim is the Company's main brand, related to the Cold Cuts business line, and occupies the largest share in the Company's turnover. Cris-Tim is the Company's representative cold cuts brand and the leader in the Romanian cold cuts market, with unique recipes, top quality raw materials, in optimal quantities, so as to obtain the consumers' favourite tastes, aiming at gastronomic experiences with a differentiating effect.

In terms of products, this brand includes boiled-smoked salami (e.g. Săsesc salami, Victoria salami, boiled-smoked Ardelenesc salami, rustic salami, toast salami, dry summer salami, Italian salami, etc.), dry-cured salami (e.g. Sibiu PGI salami, chorizo salami, Bănățean salami, Napoli salami, Pontic salami, Sinaia salami, Potcoava salami, etc.), sliced cold cuts (e.g. sliced dry-cured salami, sliced boiled-smoked salami, sliced specialties, sliced ham, sliced baloney), baloney (e.g. chicken baloney, pork baloney, peasant chicken baloney, peasant pork baloney, etc.), specialties (e.g. liverwurst, smoked bacon, smoked kaiser, extra smoked pork ribs (intermec), smoked pork loin, caltaboș liverwurst, Azuga loin, smoked country-style ham, pork cracklings, bacon, tochitura, head cheese (brawn), etc.), frankfurters (e.g. chicken breast extra frankfurters, Polish frankfurters, extra pork frankfurters, chicken and cheese frankfurters, chicken frankfurters), sausages (e.g. grilled, butcher's sausages, Olteneşti sausages, semi-smoked sausages, sausage sticks, special grill sausages, Cabanosc sausages, etc.), ham, butchery products (e.g. minced pork meat, marinated pork ribs, mici, pork sausages) and plant-based products (plant-based spread, plant-based appetizer, plant-based grill, etc.).

All products under the Cris-Tim brand are Clean Label certified, which means they are gluten, starch, MDM, soy, artificial flavors and monosodium glutamate free.

At the end of 2024, the Cris-Tim brand accounted for 83% of sales in terms of value of the cold cuts sold by the Company under its own brands.

Matache Măcelaru'

The Matache Măcelaru' brand, which is in the traditional products segment, was acquired in 2011 by the Company, reaching the top 3 brands in terms of notoriety in the cold cuts market. The Company's management believes that the brand has substantial growth potential, due to the high level of quality and consumer confidence. The range of Matache Măcelaru' products focuses on the culinary tradition of the late 19th century. Matache Măcelaru' products are made from the highest quality meat, the best spices, and the cold cuts are smoked using only natural beech wood smoke to give them their unmistakable taste.

In terms of products, this brand includes baloney, sausages, ham and specialties (e.g. pork loin, turkey ham, haiducesc loin, chicken roulade, smoked pork knuckle, head cheese (brawn), head cheese pork knuckle, hagis, mici). All Matache Măcelaru' products are Clean Label certified – gluten, starch, MDM, soy, artificial flavors or monosodium glutamate free, and 6 products are "Gluten Free" certified.

Obrăjori

The Obrăjori brand is aimed at children, especially customised to their taste. All Obrăjori products are packaged in an optimal package for consumption, prepared with carefully selected ingredients and contain no "E"-s, gluten, starch, soy, synthetic colouring or monosodium glutamate. Products include frankfurters and ham (e.g. chicken, turkey, pork).

Alpinia

The Alpinia brand stands out for its value for money, making it the best choice for consumers in the economy category. Alpinia products contain an optimal meat ratio to deliver taste and flavour while meeting quality and safety standards. The brand is produced in the Măgureni factory in order to avoid contamination of Cris-Tim products whose recipes benefit from the Clean Label concept.

Alpinia's products include baloney, frankfurters (e.g. chicken, pork, with chicken), sausages, boiled-smoked salami (e.g. ham salami, Alpinia's own brand salami), dry-cured salami, ham (e.g. chicken breast ham, pressed ham) and specialties (e.g. pork jowl, pork loin, bacon, plaka bacon).

Csárdás

The Csárdás brand aims to bring back the authentic Hungarian taste in high quality cold cuts, both through the ingredients used in the original recipes (especially top-quality spices such as paprika, a very notable ingredient in traditional Hungarian cuisine).

Csárdás products have a high meat content and are monosodium glutamate free, and include baloney, dry-cured salami and specialties (e.g. head cheese pork knuckle, head cheese pork knuckle and paprika).

Bunătăți

Bunătăți is Cris-Tim's brand of Ready-Meals products and is the category leader in Romania. Consumers have the option of a diverse range of tasty and fresh products, from salads and grilled meats to ready-made meals, suitable for any time of the day or for special events, with options for vegetarian consumers.

The Romanian and international recipes on which these dishes are based are aimed at consumers with active lifestyles who do not have time to cook.

Bunătăți brand includes breaded-fried products (e.g. fried cheese balls, chicken Shanghai, pork schnitzel, chicken breast schnitzel, fried sprats), meatballs (e.g. pork meatballs, chicken meatballs, minced meat croquettes, minced meat croquettes with mashed beans), grilled products (e.g. grilled chicken breast fillets, grilled pork, grilled chicken breast, boneless grilled chicken drumsticks), salads (e.g. mushroom salad, eggplant salad with mayo, a la Russe salad, Boeuf salad, chicken Boeuf salad) and vegetarian products (e.g. veggie balls, Kapia pepper and garlic salad, eggplant salad with onion, soy schnitzel, mashed bean spread, hummus, Serbian pilaf, vegetarian cabbage rolls).

Production Facilities (Factories)

The Company currently owns and operates three factories, located in Filipeștii de Pădure, Măgureni and Bucharest, the first two for the production of cold cuts and Ready-Meals meat products, while the Bucharest factory produces salads, set meals, soups and broths in the Ready-Meals category.

The factory in Filipeștii de Pădure is located in Prahova County and represents the main operational asset of the Company, with an area of over 50,000 square meters, making it one of the largest cold cuts factories in Romania.

The factory in Filipeștii de Pădure produces exclusively own-brand products (Cris-Tim, Matache Măcelaru), with Clean Label certified recipes and production technologies. Production is organised with four main processing flows: (i) boiled-smoked section where all boiled-smoked products are made in the salami, sausages, frankfurters, baloney categories, including the flagship product "Săsesc Salami", (ii) specialties section (where the products in the specialties and ham categories are made), (iii) dried-cured section (where salamis, specialties and Sibiu PGI Salami are made) and (iv) butchery section (for mici). The factory in Filipeștii de Pădure also includes a catering section, for Ready-Meals meat products. At the same time, the processing infrastructure of the factory also includes a raw materials section which ensures the reception, storage and preliminary preparation of the raw materials introduced into the production flow, as well as a well-developed vacuum-packed slicing section, where finished products from all the other sections are taken and sliced.

The Company also owns a second meat processing plant in Măgureni, a modern facility acquired in 2017, with a production capacity of 6,000 square meters. In this factory the Company produces products under the Alpinia brand, while approximately 70% of its production capacity is covered by private products.

The factories incorporate innovative technologies, which confirm the Company's concern to promote on the market a range of top quality products, in this respect the Company has made massive investments in modern equipment, state-of-the-art technologies and best quality raw materials over time, while at the same time paying constant attention to the optimisation of production and logistic processes to ensure the competitiveness of products in the market.

These include (i) high-pressure processing technology (HPP) which extends product shelf life by 50% without having to use preservatives in product recipes, (ii) ozone installation that purifies factory air for pathogen contamination, (iii) osmosis purified water used in production technologies, washing and sanitation, obtained from own boreholes and purified in the treatment plant, (iv) modern production and packaging lines for cutting, slicing and packaging, adapted for retail (vacuum, controlled atmosphere or skin packaging) and which uses a modern UV system applied on the packaging line for all products.

Innovative Technologies

In the production process, the Company uses some of the most modern technologies in the industry, reflecting the Company's focus on high quality products, food safety, as well as operational efficiency and maximum cost control to maintain competitiveness in the market. The technologies used include the following:

- *High Pressure Processing (HPP*). HPP technology is an innovative method that extracts bioactive components and removes microbial contaminants without the use of heat. This process preserves the flavour, colour, texture and nutrients of foods and is applied to vacuum-packed products based on isobaric pressure parameters and holding time (up to 6,000 bars and 180 seconds). High pressure reduces volume and changes molecular interactions, resulting in the removal of microbial contaminants. This is the ultimate measure of food safety, ensuring that the product and packaging remain a "secure unit" until opened by the consumer. HPP technology is used in the production process for boiled and smoked sausages, salamis, hams and dry-cured salami. This is a major competitive advantage for the Company, such technology being a major entry barrier due to the sheer investment required to acquire it, the need for flexible and pressure-resistant packaging, the high energy consumption and the higher operational costs of integrating such equipment into the production flow.

- *Ozone treatment.* The advanced ozone generation technology has been successfully implemented by installing 40 ozone generators, providing a powerful and effective solution for extending meat shelf life and reducing microbial load. Ozone, a powerful oxidizing agent, acts as an effective bactericide against various bacteria, removing viruses and other agents that have a negative effect on products. This technology is a stronger and more effective alternative to traditional chemical agents, being 50% stronger than chlorine. One of the major advantages of using ozone is that it converts to oxygen and leaves no chemical residues, ensuring a safe and environmentally friendly process. On-site ozone production using electricity increases safety by eliminating the need to store hazardous chemicals. In addition, the technology improves indoor air quality by destroying airborne microorganisms and preventing pathogen contamination. The ozone generators have been installed in production units, the central logistics warehouse and secondary areas such as the cafeteria area. The control limits for ozone concentration in air are between 0.1 ppm and 0.3 ppm, depending on the specific materials and specific production flows.

- *UV light treatment.* UV light technology is an advanced and effective solution for removing microorganisms by damaging their DNA and RNA, disrupting their reproduction. It is particularly effective for disinfecting food surfaces and packaging due to its shallow penetration depth. UV technology has been installed in all packaging areas, targeting surface and air disinfection in the packaging area. UV light effectively destroys microorganisms in the air and on surfaces in its disinfection area. This ensures a safer and cleaner production environment, protecting foods from microbial contamination and maintaining food safety standards at the highest levels.

- *Modified Atmosphere Packaging (MAP).* MAP technology has been implemented on all product lines and is installed throughout the packaging area. With 19 packaging lines equipped with MAP technology, this innovative solution processes 75 tons of products daily. The technology uses a gas mixture for food preservation composed of 70% nitrogen and 30% carbon dioxide, ensuring a microclimate that inhibits the growth of microorganisms and preserves organoleptic properties throughout the shelf life of the products. This advanced technology not only extends the shelf life of products, but also maintains their flavour, texture and colour, providing consumers with high quality and safe products. The implementation of MAP in all packaging lines demonstrates the Company's commitment to the highest standards of performance and innovation in the food industry, ensuring that every product reaches the consumer in the best possible condition.

The company has assimilated higher production costs associated with the use of modern technologies (primarily HPP) into its business strategy so that the price of the finished products sold is competitive in the market and ensures high margins, resulting in a highly competitive business model.

Food Safety Standards

The Company's factories in Filipeștii de Pădure, Măgureni and Bucureștii Noi have implemented and certified quality and food safety standards in accordance with international standards, namely IFS Food version 8 and FSSC

22000:2005. These are the highest food safety standards adopted worldwide, part of GFSI (Global Food Safety Initiative).

The Company has also implemented and certified, at the level of the Ready-Meals production plant, a social responsibility standard, namely BSCI - Business Social Compliance Initiative.

The factory in Filipeștii de Pădure has the following certifications:

- Gluten Free, for 80 products according to the requirements of the international standard AOECS (Association of European Coeliac Societies) for gluten-free food products; and
- Protected Geographical Indication (PGI) for the Sibiu Salami product.

The factory in Măgureni has the Protected Geographical Indication (PGI) certification for the Sibiu Salami product.

The Company's factories in Filipeștii de Pădure and Bucureștii Noi have implemented and certified a series of international standards such as:

- *ISO 9001:2015*, the international quality management system standard, in relation to ensuring the fulfilment of quality conditions of goods and services that a supplier delivers to its customers;
- *ISO 14001:2015*, the international environmental management system standard, which ensures that customers can have confidence that the organisation is actively minimising its impact on the environment through its processes, products and services;
- *ISO 45001:2018*, the international occupational health and safety management system standard, which provides the necessary measures to control occupational health and safety risks and improve occupational health and safety performance.

Production Process

The production process at the two factories in Filipeștii de Pădure and Măgureni consists of a well-defined flow, aimed at ensuring a high-quality level of the Company's products, as well as preventing potential losses or inefficiencies resulting from such a process. The main stages of the production flow are presented below.

Reception of Raw and Other Materials

The qualitative and quantitative reception of raw materials, ingredients, additives and auxiliary materials from the various suppliers is a process of validating their properties against the requirements of the technical specifications of the products.

In the case of raw materials, in order to ensure a high level of quality and to prevent any potential food safety risks for end consumers, the procedure established at Company level provides for the need to carry out laboratory tests in addition to the migration tests received on reception. These are carried out either by the internal laboratory in the Company's production plants or by its external collaborators.

Storage of Raw Materials and Ingredients, Additives and Auxiliary Materials

Raw materials received are stored depending on their thermal condition, in freezing or refrigeration storage units. During this process the temperature conditions and compliance with the FEFO rule are taken into account. At the same time, the Company takes into account maintaining a relatively constant cost level throughout the year.

Ingredients, additives and other auxiliary materials are stored in the central specially dedicated storage unit, with areas allocated for each type of material. In the production sections there are storage units for approximately one day's production needs. For auxiliary materials, there are dedicated areas for sanitizers, sawdust, chemicals used in the sewage treatment station and the testing laboratory.

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Unpacking

This stage consists of removing cardboard and foil packaging for raw materials, ingredients, additives and auxiliary materials. In the case of raw materials, unpacking is carried out in a specially designated area between the freezer storage and the thawing area, allowing the packaging to be evacuated outside the production area.

Thawing

This process is intended for large pieces of raw material used in the manufacture of products such as injected specialties, hams and rolls, smoked products. Two technological methods of thawing are applied, namely either by keeping the raw materials on frames at a maximum temperature of 10°C for up to 72 hours or by rapid thawing in a microwave tunnel.

Mincing and Cutting of the Raw Materials

The mincing process involves coarse shredding by cutting the meat briquettes with specialised equipment, followed by placement in internal boxes for raw materials. These are then either stacked and routed directly to processing for products such as frankfurters and baloneys, or, where appropriate, temporarily stored at a temperature between -2°C and +4°C, depending on the product category, namely dry-cured, boiled-smoked salamis, boiled-smoked sausages.

The process of cutting the raw materials involves deboning and cutting the muscle tissues together with adjacent tissues. The cutting is made into anatomical formations for the muscle parts and into pieces of approximately 100g for the other parts. The cut meat is placed in internal boxes for raw materials and, after identification, is to be stored in the refrigeration storage unit and then directed for processing.

Processing

Processing involves obtaining the semi-finished product by combining the raw materials with food ingredients and additives, using mechanical processes specific to each product category. This process is carried out using special equipment located in specially designed premises, maintained in a microclimate with temperatures of maximum 12°C.

Filling/Binding

Filling is a plastic deformation process, performed by pushing the composition through a pipe under pressure, specific to membrane filled products. Binding involves the use of food string to bind large anatomical parts or natural membranes, preparing them for heat treatment. These operations are carried out in specially designed rooms using specialised equipment located in areas with temperatures of maximum 12°C.

Heat Treatment

This process, which varies according to the category of product, may include various stages or combinations, such as boiling, boiling-smoking, cold smoking, baking, roasting and frying. The operation is carried out with specialised equipment, such as boiling-smoking cells or steam and cold smoking cells, adapted to the specific production requirements for each product.

Packaging and Labelling

Packaging is the process of preserving finished products, carried out either by vacuum or by using an inert gas mixture (i.e. protective atmosphere packaging). This is carried out as a separate process in the slicing and vacuum-packing section, where products from three processing sections (boiled-smoked, specialties and dry-cured), which require packaging as sized products (in the case of frankfurters or sausages) or sliced products (in the case of salami, bacon or specialties) are packaged, labelled and delivered further down the production chain. Packaging is also carried out as a technological preservation stage in the flow of each production section. Packaging is carried out

with specialised equipment for each type, using packaging materials such as films, bags and boxes, depending on the product.

Labelling involves the application of identification data specific to each product, by means of labels with the necessary information, plus, at the time of labelling, details regarding shelf life and batch number, which are printed on the labels. At the level of the production plant, labelling is carried out both automatically with labelling equipment and manually by operators.

Storage of the Finished Product

This operation is specific to the slicing-vacuuming, butchery, dry-cured, specialties sections. At this stage, the finished product, packaged and labelled, is placed in external boxes and stored prior to delivery in specially designated areas near the delivery ramps, with temperature conditions varying between 5-8°C, 8-10°C or 0-4°C, depending on the section. Vacuum-packed and labelled products are preserved using high-pressure technology, using specialised equipment, which has a microorganism-destroying effect, ensuring the safety and the shelf life of the products.

After the stages described above, the finished products are delivered by conveyor belt for the boiled-smoked section and by means of transportation vehicles (either those available in the Company's own fleet or through external collaborators) for the other sections.

Finished Product Pricing Policy

The Company believes that a clear and well-structured commercial policy represents an essential tool in its customer relations, including in terms of capitalising market opportunities, especially in a competitive and dynamic industry such as the one in which it operates.

The Company aims to approach transparency and balance in negotiation, commercial terms predictability and stability in collaboration in order to align objectives with modern trade partners, taking into account market evolution, product categories, as well as marketing method (bulk, standardised quantities and sliced). The Company adapts its portfolio according to the specificities of each partner, developing exclusive ranges of products as well as private labels.

In order to establish competitive prices for its products, the Company considers the following aspects:

- *Market analysis*. With a view to making adequately substantiated decisions, the Company goes through the following steps in order to understand the parameters of the market in which it operates: (i) competition research, by assessing its main competitors, their pricing strategies, distribution channels and their competitive advantages; (ii) customer segmentation, by identifying consumer categories, consumer preferences and purchasing behaviour; (iii) analysis of economic and social factors, which involves analysing the impact of inflation, purchasing power and any changes or trends in consumer behaviour; (iv) relevant data collection, by using surveys, focus groups and market reports to establish a strategy based on factual information.

- *Setting objectives*. In setting commercial policy, the Company establishes clear and measurable objectives, which include the following: (i) increasing sales by defining realistic but pragmatic growth targets; (ii) building customer loyalty by implementing strategies to ensure customer loyalty; (iii) expanding into new markets by identifying opportunities for geographic or demographic expansion; (iv) maximising profitability by optimising costs and increasing profit margins; (v) sustainability and social responsibility by adopting responsible and sustainable business practices.

- *Pricing*. The Company believes that correct calibration of prices of finished products influences their competitiveness on the market and their success at the level of customers. In this regard, in setting final prices, the Company considers the following factors: (i) establishing pricing strategies, which involves choosing between pricing specific to premium products, penetration pricing for target market segments or volume-based discount pricing; (ii) cost analysis, by taking into account production, transportation, sales,

marketing and logistics costs; (iii) demand elasticity, which involves adapting the price to consumer behaviour; (iv) discounts and promotions, by establishing offers and campaigns to incentivise sales; (v) benchmarking against competitors, which involves maintaining a competitive price to attract consumers.

Once the price of the finished products has been established, in order to analyse its commercial policy, the Company takes the following aspects into consideration:

- *Distribution policy*. The Company considers the choice of optimal distribution channels to implement its commercial policy. In this respect, the Company pursues (i) partnerships with retailers, by selecting the most suitable collaborators, including in order to expand its sales network in traditional trade; (ii) stocks management, by maintaining a balance between supply and demand to avoid losses.

- *Marketing strategy*. For the successful realisation of its commercial policy, the Company pursues appropriate marketing of its products and services to increase their visibility and attractiveness. To this end, the Company aims: (i) the successful implementation of its marketing strategy, through the development of various campaigns in partnership with the retailers with which it collaborates; (ii) traditional advertising, through TV and radio advertisements, posters and events; (iii) promotional campaigns, which involves the launch of special offers to attract consumers; (iv) public relations, more specifically, the creation of a strong brand image; (v) discounts and promotions, by offering discounts or special offers to its commercial partners, the impact of which is also felt by end consumers; (vi) financing of marketing materials, by supporting the promotional activities of retailers; (vii) strategic partnerships, by creating long-term collaborations for market development.

- *Trading rules and conditions.* In order to protect its profit margins and to prevent business risks, the Company aims to (i) establish payment terms with its commercial partners that are advantageous to both the Company and its commercial partners; (ii) enter into contracts that ensure transparent and secure partnerships; (iii) comply with regulations, in particular compliance with commercial and tax laws.

- *Monitoring and adjustment*. Last but not least, the Company seeks to (i) analyse performance by assessing results and identifying weaknesses in its commercial policy; (ii) collect feedback from both consumers and business partners to improve processes; (iii) adjust its strategy by adjusting prices or changing promotional tactics; (iv) assess trends to maintain a proactive view of the market; (v) continuously improve by experimenting with new approaches for future efficiencies and development of its future commercial policy.

Operational Risk Management

Since 2010, the Company has implemented a number of operational procedures in its production processes in order to significantly minimise operational risk that could lead to damage to the Company's reputation, its business policy and strategy, as well as its general business objectives.

The operational risk management implemented in the production process is aimed at avoiding delivering non-compliant products on the market.

Thus, by implementing, certifying and supporting external audits of certification bodies as well as unannounced external audits for own brand products, the Company demonstrates that it complies with the procedures implemented within the quality and food safety management systems.

The main procedures implemented to minimise operational risk are:

- dealing with non-compliant products ;

- corrective actions;

- incident management, product withdrawal, product recall;

- product monitoring and measurement.

The Company also has a sanitary-veterinary certified physical-chemical and microbiological testing laboratory and carries out laboratory determinations both therein and in third party laboratories with methods accredited according to ISO 17025.

The Company has a quality assurance department, which monitors the quality of raw materials, ingredients, semi-finished and finished products. The department also monitors the hygienic condition of equipment, surfaces, utensils, personnel's skin, and others. The quality assurance department plans and carries out analytical determinations of nutritional values, allergens, contaminants, air microbiology, gluten, and assigns the clean label and the physical and chemical properties (protein, fat, fatty acids, carbohydrates, salt, etc.) of the products.

The quality and food safety are monitored and verified throughout the entire manufacturing flow, from the reception of raw materials to the delivery from the logistic centres.

Complaints Resolution

The Company has very well-defined operational process control parameters and invests considerably in training its employees.

The Company has implemented a system to monitor all complaints and related issues through a complaints management procedure.

Complaints are divided into internal complaints, which the quality department raises to the production department when it has identified a defect in a batch of goods, and external complaints, respectively, which come through different channels.

The response time for any complaint is 24 hours, regardless of the channel through which it comes (e.g. through social media platforms such as Facebook, through the marketing department, through the direct distribution department, IKA, export, consumers, etc.) and regardless of the classification of the respective complaint (founded or unfounded). All complaints are evaluated internally and resolved by issuing a resolution based on well-established criteria.

Furthermore, the Company has established a well-developed traceability system (which has been tested over the years in terms of the complaints, products withdrawal and recall procedure and which, depending on several factors, generates time according to the responsiveness standard), so that if it is ascertained, at consumer level, that a certain quantity of a product does not comply with the quality and food safety standards, the Company can withdraw the entire relevant quantity of that product from the market in a very short period time (sometimes even in less than an hour).

Managing Relations with Major Retailers

As regards partners in the modern trade channel, in particular large retailers, they are segmented into the following categories (i) gold; (ii) silver; (iii) bronze.

Classification into the above categories is based on the following criteria:

- volume and turnover;
- store format (hypermarket, supermarket, discounter, C&C, e-commerce);
- future development or expansion opportunities;
- alignment of the account development strategy with the Company's portfolio;
- consumer categories and behaviour.

Contracts with modern trade partners are usually concluded for a period of one year. In order to extend contracts, negotiations are conducted from the second semester of the current year.

Communication and alignment meetings are conducted according to client categorisation as follows:

- Gold category - at least quarterly meetings to review the business relationship and discuss future actions;
- Silver category - semi-annual meetings to review the business relationship and discuss future actions;
- Bronze category - annual meetings to negotiate the contract, review the business relationship and set objectives.

Evaluation of the Company's performance by the business partner is done by tracking:

- turnover evolution;
- service level of at least 95%, calculated as the percentage between the quantity received and the quantity ordered;
- presence in the promotional actions carried out in the accounts;
- number of product quality complaints.

The relationship with partners in the modern trade channel also provides the obligation to deliver products with a shelf life of at least 75%.

Clients

The Company seeks both to consolidate and enter into new partnerships with key players in the IKA segment. As of 31 December 2024, the Company had two customers in the IKA segment that each individually contributed more than 10% of the Company's revenues, namely Kaufland and Profi. The combined sales to these two customers amounted to RON 268 million on the same date. The contribution of these two entities remained constant in the first half of 2025, with sales to these customers totalling RON 128 million at 30 June 2025.

Credit Policy

The Company has an internally defined credit control procedure in relation to its business partners in the traditional and export channels. It has limits of power for both payment terms and granted credit limits. For claims above the discretionary limit stipulated in the insurance policy, i.e. RON 150,000, a nominal credit limit is required. The credit limit granted by the insurer is recorded in the system only after notification by the insurer.

Clients covered by the discretionary limit must fulfil the following two cumulative conditions: (i) two or more invoices over RON 1,000 each have been paid on time; and (ii) each invoice is less than 75 days overdue, with a positive payment history of the respective customer.

Clients are blocked from orders either if they have one invoice more than 15 days overdue or three overdue invoices. Unblocking is done only by the debt control department by written request and proof of payment.

Clients are automatically inactivated if there have been no deliveries in the last 30 days and their balance is zero. Resuming collaboration is done only after the debt control department checks the existence or non-existence of amounts recorded in the system, and if there are such amounts, only after the provisioned amounts have been collected.

The monitoring of overdue invoices is done periodically by the debt control department in order to notify the insurer (i) in the case of customers with overdue invoices of up to 90 days or (ii) in the event of commencing insolvency or bankruptcy proceedings.

Notified clients are monitored by the insurer for a period of 90 days and in the event of non-payment of receivables the insurer pays a compensation amounting to 90% of the outstanding balance.

IKA partners are monitored and, if risks are identified that could generate losses for the Company, risk mitigation measures are implemented (e.g. granting a credit threshold supported by insurance, blocking delivery in case of exceeding the threshold, factoring and others).

Raw Materials and Materials Supply Strategy and Relations with Suppliers

Raw Materials Supply Strategy

In particular, the raw materials supply policy has a major impact on the profitability profile of the Company's business, given that total expenditure on raw materials and consumables has in recent years represented a level close to 60% of the revenues from contracts with customers. Given the predominant share of the Cold Cuts segment in the Company's commercial operations, the specific aspects of the raw materials and consumables supply policy presented below relate specifically to this business line.

The following table presents the structure of expenditure on raw materials, consumables and merchandise related to the Cold Cuts segment, in connection with the cold cuts production process, for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	6-month period ended 30 June		**6-month period ended 31 December**		
			RON million		
	2025	**2024**	**2024**	**2023**	**2022**
Expenditure on meat purchases, of which *(A)*:	190.5	207.4	418.5	399.6	273.4
Pork	164.0	186.1	374.5	353.1	213.7
Other types of meat (beef, chicken, turkey)	26.5	21.3	43.9	46.5	59.7
Expenditure on other raw materials (spices, membranes, etc.) *(B)*	35.9	36.4	79.0	76.7	71.2
Total expenditure on raw materials *(C) = (A) + (B)*	226.4	243.9	497.4	476.2	344.6
Expenditure on consumables (including merchandise) *(D)*	41.5	34.5	70.9	68.7	62.8
Total expenditure on raw materials, consumables and merchandise *(E) = (C) +(D)*	**267.9**	**278.3**	**568.4**	**544.9**	**407.4**

Source: Company data

To cover its needs for raw materials and various services, the Company deals with a wide range of suppliers. The largest share, namely approximately two thirds of the expenditure on raw materials, consumables used, and merchandise is represented by pork related expenses that has been processed by the Company. Thus, at the level of 2024, the structure of expenditure on raw materials and materials was as follows: (i) pork processed by the Company - 65.9%, (ii) other types of meat processed by the Company (beef, chicken, turkey) - 7.7%, (iii) other raw materials (ingredients, seasonings, membranes, etc.) - 13.9%, (iv) consumables (fuel, packaging, spare parts) - 12.5%.

Given the very high share of expenditure on pork meat that was processed by the Company in the structure of expenditure on raw materials, consumables and merchandise, the average purchase price for this raw material has a major impact on the operational profitability of the Company.

The following table sets forth the quantity of meat purchased by the Company for the cold cuts production process for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	H1		**FY**		
			tons		
	2025	**2024**	**2024**	**2023**	**2022**
Pork	13,813	13,953	28,413	27,822	24,753
Other (beef, chicken, turkey)	1,668	1,867	3,645	3,691	4,194
Total	**15,481**	**15,820**	**32,058**	**31,514**	**28,947**

Source: Company data

In 2024, the Company purchased 32,058 tons of meat for the cold cuts production process, up from 31,514 tons in 2023 and 28,947 tons in 2022. The purchase of pork increased in line with the sales dynamics reaching 28,413 tons in 2024 compared to 27,822 tons in 2023 and 24,753 tons in 2022. In contrast, purchases of other types of meat (beef, chicken, turkey) decreased from 4,194 tons in 2022 to 3,691 tons in 2023, comparable to the 2024 level of 3,645 tons.

The Company sources its pork requirements exclusively from imports, mostly from Denmark, Germany, Italy or Spain. The reason for this commercial approach is related to the fact that the volumes of pork processed by the Company, more than 30,000 tons per year, are disproportionately high in relation to the capacity of Romanian suppliers. On the other hand, given the outbreaks of swine fever in Romania over the last 20 years, local pork producers are not eligible to be suppliers for meat processors that intend to sell finished products for export to the European Union, as is the case of the Company.

The Company's pork procurement strategy is a major differentiator from its competitors and a sustainable competitive advantage for the Company. Thus, the Company's policy is to purchase about 40% of the quantity of pork to be processed by the Company each year in the months of January and February, when pork quotations are seasonally lower than in the other months of the year.

The Company's raw materials purchasing policy is made possible by its 10,000 tons of refrigeration infrastructure at the Filipeștii de Pădure factory.

The following table shows the quarterly proportions of the quantity of pork purchased by the Company for the cold cuts production process for the financial years 2024, 2023 and 2022:

	2024	2023	2022
Quarter I	54.2%	49.9%	40.4%
Quarter II	12.6%	10.5%	21.2%
Quarter III	11.9%	14.0%	9.9%
Quarter IV	21.3%	25.6%	28.5%

Source: Company data

From the table, we notice that while in the first quarter the Company makes approximately 50% of the total annual meat purchases for processing, in the second and third quarters the volumes purchased are between 10% and 15% of the annual volumes, and in the last quarter they represent more than 20% of the total volume of purchases.

Due to its freezing capacity of 10,000 tons, i.e. approximately 30% of the quantity processed annually, the Company is able to effectively benefit from an average annual purchase price of raw materials systematically lower than that associated with other meat processors. Following the investment to develop the factory in Filipeștii de Pădure through the Investalim programme, the Company will benefit from 2027 onwards from a new storage capacity of 25,000 tons of frozen raw materials, which will replace the former capacity of 10,000 tons. In this way, the Company will be able to store in its refrigeration capacity more than 50% of the pork that it will actually process annually in the coming years. This is important in view of the Company's strategy to purchase as much as possible in the first quarter of the year in order to ensure the lowest possible average annual purchase prices and thus to benefit from a high degree of control and predictability in terms of production cost dynamics.

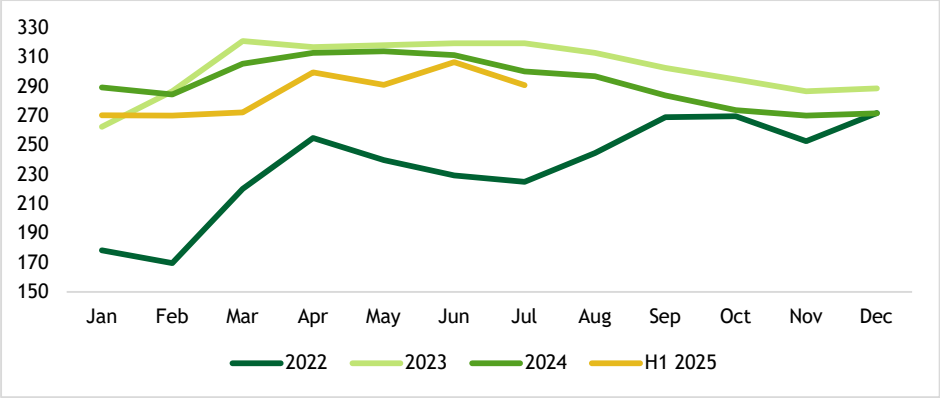
The Company uses, as a benchmark for its purchases, the price of pork carcass type E for the European Union, adjusted by a spread calculated for the German market (the "**Benchmark**"), which is a reference for this commodity and for which long-term statistical data series are available. This margin is calculated as the balance between the quotations for type E carcasses in Germany and the quotations for a specific mixture of meat from trimmings. This mixture is generally called minced meat in European Commission statistics. Interestingly, since 2018, quotations for trimmings/minced meat have systematically traded at a higher price than the carcass type E. The annual quotations are calculated as a simple arithmetic average of the monthly quotations for all specific variables that are part of the Benchmark used by the Company.

The following table shows the Benchmark calculation method used by the Company for its pork purchases for the year 2024.

Month 2024 / Indicator	**Minced meat** (selling price) Germany (EUR/100 kg) *(A)*[1)]	**Pork price** Germany Class E (EUR/100 kg) *(B)*[2)]	**Liquidity spread** (EUR/100kg) *(C)=(A)-(B)*	**Pork price** EU Class E (EUR/100kg) *(D)*[3)]	**Pork price benchmark** EU (EUR/100 kg) *(E)= (D)+ (C)*
January	299.6	215.8	83.9	205.4	289.3
February	298.6	221.6	77.0	207.6	284.6
March	318.9	230.8	88.1	217.4	305.5
April	324.6	230.8	93.9	219.0	312.9
May	325.2	231.1	94.1	219.9	313.9
June	321.5	230.9	90.6	220.9	311.5
July	307.0	221.6	85.3	214.8	300.2
August	301.7	212.5	89.2	207.9	297.1
September	289.5	210.2	79.3	204.6	283.9
October	282.7	207.8	74.8	199.0	273.8
November	279.5	202.0	77.5	192.7	270.2
December	281.3	202.0	79.3	192.4	271.6
Average 2024	**302.5**	**218.1**	**84.00**	**208.5**	**292.9**

Source: 1) https://agridata.ec.europa.eu/extensions/DashboardPigmeat/PigCutsPrices.html#;
2),3) https://agriculture.ec.europa.eu/data-and-analysis/markets/overviews/market-observatories/meat/pigmeat-statistics_en;
4) https://www.bnr.ro/ 2024 average for EUR/RON; Company data

In the long term, the development of pork prices has been characterised by an upward trend, but with high volatility. In 2019 and 2020, the pork market saw an increase in prices, mainly driven by the outbreaks of African swine fever from China and the impact of the COVID-19 pandemic. In contrast, in 2021, there was a substantial decrease in pork prices, which has been on an upward trend since the second part of 2022. A notable development can be mentioned for the first semester of 2025 when a decrease in pork prices is recorded compared to the same period last year.



Source: Company data, European Union

The following table shows the actual purchase price for pork processed by the Company, the Benchmark calculation for pork as raw materials quotations in the European Union, and the discount received by the Company relative to the Company's calculated Benchmark for the financial years 2024, 2023 and 2022, and the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
	2025	2024	2024	2023	2022
Benchmark for pork as raw materials quotations in the EU *(RON per KG)*	14.26	15.07	14.57	14.96	11.61
Actual purchase price of pork processed by the Company for Cris-Tim *(RON per KG)*	11.9	13.3	13.2	12.7	8.6
Cris-Tim purchase price discount versus Benchmark *(%)*	-17%	-11%	-10%	-15%	-26%

Source: Company data

Thus, the actual discount that the Company benefited from by capitalising on the positive effects of its pork purchasing policy ranged from a minimum of 10% in 2024 to a maximum of 26% in 2022. It should be noted that the Company capitalised on the particular context of much lower pork prices in 2021 by additional purchases at significant volumes in the fourth quarter of 2021. Under these circumstances, the average purchase cost per kilogram of pork processed by the Company was significantly lower in 2022. This explains the very large differences between the Benchmark level and the purchase cost of pork processed by the Company in 2022 compared to the following years. Such a market circumstance had a significant positive effect on the Company's margins in the financial year 2022 but is virtually non-repeatable under normal market conditions.

We should also note the 10.9% lower cost of pork processed by the Company in the first half of 2025 compared to the same period in 2024, dynamics that are likely to support the profitability dynamics of the business this year.

The following table shows the dynamics of the average purchase price of pork and other types of meat that were processed by the Company for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			tons		
	2025	2024	2024	2023	2022
Pork	11.9	13.3	13.2	12.7	8.6
Other types of meat (beef, chicken, turkey)	15.9	11.4	12.0	12.6	14.2

Source: Company data

In 2024, the average purchase price of pork was RON 13.2/per Kg, up from RON 12.7/per Kg at the end of 2023 and significantly higher than the price of RON 8.6/per Kg in 2022, for the reasons outlined above. For other types of meat (beef, chicken, turkey), the average purchase price was RON 12.0/per Kg in 2024, down from RON 12.6 /per Kg at the end of 2023 and RON 14.2 /per Kg in 2022.

The following table shows the conversion rate of meat representing raw materials into cold cuts finished products for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
			%		
	2025	2024	2024	2023	2022
Raw materials to finished product conversion rate[(1)]	88.1%	90.1%	87.0%	88.5%	88.7%

[1]*Conversion rate = Quantity of meat raw materials purchased/ Quantity of cold cuts finished product*
Source: Company data

In 2024, the conversion rate of meat raw material to cold cuts finished product was 87.0%, a slight decrease from 88.5% at the end of 2023 and 88.7% in 2022. The conversion rate is mainly a measure of the mix of finished products and specific consumptions depending on the manufacturing recipes, as products have different meat content depending on their specifics and the targeted clientele. Secondly, the dynamics of the conversion rate values can be a measure of the efficiency gains in the production process driven by the modernisation of equipment, production facilities as well as operational flows.

Relationship with Suppliers

The Company deals with a wide range of suppliers to meet its needs for various raw materials, other materials, consumables and services. Of particular importance is the supply of meat as raw materials. In this respect, the Company selects suppliers that have production capacities in volumes adequate for its production needs, that can meet the established deadlines, that comply with appropriate quality standards and that use high-performance animal slaughtering technologies. In this context, the Company's procurement policy aims at capitalising on market opportunities and obtaining competitive purchase prices.

To this end, the Company works with over 130 meat suppliers, one of the aims of its procurement policy being not to be dependent on any one supplier to any significant extent. The Company covers its meat requirements primarily through imports from EU countries such as Poland or Italy (for chicken), Denmark, Germany, Italy or Spain (for pork) or Germany (for beef). An important detail is the purchase of pork exclusively from imports.

Quality parameters of raw materials are constantly monitored, and deviations are notified to suppliers. Non-conformities are resolved either by returning the raw materials to the relevant suppliers or by reclassifying the raw materials and changing the purchase prices to the new grade, without the Company incurring any financial losses. Thus, for example, 263 tons of meat were returned in 2023, and 297 tons of meat were returned in 2024 due to non-conformities found.

For meat, which accounts for approximately 80% of the cost of the raw materials components of the recipes, the procurement process is a "spot" purchase on a purchase order basis.

In line with the Company's supply strategy, suppliers are selected according to a well-established procedure with the following main criteria: creditworthiness, track record (including any complaints), history and/or value for money offered, payment terms and credit lines made available. In the case of raw materials, repeated non-conformities shall lead to the exclusion of the relevant supplier from the list of accepted suppliers. New suppliers may also be accepted only after production testing of the items proposed by them. The evaluation of suppliers in terms of product quality is carried out on an ongoing basis, the process being a "business as usual" one. At the same time, negotiations on financial conditions are conducted according to market conditions.

The relationship with meat suppliers is based on general terms and conditions, and transactions are carried out on a purchase order basis. Payment terms and credit limits are negotiated and may sometimes be subject to change. For large suppliers, payment terms are between 30 and 60 days, while traders accept payment terms between 15 and 30 days.

In the case of other raw materials (spices, films, auxiliaries), the procurement process envisages contracting the quantities needed for annual production through a competitive procedure, a procurement method which includes selecting suppliers by sending out invitations to tender, comparing offers, comparative evaluation of several offers and selection of the offer that meets the Company's requirements, as well as sending additional requests for reduction of the initial price (obtaining discounts) and conducting a competitive selection process of a supplier.

Investment Programme and Development Strategy

The Company's development and profitable growth strategy at a significant pace is aimed at capitalizing in the medium term on the strengths of the Company's business model in the context of market opportunities offered by the cold cuts and Ready-Meals sectors in which the Company is active.

Thus, the high fragmentation of the cold cuts industry favours the major players in the market to continue to increase their market shares as small and medium sized players will either gradually exit the market or further reduce their presence in the traditional trade. Thus, the Company believes that it will remain in a position to defend and even strengthen the market shares of its brands in the traditional and modern trade through organic growth at the expense of its competitors. On the other hand, thanks to the Investalim programme, the Company aims to become very active in the IKA Private labels channel from 2027 onwards, with the growth of private labels expected to become the main catalyst for sales growth in the Cold cuts business segment.

Such a business plan pivoting mainly on the rise of private labels is based on the Company's assumption that, similar to the structure of the FMCG markets in Western Europe, the Romanian cold cuts market would gradually follow

the same trend by significantly increasing the share of private labels initiated by large retail chains in the total market. Also, in addition to the Company's objective of organic growth significantly above market dynamics in both the private label and brand segments of the cold cuts market, the Company is targeting the possibility of M&A transactions that would enable it to achieve ambitious business growth targets in this decade.

The Company also plans to capitalize on growth opportunities in the Ready-Meals market. This is a young and fast-growing sector with growth rates recorded over the last decade that are expected to continue in the medium term. As the Company is active in only part of the product categories that make up the Ready-Meals market, the intention is to develop new fast growing product segments, such as sandwiches, and to this end will relocate the existing factory in Bucharest to Filipeștii de Pădure where a new facility will be built, which should become operational starting 2027.

The Company's capital investment plan for the period 2025-2030 amounts to RON 890 million, of which RON 768 million allocated to the Cold cuts business line and RON 121 million to the Ready-Meals business line and other secondary investment objectives that cannot be allocated as such to a specific business line. The peak of this investment program is the years 2025-2027, when the amount of capital investments will reach RON 588 million.

	2030e	2029e	2028e	2027e	2026e	2025e	2024	2023	2022
CAPEX Cold cuts Segment	42.5	99.6	110.0	167.1	174.0	175.2	30.0	30.6	53.2
CAPEX Ready-Meals Segment and Other segments	4.5	7.4	37.5	52.5	15.5	3.8	6.0	2.1	7.0

Source: Company data

Of the RON 768 million allocated to the Cold Cuts segment, an amount of RON 505 million is represented by the Investalim programme, which runs between 2025 and 2028, whereby the Company aims to build a new cold cuts factory in Filipeștii de Pădure, which is practically the backbone of the Company's medium and long-term growth strategy. The construction of this factory implies the receipt of a state aid of RON 227 million granted by the Rural Investments Financing Agency (AFIR), the Investalim programme being already approved and in progress. The Company's own contribution to the realisation of this factory is RON 279 million, i.e. 55% of the total investment.

	2028e	2027e	2026e	2025e
Buildings	27.7	81.7	74.2	37.0
Machinery and equipment	73.8	76.9	90.8	43.1

Source: Company data

Also, between 2026 and 2028, the Company aims to relocate the Ready-Meals factory from Bucharest to Filipeștii de Pădure and to build a new factory, which will mainly serve the sandwiches production that the Company aims to become very active in starting 2028. The level of capital investment for this objective is over RON 100 million.

Investalim Programme

The main objectives pursued by the Company through the construction of the new factory in Filipeștii de Pădure refer to (i) the construction of a new storage capacity for frozen raw material of 25,000 tons (which will replace the existing capacity of 10.000 tons), (ii) the setting up of a centralised logistic hub for the distribution of cold cuts and Ready-Meals products at Filipeștii de Pădure, (iii) the optimisation of production flows, a situation very different from the current (far from optimal) production flow architecture which is an effect of the historical developments of processing and logistic operations at the Company's main processing location, (iv) introduction into the production flow of a high number of new machines, according to state-of-the-art standards of the global industry, which will imply a substantial increase in the automation of certain processes (more than 40% of the current machines in the production flow will be replaced).

The expansion of the production capacity of the Filipeștii de Pădure factory, compared to the daily average production recorded in 2024, will be of approximately 120 tons/per day, and the Company plans to allocate this additional capacity mainly for the production of private labels for large international chains. The realisation of this investment also involves the installation of an additional water management capacity of 1,000 m^3 and an increase in the number of employees by 124 over a period of four years, in order to supplement the associated workforce pro rata to the increase in production capacity.

Expansion and Consolidation Strategy Through Acquisitions

M&A Acquisitions

In order to implement its growth strategy, the Company is actively pursuing the identification and evaluation of potential merger and acquisition (M&A) targets with the aim of strengthening its competitive position and diversifying its product portfolio.

In this context, the Company is considering, in the coming years, the acquisition and integration:

- of a relevant producer of Ready-Meals products, with the ability to scale and national distribution;
- of a cold cuts producer specialised in the production of private label products, with a consolidated presence in retail networks;
- of a producer with a significant market share in the modern trade segment - IKA, active in the private label and value for money categories.

These investment directions are aligned with the Company's objective to expand its operational capacity, access new consumer segments and generate operational and commercial synergies.

Acquisition of SALSI S.R.L.'s Assets and Brands

To complete its growth strategy through acquisitions, the Company intends to finalise, by the end of 2025, the takeover of the assets and brands belonging to SALSI S.R.L., a traditional producer in the dry-cured cold cuts segment, with a particular notoriety for its Sibiu PGI Salami.

The SALSI brands are recognised as a benchmark in the dry-cured salami category, and the Sinaia production unit, with an annual capacity of around 720 tons, continues the tradition started in 1910 by the "Filippo Dozzi Individual Enterprise" (the original name of SALSI S.R.L.). This acquisition is considered strategic for the consolidation of the Company's position in the premium cold cuts segment and for capitalising on a brand with historical value and national recognition.

The acquisition of SALSI's assets and brands will be carried out on account of a receivable, related to a loan granted, including accrued interest, amounting to RON 19,599,802, at the date of this Prospectus, held by the Company against Ecomineral Resources S.R.L., an affiliated entity. For further information on this receivable and the nature of the relationship with the related party, please refer to the "*Related Party Transactions*" section.

Human Resources Policy

Employees and Employee Policies

In the first half of 2025, the Company had 2,018 active employees working at the Company's locations in Romania (i.e., at the Company's registered office in Filipeștii de Pădure, as well as at other locations of the Company's points of business). Of these, 19 employees have fixed-term employment contracts, while the remaining staff is employed based on permanent employment contracts.

The Company's business model works predominantly with human resources, with a significant number of staff employed in operations. The Company currently has 904 employees performing direct production operations, and the specialisation of these people, as well as training on the specific activities they perform, is essential. The Company also allocates resources (technology, human, special premises) according to specific product groups in order to bring to the Company a high added value in terms of efficiency, optimisation, product quality and food safety. There are two working shifts with a very reduced third shift (about 5%, on average, of the human resource works the night shift).

The Company is also considering variable pay schemes and appropriate overtime pay. As an overview, about 56% of the organisation's expenses (excluding expenditure on raw materials, consumables and merchandise) are related to salaries and other personnel expenses.

Last but not least, the Company has a technical team of about 72 employees, divided into specialised offices for each section. With a view to managing and preventing operational risks, the Company draws up an annual maintenance plan which plans the capital and current repairs that the Company may have to carry out during the course of a year. The Company also contracts an intervention team for accidental situations (e.g. unplanned machine downtime). In order not to interrupt production, these departments include all the necessary specialisations and skills to handle any situation in an efficient manner. Also, the Company has its own spare parts workshop in case of machinery breakdown. The Company also outsources some services, e.g. in the case of packaging machines, repairs and maintenance activities are carried out by the supplier of these machines, specialised teams are contracted to provide quick checks and interventions for the climatisation system, or specialists are contracted for maintenance, servicing and checking of the IT network.

The following table presents the changes in the average number of employees by functional line for the financial years 2024, 2023 and 2022, as well as for the six-month period ended 30 June 2025:

	H1	FY		
	2025	**2024**	**2023**	**2022**
Production facilities	996	1.026	976	877
Sales and Logistics	792	796	830	965
Administrative and Management	230	**270**	**269**	**305**
Number of employees	**2,018**	**2,092**	**2,075**	**2,147**

Source: Company data

In 2024, the Company's total number of employees was 2,092, reflecting a slight increase from 2,075 at the end of 2023, but a decrease from 2,147 in 2022. Analysing the main operating lines, there is a steady increase in the number of employees in production facilities, reaching 1,026 in 2024, compared to 976 at the end of 2023 and 877 in 2022. In the sales and logistics sector, the number of employees decreased to 796 in 2024, compared to 830 in 2023 and 965 in 2022. In the administrative and management sector, the number of employees remained relatively constant at 270 in 2024, compared to 269 at the end of 2023 and 305 in 2022.

Increases in the volumes processed in the production facilities have led to the employment of additional human resources in this area of activity. On the other hand, the stagnation or decrease in sales in some categories of products in Traditional Trade - TT as well as the increase in sales volumes in Modern Trade - IKA, together with the development of their own logistic platforms owned by large operators, have caused the logistic distribution effort to decrease in intensity and as such the number of employees needed for the sales and logistics functional line to decrease.

The following table presents the breakdown of the average number of employees by age for the financial years 2024, 2023, and 2022, and for the six-month periods ended 30 June 2025 and 2024:

	H1		FY		
Number of employees by age	**2025**	**2024**	**2024**	**2023**	**2022**
18 - 30 years	182	197	197	215	258
30 - 40 years	404	435	435	459	478
40 - 50 years	726	777	777	779	837
over 50	706	683	683	622	574
Average number of employees	**2,018**	**2,092**	**2,092**	**2,075**	**2,147**

Source: Company data

In 2024, the Company's average number of employees was 2,092, reflecting a slight increase from 2,075 at the end of 2023, but a decrease from 2,147 in 2022. The age distribution shows a downward trend in the number of younger

employees (18-30 years), with 197 employees in 2024, compared to 215 at the end of 2023 and 258 in 2022. In the 30-40 years category, the number of employees decreased to 435 in 2024, compared to 459 in 2023 and 478 in 2022. The 40-50 years category remained relatively stable, with 777 employees in 2024, almost constant from 779 at the end of 2023, but down from 837 in 2022. In contrast, the number of employees over 50 increased to 683 in 2024, up from 622 at the end of 2023 and 574 in 2022.

The general trends of the Romanian labour market are also visible in the case of the Company, the demographic evolution and the effects of migration being the main causes of the dynamics of the structure of the number of employees by age, in the sense of an increasing trend in the number of employees over 50.

The Company pays particular attention to its personnel remuneration policy, the main objective being the annual increase of employees' salaries so that the remuneration they receive retains its purchasing power in real terms. As on average more than 25% of an employee's annual remuneration is variable, the dynamics of the increase in the average annual personnel expenses must be understood also by considering the variable remuneration which is strictly correlated to the job performance assessed according to the internal performance management system.

The employee remuneration policy represents a complex tool in order to achieve the Company's business objectives through which it aims to ensure the competitiveness of its human resources. Thus, the employee remuneration policy is aligned with the salary packages and benefits offered by competitors to their employees. It aims to ensure that each position in the organisational chart is remunerated according to the complexity and importance of the work performed, with salary ranges established for different levels of skills and experience. The remuneration policy also takes into account the achievement of specific job objectives but also recognizes and rewards experience gained both within and outside the Company.

The following table presents the average annual personnel expenses by functional line for the financial years 2024, 2023 and 2022, as well as for the six-month periods ended 30 June 2025 and 2024:

	H1		**FY**		
			RON per month		
	2025	**2024**	**2024**	**2023**	**2022**
Production facilities	7,258	5,441	5,624	4,924	4,796
Sales and Logistics	9,956	8,098	8,160	7,079	6,187
Administrative and Management	13,234	10,398	11,105	8,166	6,752
Company Total	**8,998**	**7,111**	**7,296**	**6,206**	**5,699**

Source: Company data

According to the table, the average personnel expenses per employee at Company level increased by 8.9% in 2023 compared to 2022 and by 17.6% in 2024 compared to 2023. In the first half of 2025, these expenses increased by 26.5% compared to the same period last year.

The explanation for the high level of the increase in average personnel expenses per employee in 2024 and in the first six months of 2025 is the removal of certain tax breaks granted to the agriculture and food industry in a first phase as of 1 November 2023 (exemption from payment of HFC (social security and health contributions) amounting to 10%, reduction of the CAM (contribution for labour insurance) from 2.5% to 0.27%) and then in a second phase, by the cancellation as of 1 January 2025 (exemption from the 10% income tax for gross wages up to RON 10,000/month, reduction of the CAS (social security contribution) rate from 25% to 20.5% for gross wages up to RON 10,000/month). These tax breaks were granted by Order No. 1525/2022 which supplemented Law No. 135/2022 and entered into force as of 1 June 2022, with the original intention to be in force until 31 December 2028. Considering the phasing out of these facilities, the Company made the decision to cover the corresponding expense increases so as not to affect employees' net salaries.

To ensure a high retention of human resources in production and logistics, the Company has developed a strategy of selecting personnel from rural areas in the Prahova and Dâmbovița counties, this policy being supported by a transportation fleet for employees from their home to the workplace.

In the long term, the strategy to manage this risk is also based on the automation of production processes, the consolidation and automation of the main processes in logistics both by concentrating them in the main logistics hub in Filipeștii de Pădure and by fully automating the meat raw materials refrigeration storage, all these investments being an integral part of the Investalim investment plan.

In terms of personnel motivation and retention, it is noteworthy the performance according to which, as at 31 December 2024, about 50% of the Company's employees had a seniority of more than 7 years. Of these, 20% had a seniority of more than 20 years, 12% between 10 and 15 years and 15% between 7 and 10 years. This reflects the high level of commitment of its employees and the Company's concern to motivate and retain the most experienced and efficient among them.

A very important aspect of the Company's human resources policy refers to the policy of remunerating employees according to their actual job performance, which is assessed annually, so that in the total annual remuneration at Company level the variable part represents more than 25%. In practice, the actual remuneration of all employees includes a variable component (annual performance bonus), depending on the annual performance assessment, with the exception that sales employees are paid a monthly variable remuneration based on the individual achievement of sales targets. This explains the fact that the variable component has the highest share in the total annual remuneration of over 40% for employees in the Sales and Logistics functional line. The lowest share of variable remuneration in the annual remuneration, around 15%, belongs to the Production Facilities functional line.

There is currently no restructuring plan for the Company.

The following table shows the structure of employee benefits expenses by functional line and their allocation between fixed and variable remuneration, respectively, for the financial years 2024, 2023 and 2022, and for the six-month periods ended 30 June 2025 and 2024:

		6-month period ended 30 June		**6-month period ended 31 December**		
				RON million		
	Remuneration type	**2025**	**2024**	**2024**	**2023**	**2022**
Production facilities	Fixed	36.7	28.6	58.7	48.1	44.8
	Variable	6.6	4.9	10.5	9.5	5.7
	Total	43.4	33.6	69.2	57.7	50.5
Sales and Logistics	Fixed	27.6	22.4	43.9	39.5	44.6
	Variable	19.7	17.3	34.1	31.0	27.0
	Total	47.3	39.7	77.9	70.5	71.7
Administrative and Management	Fixed	15.3	14.2	31.3	21.7	21.7
	Variable	3.0	3.3	4.6	4.7	3.0
	Total	18.3	17.5	36.0	26.4	24.7
Employee benefits expenses	**Fixed**	79.6	65.3	**133.9**	**109.3**	**111.2**
	Variable	29.3	25.5	**49.2**	**45.2**	**35.7**
	Total	**108.9**	**90.8**	**183.2**	**154.5**	**146.8**

Source: Company data

The Company is constantly concerned with the continuous training of its employees and prepares and implements training and career development plans for employees in different business segments.

In its approach to training and professional and personal development activities of employees, the Company is guided by the 70-20-10 model, according to which: i) 70% of learning comes from everyday experiences and challenges at work, ii) 20% from social interactions, mentoring and coaching, iii) 10% from formal trainings (courses, conferences, certifications, etc.).

Training and education activities concern on the one hand the specific areas of activity of the employees and the development of their technical skills in order to perform their duties in optimal conditions according to the job description (hygiene course, forklift operator course, laboratory assistant, stoker, etc). On the other hand, the Company aims to develop general skills and to this end, employees have access to a large number of specific training programmes (communication training, time management, teamwork, organising and running a meeting

efficiently, problem solving and decision making, English language course, etc.). The Company also plans to develop departmental academies to develop training capacity within the business.

The Company recognises the right of free association of employees in trade unions and the right to collective bargaining in dealings with its management, without any discrimination against employee representatives on the grounds of trade union association. In 2025, following the Company-wide elections, six employee representatives were elected for a two-year term of office.

Employee Benefits

The Company makes payments for taxes withheld from salaries, which are calculated in accordance with the statutory rates in force during the year based on gross salaries. Food allowances, travel expenses and vacation allowances are also calculated in accordance with local legislation. In the normal course of business, the Company makes payments to the National Social Insurance House and the National Health Insurance House on behalf of its employees for pensions, medical care and unemployment benefits.

The Company's employees are members of a state-administered pension plan in one of the privately managed pension funds (Pillar II). The Company also pays contributions for some employees to an optional pension fund (Pillar III).

In Romania, the Company does not operate any other pension scheme or post-retirement benefit plan and therefore has no obligation related to pensions.

Among the increments, allowances, compensations and bonuses granted to employees in addition to their basic salaries, the following are mainly included: bonuses for work performed during the night (25% of basic salary), bonuses for work performed on public holidays (100% of basic salary), bonuses for work performed on Saturdays and Sundays (100% of basic salary), paid days off, paid annual leave, sick leave allowance, delegation/secondment allowance/reimbursement of expenses, retirement gratuity (up to 1 basic monthly salary unconditional), gift vouchers, profit-sharing, social expenses incurred under the employment contract (transportation to and from work, financial assistance for childbirth/adoption, marriage, holidays, incapacity for work/occupational illness/illness, death due to occupational illness, death in the employee's family, etc.), voluntary health insurance, voluntary subscriptions for healthcare services at private medical clinics, a monthly food package, transportation to and from home, several meals (breakfast, lunch, evening meal, depending on the employee's schedule), medical office at the Filipeștii de Pădure headquarters, with a doctor present 5 days out of 7, life and accident insurance policies, contributions to voluntary pension funds. An annual training fund for employees is also negotiated in the Company's employment contract.

According to the internal regulations applicable at Company level, employees are also entitled to benefits including training and professional development, variable payments for the achievement of key performance indicators. Depending on the specifics of the employee's work, the Company may also provide a cell phone, laptop/computer, Company-owned or leased cars.

The estimated total amount of non-financial benefits granted to the Company's employees was RON 3.7 million in 2024, RON 2.3 million in 2023 and RON 3.5 million in 2022.

Performance Management System

The Company has implemented an internal performance management system since 2025, the purpose of which is to facilitate an appropriate framework for employee motivation and professional development. This is likely to ensure a high retention of the best performing employees, ensure the achievement of the Company's business objectives in the medium and long term.

The performance management system has three main objectives, namely motivating employees, their continuous development, as well as the implementation of remedial actions in case of any shortcomings in the performance level of some employees, and their collaboration respectively, in order to achieve operational objectives. This system is intended to be an essential tool to continuously increase employees' commitment to the achievement of the Company's medium and long-term strategic objectives.

The performance management system aims to clearly set out the factors that are taken into account when awarding performance bonuses, as well as the criteria against which individual objectives and the overall competences of employees are assessed.

The performance bonus is granted based on the achievement of two objectives:

- *The Company's financial performance objective*. The financial performance of the Company is assessed in terms of the achievement of the EBITDA planned in the income and expense budget for the relevant financial year. Thus, performance bonuses for levels 1-3 are granted only to the extent that the planned EBITDA realisation for the relevant financial year is at least 80%. If this condition is not met, i.e. the planned EBITDA realisation is less than 80%, only employees in level 4 will be considered eligible to receive a bonus up to a maximum of 20% of the bonus attributable under normal conditions.

- *Individual employee performance objectives*. Individual employee performance is assessed on two levels, each with a 50% weight. The first level refers to the achievement of job-specific objectives (KPIs), such as, for example: (i) in the case of production employees: improvement of operational efficiency indicators, achievement of budgeted recipe costs, reduction of losses or optimisation of production costs per kg of finished product is pursued; (ii) in the case of logistics employees: meeting delivery targets, optimisation of transport routes, etc.; (iii) for sales employees: achieving a certain sales volume per specific product category, customer retention, gross profit per customer, etc. The second level concerns the assessment of general competences, grouped into three categories: (i) time management (effective planning of activities, prioritisation and meeting deadlines), (ii) effective communication (clarity in conveying information, adaptability in communication, active listening) and (iii) collaboration and teamwork (effective collaboration, mutual support, achieving common goals).

For both the individual job-specific objectives and the general competences criteria, the employee is rated on a scale from 1 (corresponding to inadequate performance) to 5 (corresponding to excellent performance) according to the degree of achievement of each job specific objective and for each of the three competency assessment criteria. If an employee receives a rating of 1 for any of the three competency criteria, the employee becomes ineligible for the performance bonus, regardless of the level of EBITDA achievement as a key performance measure and determinant in the granting of the annual bonus. The Company thus wishes to convey first and foremost that attitude is a prerequisite and a value explicitly promoted by the Company to achieve its long-term business objectives.

The determination of an employee's annual bonus is based on a calculation baseline of 20% of the annual salary, to which a correction percentage is applied according to the degree of achievement of budgeted EBITDA profitability. A weighting factor is applied to this baseline based on the scores assigned for the two individual assessments (job specific objectives and the three general competences), resulting in the actual annual bonus the employee is entitled to receive.

The total variable remuneration (including bonuses) granted to the Company's employees amounted to RON 49.2 million in 2024, RON 45.2 million in 2023 and RON 35.7 million in 2022.The Company also decided to reward the project team (including members of the Company's management) responsible for the preparation of the Offering by granting bonuses totalling RON 2,200,000.

Senior Management Benefits

The remuneration policy for the Company's senior management, which includes the members of the Board of Directors and the most qualified executives, is an important aspect of the Company's human capital investment strategy and is designed to attract and retain the most qualified employees in the industry.

Compensation is determined based on market research and is designed to align the interests of the Company's directors with the interests of shareholders. For more information, please see the "*Management*" section.

Research and Development Activities

The Company's commercial strategy is to identify and respond to changes in consumer behaviour ahead of the competition, to maintain advantages in categories where it occupies a significant market position and to gain market

share in those categories or segments where the Company identifies growth opportunities (particularly in the ham and sausage segments) and, last but not least, to identify and promote categories with growth potential.

Within the Company, the research and development process to improve existing recipes and create new products is governed by a rigorous procedure, aligned with the highest international standards of quality and food safety. This procedure ensures that each new or improved product goes through clearly defined stages, from identifying consumer needs and analysing their requirements, to final validation and market launch.

The process starts with a planning phase, where the research and development team, together with the marketing department, analyse market trends, customer feedback and relevant legislation. On the basis of this information, development directions are outlined, whether it's optimising existing recipes or creating completely new products. At this stage, particular attention is paid to food safety, traceability of ingredients and allergen management to meet both legal and consumer requirements.

Once the specifications are set, the actual design phase follows, where technical documentation is drawn up, prototypes are tested, and risks are assessed using methods such as HACCP. Zero series products are subjected to qualitative and financial analysis and the results are compared with internal standards to ensure compliance and desired performance.

Product validation is an essential step: samples are analysed internally and, if no new risks or non-conformities arise, the product is ready for industrial launch. If any proposals for modifications are made, they are analysed and implemented with the same rigor as in the initial process, thus ensuring a continuous improvement of the Company's portfolio.

Responsibilities are clearly distributed between the research and development manager, the production manager, the factory laboratory and the HACCP team, each with clearly defined roles in monitoring and controlling the process. All steps are documented and archived, providing transparency and traceability, which are essential for customer confidence and meeting audit and compliance requirements.

Through this approach, the Company demonstrates a firm commitment to operational excellence, food safety and customer satisfaction, strengthening its position in the market and providing assurance of responsible and performance-oriented management.

Environmental, Social and Corporate Governance (ESG) Issues

Overview

The Company greatly values the implementation of international ESG standards, reflecting its continued commitment to environmental, social and corporate governance issues.

The Company's ESG strategy is focused on three pillars as follows:

- *Climate change measures.* In order to optimise energy consumption, the factories in Filipeștii de Pădure and Măgureni benefit from installed photovoltaic panels that cover 20% and 23% respectively of the factories' energy consumption. Through the use of solar energy, the Company actively contributes to the protection of the environment, reducing its annual carbon footprint by about 2,300 tons of CO_2 and avoiding the consumption of approximately 2,000 tons of standard coal. At the same time, the Company has two natural gas cogeneration systems installed in its factory in Filipeștii de Pădure, each with a capacity of up to 1 MWh, providing almost 50% of the total energy consumption of the factory annually. The by-products of these systems - process steam and hot water - are used in the production process, covering about 20% of total consumption. The Company also recycles and efficiently utilises the organic waste generated in the production process by converting it into biofuels for electricity and heat generation.

- *Responsible supply chain management.* The carbon and emissions footprint generated by the Company's activities and processes will be uploaded to the dedicated software platform accessible at http://platform.co2later.com. The Company has also implemented the Food Waste Reduction Plan, whereby it manages the reduction of waste from slicing, donation and redistribution of surplus food to

foundations and food banks, with non-compliant products from the production process being transformed into biofuel. Last but not least, the Company carries out its business in full compliance with applicable food safety standards and regulations, fully complying with traceability requirements in the food chain. In addition, all supply chain activities are aligned with the provisions of the Internal Code of Conduct for Business Partners, thus ensuring an ethical and responsible framework in business relations and operational processes.

- *Responsibility towards employees and Corporate Social Responsibility (CSR)*. The Company ensures appropriate working conditions to minimize the risks of injury and illness through continuous training and provision of appropriate work equipment. Employees are also involved in the process of ensuring safety standards by involving them in the identification of risks through the establishment of an Occupational Health and Safety Committee at Company level. The Company supports the health and well-being of employees by promoting a balanced lifestyle, offering healthcare subscriptions to all employees, weekly access to a medical office on the Company's premises, and partnerships with physiotherapy and craniosacral therapy specialists, thus helping to prevent illness and maintain optimal health. The Company is also Business Social Compliance Initiative (BSCI) certified, achieving an A rating - the highest level of social responsibility compliance. The Company actively invests in educational partnerships aimed at reducing school dropout rates and increasing youth employability, thus contributing to the sustainable development of the community. In addition, it supports the well-being of employees' families through traditional projects dedicated to children's education, such as the "Back-to-School" initiative.

ESG and CSR Guidelines and Policies

Sustainable business has always been one of the core principles of the Company's operations, while the ESG principles provide a systematic framework through which the Company assesses, addresses and demonstrates its sustainable business orientation in a more focused and holistic manner.

The Company implements the culture and practice of a responsible and sustainable food business, supported by a set of internal policies. Management oversees compliance in all material respects with applicable legislation in this regard.

The objective of the Company's ESG Policy is to provide a framework for the Company to implement sustainable business practices in the context of internationally recognised environmental, social and corporate governance principles. The Company's Environmental Policy is an integral part of the Company's core regulation, established mainly through the following documents:

- Quality, Environment, Occupational Health and Safety Policy;
- Environment Policy;
- Quality and Food Safety Policy;
- Diversity, Equity, Inclusion and Belonging Policy;
- Social Responsibility Policy (BSCI) and Social Responsibility Management Handbook;
- Policy on Child Labor and Promoting the Education of Children and Young Workers;
- Policy on preventing and combating harassment and discrimination at work and ensuring equal treatment between women and men in employment relations;
- Anti Bribery and Corruption Policy;

- Whistleblowing Policy;
- Code of Business Conduct.

In addition, ESG practices relate to the Company's activities and employees, as well as their impact on the local communities in which the Company operates. The Company's main ESG practices are as follows:

- Environmental responsibilities (reducing its carbon footprint, reducing greenhouse gas emissions, using renewable energy sources, mitigating and adapting to climate change, protecting local ecosystems, reducing environmental impacts, etc.);
- Fair treatment of the Company's employees, diversity and inclusion.
- Business ethics and integrity.
- Compliance with relevant legal provisions.
- Monitoring and reporting any deficiencies with respect to all of the above.

The Company's ESG practices also include activities designed to bring a constructive contribution to the wellbeing of society beyond the Company, which fall outside the bounds of its immediate business activities and are independent of its business objectives.

The Company pays attention to the social and environmental impact of its activities and strives to integrate these aspects into its strategy and decision-making at all levels of the Company, while encouraging its employees to participate in its projects. The Company relies on an integrated management system implemented and maintained in accordance with the requirements of quality management, environmental management, occupational health and safety management and internal managerial control standards. The Company also aims to set clearly defined ESG targets to be achieved by 2030, which will be included in the annual reports issued by the Company. The following elements and information are taken into account when the organisation sets environmental objectives and targets: significant environmental issues, legal requirements, results of EMS (Environmental Management System) audits, reviews or inspections, environmental non-conformities and complaints, stakeholder opinions (e.g. authorities, neighbours, local municipalities), technological, operational, financial and business issues, etc.

Sustainable Future

Management believes that traditional corporate social responsibility (the "**CSR**") activities should be transformed from mere occasional corporate donations and one-time events into systematic efforts, using innovative methods and using the Company's diverse resources to create sustainable shared value and integrate the Company more closely into the community. Such community development practices may include, for example: sharing knowledge to support schools, universities or small businesses; promoting entrepreneurship in communities; funding research in education and financial awareness; fundraising among or with the help of Company's employees; or supporting employee volunteering activities.

The Company is committed to aligning all its operations with the objectives of the Paris Agreement and is in the process of developing a Decarbonisation Plan with the aim of achieving net zero greenhouse gas emissions by 2050 in line with the "Business Ambition for 1.5°C" initiative on temperature reduction.

Staff Engagement and Volunteering

Management believes that staff engagement is an important way to promote solidarity and sustainable values among the Company's employees and should be encouraged.

The Company aims to establish a framework that enables its employees to contribute their professional skills or time to CSR and community development initiatives. To enable this, the Company shall consider releasing a certain number of working hours per month or per year from normal work duties so that employees can devote this time to an approved community development activity either within the Company or as volunteers for a partner organisation.

The Company shall allocate the necessary resources and designate environmental management system representatives and hold staff accountable (by issuing decisions, clearly setting out responsibilities in job descriptions, etc.) in order to ensure that employees, as well as other personnel working on the Company's premises or on behalf of the Company, are made aware of the environmental policy, the environmental management system requirements applicable to the activities and operations they perform and their individual responsibilities within them. The Company also uses employee training programs for increased awareness and competence.

Other forms of involvement that the Company considers include: rewarding employees for contributing ideas for new projects and for implementing potential initiatives, matching donations made by employees, or supporting employee involvement in any other way.

Efficiency and Systematic Approach

The Company aims to make the best use of resources to achieve maximum impact from its projects while maximising the benefits for the beneficiaries. This principle applies not only to funds allocated for such activities, but also to the management of resources or other uses of the Company's infrastructure.

In order to achieve substantial impact on communities, the Company aims to focus its efforts in a systematic way, gradually developing best practices and innovations. The total number of core themes should be limited to a small number of focus areas so that the allocation of resources is not overstretched.

Reducing Environmental Impact

The Company operates in a world with increasing environmental challenges and related issues. Risks related to rapid climate change, overexploitation of natural resources, loss of local ecosystems, contamination of fresh water sources and severe air pollution are the main concerns of the Company as a whole. The Company recognises that climate change is occurring and acknowledges the scientific consensus, coordinated by the Intergovernmental Panel on Climate Change, that greenhouse gases emitted by human activities are the main driver. The Company is also committed to the objectives of the European Green Pact and the UN Sustainable Development Goals. The Company is committed to acting responsibly and sustainably to identify and properly address its impact on the environment and local ecosystems and to implement concrete action plans to minimise these negative impacts and ultimately bring positive change in today's challenging world.

The Company is committed to operating responsibly to protect the environment in its markets. This means carefully considering the potential impact of the Company's activities and how local communities and the environment may be affected before, during and at the end of its business activities. The Company complies with environmental rules and standards for emissions management, drinking water use, waste management and energy reduction in its operations. The Company conducts detailed assessments and monitoring reports on potential environmental, health, safety and social impacts in all areas of its business.

Reducing the Company's Carbon Footprint

The Company aims to avoid or, where unavoidable, minimise or reduce air emissions, water, energy and raw materials consumption and to treat, store, transport, use and safely dispose of or eliminate waste, subject to local regulations and laws.

The Company is engaged in a project for the recovery of organic waste and sludge, through the use of a treatment plant and, subsequently, by depositing the sludge on dewatering beds (i.e. specially designed concrete platforms for the temporary storage of waste resulting from its activity) which are then delivered to a service provider as raw materials for biogas generation.

In addition, the Company benefits from its renewable energy assets in its factories, having installed photovoltaic panels and cogeneration stations which it uses in its production activity.

Biodiversity

The Company seeks to avoid and respond to any potential impact of its business activities on biodiversity and local ecosystems. The Company always aims to minimise its environmental impact as much as possible. As such, where

the complete avoidance of environmental impact is not within the Company's control, the Company will always aim to minimise its impact and will contribute to the restoration of affected areas and vegetation.

Water Use and Recycling

The Company conducts water supply risk assessments and analyses all potential impacts on water sources in all business activities. In the long term, the Company will work with institutions and other professionals to develop technologies to reuse or recycle water from the Company's activities. The Company is focused on the responsible and efficient use of drinking water by all employees in the Company's facilities, while protecting all sources of water that may be impacted by the Company's operations.

Other Initiatives

The Company's departments are encouraged to launch additional initiatives for environmental protection, such as facilitating the collection of e-waste for further use or recycling in cooperation with partners or motivating staff members to volunteer in environmental activities, etc.

In addition, the Company is focusing on paperless operation by digitising multiple processes such as: electronic approval and archiving workflows, electronic invoicing for the IKA segment, electronic reporting for all departments (both for daily business and monthly performance indicators).

Other initiatives of the Company include, with regard to its production plants, energy efficiency measures through the installation of photovoltaic panels and cogeneration stations, the use of drinking water by establishing six wells on the site of the Filipeștii de Pădure plant, the use of organic waste and sludge through cogeneration, planting of a forest curtain, green area on the factory site, drinking water treatment with modern systems (reverse osmosis plant), wastewater treatment plants, maintenance of management system certifications in accordance with international standards ISO 9001, ISO 14001, ISO 45001 and measures to reduce fuel consumption through standardisation and monitoring and by electronically limiting the maximum speed of its vehicles.

Poverty Reduction Measures

The Company creates jobs for local people and pays taxes that enable economic and social development in Romania. The Company also strives to work with social partners and invest in social programs to help improve the lives of communities.

Diversity and Inclusion

The Company's priority is to create a work environment where all employees are treated with dignity and respect for individual differences. The Company does not tolerate any form of discrimination based on age, nationality, ethnic origin, sexual orientation, gender identity or expression, religion, marital status or disability, or any other form of unfair or unlawful discrimination. The Company continuously monitors staff diversity, gender balance and the involvement of women.

The Company fully supports a culture of diversity and inclusion. Its culture is based on respect for its employees and customers as well as the communities in which it operates. In addition, the Company has zero tolerance for any form of harassment, abuse or bias in the workplace.

Management believes that attention and respect for cultural and other differences is one of the keys to the Company's success.

Fair Treatment of Staff

Respecting the rights of the Company's employees is very important to the Company. The Company protects the rights of its employees set out below and takes into account the extent to which its partners and suppliers also protect these rights and principles.

Prohibition of Child Labour

The Company employs only persons who meet applicable legal minimum age requirements and comply with all other applicable local lab or laws.

Prohibition of Forced Labor

The Company avoids all forms of forced labour. All staff members work on a voluntary basis and are free to terminate their employment, subject to local labour laws and their contract. The Company respects human rights, including the right to freedom of movement.

Freedom of Association

The Company allows its employees to associate freely among themselves and provides a mechanism for open communication between the Company's management and employees. As at the date of this Prospectus, there are 6 (six) employee representatives, elected in 2025, for a two-year mandate.

Safe and Healthy Working Environment

The Company provides a safe, hygienic and healthy working environment and identifies, assesses and controls employee exposure to health and safety hazards.

Furthermore, the Company has a culture that values health and safety in the workplace and promotes health and safety standards through a system that integrates and holds all Company employees accountable for such matters.

Professional Equality

The Company is committed to ensuring professional equality, combating discrimination and violence and preventing sexual harassment.

Working and Work Conditions

All workers receive written information about their terms and conditions of employment in a language they understand.

The Company has a grievance mechanism that allows workers to raise all workplace concerns, which are monitored on a daily basis. Complaints are analysed by the Company in accordance with legal requirements and are dealt with in a specific, individual and timely manner.

Reports will be treated confidentially unless necessary to protect the employee's legitimate rights and interests. The Company will not dismiss, demote, suspend, threaten, harass or in any way discriminate against any member of staff under the terms and conditions of employment.

Up-to-date Information on Environmental and Social Issues

Relevant members of staff are responsible to keep up with changes in national laws, regulations and standards by constantly monitoring relevant sources and communicating with relevant persons inside and outside the Company. The Company also works with several advisors who also follow any changes in legislation, regulations and standards. The Company also organises training courses and awareness campaigns on environmental and social issues.

Supply Chain Management

The Company regularly assesses the risks of poor environmental, health and safety and labour performance of its main suppliers of goods and materials. Compliance with environmental, health, safety and health and labour

standards and the Company's requirements are verified as part of the supplier approval process based on the Company's approval specifications and monitored regularly. Under the approval procedures, suppliers are approved for a specific type of service/work or material.

Monitoring and Reporting

The Company monitors performance on environmental, quality and health and safety issues. Within the Company, there is an environmental department that monitors compliance with regulations. This department carries out constant checks to detect any faults or non-compliance that may occur in the different areas: atmospheric, waste, water and industrial safety. Once these reviews have been carried out, an action plan is formulated, and the necessary measures are taken.

Compliance Monitoring at Company Level

Relevant members of the Company's staff (usually directors/managers of each division) oversee the level of compliance by their subordinates. In addition, the Company organises regular meetings and safety training. The Company communicates externally and internally about emergency situations, potential environmental accidents, complaints, etc. and accurately documents the processes concerning the environmental management system by developing system procedures, and controls relevant documents and records carefully.

The Company also ensures that operational procedures and instructions are reviewed at least once a year to determine improvements in operating criteria and to adjust for changes in activities associated with significant environmental aspects and ensures that it has identified critical points and has in place plans for prevention and response to emergency situations, regardless of the scenario. In addition, the Company conducts periodic compliance audits (i.e. at least annually) on the compliance with legal and other applicable requirements, and conducts annual management reviews of compliance assessment, documentation of noncompliance, and establishment and monitoring of corrective and preventive actions.

Environmental Compliance

The Company has the necessary environmental permits and licenses to operate. The Company monitors compliance at its facilities with all relevant national environmental protection laws and organisational policies and standards. The Company conducts regular checks at its workplaces to ensure compliance with all environmental requirements.

Environmental authorities have conducted four Company inspections in the last three years. None of the inspections resulted in sanctions, fines, major recommendations or remediation plans. In addition, the Company has not recorded any environmental incidents or accidents, such as spills, damaged tanks or explosions. The Company has an approved documented procedure on how to report and investigate accidents and incidents. In the case of an event, actions on the investigation and reporting processes are established following an analysis of the relevant consequences. The Company then establishes a set of remedial actions and improvements, while these actions are considered within a set timeframe. Finally, the event and possible ways to avoid it (if applicable) are communicated to employees and/or external communities.

Sustainability reporting has recently become increasingly visible across the EU. Adopted by the European Parliament and the Council of Europe in December 2022, the Corporate Sustainability Reporting Directive (the "**CSRD**") requires a significant number of companies to include a sustainability report in their annual reports as part of their financial statements. The CSRD aims to improve the sustainability reporting framework by improving the quality of data available to meet the needs of different stakeholders and to help the EU become a more sustainable economy. The Company is aware of its responsibility for comprehensive CSRD reporting and aims to provide all necessary means to meet all CSRD requirements. The Company is currently working on a key study to correctly identify its carbon footprint, while creating solutions to further reduce this footprint. The Company is expected to publish this sustainability report for the first time with its 2025 annual report. As of the date of this Prospectus, the Company has contracted with a partner consulting firm to publish on 31 May 2026 its first report on taxonomy, governance and sustainability for the year 2025.

The Company is subject to numerous laws and regulations on environmental protection. These laws regulate food quality, air emissions, wastewater discharges, contaminated soil recovery, the use, handling and disposal of

hazardous substances and wastes, and employee health and safety. In terms of environmental pollution and destruction, the Company has had an impeccable track record with zero incidents throughout its operational activity.

Furthermore, stakeholder engagement is essential to ensure that the Company's activities are developed in a responsible and coherent manner. By incorporating social and environmental aspects in its stakeholder relations, the Company aims not only to contribute to building a sustainable society and preserving the environment for future generations, but also to encourage others to do so. In carrying out its business activities, the Company strives to consider the interests of its stakeholders and to make decisions in their best interests.

The Company has implemented and certified by a certification body, the international standard ISO 14001:2015, on "Environmental Management System", which assures Cris-Tim customers that they can be confident that the organisation actively minimises its environmental impact through its processes, products and services. The ISO 14001:2015 standard is implemented and certified in all of the Company's production facilities.

Business Ethics and Integrity

The Company's management and employees shall avoid any conflict of interest with regard to their positions, activities and their own person. In this regard, the Company's management and employees must report any actual or potential conflict of interest between the Company's interest and their personal interests or those of their relatives.

In terms of reporting, the Company has a dedicated procedure for reporting, analysing and solving integrity incidents, which aims to establish the framework for reporting integrity incidents and the responsibilities within the Company for solving such incidents.

The Company's number one priority in relation to health, safety and the environment continues to be the avoidance of any accidents among staff and partners working on the Company's premises, to act in a sustainable, ethical and environmentally responsible manner and to comply with all applicable legal requirements. The Company continuously assesses occupational health and safety risks, identifies significant environmental issues and provides continuous training of employees in occupational safety, environmental protection and emergency situations.

Environmental Regulations

Broadly, the main legal and regulatory requirements that the Company's factories comply with are as follows:

- Ensuring drinking water supply from own sources (connections) and boreholes authorised by the National Administration "Apele Române".
- Obtaining approvals, consents, integrated environmental permits, environmental permits, water management permits, when putting into operation factories, new production sections, warehouses, etc.
- Reviewing integrated environmental permits, environmental permits, water management permits, whenever changes occur on sites or in directly productive plants.
- Drafting of the pedological study of agricultural land, which is fertilised with manure from cattle farms.
- Efficient use of water, natural gas, electricity and heat resources, technological steam, as well as sanitising and chemical substances (e.g. coagulants, flocculants, lubricants, laboratory reagents).
- Fulfilling annual recovery targets for packaging waste placed on the market.
- Selective collection of production and packaging waste and its recovery and disposal only by economic agents (i.e. collectors or recyclers) authorised by the Ministry of Environment.
- Ensure proper functioning of wastewater treatment plants, so that the treated wastewater complies with the legal regulations in force (i.e. NTPA 001 and NTPA 002).
- The concentrations of pollutants resulting from the activities on the site are within the maximum legal limits.

- Environmental quality assessment, based on programs monitoring environmental factors (e.g. air pollutant emissions, ambient air quality, waste effluent quality, surface soil quality and noise level) established by environmental permits, at certain time intervals.

Environmental Protection

In accordance with the provisions of Government Emergency Ordinance No. 195/2005 on environmental protection (the "**Environment Law**"), as approved by Law 265/2006, the public environmental protection authorities are responsible, inter alia, for (i) authorising economic and social activities with environmental impact and (ii) issuing environmental permits, consents and approvals. Environmental permits are mandatory for certain activities where the potential environmental impact is foreseen by the relevant legislation. Permits set the conditions and/or parameters for the operation of these activities. Once issued, environmental permits normally remain valid as long as the permit holder obtains an annual endorsement confirming that the activity continues under the same conditions and that there have been no changes in the activity that would require changes to the permit. Environmental authorities monitor compliance with permits, which can be suspended in case of non-compliance. A company whose permit has been suspended has up to six months to bring its operations into compliance, failing which the environmental authority may cancel the permit and order the cease of activity. Order No. 1798/2007 approving the Procedure for issuing an environmental permit, published in the Official Gazette on 27 November 2007, sets out the types of activities for which an environmental permit is required, as well as the steps, timetable and documentation to be submitted.

In addition to the Environment Law, the legal framework on environmental protection is supplemented by the legislative acts mentioned below, which regulate various branches of environmental protection, as well as by European and international regulatory acts, transposed and implemented at national level, such as Law no. 389/2006 for the ratification of the Framework Convention on the Protection and Sustainable Development of the Carpathians, adopted in Kiev on 22 May 2003, Law No. 451/2002 for the ratification of the European Landscape Convention, adopted in Florence on 20 October 2000, Law No. 22/2001 for the ratification of the Convention on Environmental Impact Assessment in a Transboundary Context, adopted in Espoo on 25 February 1991.

At the date of this Prospectus, the Company holds, for the Filipeștii de Pădure factory, the Integrated Environmental Permit no. 14 dated 17 February 2017, as revised on 14 June 2023, issued by the Prahova Environmental Protection Agency, valid until 17 February 2025 and, for the Măgureni factory, the Environmental Permit No. PH-545 dated 25 November 2011, as revised on 12 October 2021, issued by the Prahova Environmental Protection Agency, valid until 25 November 2025.

Industrial Emissions

Law No. 278/2013 on industrial emissions was published in the Official Gazette on 1 November 2013 and amended by Government Emergency Ordinance No. 101/2017 and Law No. 203/2018. Its main objective is the prevention and control of pollution resulting from industrial activities, establishing the conditions for the prevention or reduction of emissions into the air, water and soil, as well as the prevention of waste generation in order to ensure a high level of environmental protection. This law transposes Directive 2010/75/EU of the European Parliament and of the Council of 24 November 2010 on industrial emissions (integrated pollution prevention and control).

In the Company's activity, the sources of its industrial emissions come from the boiling and smoking cells it uses in its production activity, where the Company has installed boiling and smoking cells with 47 chimneys, these emissions having been monitored since 2007. The results of these emissions are compared with the best available techniques in the industry, and the Company reports the results to the Prahova Environmental Protection Agency every six months and uploads them to the electronic platform of the Bucharest Environmental Administration.

In addition, the Company monitors emissions from several sources, through the presence of computer systems on the photovoltaic panels for carbon footprint, including those in the Company's means of transportation, by having a system that monitors several parameters, such as distance travelled, fuels used and consumption, and the carbon footprint of each vehicle.

Water Management

The right to use water, and the corresponding obligations arising from the protection and conservation of water

resources, must be exercised in accordance with the comprehensive legal framework for water management, composed of the following main legislative acts: the Water Law, Order no. 828/2019 approving the Procedure and competences for issuing, amending and withdrawing the water management permit, including the procedure for the assessment of the impact on water bodies, the Content Standard of the technical documentation subject to the permit, as well as the Framework Content of the Study for the assessment of impact on water bodies, Government Decision no. 148/2020 approving the method for determining and calculating the ecological flow (i.e. the water flow necessary to protect the aquatic ecosystem) and Law no. 14/1999 for the ratification of the Romanian-Serbian Convention on the operation and maintenance of the Iron Gates I and II hydropower and navigation systems, Decision No. 1092/2010 approving the Agreement between the Government of Romania and the Government of the Republic of Moldova on cooperation for the protection and sustainable use of the waters of the Prut and Danube rivers, signed in Chisinau on 28 June 2010, as well as the National Water Management Plan (2021) and the Management Plans for the 11 river basin areas of Romania (for 2022-2027), currently in publication the Official Gazette.

The Water Law sets the general framework for the protection of water and the regime of water bodies or in relation thereto. It transposes into Romanian law Directive 2000/60/EC of the European Parliament and of the Council of 23 October 2000 establishing a framework for Community action in the field of water policy, as further amended and supplemented (the "**Water Framework Directive**"), and Directive 2007/60/EC of the European Parliament and of the Council of 23 October 2000 on the assessment and management of flood risks.

Pursuant to the Water Law no. 107/1996, the Company's activities are subject to authorisation by the water management regulatory authorities by means of water management permits and safe operation permits.

The water management permit regulates the technical and legal rights and conditions for:

(i) the operation or exploitation of new objectives, built on water or connected with surface waters, groundwaters, the coastal zone, the seafront, the seashore and the sea beach, inland maritime waters, the territorial sea, the exclusive economic zone and the continental shelf;

(ii) the continued functioning and operation of objectives built on water; and

(iii) the storage, handling and/or piping of hazardous substances or other activities on land or underground which may lead to the indirect discharge of hazardous substances into ground or surface waters.

As of the date of this Prospectus, the Company holds, for the Filipeștii de Pădure factory, the Water Management Permit No. 166 of 31 October 2024 valid until 1 November 2026 and, for the Măgureni factory, the Water Management Permit No. 149 of 30 September 2024, valid until 1 October 2026.

Environmental Liability

Government Emergency Ordinance no. 68/2007 on environmental liability with reference to the prevention and remediation of environmental damage established that (a) operators in Romania are objectively liable for all damage caused to the environment, including soil, water and air, as a result of any pollution and (b) the operator must bear all costs related to such pollution, unless (i) the damage was caused by a third party and occurred even if appropriate safety measures were taken, (ii) the damage arose as a result of compliance with a mandatory order or instruction issued by a public authority, other than an order or instruction issued as a result of an emission or incident caused by the operator's activities, (iii) any activity is involved where it was technically impossible to foresee the damage, or (iv) the damage arises as a result of an emission or any event specifically authorised and carried out in full compliance with the conditions of the permit in force at the time of the emission or event. This Ordinance transposed Directive 2004/35/EC of the European Parliament and of the Council of 21 April 2004 on environmental liability with regard to the prevention and remedying of environmental damage.

As mentioned above, the Company has not had any environmental incidents or spills, nor has it been subject to any infringement sanction in the last 19 years.

Waste Management

Government Emergency Ordinance No. 92/2021 on the waste regime, published in the Official Gazette on 26

August 2021, defines the operator's obligations to ensure a high level of protection of the environment and the health of the population by preventing and reducing the adverse effects of waste generation and efficient waste management, by mitigating the adverse effects caused by waste generation and management, and by reducing the overall effects of resource use and increasing the efficiency of resource use. This Ordinance was adopted to transpose Directive 2008/98/EC on waste and repealing certain Directives, as amended by Regulation (EU) No. 1357/2014, Directive (EU) 2015/1127, Regulation (EU) 2017/997 and Directive 2018/851. According to the law, waste management must be carried out without endangering the health of the population and without harming the environment, in particular: (i) without creating risks of contamination for air, water, soil, fauna or flora; (ii) without creating any nuisance due to noise or odours; and (iii) without negatively impacting the landscape or areas of special interest.

Government Decision No. 856/2002 establishes the legal regime for waste management records and for the approval of the list of waste, including hazardous waste.

Waste Electrical and Electronic Equipment

Government Emergency Ordinance No. 5/2015 on waste electrical and electronic equipment establishes the rules for the selective collection, appropriate treatment, recycling, reuse and recovery of waste electrical and electronic equipment. This Government Ordinance was adopted to transpose the provisions of Directive 2012/19/EU of the European Parliament and of the Council of 4 July 2012 on waste electrical and electronic equipment.

Prevention of Soil and Subsoil Pollution

Law no. 74/2019 on the management of potentially contaminated and contaminated sites, published in the Official Gazette on 3 May 2019, stipulates that the operator is required to prepare and submit reports identifying potentially contaminated sites at the request of the competent local environmental authority and that the polluter is required to bear the remediation costs of contaminated sites subject to a feasibility study and remediation project.

Regime of Protected Natural Areas, Conservation of Natural Habitats, Wild Flora and Fauna

The legal framework provided for by Government Emergency Ordinance no. 57/2007 on the regime of protected natural areas, the conservation of natural habitats, wild flora and fauna (the "**GEO 57/2007**") aims to contribute to ensuring biological diversity through the conservation of natural habitats, wild flora and fauna in Romania.

In order to ensure special protection and conservation measures *in situ* of natural heritage assets, GEO 57/2007 establishes a differentiated regime of protection, conservation and use, according to the following categories of protected natural areas: (i) of national interest: scientific reserves, national parks, natural monuments, nature reserves, nature parks; (ii) of international interest: natural World Natural Heritage sites, geoparks, wetlands of international importance, biosphere reserves; (iii) of Community interest or "Natura 2000" sites: sites of Community importance, special areas of conservation, special avifauna protection areas; and (iv) of county or local interest: established only on the public/private domain of administrative-territorial units, as appropriate.

The purpose and the management regime of natural areas of Community interest (i.e. Natura 2000 sites) are regulated by GEO 57/2007, while the establishment of the protected natural area regime for protected natural areas of county or local interest is regulated by county or local council decisions. The provisions of GEO 57/2007 or of the relevant decisions of the county or local councils establishing protected natural areas of local or county interest are supplemented, specifically for each protected natural area, by the management plan of the protected natural area in question and by the regulations of the protected natural area in question. The management plan of the protected natural area is the document which describes and assesses the present situation of the protected natural area, defines the objectives, provides the necessary conservation actions and regulates the activities that may be carried out in the area in accordance with the management objectives. The regulation of the protected natural area is the document that includes all the provisions related to permitted human activities and how to approve them, as well as restricted or prohibited activities on the territory of the protected natural area.

The management of protected natural areas and other natural heritage assets located in the national network of protected natural areas is carried out, according to the law, through: (i) specially established management structures with legal personality, under the coordination/subordination, as the case may be, of autonomous administrations, national companies and societies, local public administration authorities, decentralised services of the central public

administration, public and private sector scientific research and educational institutions, inter-community development associations, museums, established according to the law and under a contractual relationship with the National Agency for Protected Natural Areas; and (ii) the Administration of the "Danube Delta" Biosphere Reserve, subordinated to the central public authority for the protection of the environment and forests, for the "Danube Delta" Biosphere Reserve.

GEO 57/2007 establishes various prohibitions on the activities that can be carried out within each category of protected natural areas. With regard to the perimeters of protected natural areas of Community interest, GEO 57/2007 prohibits activities that may cause pollution or damage to habitats, as well as disturbance to the species for which the areas have been designated, when these activities have a significant effect, having regard to the objectives of protection and conservation of species and habitats. For the protection and conservation of wild birds, including migratory birds, activities outside protected natural areas that would result in pollution or deterioration of habitats are prohibited. Any plan or project not directly connected with or necessary to the management of the protected natural area of Community interest but likely to have a significant effect thereon, either alone or in combination with other plans or projects, shall be subject to appropriate assessment of the potential effects on the protected natural area of Community interest, taking into account its conservation objectives.

In the procedure for issuing regulatory acts for plans, projects and/or activities which may significantly affect protected natural areas of Community interest, the competent environmental protection authorities shall seek and take into account the opinion of the National Agency for Protected Natural Areas/managers of protected natural areas of national and/or Community interest. The National Agency for Protected Natural Areas/managers of protected natural areas of national and/or Community interest, in order to take into account all aspects on site, shall be consulted by the competent environmental authorities, during the environmental classification stage of projects/plans/activities likely to significantly affect protected natural areas. Issuance of regulatory acts for plans/projects/activities in protected natural areas shall be carried out only with the approval of the National Agency for Protected Natural Areas/managers of protected natural areas of national/international interest.

Access to Environmental Information

According to Government Decision No. 878/2005 on public access to environmental information, published in the Official Gazette on 22 August 2005, companies holding environmental permits are obliged to make permanently public certain environmental information. This decision was adopted to transpose into Romanian law Directive 2003/4/EC on public access to environmental information.

Environmental Fund

Government Emergency Ordinance No. 196/2005 on the Environmental Fund, published in the Official Gazette on 30 December 2005, as further amended and supplemented, requires operators to pay certain contributions to the Environmental Fund, depending on the sources of pollution covered by this regulatory act. The Environmental Fund is an economic-financial instrument intended for the implementation of projects and programs for the protection of the environment, the contribution of economic operators thereto being based, among others, on taxes levied for the sale of waste, emissions of pollutants into the atmosphere, the quantity of hazardous substances introduced on the Romanian market or the fees for the issuance of environmental permits.

Insurances

Insurance

The company has different types of insurance policies, ranging from fire and natural disasters insurance, accidental damage insurance, insurance for electronic equipment and civil liability. All insurance policies are contracted with reputable insurance companies such as Uniqa Asigurări and Asirom Vienna Insurance Group. The company works with insurance brokers.

Management believes that the level of insurance maintained by its operations is in line with local industry practice. It also believes that the insurance policies provide adequate coverage for the risks inherent in the Company's operations, both in terms of the type of coverage and the amounts insured.

Currently, the validity of the insurance program is until 30 November 2025.

The Company's lines of insurance are:

- Fire and natural disasters insurance.
- Accidental damage insurance.
- Electronic equipment insurance (EEI).
- Civil liability insurance.

The payment frequency is of 4 instalments, and a discount is granted for their full payment.

Property Insurance - Fire and Natural Disasters

Property insurance covers situations such as fire, lightning, explosion, falling aircraft and objects carried by them, earthquake, floods and alluvium, storm, hurricane, windstorm, tornado, direct effects of heavy rain, hail (direct effects), burglary and/or acts of robbery, vandalism, land collapse and/or landslides, weight of snow and/or ice, being struck from the outside by motor vehicles, sonic booms, snow avalanches, accidental falling of bodies, political risks (strikes and civil disturbances) and actions of malicious groups, up to a limit of RON 1,059,154,914.

In addition, the insurance has a BI clause (including ICOW), covering losses from gross operating profit, fixed expenses, business restoration expenses, operating expenses and related expenses.

Accidental Damage Insurance

The accidental damage insurance covers accidental damage or sudden and unforeseen destruction, up to the amount of RON 42,122,746, requiring repair or replacement and resulting from:

- fortuitous work accidents (faulty adjustment of machinery, throwing of component parts during operation, faults or malfunction of protective devices, accidental penetration of foreign objects);
- dismemberment due to centrifugal force, accidental lack of water in boilers or pressure vessels;
- overpressure, excluding damage caused by overpressure caused by perils insured by a fire policy, or implosion;
- short circuit, overvoltage, overload, formation of electric arcs, induction;
- design or manufacturing defects or faults, material defects and faulty fitting or installation;
- faulty operation of machinery, lack of skill in the operation of machinery, negligence or malfeasance of employees;
- storm, frost, weight of snow and/or ice;

Electronic Equipment Insurance

Electronic equipment insurance includes and covers all risks, such as strike, riot, terrorism, sabotage, hurricane, typhoon and tornado, up to a limit of RON 1,700,000.

Civil Liability Insurance

Civil liability insurance broadly covers the following risks:

- statutory general civil liability (including extension of the concept of third party);
- cross liability;

- producer liability;
- employer liability;
- product recall;
- landlord-tenant liability;
- tenant-landlord liability;
- tourism and hotel establishments liability;
- service provider's liability, in respect of maintenance, servicing, overhaul, repairs, construction, etc.;
- moral damages (applicable to all types of insured liability);
- damage caused by lifting, internal transportation and during loading and unloading operations;
- consequential damages (pure financial loss).

In addition, compensation claims arising from accidents caused by the use or handling of lifting and internal transportation equipment (fixed and mobile cranes, mobile cranes, aerial platforms, truck cranes, self-erecting cranes, self-erecting cranes, forklifts, etc.) on the premises of the factories where the Company operates are covered. Under the current insurance program, the Company is also entitled to compensation in respect of claims arising from damage caused during loading and unloading operations in and from means of transport.

The present insurance also covers the Company's customers, visitors and collaborators with whom the Company enters into legal contracts (natural persons and/or legal entities), as well as damage caused by the Company to their employees and/or their property, including their motor vehicles, provided that the persons or property in question are at the Company's addresses at the time the damage occurs.

The insurance also covers direct financial loss, the direct consequence of bodily injury and/or damage to property, consisting of unrealised profits or gains, loss of capacity of use, reduction in value after repair/renovation, loss of use of property, up to a limit of EUR 3,000,000.

The Company has had no environmental incidents or spills in the last 19 years, and no occupational accidents in 2024.

Other Insurance

In addition to the insurance policies mentioned above, the Company also holds the following insurance policies:

- Mandatory civil liability insurance policy for motor vehicles (RCA);
- CASCO in respect of the entire fleet of vehicles for the transportation of goods;
- Total damage insurance in respect of the entire fleet of vehicles.
- Claims insurance (for TT and export customers).

Litigation

Litigation and Disputes

As at the date of the Prospectus, the Company is involved in 11 pending litigation cases, both as plaintiff and as defendant. The maximum potential amount recoverable by the Company from the litigation in which it is a plaintiff is approximately RON 915,000. However, there can be no assurance that all or a significant portion of this amount

will be recovered in the course of such litigation. The total liability in proceedings in which the Company is a defendant is approximately RON 30,000. In the Company's opinion, there are no litigations for which it is necessary to establish provisions.

The Company is not involved in and is not aware of any judicial, arbitral or administrative proceedings or governmental investigations that could reasonably be expected to have a material adverse effect on its business, financial condition or results of operations.

Food Safety Requirements

Given the Company's field of activity, the food safety requirements which the Company must comply with should be noted, with respect to which the Company is often subject to controls and audits by the relevant authorities and institutions in the field (e.g. ANSVSA, ANPC (National Authority for Consumer Protection), DSP (Department of Public Health), Romanian Metrology Bureau, ITM (Territorial Labour Inspectorate), ISU (Inspectorate for Emergency Situations), etc.). In terms of frequency, these inspections are most often carried out quarterly.

Considering the quantity of raw materials and final products that the Company produces and sells, the Company has implemented, without any legal obligation to do so, a series of quality and food safety standards that are included in the production, sale, delivery, etc. processes.

The Company's locations in Filipeștii de Pădure and Măgureni benefit from IFS Food certification, which is the highest food safety standard adopted worldwide, part of the GFSI (Global Food Safety Initiative). In addition, the Company benefits from the quality and safety standard FSSC22000, as well as a social responsibility standard (BSCI) implemented at catering level. The BSCI standard was also successfully implemented in the Măgureni cold cuts factory in September 2025, with a maximum score being awarded in the audit. The Company plans to implement the BSCI standard in the Filipeștii de Pădure factory in 2026.

More specifically, the location in Filipeștii de Pădure is home to 65 certified gluten free products, which are audited together with the certification body and the Romanian Association for Gluten Intolerance, an association that even verifies the certification body.

As regards Sibiu salami, the Company is a member of the Association of Producers of Sibiu PGI (i.e. Protected Geographical Indication) salami. Other certifications include ISO 9001, ISO 14001, ISO 45001 for operational health and safety.

Intellectual Property

The Company is the registered owner of the trademarks "Alpinia", "Săsesc Salami", "Îți place să mănânci sănătos", "Cristimel", "Cristinel", "Aventurino", "Obrăjori", "Matache Măcelaru'", "Babic Matache Măcelaru'", "Ghiuden Matache Măcelaru'", "Matache Măcelaru' Mușchi Azuga", "Matache Măcelaru' Cârnați Oltenești", "Matache Măcelaru' Salam Victoria", "Matache Măcelaru' Mezeluri Meșteșugite", "Matache Măcelaru' Salam Pipărat", "Matache Măcelaru' Burduf de Carne" and "Cris-Tim".

As regards the "Cris-Tim" trademark, it is used by Eco-Ferm S.R.L., an affiliated entity of the Company, to market its dairy products, based on trademark license agreements.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

MANAGEMENT

The Company's management structure is a two-tier one.

Board of Directors

At the date of this Prospectus, the Company's board of directors (the "**Board of Directors**") consists of 3 (three) members. The members of the Board of Directors (the "**Directors**") are appointed by resolution of the general meeting of shareholders, as rule, for a four-year term and may be re-elected for successive mandates. They may be removed by resolution of the general meeting of shareholders. The Board of Directors may appoint one of its members as the chairperson of the Board of Directors and may at any time remove him or her from that office. The Board of Directors may exercise all the powers of the Company that are not required by the Companies Law or by the Articles of Association to be exercised in a general meeting of shareholders, as described below in the section "*Dilution*

If All New Shares Are Subscribed, The Company's Share Capital Will Be Increased By 6,200,000 Ordinary Shares, With A Par Value Of Ron 1 Each And A Total Par Value Of Ron 6,200,000, Representing An Increase Of Approximately 8.2667% Compared To The Company's Share Capital As Of The Date Of This Prospectus.

Subject To The Successful Closing Of The Offering And Provided That All Offer Shares (And All Over-Allotment Shares) Are Validly Subscribed By Investors In The Offering, Following The Offering, The Selling Shareholder's Stake Will Be Reduced From 74,976, 225 Shares (Representing 99.9683% Of The Company's Share Capital) To 52,756,225 Shares (Representing 64.9707% Of The Company's Share Capital), Reflecting Both The Dilution Resulting From The Issue Of The New Shares And The Effect Of The Sale Of The Existing Shares And The Over-Allotment Shares In The Offering.

In The Case Of Mr. Radu Timiș, The Immediate Dilution Resulting From The Issue Of New Shares, Applied To The Shares Held Directly In The Company, Numbering 23,775 Shares, Will Be Equal To 7.6355% (The Holding Of 23,775 Shares Representing 0.0293% Of The Company's Increased Share Capital, Compared To 0.0317% Of The Company's Share Capital As Of The Date Of This Prospectus).As Of 31 December 2024, The Total Net Assets Of The Company Amounted To Ron 236,345,933 And Would Amount To Ron 3.15 Per Share Of The Company Based On 75,000,000 Outstanding Shares Of The Company Immediately Prior To The Offering. The Company's Net Asset Value Is Defined As The Company's Total Assets Less Provisions And Current And Non-Current Liabilities, In Each Case As Disclosed In The Company's Audited Consolidated Financial Statements.

The Dilutive Effect Of The Offering Is Illustrated In The Table Below, Demonstrating The Amount By Which The Offering Price Exceeds The Net Assets Per Share After Completion Of The Offering And Assuming The Offering Had Been Completed As Of 31 December 2024. For This Purpose, The Net Asset Value As Of 31 December 2024 Is Adjusted For The Effects Of The Successful Completion Of The Offering.

The Calculations Are Also Based On The Assumption Of Payment In Full Of The Discretionary Fee, As Well As An Increase In The Net Asset Value By Ron 99.64 Million, Ron 102.69 Million And Ron 105.73 Million At The Lower, Middle And Upper Limits Of The Offer Price Range (In Each Case, Without Taking Into Account Any Tax Effect).

The Adjusted Net Asset Value Is Expressed As A Per Share Figure, Assuming 81,200,000 Shares Outstanding At The Completion Of The Offering At The Lower, Middle And Upper Limit Of The Offer Price Range (Such Per Share Figure Being Referred To As "**Post-Offering Shareholders' Equity Per Share**").

	As At 31 December 2024[4]		
	Offer Price At The Lower Limit Of The Offer Price Range	Offer Price At The Mid-Point Of The Offer Price Range	Offer Price At The Upper Limit Of The Offer Price Range
Pre-Offering Net Asset Value Per Share (In Ron)[1]	3.15	3.15	3.15
Gross Proceeds From The Offering (In Million Ron)	465.18	479.27	493.37
Estimated Total Costs Of The Offering (In Million Ron)[2], Out Of Which:	14.48	14.73	14.98
Costs Incurred By The Company	2.66	2.71	2.77
Costs Incurred By The Selling Shareholder	11.82	12.01	12.21
Net Proceeds From The Offering (In Million Ron), Out Of Which:	450.70	464.54	478.39
Net Proceeds Obtained By The Company	99.64	102.69	105.73
Net Proceeds Obtained By The Selling Shareholder	351.06	361.86	372.66
Post-Offering Equity (In Million Ron)	383.45	386.50	389.55
Post-Offering Shareholder's Equity Per Share (In Ron)[3]	4.72	4.76	4.80

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

	As At 31 December 2024[4]		
	Offer Price At The Lower Limit Of The Offer Price Range	**Offer Price At The Mid-Point Of The Offer Price Range**	**Offer Price At The Upper Limit Of The Offer Price Range**
The Amount By Which The Offer Price Exceeds The Shareholders' Equity Per Share After The Offering (Immediate Dilution Of New Shareholders Of The Company) (In Ron)	0.94	0.98	1.01
Percentage By Which The Offer Price Exceeds The Post-Offering Shareholders' Equity Per Share (%)	71.38%	72.00%	72.59%
The Amount By Which The Post-Offering Shareholders' Equity Per Share Exceeds The Value Of The Net Assets Per Share Immediately Prior To The Offering (Immediate Increase For Existing Shareholders Of The Company) (In Ron)	1.57	1.61	1.65
Percentage By Which The Post-Offering Shareholders' Equity Per Share Exceeds The Value Of The Net Assets Per Share Immediately Prior To The Offering (%)	49.85%	51.04%	52.24%

[1] On The Basis Of 75,000,000 Shares Outstanding Immediately Prior To The Offering And A Value Of The Company's Net Assets Totalling Ron 236,345,933 As Of 31 December 2024.
[2] Including The Subscription And Placement Fees Payable By The Company To The Mandated Co-Arrangers, Other Costs In Connection With The Offering, As Well As The Undertaking Of The Placement Of The Maximum Number Of New Shares And The Relevant Maximum Number Of Offer Shares And The Payment In Full Of The Discretionary Fee.
[3] Based On Post-Offering Shareholders' Equity Per Share And 81,200,000 Shares After The Offering.
[4] The Values Presented Are Based On The Assumption That The Retail Tranche Will Represent A Maximum Of 20% Of The Offer Shares, And 80% Of This Will Be Subscribed In The First 4 Days Of The Offer Period (With A 5% Discount).

Accordingly, Assuming An Offer Price At The Mid-Point Of The Offer Price Range And Taking Into Account The Company's Estimated Total Costs In Connection With The Offering And Admission Of Ron 2.71 Million, The Net Proceeds To The Company From The Issue Of The Offer Shares Would Amount To Approximately Ron 102.69 Million . Based On The Assumption That All Of The Offer Shares In The Offering Had Been Purchased And That The Company Had Already Received The Net Proceeds As Of 31 December 2024, The Carrying Amount Of Equity So Adjusted In The Company's Statement Of Financial Position As Of 31 December 2024 Would Have Been Ron 386.50 Million.

The Company intends to follow the recommendations set forth in the Bucharest Stock Exchange Corporate Governance Code (the "**BSE Corporate Governance Code**") following the admission of the Shares to trading on the Bucharest Stock Exchange. Companies admitted to trading on the regulated market of the Bucharest Stock Exchange adopt and comply with the principles and recommendations of the BSE Corporate Governance Code on a voluntary basis but must notify the BSE in case they fail to observe any provision of the BSE Corporate Governance Code. The principles and recommendations address share and other financial instruments holders' rights, the roles and duties of the Board of Directors and the composition of the Board of Directors.

Thus, the Company undertakes to change the composition of the Board of Directors until 31 December 2025, so that it consists of 5 (five) members, of which 1 (one) will be an executive non-independent member, 1 (one) will be a non-executive non-independent member and 3 (three) will be non-executive independent members according to the BSE Corporate Governance Code.

At the date of this Prospectus, the members of the Board of Directors are the following:

Name	Date of birth	Position	Mandate duration	Appointment date for the current position
Radu Timiș	1961	Chairman	2 years	15 September 2025
Radu-Junior Timiș	1994	Member	2 years	15 September 2025
Răzvan Furtună	1969	Member	2 years	15 September 2025

The members of the Board of Directors do not perform any principal activities outside the Company which are significant to the Company.

It is envisaged that, in the context of the change in the composition of the Board of Directors as mentioned above, Mr. Răzvan Furtună will no longer be part of the Board of Directors, and 3 (three) members will be appointed who will meet the independence criteria set out in the BSE Corporate Governance Code.

The place of work of the Board of Directors is at the Company's headquarters.

Personal Information about the Members of the Board of Directors

Radu Timiș

Radu Timiș is one of Romania's best-known entrepreneurs, having founded Cris-Tim in 1992, starting from a grocery store. Over the years, he has created and developed some of the most recognised Romanian brands and products, including Cris-Tim, Salam Săsesc and Matache Măcelaru'.

His competitive spirit and drive towards excellence led him to constantly seek to understand consumers' needs, fully comprehending the Company's major responsibility towards consumers.

Over the years, Radu Timiș has developed the business with a focus on quality and food safety, efforts which culminated in 2017 with the implementation of the "Clean Label" concept. Supported by the entire family since the beginning, Mr. Timiș has passed on to the next generation the values that have propelled the Company to the top of the industry and transformed the Cris-Tim brand into one of the most recognised brands in Romania. *Radu-Junior Timiș*

Radu-Junior Timiș is the CEO of the Company, with 12 years of experience in leadership, innovation and growth in the food industry. As the driving force behind Cris-Tim, he is committed to delivering exceptional quality, sustainability and value to consumers. With a passion for operational excellence and a keen understanding of market trends, Radu has positioned Cris-Tim as a leader in both cold cuts and Ready-Meals, focusing on food safety and quality, supply chain optimisation, brand development and sustainability.

Prior to his current position, Radu served as Cris-Tim's commercial director from June 2017 to December 2019 and business development manager from September 2015 to June 2017. Prior to these positions, he worked in the position of junior consultant at PwC Romania for one year.

Radu holds a bachelor's degree and a master's degree in business administration from the University of Economic Studies in Bucharest.

Răzvan Furtună

Răzvan Furtună is an experienced CFO with extensive expertise in corporate finance, treasury and strategic management. Since 2017, he has been the CFO of Cris-Tim, where he has played a key role in strengthening the balance sheet, improving financial reporting processes and aligning financial governance with long-term growth objectives.

His leadership included executing a major debt restructuring program, implementing a modern ERP system, and developing a performance-oriented financial framework. These initiatives strengthened Cris-Tim's resilience and ability to pursue expansion opportunities.

Earlier in his career, Razvan held senior management positions at Banca Comercială Română S.A., Millennium Bank, Bancpost and Citibank, where he led teams in banking, treasury and financial product distribution.

He is a graduate of the University of Economic Studies in Bucharest and holds certifications from international institutions, including Frankfurt School of Finance & Management and LSEG Elite Program in Company Valuation.

Executive Management

The Company's key executive management is comprised of the following members:

Name	Date of birth	Position	The date when he was appointed in the current position
Radu-Junior Timiș	1994	CEO	12.09.2025*
Răzvan Furtună	1969	CFO	13.07.2017

**Mr. Radu-Junior Timiș joined the Company in 2013*

The CEO is in charge of the Company's day-to-day management within the limits of the Company's business object and upon the observance of the exclusive competencies reserved by applicable law or by the Articles of Association to the Board of Directors or to the general meeting of shareholders.

For details regarding the experience of Mr. Radu-Junior Timiș and Mr. Răzvan Furtună, please see subsection "*Personal Information about the Members of the Board of Directors*" above.

The managers of the Company do not perform any principal activities outside the Company which are significant to the Company.

The place of work of the managers of the Company is at the Company's headquarters.

Other Key Management of the Company

Vanja Aleksic

Vanja Aleksic has joined Cris-Tim as Deputy CEO since 2024, where he leads high-impact investments and execution of large-scale projects to fuel the Company's expansion and innovation in the food industry. With a proven track record of creating value and delivering complex projects on time and on budget, Vanja Aleksic plays a key role in transforming strategic vision into measurable business outcomes.

He has international experience in different corporate environments and cultures (Serbia, Hungary, Romania) and has developed through senior management programs - Senior Leadership at IMD Business School Switzerland,

Cortugli Business School Italy, Insead France, as well as technical programs for leading complex projects - HOT Engineering Austria.

Earlier in his career, he held various management positions such as CEO, Deputy CEO, Group Supply Chain (CAPEX) Director at NIS Petrol, gaining substantial experience in corporate governance and company management. He holds a degree in Economics.

George Ungureanu

George Ungureanu is a dynamic Chief Operating Officer with 30 years of experience in leading consumer products operations, coordinating sales and distribution, and optimising processes in the food industry. At Cris-Tim, he oversees end-to-end operations, ensuring flawless execution, cost efficiencies and alignment with the Company's strategic objectives. Known for his ability to turn challenges into opportunities, George Ungureanu has consistently delivered measurable results in complex and dynamic environments.

Previously, he held senior management positions at SAB, JTI and Caroli. George Ungureanu has a proven track record in the development and execution of strategic action plans related to M&A implementation.

Nicoleta Ene

Nicoleta Ene is a results-driven executive with 22 years of experience in the production of cold cuts and Ready-Meals products.

Nicoleta Ene joined the Cris-Tim Group in 2009 as Production Manager of the cold cuts factory in Filipeștii de Pădure and has a proven track record in improving efficiency by increasing productivity and optimising operational costs. She has been instrumental in the implementation of "Clean Label" while promoting a culture of safety, quality and ensuring compliance with industry standards.

She is a graduate of the University of Danube University, with a master's degree in food control and Expertise. She is also an ISO 9001:2000 certified internal auditor and holds a diploma in "Quality Management System Implementation in the Food Industry".

Other Positions held by the Members of the Board of Directors and by Members of the Key Management of the Company

The members of the Board of Directors, and the key members of the Company’s management, respectively, do not hold or have not held within the past five years other positions outside the Company.

Remuneration of Members of the Board of Directors and Key Management of the Company

With regard to Directors' remuneration, the Company considers that its remuneration policy adequately reflects the Company's strategy and long-term objectives, as well as the responsibilities of the Directors and the time allocated by them to the performance of their duties. As part of the Company's effective corporate governance, its remuneration policy is usually subject to annual review.

The Company currently pays a fixed monthly fee to each Director.

The total amount of variable remuneration paid by the Company in 2025 for the year ended 31 December 2024 to Directors and Management was RON 1.54 million.

As far as the Company is concerned, except for the pecuniary remuneration, the other benefits provided are the provision of company telephone, company car and company laptop respectively.

The Company does not allocate and/or has not accrued amounts for the payment of pensions or other benefits to the directors or executive officers of the Company.

The Company believes that its remuneration policy is designed to ensure a continuing balance between the need to motivate officers to achieve the long-term development and success of the Company and their performance.

The current incentive plan takes into account a combination of the following factors: (i) the overall financial performance of the Company during the year, (ii) individual management performance and individualised key performance indicators and (iii) discretionary items related to department specific operational and financial key financial performance.

Participations and Share Options

No equity and stock option plans are applicable to the Issuer.

Shareholdings held by members of the Board of Directors and key management members of the Company

At the date of this Prospectus, Mr. Radu Timiș holds a total of 23,775 shares in the Company's share capital. Also, Mr. Radu Timiș holds 51% of the share capital of the Selling Shareholder, which holds as at the date of this Prospectus 74,976,225 shares in the share capital of the Company.

Litigation Statement Relating to the Members of the Board of Directors and the Managers. Conflicts of Interests

At the date of this Prospectus, none of the members of the Board of Directors and none of the managers of the Company has at any time within the last five years:

(i) had any convictions in relation to fraudulent offences;

(ii) held an executive function in the form of a founder, partner, senior executive officer or a member of the administrative, management or supervisory bodies, of any company or partnership at the time of or preceding any bankruptcy, receivership, liquidation or administration;

(iii) been subject to any official public incrimination and/or sanctions by statutory or regulatory authority (including any designated professional body) or has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company;

(iv) has not been elected as member of the administrative, management or supervisory body or managers within the Company, based on an understanding or agreement with the Company's major shareholders, customers, suppliers or others; or

(v) has not entered into any contract with the Company or with its subsidiaries that provide for benefits upon termination of the contract, other than those provided in the section "*Remuneration*" above; or

(vi) has not been party to any contract with the Company other than mandate or employment or supply agreements; or

(vii) does not hold Shares in the share capital of the Company.

As at the date of this Prospectus, the Company confirms that:

(i) there is no restriction on the assignment, within a certain period of time, of the Shares owned by the shareholders in the Company; or

(ii) there are no conflicts of interest between the obligations assumed by the members of the Board of Directors towards the Company and their private interests and/or other obligations.

Mr. Radu Timiș and Mr. Radu-Junior Timiș are father and son. This family relationship has been duly taken into account when assessing potential conflicts of interest, and the Company considers that the presence of Mr. Radu Timiș and Mr. Radu-Junior Timiș reinforces the strategic leadership and continuity of the Company. There are also adequate governance mechanisms in place to ensure that all decisions within the Board of Directors are made in the best interests of the Company and its shareholders.

Consultative Committees constituted within the Board of Directors

According to the Articles of Association, the Board of Directors may delegate any of its powers to any committee or committees consisting of any person or Director as the Board of Directors thinks fit. The Board of Directors may also delegate to any managing Director or any Director holding any other executive office such of its powers as the Board of Directors shall determine. The main committees, which will be set up and work under the Board of Directors subsequent to the Admission date, are the Audit Committee and the Nomination and Remuneration Committee which shall be allocated such additional duties as shall be mandatory for performance by the respective committee under and in accordance with the BSE Corporate Governance Code or the rules of the BSE.

The Board of Directors establishes the structure, duties and powers of the committees. The Board of Directors will remain fully responsible for the actions taken by these committees.

Audit Committee

The Audit Committee is a permanent committee with a consultative role, independent from the executive structures of the Company, which reports directly to the Board of Directors. The Audit Committee is composed of 3 members of the Board, out of which 2 are independent non-executive board members, and one (1) is a non-executive member. The Chairman of the Audit Committee shall be one of its independent and non-executive members.

At least one member of the Audit Committee must have competences in the field of accounting and statutory audit, proven by qualification documents for the respective fields.

The Audit Committee is informed and requests information, through the Board of Directors, and issues recommendations, to the Board of Directors, regarding the selection of the statutory auditor, the evaluation and monitoring of the independence of the statutory auditor and the monitoring of the statutory audit process of the consolidated annual financial statements.

The Audit Committee is informed and requests information, through the Board of Directors, and issues recommendations, to the Board of Directors, regarding the financial reporting processes, system of internal control and risk management processes within the Company.

Members of the Audit Committee shall be established following the change in the composition of the Board of Directors as mentioned above.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is a permanent committee with a consultative role, independent from the executive structures of the Company, which reports directly to the Board of Directors. The Nomination and Remuneration Committee is composed of three (3) members of the Board, of which two (2) are independent non-executive members, and one (1) is a non-executive member. The Chairman of the Nomination and Remuneration Committee shall be one of its independent and non-executive members.

The roles of Nomination and Remuneration Committee are:

- to formulate proposals for the position of member of the Board of Directors, recommends to the Board of Directors candidates for such positions and formulates proposals on the elaboration of the Company's remuneration policy, in accordance with the development strategy, objectives, values and interests of the Company. The Committee is required to supervise the application of the Company's remuneration policy.

- to propose the selection criteria of the members of the Board of Directors, corresponding to the identified profiles, as well as the selection criteria for such other management positions.

In carrying out its activity, the Nomination and Remuneration Committee elaborates an annual report on the implementation of the Company's remuneration policy during the financial year. The report shall be submitted to the General Meeting of Shareholders which approves the annual financial statements.

Members of the Nomination and Remuneration Committee shall be established following the change in the composition of the Board of Directors as mentioned above.

Corporate Governance Action Plan

The Company intends to implement a corporate governance action plan (the "**Corporate Governance Action Plan**") to strengthen the Company's corporate governance practices and to ensure compliance with the BSE Corporate Governance Code. The main actions set out in the Corporate Governance Action Plan to be implemented within the next 18 months from the admission to trading of the Company's shares on the Bucharest Stock Exchange are set out below. **Adoption of a New Articles of Association**

The Company intends to align its internal governance provisions with the principles of the BSE Corporate Governance Code. The Company will also ensure that key governance provisions are clearly set out in the Prospectus, including those relating to shareholders' rights, the composition and nomination procedures of the Board of Directors.

Appointment of Independent Directors

The Company will appoint at least three independent directors to its Board of Directors. Independent Directors shall have the qualifications and ability to serve on the Audit Committee and the Nomination and Remuneration Committees of the Board of Directors. The appointment of the independent members of the Board of Directors will take place no later than one month after the listing date.

The independence of the members of the Board of Directors will be defined in accordance with the requirements of the BSE Corporate Governance Code, in addition to the minimum requirements defined by national law.

Board Composition and Nomination Policy

The Company will develop a nomination policy that will be based on transparent and objective criteria to ensure the appointment of qualified directors to the Board of Directors. Members of the Board of Directors will be selected through a competitive and transparent process which, following the appointment of the members of the Nomination and Remuneration Committee, will be led and coordinated by the Nomination and Remuneration Committee.

The Company will develop the desired profiles of the members of the Board of Directors, defining the key qualifications and mix of skills required for the effective implementation of the Company's strategy and the fulfilment of the duties and responsibilities of the Board of Directors. The collective competencies of the members of the Board of Directors will include industry, finance/accounting/audit, strategic development, environmental and social (E&S) and IT expertise. The Board of Directors nomination policy and/or profile will also include clear diversity objectives, including gender diversity requirements in line with EU directives (e.g. at least one third of the members of the Board of Directors will be women).

Committees of the Board of Directors

The Company will establish the Audit Committee and the Nomination and Remuneration Committee of the Board of Directors and will ensure that they are comprised of at least a majority of independent non-executive directors. The frequency of committee meetings, the attendance of committee members (in person or *in absentia*) and a summary of significant issues addressed by the committees will be included in the Company's annual report. The members of each committee will have the appropriate expertise and qualifications based on the scope and responsibilities of the relevant committees.

The Audit Committee will assist the Board of Directors in fulfilling its responsibilities by providing independent review and oversight of financial reporting, ensuring the effectiveness of the Company’s internal controls, and

ensuring the adequacy of external and internal audits. In all cases, the Audit Committee will be chaired by an appropriately qualified independent member of the Board of Directors.

The terms of reference of the Audit Committee will also ensure that the agenda of matters to be discussed and approved and the relevant documentation for each committee meeting are circulated to the members of each committee at least 5 days in advance of the meeting so that all committee members can have an informed discussion.

The Nomination and Remuneration Committee will meet at least twice a year and otherwise as required. The Terms of Reference will require the Nomination and Remuneration Committee to pre-approve, each year, the timing of its meetings. The rules of the Nomination and Remuneration Committee will also ensure that notice of each meeting, confirming the venue, time and date, together with an agenda of the items to be discussed, will be given to each member of the committee, any other person required to attend and all other non-executive directors at least five working days before the date of the meeting.

In all cases, the Nomination and Remuneration Committee will be chaired by a suitably qualified and independent member of the Board of Directors. The Terms of Reference will require the Nomination and Remuneration Committee to pre-approve its calendar of meetings each year.

Company Secretary

The Company will appoint a company secretary to support the activities of the Board of Directors, committees and directors. The company secretary will exercise functions and responsibilities in accordance with international best practice (e.g. ICSA Guidance on the Corporate Governance Role of the Company Secretary).

Performance Management Framework

The Company plans to adopt a remuneration policy for senior management and key personnel. Remuneration for senior management and key personnel will be performance-based, linking a significant portion of compensation to the achievement of specific financial and non-financial key performance indicators (KPIs) (as determined by the Board of Directors). Regular performance reviews will be conducted to continually monitor and report progress against objectives, ensuring that targets and incentives drive appropriate behaviour.

Succession Planning

The Company intends to adopt a written succession plan for executive directors and key employees. In addition to contingency planning, succession planning will include long-term development plans for key successors. The Board of Directors will ensure the active development of long-term successors, ensuring that they progress in their careers and gain the diversity of professional expertise needed for the future. For identified potential candidates, a professional development plan should be defined to help prepare that person(s) for the job (i.e., training to be undertaken, cross experience to be gained). The Nomination and Remuneration Committee will coordinate this process and ensure that it is conducted in a formal and impartial manner.

Internal Controls

The Company will continue to improve its internal control environment, with a particular focus on the increased needs to safeguard assets, manage risks, ensure compliance and transparency, and operate more efficiently. The Audit Committee will review at least annually the adequacy and effectiveness of internal control functions (including organisational, positioning and staffing/resources available).

Code of Conduct

The Company will seek to update the Code of Conduct so that it clearly expresses the Company's mission and values and clearly indicates what behaviour is expected of all employees, members of the Board of Directors and management. The Code of Conduct should include rules (to the extent not covered by other policies) on: prohibition of taking and giving bribes; responsibility to comply with all local laws; conflicts of interest; gifts and hospitality;

political activity; political and charitable donations; outside interests and activities; building trust and respect of stakeholders and responsibility to report wrongdoing (to be supported by the whistleblower protection mechanism).

The Company will establish appropriate remedial measures that require a prompt response to violations of the Code of Conduct and clear communication of the results/consequences of non-compliance.

Compliance

The Company shall establish a compliance function headed by a compliance officer. In particular, the compliance officer will be in charge of monitoring the Code of Conduct and reporting on its implementation to the Audit Committee and the Board of Directors.

Clear Lines of Responsibility and Accountability

The Company will identify and define its key functions and activities and seeks to establish clear lines of reporting and accountability between these functions, activities and the Board of Directors. The Board of Directors and committees shall pre-approve, at the beginning of each year, the timing of their meetings to ensure regular reporting on each of the identified key functions and activities.

Conflicts of Interest and Related Party Transactions Policy

In accordance with applicable law and the BSE Corporate Governance Code, the Company intends to adopt a comprehensive policy on conflicts of interest and related party transactions, as well as the roles of management and the Board of Directors in handling them, including approval and monitoring procedures. These individuals will disclose their interests in advance and will refrain from discussion and voting on the issues. The Company will appoint the company secretary to be responsible for monitoring the policy and reporting on its implementation to the Board of Directors and shareholders. The policy will also provide a clearly defined mechanism for identifying transactions that require review and approval by the Audit Committee and the Board of Directors.

Upon listing on the regulated market of the BVB, the Company undertakes to cease carrying out significant transactions with related parties, except for those carried out on an arm's length basis and which are strictly necessary for the conduct of its current business, and will be subject to prior approval by the Board of Directors and, where applicable, by the shareholders, in accordance with applicable capital markets legislation.

Internal Audit

The Company will establish an independent internal audit function in accordance with best practice (e.g. the Global Internal Audit Standards established by the Institute of Internal Auditors), under which the rules will be submitted to the Board of Directors, in consultation with the Audit Committee, for approval.

As a first step, on 26 June 2025, the Company entered into a contract to outsource the internal audit function to Noa Audit and Assurance S.R.L. The contract envisages the assessment of risks and the preparation of a multi-year plan for the period 2025-2028, and the performance of the internal audit function for the years 2025 and 2026. The contract provides for the possibility of extending the period of services.

The Company could consider outsourcing its internal audit activities in the short term (2-3 years).

In the longer term, the Company may consider establishing an internal audit function as appropriate. The Audit Committee will determine the timing and milestones required for this transition from outsourced to in-house, based on complexity, cost-benefit, and the ability to maintain independence as an internal staff member. The Committee will establish a clear timeline for this transition and ensure adequate planning to facilitate a smooth handover from the outsourcing provider, including transfer of knowledge, systems and responsibilities.

The Company will ensure that the head of the internal audit function and its staff are independent, have unrestricted access to information, report directly to the Board of Directors and the Audit Committee, and conduct their activities based on a comprehensive audit plan that is approved by the Audit Committee and whose implementation is reported to the Board of Directors and the Audit Committee.

The Board of Directors (on the recommendation of its Audit Committee) shall be responsible for the selection, appointment and dismissal of the internal auditor. The remuneration of the head of internal audit department will be

reviewed by the Board of Directors (on the recommendation of the Audit Committee) in accordance with criteria that do not undermine his/her independence and objectivity and set at a level that reflects the level at which he/she is expected to operate within the organisation.

Subsidiary Governance Policy

The Company shall adopt a subsidiary governance policy formalising how the Company exercises oversight over the activities of its subsidiaries. This policy will serve as a foundational framework to ensure that the Company's governance standards, risk management expectations, and strategic objectives are consistently applied across all subsidiaries.

Presentation and Transparency

The Company is committed to providing information on its website and to investors in accordance with best international standards:

Investor Relations

The Company will create a dedicated Investor Relations (the "**IR**") section on its website, where it will progressively include information such as: (i) Board of Directors and shareholder information; (ii) corporate governance documents (e.g., Code of Conduct, corporate governance policy, TPA policy); (iii) environmental and social (the "**E&S**") information, including E&S policies, objectives, performance, initiatives; and (iv) other best practice information (e.g., organisational structure, vision/mission and strategic objectives).

The Company will designate a person specifically responsible for the investor relations function and his/her contact details will be available on the Company's website.

Dividend Policy

The Company will approve a dividend policy, which will include, inter alia, (i) the percentage of net profit for payment of dividends; (ii) the terms and conditions for payment of dividends; (iii) the amount of dividends payable on shares of a particular type and class; (iv) the minimum amount of dividends payable on shares of each type and class; (v) the procedure for the payment of dividends, including the timing, place and methods; and (vi) the circumstances in which dividends will not be declared or in which dividends may be declared in part on preference shares (if any).

SHAREHOLDERS

As at the date of this Prospectus, the main shareholder of the Company is Rangeglow Limited. The Company has only issued Shares which confer equal voting rights to all shareholders of the Company.

The table below sets forth certain information regarding the ownership over the Shares prior to the Offering and the ownership over the Shares by the currently existing shareholders immediately following the finalisation of the Offering, assuming that all Offer Shares and the Over-Allotment Shares are sold in the Offering and that the stabilisation proceeds are not used by the Stabilisation Manager to purchase Shares in the market:

	Shares owned before the Offering		**Shares owned after the Offering***	
Shareholder	*(Number)*	*%*	*(Number)*	*%*
Rangeglow Limited	74,976,225	99.9683	52,756,225	64.9707
Radu Timiș	23,775	0.0317	23,775	0.0293
Others (free float)	-	-	28,420,000	35.0000
Total	75,000,000	100	81,200,000	100

* *Subject to the Successful Closing of the Offering and provided that all Offer Shares (and all Over-Allotment Shares) are validly subscribed by investors in the Offering*

The company is indirectly controlled by Mr. Radu Timiș and Mrs. Cristina Teodora Timiș, who own 51% and 49% of the share capital of Rangeglow Limited, respectively.

Rangeglow Limited is a company organised and operating under the Cyprus Companies Law. The Selling Shareholder was registered in Cyprus on 19 November 2008 under registration number HE 242147. The registered office of the Selling Shareholder is located at Kyriakou Matsi, 46, Office 101, 1082, Nicosia, Cyprus. The telephone number at the registered office of the Selling Shareholder is +357 2255 2255 5000.

The applicable Romanian legislation as well as the Company's Articles of Association prevent the controlling shareholder from exercising its rights in an abusive manner; in particular: (i) control is not exercised against the interests of the Company; (ii) each share issued by the Company confers equal rights to any holder thereof; and (iii) the abusive use of corporate assets is strictly prohibited under applicable national laws and regulations.

The Company also intends to comply with the provisions of the BSE Corporate Governance Code which contains, *inter alia*, certain measures designed to ensure the equitable treatment of all shareholders and to ensure that such control over the Company is not exercised abusively.

The Company is not aware of any agreement the application of which may generate, at a later date, a change in control over the Company.

DILUTION

If all New Shares are subscribed, the Company's share capital will be increased by 6,200,000 ordinary shares, with a par value of RON 1 each and a total par value of RON 6,200,000, representing an increase of approximately 8.2667% compared to the Company's share capital as of the date of this Prospectus.

Subject to the Successful Closing of the Offering and provided that all Offer Shares (and all Over-Allotment Shares) are validly subscribed by investors in the Offering, following the Offering, the Selling Shareholder's stake will be reduced from 74,976, 225 Shares (representing 99.9683% of the Company's share capital) to 52,756,225 Shares (representing 64.9707% of the Company's share capital), reflecting both the dilution resulting from the issue of the New Shares and the effect of the sale of the Existing Shares and the Over-Allotment Shares in the Offering.

In the case of Mr. Radu Timiș, the immediate dilution resulting from the issue of New Shares, applied to the Shares held directly in the Company, numbering 23,775 Shares, will be equal to 7.6355% (the holding of 23,775 Shares representing 0.0293% of the Company's increased share capital, compared to 0.0317% of the Company's share capital as of the date of this Prospectus).As of 31 December 2024, the total net assets of the Company amounted to RON 236,345,933 and would amount to RON 3.15 per share of the Company based on 75,000,000 outstanding shares of the Company immediately prior to the Offering. The Company's net asset value is defined as the Company's total assets less provisions and current and non-current liabilities, in each case as disclosed in the Company's Audited Consolidated Financial Statements.

The dilutive effect of the Offering is illustrated in the table below, demonstrating the amount by which the Offering Price exceeds the net assets per share after completion of the Offering and assuming the Offering had been completed as of 31 December 2024. For this purpose, the net asset value as of 31 December 2024 is adjusted for the effects of the successful completion of the Offering.

The calculations are also based on the assumption of payment in full of the discretionary fee, as well as an increase in the net asset value by RON 99.64 million, RON 102.69 million and RON 105.73 million at the lower, middle and upper limits of the Offer Price Range (in each case, without taking into account any tax effect).

The adjusted net asset value is expressed as a per share figure, assuming 81,200,000 Shares outstanding at the completion of the Offering at the lower, middle and upper limit of the Offer Price Range (such per share figure being referred to as "**Post-Offering Shareholders' Equity per Share**").

	As at 31 December 2024[4]		
	Offer Price at the lower limit of the Offer Price Range	**Offer Price at the mid-point of the Offer Price Range**	**Offer Price at the upper limit of the Offer Price Range**
Pre-Offering net asset value per share (in RON)[1]	3.15	3.15	3.15
Gross proceeds from the Offering (in million RON)	465.18	479.27	493.37
Estimated total costs of the Offering (in million RON)[2], out of which:	14.48	14.73	14.98
Costs incurred by the Company	2.66	2.71	2.77
Costs incurred by the Selling Shareholder	11.82	12.01	12.21
Net proceeds from the Offering (in million RON), out of which:	450.70	464.54	478.39
Net proceeds obtained by the Company	99.64	102.69	105.73
Net proceeds obtained by the Selling Shareholder	351.06	361.86	372.66
Post-Offering equity (in million RON)	383.45	386.50	389.55
Post-Offering Shareholder's Equity per Share (in RON)[3]	4.72	4.76	4.80
The amount by which the Offer Price exceeds the Shareholders' Equity per Share after the Offering (immediate dilution of new shareholders of the Company) (in RON)	0.94	0.98	1.01
Percentage by which the Offer Price exceeds the Post-Offering Shareholders' Equity per Share (%)	71.38%	72.00%	72.59%
The amount by which the Post-Offering Shareholders' Equity per Share exceeds the value of the net assets per share immediately prior to the Offering (immediate increase for existing shareholders of the Company) (in RON)	1.57	1.61	1.65
Percentage by which the Post-Offering Shareholders' Equity per Share exceeds the value of the net assets per share immediately prior to the Offering (%)	49.85%	51.04%	52.24%

[1] On the basis of 75,000,000 Shares outstanding immediately prior to the Offering and a value of the Company's net assets totalling RON 236,345,933 as of 31 December 2024.
[2] Including the subscription and placement fees payable by the Company to the Mandated Co-Arrangers, other costs in connection with the Offering, as well as the undertaking of the placement of the maximum number of New Shares and the relevant maximum number of Offer Shares and the payment in full of the discretionary fee.
[3] Based on Post-Offering Shareholders' Equity per Share and 81,200,000 Shares after the Offering.
[4] The values presented are based on the assumption that the Retail Tranche will represent a maximum of 20% of the Offer Shares, and 80% of this will be subscribed in the first 4 days of the Offer Period (with a 5% discount).

Accordingly, assuming an Offer Price at the mid-point of the Offer Price Range and taking into account the Company's estimated total costs in connection with the Offering and Admission of RON 2.71 million, the net proceeds to the Company from the issue of the Offer Shares would amount to approximately RON 102.69 million . Based on the assumption that all of the Offer Shares in the Offering had been purchased and that the Company had already received the net proceeds as of 31 December 2024, the carrying amount of equity so adjusted in the Company's statement of financial position as of 31 December 2024 would have been RON 386.50 million.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

DESCRIPTION OF SHARE CAPITAL AND CORPORATE STRUCTURE

General

Cris-Tim is a joint-stock company organised and operating in accordance with Romanian law, registered in Romania with the Trade Registry Office attached to the Bucharest Tribunal under no. J200000099991296, with sole registration code 13533870.

The Company's registered office is in Filipeștii de Pădure Village, Filipeștii de Pădure Commune, Str. Gării, No. 661, Prahova County, postal code 107245, Romania. The legal and commercial name of the Company is Cris-Tim Family Holding S.A.. The telephone number of the Company's registered office is +40 752 747 846.

The legal entity identified (the "**LEI**") of the Company is 787200YP1TBDBZEC4D27.

The Company carries out its activity in accordance with the Articles of Association, as most recently updated on 24 September 2025, by Resolution of the General Meeting of Shareholders no. 1 of 24 September 2025. By approving these Articles of Association, the Company seeks to implement corporate governance practices and policies appropriate for a company whose shares are admitted to trading on a regulated market administered by the BSE.

If the Offering is successfully closed and the Company will be admitted to trading on the BSE, the Company will be subject, inter alia, to the provisions of the Companies Law, as well as those of Law no. 24/2017 and other applicable capital markets regulations.

Company's Main Business Activity

According to Article 4 of the New Articles of Association, the Company's business is the production, processing and preservation of meat and meat products, its principal activity being the manufacture of meat products (including poultry meat).

Share Capital

Issued Share Capital

The share capital of the Company is fully subscribed and fully paid and amounts to RON 75,000,000 divided into 75,000,000 ordinary, nominative, freely transferable, fully paid shares, each with a par value of RON 1, issued in dematerialised form. There are no Shares issued which do not represent the share capital of the Company. The Company issued only one class of shares: ordinary. Shares were created in accordance with Romanian law, as "dematerialised nominative securities" and are fully paid.

On 29 September 2025, the Company's shareholders approved the increase of the Company's share capital by a maximum amount of RON 6,200,000, by cash contribution, through the issuance of a maximum number of 6,200,000 new shares with a nominal value of RON 1 for the purposes of the Offering. At the same time, the Company's shareholders approved the waiver by each of them of all preference rights in connection with the subscription of the new shares.

No portion of the Company's share capital or of the Shares is subject to any option right (other than as described below in "*Subscription And Sale* - ***Error! Reference source not found.***") and the Company has not agreed to grant any such option to any person.

The share capital of the Company consists of a single class of ordinary shares ranking *pari passu*. In accordance with insolvency legislation, in the event of insolvency, followed by bankruptcy and liquidation, liquidators may not pay to the shareholders any monies which they would be entitled to receive in accordance with their shareholdings in the share capital before they have paid the claims of the Company's creditors.

Evolution of Changes in the Company's Share Capital

On 31 March 2023, Cris-Tim Family Holding S.R.L. merged with Cris-Tim Companie de Familie S.R.L. and Impex Cris Tim S.R.L., Cris-Tim Family Holding S.R.L. being the absorbing company. Following the merger, the

Company's share capital was increased by 15,181 shares, each with a nominal value of RON 10, from 16,407 shares to 31,588 shares.

On 15 September 2025, the Company's shareholders approved the change of the Company's legal form from a limited liability company (S.R.L.) to a joint stock company (S.A.) for the purpose of the Offering. At the same time, the Company's shareholders approved the capital increase through the incorporation of reserves amounting to RON 74,684,120. Also, the nominal value of the Company's shares was changed from RON 10 per share to RON 1 per share, the number of shares being modified accordingly. Following the aforementioned changes, the value of the Company's share capital increased to RON 75,000,000, divided into 75,000,000 shares, of which 74,976,225 belong to the Selling Shareholder and 23,775 belong to Mr. Radu Timiș.

On 29 September 2025, by shareholders' resolution, the Company approved the increase of its share capital in the context of the Offering up to a maximum of RON 6,200,000 and delegated to the Company's Board of Directors, in connection with the issuance of up to 6,200,000 Shares, the power to decide on the final amount of this capital increase. The existing shareholders have also waived the application of their preference rights in accordance with the Companies Law and the Articles of Association.

Shareholders' Rights

The following is a brief summary of certain material rights of the shareholders according to the Company's Articles of Association and the applicable legal provisions.

Preference Rights

Shareholders of the Company shall have a preference right to subscribe for new shares issued by the Company pro rata to their shareholdings on the record date set by the GMS for the respective share capital increase.

In accordance with the provisions of Law no. 24/2017, the deadline for exercising the preference right to subscribe for new shares must be at least 14 calendar days, but not less than 10 business days from the date specified in the related prospectus, which is subsequent than the publication date of the prospectus as approved by the FSA, as well as the record date set for the respective share capital increase and the publication date of the resolution issued by the EGMS / Board of Directors on the share capital increase in the Official Gazette of Romania, Part IV.

According to Law no. 24/2017, in case of a share capital increase by cash contribution, the preference rights may be lifted and, in this regard, the EGMS must approve, based on sound reasons, the lifting of the shareholders' preference rights to subscribe for the newly issued shares. The quorum requirement for such approval is 85% of the subscribed share capital, and the resolution must be adopted with the favourable vote of shareholders representing at least three-quarters of the voting rights.

Right to Information

Shareholders have the right to correct and full information on the situation of the Company at the general meeting of the Company's shareholders. Specifically, in connection with any GMS, shareholders have the right to receive documents in support of each item on the agenda of the meeting at least 30 days prior to the date of the general meeting, including, in the case of a GMS approving the annual financial statements, copies of the financial statements, annual reports, the Board of Directors' proposal on the distribution of dividends, and information on the exercise of voting rights. The Company must also inform shareholders of the voting results. Shareholders have the right to receive information on the Company's shareholder structure and to consult the registers managed by the Company, such as the GMS register.

In addition, the Company must provide shareholders with various information and in the event of occurrence of other statutory events (e.g. for the distribution of dividends, for the reinforcement of the nominal value of shares, for the appointment of directors, for the limitation or lifting of preference rights and others). In order to distribute such information, the Company may rely on the technical assistance provided by the Central Depositary.

Voting Rights

Every Share subscribed and paid fully by shareholders entitles its holder to equal rights, including the right to vote in the GMS, in person or by proxy. For more information about the vote see below "*General Meeting*" section. A shareholder which is a legal person may, by resolution of its directors or other governing body, authorise a person

to act as its representative at general meetings of shareholders and that person may exercise the same powers as the shareholder could exercise if it were an individual shareholder of the Company.

Right of Withdrawal

In accordance with the Companies Law, shareholders who did not vote for the adoption of a certain operation subject to vote at the GMS have the right to withdraw from the Company and request the Company to purchase the shares they hold. This right may be exercised only if the above-mentioned operations relate to: (i) a change in the Company's main business object as set out in the Articles of Association (provided that the right of withdrawal in this case does not apply to a company whose shares are admitted and maintained for trading on a regulated market); (ii) relocation of the registered office of the Company to another country, (iii) change of the legal status of the Company or (iv) merger or division of the Company, including cross-border, (provided that the right of withdrawal does not apply in the case of a merger by absorption where the shares of the acquiring company are admitted to trading on a regulated market and are maintained on the regulated market after the merger). The right of withdrawal may be exercised within 30 days from the date of publication of the resolution of the general meeting in the Official Gazette of Romania, in the cases referred to at (i) - (iii) above, or from the date of adoption of the resolution of the general meeting in the case referred to at (iv) above.

According to the provisions of Law no. 24/2017, in the cases referred to at (iii) and (iv) above, except for cross-border mergers and divisions, the price per share paid by the issuer to the shareholder exercising the right of withdrawal shall be determined by an independent valuator registered with the FSA, such price being equal to the highest of the values per share resulting from the application of all valuation methods recognised by the legislation in force at the valuation date.

Dividends

Dividends, provided that the distribution of dividends is approved by the OGMS, shall be distributed to the shareholders registered in the register of shareholders of the Company on the record date, pro rata to the number of shares held in the Company. Dividends may be distributed only if the Company records a profit as per the annual financial statements approved by the OGMS and if the OGMS decides to distribute dividends. For further details with respect to the right to dividends, see section "*Dividend Policy*" of this Prospectus.

According to the Companies Law, dividends are distributed to shareholders pro rata to their participation to paid-up share capital. Optionally, dividends may be distributed quarterly, on the basis of interim financial statements, or annually, on the basis of annual financial statements, unless otherwise provided for in the articles of association. Optionally, dividends may be paid quarterly within the time limit set by the GMS or, where appropriate, by special laws, with the regularisation of differences resulting from the distribution of dividends during the year being effected through the annual financial statements.

Other Shareholders' Rights

The Companies Law, Law no. 24/2017 and FSA Regulation no. 5/2018 provide for the following rights in favour of certain categories of shareholders, whose compliance must be carefully monitored by the Company:

- the right of the shareholder(s) who own(s), individually or jointly, at least 5% of the Company's share capital to request internal auditors to investigate claims relating to the Company;

- the right of the shareholder(s) who own(s), individually or jointly, at least 5% of the Company's share capital to request the convening of an GMS, to introduce new items on the agenda of the general meeting and draft resolutions to be included on the agenda of the GMS; if this request is not complied with, such shareholders shall have the additional right to ask the court to immediately convene a general meeting;

- the right of the shareholder(s) who own(s), individually or jointly, at least 10% of the Company's share capital to ask the court to appoint one or more experts to examine and report on certain operations concerning the management of the Company;

- the right of the shareholder(s) who own(s), individually or jointly, at least 5% of the Company's share capital or voting rights to request the election of members of the Board of Directors by cumulative voting; however, this method shall be mandatory only if the request comes from a shareholder owning at least 10% of the share capital;

- the GMS may decide to take legal action against the founders, managers, directors, members of the Board of Directors, auditors or financial auditors, respectively, for damages caused to the Company through their fault, in breach of their duties towards the Company. If the general meeting does not decide to bring an action for liability and does not adopt the proposal of one or more shareholders to bring such an action, shareholders representing, each or in aggregate, at least 5% of the share capital shall be entitled to bring an action for damages, in their own name but on behalf of the Company, against any of the above-mentioned persons.

Voting rights shall be calculated on the basis of the total number of voting rights attached to the shares, even if the exercise of these rights is suspended. For the purpose of calculating the above-mentioned thresholds, the Company must disclose the total number of shares issued and the voting rights attached thereto at the end of each calendar month, if there has been an increase or reduction in the share capital or in the number of voting rights during that period (where applicable, for each class of shares, including on conversion of shares from one class to another).

Change in Capital

Share Capital Increase

According to the Articles of Association and applicable regulations, the EGMS has the power to decide to increase or reduce the share capital. The Company's share capital may be increased by: (i) the issue of new shares or by increasing the nominal value of existing shares in exchange for new contributions in cash and/or in kind; (ii) the incorporation of reserves (except for legal reserves), as well as of profits or share premiums; (iii) the set-off of certain, liquid and due and payable claims against the Company with shares in the Company.

The shares issued to increase the share capital shall be offered for subscription firstly to existing shareholders pro rata to the number of shares they hold. See also subsection "*Preference Rights*" above.

Pursuant to the applicable legislation in force at the date of the Prospectus, the EGMS may authorise the Board of Directors to increase the share capital up to a maximum limit decided by the meeting. This may not exceed half of the subscribed share capital existing at the time of authorisation. The validity period of this power granted by the EGMS is a maximum of 5 years.

The Board of Directors may be delegated by resolution of the EGMS, in addition to the power to decide on the share capital increase, also the power to suspend the preference right, subject to the quorum and majority conditions provided by law in connection with the exercise of the preference right.

Share Capital Reduction

In accordance with the Company's Articles of Association, the resolution to reduce the share capital is adopted by the EGMS. The share capital may be reduced only after the lapse of two months from the day on which the resolution of the extraordinary general meeting of shareholders meeting approving the reduction of the share capital has been published in the Official Gazette of Romania, Part IV.

Acquisition of Own Shares

The Company may acquire its own shares, either directly or through a person acting in its own name but on behalf of the Issuer, subject to the following conditions: (i) authorisation to acquire own Shares shall be granted by the EGMS, which shall determine the conditions of such acquisition, in particular the maximum number of Shares to be acquired, the duration for which the authorisation is granted and which may not exceed 18 months from the date of publication of the resolution in the Official Gazette of Romania, Part IV, and, in the case of an acquisition for a consideration, their minimum and maximum consideration; (ii) the nominal value of the own Shares acquired by the Company, including those already in its portfolio, may not exceed 10% of the subscribed share capital; (iii) the transaction may only concern fully paid Shares; and (iv) the payment of the Shares thus acquired shall be made only from the distributable profit or from the Company's available reserves, as recorded in the latest approved annual financial statements, with the exception of the legal reserves.

Corporate Bodies

General Meeting of Shareholders

The GMS of a joint stock company, such as the Company, can be ordinary or extraordinary. There is no difference between the two in terms of the convening formalities.

The OGMS (ordinary general meeting of shareholders) and EGMS (extraordinary general meeting of shareholders) differ in terms of quorum, voting majorities and powers. The EGMS is attributed higher decision-making powers (see below). Consequently, the law provides for higher quorum and voting majorities for the EGMS.

According to the Companies Law and the Articles of Association, the general meeting is convened at the initiative of the Board of Directors or at the request of shareholders representing, individually or jointly, at least 5% of the share capital, no later than 30 days after the date on which such a request is received. In this case, the general meeting shall be convened at the first or second calling within a maximum of 60 days from the date on which the request is received by the Company.

The Company shall, at least 30 days prior to the date of the general meeting of shareholders, make available to the shareholders the documents or information relating to the items on the agenda on its own website, including: (i) the annual financial statements; (ii) the annual report of the Board of Directors; (iii) the full report of the financial auditor; (iv) the remuneration report; (v) the proposal on the distribution of dividends.

Ordinary General Meeting of Shareholders

The OGMS must meet at least once a year, within four months of the end of the financial year.

According to the Articles of Association, in addition to discussing other items on the agenda, shareholders have the following duties:

(a) approve the annual financial statements and determine the distribution of net profit;

(b) elect and revoke the members of the Board of Directors;

(c) appoint and dismiss the financial auditor and determine the minimum duration of the financial audit contract;

(d) give its opinion on the management of the Board of Directors and approve the discharge of the members of the Board of Directors;

(e) establish the income and expense budget and, as applicable, the work schedule for the following financial year;

(f) resolve the pledging, renting or dismantling of one or more of the units (working points) of the Company; and

(g) decide with respect to any other matters established or left by law within its competence.

The minimum quorum for the first calling of the OGMS shall be shareholders representing at least one-fourth of the total number of voting rights. If the minimum quorum required is met at the first calling, resolutions on items included on the published agenda of the meeting may be duly adopted by a majority of the votes cast by the shareholders present or validly represented at the meeting.

If the quorum requirements are not met within 30 minutes of the time fixed for holding the meeting at the first calling or, if during the course of the meeting they cease to be met, the OGMS shall be held at a second calling on a day, at a time and at a place specified for that purpose in the calling notice. The OGMS convened on the second calling may decide on the matters included in the agenda made public at the first convened meeting, irrespective of the number of shareholders present, by a majority of the votes cast by the shareholders present or validly represented at the meeting. The Companies Law prohibits a company from establishing more demanding quorum or majority requirements for the second calling of an Ordinary General Meeting of Shareholders.

Extraordinary General Meeting of Shareholders

According to the Articles of Association, the EGMS may meet whenever it is necessary to adopt a resolution on:

(a) change of the Company's legal status;

(b) relocation of the Company's registered office;

(c) change the Company's main business object;

(d) increase or reduction of the Company's share capital or its replenishment by the issue of new shares;

(e) merger with other companies or demerger of the Company, including cross-border merger and demerger;

(f) cross-border business combination;

(g) early dissolution of the Company;

(h) conversion of shares from one class to another;

(i) conversion of bonds from one class into another or into shares;

(j) the issue of bonds; and

(k) any amendment to the Articles of Association or any other resolution for which the approval of the EGMS is required.

According to the Articles of Association of the Company, the exercise of the powers of the EGSM with regard to the relocation of the registered office of the Company, the establishment of working points and the change of the Company's business object, except for the main business object and field of activity, is delegated to the Board of Directors of the Company.

The minimum quorum for the first calling of the EGMS shall be the shareholders holding at least one-fourth of the Company's share capital. If the required minimum quorum is met at the first calling, resolutions on items included on the published agenda of the meeting may be duly adopted with the votes of shareholders representing the majority of the Company's share capital.

If the quorum requirements are not met within 30 minutes after the time fixed for holding the meeting at the first calling (or within such other period as the chairman of the meeting may deem appropriate) or if, during the course of the meeting, the quorum requirements cease to be met, the EGMS shall be held at a second calling on a day, at a time and at a place specified for that purpose in the calling notice. The EGMS convened on second calling may decide on the matters included in the agenda made public of the first convened meeting in the presence of shareholders representing one-fifth of the total number of voting rights, by a majority of the votes held by the shareholders present or validly represented at the meeting.

Notwithstanding the above provisions, the decision to change the Company's main business object, to reduce or increase the share capital, to change the legal status, to merge, demerge or dissolve the Company must be taken by a majority of at least 2/3 of the voting rights held by the Company's shareholders present, represented or voting by correspondence.

As regards the increase of the share capital by cash contribution, the lifting of the shareholders' preference right to subscribe for new shares must be decided at the EGMS attended by shareholders representing at least 85% of the subscribed share capital and with the vote of shareholders holding at least 3/4 of the voting rights. These quorum and majority requirements shall also apply to the exercise of preference rights in the event of an increase in share capital through the conversion of certain, liquid and due and payable debts.

An increase of the share capital by contributions in kind must be approved by the EGMS, attended by shareholders representing at least 85% of the subscribed share capital and with the vote of shareholders holding at least 3/4 of the voting rights. Contributions in kind may consist only of new and high-performance assets necessary for the realisation of the Company's business object.

The EGMS may decide to dissolve the Company by a majority of at least 2/3 of the voting rights held by the shareholders present or represented at the EGMS. If the EGMS has decided to dissolve the Company, this has the effect of opening the liquidation procedure. From the moment of dissolution, the members of the Board of Directors may no longer undertake new operations and will otherwise be individually and jointly and severally liable for any actions taken. The tax consequences of the demerger and liquidation will be determined in accordance with Romanian tax law and the law of the country where each investor is a tax resident.

Disclosure and Reporting Obligations

Following the Listing Date, the Company will also be required to fulfil certain transparency obligations in accordance with Law no. 24/2017 and FSA Regulation no. 5/2018. For example, according to Law no. 24/2017, if a shareholder acquires or disposes of shares of an issuer which are admitted to trading on a regulated market and to which voting rights are attached, the shareholder is bound to notify the issuer of the percentage of voting rights held as a result of the acquisition or disposal in question, where that percentage reaches, exceeds or falls below one of the thresholds of 5%, 10%, 15%, 20%, 25%, 33%, 50% and 75% of the total voting rights. That shareholder must notify the Company of the proportion of the voting rights held, promptly, but not later than 4 (four) trading days starting on the day on which that person (i) finds about the acquisition or disposal or of the possibility of exercising voting rights, or on which, having regard to the circumstances, should have found about it, regardless of the date on which the acquisition, disposal or possibility of exercising voting rights takes effect or (ii) is informed with respect to an event that changes the breakdown of voting rights. The aforementioned notification shall be sent concomitantly to the FSA. Within 3 business days of receipt of the notification, the issuer shall publish in full the information contained in the notification.

Also, according to Law no. 24/2017, the Company must publish its audited annual accounts within four months after the end of each financial year, its half-yearly figures within three months after the end of the first six months of each financial year and its quarterly reports for the first and third quarter within 60 days from the end of the reporting period.

Moreover, the Company is required to inform the public, among others, about the following aspects:

(a) convening of the general meeting of shareholders;

(b) the resolutions of the shareholders' meetings;

(c) changes in the Company’s management;

(d) replacement of the Company's auditor and causes for this change;

(e) change of control, including indirect change of control;

(f) entering into, termination or decrease of contractual arrangements which have generated at least 10% of the Company's income during the previous financial year;

(g) litigation proceedings involving the company;

(h) material acquisitions or disposal of assets (the acquisition or disposal is deemed material if the assets represent at least 10% of the total asset value of the company, either before or after the transaction); and

(i) new products or services launched by the company or a new development process, which affects the Company's resources.

Obligation to Launch a Mandatory Takeover Bid and Squeeze Out Procedures

Mandatory Takeover Bid

In accordance with Law no. 24/2017, if a person, as a result of acquisition by himself/herself/it or by persons acting in concert with him/her/it, holds securities of an issuer which, added to any existing holdings of securities by him/her or holdings of securities by persons acting in concert with him/her/it, directly or indirectly give him/her/it more than 33% of the voting rights in such issuer, such a person is under an obligation to launch a takeover bid to all holders of securities (the "**Mandatory Takeover Bid**"). Such a Mandatory Takeover Bid must have as its objective the

acquisition of all the holdings of the respective security holders at a fair price and must be made as soon as possible, but no later than two months after the 33% holding has been reached.

The initiation of a Mandatory Takeover Bid is also not mandatory if the holding of more than 33% of the voting rights in the issuer was acquired as a result of an exempt transaction. "Exempt transaction" means that the holding has been acquired: a) in the course of privatisation; b) by the acquisition of shares from the Ministry of Public Finance or other legally authorised entities in the course of the procedure for the enforcement of budgetary claims; c) as a result of transfers of shares between the parent company and its subsidiaries or between subsidiaries of the same parent company; or d) as a result of a voluntary takeover bid addressed to all holders of the securities in question and covering all their holdings.

Pending the completion of the Mandatory Takeover Bid, the voting rights attached to securities exceeding the threshold of 33% of the voting rights of the issuer shall be suspended and the shareholder and persons acting in concert with that shareholder may not acquire, by other transactions, shares in the same issuer.

If a person unintentionally (as described below) holds more than 33% of the voting rights of the issuer, that person may, within 3 months from the date of acquiring this shareholding position, either launch a public offer in accordance with the above provisions or dispose of a number of shares corresponding to the loss of the unintentionally acquired position. The acquisition of a position representing more than 33% of the issuer's voting rights shall be considered as unintentional if it has resulted from: a) a reduction of the capital by the company repurchasing its own shares and their subsequent cancellation; b) exceeding the threshold as a result of the exercise of the preference right, subscription or conversion of the rights initially allotted and the conversion of the preference shares into ordinary shares; or c) merger/division or succession.

Squeeze Out and Sell Out

According to Law no. 24/2017, a shareholder who has made a public offer addressed to all shareholders and for all their holdings is entitled to require shareholders who did not accept the offer to sell those shares thereto at a fair price, if such shareholder: (a) holds shares representing at least 95% of the total number of shares in the share capital carrying voting rights and at least 95% of the voting rights actually exercisable; (b) has acquired, in the public offer addressed to all shareholders and for all their holdings, shares representing at least 90% of the total number of shares in the share capital carrying voting rights and at least 90% of the voting rights targeted in the offer.

This right may be exercised within 3 months of the closing date of the public offer. If a shareholder who conducted a public offer may exercise the squeeze out right, then any minority shareholder has the right to require that shareholder to purchase its shares at a fair price calculated in accordance with the law.

Where a shareholder who conducted a public offer addressed to all shareholders may exercise the squeeze out right, any minority shareholder shall have the right to require that shareholder to buy his shares at a fair price calculated in accordance with the law.

There have been no takeover bids by third parties for all or part of the share capital of the Company since the date of its incorporation.

Depositary Receipts

Depositary receipts may be issued for a number of underlying shares not exceeding 1/3 of the total number of shares issued by the issuing company. Where the issuance of depository receipts follows a public offer, the issuance of depository receipts may be made in respect of a number of underlying shares representing not more than 1/10 of the number of shares being offered, but not more than 1/3 of the total number of shares issued by the issuing company. In the case of an initial public offer, the 1/3 threshold shall be calculated taking into account the share capital resulting from the increase.

According to the FSA Regulation no. 4/2013, as further amended, after the completion of the public offer referred to above, it is not allowed to issue depositary receipts through share conversion for 12 months.

Agreements for Co-Option of Employees into the Company's Share Capital

At the date of this Prospectus, there is no agreement to co-opt employees into the share capital of the Company.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

RELATED PARTY TRANSACTIONS

The following is a summary of related party transactions as defined in IAS 24 "Related Party Disclosures". For more information on the related parties referred to in this section and the material transactions with such related parties, see sections "Business", "Discussion and Analysis of Financial Condition and Results of Operations", as well as Note 28 to the Audited Consolidated Financial Statements and Note 18 to the Condensed Interim Financial Statements.

General

For the purpose of the Group's Audited Consolidated Financial Statements and the Company's Condensed Interim Financial Statements, the parties are deemed to be related parties in accordance with the requirements of IAS 24 "**Related Party Disclosures**" set out in International Financial Reporting Standards (the "**IFRS**") in accordance with Regulation (EC) No. 1606/2002 of the European Parliament and of the Council, which defines a related party as a person or entity that is related to the entity that is preparing its financial statements (the "**reporting entity**"). A person or entity is affiliated to the reporting entity as follows:

- in the case of individuals, a person or an immediate family member of the person is considered to be affiliated to the reporting entity if that person (i) has control or joint control of the reporting entity, (ii) has significant influence over the reporting entity, or (iii) is part of the key management personnel of the reporting entity or of the management of a parent company of the reporting entity;

- in the case of legal entities, an entity is considered a reporting affiliate if any of the following conditions are met: (i) the entity and the reporting entity are part of the same group (which means that each parent company, subsidiary or member-subsidiary is affiliated with the other entities), (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is also a member) (iii) both entities are joint ventures of the same third party, (iv) one entity is a joint venture of a third party and the other entity is an associate of the third party, (v) the entity is a post-employment benefit plan for the benefit of employees of the reporting entity or of an entity related to the reporting entity; if the reporting entity itself is such a plan, the employers that fund the plan are also affiliated with the reporting entity, (iv) the entity is controlled or jointly controlled by an individual affiliated as described above, (vii) a person that has control or joint control of the reporting entity has significant influence over the entity or is part of the key management personnel of the entity (or of the management of a parent company of the entity), (viii) the entity or any member of a group of which it is a member provides to the reporting entity or the parent company of the reporting entity services related to key management personnel of that entity.

During the period 2022-2024 and the year 2025 up to the date of the Prospectus, the Company has entered transactions with the following main related parties:

Related Party	Nature of Relationship	Jurisdiction of establishment	Nature of Transactions
Eco-Ferm S.R.L.	Related party under joint control of Rangeglow Limited	Romania	Purchase of dairy products; Provision of logistic and distribution services; Sales of products; Loans granted
Sensconstruct S.R.L.	Related party under joint control of Rangeglow Limited	Romania	Purchase of construction and repair/maintenance services; Sales of products; Renting of premises; Loans granted
Domeniul Casa Timiș House S.R.L.	Other related parties	Romania	Purchase of accommodation / tourism services; Sales of products
Timpul Armoniei S.R.L.	Related party under joint control of Rangeglow Limited	Romania	Rental of office and shop space; Re-invoicing of expenses; Loans granted
Eco-Ferm Invest S.R.L.	Related party under joint control of Rangeglow Limited	Romania	Purchase of dairy products and beef carcasses (in 2023 and

			2022); Renting of premises; Loans granted
Ecomineral Resources S.R.L.	Other related parties	Romania	Loans granted
Radu Timiș	Shareholder individual	-	Loan contract fully repaid in 2025
Rangeglow Limited	Parent Company / Borrower	Cyprus	Assignment of loans with related parties controlled by the same Parent Company

The total amount of transactions that were entered into with related parties for the financial years 2024, 2023 and 2022 is RON 108,035,072 acquisitions of assets, services and non-current assets and RON 17,616,339 disposals of products, services and non-current assets, while for the six months ended 30 June 2025 was RON 5,367,876 acquisitions of assets, services and non-current assets and RON 7,380,268 disposals of products, services and non-current assets.

Intra-group debt contracts

Novation and Loan Agreement

The Company as lender and Eco Ferm Invest S.R.L. as borrower entered into a novation and loan agreement on 31 December 2024, in connection with the share transfer agreement of 17 September 2024, whereby the Company transferred to Eco Ferm Invest S.R.L. all the shares held in the share capital of Eco-Ferm S.R.L..

Following the conclusion of the novation and loan agreement, Eco Ferm Invest S.R.L.'s obligation to pay the price of the shares in the amount of RON 170,672,630 to the Company was extinguished, the contractual relationship being transformed into a loan of EUR 34,312,264 (the EUR equivalent of the value of the price of shares) owed by Eco Ferm Invest S.R.L. to the Company.

According to the novation and loan agreement, the loan bears interest at a rate equal to 3M EURIBOR plus 1.6% per annum, maturing on 31 December 2029.

Intra-group loans granted by the Company

The Company granted the following loans to other related parties: (i) under a loan agreement dated 1 April 2016, the amount of RON 7,893,000 to Sensconstruct Concept S.R.L., (ii) under a loan agreement dated 2 October 2023, the amount of RON 62,540,208 to Eco-Ferm S.R.L., (iii) under a loan agreement dated 31 December 2024, the amount of EUR 34,312,264 to Eco Ferm Invest S.R.L. (described above in sub-section "*Novation and Loan Agreement*") and (iv) under a loan agreement dated 23 June 2008, the amount of RON 14,198,294 to Timpul Armoniei S.R.L. All amounts in this paragraph are existing balances as of 31 May 2025, and do not include accrued interest.

In the context of the reorganisation and consolidation of intra-group debt, on 31 May 2025, the aforementioned loans were transferred by the related parties, on the basis of assignment agreements to the Selling Shareholder, so that, as of that date, the parties to the respective loan agreements became the Company, as lender, and the Selling Shareholder, as borrower. At the same time, based on the assignment agreements, the currency of the loans was also changed, such that, as of 31 May 2025, the amounts owed by the Selling Shareholder to the Company are as follows: (i) under the loan agreement dated 1 April 2016 originally concluded with Senscontruct Concept S.R.L., the amount of EUR 1,558,680, (ii) under the loan agreement dated 2 October 2023, originally concluded with Eco-Ferm S.R.L., the amount of EUR 12,350,206, (iii) under the loan agreement dated 31 December 2024, originally concluded with Eco-Ferm Invest S.R.L., the amount of EUR 34,312,264 and (iv) under the loan agreement dated 23 June 2008, originally concluded with Timpul Armoniei S.R.L., the amount of EUR 2,803,826. All amounts mentioned in this paragraph are existing balances and do not include accrued interest. Accrued interest until 31 May 2025, related to these loan agreements has also been transferred to the Selling Shareholder.

At the same time, the Company granted a loan to Eco-Ferm S.R.L. on 2 June 2025, in the amount of up to RON 30,000,000. As of 30 June 2025, the amounts drawn down from this loan amounted to RON 17,945,402, amount which was transferred to the Selling Shareholder on the basis of an assignment agreement.

All loans made to related parties after 30 June 2025 and through the date of this Prospectus will also be transferred to the Selling Shareholder, together with accrued interest.

Escrow Account Agreement

The Selling Shareholder will use part of the proceeds of the Offering to repay to the Company the loans described above, except for the loan granted to Ecomineral Resources S.R.L., as detailed in the section "*Reasons for the Offering and Use of Proceeds*". In this respect, the Selling Shareholder and the Company agreed to enter into an escrow account agreement with Banca Comercială Română S.A. as escrow agent (the "**Escrow Agreement**"), to open an escrow account and to empower the escrow agent to operate such escrow account for the purpose of repayment by the Selling Shareholder of the loan and related interest to the Company.

Pursuant to the Escrow Agreement, the proceeds obtained by the Selling Shareholder under the Offering will be transferred to the escrow account and the funds will be released to the Company no later than two business days from the date of funding of the escrow account.

Loans Granted to Other Related Parties

At 31 December 2023, the Company granted a loan to Ecomineral Resources S.R.L., an affiliated entity, in the amount of RON 18,590,000, which was supplemented throughout 2024 with the net amount of RON 3,115,100 (representing granted loans of RON 8,405,100 and repayments of loans of RON 5,290,000). On 30 June 2025, the total amount of the receivable, including related interest, was RON 22,799,188. By the date of this Prospectus, Ecomineral Resources S.R.L. has partially repaid the amount borrowed. For the remaining balance, amounting to RON 19,599,802 at the date of this Prospectus, there is a contractual commitment between the parties to repay in full by 31 October 2025. In the event that the repayment is not realised by the agreed deadline, the Company will take over, on account of the receivable, the assets and the brands of SALSI S.R.L., a subsidiary of Ecomineral Resources S.R.L. This takeover is considered a strategic measure, given the historical value and market positioning of the SALSI brand, particularly in the dry-cured cold cuts segment. For further information on SALSI S.R.L.'s assets and brands, please refer to the section "*Business - Potential M&A and other acquisitions - Acquisition of SALSI S.R.L.'s assets and brands*" of this Prospectus.

MATERIAL CONTRACTS

The following selected contracts have been entered into by the Company and are or may be material or contain provisions under which the Company has an obligation or entitlement which is or may be material to the Company as of the date of this Prospectus. The following selected contracts are not intended to represent all of the material contracts of the Company.

Loan Contracts

Credit Facilities concluded with UniCredit Bank S.A.

The Company has entered into the following credit facilities with UniCredit Bank S.A.:

- a credit facility under no. GRIM/151798/CSC dated 20 December 2022, as amended, for a maximum amount of EUR 26,500,000 (the "**UniCredit Credit Facility 1**"). The UniCredit Credit Facility 1 provides for two credit lines, with final maturity dates at 3 June 2032 for the first credit line for a maximum amount of EUR 16,500,000 and 19 March 2026 for the second credit line for a maximum amount of EUR 10,000,000;

- a credit facility under no. GRIM/145791/CSC dated 20 December 2022, as amended, for a maximum amount of EUR 4,900,000 (the "**UniCredit Credit Facility 2**"). The UniCredit Credit Facility 2 provides for a final maturity date at 19 March 2026;

- a credit facility under no. GRIM/65894/CSC dated 5 May 2023, as amended, for a maximum amount of EUR 900,000 (the "**UniCredit Credit Facility 3**"). The final maturity date is 5 August 2028;

- a credit facility under no. GRIM/15869/CSC dated 28 March 2025, as amended, for a maximum amount of EUR 5,000,000 (the "**UniCredit Credit Facility 4**"). The UniCredit Credit Facility 4 provides for a final maturity date at 28 March 2031;

- an investment loan under no. GRIM/151857/CSC dated 20 December 2022, as amended, for a maximum amount of EUR 7,000,000 (the "**UniCredit Credit Facility 5**" and, together with the UniCredit Credit Facility 1, the UniCredit Credit Facility 2, the UniCredit Credit Facility 3 and the UniCredit Credit Facility 4, collectively referred to as the "**UniCredit Credit Facilities**"). The final maturity date is 21 December 2026.

UniCredit Credit Facilities are secured by a collateral package comprising immovable and movable mortgages (including mortgages on equipment, receivables, bank accounts).

The UniCredit Credit Facilities contain a wide range of covenants and restrictions (subject to certain exceptions and exclusions), including, among others, limitations on incurring additional financial indebtedness, restrictions on the ability to grant real or personal guarantees or to dispose of assets, restrictions on entering into a merger or division in relation to the borrower, restrictions on changes of control, restrictions on allowing (subject to certain exclusions) direct or indirect changes in the shareholding structure. The finance documents also contain, *inter alia*, an obligation to comply with certain covenants relating to certain financial indicators and several events of default.

Credit Facilities concluded with Banca Comercială Intesa Sanpaolo România S.A.

The Company has entered into the following credit facilities with Banca Comercială Intesa Sanpaolo România S.A.:

- a credit facility under no. 4605PJ dated 20 December 2022, as amended, for a maximum amount of EUR 5,200,000 (the "**Intesa Credit Facility 1**"). The Intesa Credit Facility 1 provides for a final maturity date at 17 December 2025;

- a credit facility under no. 4607PJ dated 20 December 2022, as amended, for a maximum amount of EUR 5,000,000 (the "**Intesa Credit Facility 2**"). The final maturity date is 18 December 2026;

- a credit facility under no. 5308PJ dated 25 April 2024, as amended, for a maximum amount of EUR 2,500,000 (the "**Intesa Credit Facility 3**" and together with the Intesa Credit Facility 1 and the Intesa Credit

Facility 2 collectively referred to as the "**Intesa Credit Facilities**"). The Intesa Credit Facility 3 provides for a final maturity date at 20 April 2026.

Intesa Credit Facilities are secured by a collateral package comprising immovable and movable mortgages (including mortgages on equipment, receivables, bank accounts, raw materials, inventory, etc.).

The Intesa Credit Facilities contain a wide range of covenants and restrictions (subject to certain exceptions and exclusions), including, among others, limitations on incurring additional financial indebtedness, restrictions on the ability to grant real or personal guarantees or to dispose of assets, restrictions on initiating a merger or division in relation to the borrower, restrictions on changes of control, restrictions on allowing (subject to certain exclusions) direct or indirect changes in the shareholding structure. The finance documents also contain, among others, an obligation to comply with certain covenants relating to certain financial indicators and several events of default.

Credit Facilities concluded with Banca Comercială Română S.A.

The Company has entered into the following credit facilities with Banca Comercială Română S.A.:

- a credit facility under no. 20221212059 dated 20 December 2022, as amended, for a maximum amount of EUR 36,700,000 with a final maturity date at 23 December 2026. The agreement also provides for an additional working capital facility, granted in November 2024, for a maximum amount of RON 30,000,000, with a final maturity date at 14 November 2026 (the "**BCR Credit Facility 1**");

- a credit facility under no. 20220706043 dated 8 August 2022, as amended, for a maximum amount of EUR 2,615,000 (the "**BCR Credit Facility 2**" and together with the BCR Credit Facility 1, collectively referred to as the "**BCR Credit Facilities**"). The final maturity date is 8 February 2026.

BCR Credit Facilities are secured by a collateral package comprising immovable and movable mortgages (including mortgages on equipment, receivables, bank accounts, raw materials, inventory, etc.).

The BCR Credit Facilities contain a wide range of covenants and restrictions (subject to certain exceptions and exclusions), including, among others, limitations on incurrence of additional financial indebtedness, restrictions on the ability to grant real or personal guarantees or to dispose of assets, restrictions on the initiation of a merger or spin-off in relation to the borrower, restrictions on change of control, restrictions on the distribution of dividends, restrictions on the permitting (subject to certain exclusions) of direct or indirect changes in the shareholding structure. The finance documents also include, among others, the obligation to meet certain covenants relating to certain financial indicators and several events of default.

Also, in order to finance its own contribution to the development of the Investalim project, the Company entered into credit facility no. 20250227014 dated 26 March 2025 with Banca Comercială Română S.A., for a maximum amount of EUR 52,870,215 (the "**BCR Investalim Credit Facility Agreement**"). The BCR Investalim Credit Facility Agreement provides for a final maturity date at 26 September 2034. The loan was granted to finance certain costs related to the development of the Investalim project. The BCR Investalim Credit Facility Agreement has been secured by a collateral package comprising immovable and movable mortgages (including mortgages on equipment, receivables, bank accounts, raw materials, inventory, etc.). The loan contains a number of restrictions and covenants (subject to certain exceptions and exclusions), including, among others, limitations on incurring additional financial indebtedness, restrictions on the ability to grant real or personal guarantees or to dispose of assets, restrictions on entering into a merger or division in connection with the borrower, restrictions on change of control, restrictions on the distribution of dividends, restrictions on allowing (subject to certain exclusions) direct or indirect changes in the ownership structure. The finance documents also contain, among others, an obligation to meet certain covenants relating to certain financial indicators and several events of default.

Investalim Financing Agreement

On 3 October 2024, the Company entered into with the Ministry of Agriculture and Rural Development – the Agency for Financing Rural Investments the financing agreement no. 4561 in order to grant state aid in the amount of RON 227 million for the development of the project "Increase in the production capacity of Cris-Tim's meat processing plant in Filipeștii de Pădure" (the "**Investalim Agreement**").

The Investalim Agreement contains a wide range of commitments and restrictions (subject to certain exceptions and exclusions), including, among others, commitments regarding the realisation of the investments within a certain

timeframe and their maintenance for a certain period, maintenance of the fulfilment of the conditions of the state aid scheme, withdrawal/recovery of the state aid in case of impossibility to fulfil the investment and other events of default by the Company.

IFI Agreement

On or around the date of this Prospectus, the Company and an international financial institution (the "**IFI**") have entered into an agreement (the "**IFI Agreement**") pursuant to which the Company has undertaken to comply with certain environmental, social compliance and corporate governance policies and requirements of the IFI, should the IFI elect to subscribe for Offer Shares in the Offering. Notwithstanding the fact that the Company and the IFI have entered into the IFI Agreement, the IFI has no obligation to purchase any of the Offer Shares in the Offering, and the Company has no obligation to complete the Offering. The IFI does not bear any liability towards other potential investors' investment decisions. Potential investors should not place any reliance on the IFI's potential investment when making their investment decisions.

TAXATION

The following summary of certain Romanian tax consequences of ownership or disposal of the Shares is based upon laws, regulations, decrees, rulings, administrative practice and judicial decisions in effect at the date of this Prospectus. Legislative, judicial or administrative changes or interpretations may, however, be forthcoming that could alter or modify the statements and conclusions set forth herein. Any such changes or interpretations may be retroactive and could affect the tax consequences to holders of the Shares. This summary does not purport to be a legal opinion or to address all tax aspects that may be relevant to a holder of Shares. Each prospective investor is urged to consult its own tax adviser as to the particular tax consequences to such holder of the ownership and disposition of the Shares, including the applicability and effect of any other tax laws or tax treaties, and of pending or proposed changes in applicable tax laws as of the date of this Prospectus, and of any actual changes in applicable tax laws after such date. The tax legislation of the investor's state and of the Company's country of incorporation may have an impact on the income received from the Offer Shares.

Tax Considerations Applicable in Romania

Taxation of Dividends

Dividends Distributed to Romanian Legal Entities

According to the provisions of the Tax Code (Law no. 227/2015 on the Tax Code), dividends received by Romanian legal entities from other Romanian legal entities are not taxable for the calculation of corporate income tax (however, such dividends may be subject to withholding tax by the payer, as detailed below).

However, dividends paid by Romanian legal entities to other Romanian legal entities are subject to a dividend withholding tax of 10% (the applicable rate as of 1 January 2026 being 16%). The 10% rate (i.e. 16% as of 1 January 2026) also applies to dividends distributed/paid to Romanian pension funds/contributory pension funds.

Dividend income paid by a Romanian foreign legal entity to other Romanian legal entity is exempt from the payment of the withholding tax if the following conditions are cumulatively met:

- the Romanian legal entity making the distribution pays corporate income tax or a similar tax;
- the recipient of the dividend income holds at least 10% of the issuer's equity securities for an uninterrupted period of 1 year, ending at the time the dividend is paid. The recipient of the dividend income also pays corporate income tax or a similar tax.

The above-mentioned provisions apply only to taxpayers who are subject to corporate income tax.

Dividend tax is declared and paid to the state budget by the entity distributing the dividends by the 25th day of the month following the month when the dividends were paid. If dividends have been distributed but not paid by the end of the year in which the distribution was approved, the dividend tax must be paid by 25 January of the following year in which the dividend distribution was approved.

In the case of Romanian investors who are payers of the microenterprise income tax, the dividend income obtained from a Romanian legal entity is non-taxable (excluded from the taxable base for the calculation of the microenterprise income tax).

Dividends Distributed to Foreign Legal Entities

Dividends paid by a Romanian legal entity to a foreign legal entity is subject to a withholding tax of 10% (the rate applicable as of 1 January 2026 being 16%) in Romania applicable to the gross amounts paid.

The standard rate of 10% (i.e. 16% as of 1 January 2026) withholding tax on dividends in Romania may be reduced as follows:

a) Application of a more favourable dividend tax rate provided for in a double taxation treaty (the "**DTT**").

   If the DTT concluded between Romania and the country of residence for tax purposes of the recipient of the dividends provides for a more favourable tax rate in respect of dividend distributions, such a rate may

be applied. In order for the rate provided for in the DTT to be applicable, the recipient of the dividend must provide a certificate of tax residence valid at the time of the dividend payment.

If the tax residence certificate is not available at the time of payment, the standard tax rate of 10% applies. If the tax residence certificate is obtained within the limitation period (5 years), a refund of the dividend tax initially withheld may be made.

b) Dividends paid to an entity residing in an EU Member State are exempt from dividend tax as long as:

- the Romanian legal entity making the dividend distribution pays corporate income tax or a similar tax.
- the recipient of the dividend income is tax resident in another EU Member State and owns at least 10% of the share capital of the issuer, for an uninterrupted period of 1 year, ending at the time the dividend income is recognised. In addition, the recipient of the dividend income must be in the legal form stipulated by the Tax Code (in Art. 43) and pay corporate income tax or a similar tax.

  In order to apply these provisions, the entity making the dividend payment must receive a valid tax residence certificate and an affidavit attesting that the above-mentioned conditions are met.

Dividend tax is declared and paid to the state budget by the entity making the dividend distribution no later than the 25th day of the month following the month in which the dividend was paid. If dividends have been distributed but not paid by the end of the year in which the distribution was approved, the dividend tax must be paid by 25 January of the following year in which the dividend distribution was approved.

Individuals

Dividends paid by Romanian legal entities to individuals (either Romanian tax residents or non-residents) are subject to a 10% withholding tax (the rate applicable as of 1 January 2026 being 16. The dividend tax is declared and paid to the state budget by the entity distributing the dividends no later than the 25th of the month following the month in which the dividends were paid. If dividends have been distributed but not paid by the end of the year in which the distribution was approved, the dividend tax shall be paid by 25 January of the following year in which the dividend distribution was approved.

If the dividends are paid to non-resident individuals, the tax rate of 10% (the rate applicable as of 1 January 2026 being 16%) may be reduced in accordance with the applicable DTT.

In addition, individuals who are deemed Romanian contributors, with respect to social contributions, may be, under certain circumstances, obliged to pay a 10% social health fund contribution (hereinafter referred to as "**HFC**"). starting January 2018, HFC is due irrespective if the individual obtaining the dividend income also earns salary income or other types of income on which HFC is due and paid.

As of January 2023, the 10% HFC is due if the individual earns from one or more sources of income (such as: income from independent professional activities, rental income, investment income, income from other sources etc.) annual income at least equal with 6 national gross minimum salaries. For 2025, the value of this salary is RON 4,050. Thus, as of January 2025, the HFC is calculated on the basis of the following thresholds:

a) in case the income earned is between 6 and 12 gross minimum salaries, the basis for calculating HFC is 6 gross minimum salaries;

b) in case the income earned is between 12 and 24 gross minimum salaries, the basis for calculating HFC is 12 gross minimum salaries;

c) in case the income earned exceeds the amount of 24 gross minimum salaries, the basis for calculating HFC will be 24 gross minimum salaries.

If the dividend income, individually or cumulated with other non-salary income obtained by the individual, exceeds the value of 6 national gross minimum salaries, HFC will be due on the basis of the above thresholds. If the dividend

income (individually or cumulated with other non-salary income) is below this threshold, the individual will not owe HFC on the dividends received.

The HFC is due by the individual payer through filing a Sole tax return and it is the individuals' obligation to file the return and pay the related HFC due by the 25th of May of the current year, for the previous year.

Taxation of Capital Gains

Romanian Legal Entities

Capital gains from the sale of shares are not subject to separate taxation and are included in the tax base determined for the calculation of corporate income tax at the standard tax rate of 16%. Any resulting taxable profits may be offset against existing tax losses (realised, up to and including 70%, in the last 5 consecutive years) before the final corporate income tax is determined.

According to the Romanian tax legislation, revenues from the disposal of shares held in another Romanian entity are non-taxable for corporate income tax purposes if the seller holds at least 10% of the share capital in the company shoes share are transferred, for an uninterrupted period of at least one year ("minimum holding conditions"), ending at the moment of disposal.

The provisions mentioned above only apply to taxpayers subject to corporate income tax.

If the Romanian legal entity applies the microenterprise income tax regime, only the income from the sale of the shares will be included in the taxable base (representing the gross income, without deducting the acquisition, transfer, other costs) to which the tax rates for the income of microenterprises of 1% or 3% are applied, as the case may be.

Foreign Legal Entities

Foreign legal entities deriving capital gains from the sale of shares held in a Romanian legal entity are subject to a 16% capital gain tax .

Such gain may be exempt from taxation in Romania as long as the provisions of the DTT concluded between Romania and the country of residence of the recipient of capital gains apply. Also, in case the taxing rights are allocated to Romania, if the foreign legal entity holds more than 10% of the share capital of the Romanian legal entity for an uninterrupted period of at least one year ("minimum holding conditions"), ending at the time of disposal, the capital gains from the sale of the shares are not subject to corporate income tax.

Foreign legal entities deriving capital gains from the sale of shares held in a Romanian company must register for tax purposes with the Romanian tax authorities (in accordance with Article 82 of Law no. 207/2015 on the Tax Procedure Code). The registration obligation exists even if these capital gains obtained are tax exempt. The registration can be carried out either directly or through a tax representative in Romania, within a maximum of 30 days after the capital gains are realised.

Individuals

As a rule, according to the DTT, capital gains are taxable only in the contracting state where the individual who disposes of the shares is tax resident.

Capital gains/ losses derived from the sale of shares by an individual are subject to a 10% income tax rate.

In line with the Tax Code's provisions, the annual net loss from transfer of shares, is recovered up to 70% from the annual net gains obtained in the following 5 consecutive financial years. In addition, the annual net losses derived from abroad are carried forward and offset with the income of the same nature and source, earned from abroad, for each country, up to 70% in the following 5 consecutive fiscal years. The taxable moment would arise after the sale of shares which might generate capital gains, and the individual must report the gain via an annual (*Sole tax return*) and pay the related capital gains tax, by the 25th of May of the year following the one during which the gain was earned. The capital gain is determined as the difference between the sale price and the fiscal value of the shares, including the costs related to the transaction. For income tax purposes, the fiscal value represents the acquisition value of the shares.

Starting 1 January 2023, income in the form of capital gains from the transfer of securities and from operations with derivative financial instruments, defined according to the specific provisions of the Tax Code, made through Romanian tax resident intermediaries or non-residents with permanent establishments in Romania acting as intermediaries are subject to withholding tax. The income tax rate for transfer of securities and operations with derivative financial instruments made through intermediaries (Romanian tax residents or non-residents with a permanent establishment in Romania acting as intermediary) is:

(i) 1% on the capital gains from each transfer of securities acquired and disposed of in a period of more than 365 days, inclusively, after the acquisition date; or

(ii) b) 3% on the capital gains from each transfer of securities acquired and disposed of in a period of less than 365 days after the acquisition date.

The capital gain tax is declared and paid to the state budget by the intermediary no later than the 25th of the following month.

Losses incurred from the transfer of securities and operations with derivative financial instruments carried out through these intermediaries shall not be carried forward and shall not be offset. They represent definitive losses of the taxpayer. In addition, individuals who are deemed to be contributors with respect to the social contributions, may be liable to pay 10% health fund contribution (the "**HFC**"). The HFC is due irrespective if the individual obtaining the capital gain also earns salary income or other types of income on which HFC is due and paid. The HFC is due if the individual earns from one or more sources of income (such as: income from independent professional activities, rental income, investment income, income from other sources etc.) annual income at least equal with 6 national gross minimum salaries. For 2023, the value of this salary is RON 4,050. Thus, as of January 2023, the HFC is calculated on the basis of the following thresholds:

a) in case the income earned is between 6 and 12 gross minimum salaries, the basis for calculating HFC is 6 gross minimum salaries;

b) in case the income earned is between 12 and 24 gross minimum salaries, the basis for calculating HFC is 12 gross minimum salaries;

c) in case the income earned exceeds the amount of 24 gross minimum salaries, the basis for calculating HFC will be 24 gross minimum salaries.

If the capital gains, individually or cumulated with other non-salary income obtained by the individual, exceeds the value of 6 national gross minimum salaries, HFC will be due on the basis of the above thresholds. If the capital gains (individually or cumulated with other non-salary income) is below this threshold, the individual will not owe HFC.

The HFC is due by the individual payer through filing a Sole tax return and the individual has the obligation to pay the related HFC by the 25th of May of the current year, for the previous year.

THE INFORMATION ABOVE IS A GENERAL SUMMARY AND DOES NOT COVER ALL TAX ISSUES THAT MAY BE RELEVANT TO A PARTICULAR INVESTOR. EACH POTENTIAL INVESTOR IS ADVISED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE INDIVIDUAL TAX CONSEQUENCES OF INVESTING IN SHARES IN LIGHT OF THE SPECIFIC CIRCUMSTANCES OF THAT POTENTIAL INVESTOR.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

SUBSCRIPTION AND SALE

General Information about the Offering

The Offering relates to up to 27,066,667 Offer Shares, of which (i) up to 6,200,000 New Shares, representing 22.9065% of the Offer Shares, will be offered for subscription by the Company, respectively (ii) up to 20,866,667 Existing Shares, representing 77.0935% of the Offer Shares and 27.8222% of the total number of Shares issued by the Company as at the date of this Prospectus, will be offered for sale by the Selling Shareholder.

In order to enable the Stabilisation Manager to cover short positions resulting from over-allotments and/or sales of Offer Shares undertaken by it during the stabilisation period, the Selling Shareholder will offer the Stabilisation Manager the option to find buyers for up to 1,353,333 Over-Allotment Shares, representing 1.8044% of the total number of Shares issued by the Company as of the date of this Prospectus.

The Offering will be split into two tranches: the Retail Tranche and the Institutional Tranche (as defined in "*Offering Tranches*" below).

The Offer Shares will be offered at the Offer Price Range and the Offer Shares allocated in the Offering will be sold at the Final Offer Price or at the Discounted Final Offer Price, as applicable (see "*Final Offer **Price** – Offer Price Range" below*).

The Selling Shareholder, the Company and the Mandated Co-Arrangers will enter into on or about the date of this Prospectus a placement agreement in connection with the sale and offer of the Offer Shares (the "**Placement Agreement**"). The successful closing of the Offering will be conditional upon, among others, (i) the determination of the Final Offer Price and the decision of each of the Company, the Selling Shareholder and the Mandated Co-Arrangers to complete the Offering and (ii) the fulfilment of the conditions in the Placement Agreement, including (*inter alia*) the execution by the Selling Shareholder, the Company and the Mandated Co-Arrangers of the Pricing Agreement (as defined in the "*The Placement Agreement*" below) and the effectiveness of the Placement Agreement. In the event that any of the conditions set forth in (i) and (ii) above are not fulfilled, the Offering will not be deemed successfully closed and, accordingly, the Company and the Selling Shareholder will reject all subscriptions. If the Offer is successfully closed, priority will be given to the allocation of the Offer Shares sold by the Selling Shareholder, up to the amount corresponding to the repayment of loans granted by the Company to the Selling Shareholder, in the amount of EUR 57,341,601, equivalent to RON 290,848,070 (including interest) accrued until August 31, 2025 (plus any additional amounts resulting from new loans, new drawdowns under existing arrangements, as well as interest accruals until the date of the Prospectus, up to the EUR equivalent of RON 306,000,000). Further details of the Placement Agreement are set out in the section, "*The Placement Agreement* " below.

The allocation of the Offer Shares and the pro rata allocation factor (in relation to the Retail Tranche), the Final Offer Price, the Discounted Final Offer Price and the final number of Offer Shares allocated will be made public on the Business Day following the last day of the Offer Period, which is expected to be on 30.10.2025 (the "**Allocation Date**") (see the sections "*Offer Price*" and "*Allocation of Offer Shares*" below).

The transaction related to the allocated Offer Shares is expected to take place on the next Business Day following the Allocation Date, namely on or around 31.10.2025 (the "**Transaction Date**") and the settlement through the Central Depository S.A.'s system will occur within 2 (two) Business Days from the Transaction Date (see "*Settlement*" below).

Trading of the Shares on the Bucharest Stock Exchange is expected to commence on or around 26.11.2025.

The timetable mentioned above may be subject to change subject to the FSA approval of such amendments. Certain events provided herein are beyond the control of the Company, the Selling Shareholder and/or the Mandated Co-Arrangers.

Offer Period

Subscriptions may be made from 17.10.2025 up to and including 29.10.2025 (the "**Offer Period**"). The Selling Shareholder and the Company, with the consent of the Mandated Co-Arrangers, may decide to extend the Offer Period, may close the Offering earlier than initially agreed if the Offering is fully subscribed, or may change other dates relating to the Offering, in accordance with Romanian law. Any early closing of the Offer Period will be

publicly announced on the Company's website at www.cristim.ro and by means of a press release on the Bucharest Stock Exchange's website at www.bvb.ro, and the dates of pricing, allocation, publication of the Final Offer Price and the Discounted Final Offer Price, the results of the Offering and the date of commencement of trading of the Shares will, in such case, be adjusted accordingly.

Offering Tranches

Any Romanian or foreign investor, individual or legal entity (with or without legal personality) may subscribe in the Offering, except for those investors whose subscription in the Offering would constitute a breach of applicable law.

Investors who intend to acquire Offer Shares must acknowledge and comply with the terms and conditions of the Offering set out in this Prospectus and with the laws applicable to the Offering in their jurisdictions and the restrictions set out in "*Selling And Transfer Restrictions*" below. By acquiring the Offer Shares, investors undertake any liability arising if such acquisition is deemed unlawful under their country of residence.

The Offering is split into two tranches (the "**Offering Tranches**") as follows:

(1) an Offering Tranche consisting of an initial number of up to 4,060,000 Offer Shares (representing 15% of the initial number of Offer Shares), addressed to Retail Investors via a public offer in Romania (the "**Retail Tranche**"); and

(2) an Offering Tranche consisting of an initial number of up to 23,006,667 Offer Shares (representing 85% of the initial number of Offer Shares), addressed to non-US Institutional Investors in reliance on Regulation S (the "**Institutional Tranche**").

For the purposes of this Prospectus:

- "**Institutional Investor**" means (a) a "qualified investor", as defined in Article 2 (e) of the Prospectus Regulation, or (b) an "eligible counterparty" within the meaning of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast), or (c) a "qualified investor" as defined in Article 2(e) of the Prospectus Regulation, as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018), as further amended or (d) an equivalent institution whose subscription in the Offering would not constitute a violation of any applicable law or regulation and which is not located in any jurisdiction in which the extension or availability of the Offering (and any other transaction contemplated thereby) would violate any applicable law or regulation; and

- "**Retail Investor**" means any individual or legal entity (with or without legal personality) which does not meet the above criteria to qualify as an Institutional Investor.

The Offer Shares under each of the above tranches of the Offering are shares of the same class (ordinary shares), are subject to the same legal regime and confer the same rights and obligations to their holders. There are no Offering Tranches specifically reserved for particular markets.

The final size of each Offering Tranche will be decided by the Company and the Selling Shareholder jointly, upon the recommendation of the Mandated Co-Arrangers, based on the volume of subscriptions from investors, after the closing of the Offer Period, and shall be made public on the Allocation Date (see "*Allocation of Offer Shares*" below).

Upon the recommendation of and in consultation with the Mandated Co-Arrangers, the Company and the Selling Shareholder may decide jointly to re-allocate Offer Shares from any Offering Tranche to the other – which may determine the Retail Tranche to represent either (1) more than 15% (however not more than 20%) of the sold Offer Shares or, on the contrary, (2) less than 15% of the sold Offer Shares (however such a reallocation from the Retail Tranche to the Institutional Tranche shall occur only if the Retail Tranche is less than 100% subscribed).

A reallocation between Offering Tranches shall neither require nor be deemed as an amendment to the Prospectus.

By subscribing for Offer Shares, each Investor confirms that it has acknowledged this Prospectus, that it has fully accepted the terms and conditions set out in this Prospectus and that it has made the subscription, and the acquisition of Offer Shares respectively, according to the terms of this Prospectus, and thus warrants to the Company, the Selling Shareholder and the Mandated Co-Arrangers that it is an investor authorised to acquire the Offer Shares, without

being subject to any legal restriction or limitation under its jurisdiction of residence. Any subscription or acquisition made in breach of this Prospectus or applicable law shall be invalid and shall be cancelled.

Offer Price

Subscription Price

The Offer Shares are offered at the Offer Price Range of RON 16.5 to RON 17.5 per Offer Share.

Retail Investors must subscribe for the Offer Shares at the fixed price of RON 17.5 per Offer Share (namely the top of the Offer Price Range).

Institutional Investors may validly subscribe for the Offer Shares at any price within the Offer Price Range (including the bottom and the top of the Offer Price Range). The price tick (i.e., the minimum variation value of the Offer Price) for the subscription of Offer Shares by Institutional Investors is of RON 0.1.

Any bank charges or any other charges, including any capital market transactions fees, where the case, as well as costs (if any) associated with opening and maintaining a securities account (unless the investor already has such an account) and any commission payable to the Mandated Co-Arranger or the relevant Eligible Participant (as defined below) under any relevant agreements or pursuant to the policies of the entity accepting the subscription from investors shall be borne exclusively by the investors. Such charges cannot be quantified by the Company, the Selling Shareholder, or the Mandated Co-Arranger.

Final Offer Price

Final Price for the Institutional Tranche

During the Offer Period, a bookbuilding process for the Offer Shares will be carried out. During the bookbuilding process, the Mandated Co-Arrangers will gauge the level of interest in the Offering on the part of Institutional Investors and the price sensitivity of such Institutional Investors in relation to the Offer Shares. Institutional Investors will be required to specify the number of Offer Shares which they would be prepared to acquire and the related price for such Offer Shares. Such number of Offer Shares and the price at which such investors express their interest will be recorded in a book maintained by the Mandated Co-Arrangers (the "**Book**").

The Final Offer Price at which the Offer Shares will be allotted to Institutional Investors will be determined by the Company and the Selling Shareholder upon consultation with the Mandated Co-Arrangers after the close of the Offer Period and will be made public on the Allocation Date. The determination of the Final Offer Price below the lower end of the Offer Price Range will neither require, nor be deemed to constitute, an amendment to the Prospectus.

Offer Shares in the Institutional Tranche will be sold only at the Final Offer Price and only to those Institutional Investors who subscribed Offer Shares at a price equal to, or higher than, the Final Offer Price.

Final Price for the Retail Tranche

Retail Investors are entitled to a discount of 5% of the Final Offer Price (the "**Discounted Final Offer Price**") for applications validly submitted in the first 4 (four) Business Days of the Offer Period (i.e., until and including 22.10.2025); for the avoidance any doubt, depending on the Final Offer Price, the Discounted Final Offer Price may be below the lower level of the Offer Price Range. The application of the discount for the Offer Shares purchased within the Retail Tranche will depend on the moment of registration of the trading order in the trading system of the Bucharest Stock Exchange.

Offer Shares which are subscribed for in the Retail Tranche starting with the 5th (fifth) Business Day of the Offering (namely including starting 23.10.2025) will be sold to Retail Investors at the Final Offer Price.

For the avoidance of doubt, if a Retail Investor places one or several subscriptions in the first 4 (four) Business Days of the Offering and one or several other subscriptions after the 4th (fourth) Business Day of the Offering, the discount shall be applied only to the subscription(s) placed by the relevant Retail Investor within the first 4 (four) Business Days of the Offering.

Price Announcement

On the Allocation Date, the Selling Shareholder and the Company will notify the investors, the FSA and the Bucharest Stock Exchange with respect to the Final Offer Price and the Discounted Final Offer Price. The relevant pricing notification will be published on the website of the Company at www.cristim.ro and via a press release on BSE's website at www.bvb.ro.

Price Reimbursement

Payment of the subscription price for Offer Shares by investors must be made as set out in the section "*Subscription of Offer Shares by Retail Investors - Payment Evidence for Subscriptions by Retail Investors*" or in the section "*Subscription of Offer Shares by Institutional Investors - Payment Evidence for Subscriptions by Institutional Investors*", as applicable.

In case:

- the Final Offer Price or the Discounted Final Offer Price, as applicable, is lower than the price already paid by a Retail Investor for each Offer Share that it subscribed, or
- the number of Offer Shares allocated to a Retail Investor is lower than the number of Offer Shares that such Retail Investor subscribed and validly paid for,

an amount equal to the difference between (i) the total consideration paid in advance by that Retail Investor for the Offer Shares that it subscribed; and (ii) the number of Offer Shares sold to the relevant Retail Investor multiplied by the Final Offer Price or the Discounted Final Offer Price, as applicable (minus any bank transfer fees and any applicable commissions of the relevant capital market institutions or by the eligible Participant or the Mandated Co-Arrangers) will be returned to the relevant Retail Investor, in the bank account indicated by the relevant Retail Investor in the subscription form submitted in relation to the subscription of Offer Shares, in the investment services agreement or as otherwise agreed with the Mandated Co-Arranger or the Eligible Participant (as defined below) with whom the subscription order was registered, as applicable, within 5 (five) Business Days of the expiry of the Offer Period

The Retail Investor who subscribed for Offer Shares shall be returned the amount paid in advance by that Retail Investor for the Offer Shares, minus the bank transfer fees and any applicable commissions of the relevant capital market institutions, or of the Eligible Participant or the Mandated Co-Arrangers, if:

- the Offering is not successfully closed, or it is not settled and, as a consequence, all subscriptions are rejected by the Selling Shareholder and by the Company;
- the subscription of that Retail Investor is not validated; and/or
- the subscription is withdrawn by a Retail Investor in case a supplement to the Prospectus is published allowing investors to withdraw their subscriptions during the period mentioned in such supplement.

The amount subscribed for the Offer Shares shall be returned to the bank account indicated by each Retail Investor, in the subscription form, in the investment services agreement or as otherwise agreed with the Mandated Co-Arranger or the Eligible Participant (as defined below) with whom the subscription is made, as applicable, within 5 (five) Business Days as of the date when the subscriptions were rejected / withdrawn or have not been settled or within 5 (five) Business Days after the expiry of the Offer Period in case the subscription has not been validated, as the case may be.

No interest shall be payable to Retail Investors in respect of such amounts.

Mandated Co-Arrangers shall not be liable if the transfer of such amount does not take place because the information provided by the Retail Investor for this purpose was not complete or accurate.

If a Retail Investor has indicated more than one account for the reimbursement of any such amounts, the Mandated Co-Arrangers and the Eligible Participants reserve the right to pay the whole amount to be reimbursed to only one of the accounts indicated thereby, unless otherwise mentioned in the subscription form or in the investment services agreement concluded with the Mandated Co-Arranger/relevant Eligible Participant.

Payments to the Retail Investors' bank accounts will be made firstly for valid subscriptions and subsequently for the invalidated subscriptions.

Placement Agreement

The Company, the Selling Shareholder and the Mandated Co-Arrangers will enter into the placement agreement on or around the date of this Prospectus (the "**Placement Agreement**") pursuant to which, on the terms and subject to the conditions contained therein, including the entry into of the pricing agreement between the Company, the Selling Shareholder and the Mandated Co-Arrangers following the completion of the bookbuilding of the Offering (the "**Pricing Agreement**"), the Mandated Co-Arrangers will, on a several and not a joint basis, agree to use their reasonable endeavours to procure subscribers and/or purchasers for the number of Offer Shares set out in the Pricing Agreement, and the Company and the Selling Shareholder shall agree to sell such Offer Shares at the Final Offer Price or the Discounted Final Offer Price to subscribers and/or purchasers procured by the Mandated Co-Arrangers.

Under the Placement Agreement, the Company and the Selling Shareholder will give certain customary representations and warranties (including, as appropriate, in relation to the Company's business, financial statements and legal compliance in relation to the Shares and in relation to the contents of this Prospectus) and indemnities to the Mandated Co-Arrangers in connection with the Offering. The obligations of the parties to the Placement Agreement will be subject to certain conditions that are typical for an agreement of this nature, including, amongst others, the accuracy of the representations and warranties under the Placement Agreement, there having occurred no material adverse change in relation to the Company, the execution of the Pricing Agreement between the Selling Shareholder, the Company and the Mandated Co-Arrangers in relation to the final number of Offer Shares, the Final Offer Price and the Discounted Final Offer Price on or around the Allocation Date. In addition, upon the occurrence of specific events, such as conditions precedent not being satisfied, the Placement Agreement may cease to have effect immediately at any time prior to the Transaction Date and/or the Mandated Co-Arrangers may elect to terminate the Placement Agreement at any time prior to the Transaction Date (or thereafter, the Stabilisation Manager may do so in respect of the Over-Allotment Option only).

In consideration for the services to be performed by the Mandated Co-Arrangers, they will receive from the Company and the Selling Shareholder a percentage of the gross proceeds of the Offering including the Over-Allotment Option (as defined below), to the extent it has been exercised. In addition, the Company and the Selling Shareholder may, in their discretion, decide to award the Mandated Co-Arrangers a discretionary fee representing a percentage of the gross proceeds of the Offering (including the proceeds from the Over-Allotment Option (as defined below) to the extent it has been exercised).

Lock-Up

Pursuant to the Placement Agreement, the Company will agree that during the period from the date of the Placement Agreement to, and including, 360 calendar days from the Settlement Date (will not, among others, directly or indirectly issue, offer, borrow, mortgage, assign, sell, contract to sell or issue, grant any option over and contract to purchase, exercise any option to sell, borrow or purchase/transfer or dispose in any other way, directly or indirectly, any Shares or any interest in Shares or any securities convertible in Shares or which may be exercised or exchanged for, or significantly similar to Shares and not to otherwise dispose of the Shares (or publicly announce such issuance, offer, sale or transfer) and or enter into any transaction with the same economic effect as any of the foregoing, without the prior written consent of the Mandated Co-Arrangers (such consent not to be unreasonably withheld). The Company restriction is subject to certain customary exceptions set out in the Placement Agreement.

Pursuant to the Placement Agreement, the Selling Shareholder will also agree that during the period from the date of the Placement Agreement to, and including, 180 calendar from the Settlement Date, it will not, among other things, directly or indirectly offer sell, borrow, assign, mortgage, contract to sell, or purchase and will not otherwise transfer (or publicly announce any such issuance, offer, sale or transfer) of Shares, and will not enter into any swap and any transaction with the same economic effect as any of the foregoing, without the prior written consent of the Mandated Co-Arrangers (such consent not to be unreasonably withheld). The Selling Shareholder restriction is subject to certain customary exceptions set out in the Placement Agreement.

The Mandated Co-Arrangers, upon consultation (to the extent practicable in the circumstances) with the Company and the Selling Shareholder, may terminate the Placement Agreement at any time prior to the Transaction Date and, with respect to the termination of the Over-Allotment Option (as defined below) only until the completion of the

Over-Allotment Option (as defined below), upon certain specific conditions which are customary in an agreement of this type.

Subscription of Offer Shares by Institutional Investors

By subscribing for Offer Shares, each Institutional Investor confirms that it has acknowledged this Prospectus, that it has fully accepted the terms and conditions set out in this Prospectus and that it has made the subscription according to the terms of this Prospectus, and thus warrants to the Company, the Selling Shareholder and the Mandated Co-Arrangers that it is an investor authorised to duly acquire the Offer Shares (without being subject to any legal restriction or limitation under its jurisdiction of residence). Any subscription or acquisition made in breach of this Prospectus or in breach of applicable law shall be invalid and shall be cancelled.

Time Schedule and Locations for Subscriptions by Institutional Investors

Subscriptions of Offer Shares by Institutional Investors can be made only through the Mandated Co-Arrangers, as mentioned in the "*Subscription Procedure for Institutional Investors*" below.

Institutional Investors can subscribe for Offer Shares during the entire Offer Period, during the working hours of the relevant Mandated Co-Arranger.

Subscription Procedure for Institutional Investors

Institutional Investors can validly subscribe Offer Shares through any Mandated Co-Arranger with whom they have concluded an investment services agreement on the basis of orders given as a regular investment services business and by any means of communication provided by that agreement, **without** being required to submit any subscription form or identification documentation.

Institutional Investors who have not entered into a financial investment services agreement with any Mandated Co-Arranger may **only** validly subscribe for the Offer Shares if they submit a Subscription Form and applicable identification documents (listed in the section "*Subscription Documents*" below) to any of the Mandated Co-Arrangers.

In order to place a valid order for the Offer Shares, Institutional Investors must have a direct or indirect contractual arrangement with a custodian in Romania.

Each Mandated Co-Arranger will notify Institutional Investors subscribing through it of the fees to be paid in connection with their subscriptions for the Offer Shares, including costs (if any) associated with the issuance of settlement undertakings, guarantees, custody account, late payment penalties, investment service fees due under any relevant contracts or in accordance with the policies of the Mandated Co-Arranger accepting the subscription and any fees charged by the Bucharest Stock Exchange and Depozitarul Central S.A.. These fees cannot be quantified by the Company, the Selling Shareholder or the Mandated Co-Arrangers for the purposes of this Prospectus.

No minimum subscription requirement applies to Institutional Investors. Institutional Investors will not be permitted to split their orders for the Offer Shares.

Valid subscriptions for Offer Shares by Institutional Investors will be recorded in the Book.

Each Institutional Investor undertakes to pay the Final Offer Price for the Offer Shares allotted to it in the manner directed by the Mandated Co-Arranger relevant and to submit instructions to the relevant Mandated Co-Arranger (not later than 15:00 (Romanian time on the Transaction Date) to use the funds (i) in its custody account for which it has provided evidence or (ii) in the cash account relating to the financial investment services agreement opened with the relevant Mandated Co-Arranger, for the settlement of the transaction in respect of the Offer Shares allotted to it.

Payment Evidence related to Subscriptions made by Institutional Investors

The value of the Offer Shares allotted to an Institutional Investor must be guaranteed through:

(A) Payment order that proves that the price for the allotted Offer Shares has been transferred into the cash account(s) related to the investment services agreement opened with the Mandated Co-Arranger whereby

the Institutional Investor made the subscription, provided the relevant amount credits the cash account(s) related to the investment services agreement before the registration of the order regarding the relevant subscription on the appropriate segment of the Bucharest Stock Exchange.

The payment order must include the sole registration code and the name of the Institutional Investor. The account number to be completed by an Institutional Investor in the subscription form (if applicable) must be the account number from which the subscription amount is actually transferred into the cash account(s) related to the investment services agreement.

Institutional Investors must consider possible transfer fees and, if applicable, account opening fees. Cash deposits directly into the investment services account(s) will not be accepted. Amounts transferred by Institutional Investors, representing the value of the Offer Shares allocated, will not bear interest in favour of the respective Institutional Investors.

Each payment order is equivalent to one subscription and the combination of several payment orders for one valid subscription is not permitted.

If, between the Allocation Date and no later than 15:00 Romanian time on the Transaction Date, there are Institutional Investors who fail to provide Payment Evidence, the Mandated Co-Arrangers will reallocate such Shares to other Institutional Investor(s), with their consent and only if they can provide Payment Evidence for the Shares additionally allocated. If this is not possible, the number of Shares sold by the Company and/or the Selling Shareholder will be reduced accordingly.

No Mandated Co-Arranger will be liable if, for reasons outside its control, the investment services account(s) is not effectively credited with the amount representing the subscription amount at the latest at 15:00 Romania time on the Transaction Date.

(B) A settlement commitment statement issued by the custodian agent undertaking the responsibility for the settlement behalf of the Institutional Investor in accordance with FSA regulations;

(C) A guarantee letter issued by a credit institution from the European Union covering the settlement risk undertaken by the relevant Mandated Co-Arranger; or

(D) A settlement commitment statement issued by the relevant Mandated Co-Arranger undertaking the responsibility for the settlement in compliance with the FSA limitations.

The guarantee or commitment must include any the fees of the capital market institutions, as well as trading fees of the Mandated Co-Arrangers, as applicable.

Subscription of Offer Shares by Retail Investors

By subscribing for Offer Shares, each Retail Investor confirms that it has read this Prospectus, that it has accepted the terms and conditions set out in this Prospectus and that it has made the subscription according to the terms included in this Prospectus and warrants to the Company, the Selling Shareholder and the Mandated Co-Arrangers that he/she/it is an investor who may lawfully acquire the Offer Shares without being subject to any restriction or limitation) under its jurisdiction of residence. Any acquisition made in breach of this Prospectus or in breach of applicable law shall be invalid and shall be cancelled.

Time Schedule and Locations for Subscriptions by Retail Investors

Subscriptions for Offer Shares by Retail Investors can be made during the entire Offer Period during the business hours of the Mandated Co-Arrangers/Eligible Participants (as defined below) **except that** on the last Business Day of the Offer Period (namely on 29.10. 2025) subscriptions will be accepted only until 12:00 p.m. (Romania time).

Retail Investors can subscribe for Offer Shares through:

- Banca Comercială Română S.A. ("**BCR**") - at its headquarters at 15D Șoseaua Orhideelor, The Bridge 1, 2nd floor, 6th District, Bucharest, postal code 060071, Romania, and through its network of branches as mentioned at https://www.bcr.ro/ro/retea-unitati1/unitati-atm;

- BRD - Groupe Société Générale S.A. ("**BRD**") - at its headquarters at BRD Tower, 1-7 Blvd. Ion Mihalache, Bucharest, Romania and through its network of branches as mentioned at https://www.brd.ro/sites/default/files/_files/pdf/Sucursale_BRD.pdf;

- any Eligible Participant from the list published on the website of the BSE at www.bvb.ro, at its respective authorised office;

or as otherwise agreed in the investment services agreement concluded between that Retail Investor and the relevant Mandated Co-Arranger/ Eligible Participant, if the case.

The following Retail Investors can apply for Offer Shares only at the headquarters of BRD (and not, for the avoidance of doubt, through the respective branches/units of BRD):

- Retail Investors who are resident/non-resident individuals or resident entities and use the services of a custodian agent or submit a bank guarantee or a settlement commitment letter from BRD; and

- Retail Investors who are non-resident legal entities, irrespective of whether they are using the services of a custodian agent.

"**Eligible Participants**" means any intermediaries (other than the Mandated Co-Arrangers), which are investment firms or credit institutions qualified as participants to the trading system of the Bucharest Stock Exchange, and which (i) have signed an irrevocable and unconditional undertaking (the "**Engagement Letter**") to observe the provisions of this Prospectus and the applicable law, in the form made available by the Banca Comercială Română S.A. and (ii) have submitted the Engagement Letter to Banca Comercială Română S.A.. A list of Eligible Participants shall be published on the website of the Bucharest Stock Exchange, www.bvb.ro.

Eligible Participants may not accept, register, process and validate subscriptions for Offer Shares prior to the execution and submission to Banca Comercială Română S.A. of a signed copy of the Engagement Letter.

Each Eligible Participant must comply and must ensure that its internal systems allow it to comply with the requirements set out in this Prospectus including, without being limited to, the requirements regarding the availability of funds and the settlement of the transactions carried out following the acceptance of subscriptions by the respective Eligible Participant. The Mandated Co-Arrangers will be liable for any non-compliance with the requirements set out in this Prospectus by any Eligible Participant, for any information or advice provided to investors by Eligible Participants or for any distribution materials prepared by any Eligible Participant. Any liability for any such information, advice or materials shall rest solely with such Eligible Participant, and such information, advice or materials shall not be reviewed or endorsed by any of the Mandated Co-Arrangers, the Company or the Selling Shareholder.

Any subscription made with participants which are not Eligible Participants shall not be taken into consideration and the Company, the Selling Shareholder and the Mandated Co-Arrangers shall have no liability whatsoever in relation thereto.

Trading orders corresponding to each subscription of Offer Shares made by Retail Investors will be registered, during the Offer Period by the Mandated Co-Arranger or by the Eligible Participant that received and validated the respective subscription on the special markets agreed with the Bucharest Stock Exchange.

Subscription Procedure for Retail Investors

The minimum subscription for Offer Shares by a Retail Investor must be for no less than 300 Offer Shares.

If a Retail Investor has not concluded an investment services agreement with a Mandated Co-Arranger or an Eligible Participant, such Retail Investor can validly subscribe for Offer Shares by submitting:

(1) a duly filled-in Subscription Form in two (2) original copies;

(2) a Payment Evidence (as defined below); and

(3) the requested documents listed at "*Subscription Documents*" below.

The Subscription form will be available at the locations mentioned above in section "*Subscription of Offer Shares by Retail Investors - Time Schedule and Locations for Subscriptions by Retail Investors*" or as otherwise communicated by the relevant Mandated Co-Arranger.

If a Retail Investor has concluded an investment services agreement with a Mandated Co-Arranger or an Eligible Participant, such Retail Investor may validly subscribe for Offer Shares on the basis of purchase orders under such investment services agreement and by any means of communication provided by such an agreement, without being required to submit any Subscription Form or identification documents (unless any changes occurred in relation to his/her identification data since the latest update).

Subscription Forms related to Offer Shares for which:

(a) the amount (i) transferred into the relevant Collection Account or the investment services account(s) or (ii) indicated in the settlement commitment statement or the bank guarantee, is lower than the number of Offer Shares subscribed by that Retail Investor multiplied by the top of the Offer Price Range; or

(b) the subscription procedures were not complied with,

will not be validated.

Subscriptions for Offer Shares that are not validated will not be considered in the allocation process. Retail Investors whose subscription forms for Offer Shares were not validated will be notified accordingly and the amounts paid will be returned to them in the account referred to in the Subscription Form within 5 (five) Business Days from the last Business Day of the Offer Period.

Mandated Co-Arrangers shall validate a Subscription Form exclusively at the time when the respective amount is credited in full to the relevant Collection Account. For the avoidance of doubt, in order for a Subscription Form to be valid, the amount payable for the subscribed Offer Shares must be paid in full.

Mandated Co-Arrangers and Eligible Participants shall accept, validate, transmit and execute purchase orders into the system of the BSE in accordance with their internal regulations and the rules regarding settlement risks management and the requirements provided for in this Prospectus and the applicable legislation.

Payment Evidence related to Subscriptions made by Retail Investors

Subscriptions for Offer Shares made by Retail Investors will be validated only if, no later than the last Business Day of the Offer Period, Subscription Forms are accompanied by the documents listed at "*Subscription Documents*" below and by one of the following documents (each, a "**Payment Evidence**"):

(A) Evidence that the amount of the price for the Offer Shares subscribed by that Retail Investor has been paid, as follows:

- for subscriptions through a Mandated Co-Arranger – (i) a payment order whereby the amount of the price for the subscribed Offer Shares has been transferred to the Collection Account opened by the Mandated Co-Arranger which it subscribed through or any other evidence, accepted by the relevant Mandated Co-Arranger, which proves that the relevant Collection Account was duly credited with such amount, or (ii) bank transfers/ sufficient funds available in the investment services account(s) opened with the Mandated Co-Arranger through which the subscription is made, in case the relevant Retail Investor has concluded a valid investment services agreement with such Mandated Co-Arranger, as applicable; or

- for subscriptions through an Eligible Participant – the subscription price for the Offer Shares may be paid, in cash or by bank transfer, depending on the internal procedures of the respective Eligible Participant as communicated by each Eligible Participant to Retail Investors;

provided that such amounts credit the relevant Collection Account no later than 16:00 Romania time on the last Business Day of the Offer Period.

The RON Collection Accounts for subscriptions of Offer Shares are the following:

- ✓ the RON bank account having the IBAN RO78RNCB0002B00195967091 opened with Banca Comercială Română (if the subscription is submitted through Banca Comercială Română S.A.);
- ✓ the RON bank account having the IBAN RO66BRDE427SV00021274270 opened with BRD (if the subscription is made through BRD – Groupe Société Générale S.A.).

The bank account number (IBAN) to be filled in by a Retail Investor in the Subscription Form must be the number of the bank account out of which the subscription amount is effectively transferred to the relevant Collection Account.

No deposit in cash directly to the Collection Accounts or to the Mandated Co-Arrangers investment services accounts is accepted.

In case of subscriptions made through BRD, the amount corresponding to the equivalent value of the Offer Shares subscribed by the Retail Investor must be deposited/secured in the current account of the Retail Investor opened with BRD.

The amounts transferred by Retail Investors, representing the value of the subscribed Offer Shares, will not bear interest in favour of such Retail Investors.

For those subscriptions where payment is made by payment order, each payment order is equivalent to a subscription and combining several payment orders for one single valid subscription is not possible.

No Mandated Co-Arranger will be liable if, for reasons outside its control, the relevant Collection Accounts or investment services accounts are not effectively credited with the amounts representing the value of the subscriptions no later than 16:00 Romania time on the last Business Day of the Offer Period; or

(B) Settlement commitment statement issued by the relevant Mandated Co-Arrangers or Eligible Participant, undertaking the responsibility for the settlement for the value of the order, in compliance with the FSA regulations.

Retail Investors which have an investment services agreement with one of the Mandated Co-Arrangers or Eligible Participants and which subscribe through that Mandated Co-Arrangers or Eligible Participant may also subscribe using the amounts existing in the investment services account(s) and/or using a settlement commitment statement. In this case, Retail Investors shall ensure that the existing amounts from their investment services account(s) and/or the settlement commitment statement fully cover the subscribed amount.

A subscription cannot be covered by a mix of amounts available in the investment services account(s) and a payment order for the remaining amount.

The existing amount from the client account opened with the respective Mandated Co-Arrangers or Eligible Participant which is designed for the payment of the subscribed Offer Shares cannot be used by the Retail Investor for other transactions.

If the amount (i) transferred by a Retail Investor into the relevant Collection Account or the investment services account or (ii) indicated in the settlement commitment statement, is higher than the top of the Offer Price Range multiplied by the number of Offer Shares indicated by that Retail Investor in the Subscription Form / purchase order, the subscription will only be validated for the number of offer shares mentioned in the Subscription Form / purchase order.

In circumstances where the amount (a) transferred to the Collection Account or the investment services account or (b) indicated in the settlement commitment statement is lower than the subscribed amount, the Subscription Form/purchase order will be invalidated for the entire subscribed amount.

The price for the purchased Offer Shares does not include bank fees, account opening fees or other applicable charges, including any applicable fees and commissions of the relevant capital market institutions, nor any commissions charged by the Mandated Co-Arranger /Eligible Participant which subscriptions are placed with. Such

fees and charges shall be borne separately by the Retail Investors. When making the necessary payments, Retail Investors must take into consideration the charges applicable to bank transfers and the duration of bank transfers.

Each Mandated Co-Arranger and Eligible Participant will communicate to Retail Investors who subscribe through it the fees that will be payable by Retail Investors in connection with the submission of their subscriptions of the Offer Shares, including the costs (if any) associated with opening and maintaining a securities account (unless the Retail Investor already has such an account), the issuance of settlement commitments, investment services commissions payable under any relevant agreements or pursuant to the regulations of the entity accepting the subscription from Retail Investors and any fees charged by the BSE and the Central Depositary. Such charges cannot be quantified by the Company, the Selling Shareholder or the Mandated Co-Arrangers for the purpose of this Prospectus.

Subscription Documents

In order to be accepted, Subscription Forms for Offer Shares subscribed for by investors must be accompanied by a Payment Evidence and by the documents set out below, depending on each type of investor:

I. Resident individuals subscribing in their own name:	-	ID (original).
II. Resident individuals subscribing in the name of other individuals:	-	ID (original) of the representative and the ID (in copy) of the represented individual; and
	-	Power of attorney covering the subscription in the Offering in authenticated form (original and copy).
III. Resident individuals with no legal capacity (impaired judgment) or placed under guardianship:	-	ID (original) of the resident individual subscribing for the represented individual and the ID of the person with no legal capacity (copy);
	-	Passport (original) and/or residence permit (original and copy) of the individual subscribing for the person with no legal capacity – applicable only to foreign citizens; and
	-	The guardianship document or, as appropriate, the trustee or the special trustee document (original and copy).
IV. Resident corporate entities subscribing in their own name:	-	Registration certificate issued by the Trade Registry (copy);
	-	Certificate of current standing dated not earlier than 30 Business Days prior to the date of subscription, issued by the Trade Registry in original or online, evidencing the legal representative(s) of the resident entity;
	-	Extract from the UBO Register or an equivalent document attesting the Beneficial owner of the entity (original)issued no more than 30 Business Days prior to the date of subscription;
	-	In case subscriptions are made through a person other than the legal representative(s), power of attorney/Mandate (original and copy) for the person signing the Subscription Form;
	-	ID (original) of the person subscribing in the name of the legal person; and
	-	LEI Code.
V. Non-resident individual subscribing in their own name:	-	Passport or ID for citizens of the EU/EEA (original and copy); and

	- Investor identification code according to art. 6 and Annex 1 of Commission Delegated Regulation (EU) 2017/590 supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities (the "**CDR (EU) 2017/590**").
VI. Non-resident individual subscribing through resident authorised representatives:	- Passport or ID, for citizens of the EU/EEA (copy) for the represented individual; - ID for the authorised representative (original and copy); - Investor identification code according to art. 6 and Annex 1 of CDR (EU) 2017/590; and - Authenticated power of attorney setting out that the representative is authorised to act in the name of the non-resident individual (original and copy).
VII. Non-resident corporate entities subscribing in their own name:	- Certificate of incorporation of the non-resident corporate entity issued by the Trade Registry or by any equivalent institution, if existing (copy); - Certificate of current standing, in original, for the non-resident corporate entity evidencing the legal representatives of the non-resident entity issued by the Trade Registry or by an equivalent institution (issued no more than 30 Business Days prior to the date of subscription). If no authority or institution is authorised to issue such certificate, any corporate document evidencing the legal representatives of the non-resident corporate entity shall be submitted (issued no more than 30 Business Days prior to the date of subscription); such corporate document of the non-resident corporate entity shall set out clearly whether the legal representatives are entitled to act individually or jointly; - Extract from the UBO Register or an equivalent document attesting the Beneficial owner of the entity (original) issued no more than 30 Business Days prior to the date of subscription; - In case subscriptions are made through a person other than the legal representative(s) of the non-resident corporate entity, the Power of attorney/Mandate signed by the legal representatives of the non-resident corporate entity empowering the respective person to subscribe on behalf of the non-resident corporate entity in the Offer Shares (in original and in copy); - IDs for the person making the subscription as legal representative or attorney in fact of the non-resident corporate entity: passport, ID, for citizens of EU/EEA (copy); and - LEI Code.
VIII. Non-resident corporate entities subscribing through a resident corporate entity:	- Certificate of incorporation of the non-resident corporate entity issued by the Trade Registry or by any equivalent institution, if existing (copy); - Certificate of current standing, in original, for the non-resident corporate entity evidencing the legal representatives of the non-resident entity issued by the Trade Registry or by an equivalent institution (issued no more than 30 Business Days prior to the

	date of subscription). If no authority or institution is authorised to issue such certificate, any corporate document evidencing the legal representatives of the non-resident corporate entity shall be submitted (issued no more than 30 Business Days prior to the date of subscription); such corporate document shall set out clearly whether the legal representatives are entitled to act individually or jointly; - Extract from the UBO Register or an equivalent document attesting the Beneficial owner of the entity (original) issued no more than 30 Business Days prior to the date of subscription; - Incorporation certificate for the representing resident corporate entity issued by the Trade Registry (copy); - Certificate of current standing, in original, for the representing resident corporate entity issued by the Trade Registry (not older than 30 Business Days prior to the date of subscription); - ID for the legal representative of the representing resident corporate entity subscribing on behalf of the non-resident corporate entity (original); - In case subscriptions are made through a person other than the legal representative(s), power of attorney signed by the legal representative(s) of the non-resident corporate entity empowering the resident corporate entity to subscribe to the Offering; and - LEI Code.
IX. International Financial Institutions (the "**IFI**")	- Constitutive act of the IFI or a copy of the Romanian law whereby Romania accepts or adheres to the constitutive act of the relevant IFI; - In case subscriptions are made through a person other than the legal representative(s), power of attorney/Certificate empowering the person who will sign the subscription form to subscribe on behalf of the IFI (in original or notarised copy); - ID for the person who signs the subscription form on behalf of the IFI (copy); and - LEI Code.

The Mandated Co-Arranger or the Eligible Participant, as the case may be, through which a Retail Investor subscribes is entitled (i) to request any additional documents for the purpose of carrying out its duty to comply with the "know your customer" rules, compliance with other legal obligations or corporate rues or based on its internal norms and procedures of client identification or (ii), on the contrary to waive any of the documents listed above. Each investor shall follow through the appropriate money laundering checks and other relevant internal procedures required by the relevant Mandated Co-Arranger or the Eligible Participant through whom he/she/it subscribed for Offer Shares.

Official documents in a language other than Romanian or English submitted by an investor shall be apostilled or over-legalised, as the case may be, and accompanied by a notarised translation thereof in Romanian or English.

In case of investors without legal personality, the identification documents of the management company will also be submitted.

Change and Withdrawal of Subscriptions

Institutional Investors may change the number of Offer Shares or withdraw their initial subscription of Offer Shares until the close of the Book on the last Business Day of the Offer Period (inclusive), until the time communicated by the Mandated Co-Arrangers of the Institutional Investors.

The change of subscriptions by Institutional Investors will be subject to the same submission, processing and validation requirements as those for the initial subscription.

Retail Investors may not change or withdraw any subscriptions for Offer Shares unless the Prospectus is subject to a supplement – in which case subscriptions may be withdrawn by any Retail Investors within 3 (three) Business Days as of the date when the respective supplement to the Prospectus is published by filing in a form to withdraw the subscription approval with the same unit of the Mandated Co-Arranger or of the Eligible Participant where the subscription was made, and the amounts paid by the Retail investors shall be returned to them as mentioned above in "*Offer Price – Price Reimbursement*". The withdrawal of a subscription can be made only for the entire subscription and only during the period mentioned in the supplement to this Prospectus.

Allocation of Offer Shares

The subscribed Offer Shares will be allocated to investors at Allocation Date on the basis of the mutual decision of the Company and of the Selling Shareholder upon the recommendation of the Mandated Co-Arrangers.

The final number of Offer Shares shall be decided by the Company and the Selling Shareholder acting jointly, upon the recommendation of the Mandated Co-Arrangers, based on the subscription level in the Book.

The final size of each Offering Tranche will be decided jointly by the Company and the Selling Shareholder, upon the recommendation of the Mandated Co-Arrangers, based on the level of subscriptions in the Book, prevailing market conditions, encouraging the development of an orderly and liquid after-market in the Shares and other criteria. Upon the recommendation of and in consultation with the Mandated Co-Arrangers, the Company and the Selling Shareholder may jointly decide to reallocate the Offer Shares from any one Offering Tranches to the other Offering Tranche, based on the subscription levels in each Offering Tranche – which, for the avoidance of doubt, may cause the Retail Tranche to represent either (1) more than 15% (but not more than 20%) of the Offer Shares sold or conversely (2) less than 15% of the Offer Shares sold (but such reallocation from the Retail Tranche to the Institutional Tranche will only occur if the subscription level in the Retail Tranche is less than 100%). For the avoidance of doubt, a reallocation between the Offering Tranches shall neither require nor be deemed as an amendment to the Prospectus.

Allocation of Offer Shares within the Retail Tranche

(A) If the number of Offer Shares validly subscribed within the Retail Tranche is lower than, or equal to, the Offer Shares allocated to the Retail Tranche (as determined on the Allocation Date), each valid subscription of Retail Investors will receive the number of subscribed Offer Shares.

(B) If the number of Offer Shares validly subscribed within the Retail Tranche is higher than the Offer Shares allocated to the Retail Tranche (as determined on the Allocation Date), the Offer Shares from the Retail Tranche will be allocated to each valid subscription of Retail Investors proportionally to the number of Offer Shares in such subscription (pro-rata allocation). For the avoidance of any doubt, such *pro rata* allocation will equally apply to all subscriptions in the Retail Tranche, whether submitted within the first four (4) Business Days of the Offer Period or within the other Business Days of the Offer Period.

To this end, a pro-rata factor shall be calculated as follows: Pro-rata factor = Total number of Offer Shares allocated to the Retail Tranche / Total number of Offer Shares applied (subscribed) for in the Retail Tranche.

Each subscription by Retail Investors shall be allocated a number of Offer Shares equal to the number of Offer Shares validly applied for by it, multiplied by the pro-rata factor, which will have 10 (ten) decimal places.

If the number of Offer Shares allocated to a subscription of a Retail Investor after the application of the *pro rata* factor is not an integer, the number of Offer Shares allocated to the relevant subscription shall be rounded down to the immediately lower integer.

For the purpose of allocating any remaining Offer Shares (resulting from such rounding down of the number of Offer Shares within the process of *pro rata* allocation), subscriptions of Retail Investors shall be ranked in decreasing order based on the number of Offer Shares subscribed by each of them and, if one or more subscriptions refer to the exact number of Offer Shares they will be ranked in increasing order based on the time stamp in the Bucharest Stock Exchange electronic system associated with their trading order, and the resulting unallocated Offer Shares in the Retail Tranche shall be allocated one per subscription (but so that the number of Offer Shares allocated in aggregate to a subscription does not exceed the number of Offer Shares initially requested through that subscription), starting with the largest allocation.

In case of over-subscription, Retail Investors will be reimbursed the difference between the amount paid for the subscribed Offer Shares and the amount of the Offer Shares (less the bank transfer commissions and any commissions of the capital market institutions and of the Mandated Co-Arrangers/Eligible Participants) as detailed in the "*Offer Price*" above.

Reasons beyond the control of the Company, the Selling Shareholder or the Mandated Co-Arrangers may lead to delays in the processing of the information and in the drafting and sending of the notification of the results of the Offering to the FSA. As a consequence, neither the Company, the Mandated Co-Arrangers nor the Selling Shareholder can be held liable for delays in the reimbursement of the amounts due to investors in the event of over-subscription of the Offering. In such circumstances, the Company, the Selling Shareholder and the Mandated Co-Arrangers shall have no liability to any investor.

Shares allocated to Retail Investors will be automatically transferred to "Section 1" managed by Depozitarul Central S.A. after the Settlement Date (as such term is defined below), except for Offer Shares allotted to those Retail Investors who have entered into a valid investment services agreement with the Mandated Co-Arranger or the Eligible Participant through which they subscribed in the Offering.

By applying for Offer Shares, Retail Investors acknowledge and agree that they may be allocated fewer Offer Shares than they have applied for, in accordance with the paragraphs above. Retail Investors also acknowledge and agree that they cannot refuse the Offer Shares allocated to them in accordance with this Prospectus and shall have no right to contest or oppose such allocation.

Allocation of Offer Shares within the Institutional Tranche

The number of Offer Shares allocated to each Institutional Investor will be determined jointly by the Company and the Selling Shareholder upon the recommendation of the Mandated Co-Arrangers based on the Book. Institutional Investors will be notified (by the means agreed with the Mandated Co-Arrange through which they have subscribed) of the number of Offer Shares allocated to them as soon as possible after pricing and allocation.

By subscribing in the Offering, Institutional Investors acknowledge and agree that they may be allocated fewer Offer Shares than they have subscribed for, or they may receive no Offer Shares at all and also agree that they cannot refuse such allocation.

Institutional Investors also acknowledge and agree that they will have no right to request, and the Company, the Selling Shareholder and the Mandated Co-Arrangers shall have no obligation to disclose, the reasons for the allocation and pricing decisions made by the Company and/or the Selling Shareholder.

Transaction

Orders corresponding to valid subscriptions for Offer Shares made by the Retail Investors are entered by the Mandated Co-Arrangers and the Eligible Participants into the system of the Bucharest Stock exchange on a daily basis during the Offer Period, including on the last Business Day of the Offer Period.

During the period commencing on Allocation Date and ends (inclusive) on the Transaction Date (at the time agreed between the Mandated Co-Arrangers and the Bucharest Stock Exchange), the orders corresponding to the Shares allocated to the Institutional Investors shall be registered in the system of the Bucharest Stock Exchange, exclusively in accordance with the allocations made jointly by the Company and the Selling Shareholder provided that the corresponding subscriptions are validated and the Payment Evidence has been received.

In circumstances where, during the period between the Allocation Date and the latest 15:00 (Romanian time) on the Transaction Date, there will be Institutional Investors that have not provided the Payment Evidence, the Mandated Co-Arrangers shall re-allocate the relevant Shares to other Institutional Investor(s) (with their consent and provided that such Institutional Investor(s) can provide the Payment Evidence for the additionally allocated Shares). If this is not possible, the number of Offer Shares sold by the Selling Shareholder or the Company will be reduced accordingly. The allocation of Offer Shares by the Company jointly with the Selling Shareholder is mandatory and legally binding on Institutional Investors as well as on Mandated Co-Arrangers and Eligible Participants.

On the Transaction Date, the Mandated Co-Arrangers will trade the Offer Shares through the Bucharest Stock Exchange in accordance with the terms of the Placement Agreement.

Settlement

Settlement of the allocated Offer Shares will be made through the Romanian Central Depository clearing settlement system within two (2) Business Days after the Transaction Date (the "**Settlement Date**").

Admission to Trading

The Bucharest Stock Exchange has issued the agreement in principle for the admission to trading of the Shares on the Regulated Market administered by the Bucharest Stock Exchange (the "**Admission**"). Following completion of the Offering, the Company intends to apply to the Bucharest Stock Exchange for final approval for Admission. If and when admitted to trading on the Bucharest Stock Exchange, the Shares will be registered with ISIN ROM2TZIHW2M4 and will be traded under the trading symbol CFH.

In the event that the application for Admission of the Shares to trading is rejected by the Bucharest Stock Exchange, investors have the right to request reimbursement of the funds subscribed within 60 days from the date of publication of the announcement of the rejection of Admission.

The relevant amounts will be returned to such investors no later than three (3) Business Days from the date of receipt of the request for repayment of funds by the relevant Mandated Co-Arranger or Eligible Participant through which the investor subscribed in the Offering.

No interest will be payable to Investors on such amounts.

Where an Investor has indicated more than one bank account for the repayment of such amounts, the Mandated Co-Arrangers and the Eligible Participants reserve the right to pay the entire amount to be repaid to only one of the bank accounts indicated by the Investor, unless otherwise specified in the Subscription Form or the investment services agreement entered into by that investor with the Mandated Co-Arranger or the Eligible Participant under which it subscribed.

Stabilisation

In connection with Offering, Banca Comercială Română S.A., as stabilisation manager (the "**Stabilisation Manager**"), may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Offer Share or effect other stabilising transactions with a view to supporting the market price of the Shares at a higher level than might otherwise exist in the open market, based on a stabilisation strategy. The Stabilisation Manager is not required to enter into such transactions and such transactions may be effected on the Bucharest Stock Exchange and

may be undertaken at any time during the period commencing on the date of the Admission and ending no later than 30 calendar days thereafter.

However, there will be no obligation on the Stabilisation Manager to effect stabilizing transactions and there is no assurance that stabilising transactions will be undertaken. In no event will measures be taken to stabilise the market price of the Shares above the Final Offer Price. Such stabilisation, if commenced, may be discontinued at any time without prior notice. Except as required by law or regulation, the Stabilisation Manager does not intend to disclose the extent of any effected over-allotment and/or stabilising transactions conducted in relation to the Offering.

Over-Allotment Option

In connection with the Offering, the Stabilisation Manager may, for stabilisation purposes, over-allot Offer Shares up to a maximum of 5% of the total number of Offer Shares in the Offering. In order to enable the Stabilisation Manager to cover short positions resulting from any such over-allotments and/or sales of Offer Shares made by it during the stabilisation period, the Selling Shareholder shall grant the Mandated Co-Arrangers an over-allotment option, pursuant to which the Mandated Co-Arrangers may obtain purchasers for additional Offer Shares at the Final Offer Price (the "**Over-Allotment Option**"). The Over-Allotment Option may be exercised fully or partially upon notice by the Stabilisation Manager at any time until the 30th calendar day after Admission. Any Over-Allotment Shares made available pursuant to the Over-Allotment Option will rank *pari passu* in all respects with the Offer Shares, including with respect to all dividends and other distributions declared, made or paid on the Offer Shares, will be purchased on the same terms and conditions as the Offer Shares sold in the Offering and will constitute a single class, for any purpose, with the other Shares.

Other Relationships

Each of the Mandated Co-Arrangers is a full-service financial institution engaged in various activities, which may include the provision of investment banking, commercial banking and financial advisory services. In the ordinary course of business, the Mandated Co-Arrangers and their affiliates may have engaged in the past in transactions with, and performed various investment banking, commercial banking, financial advisory and other services for, the Company and the Selling Shareholder and their respective affiliates, from time to time, for which they received customary fees and reimbursement of expenses. The Mandated Co-Arrangers and their respective affiliates may provide, from time to time, such services for the Company and the Selling Shareholder and their respective affiliates in the future in the ordinary course of business, for which they can receive customary fees and reimbursement of expenses.

In the ordinary course of their various business activities, Mandated Co-Arrangers and their respective affiliates may hold a wide range of investments and may actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) in the Company, the Selling Shareholder and their respective affiliates for their own account and on behalf of their clients and may at any time hold long and short positions in such securities and financial instruments.

In addition, some of the Mandated Co-Arrangers or their respective affiliates are or may in the future be lenders, and in some cases agents or managers for lenders, under certain credit facilities and other credit arrangements of the Company, the Selling Shareholder or their respective affiliates. In their capacity as lenders, such lenders may, in the future, require a reduction of a loan commitment to the Company, the Selling Shareholder or their respective affiliates or impose incremental pricing or collateral requirements with respect to such facilities or credit arrangements in the ordinary course of business. In addition, some of the Mandated Co-Arrangers or their respective affiliates that have a lending relationship with the Company, the Selling Shareholder or their respective affiliates may customarily hedge their credit exposure to the Company, the Selling Shareholder or their respective affiliates in accordance with their customary risk management policies; such a typical hedging strategy would include that such Mandated Co-Arrangers or their respective affiliates hedge such exposure by entering into transactions consisting of either the purchase of credit default swaps or the creation of short positions in the securities of the Company, the Selling Shareholder or their respective affiliates. The Mandated Co-Arrangers and their respective affiliates may also make investment recommendations and/or publish or express independent research opinions with respect to such securities or financial instruments and may hold or recommend to clients to purchase long and/or short positions in such securities and financial instruments.

In addition, some of the Mandated Co-Arrangers may enter into financing arrangements (including swap arrangements, warrants or contracts for differences) with investors, in connection with which such Mandated Co-

Arrangers (or their respective affiliates) may, from time to time, acquire, hold or dispose of Shares. None of the Mandated Co-Arrangers intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

SELLING AND TRANSFER RESTRICTIONS

GENERAL

The distribution of the Prospectus and the sale of the Offer Shares may be restricted by law in certain jurisdictions. No action has been or will be taken by the Company, the Selling Shareholder or the Mandated Co-Arrangers to permit a public offering of the Offer Shares anywhere other than in Romania or the transmission or distribution of the Prospectus into any other jurisdiction where action for that purpose may be required. This Prospectus has been approved by the FSA.

NO PUBLIC OFFER WILL BE MADE OUTSIDE ROMANIA

No action has been taken or will be taken in any country or jurisdiction (other than Romania) that would permit an offer to the public of the Offer Shares or the possession or distribution to the public of this Prospectus (or any other offer or advertising material in relation to the Offer Shares) in any country or jurisdiction in which action is required to be taken for that purpose.

Accordingly, neither the Prospectus nor any other advertisement or any offering material may be distributed to the public or published in any jurisdiction other than Romania, except in circumstances which will be consistent with applicable laws and regulations. Persons coming into possession of the Prospectus are required to inform themselves about and to observe any such restrictions, including those set forth in the following paragraphs.

Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

UNITED STATES OF AMERICA

The Offer Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States, except in transactions that are exempt from registration under the Securities Act. Accordingly, the Offer Shares are being offered outside the United States in offshore transactions in reliance on Regulation S. The Mandated Co-Arrangers may arrange for the offer and sale of the Shares in the United States through United States registered broker-dealers, which may be their affiliates.

Each purchaser of the Offer Shares outside the United States, by accepting delivery of this Prospectus, will be deemed to have represented, agreed and acknowledged as follows:

- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the Securities Act or with any securities' regulatory authority of any state of the United States;
- At the time the Offer Shares are purchased the purchaser will be the beneficial owner of those Offer Shares;
- The person, if any, for whose account it is acquiring the Offer Shares, is located outside the United States (within the meaning of Regulation S) and is purchasing the Offer Shares in an offshore transaction meeting the requirements of Regulation S; and
- The purchaser acknowledges that the Company, the Selling Shareholder, the Mandated Co-Arrangers and the Company's respective affiliates will rely upon the truth and accuracy of the acknowledgements, representations and agreements in the foregoing paragraphs.

NOTICE TO POTENTIAL INVESTORS IN THE EUROPEAN ECONOMIC AREA

This Prospectus has been approved by the FSA but has not been approved by or notified to any other competent authority of a Member State of the European Economic Area (except Romania) (each a "**Relevant State**").

No Offer Shares have been offered or will be offered to the public pursuant to the Offering in the respective Relevant State prior to the publication of a prospectus in relation to the Offer Shares which has been approved by the competent authority in the respective Relevant State or, as the case may be, approved in another Relevant State and notified to the competent authority in the respective Relevant State in accordance with the Prospectus Regulation, except that the Offer Shares may be offered to the public in the respective Relevant State at any time:

- to any legal entity that is a qualified investor as defined in Article 2 of the Prospectus Regulation;
- to fewer than 150 natural or legal persons for each EEA member state (other than to qualified investors as defined in Article 2 of the Prospectus Regulation) subject to obtaining the prior consent of the Mandated Co-Arrangers for any such offering; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such public offer of the Offer Shares shall require the Company, the Selling Shareholder or any Mandated Co-Arrangers to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or a supplement to the prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this Section of the Prospectus, the expression a "public offer" in relation to any Offer Shares in any Relevant State means a communication in any form and by any means of sufficient information on the terms of the Offering and any Offer Shares to be offered, so as to enable an investor to decide to purchase or subscribe for any Offer Shares, including any placement of Offer Shares though financial brokers, and the expression "Prospectus Regulation" shall mean Regulation (EU) 2017/1129.

SETTLEMENT AND TRANSFER

Settlement and Transfer of Shares

All Shares have been issued in dematerialised nominative form (book-entry form) and, in order to be admitted to trading on the regulated market of the Bucharest Stock Exchange, will be registered with the FSA and the Romanian Central Depository.

Transfers of Offer Shares within the Offering and secondary market sales of Offer Shares will be settled and cleared through the settlement system managed by the Central Depositary, in accordance with applicable Romanian regulations. The Romanian Central Depository will keep the record of all holdings of Shares.

Romanian Central Depositary

The Central Depositary is a Romanian joint stock company having its registered office in Romania, Bucharest, 1st District, 4-8 Sos. Nicolae Titulescu, America House Building, East wing, 1st floor, postal code 011141, authorised and supervised by the FSA which provides depositary, registrar, clearing and settlement services in connection with transactions involving financial instruments. The Central Depositary is the administrator of RoClear (the Romanian Clearing-Settlement, Custody, Depositary and Registry System), the payment system assuring funds clearing and the settlement of transactions with financial instruments.

All classes of securities traded on a Romanian regulated market or multilateral trading facility, including the Offer Shares, are mandatorily registered in the Central Depositary's system for the purpose of performing securities operations in a centralised manner and maintaining records of such operations. All securities accepted in the Central Depositary's system are dematerialised and evidenced by book-entry.

Clearance and Settlement Procedures

The transfer of ownership of the Offer Shares will take place on the Settlement Date, within the clearing and settlement system administered by the Central Depositary.

Transactions with Shares shall be settled on a delivery versus payment basis, the Shares being delivered only if the purchase price is paid. The ownership transfer is usually registered on a T+2 basis by debiting/crediting the relevant Share accounts.

As an exception from the principle according to which the Shares may be transferred only through a transaction on the Bucharest Stock Exchange, there are certain cases when the Central Depositary may operate direct ownership transfers of the Shares as a consequence, among others, of: (i) succession; (ii) split up of property; (iii) assignment by the Issuer of its own Shares to its employees; (iv) when the Issuer obtains its own Shares following the withdrawal of shareholders who do not agree with the decisions of the company's general meeting of shareholders, according to legal provisions in force; (v) merger, split or liquidation; (vi) enforcement of a final court decision; (vii) transfer between a parent-company and its subsidiaries or among subsidiaries of the same parent-company, with the FSA's prior consent; or of (viii) other transfers of rights according to special laws or applicable regulations, with the express approval of the FSA or other relevant body. Direct ownership transfers over the Shares will be operated by the Central Depositary within three days from the submission of the application and the supporting documentation.

Although the foregoing sets out the procedures of the Central Depositary facilitating transfers of Shares (including the Offer Shares), it is not under any obligation to perform or continue to perform such procedures (as provided above) in the future, and, therefore, such procedures may be discontinued at any time.

None of the Selling Shareholder, the Issuer, the Mandated Co-Arrangers or their respective agents will have any responsibility for the performance by the Central Depositary or its respective participants of their respective obligations under the rules and procedures governing their operations at the date of this Prospectus.

The Company will not impose any fees in respect of holdings of the Shares; however, holders of Shares may incur fees normally payable in respect of the maintenance and operation of accounts in the system of the Romanian Central Depositary.

Initial Settlement

For a description of the settlement procedures applicable to the transfers of the Offer Shares, see "*Subscription And Sale*".

Secondary Market Trading

For a description of the transfer restrictions relating to the Shares, see "*IMPORTANT INFORMATION ABOUT THIS PROSPECTUS*" and "*Selling and Transfer Restrictions*".

RECOGNITION AND ENFORCEMENT OF JUDGMENTS IN CIVIL AND COMMERCIAL MATTERS

The Company is incorporated under the laws of Romania. Certain persons referred to herein are residents of Romania and certain entities referred to herein are organised under the laws of Romania. All or a substantial portion of the assets of such persons and entities are located in Romania. As a result, it may not be possible for investors to:

- effect service of process within other countries upon the Company or any of the Company's directors and members of the senior management named in this Prospectus; or

- enforce, in other countries, court judgments obtained in courts of such other countries against the Company or any of its directors and members of the senior management named in this Prospectus in any action or obtain the recognition of such judgments.

Romania is a member state of the European Union. Regulation (EU) 1215/2012 of the European Parliament and of the Council on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters (recast) (the "**Recast Brussels Regulation**") provides for mutual recognition and enforcement of judgements of any Member State in all other Members States.

A judgment rendered *in personam* by a court of a non-EU Member State in respect of a certain amount of money, which cannot be appealed on grounds of absolute or partial nullity under the national law of foreign jurisdiction (a "**Non-EU Judgment**"), would be recognised in Romania, if the following conditions are met: (a) the Non-EU Judgment is final according to the law of the state in which it was rendered; (b) the court that rendered that Non-EU Judgment had, according to the law of the forum, jurisdiction to hear the case without, however, being based solely on the presence of the defendant in that jurisdiction or of assets of the defendant not directly connected with the dispute at issue; (c) there is reciprocity as regards the effects of foreign judgments between Romania and the state of the foreign court that rendered the Non-EU Judgment to be recognised; (d) if the judgment was rendered in the absence of the losing party, the losing party was served with the summons to appear in court in due time for the hearing of the merits of the case and the document instituting the proceedings and was given an opportunity to defend itself and to appeal against the Non-EU Judgment. Recognition of a Non-EU judgment may be refused in any of the following situations: (a) the Non-EU Judgment is manifestly contrary to the Romanian private international law public order or is manifestly contrary to the Romanian private international law public order; (b) the Non-EU Judgment is rendered in a matter in which persons do not freely dispose of their rights and was obtained for the sole purpose of evading the applicable law under the conflict of laws rules of Romania; (c) the action or proceeding initiated between the same parties has been finalised by a judgment (even if not final) of the Romanian courts or is pending before them at the date of the referral to the foreign court that rendered the Non-EU Judgment; (d) the Non-EU Judgment is irreconcilable with a judgment previously rendered abroad that can be recognised in Romania; (e) the Romanian courts had exclusive jurisdiction to judge the subject matter of the Non-EU Judgment according to the Romanian civil procedural law; (f) the right of defence was violated; and (g) the Non-EU Judgment can be appealed in the state where it was rendered. The application for recognition of the judgment submitted to the Romanian courts must be drafted in compliance with the rules of Romanian procedural law and include all necessary documents. In addition, the recognition of the Non-EU Judgment may not be refused on the sole ground that the foreign court that rendered the Non-EU Judgment applied a different law than the law that would have been applied according to the Romanian conflict of laws rules, except in the case where the case concerns the civil status and capacity of a Romanian citizen and the solution adopted differs from the one that would have been reached under Romanian law. A Non-EU Judgment may be enforced in Romania on the basis of a final judgment of a competent Romanian court granting enforcement only if: (i) the above-mentioned conditions for the procedure of recognition in Romania of the Non-EU Judgment are met; (ii) the Non-EU Judgment is enforceable according to the law of the jurisdiction where it was rendered; (iii) where a Non-EU Judgment establishes an obligation arising under a foreign tax legislation, there is reciprocity as regards the effects produced by foreign judgments in the tax matter in question between Romania and the foreign jurisdiction where the Non-EU Judgment whose recognition and enforcement is sought was given; (iv) the enforcement of such a Non-EU Judgment does not constitute, directly or indirectly, the enforcement of foreign criminal laws; (v) the right to request enforcement is not time-barred according to the provisions on the prescription of the right to request enforcement under Romanian law; and (vi) the application for a declaration of enforceability before the Romanian courts has been legally formulated in accordance with the Romanian procedural rules and contains all the documents necessary for this purpose.

A judgment given in an EU Member State other than Romania (an "**EU Judgment**") is recognised by law in Romania without any special procedure. Such recognition shall be refused at the request of any interested party in the following situations: (a) such recognition is manifestly contrary to public order in Romania; (b) if the EU Judgment was

rendered in the absence of the losing party and the defendant was not served with the document instituting the proceedings or a document equivalent to the document instituting the proceedings in due time to enable him to prepare its defence, unless the defendant failed to commence proceedings to challenge the judgment when it was possible to do so; (c) it is irreconcilable with a judgment rendered in a dispute between the same parties in Romania; (d) it is irreconcilable with an earlier judgment rendered in an EU Member State (other than Romania) or in a third state between the same parties and on the same cause of action, provided that the earlier judgment fulfils the conditions necessary for its recognition in Romania; and (e) the EU Judgment is contrary to the provisions of Regulation (EU) No. 1215/2012 of the European Parliament and of the Council on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters (the "**Regulation No. 1215/2012**") governing jurisdiction in relation to matters concerning insurance, jurisdiction over consumer contracts and individual employment contracts and exclusive jurisdiction.

An EU Judgment can be enforced in Romania under Regulation no. 1215/2012 without the need for any judgment of a competent Romanian court approving enforcement only if: (i) it can be enforced in the EU Member State in which the EU Judgment was delivered; (ii) a copy of the EU Judgment is lodged with the competent Romanian court, which satisfies the conditions necessary to establish its authenticity; (iii) an original certificate issued by the court of the EU Member State concerned and substantially in the form set out in Annex I to Regulation (EC) No. 1215/2002 and none of the above conditions that do not allow the recognition of an EU Judgment are applicable; (iv) in the situation where the EU Judgment imposes an obligation to make a periodic penalty payment (including, but not limited to, penalty interest), the amount of the payment has been finally determined by the courts of the EU Member State of origin; and (v) the right to seek enforcement of the final judgment is not time-barred.

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

LEGAL MATTERS

Certain legal matters in connection with the Offering will be passed upon for the Company by Clifford Chance Badea SPRL.

Certain legal matters in connection with the Offering will be passed upon for the Mandated Co-Arrangers by Filip SCA.

INDEPENDENT AUDITORS

The consolidated financial statements of the Company as of 31 December 2024, 2023, and 2022 and for each year of the 3-year period ended 31 December 2024, have been audited by KPMG Audit S.R.L., independent auditors, as stated in their report.

In connection with the condensed interim financial statements for the six-month period ended 30 June 2025 KPMG Audit S.R.L. reported that they have applied limited procedures in accordance with professional standards for review engagements. The independent auditor' report on their review of the condensed interim financial statements for the six months ended 30 June 2025 includes a paragraph Other Aspects - corresponding figures describing that "the condensed income statements and other comprehensive income, changes in equity and cash flows for the six-month period ended 30 June 2024 and the related notes thereto are unaudited and unreviewed".

KPMG Audit S.R.L. is headquartered in Romania, 89A Șoseaua București-Ploiești, 013685 Bucharest, Romania, registered with the Trade Registry under number J40/4439/2000, sole registration code 12997279, registered with the Electronic Public Register of Financial Auditors and Audit Firms under number FA9.

Other than the fact that KPMG Audit S.R.L. is, as of 4 December 2019, the Company's independent auditor, there is no other significant interest of KPMG Audit S.R.L. in the Company.

GENERAL INFORMATION

Listing and Trading

It is expected that the Shares will be admitted to trading on the Regulated Market of the Bucharest Stock Exchange on or around 26.11.2025. The security identification numbers, and trading symbols of the Offer Shares are expected to be as follows: Shares ISIN: ROM2TZIHW2M4; Bucharest Stock Exchange trading symbol for the Shares: "CFH".

Authorisations

The Company has obtained all consents, approvals and authorisations in Romania in connection with the Admission to trading of the Shares on the Regulated Market of the Bucharest Stock Exchange. In particular, the Admission to trading of the Shares on the Regulated Market of the Bucharest Stock Exchange and the Offering have been approved by the resolution no. 2 dated 29September 2025 of the extraordinary general meeting of shareholders of the Company, published in the Official Gazette of Romania, Part IV, no. 4841 of 10 October 2025.

Documents Available for Inspection

Copies of the following documents will be available for inspection free of charge on the Company's website www.cristim.ro and, during normal business hours, i.e., between 09:00 – 17:00, on any weekday, at the registered offices of the Company, from the date of publication of this Prospectus and until the Listing Date:

- this Prospectus;
- the Articles of Association;
- the Audited Consolidated Financial Statements, including the independent auditor's report thereon; and
- the Condensed Interim Financial Statements.

The registered office of the Company is located at Romania, Prahova County, Filipeștii de Pădure village, Filipeștii de Pădure commune, No. 661 Strada Gării.

Final Offer Price

The Shares are each issued with a par value of RON 1. The Shares are fully paid, see "*Settlement And Transfer*".

The Final Offer Price will be determined in accordance with "*Subscription And Sale*" – "*Price*" – "*Final Offer Price*". The results of the Offering will be communicated to the FSA and the Bucharest Stock Exchange, within five (5) business days as of the closing of the Offering. The results of the Offering will be published in Romanian and English, on the Company's website www.cristim.ro and on the Bucharest Stock Exchange website www.bvb.ro, within no more than five business days after its closing.

Significant Changes

Except as described in the section "*Discussion and Analysis of Financial Condition and Results of Operations - Recent Developments and Trends*", there have been no significant changes in the Company's financial position since 30 June 2025.

Information not applicable to the Prospectus in accordance with Annex 1 and Annex 11 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus must be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004

The following sections of Annexes 1 and 11 of the Commission Delegated Regulation (EU) 2019/980, based on which this Prospectus has been drawn up, are not applicable to the Company and/or to the Shares:

- Annex 1: 2.2, 5.7.3, 6.2, 11.1, 11.2, 11.3, 18.1.2, 18.1.4, 18.1.5, 18.3.1a, 18.3.2, 18.4.1, 19.1.2, 19.1.3, 19.1.4, 19.1.6, 19.2.2, 19.2.3;

- Annex 11: 4.12, 5.1.10, 5.2.2, 5.3.3, 5.3.4, 5.4.2, 6.2, 6.3, 6.4, 10.2.

DEFINITIONS AND GLOSSARY OF SELECTED TERMS

Admission	Admission of Shares to trading on the Regulated Market administered by Bursa de Valori București S.A.
Allocation Date	30.10.2025
APMs	Alternative performance measures, as defined in ESMA Guidelines on Alternative Performance Measures dated 5 October 2015 and further guidance published by ESMA through to the date of this Prospectus
Articles of Association	Articles of Association of the Company approved on 24 September 2025 by EGSM.
Audited Consolidated Financial Statements	The Company's audited consolidated financial statements for the years ended 31 December 2022, 2023, and 2024
BCR	Banca Comercială Română S.A.
BCR Credit Facility 1	Credit facility agreement under no. 20221212059 dated 20 December 2022, as amended, for a maximum amount of EUR 36,700,000, with a final maturity date at 23 December 2026 and an additional working capital facility, granted in November 2024, under the same agreement, for a maximum amount of RON 30,000,000, with a final maturity date at 14 November 2026
BCR Credit Facility 2	Credit facility agreement under no. 20220706043 dated 8 August 2022, as amended, for a maximum amount of EUR 2,615,000
BCR Investalim Credit Facility Agreement	Credit facility agreement under no. 20250227014 dated 26 March 2025 entered into with Banca Comercială Română S.A., for a maximum amount of EUR 52,870,215
Benchmark	The price of pork carcass type E for the European Union, adjusted by a spread calculated for the German market
Board of Directors	The board of directors of the Company
Book	The book maintained by the Mandated Co-Arrangers
BRD	BRD - Groupe Société Générale S.A.
Bucharest Stock Exchange or BSE	Bursa de Valori Bucuresti S.A.
BSE Corporate Governance Code	Bucharest Stock Exchange Corporate Governance Code
CDR (EU) 2017/590	Commission Delegated Regulation (EU) 2017/590 dated 28 July 2016 supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities
CEE	A country from the Central and Eastern European market which includes Estonia, Latvia, Lithuania, Poland, Germany, Czech Republic, Slovakia, Hungary, Romania, Bulgaria, Slovenia, Croatia, Albania, Serbia, Bosnia-Herzegovina, Montenegro, Kosovo and Macedonia
CEO	Chief Executive Office

Code of Ethics	the Company's Code of Ethics
Company	Cris-Tim Family Holding S.A.
Companies Law	Law no. 31/1990 on companies, republished, as further amended
Condensed Interim Financial Statements	Condensed unaudited interim financial statements of the Company for the six-month period ended 30 June 2025
CSR	corporate social responsibility
CSRD	Corporate Sustainability Reporting Directive
Directive on Markets in Financial Instruments	EU Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU
Directors	Members of the Board of Directors.
Discounted Final Offer Price	The Final Offer Price discounted by 5%, which Retail Investors are entitled to
DTT	Treaty for the avoidance of double taxation
E&S	Environmental and social information
EEA	European Economic Area.
EC	European Commission.
Eligible Participants	Any intermediaries (other than the Mandated Co-Arrangers), which are investment companies or credit institutions accepted as participants in the trading system of the Bucharest Stock Exchange, and which (i) have signed the Engagement Letter in order to comply with the provisions of this Prospectus and the applicable law, in the form provided by Banca Comercială Română S.A. and (ii) have filed the Engagement Letter, in original, with Banca Comercială Română S.A.
Engagement Letter	An irrevocable and unconditional undertaking by the Eligible Participants to comply with the provisions of this Prospectus and applicable law
Environment Law	Government Emergency Ordinance No. 195/2005 on environmental protection
Escrow Agreement	Escrow account agreement entered into with Banca Comercială Română S.A. as escrow agent
ESG	Environment, social responsibility and governance
ESMA	European Securities and Markets Authority
EU	European Union.
EU Judgement	A judgment given in an EU Member State other than Romania
EUR	Official currency of the European Union

Existing Shares	Existing ordinary shares issued by the Company and offered by the Selling Shareholder in the Offering.
Final Offer Price	The price per Offer Shares in the Offering
Financial Statements	The Audited Consolidated Financial Statements and Condensed Interim Financial Statements
Fiscal Council	The Romanian Fiscal Council
FSA	Romanian Financial Supervisory Authority.
FSA Regulation no. 5/2018	FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented
GDP	Gross Domestic Product.
GDPR	Regulation (EU) 2016/679 of the European Parliament and of the Council on the protection of natural persons with regard to the processing of personal data and on the free movement of such data
GMS or the General Meeting of Shareholders	The general meeting of shareholders which may be either an Ordinary General Meeting of Shareholders (the "**OGMS**") or an Extraordinary General Meeting of Shareholders (the "**EGMS**")
HFC	Health fund contribution
IAS	International Accounting Standards
IFI	International Financial Institution
IFI Agreement	Agreement pursuant to which the Company has undertaken to comply with certain policies and requirements of an IFI relating to environmental and social compliance and corporate governance
IFRS	International Financial Reporting Standards
IFRS-EU	International Financial Reporting Standards in the form adopted by the European Union
IKA	Modern trade channel
Institutional Investors	(a) a "qualified investor", as defined in Article 2 (e) of the Prospectus Regulation), or (b) an "eligible counterparty" within the meaning of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast), or (c) a "qualified investor" as defined in Article 2(e) of the Prospectus Regulation, as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018), as amended, or (d) an equivalent institution whose subscription in the Offering would not constitute a violation of applicable law or regulation and which is not located in any jurisdiction where the extension or availability of the Offering (and any other transaction contemplated thereby) would breach any applicable law or regulation
Institutional Tranche	An Offering Tranche consisting of an initial number of up to 23,006,667 Offer Shares, representing 85% of the initial number of

	Offer Shares, addressed to Institutional Investors outside the US in reliance on Regulation S of the Securities Act
Intesa Credit Facility 1	Credit facility under no. 4605PJ dated 20 December 2022, as amended, for a maximum amount of EUR 5,200,000
Intesa Credit Facility 2	Credit facility under no. 4607PJ dated 20 December 2022, as amended, for a maximum amount of EUR 5,000,000
Intesa Credit Facility 3	Credit facility under no. 5308PJ dated 25 April 2024, as amended, for a maximum amount of EUR 2,500,000
Investalim	Investalim multi-year national program
Investalim Agreement	Financing agreement no. 4561 in order to grant state aid in the amount of RON 227 million for the development of the project "*Increase in the production capacity of Cris-Tim's meat processing plant in Filipeștii de Pădure*"
IR	Investor relations
ISIN	International Security Identification Number
KPMG	KPMG Audit S.R.L.
Law no. 24/2017	Law no. 24/2017 on issuers of financial instruments and market operations, as republished
LEI	Legal entity identifier
Listing Date	the date of 26.11.2025 or around that date when all Shares are expected to be admitted to trading on the regulated market administered by Bursa de Valori București S.A.
Mandated Co-Arrangers	Banca Comercială Română S.A. and BRD – Groupe Société Générale S.A.
Market Abuse Regulation	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC
Member State	Member state of the European Union
MiFID II	EU Directive 2014/65/EU on markets in financial instruments, as further amended
MiFID II Product Governance Requirements	MiFID II, Articles 9, and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and local implementing measures
NATO	The North Atlantic Treaty Organisation
NBR	National Bank of Romania.
New Shares	New ordinary shares issued by the Company and offered under the Offering.
Non-EU Judgement	A judgment rendered *in personam* by a court of a non-EU Member State in respect of a specific amount of money, which cannot be

	appealed on grounds of absolute or partial nullity under the national law of the foreign jurisdiction
Non-IFRS Measures	Measures, values and reports in the analysis of its activity, of its financial position and performance that are not measures defined by IFRS/IFRS-EU, some of which are APMs
NRRP	National Recovery and Resilience Plan
Offer Period	The offer period for the Offer Shares commencing on 17.10.2025 and ending on 29.10.2025
Offer Price Range	A price between 16.5 RON and 17.5 RON per Offer Share
Offer Shares	the Shares in the Offering comprising New Shares and Existing Shares.
Offering	The Offering to which this Prospectus relates to
Offering Tranche	Each of the Retail Tranche and the Institutional Tranche
Order	Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as further amended
OSIM	Romanian State Office for Inventions and Trademarks
Over-Allotment Option	The Mandated Co-Arrangers' option to purchase or find purchasers for the additional up to a maximum of 5% of the total number of Offer Shares in the Offering
Over-Allotment Shares	additional shares offered by the Selling Shareholder up to a maximum of 5% of the total number of Offer Shares in the Offering in relation to which the Stabilisation Manager has the option to find purchasers under the Over-Allotment Option
PGI	Protected Geographical Indication
Placement Agreement	the placement agreement will be entered into on or around the date of this Prospectus between the Company, the Selling Shareholder and the Mandated Co-Arrangers in relation to the sale and offer of the Offer Shares
Pricing Agreement	the pricing agreement following the completion of the bookbuilding of the Offering
Prospectus	this Prospectus drafted according to the Prospectus Regulation
Prospectus Regulation	The Regulation (EU) 2017/1129 of 14 June 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as further amended
qualified investors	qualified investors within the meaning of Article 2(e) of the Prospectus Regulation and who also (i) have professional investment experience falling within the provisions of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**") or (ii) are persons falling within the provisions of Article 49(2)(a) to (d) of the Order or (iii) are persons to whom it is lawful in any other manner to disclose (all such persons together being referred to as "**relevant persons**")

Rangeglow	Rangeglow Limited
Ready-Meals	Ready meal products
Recast Brussels Regulation	Regulation (EU) 1215/2012 of the European Parliament and of the Council on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters (recast)
Regulation no. 1215/2012	Regulation (EU) 1215/2012 of the European Parliament and of the Council on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters
Regulation S	Regulation S of the Securities Act
Related Party Disclosures	Requirements of IAS 24
Relevant Persons	Persons who are qualified investors within the meaning of Article 2(e) of the UK Prospectus Regulations and who also (i) have professional investment experience falling within the provisions of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as further amended (the "**Order**") or (ii) are persons falling within the provisions of Article 49(2)(a) to (d) of the Order or (iii) are persons to whom it is otherwise lawful to be disclosed
Relevant State	Each Member State of the European Economic Area (except for Romania)
Retail Investors	Any individual or entity (with or without legal personality) who does not meet the criteria to qualify as an Institutional Investor
Retail Tranche	An Offering Tranche consisting of an initial number of up to 4,060,000 Offer Shares (representing 15% of the initial number of Offer Shares) addressed via a public offer in Romania to Retail Investors
Romanian Central Depositary	Depozitarul Central S.A.
RON	Romanian Lei
RRF	Recovery and Resilience Facility
Russia	The Russian Federation
SCF Funds	Structural and cohesion funds
SEC	The United States Securities and Exchange Commission.
Securities Act	U.S. Securities Act of 1933, as further amended
Selling Shareholder	Rangeglow Limited
Settlement Date	04.11.2025
Share	Each share in the share capital of the Company, with a nominal value of RON 1.
Stabilisation Accounts	Investment accounts opened by the Stabilisation Manager or another person mentioned by the Stabilisation Manager.
Stabilisation Manager	Banca Comercială Română S.A.

Stabilisation Period	30 (thirty) calendar days after the listing of the Shares on the regulated market administered by Bursa de Valori București S.A.
Stabilisation Regulation	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 25 October 2011 on market abuse and Commission Delegated Regulation (EU) 1052/2016
Subsidiaries	In 2022, including the 3-month period ended 31 March 2023 - Cris-Tim Companie de Familie S.R.L. and Impex Cris Tim S.R.L. From 26 October 2023 until 17 September 2024: Eco-Ferm S.R.L.
Target Market Assessment	a product approval process concerning the Offer Shares, which has determined that such Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II
Transaction Date	31.10.2025 or around this date
TT	Traditional trade channel
UK	United Kingdom
UK Prospectus Regulation	The Prospectus Regulation, which forms part of UK domestic law under the European Union (Withdrawal) Act 2018
UniCredit Credit Facility 1	Credit facility under no. GRIM/151798/CSC dated 20 December 2022, as amended, for a maximum amount of EUR 26,500,000
UniCredit Credit Facility 2	Credit facility under no. GRIM/145791/CSC dated 20 December 2022, as amended, for a maximum amount of EUR 4,900,000
UniCredit Credit Facility 3	Credit facility under no. GRIM/65894/CSC dated 5 May 2023, as amended, for a maximum amount of EUR 900,000
UniCredit Credit Facility 4	Credit facility under no. GRIM/15869/CSC dated 28 March 2025, as amended, for a maximum amount of EUR 5,000,000
UniCredit Credit Facility 5	Investment loan under no. GRIM/151857/CSC dated 20 December 2022, as amended, for a maximum amount of EUR 7,000,000
United States or US	United States of America
Water Framework Directive	Directive 2000/60/EC of the European Parliament and of the Council of 23 October 2000 establishing a framework for Community action in the field of water policy, as further amended and supplemented

THIS ENGLISH LANGUAGE DOCUMENT REPRESENTS AN UNOFFICIAL TRANSLATION OF THE ROMANIAN LANGUAGE PROSPECTUS APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY

THE COMPANY

CRIS-TIM FAMILY HOLDING S.A.

661 Str. Gării, Filipeștii de Pădure, Prahova,
Romania

SELLING SHAREHOLDER

RANGEGLOW LIMITED

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Office 101,
1082, Nicosia,
Cyprus

MANDATED CO-ARRANGERS

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INDEPENDENT AUDITOR

KPMG Audit SRL

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#087443v14

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Independent Auditors' Report

(free translation[1])

To the Shareholders of Cris-Tim Family Holding SRL

Opinion

1. We have audited the consolidated financial statements of Cris-Tim Family Holding SRL ("the Company") and its subsidiaries (together, "the Group"), which comprise the consolidated statements of financial position as at 31 December 2024, 31 December 2023 and 31 December 2022, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising material accounting policies and other explanatory information.

2. In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, 31 December 2023 and 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS as adopted by the EU").

Basis for Opinion

3. We conducted our audit in accordance with International Standards on Auditing (ISAs) and Law no. 162/2017 ("the Law"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Romania, including the Law, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

4. Management is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

[1] TRANSLATOR'S EXPLANATORY NOTE: The above translation of the auditors' report is provided as a free translation from Romanian which is the official and binding version.

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Fiscal registration code RO12997279
Trade Registry no. J2000004439400
Share Capital 2,000 RON

5. In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.
6. Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 consolidated financial statements..
8. 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 consolidated 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 Group'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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
   - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

9. 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.

Refer to the original signed and stamped Romanian version

For and on behalf of KPMG Audit S.R.L.:

GIURCANEANU AURA STEFANA

registered in the electronic public register of financial auditors and audit firms under no AF1517

KPMG Audit SRL

registered in the electronic public register of financial auditors and audit firms under no FA9

Bucharest, 21 August 2025

CRIS-TIM FAMILY HOLDING SRL

CONSOLIDATED FINANCIAL STATEMENTS
PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS
As adopted by the European Union

For the years ended 31 December 2024, 31 December 2023, 31 December 2022

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION
31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

Non-current assets	Note	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Intangible assets	8	2,249,812	2,245,526	1,775,273	1,759,255
Property, plant and equipment	7	197,867,443	206,107,745	213,441,238	213,684,520
Right of use-assets	9	66,315,314	83,762,406	92,093,915	78,602,391
Non-current financial assets at amortised cost	10	250,622,861	49,871,853	222,284,656	147,252,491
Total non-current assets		**517,055,430**	**341,987,530**	**529,595,082**	**441,298,657**
Current assets					
Inventories	11	93,576,969	100,609,235	76,110,172	103,727,804
Biological assets		1,085,119	828,864	537,437	333,406
Trade and other receivables	12	68,003,394	57,488,012	50,510,639	38,456,027
Other current financial assets at amortised cost	10	21,705,100	-	-	-
Cash and cash equivalents	13	16,089,705	8,025,781	9,474,370	5,994,043
Assets held for sale	18	-	318,042,805	-	-
Total current assets		**200,460,287**	**484,994,696**	**136,632,618**	**148,511,280**
Total assets		**717,515,717**	**826,982,226**	**666,227,700**	**589,809,937**
EQUITY					
Share capital	14	315,880	315,880	164,070	164,070
Revaluation reserve	14	18,626,547	49,090,460	18,626,547	13,505,587
Other reserves	14	92,593,849	80,515,496	60,745,591	50,374,725
Retained earnings		124,809,657	91,609,828	101,099,280	105,820,185
Total equity attributable to owners of the Company		**236,345,933**	**221,531,664**	**180,635,488**	**169,864,567**
Non-controlling interests	18	-	58,754,005	-	-
Total equity		**236,345,933**	**280,285,669**	**180,635,488**	**169,864,567**

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

	Note	31 December 2024	31 December 2023	31 December 2022	1 January 2022
LIABILITIES					
Non-current liabilities					
Borrowings	15	15,896,048	62,392,313	79,193,495	55,608,746
Lease liabilities	9	45,131,175	61,754,718	70,607,600	57,156,442
Deferred tax liability	16	2,581,107	2,716,494	2,828,389	1,051,573
Total non-current liabilities		**63,608,330**	**126,863,525**	**152,629,484**	**113,816,761**
Current liabilities					
Borrowings	15	268,602,423	202,046,999	130,093,452	179,553,479
Lease liabilities	9	18,468,494	20,293,479	18,058,475	17,921,378
Trade and other payables	17	109,155,945	109,682,480	165,658,800	84,456,898
Contract liabilities		-	-	186,250	223,108
Employee benefits		15,991,956	18,938,885	14,615,037	22,792,151
Current tax payable		5,342,636	1,976,814	4,350,714	1,064,887
Government grants		-	-	-	116,708
Liabilities directly associated with the assets held for sale	18	-	66,894,375	-	-
Total current liabilities		**417,561,454**	**419,833,032**	**332,962,728**	**306,128,609**
Total liabilities		**481,169,784**	**546,696,557**	**485,592,212**	**419,945,370**
Total equity and liabilities		**717,515,717**	**826,982,226**	**666,227,700**	**589,809,937**

Approved for issue and signed on 21 August 2025, by:

Administrator,	CFO,	CEO,
Dumitru Timis	Razvan Furtuna	Radu Timis Junior

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the years ended 31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

	Note	2024	2023	2022
Continuing operations				
Revenue from contracts with customers	20	1,120,600,863	1,045,845,014	870,913,238
Finance income	26	4,334,218	9,444,810	12,015,641
Other income	21	7,366,978	6,555,841	9,779,609
Other gains/(losses) - net	25	689,030	(1,091,796)	(485,817)
Changes in work in progress and finished goods		(3,275,489)	9,472,509	7,048,216
Raw materials, consumables used and merchandise costs		(667,444,709)	(653,232,941)	(501,115,459)
Employee benefit expenses	22	(183,160,902)	(154,536,449)	(146,833,634)
Utilities expense		(23,835,511)	(25,939,824)	(30,888,122)
Repairs and maintenance costs		(11,777,950)	(11,487,818)	(6,572,459)
Depreciation and amortisation		(46,379,693)	(46,353,205)	(44,738,816)
Third party services	23	(49,637,840)	(40,888,252)	(33,159,593)
Other expenses	24	(22,339,001)	(20,274,070)	(16,027,557)
Net impairment losses on financial and contract assets		(369,727)	(105,978)	1,377,947
Finance costs	26	(22,982,821)	(21,905,022)	(18,804,095)
Profit before income tax		**101,787,446**	**95,502,819**	**102,509,099**
Income tax expense	27	(17,105,200)	(13,308,763)	(16,460,909)
Profit for the year from continuing operations		**84,682,246**	**82,194,056**	**86,048,190**
Profit from discontinued operations, net of tax	18	2,974,755	323,331	-
Profit for the year		**87,657,001**	**82,517,387**	**86,048,190**
Other comprehensive income				
Items that will not be reclassified in profit or loss				
Revaluation of property, plant and equipment	14	-	-	6,096,380
Income tax impact		-	-	(975,420)
Other comprehensive income for the year, net of tax		**-**	**-**	**5,120,960**
Total comprehensive income for the year		**87,657,001**	**82,517,387**	**91,169,150**

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the years ended 31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

	Note	2024	2023	2022
Profit / (Loss) for the year is attributable to:				
Owners of the Company		89,814,268	82,433,321	86,048,190
Non-controlling interests		(2,157,267)	84,066	-
Total		**87,657,001**	**82,517,387**	**86,048,190**
Total comprehensive income for the year is attributable to:				
Owners of the Company		89,814,268	82,433,321	91,169,150
Non-controlling interests		(2,157,267)	84,066	-
Total		**87,657,001**	**82,517,387**	**91,169,150**
Earnings per share for profit from continuing operations attributable to the ordinary equity holders of the Company:				
Basic and diluted earnings per share	**14**	**2,749**	**2,599**	**2,724**
Earnings per share attributable to the ordinary equity holders of the Company:				
Basic and diluted earnings per share	**14**	**2,843**	**2,610**	**2,724**

Approved for issue and signed on 21 August 2025, by:

Administrator,	CFO,	CEO,
Dumitru Timis	Razvan Furtuna	Radu Timis Junior

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

	Share capital	Revaluation reserve	Other reserves	Retained earnings	Total equity attributable to owners of the Company	Non-controlling interests	Total Equity
Balance as of 1 January 2024	**315,880**	**49,090,460**	**80,515,496**	**91,609,829**	**221,531,665**	**58,754,005**	**280,285,670**
Profit/ (Loss) for the year	-	-	-	89,814,268	89,814,268	(2,157,267)	**87,657,001**
Oher comprehensive income	-	-	-	-	**-**	**-**	**-**
Total comprehensive income for the year	**-**	**-**	**-**	**89,814,268**	**89,814,268**	**(2,157,267)**	**87,657,001**
Dividends	-	-	-	(75,000,000)	(75,000,000)	-	**(75,000,000)**
Increase in other reserves	-	-	12,078,353	(12,078,353)	-	-	**-**
Disposal of subsidiary (Note 18)	-	(30,463,913)	-	30,463,913	-	(56,596,738)	**(56,596,738)**
Total transactions with owners in their capacity as owners	**-**	**(30,463,913)**	**12,078,353**	**(56,614,440)**	**(75,000,000)**	**(56,596,738)**	**(131,596,738)**
Balance as of 31 December 2024	**315,880**	**18,626,547**	**92,593,849**	**124,809,657**	**236,345,933**	**-**	**236,345,933**

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

	Share capital	Revaluation reserve	Other reserves	Retained earnings	Total equity attributable to owners of the Company	Non-controlling interests	Total Equity
Balance as of 1 January 2023	**164,070**	**18,626,547**	**60,745,591**	**101,099,280**	**180,635,488**	**-**	**180,635,488**
Profit for the year	-	-	-	82,433,321	82,433,321	84,066	**82,517,387**
Oher comprehensive income	-	-	-	-	**-**	**-**	**-**
Total comprehensive income for the year	**-**	**-**	**-**	**82,433,321**	**82,433,321**	**84,066**	**82,517,387**
Issue of shares	151,810	-	-	-	151,810	-	**151,810**
Dividends	-	-	-	(38,000,000)	(38,000,000)	-	**(38,000,000)**
Increase in other reserves	-	-	19,769,905	(19,769,905)	-	-	**-**
Impact of business combination under common control (Note 18)	-	30,463,913	-	(34,152,867)	(3,688,954)	58,669,939	**54,980,985**
Total transactions with owners in their capacity as owners	**151,810**	**30,463,913**	**19,769,905**	**(91,922,772)**	**(41,537,144)**	**58,669,939**	**17,132,795**
Balance as of 31 December 2023	**315,880**	**49,090,460**	**80,515,496**	**91,609,829**	**221,531,665**	**58,754,005**	**280,285,670**

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

	Share capital	Revaluation reserve	Other reserves	Retained earnings	Total Equity
Balance as of 1 January 2022:	**164,070**	**13,505,587**	**50,374,725**	**105,820,185**	**169,864,567**
Profit for the year	-	-	-	86,048,190	**86,048,190**
Oher comprehensive income	-	5,120,960	-	-	**5,120,960**
Total comprehensive income for the year	**-**	**5,120,960**	**-**	**86,048,190**	**91,169,150**
Dividends	-	-	-	(80,398,229)	(80,398,229)
Increase in other reserves	-	-	10,370,866	(10,370,866)	-
Total transactions with owners in their capacity as owners	**-**	**-**	**10,370,866**	**(90,769,095)**	**(80,398,229)**
Balance as of 31 December 2022	**164,070**	**18,626,547**	**60,745,591**	**101,099,280**	**180,635,488**

Approved for issue and signed on 21 August 2025, by:

Administrator,	CFO,	CEO,
Dumitru Timis	Razvan Furtuna	Radu Timis Junior

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS
31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

	Note	2024	2023	2022
Cash flows from operating activities				
Profit before income tax from:				
Continuing operations		101,787,446	95,502,819	102,509,099
Discontinued operations	18	2,974,755	323,331	-
Adjustment for:				
Depreciation and amortization expense	7,8,9	46,379,693	46,353,205	44,738,816
Net credit losses on trade and other receivables	12	369,727	105,978	(1,377,947)
Loss/(Gain) from write down of inventory	11	35,148	(126,364)	(75,036)
Interest income	26	(4,334,218)	(9,444,810)	(12,015,641)
Interest expense	26	22,907,219	19,421,060	16,880,629
Unrealized foreign exchange loss		59,158	2,853,717	2,031,995
Net (gain)/loss on sale of Property, plant and equipment ("PPE")		(933,971)	287,937	(125,920)
Gain on sale of discontinued operations		(9,589,605)	-	-
Other adjustments		(138,010)	(49,334)	(195,560)
Change in working capital, net of effects from purchase of controlled entity:				
(Increase)/decrease in trade and other receivables		(7,958,584)	(11,576,859)	(7,913,147)
(Increase)/decrease in inventories		6,997,118	(24,372,699)	27,692,668
(Increase)/decrease in biological assets		(256,255)	(291,427)	(204,031)
Increase/(decrease) in trade and other payables		(1,775,428)	101,420	24,992,917
Cash flows from operating activities		156,524,193	119,087,984	196,938,843
Income taxes paid		(13,874,765)	(15,794,558)	(12,373,686)
Interest paid	15	(22,967,581)	(18,885,752)	(16,863,602)
Net cash flows from operating activities of discontinued operations		7,875,764	1,889,864	-
Net cash from operating activities		**127,557,611**	**86,297,528**	**167,701,555**
Cash flows from investing activities				
Payments for acquisition of property, plant and equipment		(17,933,355)	(14,448,875)	(31,544,294)
Payments for acquisition of intangible assets		(1,212,302)	(1,478,274)	(1,502,560)
Repayment of loans by related parties	26	5,290,000	52,270,980	-

The accompanying notes form an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS
31 DECEMBER 2024, 31 DECEMBER 2023, 31 DECEMBER 2022
(in RON, unless otherwise stated)

	Note	2024	2023	2022
Loans granted to related parties	26	(20,397,823)	(66,763,964)	(64,890,000)
Receipt of government grants		-	-	78,852
Interest received		521,489	3,369,158	101,907
Proceeds from sale of property, plant and equipment		5,532,487	2,433,614	8,027,041
Cash and cash equivalents of acquired/disposed subsidiary		(759,183)	563,903	-
Net cash flow from investing activities of discontinued operations		(23,470,006)	467,760	-
Net cash (outflow) used in investing activities		**(52,428,693)**	**(23,585,697)**	**(89,729,052)**
Cash flows from financing activities				
Proceeds from borrowings	15	177,589,770	204,786,578	189,502,956
Repayment of borrowings	15	(174,174,347)	(152,109,763)	(216,897,307)
Proceeds from shares issued		-	151,810	-
Proceeds from loans from related parties, net		16,625,810	-	-
Repayments of lease liabilities	15	(26,780,008)	(23,224,825)	(18,577,158)
Dividends paid to Company's shareholders		(75,000,000)	(90,298,982)	(28,099,247)
Net cash flow from financing activities of discontinued operations		13,828,681	(2,079,115)	-
Net cash (outflow) from financing activities		**(67,910,095)**	**(62,774,296)**	**(74,070,756)**
Net increase/(decrease) in cash and cash equivalents		**7,218,824**	**(62,465)**	**3,901,747**
Cash and cash equivalents at the beginning of the year	13	8,868,194	9,474,370	5,994,043
Effects of exchange rate changes on cash and cash equivalents		2,688	(543,711)	(421,420)
Cash and cash equivalents at the end of the year	13	**16,089,706**	**8,868,194**	**9,474,370**

Approved for issue and signed on 21 August 2025, by:

Administrator,	CFO,	CEO,
Dumitru Timis	Razvan Furtuna	Radu Timis Junior

The accompanying notes form an integral part of these consolidated financial statements

1. REPORTING ENTITY

Cris-Tim Family Holding SRL is a Romanian company, established in 2000, with the registered office located at 661 Garii street, Filipestii de Padure, Romania. The Company is registered with the Trade Register under number J29 /991/2000.

The Company is part of Rangeglow Limited group. The annual consolidated financial statements of Rangeglow Limited group are available at 46 Kyriakou Matsis street, Office 101, Nicosia, Cyprus.

These consolidated financial statements are prepared by Cris-Tim Family Holding SRL (''the Company'', ''the Parent'') and comprise the Company and its subsidiaries' activities, referred hereinafter as ''Cristim'' or the "Group". The Group is principally engaged in the processing and distribution of meat, meat products and other food products, both on the domestic and international market.

On 31 March 2023, Cris-Tim Family Holding SRL, Cris-Tim Companie de Familie SRL and Impex Cris Tim SRL have merged. Cris-Tim Family Holding SRL was the absorbing entity. Prior to the merger, all three companies had the same ultimate shareholding, but did not form a group for the purpose of consolidated reporting. To ensure comparability between the years presented in these consolidated financial statements, the Company chose to restate the comparatives as if the transaction took place since the beginning of the previous period. As such, consolidated financial statements include the assets, liabilities, equity, income and expenses of the three companies for the period prior to the date of the merger, incorporating them within the Group`s consolidation scope.

On 26 October 2023, the Company converted loans granted to Eco-Ferm SRL ("Eco-Ferm"), a related party, into shares of Eco-Ferm, resulting in the Company owning 74% of the outstanding shares of Eco-Ferm. Eco-Ferm was founded in 2003 and has its headquarters in Boldeşti Scăieni, Ploieşti - Valeni Street 16, Prahova county. The main activity of Eco-Ferm is the raising of animals (cows, sheep) and the wholesale of the products resulting from their slaughter and breeding (meat, milk and milk based products). Sowing and harvesting of crops, mainly to feed the livestock, and harvesting vineyards to produce wine are also part of Eco-Ferm activities.

These consolidated financial statements for the years ended December 31, 2024, December 31, 2023 and December 31, 2022 were approved for issuance by the Company's Administrator 21 August 2025. Neither the Company's owners nor others have the power to amend them after issue.

2. FUNCTIONAL AND PRESENTATION CURRENCY

These consolidated financial statements are presented in RON, which is the Company's functional currency.

3. MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied unless otherwise specified.

A. Basis of preparation

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

These consolidated financial statements prepared in accordance with IFRS as adopted by the EU (as a first-time adoption) do not represent the Company's and the Group's statutory financial statements (prepared and submitted separately by the Company in accordance with OMPF 1802/2014) and are prepared for the purpose of being included in a listing Prospectus.

The Company has elected to present comparative information using the comparative financial statements framework rather than the corresponding figures framework. This approach is consistent with the Company's objective of providing meaningful historical financial information to users of the financial statements.

These are the Group's first financial statements prepared in accordance with IFRS. An explanation of how the transition to IFRS has affected the reported financial position and financial performance is provided in Note 6.

These consolidated financial statements have been prepared on a historical cost basis, except for certain classes of property, plant and equipment measured at revalued amount and biological assets measured at fair value.

The preparation of the consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the amounts recognised in the consolidated financial statements are disclosed in Note 5.

B. Going concern

The present consolidated financial statements have been prepared based on the going concern principle, which assumes that the Company will continue its activity in the foreseeable future. To assess the applicability of this assumption, management analyzes the forecasts related to future cash inflows and outflows. As of December 31, 2024, the Company's current liabilities exceeded the value of current assets by the amount of 217,101,167 RON (2023: excluding the impact of assets held for sale and liabilities directly associated with the assets held for sale, current liabilities exceeded current assets by the amount of 185,986,766 RON and 2022: 196,330,110 RON), the Company having bank loans due in the next year of 251,976,613 RON (2023: 202,046,999 RON and 2022: 130,093,452 RON).

In previous years, the Company has consistently achieved solid revenues (2024: 1,120,600,863 RON, 2023: 1,045,845,014 RON and 2022: 870,913,238 RON), net profits (2024: 87,657,001 RON, 2023: 82,517,387 RON and 2022: 86,048,190 RON), and cash flows from operating activities (2024: 127,557,611 RON, 2023: 86,297,528 RON and 2022: 167,701,555 RON). The Company has reorganized through the merger with Cris-Tim Companie de Familie and Impex Cris Tim, making its operations more efficient while continuing to expand its activities. These results will be followed by a period characterized by significant investments in a new production facility and new production equipment, with a total estimated investment of 75 million EUR. These investments, which are part of the Investalim program (National program for development and support of the food industry INVESTALIM for the period 2023 – 2026), will be financed through non-repayable financing sources amounting to 45 million EUR, as well as from own resources for the remainder of the investment. At the date of approval of these consolidated financial statements, these own resources are supported by new long-term bank loans, already contracted by the Company.
The company is analyzing its financing structure, aiming to finance investments through long-term bank loans and to partially cover loan repayment obligations from cash flows generated by operational activities and partially from short-term bank loans and overdrafts.

In the context of the previously mentioned funding strategy, the risk regarding cash flows necessary for financing and investments has been mitigated by the formal consent of the Parent that cash payments of dividends will only be requested if these payments will not affect the Company's ability to meet its financial obligations towards unrelated third parties, and also by the new loan agreements signed by the company in 2025 and up to the date of approval of these consolidated financial statements (the approved limit amounting to 57.9 million EUR, aprox 289 million RON, out of which 52.9 million EUR for Investalim), by extending short-term loans that were due by the date of approval of these consolidated financial statements (with an amount utilized as of December 31, 2024, totaling 20,3 million EUR, representing aprox 101 million RON), by refinancing a portion of the unused short-term loans amounting to 10 million EUR (aprox. 50 million RON) on a long-term basis, by obtaining a waiver from a bank for non-fulfillment of certain financial indicators, and by obtaining confirmation of the intention from the banks it collaborates with to extend/increase the short-term credit facilities at the dates when they will become due, intention sustained also by history of extensions when loans become due.

Additionally, at the date of approval of these consolidated financial statements, the shareholders of the Company intend to list a portion of the shares they hold on the Bucharest Stock Exchange (refer to Note 31). Based on the major shareholder formal committment, as presented also in the listing project, a part of the amounts obtained by shareholders from the sale of shares will be used to repay all the loans payable that Rangeglow Limited has from the Company at the date of approval of these consolidated financial statements (see Note 28 for more information).

The Company's management has thoroughly analyzed the projected cash flows, taking into account its ability to continue to generate sufficient independent profits and cash flows to meet its obligations, the support provided by banks through the extension of maturing loan contracts, by obtaining waivers from meeting certain contractual financial covenants and the expectation regarding the extension of short-term credit facilities at the dates when they will become due and concluded that it has sufficient liquidity, credit facilities, and cash flows from operations to fulfill its commitments. Consequently, management believes that there are no significant uncertainties that may cast significant doubt on the Company's ability to continue its operations normally for at least 12 months from the date of approval of these consolidated financial statements, which is why it deemed it appropriate to prepare them based on the going concern principle.

C. Basis of consolidation

Business combinations

The Group accounts for business combinations under the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured, and settlement is accounted for within equity. Otherwise, other contingent consideration is re-measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.

Business combinations under common control

A combination involving entities or businesses under common control is defined as a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and that control is not transitory.

Depending on the specific facts and circumstances surrounding a particular business combination under common control, management selects an appropriate accounting policy, and it applies that policy consistently from period to period to all business combinations under common control that are considered similar in nature. Management applies either IFRS 3 acquisition accounting (as described above) or predecessor accounting.

Under the predecessor accounting, assets and liabilities of the acquired entity are stated at predecessor carrying values. Fair value measurement is not applied and no new goodwill arises. Any difference between the consideration given and the aggregate carrying value of the assets and liabilities of the acquired entity at the date of the transaction is included in equity in retained earnings.

The methods used for predecessor accounting in consolidated financial statements are:

- Retrospective presentation method: the acquired entity's results and statement of financial position are incorporated as if both entities (acquirer and acquiree) had always been combined, or using the results from the date when either entity joined the Group, where such a date is later.
- Prospective presentation method: the acquired entity's results and statement of financial position are incorporated prospectively from the date on which the business combination between entities under common control occurred.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Non-controlling interests

Non-controlling interest ('NCI') are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses (except for foreign currency transaction gains and losses) arising from intra-group transactions, are eliminated.

D. Foreign currency

Transactions in foreign currencies are translated into the functional currency of the Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate at the date of the transaction. Foreign currency differences are generally recognized in profit or loss and presented within finance costs.

E. Non-current assets held for sale and discontinued operation

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction (at the nominal value of the shares owned in Eco-Ferm SRL – 170,672,630 RON) rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Assets and liabilities classified as held for sale are presented separately as current items in the consolidated statement of financial position.
A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- Represent a separate major line of business or geographic area of operations:
- Is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of profit or loss.

When an operation is classified as discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

F. Property, plant and equipment

Recognition and measurement

Land and buildings are carried at revalued amounts based on periodic revaluations to fair value by external independent valuers, less subsequent depreciation and accumulated impairment. All other items of property, plant and equipment are measured at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the asset.

Increases in the carrying amounts arising on revaluation of land and buildings are recognised, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognized in profit or loss. Decreases that reverse previous increases of the same asset are first recognized in other comprehensive income to the extent of the remaining surplus attributable to the asset; all other decreases are charged to profit or loss.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is Group policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

Eco-Ferm property, plant and equipment includes also vineyards and orchards. Vineyards and orchards are stated at cost, net of accumulated depreciation and accumulated impairment losses. Immature vines and orchards are stated at accumulated cost. Capitalisation of costs ceases when the vines and orchards reach maturity, which is when the grapes can be commercially harvested for the first time and when the orchards first become productive.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values under the straight-line method over their estimated useful life and is generally recognised in profit or loss. Land is not depreciated.

The estimated used useful life of property, plant and equipment for current and comparative periods are as follows:

	Useful life in years	Weighted average useful life
Buildings	8 - 60 years	30 years
Production machinery and equipment	2 - 24 years	8 years
Vehicles	5 years	5 years
Furniture, office equipment and other tangible assets	2-15 years	5 years
Mature vineyards and orchards	24 years	24 years

For vineyards and orchards, depreciation commences when the grape vines and orchards are considered mature, which is when they produce their first commercially viable crop.

Depreciation method, residual values and useful life of property, plant and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period.

G. Intangible assets

Intangible assets primarily include capitalised computer software and licences, that are acquired by the Group and have finite useful life. They are measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values under the straight-line method over their estimated useful life and is generally recognised in profit or loss.

The estimated useful life for current and comparative periods are as follows:

	Useful life in years
Licences	2 - 3 years
Trademarks	10 years

Amortisation method, residual values and useful life of intangible assets are reviewed, and adjusted if appropriate, at the end of each reporting period.

H. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined based on weighted average cost allocation method. In the case of manufactured inventories, the cost comprises raw materials, direct labor costs, other direct costs and a systematically allocated proportion of variable and fixed production overheads, the latter being allocated on the basis of normal operating capacity. Costs of purchased inventory are determined after deducting rebates and discounts.

Net realizable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

I. Biological assets

Biological assets are measured on initial recognition and at the end of each reporting period at fair value less costs to sell. Changes in fair value are recognised in profit or loss. Biological assets consists of fish, livestock annual crops (e.g. corn, wheat) and produce growing on bearer plants (grapes and orchard fruits).

Costs to sell include the incremental selling costs, including auctioneers' fees, commission paid to brokers and dealers, and estimated costs of transport to the market, but they exclude finance costs and income taxes. Farming costs - such as feeding, labour costs, veterinary services are expensed as incurred. The costs of purchase of livestock and fish plus transportation charges are capitalised as part of biological assets.

Mature vines and productive orchards are bearer plants, and so they are presented and accounted for as property, plant and equipment. However, grapes growing on vines and orchard crops are accounted for as biological assets until the point of harvest. At the time of harvest, grapes and orchard crops are measured at fair value less costs to sell and transferred to inventories.

Changes in fair value of biological assets are recognised in the consolidated statement of profit or loss.

J. Financial Instruments

Financial assets – Recognition and initial measurement

Financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value, plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets – Classification and subsequent measurement

On initial recognition, a financial asset is classified as subsequently measured at: amortised cost; fair value through other comprehensive income (FVOCI) – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.
A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All Group‘s financial assets are measured at amortised cost considering the factors below.

Financial assets – Business model assessment

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

The Group holds financial assets which arise mainly from its main activity of processing and distribution of meat, meat products and other products. The objective of the business model for these financial instruments is to collect amounts due from the Group's receivables and to earn contractual interest income on the amounts to be collected.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest (SPPI)

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Financial assets – Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon de-recognition (equity instruments)
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

All Group's financial assets are measured at amortised cost. The Group's financial assets at amortised cost includes trade receivables and loans to related parties, included in non-current and current financial assets.

Financial liabilities – Initial recognition, measurement and presentation

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.
The Group's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts.

Financial liabilities – Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at amortised cost (loans and borrowings) is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit or loss.

De-recognition

A financial asset is derecognised when the contractual rights to the cash flows from the financial asset have expired, or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit or loss.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

K. Impairment

Non-derivative financial assets

The Group recognises an allowance for expected credit losses (ECLs) on financial assets measured at amortised cost (trade and other receivables, loans granted and cash and cash equivalents).

The Group measures loss allowances at an amount equal to lifetime ECLs, except for bank balances, which are measured at 12-month ECLs, for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the debtor;
- A breach of contract such as a default;
- The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- It is probable that the debtor will enter bankruptcy or other financial reorganisation.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. For customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due. Based on its experience, there have been no significant corporate customer recoveries after six months.

Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than biological assets, inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

L. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful life of the assets, as follows:

- Vehicles and machinery: 1-5 years
- Buildings (offices, stores, storage): 5-10 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section *K. Impairment of non-financial assets.*

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. The Group determines its incremental borrowing rate by considering various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit of loss if the carrying amount of the right-of-use asset has been reduced to nil.

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group did not enter into any lease agreements as a lessor.

M. Share capital

The Group has only ordinary shares, classified as equity.

N. Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss, except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantially enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Starting with the fiscal year 2024 (which is the same as calendar year), a minimum tax on turnover has been introduced for companies subject to corporate income tax, if their turnover exceeds EUR 50 million in the previous year. The companies are required to pay higher between their calculated corporate income tax and 1% from the total revenues adjusted by certain items.

No group companies were subject to pay minimum turnover tax for the year ended 31 December 2024.

a. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amount of the assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- Temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

O. Revenue recognition

Revenue includes revenue from contracts with customers, consisting typically in the sale of cold cuts, ready meals and dairy products through Group's own stores or through retailers' chains. Revenue is recorded at a point in time when the customer pays at the check-out or when the product is delivered for sale through other retailers. The Group has concluded that it is the principal in all its revenue arrangements.

Control is transferred when the goods are transferred to the customers, because the sales do not include any other unsatisfied performance obligation at that date.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. Accumulated experience is used to estimate and provide for the variable consideration, using the most likely amount method or the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (netted against trade receivables) is recognised for expected rebates payable to customers in relation to sales made until the end of the reporting period.

The Group does not adjust the promised amount of consideration for the effects of a significant financing component as the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service is short.
Given the perishable nature of the Group's products and the food safety regulations, the Group has implemented stringent control procedures throughout processing and distribution. Historically, there have been no instances requiring returns due to food safety or other concerns. As such, no provision for return obligations is currently recognized. The Group continuously monitors product quality and customer feedback, and if return obligations were to arise, appropriate refund liabilities and corresponding adjustments to revenue would be recognized.

P. Employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present obligation or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The Group does not grant long term or post-employment benefits.

Q. Finance income and finance costs

The Group's finance income and finance costs include: interest income, interest expense and the foreign currency gain or loss on financial liabilities. Interest income or expense is recognised under the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instruments to the gross carrying amount of the financial asset, or the amortised cost of the financial liability.

R. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

External valuers are involved for valuation of significant assets, such as property, plant and equipment. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

4. NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

Certain new standards and interpretations have been issued that are mandatory for the annual periods beginning on or after 1 January 2025 or later, and which the Group has not early adopted. Except for the Amendments to IAS 21, the other standards described below were not yet endorsed by EU.

Amendments to IAS 21 Lack of Exchangeability (Issued on 15 August 2023 and effective for annual periods beginning on or after 1 January 2025). In August 2023, the IASB issued amendments to IAS 21 to help entities assess exchangeability between two currencies and determine the spot exchange rate, when exchangeability is lacking. An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. The amendments to IAS 21 do not provide detailed requirements on how to estimate the spot exchange rate. Instead, they set out a framework under which an entity can determine the spot exchange rate at the measurement date. When applying the new requirements, it is not permitted to restate comparative information. It is required to translate the affected amounts at estimated spot exchange rates at the date of initial application, with an adjustment to retained earnings or to the reserve for cumulative translation differences.
The amendments are not expected to have a material impact on the Group's consolidated financial statements.

Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7 (issued on 30 May 2024 and effective for annual periods beginning on or after 1 January 2026). On 30 May 2024, the IASB issued amendments to IFRS 9 and IFRS 7 to:
(a) 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;
(b) clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
(c) add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and
(d) update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).
The amendments are not expected to have a material impact on the Group's consolidated financial statements.

Annual Improvements to IFRS Accounting Standards (Issued in July 2024 and effective from 1 January 2026). IFRS 1 was clarified that a hedge should be discontinued upon transition to IFRS Accounting Standards if it does not meet the 'qualifying criteria', rather than 'conditions' for hedge accounting, in order to resolve a potential confusion arising from an inconsistency between the wording in IFRS 1 and the requirements for hedge accounting in IFRS 9. IFRS 7 requires disclosures about a gain or loss on derecognition relating to financial assets in which the entity has a continuing involvement, including whether fair value measurements included significant unobservable inputs. This new phrase replaced reference to significant inputs that were not based on observable market data. The amendment makes the wording consistent with IFRS 13. In addition, certain IFRS 7 implementation guidance examples were clarified and text added that the examples do not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 7. IFRS 16 was amended to clarify that when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply IFRS 9 guidance to recognise any resulting gain or loss in profit or loss. This clarification applies to lease liabilities that are extinguished on or after the beginning of the annual reporting period in which the entity first applies that amendment. In order to resolve an inconsistency between IFRS 9 and IFRS 15, trade receivables are now required to be initially recognised at 'the amount determined by applying IFRS 15' instead of at 'their transaction price (as defined in IFRS 15)'. IFRS 10 was amended to use less conclusive language when an entity is a 'de-facto agent' and to clarify that the relationship described in paragraph B74 of IFRS 10 is just one example of a circumstance in which judgement is required to determine whether a party is acting as a de-facto agent. IAS 7 was corrected to delete references to 'cost method' that was removed from IFRS Accounting Standards in May 2008 when the IASB issued amendment 'Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate'.
The amendments are not expected to have a material impact on the Group's consolidated financial statements.

IFRS 18 Presentation and Disclosure in Financial Statements (Issued on 9 April 2024 and effective for annual periods beginning on or after 1 January 2027). In April 2024, the IASB has issued IFRS 18, the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of 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.

IFRS 18 will replace IAS 1; many of the other existing principles in IAS 1 are retained, with limited changes. 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'. IFRS 18 will apply for reporting periods beginning on or after 1 January 2027 and also applies to comparative information.
The amendments are under assessment in order to conclude on their impact on the Group's consolidated financial statements.

IFRS 19 Subsidiaries without Public Accountability: Disclosures (Issued on 9 May 2024 and effective for annual periods beginning on or after 1 January 2027). The International Accounting Standard Board (IASB) has issued a new IFRS Accounting Standard for subsidiaries. IFRS 19 permits eligible subsidiaries to use IFRS Accounting Standards with reduced disclosures. Applying IFRS 19 will reduce the costs of preparing subsidiaries' financial statements while maintaining the usefulness of the information for users of their financial statements. Subsidiaries using IFRS Accounting Standards for their own financial statements provide disclosures that maybe disproportionate to the information needs of their users. IFRS 19 will resolve these challenges by:

- enabling subsidiaries to keep only one set of accounting records – to meet the needs of both their parent company and the users of their financial statements;
- reducing disclosure requirements – IFRS 19 permits reduced disclosure better suited to the needs of the users of their financial statements.

The amendments will not have an impact on the Group's consolidated financial statements.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

In preparing these consolidated financial statements, the management has made judgements, estimates and assumptions about the future, that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

A. Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

- ***Determining the lease term of contracts with renewal and termination options – Group as lessee***

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group's lease contracts include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease.

That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group included the renewal period as part of the lease term for leases of buildings (stores, storage space and offices) and leases for land in Eco-Ferm with shorter non-cancellable period. The Group typically exercises its option to renew for these leases because there will be a significant negative effect on sales if a replacement asset is not readily available. The renewal periods for leases of plant and machinery with longer non-cancellable periods are not included as part of the lease term as these are not reasonably certain to be exercised. In addition, the renewal options for leases of motor vehicles are not included as part of the lease term because the Group typically leases motor vehicles for not more than 5 years and, hence, is not exercising any renewal options. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

As at 31 December 2024, potential future cash outflows of RON 23,664,619 (undiscounted) have not been included in the lease liability, because it is not reasonably certain that the leases will be extended (or not terminated) (31 December 2023 – RON 23,666,998, 31 December 2022 – RON 23,537,592, 1 January 2022 – RON 23,540,922).

- ***Business combinations under common control – predecessor or acquisition accounting***

Management applies either IFRS 3 acquisition accounting or predecessor accounting for business combinations under common control.

The specific facts and circumstances surrounding the transaction are considered in determining which accounting policy best reflects the substance of each business combination under common control. This might result in two business combinations under common control being accounted for differently by the Company where the specific facts and circumstances indicate that the transactions are not similar in nature.

Predecessor accounting

On 31 March 2023, Cris-Tim Family Holding SRL, Cris-Tim Companie de Familie SRL and Impex Cris Tim SRL have merged. Cris-Tim Family Holding SRL was the absorbing entity. Prior to the merger, all three companies had the same ultimate shareholding, but did not form a group for the purpose of consolidated reporting.

The following criteria was considered to assess which accounting policy best reflects the substance of the transaction:

- The purpose of the merger was to reflect under one legal entity the results of the same business that was delivered via the combined activities of the three separate entities;
- No non-controlling interests were affected, the entities were wholly owned by the same ultimate beneficial owners;

- The entities were managed together before and after the merger.

Taking into account the above criteria and in order to comply with the principle of comparability over time and to allow users to assess the ability of the reporting entity to generate cash flows, the predecessor accounting with retrospective presentation method was determined to be more appropriate. Thus, the three entities results for 2022 and January-March 2023 (the period before merger) and consolidated statement of financial positions as of 31 December 2021 and 31 December 2022 were incorporated as if the three entities had always been a single reporting entity.

Subsidiary acquired with a view to resale

On 26 October 2023, the Company acquired 74% of Eco-Ferm equity, a related party, via a loan conversion. Both Eco-Ferm and the Company had the same major ultimate controlling parent and ultimate beneficiaries.
The following criteria were considered in determining which accounting policy best reflects the substance of the transaction:

- The purpose of the transaction was an internal reorganization of the group, that was transitory in nature, the entity was acquired purely with a view to resale. The sale was concluded in the following year (September 2024);
- Existence of non-controlling interests, as only 74% was acquired. However, the remaining 26% has the same ultimate majority shareholder;
- The consideration for the transfer was not paid in cash, but via a loan conversion and it is set at the existing book values in the accounts of the transferring entity.

Management judged that the above criteria pointed towards predecessor accounting with prospective presentation method of accounting being a more appropriate accounting policy for this transaction.

B. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

- ***Revaluation of property, plant and equipment***

The Group measures the land and buildings at revalued amounts, with changes in fair value being recognised in OCI. The land and buildings were valued by reference to transactions involving properties of a similar nature, location and condition. The Group engaged an independent valuation specialist to assess fair values as at 31 December 2022. The key assumptions used to determine the fair value of the properties at 31 December 2022 are provided in Note 7.

Although formal revaluations are not performed annually, management considers that the carrying amount of land and buildings at 31 December 2023 and 31 December 2024 approximate their fair values, based on market indicators, internal assessments, and the absence of significant changes in market conditions since the last revaluation.

- ***Leases – estimating the incremental borrowing rate***

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group would have to pay, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency).

The Group estimates the IBR using observable inputs (such as market interest rates, currency, maturity) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

- **Impairment of financial assets**

The Company applies IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been assessed based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of credit sales over a period of 12 months before 1 January 2022, 24 months before 31 December 2022, 36 months before 31 December 2023 and 48 months before 31 December 2024 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. More details are included in Note 29.
The Company's assessment regarding the recoverability of loans granted to related parties is further described in Note 28.v).

- ***Fair value of biological assets***

Livestock
Livestock is measured at fair value less costs to sell, based on market prices of livestock of similar age, breed and genetic merit, with adjustments, where necessary, to reflect the differences. Market prices are obtained from the similar recent sale/purchase transactions occurred prior to the reporting date, which is considered most relevant for the purpose of the valuation.

Estimates and judgements in determining the fair value of livestock relate to market prices, average

weight and quality of animals, and mortality rates. The livestock grow at different rates and there can be a considerable spread in the quality and weight of animals that affects the price achieved. An average weight is assumed for the slaughter livestock that are not yet at marketable weight.

Annual crops and produce growing on bearer plants
The fair value of grapes growing on the vines and orchard crops is determined by reference to market prices for grapes and fruits for that local area for each variety of grape and fruits grown, adjusted for expected costs to reach maturity. Significant estimates include the expected grape and orchard fruits yields and quality, costs to incur until harvest and the expected market price for the harvested grapes and fruits.

6. FIRST-TIME ADOPTION OF IFRS

These consolidated financial statements are the Group's first annual consolidated financial statements that comply with IFRS. The Group's IFRS transition date is 1 January 2022. Subject to certain exceptions, IFRS 1 requires retrospective application of the version of standards and interpretations effective as of 31 December 2024 in preparing the opening IFRS consolidated statement of financial position on 1 January 2022 and throughout all periods presented in its first IFRS consolidated financial statements. In preparing these consolidated financial statements, the Group has applied the mandatory exceptions to the retrospective application of other IFRSs and has elected to apply the following optional exemptions:

- *Freehold land and buildings* were carried in the consolidated statement of financial position prepared in accordance with Local GAAP on the basis of valuations performed on 31 December 2019. In accordance with IFRS 1.D6, the Group has elected to regard those values as deemed cost at the date of the revaluation since they were broadly comparable to fair value at the date of revaluation.

- *Leases exemption* - The Group assessed all contracts existing at 1 January 2022 to determine whether a contract contains a lease based upon the conditions in place as at 1 January 2022. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at 1 January 2022. Right-of-use assets were measured at the amount equal to the lease liabilities. The lease payments associated with leases for which the lease term ends within 12 months of the date of transition to IFRS and leases for which the underlying asset is of low value have been recognised as an expense on a straight-line basis over the lease term.

Neither at the date of transition to IFRS nor for any period since was the Group required to prepare consolidated financial statements under Romanian GAAP, and it did not do so voluntarily, hence a reconciliation from Romanian GAAP to IFRS is not provided in these consolidated financial statements.

7. PROPERTY, PLANT AND EQUIPMENT

	Lands and buildings	Vehicles and machinery	Furniture, fittings and equipment	Assets under construction	Total
Cost or revalued amount					
Balance at 1 January 2022	120,218,632	252,911,828	4,781,690	11,559,271	**389,471,421**
Revaluation adjustment	6,096,380	-	-	-	**6,096,380**
Additions	1,205,329	13,786,446	273,991	11,357,170	**26,622,936**
Transfer	451,937	1,190,046	-	(1,641,983)	**-**
Transfer from ROUA	-	7,282,020*	-	-	**7,282,020**
Netting following revaluation	(13,601,757)	-	-	-	**(13,601,757)**
Disposals	(5,264,790)	(16,785,160)	(594,218)	-	**(22,644,168)**
Balance at 31 December 2022	**109,105,731**	**258,385,179**	**4,461,463**	**21,274,458**	**393,226,831**
Balance at 1 Jan 2023	**109,105,731**	**258,385,179**	**4,461,463**	**21,274,458**	**393,226,831**
Additions	2,494,423	6,290,051	163,422	6,027,338	**14,975,234**
Transfer	-	9,854,412	-	(9,854,412)	**-**
Transfer from ROUA	-	8,335,780*	-	-	**8,335,780**
Disposals	-	(4,275,416)	(180,282)	-	**(4,455,698)**
Balance at 31 December 2023	**111,600,154**	**278,590,007**	**4,444,603**	**17,447,384**	**412,082,148**
Balance at 1 Jan 2024	**111,600,154**	**278,590,007**	**4,444,603**	**17,447,384**	**412,082,148**
Additions	2,222,537	8,604,160	442,829	6,097,960	**17,367,485**
Transfer	3,922,563	2,159,501	22,372	(6,104,437)	**-**
Transfer from ROUA	-	9,022,752*	-	-	**9,022,752**
Disposals	-	(11,675,127)	(400,757)	(30,000)	**(12,105,884)**
Balance at 31 December 2024	**117,745,254**	**286,701,293**	**4,509,047**	**17,410,907**	**426,366,501**
Accumulated depreciation					
Balance at 1 January 2022	**(8,978,425)**	**(162,873,457)**	**(3,935,020)**	**-**	**(175,786,902)**

	Lands and buildings	Vehicles and machinery	Furniture, fittings and equipment	Assets under construction	Total
Depreciation in the year	(4,681,363)	(21,374,113)	(306,694)	-	**(26,362,170)**
Transfer from ROUA	-	(5,606,763)	-	-	**(5,606,763)**
Depreciation offset following revaluation	13,601,757	-	-	-	13,601,757
Disposals	-	14,017,697	350,789	-	**14,368,486**
Balance at 31 December 2022	**(58,031)**	**(175,836,636)**	**(3,890,925)**	**-**	**(179,785,592)**
Balance at 1 January 2023	**(58,031)**	**(175,836,636)**	**(3,890,925)**	**-**	**(179,785,592)**
Depreciation in the year	(4,818,703)	(20,575,603)	(211,386)		**(25,605,692)**
Transfer from ROUA	-	(3,520,392)	-	-	**(3,520,392)**
Disposals	-	2,756,996	180,282	-	**2,937,278**
Balance at 31 December 2023	**(4,876,734)**	**(197,175,635)**	**(3,922,029)**	**-**	**(205,974,398)**
Balance at 1 January 2024	**(4,876,734)**	**(197,175,635)**	**(3,922,029)**	**-**	**(205,974,398)**
Depreciation in the year	(5,099,908)	(20,170,765)	(190,260)	-	**(25,460,933)**
Transfer from ROUA	-	(4,356,174)	-	-	**(4,356,174)**
Disposals	-	6,891,661	400,786	-	**7,292,447**
Balance at 31 December 2024	**(9,976,642)**	**(214,810,913)**	**(3,711,503)**		**(228,499,057)**
Carrying amounts					
At 1 January 2022	**111,240,207**	**90,038,371**	**846,670**	**11,559,271**	**213,684,519**
At 31 December 2022	**109,047,700**	**82,548,543**	**570,538**	**21,274,458**	**213,441,239**
At 31 December 2023	**106,723,420**	**81,414,372**	**522,574**	**17,447,384**	**206,107,745**
At 31 December 2024	**107,768,612**	**71,890,380**	**797,544**	**17,410,907**	**197,867,443**

* These transfers relate to assets for which the purchase option was exercised at the end of the lease agreement. As a result, the related right-of-use assets were reclassified to property, plant and equipment. This reflects the change in control over the asset, from leased to owned, while maintaining the continuity of the assets' carrying amount, net of accumulated depreciation.

Information on non-current assets pledged as security by the Group are provided in Note 15.

Land and buildings are remeasured to fair value based on periodic, but at least triennial, valuations by external independent valuers, buildings are subsequently depreciated. The fair value of the properties was determined using the market comparable method or the income capitalization approach, depending on the asset. The valuations have been performed by the valuer and are based on proprietary databases of prices of transactions for properties of similar nature, location and condition. As at the dates of revaluation on 31 December 2022, the properties' fair values are based on valuations performed by Property Valuation & Management SRL, an accredited independent valuer who has valuation experience for similar properties. A net gain from the revaluation of the properties RON 6,096,380 was recognised in OCI in 2022.

The fair value measurements for the land and buildings have been categorized as Level 3 fair values based on the inputs to the valuation techniques used.

The properties that were revalued are:

- Land located in Bontida village, Cluj county;
- Logistic and commercial centers in Ghercesti village, Dolj county and Bucharest;
- The production facilities in Filipestii de Padure village and Magureni village, Prahova county;
- Improvements of the Galati, Sacele (Brasov county) and Constanta logistic centers.

Significant unobservable valuation inputs:	*Range*
Price per square meter of land	10 - 20 EUR / sqm
Rent per square meter for buildings	2.5 - 8 EUR / sqm
Capitalization rate	8.50 – 9 %

The range of the price per square meter is depending on the type (industrial or land) and location of the property and the proximity of the comparable properties (prices per square meter of closer properties are more relevant than the price per square meter of properties located further). Rent per square meter varies depending on the location and the type of the property revalued, lower values are related to warehouses and logistic centres in Dolj, Galati, Brasov and Constanta counties (2 – 5 EUR /sqm) and higher for the commercial areas in Bucharest (6 – 8 EUR /sqm).

Significant increases (decreases) in estimated price per square metre in isolation would result in a significantly higher (lower) fair value on a linear basis. Whereas increases (decreases) in the capitalization rate would result in lower (higher) fair values.

The most recent revaluation performed was done at year end 31 Dec 2022. The valuation assumptions and estimates used at the time reflected conditions and market inputs specific to that reporting period, which have since evolved. Given the 2 subsequent years that have passed, the fact that the carrying amounts of the assets have since been subject to depreciation, we consider that the impact of those valuation assumptions has diminished. Therefore, providing a sensitivity analysis on inputs as at YE 2022 would not enhance the understanding of the current situation at YE 2024 and we believe is no longer relevant to the users of consolidated financial statements.

8. INTANGIBLE ASSETS

	Trademarks	Licences	Total
Cost			
Balance at 1 January 2022	13,211,890	10,082,485	23,294,375
Additions	1,076,040	426,520	1,502,560
Disposals	-	-	-
Balance at 31 December 2022	**14,287,930**	**10,509,005**	**24,796,935**
Balance at 1 January 2023	14,287,930	10,509,005	24,796,935
Additions	-	1,478,274	1,478,274
Disposals	-	(2,608,476)	(2,608,476)
Balance at 31 December 2023	**14,287,930**	**9,378,803**	**23,666,733**
Balance at 1 January 2024	14,287,930	9,378,803	23,666,733
Additions	-	1,212,302	1,212,302
Disposals	-	(1,389,048)	(1,389,048)
Balance at 31 December 2024	**14,287,930**	**9,202,057**	**23,489,987**
Accumulated amortisation			
Balance at 1 January 2022	(13,006,061)	(8,529,059)	(21,535,120)
Amortisation	(105,781)	(1,380,761)	(1,486,542)
Disposals	-	-	-
Balance at 31 December 2022	**(13,111,842)**	**(9,909,820)**	**(23,021,662)**
Balance at 1 January 2023	(13,111,842)	(9,909,820)	(23,021,662)
Amortisation	(113,254)	(894,767)	(1,008,021)
Disposals	-	2,608,476	2,608,476
Balance at 31 December 2023	**(13,225,096)**	**(8,196,111)**	**(21,421,207)**
Balance at 1 Jan 2024	(13,225,096)	(8,196,111)	(21,421,207)
Amortisation	(113,254)	(1,094,762)	(1,208,016)
Disposals	-	1,389,048	1,389,048
Balance at 31 December 2024	**(13,338,350)**	**(7,901,825)**	**(21,240,175)**
Carrying amounts			
At 1 January 2022	**205,829**	**1,553,426**	**1,759,255**
At 31 December 2022	**1,176,088**	**599,185**	**1,775,273**
At 31 December 2023	**1,062,834**	**1,182,692**	**2,245,526**
At 31 December 2024	**949,580**	**1,300,232**	**2,249,812**

9. LEASES

The Group has lease contracts for various assets (such as stores and storage space, office space and vehicles). Rental contracts are typically made for fixed periods of 5 to 10 years for buildings (renting of the space where the stores and storages are located), with an option to renew the lease, and for 1 to 5 years for vehicles.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Generally, the Group is restricted from assigning and subleasing the leased assets. Most lease contracts include extension and termination options.

The Group also has certain leases of machinery with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

i) Amounts recognised in the consolidated statement of financial position

The following amounts are recognised in the consolidated statement of financial position relating to leases:

Right-of-use assets

	Vehicles and machinery	Buildings	Total
As at 1 January 2022	37,805,937	40,796,454	78,602,391
Depreciation charge for the year	(12,628,180)	(4,261,924)	(16,890,104)
Additions during the year	30,938,638	1,118,246	32,056,884
Transfers to property, plant and equipment	(1,675,256)	-	(1,675,256)
As at 31 December 2022	**54,441,139**	**37,652,776**	**92,093,915**
As at 1 January 2023	54,441,139	37,652,776	92,093,915
Depreciation charge for the year	(15,194,249)	(4,545,244)	(19,739,493)
Additions during the year	15,059,866	1,177,315	16,237,181
Transfers to property, plant and equipment	(4,829,198)	-	(4,829,198)
As at 31 December 2023	**49,477,558**	**34,284,847**	**83,762,405**
As at 1 January 2024	49,477,559	34,284,847	83,762,405
Depreciation charge for the year	(15,323,213)	(4,387,531)	(19,710,744)
Additions during the year	17,420,023	-	17,420,023
Transfers to property, plant and equipment	(4,666,578)	-	(4,666,578)
Derecognitions during the year	(9,564,065)	(925,728)	(10,489,793)
As at 31 December 2024	**37,343,725**	**28,971,588**	**66,315,313**

The transfers to property, plant and equipment relate to assets, equipment and car fleet, for which the purchase option was exercised at the end of the lease agreement.

Lease liabilities

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Current	18,468,494	20,293,479	18,058,475	17,921,378
Non-current	45,131,175	61,754,718	70,607,600	57,156,442
Total	**63,599,669**	**82,048,197**	**88,666,075**	**75,077,820**

The total cash outflow for leases in 2024 was RON 26.8 million (in 2023: RON 23.2 million; in 2022: RON 18.6 million).

ii) Amounts recognised in the consolidated statement of profit or loss and other comprehensive income

The following amounts are recognised in the consolidated statement of profit or loss and other comprehensive income relating to leases:

	2024	2023	2022
Depreciation expense on right-of-use assets:			
Vehicles and machinery	15,323,212	15,194,249	12,628,180
Buildings	4,387,531	4,545,243	4,261,924
	19,710,743	**19,739,492**	**16,890,104**
Interest expense on lease liabilities	3,585,788	3,567,115	2,012,915
Expense relating to short-term and low value leases	1,404,951	476,271	1,542,827

10. NON-CURRENT AND CURRENT FINANCIAL ASSETS AT AMORTIZED COST

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Loans to related parties	260,312,101	40,681,294	198,459,053	133,569,053
Interest receivable	6,755,223	2,754,761	17,895,394	8,776,226
Advances for acquisition of tangible and intangible assets	4,458,877	5,387,919	4,704,811	3,712,861
Other receivables	801,760	1,047,879	1,225,398	1,194,351
Total	**272,327,961**	**49,871,853**	**222,284,656**	**147,252,491**
Of which: Current	21,705,100	-	-	-
Non-current	250,622,861	49,871,853	222,284,656	147,252,491

In October 2023, the Company acquired 74% of the shares of Eco-Ferm SRL. This acquisition was settled without cash outflow, the purchase consideration was satisfied through the conversion of RON 146,661,770 loan balance and RON 24,010,860 interest balance into shares. In September 2024, the shares in Eco-Ferm SRL were sold to a related party and the consideration payable was converted into an interest-bearing loan by 31 December 2024, thus explaining de significant increase in Loans to related parties in 2024. Further information related to the acquisition and disposal is included in Note 18. Further information relating to loans to related parties is set out in Note 28.

11. INVENTORIES

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Goods purchased for resale	1,281,411	180,020	1,012,326	1,223,325
Raw materials	68,961,871	72,162,613	54,872,388	89,322,756
Finished goods	17,222,690	21,081,456	15,051,285	10,565,216
Work in progress	6,110,997	7,185,146	5,174,173	2,616,507
Total	**93,576,969**	**100,609,235**	**76,110,172**	**103,727,804**

Write-downs of inventories to net realisable value amounted to RON 197,110 as of 31 December 2024 (2023 – RON 161,962; 2022 – RON 288,326). Net movement in write-downs of inventories was registered in the consolidated statement of profit or loss and other comprehensive income.

12. TRADE AND OTHER RECEIVABLES

Trade and other receivables are detailed below:

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Trade receivables:				
Trade receivables from contracts with customers	58,833,544	52,495,745	38,228,599	37,210,545
Loss allowance	(6,652,232)	(7,303,262)	(7,187,909)	(8,993,291)
Total trade receivables - net	**52,181,312**	**45,192,483**	**31,040,690**	**28,217,254**
Other receivables:				
Receivables from related parties	8,688,119	8,254,723	15,393,200	7,022,244
Value added tax receivable	-	-	1,176,034	363,962
Prepayments	2,158,009	2,122,479	1,612,894	1,835,307
Advances to suppliers	-	-	370,936	172,280
Advances paid for raw materials acquisitions	1,723,237	563,659	228,755	344,115
Subsidies	-	-	15,646	17,952

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Other receivables	3,252,717	1,354,668	672,484	482,913
Total other receivables	**15,822,082**	**12,295,529**	**19,469,949**	**10,238,774**
Total trade and other receivables	**68,003,394**	**57,488,012**	**50,510,639**	**38,456,027**

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Information about the Group's exposure to credit and market risks and impairment losses for trade receivables is included in Note 29 Financial Risk Management.

For more information relating to related party receivables, refer to Note 28 Related parties.

Set out below is the movement in the allowance for expected credit losses of trade receivables:

	2024	2023	2022
Opening loss allowance at 1 January	(7,303,262)	(7,187,909)	(8,993,291)
Net change in loss allowance recognised in profit or loss during the year	(440,051)	(115,911)	1,392,730
Receivables written off during the year as uncollectible	1,091,080	558	412,652
Closing loss allowance at 31 December	**(6,652,233)**	**(7,303,262)**	**(7,187,909)**

The fair value of trade and other receivables approximates their carrying amount.

13. CASH AND CASH EQUIVALENTS

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Cash at bank	15,598,334	7,355,994	8,641,973	4,923,226
Cash in hand	359,840	551,880	628,025	686,423
Cash equivalents	131,531	117,907	204,372	384,394
Total	**16,089,705**	**8,025,781**	**9,474,370**	**5,994,043**

Reconciliation to consolidated cash flow statement:

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Balances as above	16,089,705	8,025,781	9,474,370	5,994,043
Cash at banks and short-term deposits attributable to discontinued operations	-	842,413	-	-

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Balances per statement of cash flows	**16,089,705**	**8,868,194**	**9,474,370**	**5,994,043**

14. CAPITAL AND RESERVES

Share capital

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Authorised number of shares	31,588	31,588	16,407	16,407

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Nominal value (RON)	315,880	315,880	164,070	164,070

Ordinary shares have a nominal value of RON 10. The shareholders participate in the Company's profits and losses proportional to each other's contributions to the share capital. The Company's shareholders are liable to the Company's creditors within the limits of their contributions to the Company's share capital. All shares have same rights related to voting rights and dividend rights.

On 31 March 2023, Cris-Tim Family Holding SRL, Cris-Tim Companie de Familie SRL and Impex Cris Tim SRL have merged. Cris-Tim Family Holding SRL was the absorbing entity. Following the merger, the share capital of the Company was increased by 15,181 shares, with a nominal value of RON 10.

Revaluation reserve – property, plant and equipment

The property, plant and equipment revaluation surplus is used to record increments and decrements on the revaluation of non-current assets. In the event of a sale of an asset, any balance in the reserve in relation to the sold asset is transferred to retained earnings.

	2024	2023	2022
At 1 January	49,090,460	18,626,547	13,505,587
Revaluation – gross	-	-	6,096,380
Deferred tax	-	-	(975,420)
Impact of business combination under common control	(30,463,913)	30,463,913	-
Revaluation gain recorded in comprehensive income, net of tax	-	-	**5,120,960**
At 31 December	**18,626,547**	**49,090,460**	**18,626,547**

Other reserve

Other reserves in amount of 2024: 87,099,378 RON (2023: 75,035,195 RON and 2022: 69,576,596 RON) were retained from the profits of the previous exercises without the payment of the tax on profits, as per incentives to reinvest the profit provided by the Romanian legal provisions.

These are subject to a tax rate of 16% (amounting to 2024: 13,935,900 RON, 2023: 12,005,631 RON and 2022: 11,132,255 RON), if they will be transferred to the retained earnings (and will not be used for further investment activities).

Earnings per share

	2024	2023	2022
Profit from continuing operations attributable to the owners of the Company	86,839,513	82,109,990	86,048,190
From discontinued operations	2,974,755	323,331	
Authorised ordinary shares	*31,588*	*31,588*	*16,407*
Basic and diluted earnings per share:			
From continuing operations	*2,749*	*2,599*	*5,245*
From discontinued operations	*94*	*10*	*-*
Basic and diluted earnings per share	**2,843**	**2,610**	**5,245**
Authorised ordinary shares - adjusted	*31,588*	*31,588*	*31,588*
Basic and diluted earnings per share:			
From continuing operations	*2,749*	*2,599*	*2,724*
From discontinued operations	*94*	*10*	*-*
Basic and diluted earnings per share - adjusted	**2,843**	**2,610**	**2,724**

The new shares issued in 2023 were granted without consideration. Consequently, the earnings per share for 2022 were adjusted to reflect the revised number of shares, ensuring comparability across periods.

15. BORROWINGS

The Company has the following borrowings:

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Secured borrowings:				
Bank loans	267,872,661	264,439,312	209,286,947	235,162,225
Unsecured borrowings at amortised cost:				
Loans from related parties				
- current	16,625,810	-	-	-
Total borrowings	**284,498,471**	**264,439,312**	**209,286,947**	**235,162,225**

Borrowings split between current and non-current borrowings is presented below:

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Non-current bank loans	15,896,048	62,392,313	79,193,495	55,608,746
Current bank loans (including overdraft)	251,976,613	202,046,999	130,093,452	179,553,479
Current loans from related parties	16,625,810	-	-	-
Total current borrowings	**268,602,423**	**202,046,999**	**130,093,452**	**179,553,479**
Total borrowings	**284,498,471**	**264,439,312**	**209,286,947**	**235,162,225**

On 23 December 2019, the Company, together with the other entities part of Rangeglow Limited group (Eco-Ferm SRL, Impex Cris Tim SRL, Cris-Tim Companie de Familie SRL, Timpul Armoniei SRL and Eco Ferm Invest SRL) contracted a syndicated loan with a group of four lenders (Unicredit Bank SA, Banca Comerciala Romana SA, Raiffeisen Bank SA, Banca Comerciala Intesa Saopaolo Romania SA). The syndicated loan became effective as from January 2020 and refinanced all the existing loans in balance as of 31 December 2019. The syndicated loan was concluded for a three-year period, until 23 December 2022.

On 20 December 2022, the Company, together with the other entities part of Rangeglow Limited group, signed bilateral agreements with Unicredit Bank SA, Banca Comerciala Romana SA, Raiffeisen Bank SA, Banca Comerciala Intesa Saopaolo Romania SA. These contracts refinanced the syndicated loan contracted on 23 December 2019.

The bank loans valid (or extended) at 31 December 2024 are cross-guaranteed by the Company and other entities of the Rangeglow Limited group, namely Eco-Ferm SRL, Eco Ferm Invest SRL, Timpul Armoniei SRL, Sensconstruct Concept SRL.

At 31 December 2024, the undrawn amount that the Company can access from its approved overdraft and working capital credit line ("meat credit line") was approximately 22 million EUR. The undrawn amount is available only to the Company and cannot be drawn by the other cross-guaranteed related entities in the loan agreements.

The financial covenants linked to these contracts are not linked to the Company consolidated financial statements but they are calculated based on the parent's annual consolidated financial statements (Rangeglow Limited group), as detailed in Note 29 Financial Risk Management, point iv) Capital Risk Management.

The loan facilities of the Group are guaranteed by:

- pledge on movable and immovable property (land, buildings, equipment) belonging to the Group, including the land related to one production facility (Bucurestii Noi) owed by the ultimate beneficial owners;
- pledge on the inventories of the Company;
- real security guarantee on all accounts opened with the financing banks;
- real-life securities collateral consisting of all present and future assets, movable and immovable, tangible and intangible assets, affected by the Group's business activity, including but not limited to inventories, equipment, financial assets, receivables, etc.
- assignment of receivables on contracts concluded by the Group with its clients;
- assignment of rights in insurance policies covering property under warranty;
- pledge on the universality of the borrower's cash claims;
- letter of guarantee (corporate guarantee) from its ultimate parent (Rangeglow Limited).

The value of the pledged/ mortgaged of the Group's assets (Cristim) subject to cross-guarantees are presented below:

Class of asset	2024	2023	2022
Land and buildings	103,390,362	235,759,168	109,047,701
Vehicles and machinery	71,890,380	97,443,434	82,548,543
Biological assets	1,085,119	6,965,654	537,437
Other non-current assets	710,654	14,251,334	570,538
Trade receivables	43,709,793	30,355,903	38,961,446
Inventories	93,576,969	147,404,898	76,110,172
Cash and cash equivalents	16,089,705	8,868,194	9,474,370
Total	**330,452,982**	**541,048,586**	**317,250,207**

The pledged assets of Eco-Ferm SRL were included only for the year 2023 when Eco-Ferm SRL was part of the Group (total Eco-Ferm assets pledged as of 31 December 2023 is of 187,554,273 RON, mainly represented by 139,916,197 RON non-current assets and 46,795,663 RON of inventories).

The fair values of the borrowings are not materially different from their carrying amounts, since either the interest payable is close to current market rates, or the borrowings are of a short-term nature.
Details of the Group's exposure to risks arising from current and non-current borrowings are set out in Note 29, Financial risk management.

The table below sets out the changes in liabilities arising from financing activities for the period between 2022 and 2024.

	Bank loans	Lease liabilities
Balance at 1 January 2022	**235,162,225**	**75,077,820**
Proceeds from borrowings	170,400,207	-
Repayment of borrowings	(216,897,307)	-
Change in bank overdraft	19,102,749	-
Payment of lease liabilities	-	(18,577,158)
Total financing cash flows	**(27,394,351)**	**(18,577,158)**
Effect of changes in foreign exchange rates	**1,502,046**	**108,529**
Other changes		
New leases	-	32,056,884
Interest expense	14,867,714	2,012,915
Interest paid	(14,850,687)	(2,012,915)
Total other changes	**17,027**	**32,056,884**
Balance at 31 December 2022	**209,286,947**	**88,666,075**

	Bank loans	Lease liabilities
Balance at 1 January 2023	**209,286,947**	**88,666,075**
Proceeds from borrowings	197,817,428	-
Repayment of borrowings	(152,109,763)	-
Change in bank overdraft	6,969,150	-
Payment of lease liabilities	-	(23,224,825)
Total financing cash flows	**52,676,815**	**(23,224,825)**
Effect of changes in foreign exchange rates	**1,940,251**	**369,765**
Other changes		
New leases	-	16,237,182
Interest expense	15,853,936	3,567,115
Interest paid	(15,318,637)	(3,567,115)
Total other changes	**535,299**	**16,237,182**
Balance at 31 December 2023	**264,439,312**	**82,048,197**

	Bank loans	Loan from related parties	Lease liabilities
Balance at 1 January 2024	**264,439,312**	**-**	**82,048,197**
Proceeds from borrowings	177,589,770	16,625,810	-
Repayment of borrowings	(168,421,755)	-	-
Change in bank overdraft	(5,752,594)	-	-
Payment of lease liabilities	-		(26,780,008)
Total financing cash flows	**3,415,421**	**16,625,810**	**(26,780,008)**
Effect of changes in foreign exchange rates	**78,290**		**(16,444)**
Other changes			
Disposal	-	-	(8,146,370)
New leases	-	-	16,494,294
Interest expense	19,321,431	-	3,585,788
Interest paid	(19,381,793)	-	(3,585,788)
Total other changes	**(60,362)**	**-**	**8,347,924**
Balance at 31 December 2024	**267,872,661**	**16,625,810**	**63,599,669**

16. DEFERRED TAX

i) Deferred tax assets

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
The balance comprises temporary differences attributable to:				
Trade and other receivables	260,762	352,640	343,108	600,110
Trade and other payables	551,547	358,400	350,486	958,726
Lease liabilities	4,857,890	5,671,370	6,120,488	10,465,513
Total deferred tax assets	**5,670,199**	**6,382,410**	**6,814,082**	**12,024,349**

Movements in deferred tax assets:

	Trade and other receivables	Trade and other payables	Lease liabilities	Total
At 1 January 2022	600,110	958,726	10,465,513	**12,024,349**
(Charged)/credited				
- to profit or loss	(257,002)	(608,240)	(4,345,025)	**(5,210,267)**
- to other comprehensive income	-	-	-	**-**
At 31 December 2022	**343,108**	**350,486**	**6,120,488**	**6,814,082**
(Charged)/credited				
- to profit or loss	9,532	7,914	(449,118)	**(431,672)**
- to other comprehensive income	-	-	-	**-**
At 31 December 2023	**352,640**	**358,400**	**5,671,370**	**6,382,410**
(Charged)/credited				
- to profit or loss	(91,878)	193,147	(813,480)	(712,211)
- to other comprehensive income	-	-	-	-
At 31 December 2024	**260,762**	**551,547**	**4,857,890**	**5,670,199**

ii) Deferred tax liabilities

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
The balance comprises temporary differences attributable to:				
Property, plant and equipment	3,547,913	3,547,913	3,547,913	2,572,493
Biological assets	67,939	52,082	42,233	37,916
Right-of-use assets	4,635,454	5,498,909	6,052,325	10,465,513
Total deferred tax liabilities	**8,251,306**	**9,098,904**	**9,642,471**	**13,075,922**
Set-off of deferred tax liabilities with deferred tax assets	(5,670,199)	(6,382,410)	(6,814,082)	(12,024,349)
Net deferred tax liabilities	**2,581,107**	**2,716,494**	**2,828,389**	**1,051,573**

Movements in deferred tax liabilities:

	Property, plant and equipment	Biological assets	Right-of-use assets	Total
At 1 January 2022	(2,572,493)	(37,916)	(10,465,513)	**(13,075,922)**
(Charged)/credited				
- to profit or loss	-	(4,317)	4,413,188	**4,408,871**
- to other comprehensive income	(975,420)	-	-	**(975,420)**
At 31 December 2022	**(3,547,913)**	**(42,233)**	**(6,052,325)**	**(9,642,471)**
(Charged)/credited				
- to profit or loss	-	(9,849)	553,416	**543,567**
- to other comprehensive income	-	-	-	**-**
At 31 December 2023	**(3,547,913)**	**(52,082)**	**(5,498,909)**	**(9,098,904)**
(Charged)/credited				
- to profit or loss	-	(15,857)	863,455	847,598
- to other comprehensive income	-	-	-	-
At 31 December 2024	**(3,547,913)**	**(67,939)**	**(4,635,454)**	**(8,251,306)**

Reconciliation of (deferred tax liabilities)/deferred tax assets, net:

	2024	2023	2022
At 1 January	**(2,716,494)**	**(2,828,389)**	**(1,051,573)**
Tax income/(expense) recognised in profit or loss	135,387	111,895	(801,396)
Tax income/(expense) recognised in OCI	-	-	(975,420)
As at 31 December	**(2,581,107)**	**(2,716,494)**	**(2,828,389)**

17. TRADE AND OTHER PAYABLES

Trade and other payables are detailed below:

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Trade payables	99,330,882	98,283,172	103,123,775	80,361,587
Payables to related parties	6,204,968	5,392,711	7,911,015	2,042,633
Value added tax payable	2,749,749	3,997,750	-	-
Dividends payable	-	-	52,298,982	-
Deferred revenues	525,630	590,434	599,264	201,549
Other current liabilities	344,716	1,418,413	1,725,764	1,851,129
Total	**109,155,945**	**109,682,480**	**165,658,800**	**84,456,898**

Trade payables are unsecured and are usually paid within 30-60 days of recognition.

The carrying amounts of trade and other payables are considered to be reasonable approximations of their fair values, due to their short-term nature.
For more information relating to payables to related parties, refer to Note 28 Related parties.

18. SUBSIDIARY ACQUIRED WITH A VIEW TO RESALE

On 26 October 2023, the Company acquired 74% of Eco-Ferm SRL ('Eco-Ferm') equity, a related party, via a loan conversion. Eco-Ferm was acquired with the intention to resale, as part of management's plan to re-organize Rangeglow Limited group. The classification as 'held for sale' reflects the strategic decision to dispose and complete the sale within a year time. Eco-Ferm was sold to Eco Ferm Invest SRL, a related party, part of Rangeglow Limited group, in September 2024.

The following table summarises the recognised amounts of assets acquired, and liabilities assumed at the date of acquisition, except for a loan received from Cristim with a value of 25,608,964 RON:

	26 October 2023
Intangible assets	321,578
Property, plant and equipment	232,795,993
Right-of-use assets	10,278,834
Other non-current assets	9,367,146
Inventories	32,581,622
Biological assets	12,160,463
Trade and other receivables	27,110,586
Cash and cash equivalents	563,903
Borrowings	(27,511,996)
Lease liabilities	(9,157,305)
Deferred tax liabilities	(5,772,654)
Trade and other payables	(27,385,109)
Employee benefits - current	(2,069,258)
Current tax liabilities	-
Government grants	(2,021,225)
Total identifiable net assets acquired	**251,262,578**

	26 October 2023
Total identifiable net assets acquired	**251,262,578**
Non-controlling interest	(58,669,939)
Purchase consideration – loan conversion into shares	170,672,630
Elimination of loan at consolidation	25,608,964
Impact of business combination under common control	**(3,688,955)**

The purchase consideration was satisfied through the conversion of RON 146,661,770 loan balance and RON 24,010,860 related interest balance (refer to Note 10) into shares of Eco-Ferm (see Note 28).

At 31 December 2023, Eco-Ferm was stated at the lower of carrying value and fair value less costs to sell and it comprised the following major classes of assets and liabilities classified as held for sale:

	31 December 2023
Intangible assets	279,035
Property, plant and equipment	239,218,566
Right-of-use assets	12,118,185
Other non-current assets	6,721,423
Inventories	32,183,806
Biological assets	12,253,055
Trade and other receivables	14,426,322
Cash and cash equivalents	842,413
Total assets classified as held for sale	**318,042,805**

	31 December 2023
Borrowings	(26,019,566)
Lease liabilities	(11,014,725)
Deferred tax liabilities	(5,799,912)
Trade and other payables	(18,685,298)
Employee benefits - current	(3,368,710)
Current tax liabilities	-
Government grants	(2,006,165)
Liabilities directly associated with the assets held for sale	**(66,894,375)**

Eco-Ferm qualifies as a discontinued operation and accordingly, a single amount is presented in the consolidated statement of comprehensive income, comprising the post-tax profit from discontinued operations amounting to RON 323,331 for the period ended 31 December 2023.

During 2023 and 2024, while Eco-Ferm was consolidated, Eco-Ferm had the following transactions with related parties:

	Sales of goods and services	Purchases of goods and services	Purchase of fixed assets
Related parties under the common control of the same parent (Rangeglow Limited)			
2024	6,177,165	(9,456,879)	(5,789,601)
2023	1,271,080	(2,339,325)	(2,922,789)

	Sales of goods and services	Purchases of goods and services	Purchase of fixed assets
Other related parties			
2024	2,035,404	(4,020)	-
2023	414,272	(4,607)	(504,095)

As of 31 December 2023, Eco-Ferm had the following balances with related parties:

	Amounts owed by related parties	Amounts owed to related parties
Related parties under the common control of the same parent (Rangeglow Limited)		
2023	1,961,061	(8,762,203)
Other related parties		
2023	3,725,019	(71,005)

Eco-Ferm acquired the following goods and services from entities that are related parties:

- Sensconstruct Concept SRL: building and repair/maintenance services
- Domeniul Casa Timis SRL: hospitality/tourism services
- Timpul Armoniei SRL: rent space for offices and stores
- Eco Ferm Invest SRL: milk
- Fresh Just for You SRL: advances for services/improvements for the vineyard production.

The carrying amounts of assets and liabilities as at the date of sale (17 September 2024) were:

	17 September 2024
Intangible assets	305,444
Property, plant and equipment	249,058,328
Right-of-use assets	10,229,762
Other non-current assets	4,866,932
Inventories	30,806,570
Biological assets	16,102,229
Trade and other receivables	25,316,288
Cash and cash equivalents	759,183
Total assets	**337,444,737**

	17 September 2024
Borrowings	(42,003,517)
Lease liabilities	(8,526,503)

Deferred tax liabilities	(5,771,033)
Trade and other payables	(23,474,523)
Employee benefits - current	(4,200,650)
Current tax liabilities	-
Government grants	(1,938,393)
Total liabilities	**85,914,619**

	17 September 2024
Carrying amount of net assets sold	**251,530,118**
Non-controlling interest	(56,596,738)
Sale consideration	204,522,984
Result of sale	**9,589,604**
Loss of discontinued operations for the period before sale	(6,614,849)
Profit from discontinued operations	**2,974,755**

19. SEGMENT INFORMATION

The Group's strategic steering committee (considered to be the chief operating decision maker under IFRS 8), consisting of the chief executive officer, the chief financial officer and the chief operations officer, examines the Group's performance from a product perspective and has identified two reportable segments of its business:

- Cold-cuts: this part of the business is involved in the production, distribution and sale of pre-packaged sliced and processed meat;
- Ready meals: involved in the production, distribution and sale of pre-packaged, partly or fully cooked food products.

All other segments include Dairy (mainly) and others. None of these segments met the quantitative thresholds for reportable segments in 2024, 2023 and 2022.

Information about reportable segments is set out below. Segment assets and segment liabilities are not regularly reported to or reviewed by the steering committee in the decision-making process, and accordingly, this information if not disclosed.

The steering committee uses a measure of earnings before interest, tax, depreciation and amortisation ('EBITDA') to assess the performance of the operating segments. Management believes that this performance measure is the most relevant in evaluating the results of the respective segments relative to other entities that operate in the same industry. EBITDA excludes discontinued operations because the subsidiary was acquired for the purpose of sale. Interest income and finance cost are not allocated to segments, because financing and cash management activities are managed on a Group's basis.

Year ended 31 December 2024	COLD CUTS	READY MEALS	Total reportable segments	All other segments	Total
Sales to external customers	**963,937,941**	**105,673,154**	**1,069,611,095**	**50,989,768**	**1,120,600,863**
Other income	4,594,005	197,076	4,791,081	2,575,897	7,366,978
Other gains/(losses) – net	689,029	-	689,029	-	689,029
Changes in inventory	(3,856,689)	581,200	(3,275,489)	-	(3,275,489)
Raw materials, consumables used and merchandise costs	(568,366,357)	(55,183,960)	(623,550,316)	(43,894,392)	(667,444,709)
Employee benefit expenses	(162,901,430)	(14,662,772)	(177,564,202)	(5,596,700)	(183,160,902)
Utilities expense	(20,734,317)	(2,819,834)	(23,554,151)	(281,360)	(23,835,511)
Repairs and maintenance costs	(10,514,246)	(928,619)	(11,442,865)	(335,085)	(11,777,950)
Net impairment losses on financial and contract assets	(342,118)	(18,623)	(360,741)	(8,986)	(369,727)
Third party services	(44,996,188)	(3,135,646)	(48,131,834)	(1,506,006)	(49,637,840)
Other expenses	(21,181,679)	(594,459)	(21,776,138)	(562,863)	(22,339,001)
EBITDA	**136,327,951**	**29,107,518**	**165,435,469**	**1,380,273**	**166,815,743**
Depreciation and amortisation	(41,222,221)	(3,582,344)	(44,804,567)	(1,575,126)	(46,379,693)
EBIT	**95,105,730**	**25,525,173**	**120,630,903**	**(194,853)**	**120,436,050**
Net finance costs not allocated					(18,648,603)
Profit before income tax					**101,787,447**

Year ended 31 December 2023	COLD CUTS	READY MEALS	Total reportable segments	All other segments	Total
Sales to external customers	**892,909,369**	**100,325,734**	**993,235,103**	**52,609,911**	**1,045,845,014**
Other income	4,058,871	160,590	4,219,461	2,336,380	6,555,841
Other gains/(losses) – net	(1,091,796)	-	(1,091,796)	-	(1,091,796)
Changes in inventory	8,798,646	673,863	9,472,509	-	9,472,509
Raw materials, consumables used and merchandise costs	(544,945,314)	(57,172,347)	(602,117,661)	(51,115,280)	(653,232,941)
Employee benefit expenses	(137,454,197)	(12,630,800)	(150,084,997)	(4,451,452)	(154,536,449)
Utilities expense	(22,465,106)	(3,235,484)	(25,700,590)	(239,234)	(25,939,824)
Repairs and maintenance costs	(10,202,287)	(998,627)	(11,200,914)	(286,904)	(11,487,818)
Net impairment losses on financial and contract assets	(106,530)	360	(106,170)	192	(105,978)
Third party services	(36,482,093)	(3,475,308)	(39,957,401)	(930,851)	(40,888,252)

Other expenses	(19,527,038)	(522,293)	(20,049,332)	(224,738)	(20,274,070)
EBITDA	**133,492,524**	**23,125,688**	**156,618,213**	**(2,301,977)**	**154,316,236**
Depreciation and amortisation	(40,295,242)	(4,632,182)	(44,927,424)	(1,425,781)	(46,353,205)
EBIT	**93,197,282**	**18,493,506**	**111,690,788**	**(3,727,758)**	**107,963,031**
Net finance costs not allocated					(12,460,212)
Profit before income tax					**95,502,819**

Year ended 31 December 2022	COLD CUTS	READY MEAL	Total reportable segments	All other segments	Total
Sales to external customers	**733,878,441**	**90,840,149**	**824,718,590**	**46,194,648**	**870,913,238**
Other income	5,097,908	123,165	5,221,073	4,558,536	9,779,609
Other gains/(losses) – net	(485,817)	-	(485,817)	-	(485,817)
Changes in inventory	7,063,899	(15,683)	7,048,216	-	7,048,216
Raw materials, consumables used and merchandise costs	(407,449,400)	(53,127,079)	(460,576,479)	(40,538,980)	(501,115,459)
Employee benefit expenses	(128,669,435)	(12,063,687)	(140,733,122)	(6,100,512)	(146,833,634)
Utilities expense	(27,311,049)	(2,963,850)	(30,274,899)	(613,223)	(30,888,122)
Repairs and maintenance costs	(5,842,489)	(566,071)	(6,408,560)	(163,899)	(6,572,459)
Net impairment losses on financial and contract assets	1,055,326	213,865	1,269,191	108,756	1,377,947
Third party services	(29,314,330)	(2,378,322)	(31,692,652)	(1,466,941)	(33,159,593)
Other expenses	(15,718,171)	2,860	(15,715,311)	(312,246)	(16,027,557)
EBITDA	**132,304,883**	**20,065,347**	**152,370,231**	**1,666,139**	**154,036,369**
Depreciation and amortisation	(38,713,167)	(4,680,608)	(43,393,775)	(1,345,041)	(44,738,816)
EBIT	**93,591,716**	**15,384,739**	**108,976,455**	**321,098**	**109,297,553**
Net finance costs not allocated					(6,788,454)
Profit before income tax					**102,509,099**

Major customers:

During 2024 there were two customers that contributed more than 10%, each, to the Group's revenues. The combined sales to these two customers amounted to 268 million RON in 2024.

During 2023 there were two customers that contributed more than 10%, each, to the Group's revenues. The combined sales to these two customers amounted to 243 million RON in 2023.

During 2022, revenues of approximately 100 million RON were contributed by the Group's largest customer. No other single customer contributed 10% or more to the Group's revenues in 2022.

Geographical information:

The geographic information analysis the Group's revenue by the Company's country of domicile (Romania) and other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers.

Revenue from external customers 2024:

	COLD CUTS	READY MEAL	Total reportable segments	All other segments	Total
Romania	890,340,009	103,993,851	994,333,860	50,379,583	1,044,713,443
Germany	14,313,975	332,110	14,646,085	91,031	14,737,116
Spain	13,539,788	368,478	13,908,266	75,048	13,983,314
Italy	12,770,007	194,344	12,964,351	14,786	12,979,137
UK	9,745,342	134,780	9,880,122	9,453	9,889,575
Belgium	5,534,115	80,044	5,614,159	50,581	5,664,740
France	4,198,911	256,264	4,455,175	95,484	4,550,659
Irland	5,294,038	102,111	5,396,149	89,271	5,485,420
Poland	4,186,992	111,410	4,298,402	101,478	4,399,880
Other	4,014,764	99,762	4,114,526	83,054	4,197,580
Total	**963,937,941**	**105,673,154**	**1,069,611,095**	**50,989,769**	**1,120,600,864**

Revenue from external customers 2023:

	COLD CUTS	READY MEAL	Total reportable segments	All other segments	Total
Romania	823,990,893	98,690,594	922,681,487	50,291,360	972,972,847
Germany	12,968,260	301,718	13,269,978	642,564	13,912,542
Spain	12,468,849	299,421	12,768,270	500,671	13,268,941
Italy	12,361,445	123,177	12,484,622	117,391	12,602,013
UK	10,451,575	286,680	10,738,255	216,806	10,955,061
Belgium	4,777,268	99,254	4,876,522	356,757	5,233,279
France	4,108,762	195,285	4,304,047	135,188	4,439,235
Irland	4,679,225	107,204	4,786,429	145,934	4,932,363
Other	7,103,094	222,402	7,325,496	203,242	7,528,738
Total	**892,909,371**	**100,325,735**	**993,235,106**	**52,609,913**	**1,045,845,019**

Revenue from external customers 2022:

	COLD CUTS	READY MEAL	Total reportable segments	All other segments	Total
Romania	669,319,172	89,216,729	758,535,901	43,720,255	802,256,156
Germany	9,699,534	278,522	9,978,056	625,538	10,603,594
Spain	10,914,514	266,103	11,180,617	496,177	11,676,794
Italy	10,699,682	79,491	10,779,173	110,350	10,889,523
UK	15,573,710	496,458	16,070,168	504,532	16,574,700
Belgium	4,175,464	119,969	4,295,433	269,829	4,565,262
France	3,495,058	111,939	3,606,997	83,930	3,690,927
Irland	4,124,784	101,008	4,225,792	168,721	4,394,513
Other	5,876,524	169,930	6,046,454	215,317	6,261,771
Total	**733,878,441**	**90,840,149**	**824,718,590**	**46,194,648**	**870,913,238**

20. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group derives revenue from the transfer of goods at a point in time in the following major product lines:

	2024	2023	2022
Revenue from contracts with customers by product line:			
Cold cuts	963,937,941	892,909,369	733,878,441
Ready meal	105,673,154	100,325,734	90,840,149
Total reportable segments	**1,069,611,095**	**993,235,103**	**824,718,590**
Other	50,989,768	52,609,911	46,194,648
Total	**1,120,600,863**	**1,045,845,014**	**870,913,238**

	2024	2023	2022
Revenue from sales of finished goods	1,069,611,094	993,235,103	824,718,590
Revenue from sales of merchandise	50,989,769	52,609,911	46,194,648
Total	**1,120,600,863**	**1,045,845,014**	**870,913,238**

The Group generates its revenue mainly form the Romanian market (domestic market). Exports of food products are made in the European Union and represent 7% of the revenue from sales of finished goods (2023: 7%, 2022: 7%).
Information about receivables from contracts with customers are presented in Note 12.

The sale contracts of the Group do not generate significant contract assets, as there is no component of unbilled work in progress. The contract liabilities relates to the advance consideration received from customers. The amount of contract liabilities recognized as revenue during 2023 was RON 186,250 (2022 was RON 223,108).

21. OTHER INCOME

Other income includes:

	2024	2023	2022
Sale of waste and residual products	827,883	1,117,844	1,113,560
Hospitality and entertainment (fishing) services	1,216,059	749,901	1,781,803
Income from renting of production facility	497,201	271,269	3,715,119
Recharges	3,476,256	2,809,223	1,978,612
Other	1,349,579	1,607,604	1,190,515
Total	**7,366,978**	**6,555,841**	**9,779,609**

The recharges are mainly represented by administrative services recharged to related parties.

22. EMPLOYEE BENEFIT EXPENSES

Personnel expenses are detailed bellow:

	2024	2023	2022
Salaries	(175,481,501)	(147,827,111)	(142,261,368)
Social security contributions	(7,679,401)	(6,709,338)	(4,572,266)
Total	**(183,160,902)**	**(154,536,449)**	**(146,833,634)**

23. THIRD PARTY SERVICES

Third party services are detailed below:

	2024	2023	2022
Transportation	(5,444,098)	(4,731,076)	(4,233,161)
Insurance costs	(4,882,165)	(3,831,445)	(2,697,643)
Advertising	(17,778,601)	(14,760,549)	(9,204,717)
IT services	(4,651,803)	(4,081,494)	(3,654,725)
Consulting fees	(4,838,741)	(3,640,962)	(3,019,416)
Rent	(1,404,951)	(476,271)	(1,542,827)
Postal and communication services	(1,327,188)	(1,497,522)	(1,395,601)
Other third-party services	(9,310,293)	(7,868,933)	(7,411,503)
Total	**(49,637,840)**	**(40,888,252)**	**(33,159,593)**

24. OTHER EXPENSES

Other expenses are detailed below:

	2024	2023	2022
Taxes to the state budget	(7,193,488)	(6,292,733)	(5,327,300)
Commissions	(1,573,339)	(1,868,201)	(2,817,819)
Donations	(4,258,824)	(3,221,860)	(1,985,378)
Other expenses	(9,313,350)	(8,891,276)	(5,897,060)
Total	**(22,339,001)**	**(20,274,070)**	**(16,027,557)**

25. OTHER GAINS AND LOSSES

Other gains and losses refer to:

	2024	2023	2022
Net gain/(loss) on disposal of property, plant and equipment	933,971	(287,937)	125,920
Net foreign exchange gains/(losses)	(603,085)	(803,859)	(686,973)
Other gain/(loss)	358,144	-	75,236
Total other gain/(loss)	**689,030**	**(1,091,796)**	**(485,817)**

26. FINANCE INCOME AND COSTS

Finance income and costs include the following:

	2024	2023	2022
Finance income			
Interest income	4,334,218	9,444,810	12,015,641
Total	**4,334,218**	**9,444,810**	**12,015,641**
Finance costs			
Interest expenses from borrowing	(19,321,431)	(15,853,945)	(14,867,714)
Interest expenses from leases	(3,585,788)	(3,567,115)	(2,012,915)
Net exchange losses on foreign currency borrowings	(75,602)	(2,483,962)	(1,923,466)
Total	**(22,982,821)**	**(21,905,022)**	**(18,804,095)**

27. TAX EXPENSE

i) Components of income tax expense

Income tax expense/credit recorded in profit or loss comprises the following:

	2024	2023	2022
Current income tax	(17,240,587)	(13,420,657)	(15,659,513)

Deferred tax expense	135,387	111,894	(801,396)
Income tax expense	**(17,105,200)**	**(13,308,763)**	**(16,460,909)**

ii) Reconciliation between the tax expense and profit or loss multiplied by applicable tax rate

The income tax rate applicable to the Group's companies in 2024, 2023 and 2022 is 16%. A reconciliation between the expected and the actual taxation charge is provided below.

	2024	2023	2022
Profit from continuing operations before income tax	101,787,446	95,502,819	102,509,099
Profit from discontinued operations before income tax	2,974,755	323,331	-
	104,762,201	**95,826,150**	**102,509,099**
Theoretical tax charge at rate of 16%	16,761,952	15,332,184	16,401,456
Tax effect of expenses not deductible for tax purposes	5,712,884	3,009,394	1,725,661
Annual tax credit relating to sponsorship	(3,522,477)	(2,634,986)	(996,328)
Other tax effects, including discontinued operations	(1,847,158)	(2,397,829)	(669,880)
Income tax expense from continuing operations	**17,105,200**	**13,308,763**	**16,460,909**

Other expenses not deductible for tax purposes represents mainly expense related to the car fleet which are non-deductible (tax effect 2024: 2.7 mil RON, 2023: 0.9 mil RON, 2022: 0.3 mil RON).

Sponsorship deducted represents tax credit that the Group is entitled according to Romanian Law no. 32/1994 on sponsorship and Fiscal code, which means that part of the tax due to the state budget is redirected towards the recipients of the sponsorships granted by the Group.

Other tax effects refer mainly to the tax effect of transfers of retained profits to reserves that reduce taxable profit in the period of transfer, but which will be taxable if reserve amounts are distributed in the future (see note 14).

28. RELATED-PARTY TRANSACTIONS

i) Parent and ultimate controlling party

Rangeglow Limited (Cyprus), the immediate parent entity holds 99.9683% of the shares of the Company. The ultimate controlling parties of the Company are Mr. Radu Timis (51%) and Mrs. Cristina Teodora Timis (49%), both Romanian residents.

ii) Subsidiaries

The Group only subsidiary as of 31 December 2023 is Eco-Ferm SRL, acquired in October 2023 and which is 74% owned by the Company. The shares in Eco-Ferm SRL were sold in September 2024 thus the Company has no subsidiaries as of 31 December 2024.

iii) Key management personnel compensation

	2024	2023	2022
Short term employee benefits	5,306,516	4,116,090	5,796,204

iv) Transactions and outstanding balances with related parties

	Transactions				Balances	
	Sales of goods and services	Sale of fixed assets	Purchases of goods and services	Purchase of fixed assets	Amounts owed by related parties	Amounts owed to related parties
Related parties under the common control of the same parent (Rangeglow Limited)						
2024	2,309,187	64,132	(18,195,309)	(1,135,983)	5,705,908	(6,204,969)
2023	4,060,879	179,315	(38,682,376)	(3,801,684)	5,472,540	(5,227,681)
2022	5,068,500	1,260,891	(42,231,375)	(387,209)	12,010,577	(6,199,281)
2021	-	-	-	-	7,022,245	(2,042,632)
Other related parties						
2024	1,404,239	-	(615,810)	-	1,487,611	-
2023	1,000,384	3,965	(2,247,124)	-	2,780,357	(165,030)
2022	2,264,847	-	(738,202)	-	588,056	(1,711,734)
2021	-	-	-	-	-	-

The Group acquired the following goods and services from entities that are related parties, having the same ultimate beneficiary owner as the reporting entity:

- Eco-Ferm SRL: dairy products
- Sensconstruct Concept SRL: construction and repair/maintenance services
- Domeniul Casa Timis SRL: accommodation/tourism services
- Timpul Armoniei SRL: rent space for offices and stores
- Eco-Ferm Invest SRL: milk and beef carcass (in 2023 and 2022)

Refer below for loans granted and received from related parties.

v) Loans to related parties

	Eco-Ferm SRL	Timpul Armoniei SRL	Sensconstruct Concept SRL	ECO Mineral Resources SRL	Eco Ferm Invest SRL	Total
At 1 January 2022	117,623,211	15,985,174	8,736,893	-	-	142,345,279
Loans advanced	64,890,000	-	-	-	-	64,890,000
Interest income	10,345,865	1,007,684	560,184	-	-	11,913,733
At 31 December 2022	**192,859,076**	**16,992,858**	**9,297,077**	**-**	**-**	**219,149,012**
At 1 January 2023	192,859,076	16,992,858	9,297,077	-	-	219,149,012
Loans advanced	48,173,964	-	-	18,590,000	-	66,763,964
Loan repayments made	(52,270,980)	-	-	-	-	(52,270,980)
Loan and interest converted to equity (see Note 18)	(170,672,639)	-	-	-	-	(170,672,639)
Loan eliminated in consolidation at acquisition date (see Note 18)	(25,608,964)	-	-	-	-	(25,608,964)
Interest income	7,519,543	863,729	480,158	172,231	-	9,035,661
Interest received	-	(2,960,000)	-	-	-	(2,960,000)
At 31 December 2023	**-**	**14,896,587**	**9,777,235**	**18,762,231**	**-**	**43,436,054**
At 1 January 2024	-	14,896,587	9,777,235	18,762,231	-	43,436,054
Loans advanced and interest after Eco-Ferm sale	35,532,686	-	-	-	-	35,532,686
Loans advanced	11,992,723	-	-	8,405,100		20,397,823
Receivables converted into loan					170,672,630	170,672,630
Loan repayments made	-	-	-	(5,290,000)	-	(5,290,000)
Interest income	1,664,280	866,096	481,473	1,322,367	-	4,334,216
Interest received	(521,487)	-	-	-	-	(521,487)
At 31 December 2024	**48,668,202**	**15,762,683**	**10,258,708**	**23,199,698**	**170,672,630**	**268,561,922**

All the loans granted to related parties are in RON and bear an interest of 6%, except the amount receivable from Eco Ferm Invest which was converted as a loan of EUR 34,312,264 (equivalent of the balance of RON 170,672,630) as at 31 December 2024, with a variable interest of EURIBOR 3M + 1.60%. As of December 31, 2024, the Company had loans granted to related parties controlled by Rangeglow Limited amounting to 245,362,224 RON (including accrued interest). By the date of approval of these

consolidated financial statements, the loans have been transferred by the related parties to Rangeglow Limited based on assignment agreements which stipulate the repayment terms of these loans by Rangeglow Limited. As of 31 May 2025, the date of the transfer, Rangeglow Limited owes the company the amount of 270,004,164 RON. Also, on 2 June 2025, the Company granted a new loan to Eco-Ferm, with a limit up to 30 million RON. At 30 June 2025, the amount drawn based on this new loan agreement was of 17,945,402 RON.

Depending upon the scenario that the Company will take for its forseable future, these loans will be repaid as following:
- if the Company's shares will become listed on Bucharest Stock Exchange via Rangeglow Limited selling part of its shares, the amounts obtained by them will be first used to repay all loans payable. In order to secure this option, an Escrow account was set up at Banca Comerciala Romana SA, between the Company (as beneficiary of funds), Rangeglow Limited (as the deponent of funds) and Banca Comerciala Romana SA as Escrow agent. Thus, in accordance with the instructions sent by the management to the investment banks involved in the listing, at the moment these banks receive the amounts resulting from the sale of shares that Rangeglow offers to the market, these amounts will be transferred in full to the aforementioned Escrow account. Following the notification of fulfilment of the conditions that the Company's management will issue to the bank where the Escrow account has been opened, the balance of the loans granted to Rangeglow, along with the interest accrued by the date of this notification, will be transferred to the Company.

- if the Company will stay private, based on the assignment agreements, the amounts owed by Rangeglow Limited as of 31 May 2025 will be compensated as shown below with future dividends. The management of the Company has obtained a letter from the shareholders of Rangeglow Limited confirming the compensation of these loans with dividends to be received, in accordance with the schedule provided in the assignment agreements and presented below.

Year	2026	2027	2028	2029	TOTAL
Amounts to be compensated	67,971,936	71,510,538	71,567,824	58,953,866	270,004,164

As of December 31, 2024, the Company had a loan granted in the amount of 23,199,699 RON (including accrued interest) to a related party that is not controlled by Rangeglow Limited. This loan has been partially repaid by the date of approval of these consolidated financial statements (3,220,000 RON), the remaining debt of 19,979,699 RON is subject to a debt repayment agreement, whereby the borrower agrees to repay the loan and the related interest by October 31, 2025. If the loan is not repaid by this date, based on the repayment agreement, the Company will obtain a property (land and buildings) owned by the subsidiary of the borrowing company, having a value similar to the remaining debt.
Management has concluded that there are no risks with regards to the recoverability of the loans granted to related parties.

vi) Loans from related parties

Loans from shareholders

	2024	2023	2022
At 1 January	-	-	-
Loans advanced	16,625,810	-	-
Loan repayments made	-	-	-
At 31 December	**16,625,810**	-	-

vii) Terms and conditions

The sales to and purchases from related parties are made on terms intended to be equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end of the year of the trade receivables and trade payables are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. No expense has been recognised in the current or prior years for bad or doubtful debts in respect of amounts owed by related parties.

29. FINANCIAL RISK MANAGEMENT

The Group's principal financial liabilities, comprise borrowings (including overdrafts), trade and other payables and lease liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, loans receivables and cash and short-term deposits that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks.

General risk management framework

The Company's steering committee has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are defined to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and compliance with established limits. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and responsibilities.

i) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company does not use derivatives to manage market risks.

(i) *Foreign currency risk*

The group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated and the respective functional currencies of Group companies. The Group does not use hedging instruments to manage the foreign currency risk.

The functional currency of Group companies is RON. The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the EUR in terms of purchasing raw materials. All Group's bank loans were refinanced in EUR in 2022 and 2023 to counteract the interest increase, taking advantage of the wide interest rate differential between RON and EUR borrowings. Management considers there to be no major risk from this perspective, since RON average annual devaluation against EUR was below 1.5%, between 2022 - 2024.

Management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

The tables below summarise the Group's exposure to foreign currency exchange rate risk at the end of each reporting period. The amounts presented in the tables are in RON (the column name refers to the denomination currency of assets and liabilities presented).

31 December 2024	RON	EUR	Total
Borrowings	45,321,462	239,177,009	284,498,471
Leasing	1,098,046	62,501,623	63,599,669
Trade payables	62,356,759	36,974,123	99,330,882
Total	**108,776,267**	**338,652,755**	**447,429,022**

	RON	EUR	Total
Cash and cash equivalents	15,969,870	119,835	16,089,705
Trade receivables	46,836,809	5,344,503	52,181,312
Total	**62,806,679**	**5,464,338**	**68,271,017**
Net exposure at 31 December 2024	**(45,969,588)**	**(333,188,417)**	**(379,158,005)**

31 December 2023	RON	EUR	Total
Borrowings	-	264,439,312	264,439,312
Leasing	1,217,152	80,831,045	82,048,197
Trade payables	60,590,793	37,692,379	98,283,172
Total	**61,807,945**	**382,962,736**	**444,770,681**

	RON	EUR	Total
Cash and cash equivalents	7,949,432	76,349	8,025,781
Trade receivables	39,937,088	5,255,395	45,192,483

Total	**47,886,520**	**5,331,744**	**53,218,264**
Net exposure at 31 December 2023	**(13,921,425)**	**(377,630,992)**	**(391,552,417)**

31 December 2022	**RON**	**EUR**	**Total**
Borrowings	-	209,286,947	209,286,947
Leasing	1,355,906	87,310,169	88,666,075
Trade payables	61,577,012	41,546,763	103,123,775
Total	**62,932,918**	**338,143,879**	**401,076,797**

	RON	**EUR**	**Total**
Cash and cash equivalents	9,407,305	67,065	9,474,370
Trade receivables	26,160,687	4,880,003	31,040,690
Total	**35,567,992**	**4,947,068**	**40,515,060**
Net exposure at 31 December 2022	**(27,364,926)**	**(333,196,811)**	**(360,561,737)**

1 January 2022	**RON**	**EUR**	**Total**
Borrowings	235,162,225	-	235,162,225
Leasing	1,513,148	73,564,672	75,077,820
Trade payables	55,774,974	24,586,613	80,361,587
Total	**292,450,348**	**98,151,284**	**390,601,632**

	RON	**EUR**	**Total**
Cash and cash equivalents	2,222,863	3,771,180	5,994,043
Trade receivables	23,689,487	4,527,767	28,217,254
Total	**25,912,350**	**8,298,947**	**34,211,297**
Net exposure at 1 January 2022	**(266,537,997)**	**(89,852,338)**	**(356,390,335)**

Exchange rate sensitivity analysis:

A 5% strengthening (weakening) of the RON against the EUR would impact profit or loss by the amounts shown below in RON, for each period presented. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

2024	**EUR: +5%**	**EUR: -5%**
Liabilities	(16,932,297)	16,932,297
Less: Income tax	2,709,168	(2,709,168)

2024	**EUR: +5%**	**EUR: -5%**
Profit or loss	(14,223,130)	14,223,130
Assets	273,212	(273,212)
Less: Income tax	(43,714)	43,714
Profit or loss	229,498	(229,498)
Net profit or loss	**(13,993,632)**	**13,993,632**

2023	**EUR: +5%**	**EUR: -5%**
Liabilities	(19,145,827)	19,145,827
Less: Income tax	3,063,332	(3,063,332)
Profit or loss	(16,082,495)	16,082,495
Assets	266,555	(266,555)
Less: Income tax	(42,649)	42,649
Profit or loss	223,906	(223,906)
Net profit or loss	**(15,858,589)**	**15,858,589**

2022	**EUR: +5%**	**EUR: -5%**
Liabilities	(16,909,244)	16,909,244
Less: Income tax	2,705,479	(2,705,479)
Profit or loss	(14,203,765)	14,203,765
Assets	247,383	(247,383)
Less: Income tax	(39,581)	39,581
Profit or loss	207,802	(207,802)
Net profit or loss	**(13,995,963)**	**13,995,963**

2021	**EUR: +5%**	**EUR: -5%**
Liabilities	(4,907,465)	4,907,465
Less: Income tax	785,194	(785,194)
Profit or loss	(4,122,271)	4,122,271
Assets	414,939	(414,939)
Less: Income tax	(66,390)	66,390

Profit or loss	348,549	(348,549)
Net profit or loss	**(3,773,722)**	**3,773,722**

(ii) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of the changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group analyses its interest rate exposure on a dynamic basis. The Group does not use any hedging instruments to mitigate this risk.
Trade receivables and payables are interest-free and have settlement dates within one year, so it is assumed that no interest rate risk is associated with these financial assets and liabilities.

A change of 100 basis points in interest rates, with all other variables held constant, would have increased or decreased profit after tax for the year by RON 3,480,981 (2023: RON 3,464,875; 2022: RON 2,979,530).

The Group does not account for any fixed-rate financial assets or financial liabilities at FVTPL. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

ii) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises mainly from the Group trade receivables from related and third parties and from its financing activities, including deposits with banks and financial institutions.

The carrying amount of financial assets (trade receivables, loans receivables, cash and short-term deposits and the cross-guarantees on amounts drawn by other entities within the Group under the borrowings agreements, as presented below) represent the maximum credit exposure.

The Group has the following financial assets that are subject to the expected credit loss model: trade receivables from sales to customers, cash and cash equivalents and loans receivable, however the most significant impact comes from trade receivables. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which use a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped in two categories (key clients and other) based on shared credit risk characteristics and the days past due. Key clients include a significant number for the industry (a number of 16 key accounts in 2024), thus provision matrix deemed appropriate.

In relation to the loans receivable, management has considered the financial position of the related parties and forward-looking information and concluded that the credit risk on these loans remains low and that there is a strong expectation of full repayment based on related parties' financial capacity. As a result no loss allowance has been recognized (also refer to Note 28).

The Group is also party to borrowing agreements under which certain subsidiaries have provided cross-guarantees in respect of the borrowings of other entities within the Rangeglow Limited group.

The balance of the amounts drawn at the end of the year for the period 2022-2024 under the specified loan agreements by Companies which are not consolidated in these consolidated financial statements are presented below (EUR amounts represent the equivalent of RON amounts at the exchange rate at the end of each reporting period):

	2024		2023		2022	
Entity	**RON**	**EUR**	**RON**	**EUR**	**RON**	**EUR**
Eco-Ferm SRL	37,776,655	7,594,671	-	-	25,083,392	5,070,015
Eco Ferm Invest SRL	128,645	25,863	186,350	37,460	244,019	49,323
Timpul Armoniei SRL	125,552	25,241	181,302	36,445	234,309	47,360
Total	**38,030,852**	**7,645,775**	**367,752**	**73,906**	**25,561,720**	**5,166,698**

In accordance with the Group's accounting policy, these guarantees are assessed for expected credit losses (ECL) at each reporting date. Based on the current financial position, creditworthiness, and expected future cash flows of the guarantor and guaranteed entities, as well as the absence of any past defaults or indications of financial distress, no ECL has been recognised in relation to these guarantees as the risk of default is considered insignificant.

The expected probability of default is based on the payment profiles of credit sales over a period of 12 months before 1 January 2022, 24 months before 31 December 2022, 36 months before 31 December 2023 and 48 months before 31 December 2024, and the corresponding historical credit losses experienced within this period. The historical probability of default is adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The Company holds cash and deposits placed with financial institutions, which are rated BBB to A+, based on Fitch rating. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the impairment loss was considered not significant.

On that basis, the loss allowance as of 31 December 2024, 31 December 2023, 31 December 2022 and 1 January 2022 was determined as follows for trade receivables:

31 December 2024 ***Key client accounts***	**Current and less than 30 days past due**	**Between 31 and 60 days past due**	**Between 61-90 days past due**	**Between 91 days-1 year**	**More than 1 year**	**Total**
ECL	0%	0.3%	32%	86%	98%	
Gross carrying amount	42,874,742	63,496	252,185	324,577	266,146	**43,781,146**
Loss allowance	5,034	208	81,327	280,065	260,602	**627,236**

31 December 2024 ***Other client accounts***	**Current and less than 30 days past due**	**Between 31 and 60 days past due**	**Between 61-90 days past due**	**Between 91 days-1 year**	**More than 1 year**	**Total**
ECL	0%	2%	20%	45%	100%	
Gross carrying amount	22,107,101	368,755	50,373	9,828	5,918,855	**28,454,912**
Loss allowance	83,390	8,367	9,965	4,421	5,918,855	**6,024,998**

31 December 2023 ***Key client accounts***	**Current and less than 30 days past due**	**Between 31 and 60 days past due**	**Between 61-90 days past due**	**Between 91 days- 1 year**	**More than 1 year**	**Total**
ECL	0%	0.3%	15%	60%	100%	
Gross carrying amount	33,100,808	108,891	372	17,184	251,904	**33,479,159**
Loss allowance	7,515	357	55	10,382	251,904	**270,213**

31 December 2023 ***Other client accounts***	**Current and less than 30 days past due**	**Between 31 and 60 days past due**	**Between 61-90 days past due**	**Between 91 days - 1 year**	**More than 1 year**	**Total**
ECL	0%	2%	17%	45%	100%	
Gross carrying amount	21,981,466	567,897	159,271	403,678	6,722,468	**29,834,780**
Loss allowance	86,512	12,886	27,643	183,540	6,722,468	**7,033,049**

31 December 2022 ***Key client accounts***	**Current and less than 30 days past due**	**Between 31 and 60 days past due**	**Between 61-90 days past due**	**Between 91 days-1 year**	**More than 1 year**	**Total**
ECL	0%	0.3%	15%	60%	100%	
Gross carrying amount	20,283,027	19,976	27,218	6,112	26,880	**20,363,213**
Loss allowance	4,605	65	4,055	3,692	26,880	**39,297**

31 December 2022 ***Other client accounts***	**Current and less than 30 days past due**	**Between 31 and 60 days past due**	**Between 61-90 days past due**	**Between 91 days-1 year**	**More than 1 year**	**Total**
ECL	0%	2%	17%	45%	100%	
Gross carrying amount	19,742,440	386,612	49,728	92,117	6,999,937	**27,270,834**

Loss allowance	89,388	8,772	8,632	41,883	6,999,937	**7,148,612**

1 January 2022 ***Key client accounts***	**Current and less than 30 days past due**	**Between 31 and 60 days past due**	**Between 61-90 days past due**	**Between 91 days-1 year**	**More than 1 year**	**Total**
ECL	0%	0.3%	15%	60%	100%	
Gross carrying amount	20,094,894	180,162	61,628	13,019	439,348	**20,789,051**
Loss allowance	4,562	590	9,180	7,865	439,348	**461,545**

1 January 2022 ***Other client accounts***	**Current and less than 30 days past due**	**Between 31 and 60 days past due**	**Between 61-90 days past due**	**Between 91 days-1 year**	**More than 1 year**	**Total**
ECL	0%	2%	17%	45%	100%	
Gross carrying amount	16,022,145	1,032,619	368,212	596,661	8,109,547	**26,129,184**
Loss allowance	63,576	23,431	63,910	271,282	8,109,547	**8,531,746**

iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.
Also, liquidity risk disclosures were also provided in the Note 3.b Going Concern and in Note 29.iv) Capital risk management section below.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities. The maturity analysis presented in the table below is based on undiscounted amounts, including future contractual interest and principal repayments.

		Contractual cash flows			
31 December 2024	**Carrying amount**	**Less than 1 year**	**Between 1-5 years**	**After 5 years**	**Total**
Borrowings	284,498,471	276,253,358	17,406,453	-	293,659,811
Trade and other payables	109,155,945	109,155,945	-	-	109,155,945
Leasing	63,599,669	20,883,446	40,758,162	8,141,842	69,783,450
Total	**457,254,085**	**406,292,749**	**58,164,615**	**8,141,842**	**472,599,205**

		Contractual cash flows			
31 December 2023	**Carrying amount**	**Less than 1 year**	**Between 1-5 years**	**After 5 years**	**Total**

Borrowings	264,439,312	215,834,643	66,213,788	-	282,048,431
Trade and other payables	109,682,480	109,682,480	-	-	109,682,480
Leasing	82,048,197	23,745,313	53,889,024	13,326,842	90,961,180
Total	**456,169,989**	**349,262,436**	**120,102,812**	**13,326,842**	**482,692,090**

		Contractual cash flows			
31 December 2022	**Carrying amount**	**Less than 1 year**	**Between 1-5 years**	**After 5 years**	**Total**
Borrowings	209,286,947	140,649,639	86,527,432	-	227,177,071
Trade and other payables	165,658,800	165,658,800	-	-	165,658,800
Leasing	88,666,075	20,634,839	58,122,219	18,104,504	96,861,562
Total	**463,611,822**	**326,943,279**	**144,649,650**	**18,104,504**	**489,697,433**

		Contractual cash flows			
1 January 2022	**Carrying amount**	**Less than 1 year**	**Between 1-5 years**	**After 5 years**	**Total**
Borrowings	235,162,225	190,368,544	59,329,291	-	249,697,835
Trade and other payables	84,456,898	84,456,898	-	-	84,456,898
Leasing	75,077,820	19,698,378	39,807,315	22,554,612	82,060,305
Total	**394,696,943**	**294,523,820**	**99,136,606**	**22,554,612**	**416,215,038**

At 31 December 2024, the undrawn amount that the Company can access from its approved overdraft and working capital credit line ("meat credit line") was approximately 22 million EUR (as mentioned in Note 15).

At 31 December 2024, the maximum exposure of the Group related to the cross-guarantees in borrowing agreements is the carrying amount of loans withdrawn by companies which are not consolidated in these consolidated financial statements, as detailed in the ii) Credit risk above. Such loans can be recalled if these companies enter in default as per the borrowing agreement terms. No amounts have been called under these guarantees subsequent to year end and the Company does not expect such a default event to occur considering the financial status of these companies.

iv) Capital risk management

The Group objectives when managing capital are to safeguard the Group ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure in order to reduce the cost of capital, as well as to comply with the requirements of the loan agreement concluded with the banks.

In order to maintain or adjust the capital structure, the Group may, after observing the commitments in the loan agreements, adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.
Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including

current and non-current borrowings as shown in the consolidated statement of financial position) less cash and cash equivalents.

	31 December 2024	31 December 2023	31 December 2022	1 January 2022
Cash and cash equivalents	(16,089,705)	(8,025,781)	(9,474,370)	(5,994,043)
Borrowings	284,498,471	264,439,312	209,286,947	235,162,225
Lease liabilities	63,599,669	82,048,197	88,666,075	75,077,820
Net debt	**332,008,435**	**338,461,728**	**288,478,652**	**304,246,002**
Total equity	236,345,933	280,285,669	180,635,488	169,864,567
Net debt to equity ratio	**140%**	**121%**	**160%**	**179%**

Having a high net debt to equity ratio is a strategic business decision since the Group prefers less equity financing and more debt (bank) financing.
No changes were made in the objectives, policies or processes for managing capital during the years presented.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

The financial covenants are calculated based on the consolidated financial statements of Rangeglow Limited, which includes Cris-Tim Family Holding SRL, Eco-ferm SRL, Eco Ferm Invest SRL, Timpul Armoniei SRL, Sensconstruct Concept SRL.
There have been no breaches of the financial or other covenants of any interest-bearing loans and borrowing during 2022 – 2023.
To assess the compliance with the covenants as at 31 December 2024, the financial covenants were calculated based on preliminary numbers and all other covenants were assessed as well. The analysis concluded that one covenant was not met for one bank and thus the long-term portion of loans from this bank were presented on short term borrowings. Subsequent to the year and until the date of the approval of these consolidated financial statements, the Company obtained a waiver from the bank confirming the loans will not be early requested.

v) Fair value estimation

The Group measures all its financial assets and liabilities at amortized cost. Their carrying amounts is a reasonable approximation of fair value.

30. CONTINGENCIES AND COMMITMENTS

Legal issues

Management is not aware of any known or threaten litigation that could lead to possible material losses for the Group.

Taxation

The taxation system in Romania is still at a stage of development and is subject to varying interpretations and to constant changes, which may be retroactive. In certain circumstances the tax authorities can be arbitrary in assessing tax penalties. Although the actual tax on a transaction may be minimal, penalties can be significant as they may be calculated based on the value of the transactions and start from 0.03% per day. In Romania, tax periods remain open for tax reviews for 5 years. The Company management considers that the tax liabilities included in these consolidated financial statements are fairly stated.

Transfer pricing

Romanian tax legislation includes the arm's length principle according to which transactions between related parties should be carried out at market value. Local taxpayers engaged in related party transactions have to prepare and make available upon the written request of the Romanian Tax Authorities their transfer pricing documentation file. Failure to present the transfer pricing documentation file, or presenting an incomplete file, may lead to non-compliance penalties; additionally, notwithstanding the contents of the transfer pricing documentation, the tax authorities may interpret the facts and transactions differently from management and impose additional tax liabilities resulting from transfer price adjustments. However, the impact of any challenge by the tax authorities cannot be reliably estimated. It may be significant to the financial condition and/or the overall operations of the group. At the reporting date, the Company management considers that all transactions are in compliance with transfer pricing rules.

Commitments for investments

As of December 31, 2024, the Company had investment commitments for the next 4 years, amounting to a total of 374,055,603 RON (of which approximately 60% is state aid approved by the Ministry of Agriculture and Rural Development - Agency for the Financing of Rural Investments), for the objective "Increasing the production capacity of the Cris-Tim meat processing plant in Filipestii de Padure." The own contribution to the development of this investment project is secured through bank financing contracts signed in the first half of 2025.

31. SUBSEQUENT EVENTS

At the date of these consolidated financial statements, the Company is in the process of changing its type of organization from SRL (LLC - Limited Liability Company) to SA (Joint-stock company), a step needed to be finalized before the IPO described in Note 3.b and Note 28. By the date of these consolidate financial statements the process was not finalized yet.

There are no subsequent events identified, other than those mentioned above, in Note 3.b going concern in relation to bank loans, Note 28 in relation to loans granted to related parties or any other events presented in these consolidated financial statements.

Approved for issue and signed on 21 August 2025, by:

Administrator, Dumitru Timis	CFO, Razvan Furtuna	CEO, Radu Timis Junior

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Independent Auditors' Report on Review of Condensed Interim Financial Statements

(free translation[1])

To the Shareholders of Cris-Tim Family Holding SRL

Introduction

We have reviewed the accompanying condensed statement of financial position of Cris-Tim Family Holding SRL as at 30 June 2025, the condensed statements of profit or loss and other comprehensive income, changes in equity and cash flows for the 6-month period then ended, and notes to the condensed interim financial statements ("the condensed interim financial statements"). Management is responsible for the preparation and presentation of these condensed interim financial statements in accordance with IAS 34, 'Interim Financial Reporting' as adopted by the European Union. Our responsibility is to express a conclusion on these condensed interim financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of condensed interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial statements as at and for the 6-month period ended 30 June 2025 is not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting', as adopted by the European Union.

[1] TRANSLATOR'S EXPLANATORY NOTE: The above translation of the auditors' report is provided as a free translation from Romanian which is the official and binding version.

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Fiscal registration code RO12997279
Trade Registry no. J2000004439400
Share Capital 2,000 RON

Other matter – corresponding figures

The condensed statements of profit or loss and other comprehensive income, changes in equity and cash flows for the 6-month period ended 30 June 2024, or any of the related notes were not audited or reviewed.

Refer to the original signed and stamped Romanian version

For and on behalf of KPMG Audit S.R.L.:

GIURCANEANU AURA STEFANA

registered in the electronic public register of financial auditors and audit firms under no AF1517

KPMG Audit SRL

registered in the electronic public register of financial auditors and audit firms under no FA9

Bucharest, 22 August 2025

Autoritatea pentru Supravegherea Publică a Activității de Audit Statutar (ASPAAS)
Auditor financiar: GIURCANEANU AURA STEFANA
Registrul Public Electronic: AF1517

Autoritatea pentru Supravegherea Publică a Activității de Audit Statutar (ASPAAS)
Firma de audit: KPMG AUDIT S.R.L.
Registrul Public Electronic: FA9

CRISTIM FAMILY HOLDING SRL

CONDENSED INTERIM FINANCIAL STATEMENTS
AS AT AND FOR THE SIX-MONTH PERIOD ENDED
30 JUNE 2025

PREPARED IN ACCORDANCE WITH THE
INTERNATIONAL ACCOUNTING STANDARD 34 – "INTERIM FINANCIAL REPORTING",
as adopted by the European Union

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CRISTIM FAMILY HOLDING SRL
CONDENSED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2025
(all amounts are expressed as 'RON' unless otherwise specified)

	Notes	30 June 2025	31 December 2024
ASSETS			
Non-current assets			
Intangible assets	12	3,500,379	2,249,812
Property, plant and equipment	13	199,179,410	197,867,443
Right-of-use assets	14	87,300,446	66,315,314
Non-current financial assets at amortised cost	9	294,348,408	250,622,861
Total non-current assets		**584,328,643**	**517,055,430**
Current assets			
Inventories	11	183,970,836	93,576,969
Biological assets		1,141,919	1,085,119
Trade and other receivables	10	77,824,328	68,003,394
Other current financial assets at amortised cost		20,644,100	21,705,100
Cash and cash equivalents		11,574,805	16,089,705
Total current assets		**295,155,988**	**200,460,287**
TOTAL ASSETS		**879,484,631**	**717,515,717**
EQUITY			
Share capital	16	315,880	315,880
Revaluation reserve		18,626,547	18,626,547
Other reserves		96,299,782	92,593,849
Retained earnings		168,571,563	124,809,657
Total equity		**283,813,772**	**236,345,933**
LIABILITIES			
Non-current liabilities			
Borrowings	17	65,982,298	15,896,048
Lease liabilities	14	63,494,668	45,131,175
Deferred tax liability		2,447,421	2,581,107
Total non-current liabilities		**131,924,387**	**63,608,330**
Current liabilities			
Borrowings	17	286,733,766	268,602,423
Lease liabilities	14	22,832,074	18,468,494
Trade and other payables	15	128,604,982	109,155,945
Employee benefits		20,292,644	15,991,956
Current tax payable		5,283,006	5,342,636
Total current liabilities		**463,746,472**	**417,561,454**
Total liabilities		**595,670,859**	**481,169,784**
TOTAL EQUITY AND LIABILITIES		**879,484,631**	**717,515,717**

These condensed interim financial statements were approved and signed today, 22 August 2025, by:

Administrator, Dumitru Timis	CFO, Razvan Furtuna	CEO, Radu Timis Junior

CRISTIM FAMILY HOLDING SRL
CONDENSED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2025
(all amounts are expressed as 'RON' unless otherwise specified)

	Notes	Six-month period ended 30 June 2025	30 June 2024
Revenue from contracts with customers	5	534,265,339	529,479,908
Finance income		6,691,741	2,662,537
Other income	6	3,715,510	2,939,207
Other gains/(losses) - net		687,018	1,009,617
Changes in work in progress and finished goods		10,036,593	9,589,305
Raw materials, consumables used and merchandise costs		(303,533,145)	(323,984,467)
Employee benefit expenses		(108,944,418)	(90,788,598)
Utilities expense		(13,378,836)	(10,267,060)
Repairs and maintenance costs		(5,401,675)	(5,763,562)
Depreciation and amortisation		(23,798,620)	(23,436,525)
Third party services	7	(21,385,563)	(23,908,540)
Other expenses	7	(9,790,145)	(11,291,690)
Net impairment losses on financial and contract assets		(78,930)	(309,900)
Finance costs		(12,638,980)	(12,455,506)
Profit before income tax		**56,445,889**	**43,474,726**
Income tax expense	8	(8,978,050)	(6,719,043)
Profit for the period		**47,467,839**	**36,755,683**
Other comprehensive income for the period, net of tax		-	-
Total comprehensive income for the period		**47,467,839**	**36,755,683**
Earnings per share:			
Basic and diluted earnings per share	16	**1,503**	**1,164**

These condensed interim financial statements were approved and signed today, 22 August 2025, by:

Administrator,	CFO,	CEO,
Dumitru Timis	Razvan Furtuna	Radu Timis Junior

CRISTIM FAMILY HOLDING SRL
CONDENSED STATEMENT OF CHANGES IN EQUITY
AS AT AND FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2025
(all amounts are expressed as 'RON' unless otherwise specified)

	Share capital	Revaluation reserve	Other reserves	Retained earnings	Total equity
Balance as at 1 January 2024	**315,880**	**18,626,547**	**80,515,496**	**125,523,432**	**224,981,355**
Profit for the period	-	-	-	36,755,683	**36,755,683**
Other comprehensive income	-	-	-	-	**-**
Total comprehensive income for the period	-	-	**-**	**36,755,683**	**36,755,683**
Transactions with owners in their capacity as owners:					
Increase in other reserves	-	-	12,064,183	(12,064,183)	**-**
Balance as at 30 June 2024	**315,880**	**18,626,547**	**92,579,679**	**150,214,932**	**261,737,038**
Balance as at 1 January 2025	**315,880**	**18,626,547**	**92,593,849**	**124,809,657**	**236,345,933**
Profit for the period	-	-	-	47,467,839	**47,467,839**
Other comprehensive income	-	-	-	-	**-**
Total comprehensive income for the period	**-**	**-**	**-**	**47,467,839**	**47,467,839**
Transactions with owners in their capacity as owners:					
Increase in other reserves	-	-	3,705,933	(3,705,933)	**-**
Balance as at 30 June 2025	**315,880**	**18,626,547**	**96,299,782**	**168,571,563**	**283,813,772**

These condensed interim financial statements were approved and signed today, 22 August 2025, by:

Administrator,	CFO,	CEO,
Dumitru Timis	Razvan Furtuna	Radu Timis Junior

CRISTIM FAMILY HOLDING SRL
CONDENSED STATEMENT OF CASH FLOWS
FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2025
(all amounts are expressed as 'RON' unless otherwise specified

	30 June 2025	30 June 2024
Cash flows from operating activities:		
Result before tax	56,445,889	43,474,726
Adjustments for:		
Depreciation and amortisation expenses	23,798,620	23,436,525
Movements in allowance for expected credit losses	78,930	309,900
Interest income	(6,691,741)	(2,662,537)
Interest expenses	9,173,267	12,273,769
Unrealized foreign exchange loss	3,434,097	150,640
Net (gain)/loss on sale of non-current assets	(3,210,857)	(1,017,199)
Other	(114,565)	-
Change in operating assets and liabilities:		
Increase of trade and other receivables	(9,115,800)	(8,938,553)
Increase in inventories	(90,393,866)	(99,739,714)
Increase in biological assets	(56,800)	(84,666)
Increase of trade and other payables	25,196,983	7,604,152
Cash flows from operating activities	**8,544,157**	**(25,192,957)**
Income tax paid	(9,171,366)	(3,373,275)
Interest paid	(9,141,190)	(12,117,879)
Net cash generated from operating activities	**(9,768,399)**	**(40,684,111)**
Cash flows from investing activities:		
Payments for acquisition of property, plant and equipment	(14,803,998)	(5,986,891)
Payments for acquisition of intangible assets	(1,925,791)	(701,713)
Loans granted to related parties	(23,532,428)	(5,140,000)
Proceeds from loans granted to related parties	3,220,000	2,485,235
Loans granted to shareholders	(13,269,105)	(31,613,482)
Interest received	254,482	207,922
Proceeds from sale of property, plant and equipment	9,743,574	3,179,879
Net cash used in investing activities	**(40,313,266)**	**(37,569,050)**
Cash flows from financing activities:		
Proceeds from borrowings	110,416,482	122,578,531
Repayment of borrowings	(31,494,447)	(16,012,360)
Repayments of lease liabilities	(16,729,460)	(11,980,590)
Repayments of loans from related parties	(16,625,810)	-
Net cash generated from financing activities	**45,566,765**	**94,585,581**
Net increase in cash and cash equivalents	**(4,514,900)**	**16,332,420**
Cash and cash equivalents at 1 January	16,089,705	8,025,781
Effects of exchange rate changes on cash and cash equivalents	-	(15,189)
Cash and cash equivalents at 30 June	11,574,805	24,343,012

These condensed interim financial statements were approved and signed today, 22 August 2025, by:

Administrator, Dumitru Timis	CFO, Razvan Furtuna	CEO, Radu Timis Junior

1. GENERAL INFORMATION

Cristim Family Holding SRL is a Romanian company, established in 2000, with the registered office located at 661 Garii street, Filipestii de Padure, Romania. The Company is registered with the Trade Register under number J29/991/2000.

The Company is part of Rangeglow Limited group. The annual consolidated financial statements of Rangeglow Limited group are available at 46 Kyriakou Matsis street, Office 101, Nicosia, Cyprus.

These financial statements are prepared by Cristim Family Holding SRL (''the Company''), whose principal activity is the processing and distribution of meat and other food products, both on the domestic and international market.

The condensed interim financial statements ("interim financial statements") of the Company for the six-month period ended 30 June 2025 were authorised for issue 22 August 2025.

2. BASIS OF PREPARATION AND CHANGES TO THE COMPANY'S ACCOUNTING POLICIES

2.1 Basis for preparation

These condensed interim financial statements for the six-month period ended 30 June 2025 have been prepared in accordance with IAS 34 - Interim Financial Reporting as adopted by the European Union.

These condensed interim financial statements do not represent the Company's statutory financial statements and they are prepared for the purpose of being included in a listing Prospectus.

The condensed interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual consolidated financial statements as at 31 December 2024 ("last annual consolidated financial statements"). However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual consolidated financial statements as at and for the year ended 31 December 2024.

The financial position of the Company in the present condensed financial statements is similar to the financial position in the last annual consolidated financial statements as the Company was not a parent anymore as of 31 December 2024 (participation in Eco-Ferm SRL was sold in September 2024). The financial performance and cash flows presented in these condensed financial statements is comparable to the financial performance and cash flows from continuing operations presented in the annual consolidated financial statements.

The accounting policies adopted in the preparation of the condensed interim financial statements are consistent with those followed in the preparation of the Company's annual consolidated financial statements for the year ended 31 December 2024, except for the adoption of new standards effective as of 1 January 2025 and the policy for the recognition and measurement of income taxes which is described in Note 8. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. In addition, it should be noted that the 30 June 2025 condensed interim financial statements are the individual financial statements of the Company, while the 31 December 2024 annual financial statements were the consolidated financial statements of the Company and its subsidiary. This is due to the fact that the Company disposed of its only subsidiary in September 2024.

These condensed interim financial statements are presented in RON.

Several amendments apply for the first time in 2025, but do not have an impact on the condensed interim financial statements of the Company.

Going concern

The present condensed interim financial statements have been prepared based on the going concern principle, which assumes that the Company will continue its activity in the foreseeable future. To assess the applicability of this assumption, management analyzes the forecasts related to future cash inflows and outflows. As of June 30, 2025, the Company's current liabilities exceeded the value of current assets by the amount of 168,590,484 RON (2024: 217,101,167 RON), the Company having bank loans due in the next year of 286,733,766 RON (2024: 251,976,613).

During the six-month period ended 30 June 2025 the Company obtained solid revenues of 534,265,339 RON (six-month period ended 30 June 2024: 529,479,908 RON) and net profits of 47,467,840 RON (six-month period ended 30 June 2024: 36,755,683). The Company has reorganized through the merger with Cris-Tim Companie de Familie and Impex Cris Tim, making its operations more efficient while continuing to expand its activities. These results will be followed by a period characterized by significant investments in a new production facility and new production equipment, with a total estimated investment of 75 million EUR. These investments, which are part of the Investalim program (National program for development and support of the food industry INVESTALIM for the period 2023 – 2026), will be financed through non-repayable financing sources amounting to 45 million EUR, as well as from own resources for the remainder of the investment. At the date of approval of these condensed interim financial statements, these own resources are supported by new long-term bank loans, already contracted by the Company.

The Company is analysing its financing structure, aiming to finance investments through long-term bank loans and to partially cover loan repayment obligations from cash flows generated by operational activities and partially from short-term bank loans and overdrafts.

In the context of the previously mentioned funding strategy, the risk regarding cash flows necessary for financing and investments has been mitigated by the formal consent of the Parent that cash payments of dividends will only be requested if these payments will not affect the Company's ability to meet its financial obligations towards unrelated third parties, and also by the new loan agreements signed by the Company in 2025 and up to the date of approval of these condensed interim financial statements (the approved limit amounting to 57.9 million EUR, approx. 289 million RON, out of which 52.9 million EUR for Investalim), by extending short-term loans that were previously due by the date of approval of these condensed interim financial statements (with an amount utilized as of June 30, 2025, totalling 26.3 million EUR, representing approx. 133 million RON), by refinancing a portion of the unused short-term loans amounting to 10 million EUR (approx. 50 million RON) on a long-term basis, by obtaining a waiver from a bank for non-fulfilment of certain financial indicators for 2024, and by obtaining confirmation of the intention from the banks it collaborates with to extend/increase the short-term credit facilities at the dates when they will become due, intention sustained also by history of extensions when loans become due.

Additionally, at the date of approval of these condensed interim financial statements, the shareholders of the Company intend to list a portion of the shares they hold on the Bucharest Stock Exchange (shares resulted from the change of type of organization from SRL to SA, see Note 20). Based on the major shareholder formal commitment, as presented also in the listing project, a part of the amounts obtained by shareholders from the sale of shares will be used to repay all the loans payable that Rangeglow Limited has from the Company at the date of approval of these condensed interim financial statements (refer to Note 18 for more information).

The Company's management has thoroughly analyzed the projected cash flows, taking into account its ability to continue to generate sufficient independent profits and cash flows to meet its obligations, the support provided by banks through the extension of maturing loan contracts, by obtaining waivers from meeting certain contractual financial covenants and the expectation regarding the extension of short-term credit facilities at the

dates when they will become due and concluded that it has sufficient liquidity, credit facilities, and cash flows from operations to fulfil its commitments. Consequently, management believes that there are no significant uncertainties that may cast significant doubt on the Company's ability to continue its operations normally for at least 12 months from the date of approval of these condensed interim financial statements, which is why it deemed it appropriate to prepare them based on the going concern principle.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

In preparing these condensed interim financial statements, Company's management has made some judgments and estimates about the future that affect the application of accounting policies, as well as the reported value of assets and liabilities, income and expenses. Actual results may differ from estimated values.

The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those described in the last annual consolidated financial statements.

4. SEGMENT REPORTING

a) Information about reportable segments

Six-month period ended 30 June 2025

	Cold Cuts	Ready Meals	Total reportable segments	All other segments	Total
Sales to external customers	470,327,753	56,768,791	527,096,544	7,168,795	534,265,339
Other income	2,164,153	120,911	2,285,064	1,430,446	3,715,510
Other gains/(losses) - net	(8,930)	314,293	305,363	381,655	687,018
Changes in inventories of finished goods and work in progress	8,798,254	1,238,339	10,036,593	-	10,036,593
Raw materials, consumables used and merchandise costs	(267,866,134)	(31,238,779)	(299,104,913)	(4,428,232)	(303,533,145)
Employee benefits expenses	(95,243,496)	(9,670,685)	(104,914,181)	(4,030,237)	(108,944,418)
Utilities expense	(11,655,520)	(1,541,965)	(13,197,485)	(181,351)	(13,378,836)
Repairs and maintenance costs	(4,752,929)	(414,988)	(5,167,917)	(233,758)	(5,401,675)
Net impairment losses on financial and contract assets	(78,930)	-	(78,930)	-	(78,930)
Third party services	(19,433,746)	(1,482,200)	(20,915,946)	(469,617)	(21,385,563)
Other expenses	(9,113,598)	(352,485)	(9,466,083)	(324,062)	(9,790,145)
EBITDA	**73,136,877**	**13,741,232**	**86,878,109**	**(686,361)**	**86,191,748**
Depreciation and amortisation	(21,366,144)	(1,676,421)	(23,042,565)	(756,055)	(23,798,620)
EBIT	**51,770,733**	**12,064,811**	**63,835,544**	**(1,442,416)**	**62,393,128**
Net finance costs not allocated					(5,947,239)
Profit before income tax					**56,445,889**

4. SEGMENT REPORTING (continued)

a) Information about reportable segments (continued)

Six-month period ended 30 June 2024

	Cold Cuts	Ready Meals	Total reportable segments	All other segments	Total
Sales to external customers	458,059,531	47,506,352	505,565,883	23,914,025	529,479,908
Other income	1,835,968	94,619	1,930,587	1,008,620	2,939,207
Other gains/(losses) - net	731,545	(4,195)	727,350	282,267	1,009,617
Changes in inventories of finished goods and work in progress	8,552,062	1,037,243	9,589,305	-	9,589,305
Raw materials, consumables used and merchandise costs	(278,334,065)	(24,651,630)	(302,985,695)	(20,998,772)	(323,984,467)
Employee benefits expenses	(80,494,719)	(7,308,018)	(87,802,737)	(2,985,861)	(90,788,598)
Utilities expense	(8,956,940)	(1,198,091)	(10,155,031)	(112,029)	(10,267,060)
Repairs and maintenance costs	(5,147,983)	(463,353)	(5,611,336)	(152,226)	(5,763,562)
Net impairment losses on financial and contract assets	(282,291)	(18,623)	(300,914)	(8,986)	(309,900)
Third party services	(21,409,223)	(1,495,694)	(22,904,917)	(1,003,623)	(23,908,540)
Other expenses	(11,114,350)	(61,749)	(11,176,099)	(115,591)	(11,291,690)
EBITDA	**63,439,535**	**13,436,861**	**76,876,396**	**(172,176)**	**76,704,220**
Depreciation and amortisation	(20,791,426)	(1,850,873)	(22,642,299)	(794,226)	(23,436,525)
EBIT	**42,648,109**	**11,585,988**	**54,234,097**	**(966,402)**	**53,267,695**
Net finance costs not allocated					(9,792,969)
Profit before income tax					**43,474,726**

4. SEGMENT REPORTING (continued)

b) Major customers:

During 2025 there were two customers that contributed more than 10%, each, to the Company's revenues. The combined sales to these two customers amounted to 128 million RON for the six-month period until 30 June 2025.

During 2024 there were two customers that contributed more than 10%, each, to the Company's revenues. The combined sales to these two customers amounted to 133 million RON for the six-month period until 30 June 2024.

c) Geographical information:

The geographic information analyses the Company's revenue by the Company's country of domicile (Romania) and other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers.

Revenue from external customers six-month period ended 30 June 2025:

	COLD CUTS	READY MEAL	Total reportable segments	All other segments	Total
Romania	436,014,153	56,034,467	492,048,620	6,659,413	498,708,033
Germany	7,756,837	149,920	7,906,757	60,111	7,966,868
Spain	6,315,301	163,648	6,478,949	28,977	6,507,926
Italy	5,317,792	69,250	5,387,042	217,309	5,604,351
UK	4,182,638	92,613	4,275,251	16,680	4,291,931
Belgium	2,474,291	-	2,474,291	13,140	2,487,431
France	1,834,547	94,824	1,929,371	55,861	1,985,232
Irland	2,650,371	60,287	2,710,658	48,743	2,759,401
Poland	1,832,257	54,788	1,887,045	22,175	1,909,220
Other	1,949,567	48,995	1,998,562	46,384	2,044,946
Total	**470,327,754**	**56,768,792**	**527,096,546**	**7,168,793**	**534,265,339**

Revenue from external customers six-month period ended 30 June 2024:

	COLD CUTS	READY MEAL	Total reportable segments	All other segments	Total
Romania	420,989,724	46,717,272	467,706,996	23,558,583	491,265,579
Germany	7,708,461	180,456	7,888,917	45,735	7,934,652
Spain	6,654,230	143,320	6,797,550	45,819	6,843,369
Italy	6,335,881	109,194	6,445,075	9,544	6,454,619
UK	5,078,220	70,611	5,148,831	3,216	5,152,047
Belgium	2,661,565	37,633	2,699,198	36,977	2,736,175
France	2,007,275	122,106	2,129,381	43,752	2,173,133
Irland	2,665,064	45,957	2,711,021	64,212	2,775,233
Poland	1,868,377	32,416	1,900,793	68,339	1,969,132
Other	2,090,734	47,387	2,138,121	37,848	2,175,969
Total	**458,059,531**	**47,506,352**	**505,565,883**	**23,914,025**	**529,479,908**

5. REVENUE

	Six-month period ended	
	30 June 2025	**30 June 2024**
Cold Cuts	470,327,753	458,059,531
Ready Meals	56,768,791	47,506,352
Other	7,168,795	23,914,025
Total	**534,265,339**	**529,479,908**

During the first half of 2025, there was a change in the business operation and accounting treatment with regards to revenue from dairy products purchased from Eco-Ferm SRL for resale. Up until 31 December 2024 the Company operated as a principal in these transactions. However, in January 2025 a new arrangement was established with Eco-Ferm SRL for logistic and distribution services, where management has concluded that the Company acts as an agent in the sale of dairy products under this arrangement. For the six-month period ended 30 June 2024, revenue of RON 20,393,456 was reported under "Other", with associated merchandise costs of RON 16,896,348, resulting in a net profit earned from dairy purchase and resale of RON 3,497,108. As a result of the new agreement, for the six-month period ended 30 June 2025, dairy revenue is recognized on a net basis, reflecting only the commission earned for logistic and distribution services amounting to RON 3,235,379.

6. OTHER INCOME

	Six-month period ended	
	30 June 2025	**30 June 2024**
Sale of waste and residual products	370,446	362,524
Hospitality and entertainment (fishing) services	625,898	574,043
Recharges	1,309,669	1,390,358
Other	1,409,497	612,282
Total	**3,715,510**	**2,939,207**

7. EXPENSES

a) Third party services

	Six-month period ended	
	30 June 2025	**30 June 2024**
Transportation	(570,707)	(2,727,759)
Insurance costs	(2,886,470)	(2,338,619)
Advertising	(6,663,883)	(7,823,550)
IT services	(1,670,392)	(1,517,371)
Consulting fees	(3,486,055)	(2,319,043)
Rent	(155,911)	(1,137,068)
Postal and communication services	(648,760)	(607,533)
Other third-party services	(5,303,385)	(5,437,597)
Total	**(21,385,563)**	**(23,908,540)**

b) Other expenses

	Six-month period ended	
	30 June 2025	**30 June 2024**
Taxes to the state budget	(4,066,812)	(3,394,476)
Commissions	(1,092,192)	(855,379)
Donations	(1,810,468)	(2,103,433)
Other expenses	(2,820,673)	(4,938,402)
Total	**(9,790,145)**	**(11,291,690)**

8. INCOME TAX

Income tax expense is recognized at an amount determined by multiplying the profit before tax for the interim reporting period by management's best estimate of the weighted-average annual income tax rate expected for the full financial year, adjusted for the tax effect of certain items recognised in full in the interim period. As such, the effective tax rate in the interim financial statements may differ from management's estimate of the effective tax rate for the annual financial statements.

The major components of income tax expense in the condensed statement of profit or loss and other comprehensive income are:

	Six-month period ended	
	30 June 2025	**30 June 2024**
Current tax	(9,111,736)	(6,511,084)
Deferred tax	133,686	(207,959)
Income tax expense	**(8,978,050)**	**(6,719,043)**

The Company's effective tax rate for the six-month period ended 30 June 2025 was 15% (six-month period ended 30 June 2024 was of 15% percent).

9. NON-CURRENT AND CURRENT FINANCIAL ASSETS AT AMORTIZED COST

	30 June 2025	**31 December 2024**
Loans to other related parties	20,644,100	260,312,101
Loans to shareholders	277,034,922	-
Interest receivable	12,563,610	6,755,223
Advances for acquisition of tangible and intangible assets	4,071,693	4,458,877
Other receivables	678,183	801,760
Total	**314,992,508**	**272,327,961**
Of which: Current	20,644,100	21,705,100
Non-current	294,348,408	250,622,861

Refer to Note 18.iv) for more information regarding the loans granted to related parties.

10. TRADE AND OTHER RECEIVABLES

Trade and other receivables are detailed below:

	30 June 2025	31 December 2024
Trade receivables:		
Trade receivables from contracts with customers	64,865,253	58,833,544
Loss allowance	(6,784,729)	(6,652,232)
Total trade receivables - net	**58,080,524**	**52,181,312**
Other receivables:		
Receivables from related parties	11,781,798	8,688,119
Prepayments	3,425,336	2,158,009
Advances paid for raw materials acquisitions	1,747,804	1,723,237
Other receivables	2,788,866	3,252,717
Total other receivables	**19,743,804**	**15,822,082**
Total trade and other receivables	**77,824,328**	**68,003,394**

11. INVENTORIES

During the six-month period ended 30 June 2025, the Company had no net movement in the inventory provision. The variance in inventory balance represents regular inventory purchases and stock used in the normal course of business. The company purchases larger quantities of meat in the first months of the year which explains the increase in inventory at 30 June 2025.

12. INTANGIBLE ASSETS

There have been no significant acquisitions of intangible assets made during the period.

13. PROPERTY, PLANT AND EQUIPMENT

Acquisitions and disposals

During the six-month period ended 30 June 2025, the Company acquired assets with a cost of RON 13.8 million.

Assets with a net book value of RON 6.5 million were disposed by the Company during the six-month period ended 30 June 2025, resulting in a net gain on disposal of RON 3.2 million.

14. LEASES

The Company has lease contracts for various assets (such as stores and storage space, office space and vehicles). Rental contracts are typically made for fixed periods of 5 to 10 years for buildings (renting of the space where the stores and storages are located), with an option to renew the lease, and for 4-5 years for vehicles.

i) Right-of-use assets

	Vehicles and machinery	Buildings	Total

As at 1 January 2024	**49,477,559**	**34,284,847**	**83,762,406**
Depreciation charge for the period	(7,861,688)	(2,247,362)	(10,109,050)
Additions during the period	4,675,588	617,940	5,293,528
Derecognitions during the period	-	(1,602,913)	(1,602,913)
Transfers to property, plant and equipment	(3,360,074)	-	(3,360,074)
As at 30 June 2024	**42,931,385**	**31,052,512**	**73,983,897**
As at 1 January 2025	**37,343,725**	**28,971,589**	**66,315,314**
Depreciation charge for the period	(8,364,816)	(2,212,057)	(10,576,873)
Additions during the period	40,898,646	112,051	41,010,697
Derecognitions during the period	-	(2,915,975)	(2,915,975)
Transfers to property, plant and equipment	(6,532,717)	-	(6,532,717)
As at 30 June 2025	**63,344,838**	**23,955,608**	**87,300,446**

The significant additions in 2025 are related to the renewal of the car fleet – all of them acquired in leasing over a period of 4 years.

ii) Lease liabilities

	30 June 2025	31 December 2024
Current	22,832,074	18,468,494
Non-current	63,494,668	45,131,175
Total	**86,326,742**	**63,599,669**

15. TRADE AND OTHER PAYABLES

Trade and other payables are detailed below:

	30 June 2025	31 December 2024
Trade payables	121,842,990	99,330,882
Payables to related parties	2,727,813	6,204,968
Value added tax payable	2,986,258	2,749,749
Deferred revenues	525,714	525,630
Other current liabilities	522,207	344,716
Total	**128,604,982**	**109,155,945**

16. SHARE CAPITAL

	30 June 2025	31 December 2024	30 June 2025	31 December 2024
	No of shares	*No of shares*	*RON*	*RON*
Share capital	31,588	31,588	315,880	315,880

The nominal value of the shares is RON 10. The shareholders participate in the Company's profits and losses proportional to each other's contributions to the share capital. The Company's shareholders are liable to the Company's creditors within the limits of their contributions to the Company's share capital. All shares have same rights related to voting rights and dividend rights. No changes in share capital structure occurred since 31 December 2024.

Earnings per share	30 June 2025	30 June 2024
Profit for the period	**47,467,839**	**36,755,683**
Authorized ordinary shares	*31,588*	*31,588*
Basic and diluted earnings per share	**1,503**	**1,164**

17. BORROWINGS

	30 June 2025	31 December 2024
Secured borrowings:		
Bank loans	352,716,064	267,872,661
Unsecured borrowings at amortised cost:		
Loans from related parties - current	-	16,625,810
Total	**352,716,064**	**284,498,471**

	30 June 2025	31 December 2024
Non-current bank loans	65,982,298	15,896,048
Current bank loans	286,733,766	251,976,613
Current loans from related parties	-	16,625,810
Total current loans	**286,733,766**	**268,602,423**
Total loans	**352,716,064**	**284,498,471**

18. RELATED PARTIES

i) Parent and ultimate controlling party

Rangeglow Limited (Cyprus), the immediate parent entity holds 99.9683% of the shares of the Company, the remaining shares are held directly by Mr. Radu Timis (0.0317%). The ultimate controlling parties of the Parent are Mr. Radu Timis (51%) and Mrs. Cristina Teodora Timis (49%), both Romanian residents.

ii) sssssssss Key management personnel compensation

	Six-month period ended	
	30 June 2025	**30 June 2024**
Short-term employee benefits	4,491,609	2,599,412

No other types of compensation are granted to key management personnel.

iii) Transactions and outstanding balances with related parties

The Company acquired the following goods and services from entities that are related parties, having the same ultimate beneficiary owner as the reporting entity:

- Eco-Ferm SRL: dairy products
- Sensconstruct Concept SRL: construction and repair/maintenance services
- Domeniul Casa Timis SRL: accommodation/tourism services
- Timpul Armoniei SRL: rent space for offices and stores
- Eco-Ferm Invest SRL: milk and beef carcass

	Transactions				Balances	
	Sales of goods and services	**Sale of fixed assets**	**Purchases of goods and services**	**Purchase of fixed assets**	**Amounts owed by related parties**	**Amounts owed to related parties**
Related parties under the common control of the same parent (Rangeglow Limited)						
2025	5,053,324	1,913,911	(3,060,700)	(2,155,313)	7,842,169	(2,727,814)
2024	1,986,840	-	(24,100,843)	(481,409)	5,705,908	(6,204,969)
Other related parties						
2025	413,033	-	(132,652)	(19,211)	1,784,540	-
2024	797,328	-	(774,079)	-	1,487,611	-

Transactions presented above refer to the six-month period ended 30 June 2025 and 30 June 2024, while the balances refer to the 30 June 2025 and 31 December 2024.

iv) Loans to related parties and shareholders

	Eco-Ferm SRL	**Timpul Armoniei SRL**	**Sensconstruct Concept SRL**	**Ecomineral Resources SRL**	**Total**
At 1 January 2024	**25,974,011**	**14,896,588**	**9,777,235**	**18,590,000**	**69,237,834**
Loans advanced	-	-	-	5,140,000	**5,140,000**
Loan repayments made	(595,234)	-	-	(1,890,000)	**(2,485,235)**
Interest income	1,140,522	430,682	239,421	643,991	**2,454,615**
Interest received	-	-	-	-	**-**
At 30 June 2024	**26,519,299**	**15,327,270**	**10,016,656**	**22,483,991**	**74,347,215**

	Eco-Ferm SRL	**Timpul Armoniei SRL**	**Sensconstruct Concept SRL**	**Ecomineral Resources SRL**	**Eco Ferm Invest SRL**	**Rangeglow Limited**	**Total**

At 1 January 2025	**48,668,202**	**15,762,683**	**10,258,708**	**23,199,698**	**170,672,630****	**-**	**268,561,921**
Loans advanced	34,642,533*	-	-	2,159,000	-	-	**36,801,533**
Loan repayments made	-	-	-	(3,220,000)	-	-	**(3,220,000)**
Interest income	1,519,115	357,324	198,640	660,489	2,928,911	772,780	**6,437,259**
Interest received	-	-	-	-	-	-	**-**
Foreign exchange impact	-	-	-	-	3,081,241	735,766	**3,817,007**
Loan transferred to Rangeglow Limited	(80,485,610)	(14,198,294)	(7,893,000)	-	(173,753,871)	276,330,775	**-**
Interest transferred to Rangeglow Limited	(4,344,240)	(1,921,713)	(2,564,348)	-	(2,928,911)	11,759,212	-
At 30 June 2025	**-**	**-**	**-**	**22,799,187**	**-**	**289,598,532**	**312,397,719**

**Out of the 34,642,533 RON loans advanced to Eco-Ferm SRL in 2025, an amount of 13,269,105 RON represents a loan granted by the Company to the shareholder during the period, which subsequently was transferred to Eco-Ferm SRL by 30 June 2025.*

***Following the sale of shares held in Eco-Ferm SRL in September 2024, the consideration receivable (170,672,630 RON) from Eco Ferm Invest SRL was converted into an interest-bearing loan by 31 December 2024.*

As of 30 June 2025, as presented in the table above, all loans granted to related parties controlled by Rangeglow Limited were transferred to Rangeglow Limited. Additionally, after 30 June 2025 and up to the date these condensed interim financial statements were approved, new loans of 14,328,395 RON were granted by the Company to related parties controlled by Rangeglow Limited and to the shareholder of the Company. These loans will be also transferred subsequently to Rangeglow Limited. The loans receivable from Rangeglow Limited are in EUR with a variable interest of EURIBOR 3M + 1.60%.

Depending upon the scenario that the Company will take for its foreseeable future, these loans will be repaid as following:

- if the Company's shares will become listed on Bucharest Stock Exchange via Rangeglow Limited selling part of its shares, the amounts obtained by them will be first used to repay all loans payable. In order to secure this option, an Escrow account was set up at Banca Comerciala Romana SA, between the Company (as beneficiary of funds), Rangeglow Limited (as the deponent of funds) and Banca Comerciala Romana SA as Escrow agent. Thus, in accordance with the instructions sent by the management of the Company and of Rangeglow Limited to the investment banks involved in the listing, at the moment these banks receive the amounts resulting from the sale of shares that Rangeglow offers to the market, these amounts will be transferred in full to the aforementioned Escrow account. Following the notification of fulfilment

of the conditions that the Company's management will issue to the bank where the Escrow account has been opened, the balance of the loans granted to Rangeglow Limited, along with the interest accrued by the date of this notification, will be transferred to the Company.

- if the Company will stay private, based on the assignment agreements, the amounts owed by Rangeglow Limited as of 30 June 2025 will be compensated as shown below with future dividends. The management of the Company has obtained a letter from the shareholders of Rangeglow Limited confirming the compensation of these loans with dividends to be received, in accordance with the schedule provided in the assignment agreements and presented below.

Year	2026	2027	2028	2029	2030	TOTAL
Amounts to be compensated	67,971,936	71,510,538	71,567,824	58,953,866	19,594,368	289,598,532

As of June 30, 2025, the Company had a loan granted in the amount of 22,799,188 RON (including accrued interest) to a related party that is not controlled by Rangeglow Limited. This loan is in RON and bears an annual interest of 6%. This loan is subject to a debt repayment agreement, whereby the borrower agrees to repay the loan and the related interest by October 31, 2025. If the loan is not repaid by this date, based on the repayment agreement, the Company will obtain a property (land and buildings) owned by the subsidiary of the borrowing company, having a value similar to the remaining debt.

Management has concluded that there are no risks regarding the recoverability of the loans granted to related parties.

v) Loans from related parties

As of 31 December 2024, the Company had a 16,625,810 RON loan received from shareholder. The loan was fully repaid by 30 June 2025.

19. CONTINGENCIES AND COMMITMENTS

Legal issues

Management is not aware of any known or threaten litigation that could lead to possible material losses for the Company.

Taxation

The taxation system in Romania is still at a stage of development and is subject to varying interpretations and to constant changes, which may be retroactive. In certain circumstances the tax authorities can be arbitrary in assessing tax penalties. Although the actual tax on a transaction may be minimal, penalties can be significant as they may be calculated based on the value of the transactions and start from 0.03% per day. In Romania, tax periods remain open for tax reviews for 5 years. The Company management considers that the tax liabilities included in these condensed interim financial statements are fairly stated.

Transfer pricing

Romanian tax legislation includes the arm's length principle according to which transactions between related parties should be carried out at market value. Local taxpayers engaged in related party transactions have to prepare and make available upon the written request of the Romanian Tax Authorities their transfer pricing documentation file. Failure to present the transfer pricing documentation file, or presenting an incomplete file, may lead to non-compliance penalties; additionally, notwithstanding the contents of the transfer pricing documentation, the tax authorities may interpret the facts and transactions differently from management and impose additional tax liabilities resulting from transfer price adjustments. However, the impact of any challenge by the tax authorities cannot be reliably estimated. It may be significant to the financial condition and/or the overall operations of the Company. At the reporting date, the Company management considers that all transactions are in compliance with transfer pricing rules.

Commitments for investments

As of December 31, 2024, the Company had investment commitments for the next 4 years, amounting to a total of 374,055,603 RON (of which approximately 60% is state aid approved by the Ministry of Agriculture and Rural Development - Agency for the Financing of Rural Investments), for the objective "Increasing the production capacity of the Cris-Tim meat processing plant in Filipestii de Padure." The own contribution to the development of this investment project is secured through bank financing contracts signed in the first half of 2025. During the six-month period in 2025 the payments advanced for Investalim project were in amount of approximately 7 million RON.

Other commitments

Starting 1st of July 2025, the Company entered a 10-year lease contract for office spaces and parking places. The contract has a rent-free period of 11 months, and the monthly lease payment is of 34.300 EUR.

20. EVENTS AFTER THE REPORTING PERIOD

At the date of signing these condensed interim financial statements, the Company is in the process of changing its type of organization from SRL (LLC - Limited Liability Company) to SA (Joint-stock company), a step needed to be finalized before the IPO described in Note 2 and Note 18.iv). By the date of these condensed interim financial statements the process was not finalized yet.

The Company has not identified any events after 30 June 2025, that could have a material impact and are of a nature to be disclosed, other than those already presented.

These condensed interim financial statements were approved and signed today, 22 August 2025, by:

Administrator, Dumitru Timis	CFO, Razvan Furtuna	CEO, Radu Timis Junior