

AS Pro Kapital Grupp

CONSOLIDATED ANNUAL REPORT 2025

PROKAPITAL

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| Beginning of the financial year | 1 January 2025 |
| End of the financial year | 31 December 2025 |
| Company name | AS Pro Kapital Grupp |
| Registration number | 10278802 |
| Form of Entity | Joint-Stock Company |
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| Website | www.prokapital.com |
| Fields of business activity | Activities of holding companies Purchase and sales of real estate Rent and operation of real estate Management of real estate Hotel operations |
| Auditor | Ernst & Young Baltic AS |

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About AS Pro Kapital Grupp

AS Pro Kapital Grupp (hereafter referred to as the Group) is one of the longest-established real estate development companies in the Baltic States, actively engaged in the development and planning of long-term, large-scale projects in prime locations across Tallinn, Riga, and Vilnius.

As we develop large residential and commercial districts, we significantly influence the image of cities, the welfare of local communities, and the surrounding environment. Strategically sustainable and forward-looking style of management puts quality and responsibility into the focus of our business activities. That is the reason why we are closely related to all the developments from start to finish – this is the only way how we can create extraordinary living environments where people feel comfortable.

AS Pro Kapital Grupp is a Public Limited Company with its domicile and principal place of business located at Sõjakooli 11, 10316 Tallinn, Republic of Estonia. AS Pro Kapital Grupp has retained its original name since its establishment. The Group's main operations, primarily conducted in the Republic of Estonia, include activities such as purchase and sales of real estate, rent and operation of real estate and management of real estate. Despite holding less than 50% ownership in AS Pro Kapital Grupp, SA Preatoni Group, a French entity, is considered the ultimate parent for Pro Kapital Grupp.

On 23 November 2012, AS Pro Kapital Grupp shares started trading on the secondary list of Tallinn's stock exchange and since 19 November 2018, the shares of the Group have been traded in the main list of Nasdaq Tallinn.

Development projects

| Project name | Type | Location | Ownership | Classification |
|---------------------------|-------------|----------|-----------|----------------------------------|
| Kristiine City* | Residential | Tallinn | 100% | Inventories, investment property |
| Kalaranna District | Residential | Tallinn | 100% | Inventories |
| Ülemiste 5 | Commercial | Tallinn | 100% | Investment property |
| City Oasis Quarter | Residential | Riga | 100% | Investment property |
| Kliversala Quarter * | Residential | Riga | 100% | Inventories, investment property |
| Brivibas Business Quarter | Commercial | Riga | 100% | Investment property (for sale) |
| Šaltinių Namai | Residential | Vilnius | 100% | Inventories |
| Borgo | Residential | Vilnius | 100% | Inventories |

**Due to large scale of the projects, part of the property is waiting for start of development and therefore is classified as investment property (Notes 11 and 14).*

Kristiine City in Tallinn

Kristiine City is one of the largest residential areas in the Baltic countries, located in the Kristiine borough, a residential area very close to the City Centre of Tallinn. The unique project plans exquisitely integrated historical red brick buildings with the modern architecture that will arise over the hill, at the very heart of the new quarter. The Kristiine City development will bring lively and elegant atmosphere to the barrack area. The residential area is developed mainly to offer green living environment to families and people who prefer living outside the very centre of the city.

Kindrali Houses in Kristiine City

Located among the private houses and apple orchards of Kristiine district, the modern Kindrali Houses project has a warm and cosy heart. Kindrali Houses form a part of the Kristiine City district which is undergoing rapid development near the city centre and offering versatile opportunities for residents of all ages. The focus is on comfort, safety and living in harmony with the environment. The contemporary and Nordic appearance of the buildings is complemented by carefully selected high-quality materials and details in interior design. The buildings have both spacious five-room flats and ground floor studio apartments with separate entrances, as well as a washing room for the four-legged friends.



Kindrali Houses' first stage has been completed, and all apartments have been handed over to the homeowners. The second stage, Uus-Kindrali, consisting of two residential buildings, is currently under development. By the end of 2025, the first building had reached a substantial level of completion, and the handover of the first apartments had commenced, while the second building is scheduled for completion at the end of 2026.

Kalaranna in Tallinn

Kalaranna District is a unique sea-side residential district on the border of Tallinn's city centre and old town. Kalaranna District, located at Kalaranna 8, consists of twelve 4-5-storey buildings on nearly six hectares. The area was developed in two stages. An integral part of the residential quarter is well-thought-out landscape architecture and a beach promenade that largely preserves the existing natural environment.

During the development, twelve buildings were completed, delivering 387 apartments, along with commercial premises and an underground car park. The area also features Kalaranna promenade, offering a variety of leisure opportunities, and a central squares connecting the buildings. The final stage of the development was completed at the end of 2025, and the entire Kalaranna District is now finalized, with a limited number of residential units still available.



Ülemiste 5 in Tallinn

Ülemiste 5 will be developed for commercial use with gross area of ca 18.5 thousand square meters. Located right next to Rail Baltica Ülemiste Terminal, this development project will play a significant role in establishing the new public transportation centre of Tallinn.

Klīversala in Riga

The district of Klīversala is located in one of the most picturesque and prestigious parts of central Riga. A land plot of nearly five hectares is situated on a peninsula surrounded by the Daugava River and Agenskalna Bay, offering panoramic views of the towers of Old Riga and the Presidential Castle. Located within a UNESCO World Heritage protection zone, the area offers exceptional value, evolving into a cohesive and high-quality living environment through a multi-phase development.



The first stage of the Klīversala Quarter development consisted of a single residential building — the River Breeze Residence — which has been completed with all units sold. The following stage, Blue Marine, named for its proximity to the river and the yacht port area, is currently under construction.

Brīvības Business Quarter in Riga

Commercial property development for modern office complexes is located on the site of a former factory. The building permit has been issued.

The Group has decided to sell this property to focus more on its core activity of residential real estate development. Marketing activities commenced at the end of 2025, with the objective of completing the sale during 2026.

City Oasis Quarter in Riga



City Oasis quarter located at Tallinas street 5/7, is a unique residential area in central Riga, where new buildings, modern loft-style apartments, and restored historical buildings combine to create an extraordinary atmosphere.

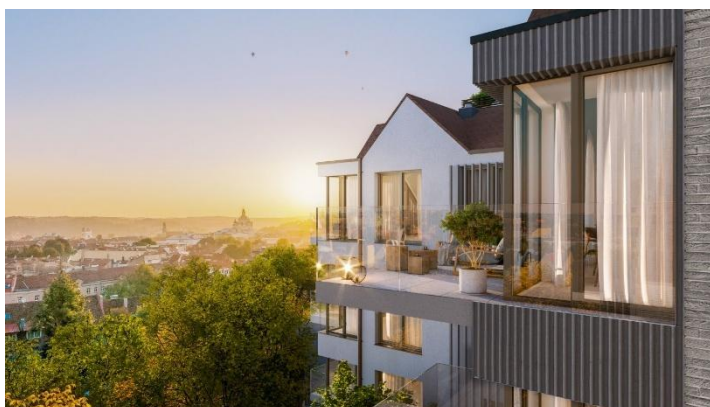
The development foresees business premises on the first floors of the buildings. The building permit has been issued, and the technical design is completed. Construction will start when market conditions are favourable.

Šaltinių Namai in Vilnius

Šaltinių Namai Attico is a prestigious living area, surrounded by the nature in the most tranquil part of the Old Town, located within the UNESCO protection area. Šaltinių Namai Attico is inspired by the baroque spirit of Vilnius Old Town and the tradition of Italian architecture in Lithuania.

The first stage of the Šaltinių Namai Attico project, comprising five residential buildings, has been completed and fully sold.

In September 2023, Pro Kapital Lithuania commenced the final construction phase with the City Villas and a residential-commercial building, which has achieved substantial completion by the end of 2025.



Borgo in Vilnius

The promising property in the center of Vilnius will complement our portfolio of high-class residential buildings with impressive panoramas of the old town of Vilnius from the hill on Naugarduko street. After reconstruction the building will blend in with the Šaltinių Namai Attico quarter located nearby. The location with cultural attractions, educational and entertainment possibilities within walking distance, makes the location particularly attractive both for homebuyers and businesses.



Our vision and mission

Vision

Pro Kapital develops timelessly distinctive buildings with an impeccable quality that anticipate people's needs and expectations.

Mission

We believe the real value of real estate lies in the experiences and well-being it brings to people.
We build better living environments where people feel good.

Our values



QUALITY

Savvy customers expect the highest quality from developments in the best locations and that is exactly what we aim to offer. Every aspect of our developments is well thought through down to the smallest detail.



CUSTOMER RELATIONSHIP

Quality of the product and service is of the utmost importance to us when building a relationship with our customers. We do our very best so that the customers could be certain of what they are investing into.



CHOICE

We develop for the people. People have needs, expectations, hopes and dreams. The environment where people live and spend their time should be filled with joy, excitement and satisfaction. We aspire to make people feel good and do our best so that they can live their lives to the fullest.



COHERENCE

With growing urbanisation, people expect coherence and comfort. People's time, needs and expectations are at the very centre of our developments. That is why we consider it important to create opportunities for interpersonal communication, well-being and connections to services that look further well-functioning infrastructure.

Results for 2025

Key financials

Consolidated statement of profit or loss and other comprehensive income

| in thousands of euros | 2025 | 2024 |
|---|--------|--------|
| Revenue | 53 162 | 18 158 |
| Gross profit | 18 795 | 5 423 |
| EBITDA ¹ | 16 485 | 1 612 |
| Operating profit | 14 733 | 123 |
| EBT ¹ | 12 158 | -4 030 |
| Profit/-loss for the period | 12 041 | -3 875 |
| Net result attributable to the equity holders of the parent | 12 314 | -3 675 |
| Gross profit margin ¹ | 35.4% | 29.9% |
| EBITDA margin ¹ | 31.0% | 8.9% |
| Operating margin ¹ | 27.7% | 0.7% |
| EBT margin ¹ | 22.9% | -22.2% |
| Net margin ¹ | 22.6% | -21.3% |
| Net margin to the equity holders of the parent ¹ | 23.2% | -20.2% |
| Earnings per share (EPS) ¹ | 0.22 | -0.06 |
| Closing share price Nasdaq Baltic | 0.89 | 0.78 |
| P/E ratio ¹ | 4.10 | -12.03 |

The total revenue of the Group for 2025 was EUR 53.2 million, which increased by EUR 35.0 million (193%) in 2025 comparing to previous period (2024: EUR 18.2 million).

Revenue from the sale of real estate increased in 2025 compared with the previous year, driven mainly by the handover of completed apartments in the Kalaranna District and the Uus-Kindrali project in Tallinn, as well as by the handover of residential units in the City Villas and the residential-commercial development in Vilnius.

By comparison, revenue in 2024 remained at a lower level, as apartment handovers in the Kalaranna District commenced only in December 2024 and, for most of the year, sales were largely limited to a small number of remaining inventory units in Latvia and Lithuania.

The operating profit of the Group reached EUR 14.7 million, which is EUR 14.6 million more than in 2024.

¹ The formulas of Alternative Performance Measures are on page 13

Consolidated statement of financial position

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|-------------------------|------------|------------|
| Total Assets | 124 490 | 118 758 |
| Current Assets | 68 578 | 62 539 |
| Non-Current Assets | 54 012 | 56 219 |
| Total Liabilities | 61 163 | 67 537 |
| Current Liabilities | 44 059 | 37 968 |
| Non-Current Liabilities | 17 104 | 29 569 |
| Equity | 63 327 | 51 221 |

The increase in current assets and decrease in total liabilities was influenced by inventory and loan balances related to the Kalaranna and Uus-Kindrali white building projects, as well as by ongoing construction works in the Uus-Kindrali black building and the City Villas and residential-commercial development.

Consolidated statement of cash flows

| in thousands of euros | 2025 | 2024 |
|--|------------|----------------|
| Cash flows from operating activities | 10 814 | -10 355 |
| Cash flows from investing activities | -411 | -701 |
| Cash flows from financing activities | -9 604 | -1 665 |
| Net change in cash and cash equivalents | 799 | -12 721 |

In 2025, the Group generated net cash of EUR 0.8 million, compared to a net cash outflow of EUR 12.7 million in the prior year. Cash flow generated from operating activities amounted to EUR 10.8 million, reflecting cash inflows from completed real estate transactions during the reporting period.

Cash flow used for investing activities totalled EUR 0.4 million and primarily related to projecting and preparatory costs for properties intended for future development.

Cash flow used for financing activities amounted to EUR 9.6 million. During the reporting period, the Group raised loans of EUR 31.5 million and repaid EUR 25.7 million, while interest payments amounted to EUR 4.7 million. In addition, secured non-convertible bonds in the amount of EUR 9.4 million were redeemed.

Financial Ratios

| | 31.12.2025 | 31.12.2024 |
|-----------------------------------|------------|------------|
| Equity ratio ¹ | 50.9% | 43.1% |
| Debt to equity ratio ¹ | 68.7% | 91.4% |
| Net debt to capital ¹ | 37.7% | 45.3% |
| Debt to EBITDA ratio ¹ | 2.6 | 29.1 |
| Current Ratio ¹ | 1.6 | 1.6 |
| Return on assets ¹ | 9.9% | -3.3% |
| Return on equity ¹ | 21.5% | -7.2% |

¹ The formulas of Alternative Performance Measures are on page 13

Alternative Performance Measures

| Indicator | Formula | Definition |
|--|---|---|
| EBITDA | Operating profit + Depreciation and amortisation | Earnings Before Interest, Tax, Depreciation and Amortization |
| EBT | Operating profit + Finance income – Finance Cost | Earnings Before Tax |
| Gross profit margin | Gross profit/revenue *100 | Profitability ratio presenting Gross Profit as a percentage of revenue |
| EBITDA margin | EBITDA/revenue*100 | Profitability ratio presenting EBITDA as a percentage of revenue |
| Operating margin | Operating profit/revenue*100 | Indicator for Efficiency to generate profit through its core operations |
| EBT margin | EBT/revenue*100 | Ratio of Earnings Before Tax to sales revenue |
| Net margin | Net profit/revenue*100 | Indicator measures how much net profit is generated as a percentage of revenue |
| Net margin to the equity holders of the parent | Net result attributable to the equity holders of the parent/revenue*100 | Indicator measures how much net profit is generated as a percentage of revenue that is attributable to the equity holders of the parent |
| Earnings per share (EPS) | Net profit/average number of shares (Note 31) | Figure describing net profit per outstanding share |
| P/E ratio | Share Closing Price/EPS | Indicator for valuing a company |
| Equity ratio | Equity/total assets*100 | Leverage ratio, which shows the proportion of the total assets financed by equity |
| Debt to equity ratio | Interest-bearing liabilities/Equity*100 | Indicator to compare company's liabilities to equity |
| Net debt to capital | (Interest-bearing liabilities-cash)/(interest-bearing liabilities-cash + equity) *100 | Measurement of financial leverage |
| Debt to EBITDA ratio | Interest-bearing liabilities/EBITDA | Ratio measuring the income generated and available to pay down debt before interest and taxes |
| Current Ratio | Current assets/Current liabilities | Liquidity ratio measuring ability to cover current financial obligations |
| Return on assets (ROA) | Net profit/average total assets*100 | Indicates how profitable the company is to its total assets |
| Return on equity (ROE) | Net result attributable to the equity holders of the parent /average equity*100 | Indicates how profitable the company is to its total equity |

Interest-bearing liabilities equal to loan and bond balance total (Note 16, Note 18, Note 21 and Note 22)

Chairman's summary

Real Estate Development

Tallinn

During the fourth quarter of 2025 we completed the construction of the white building in our Uus-Kindrali project, located in Kristiine City, Tallinn.

Client inspections and the signing of real rights agreements commenced in November, and by year-end, we had successfully closed 39 residential units in the White Building. The remaining pre-sold units are scheduled to be closed during the first quarter of 2026. By the end of the reporting period, corresponding with the completion of construction, 78% of the sellable area (m²) had been sold.



At the same time, the construction activities continued on a second seven-storey residential building with 90 units, located next to the white building at Sammu Street 10 / Seebi Street 24a, Tallinn. By the year end all the windows had been installed; partition walls' installation was almost complete and electrical and plumbing works were mostly finished on floors two and three. The completion of this building is targeted for October–November 2026.

Within Kristiine City, we are continuing the design and building permit processes for four additional projects submitted to the Tallinn City Planning Department. These developments will add approximately 35,000 square metres of gross building area (GBA), comprising around 350 predominantly residential units (about 95% residential and 5% commercial), further strengthening our presence in this well-established urban area. To date, a building permit has been obtained for the Tondi 53 project, also known as “Dunte”, which comprises approximately 160 residential units located in one of the historic buildings along Tondi Street. The project design was finalised at the end of the first quarter of 2026. For the remaining projects, building permits are expected to be obtained in spring 2026.

In Kalaranna District the construction works have been completed, and we are continuing with sales and marketing activities for the remaining inventory. To date, we have sold 65,01% of the m²s.

Riga

In Riga, construction activities continued on the Blue Marine project (96 residential units) within the Klīversala Quarter.

Construction works commenced in the third quarter of 2025, and by the end of the reporting period, the project was in the zero-cycle construction phase. The steel sheet pile retaining wall had been installed, and reinforcement works were completed shortly, enabling the excavation of the construction pit to be finalized. Construction contracts have been concluded for the in-situ reinforced concrete works, as well as for the production and installation of precast reinforced concrete elements for the above-ground structure of the building.

During the fourth quarter, a construction loan was closed with BluOr Bank, and financing has commenced following the fulfilment of all conditions precedent under the loan agreement.

At the same time, we are actively engaged in sales and marketing activities with the aim to boost the attraction for the whole Klīversala Quarter.

Vilnius

During the fourth quarter, construction activity in the final stage of Šaltinių Namai Attico with City Villas and a commercial building, is nearing completion. In December 2025, the first real rights agreements were signed, and the initial residential units were handed over to customers. The remaining pre-sold units are scheduled to be closed and delivered during the first six months of 2026.

Our latest investment on Naugarduko Street in Vilnius, to be developed under the name Borgo, will transform a former school building into a distinctive high-end residential complex comprising approximately 50 luxury apartments with views on Vilnius's old town. As at the date of this report, the building permit has been issued, and construction is planned to commence in the second half of 2026.

Hotel operations

The year's performance remained slightly below budget; however, several periods demonstrated encouraging momentum and improvement compared to the previous year. Towards the end of the year, occupancy levels softened across both the leisure and corporate segments, reflecting broader market conditions, particularly in the leisure segment. Food and beverage revenue nevertheless achieved a modest year-on-year increase.

Other operations

Our Italian operations, led by Preatoni Nuda Proprietà (PNP) and Preatoni Intermediazioni Immobiliari (PII), operated in a challenging market environment, reflecting broader conditions in the Italian real estate sector. Market activity during the period remained subdued, affecting transaction volumes. Nevertheless, the underlying fundamentals of the bare ownership model remain intact, and the concept continues to gain traction among both private and institutional investors.

During the year, PNP focused on strengthening its operational foundation and developing partnerships, demonstrating resilience in a changing environment. While market conditions remain uncertain, management continues to monitor developments closely and believes that a gradual stabilisation of the operating environment may support future activity as conditions normalise.

Conclusion

2025 was a strong and profitable year for the Group, marked by consistent execution, tangible progress, and growing momentum across all our markets. Our teams remained focused on delivering high-quality projects and advancing our long-term strategy, translating vision into measurable results and reinforcing the strength of our operating platform.

In Tallinn, construction progress and key planning achievements at Kristiine City clearly demonstrated how disciplined execution and long-term thinking create enduring value. In Riga, the Blue Marine project advanced decisively, moving from planning into execution and reflecting our hands-on approach to development and full control over quality and know-how.

In Vilnius, the achievement of record sales prices in our flagship development further confirmed our strong market positioning and the trust our clients place in our brand.

Looking back on the year, I am particularly proud of the professionalism, commitment, and entrepreneurial spirit shown across the organisation. With a focused team, a solid and visible pipeline, and supportive market conditions, we successfully converted stability into sustainable growth. The foundations we have built are robust, and the results achieved during the year confirm our capacity to grow profitably while maintaining discipline, creativity, and a clear sense of purpose.

I would like to sincerely thank all our colleagues, partners, and shareholders for their continued trust and dedication. The achievements of 2025 are the result of a shared long-term vision and a collective commitment to building lasting value.



Edoardo Preatoni
CEO
AS Pro Kapital Grupp
15 April 2026

Management report

Management

Our operations are characterized by a long-term view and reliability which is primarily supported by a transparent management approach and the ability to understand the impact of activities in various aspects and manage it in a structured way. Honest, ethical and transparent management means that in our activities we comply with the laws and regulations in force in all operating markets, as a listed company also the requirements of Nasdaq Tallinn and Nasdaq Stockholm and the guidelines of Corporate Governance Recommendations (CGR).

Our management and operations are independent and are not involved in any political organisations. The companies and the key personnel of the Group have not supported the activities of any political organisations in 2025 nor earlier.

Our team is relevantly small therefore our operations are highly visible, both internally and externally. That is why we also emphasise the responsibility involved in the governance and we do not tolerate any abuse thereof. We work with several developments at a time in all the capital cities of the Baltic States and a number of people from different departments are involved in each project. The choice of contractors, suppliers and subcontractors is made in cooperation within the team and taking into account the best practices, long-term experience, whereas the ability of any third parties to ensure a quality service, the reputation and practices thereof is given equal attention. In our opinion, such organisation of work excludes any conflicts of interest in practice. The Management Board is the connecting link between the offices in different states, various entities and the Supervisory Council. We are also working in the direction which allows us to ensure comprehensive internal communications across the entire Group.

In addition to the communication with the investor community, we are consciously and systematically developing the Group communication and marketing which would raise the awareness of different stakeholders. The most important for us is the two-way communication with both: the employees as well as any external stakeholders, be it our customers, subcontractors or partners. We believe that a continuous dialogue allows us to do our work in the best way and shape the living environments which would exceed the people's expectations as to their quality, timeless design and well-considered solutions.

Our impact and responsibility

Due to our strategy to develop large integrated areas, our business activity is not just about development – we create new living environments and thereby have a significant impact on people's quality of life, social development and economic environment. This impact is not only versatile but also long-term, therefore we recognize this as a responsibility and are extremely serious about it. Therefore, we take different aspects of the impact into consideration in our operations, and we do more than is expected of us or required by regulations.

We design unique quarters and living environments together with infrastructure and public spaces in the areas which were historically industrial areas, or which were unused.

The environments created in premium locations in all the three capital cities of the Baltic States are attractive both for our customers as well as the surrounding areas as we increase the value of the entire area with our development activities. This allows us to stay ahead of the market trends and shape them in a positive manner.

We have analysed the expectations and vision of our stakeholders and experts as regards our broader role and responsibilities in the society. We interviewed our customers, subcontractors, partners, representatives of local communities and local governments, financiers, regulators, construction and sustainability experts and discussed these issues with them. We got the confirmation that we are expected to provide responsible real estate development and customer communication, be honest and open in our daily work and ensure a pleasant working environment. Substantial and diverse feedback is a very important input to construe and constructively analyse our role in the society in order to plan and focus our operations in more conscious manner. We spotlighted these topics for us inside the Group and would like to be more specific in the management of our social responsibility – to continue to develop important aspects, set specific targets and performance indicators which would demonstrate and confirm development besides describing the principles.

The following list gives a TOP 5 priority list of focus areas of interest groups and our own employees showing highly prioritized matters among others.

| |
|---|
| 1. Quality, safe and healthy buildings |
| 2. Fair and ethical management |
| 3. Fair marketing and communication |
| 4. Healthy, safe and proper workplace |
| 5. Customer relationship and experience |

We ensure high quality and safety in our operations, while also considering the environmental impact of our development activities and seeking reasonable and sustainable solutions. An integral part of this responsibility involves courage to make forward-looking decisions based on market trends, ability to find a balance between high expectations and the opportunities, and the capability to manage development activities in all their aspects, thereby ensuring first-class quality. We are aware of the impact of our activities on the areas we develop. We take into account local customs, architecture, and aesthetics in every project. We believe it is important to create integrated infrastructure that considers the natural environment as well as the ongoing shift towards a greener and healthier lifestyle.

We meet several of the above requirements already today, but we see an opportunity to achieve much more in environmental aspects, for example. Today we implement environmentally friendly and resource-efficient solutions in a reasonable manner and in fair proportions to the expectations and needs of the market. Undoubtedly, changes in the consumer behaviour, the increasing energy efficiency expectations and the rapidly changing environment create preconditions for arranging our future activities somewhat differently than today.

We have not included our German hotel and Preatoni Nuda Proprietà, into the analysis described above, as these operations are not our core business. Despite that, the principles of social corporate responsibility are implemented also there.

Responsible real estate development

Through years, we've proven to remain ahead of the market trends and focus on long-term value we create for wider communities. Responsible real estate development means that our work has an impact on people's expectations of the environment in which they live, work and spend their time. Our intention is that positive effect is provided and stays long-lasting.

Simultaneous development of several major projects is unique at this market. We believe that our work creates long-time value and also demonstrates our strong position in the Baltic States. We develop large integrated residential quarters, thereby increasing the value of entire areas through well thought out infrastructure and landscape supporting the sense of community of people and their expectations to the quality of life.

We believe that real estate property is much more than just a physical space. Being residential or commercial real property, it should create emotions. Home is probably one of the most important investments in one's life. Home is the environment which creates a sense of warmth and security.

All commercial and residential real estate buildings completed in recent years or managed by us have convenient access by public transport (at least a distance of 500m) and there are parking spaces for bicycles near each building. All the completed apartment buildings can be accessed by people with disabilities.

It is clear, that the construction activities have an impact on the daily lives of neighbourhood residents. If possible, we plan the sequence of the development phases of residential real estate in such a way that the construction activities would not disturb the residents of existing buildings. We also expect our partners and subcontractors to comply with all the property maintenance rules and practices in order to minimise the disturbing of the neighbours.

Quality

Our vision is to develop timelessly unique buildings of impeccable construction quality which antedate the expectations, needs and desires of people. This vision reflects our long-term experience and proactive business strategy. We believe that quality is the core of creating long-term values throughout our business. Quality is our responsibility to the clients for whom a real estate investment is an important step and decision influencing them for years. Quality begins with understanding the market needs and the ability to move ahead of the trends and anticipate these needs. The quality is reflected in the details starting from the fact that we know our customers and their actual user experience both in the living quarters as well as in the neighbourhood. This means well-weighed space planning and services, intelligently solved communication and ventilation systems, smart and practical landscape architecture and infrastructure which in turn fits into the timeless and high-quality design and interior decoration.

Our developments are born in collaboration with reputable architects in order to associate unique exterior and interior of the buildings with practicality through their experience and

vision. We also appreciate the ability of experienced and reputable architectural firms to manage the design work until the issue of the building permit within a reasonable time period. We actively cooperate with architects during the design work stage and analyse in detail the best alternative uses of each square meter.

We are very demanding in our selection of contractors in order to ensure high construction quality. We only invite reliable and ethical companies to participate in tender and besides the price, the final choice will be based on the prior experience and ability to flawlessly carry out technically complex projects.

In addition to strong partners, we also ensure our high construction quality by use of carefully selected building and interior decoration materials. The materials must be durable, timeless and aesthetic, both inside and outside the buildings.

We analyse and wisely prepare the plans for electricity, lighting, heating and ventilation solutions and other automated technological systems which comply with actual utilization needs and ensure efficiency. By proper maintenance, we ensure a longer service life of the buildings, which we manage ourselves.

Quality means to sense the needs of the market, intelligent design work, knowledgeable construction work in compliance with requirements and even management of the buildings in a manner which allows to offer comprehensive and positive customer experience. A well-considered, wisely planned and carefully conducted development process ensures durability of our buildings over time and reduces the need for repairs and necessity to spend additional resources. Thus, the long-term service life and timeless appearance of the buildings is our biggest contribution to environmental protection.

Preservation of environment

People are becoming more aware of environmental preservation, and their expectations for sustainable solutions are rising accordingly. Both, private and business customers tend to appreciate natural materials and energy efficiency more and more. People want their living and operating environment to be green, intelligently planned allowing movement and active lifestyle. Our operations upon meeting the environmental requirements comply with the regulations but environmentally friendly solutions are not yet at the core of the activities. There is a number of reasons for that, and the most important one is a price and quality ratio of home or commercial spaces to be met. Our operations are focused on customers and their needs and expectations therefore we actively try to find the best and environmentally friendly solutions in a balanced way. However, it is very important for us to know the expectations of stakeholders with regard to environmentally conscious choices as the capability to appropriately address the environmental issues may significantly contribute to our competitiveness in the near future.

The principle on which our work is based is to avoid damage to the nature or excessive burdening thereof. We comply with all statutory environmental requirements both during the design and construction work as well as during subsequent operations. We refrain from damaging the soil, wildlife and biodiversity and we avoid excessive air pollution. We avoid any unjustified use of hazardous materials, and we do not use any prohibited materials. We always try to find reasonable opportunities for efficient use of energy, water and other resources

during the construction works and when operating completed buildings. This also means that we consider and test renewable energy solutions. An important part of our activities also includes waste treatment for which we always create proper facilities. We ensure that completed buildings comply with the environmental standards and do not endanger the surrounding environment.

In 2025, no environmental pollution or damage to protected nature occurred in connection with the buildings constructed or commercial real estate operated by us.

Safety and health

The charm of the property does not lie only in the property itself but in urban space that is created for people. Thus, the core value of our operations is well-being of people. Just as we want people to feel good in their homes and commercial premises built by us, we also want that both, our customers as well as our employees, would get home healthy every night and that our developments would be safe for them. For this purpose, we comply with the statutory requirements, and we believe that this is sufficient to ensure safety in our buildings. We do not compromise over the construction quality. Thus, the durability and fire safety of the structures is elementary for us.

As in previous years, no accidents were reported to us in 2025 (due to our fault), in the apartment buildings operated or completed by us.

Both residential as well as commercial buildings are properly equipped for emergencies. We ensure timely maintenance of the technical systems in the buildings managed by us, repair of alarm systems, and we do our utmost to hedge any other elementary risks (such as slipperiness, darkness, icicles).

During the period of construction works, our internal technical team in charge of construction management sees to it that all our employees and contractors strictly follow all safety regulations at the site.

All employees and contractors are provided with safety instructions prior to starting work. We cooperate with respectable and known contractors and the general order at construction sites has been good.

No major accidents took place at our construction sites in 2025.

In addition to safety, healthy environment is also very important. The factors which have an impact on how people feel themselves in our buildings include the suitable temperature, ventilated air, spaciousness, balanced lighting in combination of daylight and artificial light, avoidance of hazardous materials and noise level in public areas. In apartment houses green living environment, which gives an opportunity for movement and sports activities close to home, is important for us.

Team

With over 30 years of experience, AS Pro Kapital Grupp is one of the longest-established professional real estate development companies in the Baltic States. A big part of our team has been with the Group for almost half of its lifetime or even more. We believe that this

demonstrates our ability to keep our team by offering them an environment which is in constant development, encouraging and supportive. We believe that every company has the face of its people and people shape it, therefore we highly appreciate our people.

At the end of 2025, the entire Group had 102 employees compared to 96 at the end of 2024. Among them, 47 were employed in the hotel sector (48 in 2024). In the Baltic States, 54 employees were based across Estonia (31), Latvia (15), and Lithuania (8), with one employee in Italy. In previous year, the Baltic States employed 47 employees, distributed across Estonia (30), Latvia (8), and Lithuania (9).

Of the workforce engaged in the Group's core activity—real estate development—44% (2024: 38%) were male and 56% (2024: 62%) were female. Among the Group's and Baltic subsidiaries' management teams, three managers are male and one is female. Employee turnover in the Baltics was 6%.

Ten keywords characterise us as an employer:

Trust and independence. We appreciate and value freedom to decide, initiative, ability and we do not over-emphasise excessive hierarchy in management.

Humane management. Every employee is valuable for the Group and their well-being is important. Rested people who are enthusiastic and whose lives are balanced are people who work well. Therefore, we try to be flexible and fair in our work.

Development opportunities. Our team is small but as our business is in constant change and evolution, which allows us to offer our employees learning and development opportunities. We highly appreciate people who have worked for a long time in our team. We listen to them and we fully support them.

Creative work. Our job is exciting and evolving. We work with projects which are all very special. Several of them are unique in the whole Baltic region, thereby we are providing development and self-fulfilment opportunities which is almost impossible to find in other companies of this market. This brings challenges, change, excitement and ambition into our work.

Devotion to goal. We have a common goal, common interests towards which we are moving and working while supporting each other. Real results are created jointly, and we contribute to the creation of the value through the development and design of new environments.

Friendly colleagues. The team and each person in it are important for us. In search of a new employee, we look more for a person who fits into the team, not only a professionally competent specialist. We find that the synergy between people adds value both to employees' well-being and their work results.

Equal opportunities. In recruitment process we do treat all candidates equally for all open positions, our choices are based on considering candidate's character, skills, experience and recommendations, not their gender, nationality, race or religion. The same applies for positions which we fill internally.

We value good health. We strictly follow all safety requirements and believe it is essential to protect the health of our people. We support employee well-being by providing paid sick leave in line with applicable legislation and offering additional health benefits. We regularly assess occupational safety risks, and our employees undergo periodic health checks.

Modern working environment. We consider it essential to feel good in work environment. Our modern and comfortable premises in Tallinn, Riga and Vilnius are located close to our development projects and easily accessible by public transport or car. Thus, we are at the heart of the action, which allows us to constantly keep an eye on the activities and communicate with our customers.

Stable employer. We are an international publicly listed company which operates in several markets – a capable, stable and open real estate developer with transparent management. Many employees have been members of the Pro Kapital team for over 15 years.

In 2025:

- *We had no work accidents with our employees.*
- *Over 14% of our employees participated in professional training courses or seminars with an average of 39 hours per employee.*
- *We did not receive any official complaints about discrimination or unfair treatment.*

We believe it is important to preserve our humane and direct organisational culture and to avoid unnecessary bureaucracy and formalism. However, we perceive that we are growing and changing, therefore we see the need to introduce a common approach to certain issues at the Group level.

Customer experience

Buying a home is usually one of the most important and significant transactions for people. Therefore, we bear even higher responsibility to all our customers. We are closely connected to all our developments from beginning to end because this is the only way we can ensure the quality. This gives us an opportunity to be in a constant dialogue with our customers, understand their needs and expectations. We have proven ourselves as a reliable long-term partner to our buyers and our customers can be confident what they invest in.

Undoubtedly, buying a home is an emotional deed and the way how quality is brought to people plays a major role here. Transparency and clarity must go hand in hand with a convincing and aesthetically appealing visual language – people must be able to understand what they invest in. Therefore, marketing communication has big and effective role to play in our work, every detail and the overall picture of the product specifications and visual elements must address a specific target group. Our promises correspond to reality, our plans and views are true, and we are open in our communication which allows people to get acquainted both with the interior decoration materials as well as with the plans.

We believe that the quality label of our development activities is formed during the first contact with the customer. Like any other relationship, it grows and develops over time and that is why we do not use an aggressive style of selling or pressurize people to decide. We value each individual and we comply with the privacy requirements by means of collecting and retaining contact details in a proper manner. When we cooperate with real estate agents, we require that they also adhere to the same principles.

In 2025, we did not violate any requirements or principles relating to marketing ethics, consumer protection, customer privacy or data leakage.

A strong customer relationship is an integral part of our business. Each customer contact, regardless of the project, shapes our reputation and credibility and will also accompany us in the future. Customer experience and assessments of the quality of our work and service turn them into our main and maybe even the most important marketers. Pro Kapital has grown into a strong and valued brand, which is confirmed by the fact that in general we sell a significant

number of apartments in a variety of projects already before the beginning of the construction works or even before the beginning of the marketing activities. Many people who have previously purchased homes from us continue to buy apartments in our subsequent development projects.

A binding principle for us is to be there for our customers even after the sales transaction. Our goal is to be in a constant dialogue with our customers which on one hand helps us to shape the living environment where people feel good, but to also solve any potential problems quickly and constructively. Therefore, we manage most of our apartment houses ourselves after they are completed. When finding maintenance partners for a house, we defend the interests of owners and help the apartment associations to make the choice. We believe that this way we help them to settle down in a smoother and more pleasant manner. Being close to users, we can identify any issues which need adjustments or changing in our future projects. Thereby we constantly improve our development sites and we ourselves grow together with them.

Our uniqueness also includes the real estate agents involved in our team. We believe that this allows us to offer better quality customer service as namely the administrative departments are the connection link in the customer relations between the builder and our development team, both upon transfer of the apartments as well as during the warranty period of two years, until the builder solves any warranty issues.

We believe that people do not buy just an apartment but make an investment in the living environment. That is why we are committed to our work as if we did it for ourselves and for our families. We analyse and consider carefully even the smallest details, we take into consideration different needs, habits and expectations in a manner which allows us to create a smart, well-considered, homely and considerate living environment. It is really important for us that people are happy in their new homes. This distinguishes us clearly and supports our growth and movement as a creator of trends towards high-quality and responsible real estate development.

Contribution to society

The biggest and the most positive contribution of AS Pro Kapital Grupp to society is the development of living environments and commercial districts based on an integrated and long-term strategy. Therefore, our business does not consist only of development – we create new districts and have a positive impact on the living environment of people. We support and participate in activities and projects which involve local community, promote youth education, improve awareness and support culture where we can add value.

Risk management

As part of the business of a responsible company is to identify and minimise any related risks.

Market risk

Focusing on the long-term nature of our business model helps us mitigate potential market fluctuations. In line with our strategy, we acquire real estate during market downturns and develop and sell it when market conditions are favourable. This enables us to take advantage of market opportunities while managing and hedging market risks.

Liquidity risk

We manage the liquidity risk on ongoing basis, taking into account the working capital developments and the needs. We monitor cash balances on weekly basis, also model short-term and long-term cash flows to spot any potential problems and to find timely solutions. Careful cash planning, monitoring of cash flows of our development projects and flexibility in everyday money matters effectively contribute to management of the liquidity risk.

Funding risk

The funding risk may extend the development process of the projects of the Group and slow down the realisation of the real estate portfolio. The risk is managed by flexible ensuring of sustainable funding by means of overdrafts, loans, bonds and other debt instruments as well as expansion of the investor base and raising of additional capital in case of need.

Property risk

Property risks are covered by insurance contracts.

Safety and security risks

As we develop buildings where people live, work and which they visit on a daily basis, we must ensure their safety and security. This means strict control and compliance with these principles throughout our activities. Both in our residential as well as commercial real estate projects we comply with all the design, construction work and safety requirements, we cooperate with only competent and reliable construction companies and their subcontractors, and we use high quality building materials and construction techniques. We equip the buildings managed by us with the required safety equipment and ensure adopting of security measures in case of any emergencies, we carry our regular risk analyses and training exercises. As building managers, we monitor that the risks arising from the general order of the real property and the surroundings thereof would not endanger people.

Community risks

In general, construction works have a temporary disturbing impact on the people living and working nearby. We will make every effort to minimise any inconveniences and we expect our partners to do the same. In case of any problems, we are open to communication in order to prevent aggravation of disagreements and we aim to promptly find solutions that are suitable for all parties. We understand that involvement of the public and local community is becoming an important part of any development activities. This is evidenced by the ever-growing social interest in the suitability of major infrastructure and industrial investments in the communities and the natural environment.

Environmental risks

Our activities do not involve any high-impact environmental risks that could occur unexpectedly. We manage the most important risks to wildlife, soil and the surrounding environment through careful site selection, proper design and construction processes, and prior analyses. A large proportion of our real estate developments is located in previously unused areas, often former industrial sites where environmental damage arising from earlier use may be present. Where necessary, we eliminate pollution and remediate other environmental impacts.

Our choice of partners is inter alia based on their ability to ensure proper compliance with environmental requirements and standards. Our activities involve significant energy consumption and waste generation, therefore we comply with all applicable energy efficiency and waste management requirements related to buildings, as well as other relevant environmental regulations. In light of increasingly stringent environmental regulations and growing market expectations, we aim not only to respond to these requirements, but also to identify opportunities to go beyond what is expected and required.

In addition, we consider the potential impacts of climate-related risks across our operations and, where relevant, in our estimates and assumptions. This includes both physical and transition risks. While we believe our business model will remain viable during the transition to a low-carbon economy, climate-related matters may increase uncertainty in certain estimates and assumptions used in the financial statements. Although climate-related risks do not currently have a significant impact on measurement, we closely monitor relevant developments, including new climate-related legislation. Increasing customer awareness may also lead to higher expectations regarding energy efficiency and sustainability requirements of buildings.

Although ESG reporting is not yet mandatory for the Group, we have already started preparing for upcoming requirements. In 2026, we plan to continue mapping and establishing ESG governance principles across the Group. This will support the identification of relevant alternative performance measures (APMs) and allow us to begin measuring performance and setting targets for upcoming reporting periods.

Employee-related risks

While many of our employees work in office-based roles, our operations also involve activities at construction sites, particularly in our role as a main contractor. Ensuring occupational safety at construction sites is therefore a key priority for us. We require all employees, subcontractors and visitors on our construction sites to comply with all safety requirements and site-specific rules.

Our employees and other site personnel have completed the necessary trainings and are required to follow proper work techniques and applicable safety standards. We also place strong emphasis on selecting competent and reliable construction partners, and these requirements are reflected in our cooperation agreements and monitored throughout the construction process.

We estimate that labour shortage is not a direct risk for the Group as we are quite a small team which stays relatively stable in time. Recruitment of new employees is based on the need.

However, we are very much aware of the significantly changed work habits and heightened expectations of the working life. Employers of different areas of activity also contribute to the well-being and satisfaction of their employees and this creates a growing need even for us to keep pace with these changes. Therefore, we need to pay more attention in the future to the overall strengthening of the reputation and image of Pro Kapital Grupp which would contribute to a strong employer brand. A good employer brand allows to also attract the attention of talented employees in the future. Like many other companies which have operated for a long time and whose key personnel has been with the Group for more than 10 years, we need to see to that people feel good in our team. We must pay particular attention to our long-term employees whose quitting of their jobs could have an unexpected impact on the competence and continuity of the entire Group.

Financial risks

Financial risks related to the Group are described in more details in the Note 33 of the consolidated financial statements.

Strategy and objectives for 2026

Our most important goal is to focus on developing high-quality residential properties and continuing the long history of Pro Kapital of providing people with excellent spaces for living, working, and leisure.

We take the long-term perspective into consideration and intentionally remain ahead of the market trends. In this regard, we feel like the focus on sustainability that recently caught the attention of the markets was long-due, and we intend to be frontrunners in the exciting prospect of developing communities with a strong focus on the health and well-being of the people who live in it, as well as the urban environment itself. In addition to the development of our already existing sizeable real estate portfolio, we constantly also assess our opportunities to extend and strengthen it.

Our long-term experience as one of the oldest professional real estate development companies in the region supports our conservative borrowing principles and we are going to continue this in the future, too. We ensure optimal financing solutions for the development of our new projects, combining loans from financial institutions, extension of the investor base or by attracting private capital.

As the Tallinn real estate market showed great volatility in 2025, our principal goal for the near future is to adapt and demonstrate flexibility in our product design. The key is to be present with the right product at the right time. In terms of current absorption rate and the demographics of active buyers, we believe we are at the right spot with our future pipeline in Kristiine City development. That is also evidenced by successful sales of our Uus-Kindrali houses.

In Riga, Latvia, after a period of limited activity, we have recently renewed and strengthened our focus on the market. Our objective is to enhance and actively promote the attractiveness of our large-scale Klīversala Quarter development, which represents a key long-term opportunity for the Group.

To this end, we are advancing a more detailed and coherent master layout for the entire quarter, enabling the market to fully appreciate the scale, quality, and long-term vision of the project. As an initial step, we have begun testing market demand through the Blue Marine project, where construction and sales commenced last year and are providing valuable market feedback to support the broader development strategy.

In Vilnius, Lithuania, the macroeconomic environment is materially stronger than in Estonia and Latvia, creating a structurally attractive backdrop for residential development. Our objective is to proactively position the Group to benefit from this relative outperformance. We anticipate that upcoming policy measures, most notably the pension reform taking place in 2026—will further support domestic demand and liquidity in the residential real estate market.

Against this backdrop, our strategy is to ensure that we enter the next market upswing with fully entitled, execution-ready projects. In this context, the Group is prioritising the advancement of the Borgo development, with construction targeted to commence in the second half of 2026, while retaining flexibility with respect to timing, phasing, and commercialization as market conditions evolve.

In 2026, our hotel strategy focuses on strengthening the long-term value and competitiveness of our hotel by aligning refurbishment investments with operational priorities. Revenue growth is expected to be driven primarily through the expansion of the Meetings, Incentives, Conferences, and Exhibitions (MICE) customer segment, supporting higher occupancy, improved seasonality, and more stable revenue streams. At the same time, we will continue to enhance the guest experience and secure long-term arrangements that support sustainable cash flow and value creation.

In Italy, our objective for 2026 is to benefit from ongoing market stabilisation. We will focus on optimising portfolio performance, supported by a flexible and selective approach to capital deployment, including the Group capital or external investor participation, enabling Preatoni Nuda Proprietà S.r.l. to play a more active and independent role in asset acquisitions and disposals alongside its agent activities.

At the Group level, we have set a goal to optimise and harmonise IT solutions across all Baltic countries, enabling more comprehensive market analysis and providing deeper insights into the Group's operations. At the same time, ESG is also an important focus area, with activities initiated in early 2025. Key foundations have been established, and work will continue on ESG training, the development of governance structures, and the integration of ESG principles across the Group.

Segments

The Group's operations are spread across five geographical segments: Estonia, Latvia, Lithuania, Germany and Italy.

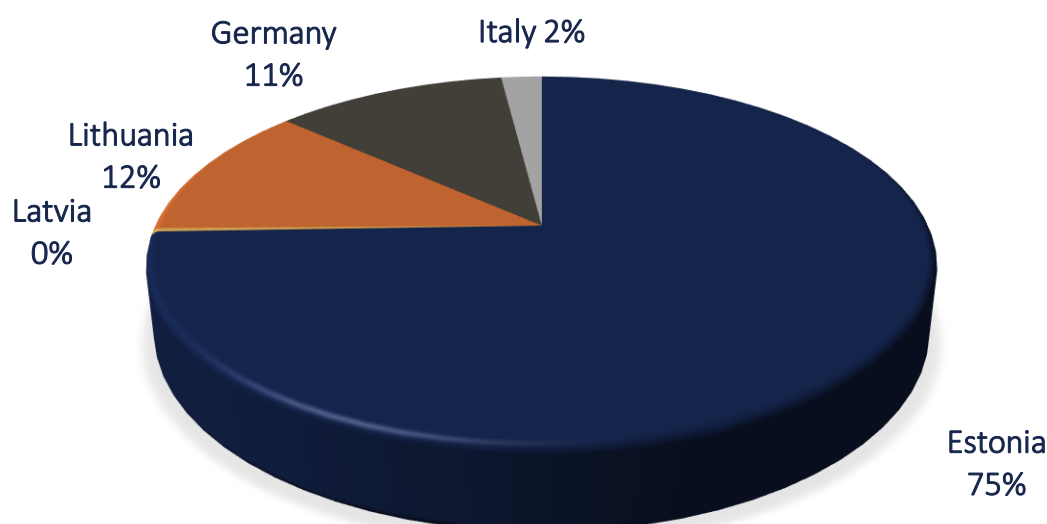
Key financial data of the segments, in thousands of euros

| | Revenue | | | Gross result | | | Profit/-loss before tax | | |
|--------------|---------------|---------------|-------------|---------------|--------------|-------------|-------------------------|---------------|--------------|
| | 2025 | 2024 | Change | 2025 | 2024 | Change | 2025 | 2024 | Change |
| Estonia | 39 591 | 4 919 | 705% | 14 425 | 1 525 | 846% | 11 519 | -5 025 | 329% |
| Latvia | 164 | 4 588 | -96% | -20 | 1 513 | -101% | -463 | 956 | -148% |
| Lithuania | 6 273 | 1 901 | 230% | 3 294 | 1 184 | 178% | 2 620 | 364 | 620% |
| Germany | 6 072 | 6 046 | 0% | 1 633 | 1 693 | -4% | 549 | 679 | -19% |
| Italy | 1 062 | 704 | 51% | -537 | -492 | -9% | -2 067 | -1 004 | -106% |
| Total | 53 162 | 18 158 | 193% | 18 795 | 5 423 | 247% | 12 158 | -4 030 | -402% |

| | Gross margin ¹ | | Net margin ¹ | |
|-----------|---------------------------|--------|-------------------------|---------|
| | 2025 | 2024 | 2025 | 2024 |
| Estonia | 36.4% | 31.0% | 29.1% | -102.2% |
| Latvia | -12.2% | 33.0% | -282.3% | 20.8% |
| Lithuania | 52.5% | 62.3% | 35.0% | 16.5% |
| Germany | 26.9% | 28.0% | 9.0% | 10.8% |
| Italy | -50.6% | -69.9% | -139.5% | -80.8% |

Internal transactions are eliminated in key financial data provided above. Estonian segment also includes financial data of the parent company.

2025 revenue by geographical segments, %



¹ The formulas of Alternative Performance Measures are on page 13

The real estate market in 2025 can be characterised as having reached a period of stabilisation. The slowdown observed in 2024 came to an end and the market started to recover. Residential market activity remained strong, and despite a challenging macroeconomic environment, the number of residential transactions stayed consistently above the historical average over the last six quarters.

Transaction volumes in 2025 were driven primarily by activity in the secondary market. Strong demand in this market supported price growth, gradually narrowing the gap with newly developed properties. With improving consumer confidence, a competitive mortgage market offering historically low margins, and a stable Euribor environment, we believe conditions are in place for the market for new developments to strengthen going forward.

Estonia

The Group's operations in Estonia mainly consist of the development and sales of apartments in middle and premium class residential real estate properties and the management of properties in Kalaranna District and Kristiine City in Tondi.

The share of the Estonian segment as a percentage of total revenues of the Group during the reporting period amounted to 75% compared to 27% of the comparable period last year.

Revenue from Estonia

| in thousands of euros | 2025 | 2024 | Change |
|-----------------------|---------------|--------------|-------------|
| Real Estate sales | 39 439 | 4 780 | 725% |
| Rental income | 2 | 0 | N/A |
| Other revenues | 150 | 139 | 8% |
| Total | 39 591 | 4 919 | 705% |

In 2025, revenue was mainly driven by apartment handovers in Kalaranna District, while apartment handovers in the Uus-Kindrali residential building commenced in November 2025. During 2025 the total of 104 apartments, 104 parking spaces, 4 business premises and 96 storage rooms (2024: 14 apartments, 15 parking spaces and 10 storage rooms) were sold in Estonia. At the end of the reporting period, the available stock in Kalaranna District and Kristiine City in Tondi included 122 apartment, 88 storage rooms, and 102 parking spaces.

Other revenues, primarily from maintenance services, increased by 8%.

Latvia

The share of the Latvian segment as a percentage of the Group's total revenues for 2025 amounted to 0.3%, compared with 25% in the same period last year.

Revenue from Latvia

| in thousands of euros | 2025 | 2024 | Change |
|-----------------------|------------|--------------|-------------|
| Real estate sales | 63 | 4 467 | -99% |
| Rental income | 88 | 106 | -17% |
| Other | 13 | 15 | -13% |
| Total | 164 | 4 588 | -96% |

In 2025, remaining 2 parking spaces were sold (2024: 8 apartments, 8 storage rooms and 25 parking spaces).

Rent and other revenue make a minor contribution to overall segment's revenue. The Group provides maintenance services mainly to its tenants and therefore maintenance revenue is correlated to the rental area.

Lithuania

The Group's operations in Lithuania mainly consist of the development and sales of apartments in premium residential real estate properties.

The share of the Lithuanian segment as a percentage of total revenues of the Group during the reporting period amounted to 12% compared to 11% last year.

Revenue from Lithuania

| in thousands of euros | 2025 | 2024 | Change |
|-----------------------|--------------|--------------|-------------|
| Real estate sales | 5 850 | 1 432 | 309% |
| Rental income | 43 | 109 | -61% |
| Other | 380 | 360 | 6% |
| Total | 6 273 | 1 901 | 230% |

During the reporting period 5 apartments, 3 storage rooms and 8 parking spaces were sold in Lithuania (2024: 2 apartment and 3 parking space). There were 3 business premises, several storage rooms and parking spaces in stock in Vilnius at the end of the reporting period.

The Group temporarily rents out some of the premises available for sale and development. In 2025 rental revenues decreased by 61%. The Group provides maintenance and other services to its sold and rented out premises. In 2025 the revenue from maintenance activities increased by 6%.

Germany

The Group's operations in Germany consist of the development and management of PK Parkhotel Kurhaus located in Bad Kreuznach.

The share of the German segment as a percentage of total revenues of the Group during the reporting period amounted 11% compared to 33% of the comparable period last year.

Revenue from Germany

| in thousands of euros | 2025 | 2024 | Change |
|-----------------------|-------|-------|--------|
| Hotel operations | 6 072 | 6 046 | 0% |

The occupancy rate of PK Parkhotel Kurhaus hotel was 65% for the year. Net result for 2025 was EUR 394 thousand profit (2024: EUR 486 thousand).

Occupancy rates, %

| | 2025 | 2024 | Change |
|-------------------------------------|------|------|--------|
| PK Parkhotel Kurhaus, Bad Kreuznach | 65% | 67% | -2% |

Italy

The Group's operations in Italy consist of commission income from residential real estate brokerage services, including transactions under bare ownership arrangements, where the Group acts as an agent.

The share of the Italian segment as a percentage of total revenues of the Group during the reporting period amounted 2%.

As the segment was entered only at the end of Q1 2024, the comparative figures for 2024 reflect activity only from April to December and are therefore not fully comparable.

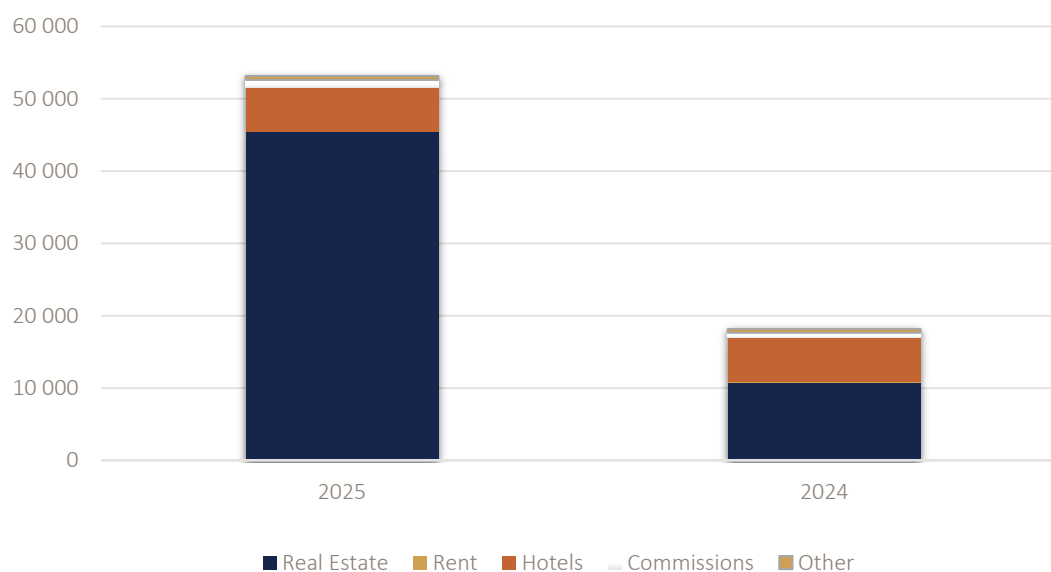
Revenue from Italy

| in thousands of euros | 2025 | 2024 | Change |
|--|-------|------|--------|
| Commissions, incl. bare ownership arrangements | 1 062 | 704 | 51% |

Business lines

In addition to geographical segments, the Group also monitors its operations by business lines.

Revenue by business lines, in thousands of euros



Revenue by business lines

| in thousands of euros | 2025 | 2024 | Change |
|-----------------------|---------------|---------------|-------------|
| Real estate sales | 45 352 | 10 679 | 325% |
| Rental income | 133 | 215 | -38% |
| Hotels | 6 072 | 6 046 | 0% |
| Commissions | 1 062 | 704 | 51% |
| Other | 543 | 514 | 6% |
| Total | 53 162 | 18 158 | 193% |

AS Pro Kapital Grupp consolidated annual report 2025

Revenue from the sale of real estate increased in 2025 compared with the previous year, primarily driven by the handover of completed apartments in the Kalaranna District and the Uus-Kindrali project in Tallinn, as well as by the handover of residential units in the City Villas development in Vilnius. By comparison, revenue in 2024 remained at a lower level, as apartment handovers in the Kalaranna District commenced only in December 2024 and, for most of the year, sales were largely limited to a small number of remaining inventory units in Latvia and Lithuania.

Average price per m² sold in 2025 was EUR 4,827 per m² (2024: EUR 4,212 per m²), prices are given without VAT. The total of 8,884 m² of residential premises were sold in 2025 (2024: 2,276 m²) altogether in all three countries.

The Group is focused on developing its existing land plots, which will expand its sellable asset base. In 2025, the Group commenced construction of the next building in the Uus-Kindrali development (the black building) in Tallinn and started the next phase of the Klīversala development in Riga, the Blue Marine project. At the same time, the Group continued construction and apartment sales in Kalaranna District, the Uus-Kindrali White Building, and the Šāltinių Namai Attico residential complex in Vilnius. Preparations for the launch of further development projects are also ongoing.

The Group is operating the hotel PK Parkhotel Kurhaus in Bad Kreuznach, in Germany.

The Commission business line includes commission income earned by the Group's Italian companies from real estate brokerage activities, including brokerage services related to bare ownership sales.

The other business line, which includes maintenance activities, supports our developments by ensuring high-quality after-sales service for our customers, primarily during the two-year warranty period. Space under maintenance in 2025 has decreased and was 70,899 m² as at 31 December 2025 (31 December 2024: 75,182 m²).

Gross profit of the other business line and overall profitability has increased by 5.8% compared to the last year.

Financing sources and policies

Pro Kapital Grupp pursues a conservative financing policy. The Group's goal is to use external financing in the way that allows the Group to avoid interest and loan covenant-related risks during low economic periods and to have sufficient additional external financing capacity in case attractive business opportunities occur. In general, the Group seeks to maintain such long-term debt levels that are in reasonable proportion to growth in operations and which preserve the Group's credit standing. The Group's subsidiaries use local bank financing for specific development projects. To manage possible risks, projects are kept in separate subsidiaries and usually no guarantees are provided for liabilities of another group company. Loans for specific projects are predominantly of medium-term duration, maturing within one to three years. Loan's repayment schedule is of mixed nature, consisting mainly of floating payments in dependence on sales volumes and to some extent fixed payments.

During 2025 the Group received EUR 31.5 million and repaid EUR 25.7 million of the bank loans. The Group made fixed loan repayments of EUR 62.5 thousand in 2025.

Due to ongoing construction activities in Šaltinių Namai, Uus-Kindrali and Blue Marine, the Group will draw additional construction loan funding to finance the related project costs. Repayments of the construction loan are expected to commence upon the signing of real right contracts with customers.

In addition, the Group has obtained a loan to finance its day-to-day operations. This loan is secured by apartment units in Kalaranna District. Repayment of the loan is expected to start once the remaining unsold apartment area reaches 2,800 m².

During 2025, secured non-convertible bonds in the amount of EUR 9.4 million were redeemed. As at 31 December 2025, the Group had outstanding secured bonds in the amount of EUR 10.5 million, with a redemption date in February 2028, and outstanding unsecured bonds in the amount of EUR 8.2 million, with a redemption date in October 2026. The terms of the unsecured bonds allow the Group to unilaterally extend the redemption date by two years, until 31 October 2028, subject to a respective announcement via Nasdaq Tallinn by 30 September 2026 at the latest. The secured bonds carry a nominal interest rate of 11% and unsecured bonds carry a nominal interest rate of 9%. (Note 22).

Shares and shareholders

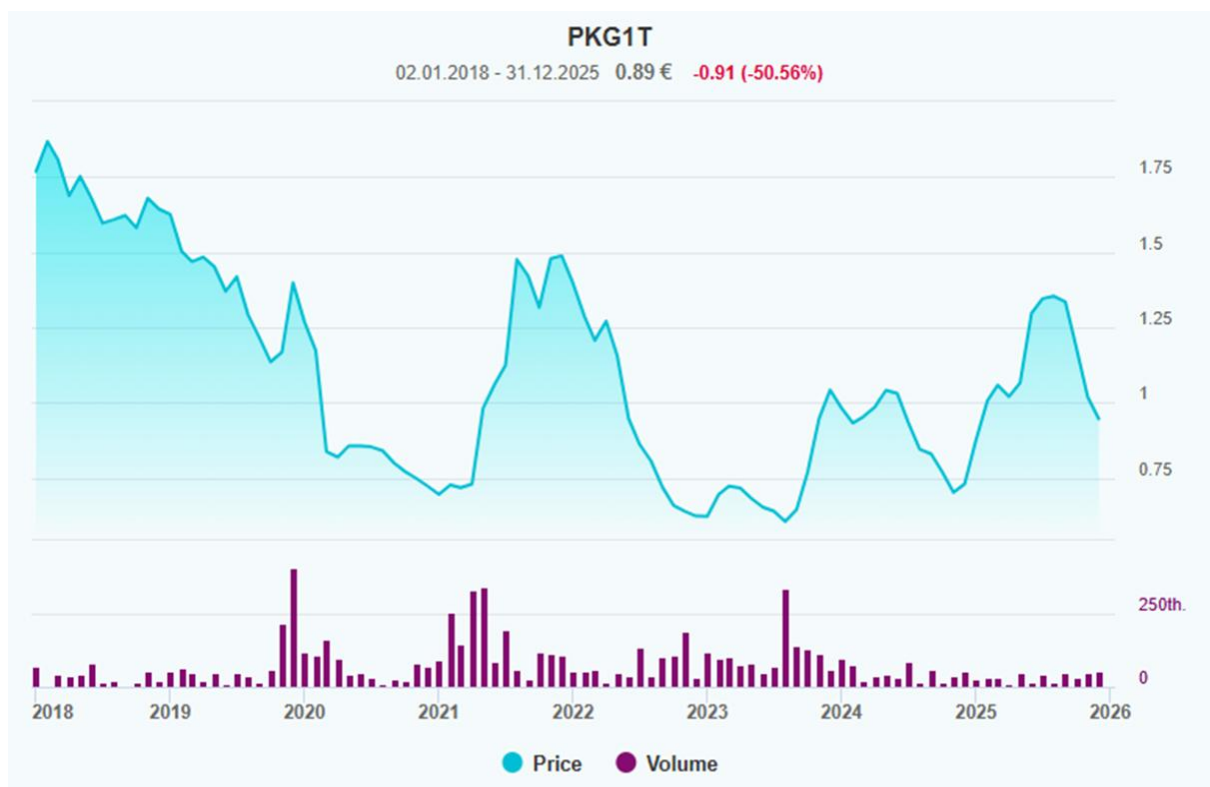
As at 31 December 2025, AS Pro Kapital Grupp had 56,687,954 shares with the nominal value EUR 0.20. The registered share capital of the Company is EUR 11,337,590.80.

Composition of share capital

| | 31.12.2025 | 31.12.2024 |
|------------------------|---------------|---------------|
| Number of shares (pcs) | 56 687 954 | 56 687 954 |
| Nominal value (euros) | 0.20 | 0.20 |
| Share capital (euros) | 11 337 590.80 | 11 337 590.80 |

On 23 November 2012, the Company's shares started trading on the secondary list of Tallinn's Stock Exchange with an ISIN EE3100006040. On 19 November 2018 the Company's shares were listed on the Main List of Tallinn's stock exchange. During the period 1 January – 31 December 2025 the shares were traded in a price range EUR 0.78 – 1.44, with a closing price of EUR 0.89 per share on 31 December 2025. During the year 2025 409 thousand of the Company's shares were traded with their turnover amounting to EUR 458 thousand.

Trading price range and trading amounts of Pro Kapital Grupp shares,
1 January 2018- 31 December 2025, NASDAQ Baltic Main List*



*Source: www.nasdaqbaltic.com

| Trade statistics in euros* | 31.12.2025 | 31.12.2024 | 31.12.2023 |
|----------------------------|------------|------------|------------|
| High price | 1.44 | 1.11 | 1.12 |
| Low price | 0.78 | 0.65 | 0.60 |
| Last price | 0.89 | 0.78 | 1.10 |
| Average price | 1.13 | 0.90 | 0.72 |
| Traded volume (pcs) | 409 010 | 578 588 | 1 381 110 |
| Turnover (million) | 0.46 | 0.52 | 0.96 |
| Capitalization (million) | 50.45 | 44.22 | 62.07 |

*Source: www.nasdaqbaltic.com

Baltic market indexes 1 January 2018- 31 December 2025*



*Source: www.nasdaqbaltic.com

| Index/ Equity | 31.12.2025 | 31.12.2024 | Change |
|---|------------|------------|--------|
| ■ OMX Baltic Benchmark GI | 1 744.63 | 1 463.42 | 19.22% |
| ■ B35PI Real Estate / B8600PI Real Estate | 289.33 | 242.84 | 19.14% |
| ■ PKG1T (euros) | 0.89 | 0.78 | 14.10% |

*Source: www.nasdaqbaltic.com

Shareholders

As at 31 December 2025, there were 916 shareholders recorded in the shareholders register. A significant number of these shareholders are nominee companies representing both large and small non-resident investors.

Shareholders holding over 5% of the shares:

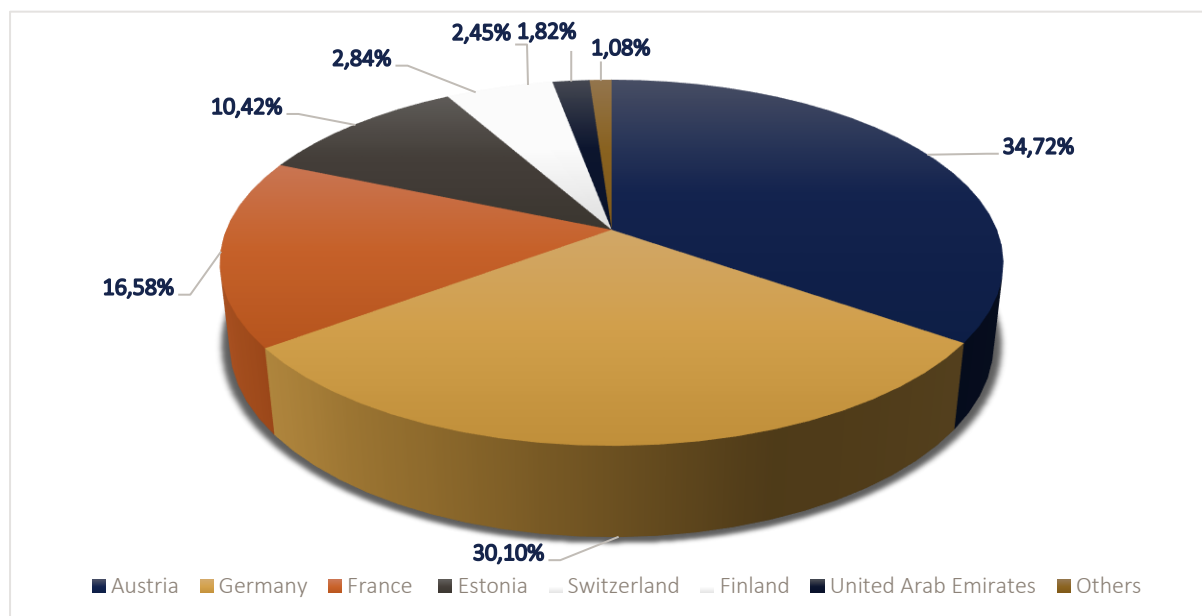
| Shareholders/nominee companies | 31.12.2025 | | 31.12.2024 | |
|----------------------------------|------------------|--------------------|------------------|--------------------|
| | Number of shares | Participation in % | Number of shares | Participation in % |
| Raiffeisen Bank International AG | 19 681 536 | 34.72% | 21 870 780 | 38.58% |
| Clearstream Europe AG | 17 059 631 | 30.09% | 17 006 274 | 30.00% |
| Caceis Bank SA | 9 397 833 | 16.58% | 7 143 268 | 12.60% |
| Svalbork Invest OÜ | 5 590 639 | 9.86% | 5 590 639 | 9.86% |

Shareholders split by holders:

| Shareholders/nominee companies | 31.12.2025 | | 31.12.2024 | |
|--------------------------------|------------------|--------------------|------------------|--------------------|
| | Number of shares | Participation in % | Number of shares | Participation in % |
| Financial institutions | 50 533 499 | 89.14% | 50 501 550 | 89.09% |
| Companies | 5 723 393 | 10.10% | 5 791 025 | 10.21% |
| Private persons | 431 062 | 0.76% | 395 379 | 0.70% |

Shareholders geographical split by residence as at 31 December 2025:

| Shareholders/nominee companies | Number of shares | Participation in % |
|--------------------------------|------------------|--------------------|
| Austria | 19 681 536 | 34.72% |
| Germany | 17 061 133 | 30.10% |
| France | 9 397 833 | 16.58% |
| Estonia | 5 905 233 | 10.42% |
| Switzerland | 1 607 321 | 2.84% |
| Finland | 1 390 436 | 2.45% |
| United Arab Emirates | 1 032 348 | 1.82% |
| Others | 612 114 | 1.08% |



The largest shareholders of AS Pro Kapital Grupp are Ernesto Preatoni and his affiliates. Based on the information at the possession of AS Pro Kapital Grupp as of 31 December 2025, Ernesto Preatoni and his affiliates hold 49.62% of the shares of AS Pro Kapital Grupp (31 December 2024: 49.62%). The following shares are considered to be held by Ernesto Preatoni, as the Management Board believes that he is able to control the use of voting rights by the following entities:

- OÜ Svalbork Invest, Estonian company controlled by Ernesto Preatoni, which holds 5 590 639 shares, representing 9.86% of the total shares of the Company.
- 11 322 099 shares, representing 19.97% of the total shares of the Company, held through a nominee account opened by Raiffeisen Bank International AG.
- 10 700 000 shares representing 18.88% of the total shares of the Company, held through the nominee account opened at Clearstream Bank.
- 513 183 shares representing 0.91% of the total shares of the Company, held through a nominee account opened by Nordea Bank.

As of 30 December 2023, the shares controlled by Ernesto Preatoni and his affiliates were transferred to SA Preatoni Group. Ernesto Preatoni remains the ultimate beneficial owner of the shares, which continue to be held through the same nominee accounts.

Although the shareholding in AS Pro Kapital Grupp is less than 50%, the French company – SA Preatoni Group – consolidates the reporting group and is therefore considered the ultimate parent of AS Pro Kapital Grupp. At the beginning of 2025 SA PREATONI Group, which owns 49.62% of Pro Kapital shares, announced the listing of its shares on the Euronext Access+ Paris segment through a technical admission. The first trading day for PREATONI Group shares (ISIN: FR001400WXE7) was 12 February 2025.

The members of the Management Board and The Supervisory Council do not own any shares of AS Pro Kapital Grupp as at 31 December 2025.

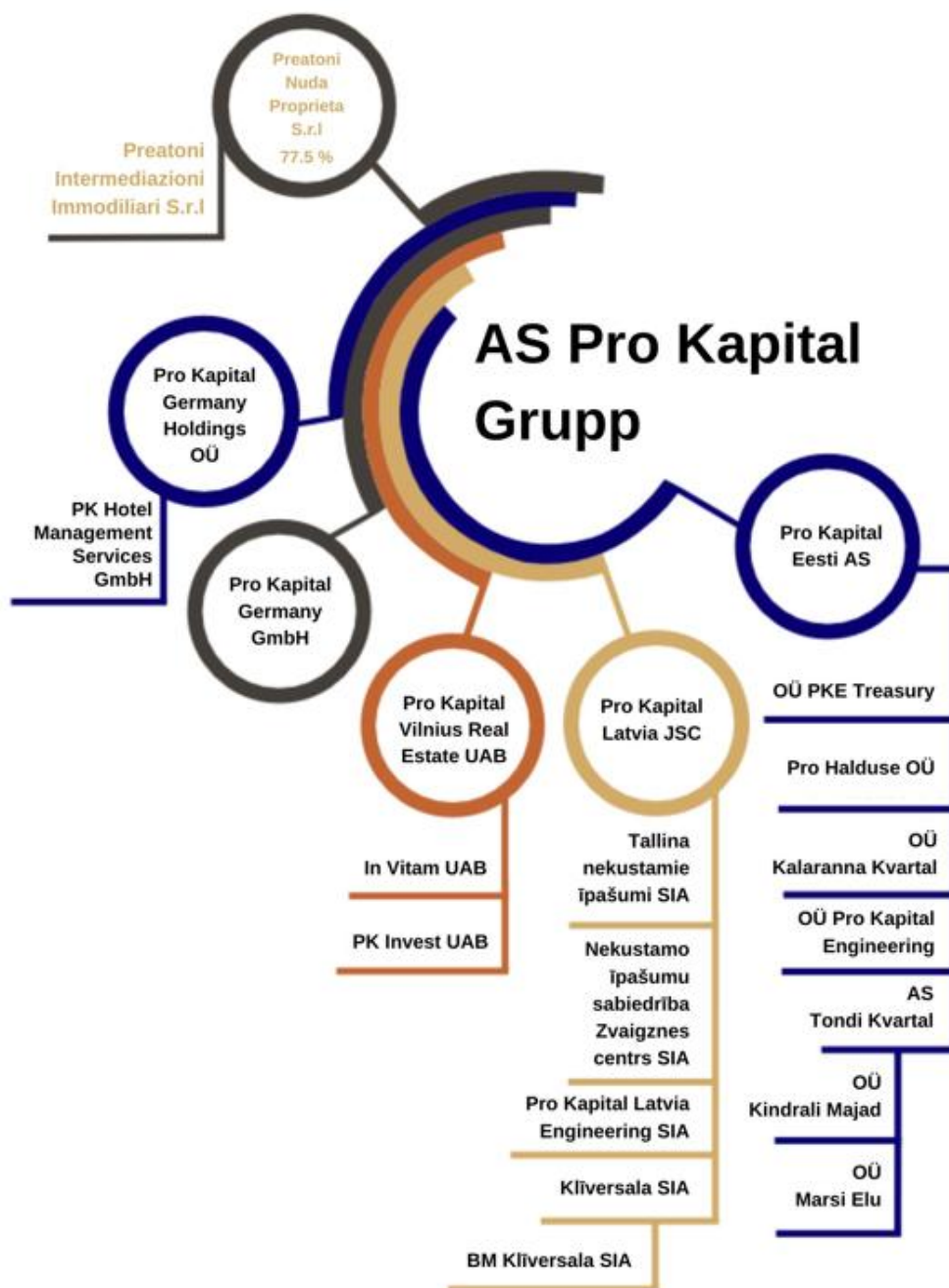
Earnings per share (EPS), P/E ratio

Earnings per share for year 2025 were EUR 0.22 per share (2024: EUR -0.06 per share). P/E ratio¹ for year 2025 was 4.1 (2024: -12.03). The calculation of earnings per share is described in Note 31.

¹ The formulas of Alternative Performance Measures are on page 13

Group structure

As at 31 December 2025



100% ownership
Majority ownership

Corporate governance report

Overview

The system of principles for the management of the AS Pro Kapital Grupp is regulated by law, the Articles of Association, the internal rules of the Group and since 1 January 2006, the companies listed on the NASDAQ Tallinn Stock Exchange are recommended to follow the "Corporate Governance Recommendations" (CGR) issued by the Financial Supervision Authority.

The Group complies for the most part with the CGR guidelines, despite the indicative nature of the CGR, except to the extent of non-compliance as described and explained below.

The Group's decision-making and governance structure as at 31 December 2025 was as follows:



1. GENERAL MEETING OF SHAREHOLDERS

AS Pro Kapital Grupp is a public limited company and has regular General Meetings of Shareholders, a Supervisory Council and a Management Board as the management bodies. The General Meeting of Shareholders is the highest directing body.

1.1. Exercise of shareholders rights

1.1.1. Every shareholder has the right to participate in the general meeting. An ordinary General Meeting is held once a year, Extraordinary General Meetings may be convened by the Management Board in the cases prescribed by law. The General Meeting is competent to amend the Articles of Association and the share capital, to elect the members of the Supervisory Council and decide on their remuneration, to appoint the

auditor, to approve the annual reports and the distribution of profits and to decide on other matters provided for in the articles of association and by law.

In the Annual General Meeting notice it is clearly stated where the shareholders or their representatives can direct their questions before the meeting (email and phone number) and that should there be such questions, there will be answered and disclosed on the Group website. At the start of the general meetings, the Chairman of the meeting always makes it clear that questions can be asked throughout and before the meeting is adjourned, once more participants are given the opportunity to voice their questions.

- 1.1.2. AS Pro Kapital Grupp's Articles of Association do not allow granting different types of shares with rights which would result in unequal treatment of shareholders in voting. Only one type of shares has been issued, giving all shareholders exactly the same rights related to the shares.
- 1.1.3. AS Pro Kapital Grupp facilitates the personal participation of shareholders at the General Meeting. When calling the shareholders' meeting a notice period of at least 3 weeks is provided for both general and extraordinary shareholders' meetings. In the notice the exact place, date and time of the meeting are stated. Representatives of the Group always participate at the General Meeting and are accessible to the shareholders during the holding of the General Meeting.

1.2. Calling of a General Meeting and information to be published

- 1.2.1. AS Pro Kapital Grupp published the notice of the convening of the General Meeting via the NASDAQ Tallinn Stock Exchange system and on its website on 19 May 2025 and on 20 May 2025 in the daily national newspaper, page 5. The Group allowed the shareholders to submit questions on the topics mentioned in the agenda both at the e-mail address given in the notice and by telephone and to examine the annual report, the auditor's opinion, the principles of remuneration of the Management Board on its website and at the Group's location Sõjakooli 11, Tallinn.
- 1.2.2. The General Meeting was held on 17 June 2025 at 10.30 in Tallinn at the Group's location Sõjakooli 11, Tallinn.
The resolutions adopted at the General Meeting are publicly available on the NASDAQ Tallinn Stock Exchange system and on the Group's website.

1.3. Procedure of the General Meeting

- 1.3.1. During 2025 the Group held 1 (one) shareholders' meeting. The Annual General Meeting of the shareholders took place on 17 June 2025. At the 2025 Annual General Meeting of the shareholders Ilona Nurmela was elected as the Chairman of the Meeting.
- 1.3.2. The Annual General Meeting was attended by Chairman of the Supervisory Council Patrick Werner, Council member Oscar Mario Cramer. Other participants were the Members of the Management Board Edoardo Axel Preatoni and Neringa Rasimavičienė and Chief Financial Officer Ann-Kristin Kuusik.
- 1.3.3. Group as an issuer should make participation in the General Meeting possible by means of communication equipment (Internet), if the technical equipment is available and doing so is not cost prohibitive for the issuer.

Group has not followed this recommendation and does not plan to follow the recommendation and making participation in the General Meeting possible by means of communication equipment (Internet). The reason for not following the recommendation is that there is no reliable and cost-efficient technical solution to verify the identities of foreign shareholders, who form the majority of the Group's shareholders. Therefore, allowing the participation of the shareholders by means of communication equipment poses legal risks to the Group, in verifying the list of participants of the shareholders' meeting. In the notice of calling the general meeting, the Group clearly indicates that shareholder or their representatives are expected to participate in person. Thus, while proxy voting or voting in absentia is not prohibited, it is not enabled. Since international shareholders can and do engage local representation, which is the common practice in Estonia, the Group has not made it unduly difficult or expensive to cast votes at general meetings and, thus, has followed the OECD 2015 Principles of Corporate Governance (hereafter OECD 2015 CGR).

- 1.3.4. In accordance with the recommendation, the distribution of profit (or the covering of loss) is considered as a separate agenda item at the General Meeting, and a separate resolution is passed regarding it.

In the light of the above descriptions of the General Meeting held in 2025, the Group has complied in 2025 with the recommendations of the CGR in exercising shareholders' rights, informing, convening and conducting the General Meeting.

2. MANAGEMENT BOARD

2.1. Duties

- 2.1.1. The Management Board is the governing body of the Group, making independent day-to-day decisions without favouring personal and/or controlling shareholders' interests. Pursuant to Articles of Association of AS Pro Kapital Grupp, the Management Board consists of at least 1 (one) to maximum 5 (five) members. In accordance with the Commercial Code, the member(s) of the Management Board shall be elected by the Supervisory Council. According to the Articles of Association, a member of the Management Board is elected for a term of up to three years, unless the Supervisory Council decides differently.

2.2. Composition and charge

- 2.2.1. As at 31 December 2025, the Management Board of the Group had two Management Board members: Edoardo Axel Preatoni and Neringa Rasimavičienė. Management Board Members are selected by the Supervisory Council of the Group based on their expertise in the sector the Group is operating in. In addition, candidates' leadership and management experience, integrity and their commitment to the Group are taken into account.

| Name | Citizenship | Year of birth | Member since | Position | Current term expires | Number of shares of the Group |
|-----------------------|-------------|---------------|--------------|----------|----------------------|-------------------------------|
| Edoardo Axel Preatoni | Italian | 1987 | 01.03.2016 | Chairman | 31.12.2029 | 0 |
| Neringa Rasimavičienė | Lithuanian | 1973 | 01.06.2024 | Member | 31.05.2027 | 0 |

Mr. Edoardo Axel Preatoni holds a diploma in classical studies from Instituto De Amicis, Milan Italy. Mr. Preatoni has experience in the hotel and real estate development sectors and he is the founder and CEO of Preatoni Real Estate Development LLC in Dubai, UAE. He has been a member of the Management Board of AS Pro Kapital Grupp since 2016. The current AS Pro Kapital Grupp management board member agreement entered into force on January 1, 2025. Mr. Preatoni does not own any AS Pro Kapital Grupp shares or bonds.

Mrs Neringa Rasimavičienė holds a bachelor's degree in international Trade from Vilnius University and graduated from the Management School at Johnson & Wales University in the USA. She has worked in the Group's Lithuanian subsidiaries since 2001 and has been a member of the Board of the Group's Lithuanian subsidiary PK Invest since 2008 as well as member of the Board and CEO of Pro Kapital Vilnius Real Estate since 2007. She does not own any shares or bonds of the Group.

- 2.2.2 In accordance with the recommendation contained in section 2.2.1. of the CGR, the Management Board consist of two members since 1 June 2024. In addition to the member of the Management Board, the management of the Group also includes the CFO and the CEOs of the Group's subsidiaries. All important decisions are taken by the Management Board and the management of the Group in cooperation with the Supervisory Council. The management of the Group is also closely coordinated with the CEOs of the Group's subsidiaries and the persons responsible for the respective areas. This governance structure best protects the interests of shareholders and ensures the sustainability of the Group.
- 2.2.3. In accordance with the recommendation, the basis for Management Board remuneration should be clear and transparent. The Supervisory Council should discuss and review regularly the bases for Management Board remuneration. Upon determination of the Management Board remuneration, the Supervisory Council is guided by evaluation of the work of the Management Board members. Upon evaluation of the work of the Management Board members, the Supervisory Council is taking into consideration the duties of each member of the Management Board, their activities, the activities of the entire Management Board, the economic condition of the issuer, the actual state and future prediction and direction of the business in comparison with the same indicators of companies in the same economic sector. Remuneration of members of the Management Board, including bonus schemes, should be such that they motivate the member to act in the best interest of the issuer and refrain from acting in their own or another person's interest.
- 2.2.4 Monthly remuneration of the Management Board Members is agreed in the service contract concluded with the Group and any additional remuneration was determined

by the Supervisory Council of the Group as per the assessment of having achieved set annual targets.

- 2.2.5. As per the recommendation, the bonus scheme of a Management Board member that relates to the securities of the Group as well as changes in such bonus schemes should be approved at the General Meeting of the Group.
- 2.2.6. As per the recommendation severance packages of a Management Board member relate to their prior work performance and should not be payable if doing so would harm the interests of the issuer.
All Members of the Management Board have severance packages agreed in their service contracts. Severance compensation is not payable in case the Management Board member is recalled due to the breach of his obligations.
- 2.2.7. As per the recommendation basic wages, performance pay, severance packages, other payable benefits and bonus schemes of a Management Board member as well as their essential features (incl. features based on comparison, incentives and risk) should be published in clear and unambiguous form on website of the issuer and in the Corporate Governance Recommendations Report.

2.3. Conflict of interests

- 2.3.1. Members of the Management Board avoid conflicts of interests in their activity. Member of the Management Board do not make decisions based on their personal interests or use business offers addressed to the Group in their own interests. No conflict of interest had occurred during the financial year of 2025.
- 2.3.2. As per the Commercial Code the Supervisory Council has to approve the transactions between the Group and a member of its Management Board.
As per the OECD 2015 Corporate Governance recommendations, the Supervisory Council of the Group as well as Supervisory Councils of subsidiaries approve and conduct related-party transactions in a manner that ensures proper management of conflict of interest and protects the interests of the Group. The Group is following this recommendation. During 2025 there were no new transactions with members of the Management Board.
- 2.3.3. Members of the Management Board does not have any interests in companies who are Group's business partners, suppliers, clients and other related companies.

3. SUPERVISORY COUNCIL

3.1. Duties

- 3.1.1 The duty of the Supervisory Council is to manage internal control of the Management Board activities. The Supervisory Council participates in making important decisions relating to the activities of the Group. The Supervisory Council acts independently and in the best interests of the Group and all shareholders. The Supervisory Council determines and regularly reviews the Group's strategy, general plan of action, principles of risk management and annual budget. The Supervisory Council together with the Management Board ensures the long-term planning of the Group's activity.

3.1.2. The Group's Supervisory Council meets at least once per quarter, before publication of the Group's quarterly reports, to reviews the quarterly report and the Management Board's report on activities performed during the quarter.

The Group publishes important information, including publications of quarterly interim reports and annual reports, to the public and its shareholders via the Tallinn Stock Exchange system. In 2025, the Group made 15 announcements, all available on the website: <https://www.prokapital.com/info-from-nasdaq/>.

The Supervisory Council has established an Audit Committee composed of Patrick Werner and Oscar Crameri. The Group has published on its website the existence, duties, membership and position in the organisation of the Audit Committee members. The Audit Committee is an advisory body of the Supervisory Council in matters involving accounting, auditing, risk management, internal control and audit, exercising of oversight and budget preparation and legality of the activities of the Group.

In 2025, the Audit Committee met twice:

- to discuss the auditor's report and main findings and approve the audited 2024 annual report of the Group;
- to discuss the Group's preliminary audit results for 2025.

The Group does not have an internal auditor, as this function is carried out by the CFO, who acts as the Financial Controller, in cooperation with the management. The Group would like to assure that its external auditors have never performed internal audit duties for the Group.

The Supervisory Council has established a Remuneration Committee from 8 July 2020, onwards comprised of Emanuele Bozzone and Oscar Crameri, both were Supervisory Council Members. Since 17 November 2023, the Remuneration Committee comprising of Giovanni Bozzetti and Oscar Crameri, both Supervisory Council Members. The Remuneration Committee is an advisory body of the Supervisory Council in matters involving remuneration of the Management Board of the Group. The committee has been established to safeguard that the Management Board's remuneration and Group performance is linked when they annually assess the results of management of the Group.

In 2025, the Remuneration Committee met once to discuss changes to the remuneration of the Management Board members.

3.2. Composition and charge

3.2.1. Pursuant to Articles of Association of AS Pro Kapital Grupp the Supervisory Council consists of at least 3 (three) to maximum 7 (seven) members. There are currently three Supervisory Council members. Mr. Patrick Werner is the Chairman of the Supervisory Council of the Group and Giovanni Bozzetti and Oscar Crameri, both Supervisory Council Members.

Information about the members of the Supervisory Council:

| Name | Citizenship | Year of birth | Member since | Position | Current term expires | Number of shares of the Group |
|-------------------|-------------|---------------|--------------|----------|----------------------|-------------------------------|
| Oscar Crameri | Swiss | 1961 | 27.05.2020 | Member | 05.07.2026 | 0 |
| Patrick Werner | France | 1950 | 06.07.2023 | Chairman | 05.07.2026 | 0 |
| Giovanni Bozzetti | Italy | 1967 | 06.07.2023 | Member | 05.07.2026 | 0 |

Mr Oscar Crameri has background in law and banking, specialising in compliance, corporate and tax law. In the last 10 years he has worked as an executive for a tax and legal consulting firms. Previously he has worked as an executive member and Head of Legal and Compliance for an investment bank (for 4 years); before he held a position as Head of Tax and Legal departments for major audit firms (for 6 years first in Arthur Andersen and then in Deloitte). Mr Crameri has also been a Board member of the Federation of the Ticino Raiffeisen Banks and a Chairman of a local Raiffeisen Bank as well as a member and Chairman of the Board of the notary Public Association of Canton Ticino. He is also an attorney-at-law in the Canton of Ticino (Switzerland).

Mr Patrick Werner has extensive experience in financial and banking. From 2017 to 2022, Mr Werner was Co-owner and Chairman of the Management Board of the VERGENT S.A (Renewable Energies); from 2014 to 2017 he was Chairman and Chief Executive Officer of the ARUM Gestion Privée; from 2011 to 2012 he was Chief Executive Officer of the Gras Savoye (Insurance broker, No 1 in France with subsidiaries in 40 countries); from 2006 to 2011 Founder and CEO of the La Banque Postale; from 1999 to 2006 he was Managing Director of La Poste, Director of the Financial Services Department. Besides, he was Chairman of the French Banking Federation's Compliance Committee from 2006 to 2011. He is also the CEO of PREATONI Group.

Mr Giovanni Bozzetti is an Italian entrepreneur, holding a degree in Economics and Commerce, university professor, and author. He is one of the leading Italian experts on territorial marketing, foreign direct investments (FDI), and internationalisation. Founder, President, and C.E.O. of EFG Consulting, a consulting Group focused on FDI attraction and internationalisation processes, marketing, public and institutional relations. Since 1 December 2022, he has served as First Advisor to the President of the Italian Senate.

The nature of the Supervisory Council's and the Group's activities, the risks of conflict of interests and the age of Supervisory Council members have been considered when proposing to elect them to the Supervisory Council.

3.2.2. Mr Patrick Werner has served as Chairman of the Council since 6 July 2023. In accordance with the NASDAQ Corporate Governance recommendations, he will be able to serve as an independent member of the Council for up to 10 years, i.e. until 5 July 2032. Mr Patrick Werner is not considered fully independent member of the Council due to his positions on the boards of the following Group subsidiaries: Pro Kapital Latvia JSC, AS Tondi Kvartal and AS Pro Kapital Eesti.

Mr Oscar Crameri is not considered an independent member of the Council due to his service on the boards of Pro Kapital Latvia JSC, AS Pro Kapital Eesti and AS Tondi Kvartal.

Mr Giovanni Bozzetti has served as member of the Council since 6 July 2023. According to the NASDAQ Corporate Governance recommendations, he may serve as an independent member of the Council for up to 10 years, i.e. until 5 July 2032. Mr Giovanni Bozzetti is not considered to be a fully independent member of the Council due to his service on the boards of AS Tondi Kvartal and AS Pro Kapital Eesti.

The above-mentioned persons do not fully meet the criteria for independence set out in the CGR of the Financial Supervision Authority, but the Group values the contribution of the Council members and their knowledge of the field. Nor do they have any commercial, family or other relationships with the Group and companies controlled by the Group, the Group's controlling shareholder PREATONI Group or members of the management bodies of any of those companies that could influence their decisions due to a conflict of interest.

In the opinion of the Group, the long-term membership of the Council (e.g. in relation to Oscar Crameri) does not affect his independence but rather enhances his competence. It is also important to note that Mr Patrick Werner's position as CEO of the Preatoni Group does not compromise his independence in performing his duties as Chairman of the Council. On the other hand, his role provides valuable strategic insight and enhances the Council's understanding of the Group's overall structure and operations. The Group further emphasizes that the Council acts as a collective decision-making body. No member of the Council, including Mr Oscar Crameri or Mr Patrick Werner, can make decisions unilaterally. Council meetings are valid and decisions are only adopted if the quorum requirements set out in the Articles of Association and applicable legislation are met and decisions are adopted by the required majority of Council members.

While minority shareholders are not given a seat on the Supervisory Council with the Articles of Association of the Group, the function of independent Supervisory Council members is to safeguard the rights of minority shareholders and minority shareholders retain the right to propose new Supervisory Council members to be elected at a general meeting.

3.2.3. The amount and procedure of payment of remuneration of a member of the Supervisory Council was decided by the Annual General Meeting of the shareholders which took place on 17 June 2016. According to this decision, Council members are entitled to an annual remuneration of EUR 25,000 (gross). Chairman of the Council is entitled to an annual remuneration of EUR 27,500 (gross). In addition, a fee of EUR 600 (gross) is paid to the Council member for each attended meeting. Council members are reimbursed their travel, accommodation and postal expenses relating to participation in the Council meetings and in the meetings of the committees. Supervisory Council members are not entitled to any compensation for termination.

No other remuneration or bonuses are paid to members of the Supervisory Council.

3.2.4. During 2025, 5 meetings of the Supervisory Council were held (of which 4 meetings were attended by all members of the Supervisory Council), and 7 written decisions were taken without convening a meeting.

3.3. Conflict of interests

3.3.1. Members of the Supervisory Council should prevent conflict of interests from arising through their activities. Members of the Supervisory Council should give preference to interests of the Group over their own or those of a third party upon his word as a member of the Supervisory Council. Members of the Supervisory Council should not use business offers addressed to the Group for their personal interests. The Supervisory Council should operate in the best interests of the Group and all shareholders. No conflict of interest had occurred during the financial year of 2025.

3.3.2. No interests of the members of the Supervisory Council in other companies that are the Group's business partners, suppliers, clients or other related parties were identified as at 31 December 2025.

3.3.3 Shareholdings of the members of the Supervisory Council in the Group:

Mr Patrick Werner does not hold any shares in the AS Pro Kapital Grupp as at 31 December 2025.

Mr Oscar Cramerer does not hold any shares in the AS Pro Kapital Grupp as at 31 December 2025.

Mr Giovanni Bozzetti does not hold any shares in the AS Pro Kapital Grupp as at 31 December 2025.

4. CO-OPERATION OF MANAGEMENT BOARD AND SUPERVISORY COUNCIL

4.1. Management Board and Supervisory Council co-operate closely for the purpose of better protection of Group's interests. This cooperation is based primarily on the open exchange of ideas between and within the Management Board and Supervisory Council. The Management Board and Supervisory Council jointly develop plans and principles of activities and strategy of the Group. The Management Board operates under strategic guidelines provided by the Supervisory Council and discusses its strategic management questions with the Supervisory Council regularly. The Group follows this recommendation.

The Management Board and Supervisory Council division of tasks are regulated in the Articles of Association of the Group. The Supervisory Council is a directing body of the Group which plans the activities of the Group, organises the management of the Group and supervises the activities of the Management Board.

4.2. The Management Board and the Supervisory Council ensure that the mutual exchange of information should be adequate and efficient. The Management Board informs the Supervisory Council regularly of all material circumstances, which pertain to planning of the Group's activities, business activities, risks connected with its activities and management of those risks. The Management Board should separately call attention to such changes in the business activities of the Group deviating from plans and purposes set formerly and indicate the reasons of such changes. The information should be delivered promptly and should cover all material circumstances. The Supervisory Council has specified the conditions for the delivery of information by the Management Board and its content. The Management Board provides all information necessary for the Supervisory Council's decision making, including the annual accounts, the consolidated

annual accounts, and the auditor's report in sufficient time before the Supervisory Council meeting. The Group follows this recommendation.

- 4.3. The members of the Management Board and Supervisory Council observe the rules of confidentiality upon organisation of the mutual exchange of information, ensuring above all the control over the transfer of price sensitive information. The Group follows this recommendation. The Management Board has ensured the observance of the rules of confidentiality by employees of the Group, who access such information. Management Board has established rules on handling insider information, established the circle of permanent insiders as well as temporary insiders and persons discharging managerial responsibilities along with persons closely associated with them and rules for submitting insider declarations to the Group and appointed a responsible person to handle the insiders register on an ongoing basis. Since the end of 2018 the Group also notifies its persons discharging managerial responsibilities after the 30-day prohibition (to trade in Group shares and other securities) period ends, and before another prohibition period begins, to make sure the prohibition to trade is observed and exceptions to trade are acknowledged.

5. PUBLICATION OF INFORMATION

- 5.1. The Group treats all shareholders equally and notifies all shareholders equally of material circumstances. Upon notification of shareholders and investors the issuer shall use proper information channels, including its own web site. The equal treatment of shareholders principle shall not affect the Group's right to delay publication of inside information and to deliver the unpublished inside information to persons entitled to receive it.

As of listing of the Group's shares on the NASDAQ Tallinn Stock Exchange the Group uses NASDAQ Tallinn Stock Exchange to communicate with the shareholders in Estonian and English and uploads the information to the Group's website upon notification of shareholders and investors through the stock exchange.

On its website (Contacts) the Group has clearly stated that the General Manager, Andrus Laurits, is the Investor Relations contact and indicated his contact information (phone number and email) so that investors would be able to directly communicate with a relevant responsible Group representative.

As per the OECD 2015 CGR, the Group's process to ensure ad hoc disclosure of important matters is as follows: (i) the concept of 'material information' and 'insider information' is understood by managers and Management Board as well as Supervisory Council members; (ii) whenever there is a resolution of governing bodies or business decisions that fulfil the material information criteria, the persons responsible for Investor Relations and Insider information are consulted as to whether and if, then when a disclosure to the public needs to be made; (iii) if a disclosure needs to be made, it is made immediately, but not later than 3 business days from the time the need for disclosure became known. Also, as per the OECD 2015 CGR, the Group encourages direct contact and dialogue with its Management Board and the Managing Directors of its key subsidiaries and has stated the relevant contacts (phone numbers and emails) under the subheading 'Company' in the section 'Team'.

5.2. The web site of the issuer shall be clear in structure and published information shall be easy to find. Published information shall also be available in English. The issuer shall publish the disclosure dates of information subject to disclosure throughout a year (including the annual report, interim reports and notice calling a general meeting) at the beginning of the fiscal year in a separate notice, called financial calendar. The Issuer shall also publish this notice on its web site.

The website of the Group has an 'About the Group' section with an overview of its management, Supervisory Council and its committees and news. In addition, the Group has a separate Investors' section with subheadings of 'Shareholders', 'Info from Nasdaq', 'Structure', 'Financials' and 'Presentation'.

Information on the website is published in Estonian, English, Latvian, Lithuanian and Russian, with important documents being in Estonian and English only.

5.3. As per the recommendation on the issuers website the following should be accessible to the shareholders:

- report on Corporate Governance Recommendations;
- date, place, and agenda of the General Meeting and other information related to the General Meeting;
- Articles of Association;
- general strategy directions of the Issuer as approved by Supervisory Council;
- membership of the Management Board and Supervisory Council;
- information regarding the auditor;
- annual report;
- interim reports;
- agreements between shareholders concerning concerted exercise of shareholders rights (if those are concluded and known to the issuer);
- other information, published based on these Corporate Governance Recommendations.

5.4. As per the recommendation, the Management Board and the Supervisory Council should describe the management practices of the issuer including their compliance with these CGR in the annual report presented to the General Meeting. If the management of the issuer deviates from the management structure described in these CGR the Management Board and Supervisory Council should justify the deviation. The Management Board and the Supervisory Council should also describe in the report presented at the General Meeting any circumstances required under these CGR. The CGR shall be presented as separate chapter of management report.

The Group follows this recommendation and includes in the annual report an overview of compliance with the CGR as a separate chapter.

5.5. As per the recommendation, if the issuer notifies financial analysts or other persons of facts or estimates related to the issuer, it should also publish this information to shareholders on the issuer's website. Inside information disclosed at the General Meeting in response to questions presented by shareholders or other means and which has not been previously disclosed should be published by the issuer immediately after holding of the General Meeting.

The Group has not notified financial analysts of any estimates which have not been made public during the listing of the Group's shares or thereafter. The Group also publishes a respective Stock Exchange notice as well as the detailed minutes of its General Meetings

either on the day of the date when the meeting was held or on the following day, thus disclosing any information discussed at such General Meetings.

From time to time the Group discloses sensitive information to persons with whom the Group is holding business negotiations. As per the Requirements for issuers of NASDAQ Tallinn Stock Exchange an issuer does not need to disclose information about the progress of business negotiations. An issuer may give undisclosed information confidentially to persons with whom it is holding or intends to hold business negotiations. In such cases the Group always signs a non-disclosure confidentiality agreement and notifies the party to the negotiations of the fact that any inside information can't be used for insider trading. The Group registers such persons as temporary insiders in the insiders' register.

- 5.6. As per the recommendation the issuer should organise the exchange of information with journalists and analysts after a careful consideration. The issuer should refrain from compromising the independence of the analyst or the Issuer's independence from analyst when communicating with analysts. The issuer should disclose the dates and places of meetings with analysts and presentations and press conferences organised for analysts, investors or institutional investors on its website. The issuer should not arrange meetings with analysts and presentations organised for investors directly before dates of publishing a financial report (interim reports, annual report).

According to the belief of the Management Board of the Group this recommendation is followed. In 2025, when organising investor conference webinars, the Group has always scheduled them after publishing the interim and annual reports.

6. FINANCIAL REPORTING AND AUDIT

6.1. Reporting

- 6.1.1. As per the recommendation, issuer should publish annually its annual report and within a fiscal year its interim reports. The Management Board should draw up annual accounts, which should be audited by the auditor and the Supervisory Council. At the meeting of the Supervisory Council, where the annual accounts are reviewed, the auditor of the Issuer should participate upon invitation of the Supervisory Council. Members of the Management Board of the issuer and other persons belonging to management should leave the meeting during the auditor reports the most material conclusions of audit. The shareholders should be presented with the annual report signed by members of the Management Board and the Supervisory Council for examination. Together with annual report, the Supervisory Council should make available to shareholders the written report concerning the annual report specified in § 333 subsection 1 of Commercial Code.

- 6.1.2. As per the recommendation, the issuer should publish an annex of the annual accounts including a list of companies not belonging to the Issuer's group, in which the holding of Group has significant importance to the Group. The issuer should disclose the business name, location, and size of the holding, area of activity, amount of share capital, and net profit or loss during the previous financial year of this Group.

There are no companies in which the Group has participation, which do not belong to the Group.

6.1.3. As per the recommendation, the notes to the annual accounts should contain information regarding the connections of the Issuer with shareholders which are deemed to be related parties pursuant to International Financial Reporting Standards and as provided for in sub section 17 (2) of the Estonia Accounting Act. The Group follows this recommendation.

6.2. Election of the Auditor and Auditing of the Annual Accounts.

6.2.1. Upon the recommendation of the Audit Committee and the Supervisory Council, Ernst & Young Baltic AS was elected as the auditor of the Group for the financial years of 2025-2027, which was confirmed at the Group's Annual General Meeting held on 17 June 2025. The fee payable to the auditor for the audit of the Group and its subsidiaries for the financial year of 2025 is EUR 188,264 (net of VAT). In 2025, besides provision of audit services Ernst & Young Baltic AS has not rendered any advisory or other services to the Group. The agreement with the auditor complies with the requirements of the CGR.

7. HUMAN RESOURCE POLICY

7.1. The aim of the Group's human resource policy is to ensure that all employees contribute to the achievement of the Group's strategic goals while maintaining the reputation of a valued employer. The Group uses both internal and external recruitment processes, with current employees given preference when filling vacant positions. The human resource policy regulates management techniques and practices, internal communication and fundamental work principles. Training and remuneration policies support the development of a learning organisation with the aim of remaining competitive as an employer. The Group has a well-established induction policy, including health and safety matters, for all new employees and new appointees to the Supervisory Council and the Management Board. The Group's human resource policy is constantly evolving.

8. DIVIDEND POLICY

8.1. The declaration and payment of dividends by the Group, as well as the amount of any dividends, depends on the Group's results of operations, financial condition, liquidity and cash requirements, future prospects, profits available for distribution and other factors deemed relevant by the Management Board at the time of making a dividend proposal. The Supervisory Council has the right to amend the proposal submitted by the Management Board, and the proposal is ultimately subject to approval by the General Meeting of Shareholders.

In 2025, the Group did not distribute any dividends to shareholders.

Management remuneration report

According to Estonian Securities Market Act, the Group has to publish remuneration paid to the management. The remuneration principles of the Group will be presented to the shareholders on the next General Meeting and after approval will be published and available on Group's website.

In the context of the Estonian Securities Market Act the management of the Group during the reporting year included Management Board Members Edoardo Axel Preatoni and Neringa Rasimavičienė.

Management Board Members are selected by the Supervisory Council of the Group based on their expertise in the sector the Group is operates. In addition, candidates' leadership and management experience, integrity and commitment to the Group are taken into account.

Management Board members are paid monthly remuneration set in their contracts, which are approved by Supervisory Council. Performance fees, if applicable, are related to achieving targets and strategic objectives set by Supervisory Council and paid annually according to approval of the Supervisory Council. No share options are offered to the management. Management Board members can use general benefits available for all employees of the Group (free parking, coffee/tea in the office etc.).

Remuneration figures in tables below are stated **in thousands of euros**. All variances have been calculated as follows: (reporting year's records – previous year's records)/previous year's records.

Mr Edoardo Axel Preatoni has been a Member of the Management Board of the Group since 1 March 2016, and since late 2019 he has held the position of Head of Development. On 1 January 2022, the Supervisory Council appointed Mr Preatoni as the CEO of the Group. Mr. Preatoni has been paid monthly remuneration based on his agreements with Group companies.

| Mr Edoardo Axel Preatoni | 2021 | 2022 | 2023 | 2024 | 2025 |
|--|-------------|-------------|-------------|-------------|-------------|
| Annual remuneration* | 154.13 | 350.62 | 349.99 | 349.99 | 358.97 |
| Basic annual remuneration to additional allowances | 72% | 100% | 100% | 100% | 100% |
| Change in Annual remuneration | 61% | 127% | 0% | 0% | 3% |
| Change in the average remuneration of employees | 32% | -22% | 4% | -3% | 0% |
| Gross profit margin change | -5% | 0% | 5% | -1% | 6% |

*Annual remuneration includes gross total remuneration from all group companies.

Mrs Neringa Rasimavičienė has been a Member of the Management Board of the Group's Lithuanian subsidiary since 2001. She was appointed as the member of the Management Board of the Group on 1 June 2024 and as a Management Board member of SIA BM Klīversala on 24 October 2025. Mrs Rasimavičienė has been paid remuneration based on her agreements with Group companies.

| Mrs Neringa Rasimavičienė | 2021 | 2022 | 2023 | 2024 | 2025 |
|---|-------------|-------------|-------------|-------------|-------------|
| Annual remuneration* | 125.45 | 96.91 | 105.99 | 156.02 | 195.80 |
| Basic annual remuneration to additional allowances | 71% | 90% | 87% | 78% | 87% |
| Change in Annual remuneration | 3% | -23% | 9% | 47% | 26% |
| Change in the average remuneration of full-time employees | 32% | -22% | 4% | -3% | 0% |
| Gross profit margin change | -5% | 0% | 5% | -1% | 6% |

*Annual remuneration includes gross total remuneration from all group companies.

Management declaration

The Management Board declares and confirms that, according to their best knowledge, the year 2025 consolidated financial statements, prepared in accordance with International Financial Reporting Standards as adopted by European Union, present a true and fair view of the consolidated assets, liabilities, financial position, and loss or profit of AS Pro Kapital Grupp and the undertakings included in the consolidation as a whole, and the management report provides a true and fair view of the development, results of the business activities and financial position of AS Pro Kapital Grupp and the undertakings included in the consolidation as a whole and contains a description of the main risks and estimates.

Edoardo Preatoni
Chief Executive Officer
Chairman of the Management Board

/digitally signed/

Consolidated financial statements

Consolidated statement of financial position

| in thousands of euros | Notes | 31.12.2025 | 31.12.2024 |
|--|-------|----------------|----------------|
| ASSETS | | | |
| Current assets | | | |
| Cash | 9 | 5 143 | 4 344 |
| Current receivables | 10 | 5 645 | 822 |
| Prepayments | | 287 | 422 |
| Inventories | 11 | 57 503 | 56 951 |
| Total current assets | | 68 578 | 62 539 |
| Non-current assets | | | |
| Non-current receivables | 12 | 324 | 317 |
| Property, plant and equipment | 13 | 7 836 | 7595 |
| Right-of-use assets | 13 | 781 | 513 |
| Investment property | 14 | 43 516 | 44 210 |
| Goodwill | 6 | 0 | 863 |
| Intangible assets | 15 | 1 555 | 2 721 |
| Total non-current assets | | 54 012 | 56 219 |
| Assets held for sale | 14 | 1 900 | 0 |
| Total assets held for sale | | 1 900 | 0 |
| TOTAL ASSETS | | 124 490 | 118 758 |
| LIABILITIES AND EQUITY | | | |
| Current liabilities | | | |
| Current debt | 16 | 30 046 | 21 893 |
| Customer advances | 19 | 5 888 | 9 618 |
| Trade and other payables | 17 | 5 447 | 5 600 |
| Tax payables | 20 | 2 562 | 833 |
| Short-term provisions | | 116 | 24 |
| Total current liabilities | | 44 059 | 37 968 |
| Non-current liabilities | | | |
| Non-current debt | 18 | 15 053 | 27 350 |
| Other non-current payables | | 8 | 6 |
| Deferred income tax liabilities | 30 | 1 813 | 2 031 |
| Long-term provisions | | 230 | 182 |
| Total non-current liabilities | | 17 104 | 29 569 |
| TOTAL LIABILITIES | | 61 163 | 67 537 |
| Equity attributable to equity holders of the parent | | | |
| Share capital in nominal value | 24 | 11 338 | 11 338 |
| Share premium | | 5 661 | 5 661 |
| Statutory reserve | 24 | 1 134 | 1 134 |
| Revaluation surplus | 24 | 2 322 | 1 977 |
| Retained earnings | | 42 691 | 30 523 |
| Total equity attributable to equity holders of the parent | | 63 146 | 50 633 |
| Non-controlling interest | | 181 | 588 |
| TOTAL EQUITY | | 63 327 | 51 221 |
| TOTAL LIABILITIES AND EQUITY | | 124 490 | 118 758 |

The accompanying Notes are an integral part of these consolidated financial statements.

Consolidated statement of profit or loss and other comprehensive income

| in thousands of euros | Notes | 2025 | 2024 |
|--|-------|---------------|---------------|
| CONTINUING OPERATIONS | | | |
| Operating income | | | |
| Revenue | 25 | 53 162 | 18 158 |
| Cost of sales | 26 | -34 367 | -12 735 |
| Gross profit | | 18 795 | 5 423 |
| Marketing expenses | 27 | -1 213 | -1 136 |
| Administrative expenses | 27 | -5 659 | -5 293 |
| Other operating income | 28 | 3 824 | 1 164 |
| <i>incl. net result from fair value adjustments of investment properties</i> | 14 | 3 467 | 1 130 |
| Other operating expenses | 28 | -1 014 | -35 |
| <i>incl. goodwill impairment</i> | 6 | -863 | 0 |
| Operating profit | | 14 733 | 123 |
| Finance income | 29 | 40 | 123 |
| Finance cost | 29 | -2 615 | -4 276 |
| Profit/-loss before income tax | | 12 158 | -4 030 |
| Income tax | 30 | -117 | 155 |
| Profit/-loss for the period | | 12 041 | -3 875 |
| Attributable to: | | | |
| Equity holders of the parent | | 12 314 | -3 675 |
| Non-controlling interest | 7 | -273 | -200 |
| Other comprehensive income | | | |
| <i>Items that will not be reclassified subsequently to profit or loss</i> | | | |
| Net change in asset revaluation reserve | | 345 | -115 |
| Other comprehensive income for the period | | 345 | -115 |
| Total comprehensive income for the period | | 12 386 | -3 990 |
| Attributable to: | | | |
| Equity holders of the parent | | 12 659 | -3 790 |
| Non-controlling interest | 7 | -273 | -200 |
| Earnings per share | | | |
| From continuing operations | | | |
| Basic (euros per share) | 31 | 0.22 | -0.06 |
| Diluted (euros per share) | 31 | 0.22 | -0.06 |

The accompanying Notes are an integral part of these consolidated financial statements.

Consolidated statement of cash flows

| in thousands of euros | Notes | 2025 | 2024 |
|---|--------|---------------|----------------|
| Cash flows from operating activities | | | |
| Profit/-loss before income tax | | 12 158 | -4 030 |
| Adjustments for: | | | |
| Depreciation and amortisation of property, plant and equipment, right-of-use assets and intangible assets | 13, 15 | 1 752 | 1 494 |
| Change in fair value of investment property | 14 | -3 467 | -1 130 |
| Loss from write-off of PPE and intangible assets (incl. goodwill impairment) | | 863 | 16 |
| Finance income and costs | 29 | 2 575 | 4 153 |
| Change in deferred tax assets and liabilities | 30 | -361 | -189 |
| Change in provisions | | 123 | 92 |
| Other non-monetary changes (net amounts) | | 0 | -111 |
| Movements in working capital: | | | |
| Change in trade receivables, contract assets and prepayments | | -3 448 | 948 |
| Change in inventories | | 3 407 | -19 805 |
| Change in trade payables, customer advances, contract liabilities | | -2 788 | 8 208 |
| Income tax paid | | 0 | -1 |
| Net cash flows generated by /-used in operating activities | | 10 814 | -10 355 |
| Cash flows from investing activities | | | |
| Payments for property, plant and equipment | 13 | -86 | -139 |
| Payments for intangible assets | 15 | -28 | -44 |
| Proceeds from disposal of property, plant and equipment | | 0 | 1 |
| Payments for investment property | 14 | -339 | -384 |
| Payments for subsidiaries net of cash acquired | 6 | 0 | -253 |
| Interests received | | 42 | 118 |
| Net cash flows used in investing activities | | -411 | -701 |
| Cash flows from financing activities | | | |
| Acquisition of non-controlling interest | 6 | -280 | 0 |
| Redemption of bonds | 22 | -9 405 | -10 003 |
| Proceeds from borrowings | 16, 18 | 31 487 | 17 614 |
| Repayments of borrowings | 16, 18 | -25 706 | -4 223 |
| Deposits paid | 10, 12 | -767 | -300 |
| Repayments of lease liabilities | 16 | -230 | -222 |
| Interests paid | | -4 703 | -4 531 |
| Net cash flows used in financing activities | | -9 604 | -1 665 |
| Net change in cash | | 799 | -12 721 |
| Cash and cash equivalents at the beginning of the period | 9 | 4 344 | 17 065 |
| Cash and cash equivalents at the end of the period | 9 | 5 143 | 4 344 |

The accompanying Notes are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity

| in thousands of euros | Share capital | Share premium | Statutory reserve | Revaluation surplus | Retained earnings | Attributable to equity holders of the parent | Non-controlling interests | Total equity |
|---|---------------|---------------|-------------------|---------------------|-------------------|--|---------------------------|---------------|
| 01.01.2024 | 11 338 | 5 661 | 1 134 | 2 092 | 34 198 | 54 423 | 0 | 54 423 |
| Net profit/-loss for the period | 0 | 0 | 0 | 0 | -3 675 | -3 675 | -200 | -3 875 |
| Other comprehensive income for the period | 0 | 0 | 0 | -115 | 0 | -115 | 0 | -115 |
| Total comprehensive income/-loss of the period | 0 | 0 | 0 | -115 | -3 675 | -3 790 | -200 | -3 990 |
| Non-controlling interests arising on a business combination | 0 | 0 | 0 | 0 | 0 | 0 | 788 | 788 |
| 31.12.2024 | 11 338 | 5 661 | 1 134 | 1 977 | 30 523 | 50 633 | 588 | 51 221 |
| Net profit/-loss for the period | 0 | 0 | 0 | 0 | 12 314 | 12 314 | -273 | 12 041 |
| Other comprehensive income for the period | 0 | 0 | 0 | 345 | 0 | 345 | 0 | 345 |
| Total comprehensive income/-loss of the period | 0 | 0 | 0 | 345 | 12 314 | 12 659 | -273 | 12 386 |
| Acquisition of non-controlling interest | 0 | 0 | 0 | 0 | -146 | -146 | -134 | -280 |
| 31.12.2025 | 11 338 | 5 661 | 1 134 | 2 322 | 42 691 | 63 146 | 181 | 63 327 |

The accompanying Notes are an integral part of these consolidated financial statements.

Changes in revaluation reserve are described in Note 24.

Changes in non-controlling interests is described in Note 6 and Note 7.

Contingent income tax associated with retained earnings are described in Note 30.

Notes to the consolidated financial statements

Note 1. Corporate information

Pursuant to the Commercial Code of the Republic of Estonia, the annual report prepared by the Management Board and approved by the Supervisory Board and which also includes the consolidated financial statements shall be approved at the General Meeting of Shareholders. Shareholders have the right not to approve the annual report prepared and presented by the Management Board and require preparation of a new annual report.

AS Pro Kapital Grupp is a public limited company incorporated in the Republic of Estonia and it operates in Estonia, Latvia, Lithuania, Germany and Italy in the fields of holding companies, purchase and sales of real estate, rent and operation of real estate, management of real estate and hotel operations.

Since 23 November 2012, the shares of AS Pro Kapital Grupp have been listed on NASDAQ OMX Tallinn (Nasdaq Baltic) Stock Exchange secondary list, since 19 November 2018 in the main list. On 9 July 2020 the secured non-convertible bonds were listed on Nasdaq Stockholm Stock Exchange.

Many of the shareholders registered in the shareholders register are nominee companies, which represent many bigger and smaller non-resident investors.

At the end of reporting period the main shareholders/nominee companies of the AS Pro Kapital Grupp are the following:

| Shareholder/nominee company | Country of incorporation | Ownership 31.12.2025 | Ownership 31.12.2024 |
|------------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Raiffeisen Bank International AG | Austria | 34.72% | 38.58% |
| Clearstream Banking AG | Germany | 30.09% | 30.00% |
| Caceis Bank | France | 16.58% | 12.60% |
| OÜ Svalbork Invest | Estonia | 9.86% | 9.86% |

The principal place of business of the AS Pro Kapital Grupp is at its registered address Sõjakooli 11, Tallinn, 11316 Estonia. The principal activities and the structure of the Group are described in Note 5.

Note 2. Application of new and revised International Financial Reporting Standards

The standards and amendments that are effective and have been endorsed by the European Union

The accounting policies adopted are consistent with those of the previous financial year except for the following IFRS and amendments to IFRS which have been adopted by the Group as of 1 January 2025:

- IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments).

The newly adopted amendments to IFRS did not have a material impact on the Group's consolidated financial statements.

The standards and amendments that are not yet effective, but have been endorsed by the European Union

- IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments (Amendments). In May 2024, the IASB issued amendments to the classification and measurement of financial instruments which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures.
- IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures- Contracts Referencing Nature-dependent Electricity (Amendments). In December 2024, the IASB issued targeted amendments for a better reflection of Contracts Referencing Nature-dependent Electricity, which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures.
- Annual Improvements to IFRS Accounting Standards – Volume 11. In July 2024, the IASB issued Annual Improvements to IFRS Accounting Standards – Volume 11.
- IFRS 18 Presentation and Disclosure in Financial Statements. In April 2024, the IASB issued the IFRS 18- Presentation and Disclosure in Financial Statements which replaces IAS 1- Presentation of Financial Statements and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted.
-

The amendments are effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted.

The Group is currently assessing the impact of these changes; however, based on the information available to date, no material impact is expected on the primary financial statements, and any effects are anticipated to relate mainly to presentation, classification and disclosure enhancements rather than to measurement or recognition.

The standards and amendments that are not yet effective and they have not been endorsed by the European Union.

- **IFRS 19 Subsidiaries without Public Accountability: Disclosures.** In May 2024, the IASB issued the IFRS 19- Subsidiaries without Public Accountability: Disclosures, and in August 2025 the IASB issued amendments to IFRS 19. IFRS 19 (including the amendments) becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted.
- **IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency (Amendments).** In November 2025, the IASB issued amendments to Translation to a Hyperinflationary Presentation Currency which amend IAS 21 The Effects of Changes in Foreign Exchange Rates, and they become effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted.
- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.** In December 2015 the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

The standards issued but not yet effective are expected to have no material impact on the Group's consolidated financial statements.

Note 3. Material accounting policy information

3.1. Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted in European Union.

The consolidated financial statements have been prepared on the historical cost basis except for property, plant and equipment, and investment properties, as explained in the accounting policies below. Cost is usually the fair value of the consideration paid for the asset.

The consolidated financial statements are presented in euros, and all values are rounded to the nearest thousands, except where otherwise indicated.

3.2. *Going concern*

The Management Board has at the time of approving the financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the 12 months from issuance date. Thus, we continue to adopt the going concern basis of accounting in preparing the financial statements.

3.3. *Basis of consolidation*

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the parent:

- has power over the investee;
- is exposed or has rights to variable returns from its involvement with the investee;
- has the ability to use its power to affect its return.

The parent re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of subsidiary begins when the parent obtains control over the subsidiary and ceases when the parent loses control of the subsidiary. The financial statements of the parent and its subsidiaries are consolidated line-by-line basis and all transactions, balances and unrealized profits/losses which have arisen as a result of transactions between the parent and its subsidiaries are eliminated. Specifically, income and expenses of subsidiaries acquired or disposed during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income of subsidiaries is attributed to the equity holders of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

3.4. *Held for sale classification*

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 rather than through continuing use.

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.

These assets classified as held for sale are presented separately from other assets in the statement of financial position and are measured at lower of its carrying amount and fair value less costs to sell.

3.5. *Business combinations*

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Subsequent acquisitions of ownership interests in subsidiaries after control has been obtained are accounted for as equity transactions, with no impact on goodwill or profit or loss.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount recognized for any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss. Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

3.6. *Goodwill*

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see Note 3.5 above) less accumulated impairment losses, if any. Goodwill is not amortised but a cash-generating unit to which goodwill has been allocated is tested for impairment. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergy of the combination.

If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal, being measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

3.7. *Current versus non-current classification*

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period;

Or

- Cash unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;

- It is held primarily for the purpose of trading;

- It is due to be settled within twelve months after the reporting period;

Or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.8. Fair Value measurement

The Group measures non-financial assets such as investment properties, at fair value at each balance sheet date.

External valuers are involved for valuation of real estate properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the 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.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.9. Cash

Cash on the statement of financial position and statement of cash flows comprises cash on hand, bank accounts, and short-term bank deposits (with an original maturity of three months or less).

3.10. Inventories

In Group's consolidated financial statements, the projects that are under development are recognized as inventories.

Inventories are initially recognized at cost which includes direct purchase costs and other costs directly attributable to the acquisition of the inventories incurred in bringing the inventories to their present location and condition. The principles of recognition of borrowing cost are described in 3.23 "Expenses" (*Borrowing cost*).

Inventories are subsequently measured at the lower of cost and net realizable value. For Inventory items that are individually distinguishable an individual measurement of cost value and cost of sales is applied.

Inventories regarding real estate developments are recognized in two categories: completed property ready to be sold and work in progress. Transfers to inventory from investment property is made when there is evidence of a change in use. The principles are described in 3.13 „Investment Property“.

Inventories regarding real estate developments are derecognized when the property is sold and ownership has been transferred to the customer (i.e. notarial real right agreement is signed).

The carrying amount of the property is recognized as an expense in the period in which the related revenue is recognized. The carrying amount of inventory property recognized in profit or loss is determined with reference to the directly attributable costs incurred on the property sold and an allocation of any other related costs based on the relative size of the property sold.

3.11. Property, plant and equipment

The Group has following property, plant and equipment groups:

- Land and buildings;
- Machinery and equipment;
- Other fixtures and fittings;
- Right of use assets.

Land and buildings held for supply of services, or for administrative purposes, are measured in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed after every five years or more often when there are significant indications on possible change in value.

Any revaluation gain arising on the revaluation of such land and buildings is recognized in other comprehensive income and accumulated in equity under revaluation reserve.

When an item of property, plant and equipment is revalued, the carrying amount of that asset is adjusted to the revalued amount. The accumulated depreciation is eliminated against the gross carrying amount of the asset.

Depreciation on revalued buildings is recognized in profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties' revaluation reserve is transferred directly to retained earnings.

Freehold land is not depreciated.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Right-of-use assets are stated at cost less accumulated depreciation and accumulated impairment losses. Right-of-use assets are depreciated on a straight-line basis over the shorter of lease term and estimated useful life of the assets.

The annual depreciation rates for classes of property, plant and equipment are as follows:

- Buildings 2 to 5% per annum;
- Machinery and equipment 8 to 20% per annum;
- Other fixtures 20 to 50% per annum.
- Right-of-use-assets 2% to 5% per annum.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

3.12. Intangible assets (excluding goodwill)

The Group has the following categories of intangible assets:

- Client database;
- Trademarks;
- Websites and software.

Intangible assets in the consolidated financial statements are stated at cost less accumulated depreciation. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no further economic benefits are expected from the use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as a difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

The annual depreciation rates for classes of intangible assets are:

- Client database 33% per annum;
- Trademarks up to 10% per annum;
- Websites and software 10-33% per annum.

3.13. Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including land plots and properties for future developments). Land and buildings, which are planned to be held for a longer period of time and which have different possibilities to be used are reported also as investment property.

In case of change in the usage purpose of the investment property, the asset is reclassified and since the reclassification date the accounting principles of the new class of asset are applied. When development of a part or entire investment property starts with the aim to sell developed product, this part or entire investment property is reclassified as inventory when the developed product enters active development phase.

The Group considers the start of active development phase when a construction permit has been obtained and remains valid and one or several of the following events occur:

- signing reservation agreements with customers;
- signing of development loan agreement;
- signing construction agreement.

Investment properties are initially recognized at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value, mainly based on the market price determined annually by independent appraisers, based on the prices of recent transactions involving similar items (adjusting the estimate for the differences) or using the discounted cash flow method. Changes in fair value are recorded under the income statement items "Other operating income" or "Other operating expenses". No depreciation is calculated on investment property recognized at fair value.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

3.14. Impairment of non-current assets

At the end of each reporting period, the Group assesses whether there is an indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are 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 for which the estimates of future cash flows have not been adjusted. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss unless the asset is carried at revalued amount, in which case, the reversal is treated as a revaluation increase. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

3.15. Investments in subsidiaries (in parent company's unconsolidated financial statements)

Investments in subsidiaries are recognized in the financial statements of the parent company at cost. At the end of each reporting period, the parent company assesses whether there is an indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

3.16. Financial instruments and their initial measurement

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Trade receivables are measured at transaction price since they do not contain a significant financing component.

3.17. Financial assets

All recognized financial assets for the purposes of subsequent measurement, are classified as amortized cost.

Measurement of financial assets at amortized cost

Financial assets that are measured at amortized cost: cash and trade receivables. Income is recognized on an effective interest basis for debt instruments.

Impairment of financial assets

The Group uses simplified model for determining impairment allowances.

The Group recognizes a loss allowance for expected credit losses in debt instruments that are measured at amortized cost, lease receivables and trade receivables, as well as on financial guarantee contracts.

The Group always recognizes lifetime expected credit losses (ECL) for trade receivables and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and economic environment, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

(i) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(ii) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

3.18. *Financial liabilities*

Financial liabilities

Financial liabilities (including current and non-current debt and trade and other current and non-current payables) are initially recognised at fair value and subsequently measured at amortized cost using the effective interest method.

Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

When the Group exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification is recognized in profit or loss as the modification gain or loss within financial income or financial expenses.

3.19. *Provisions*

Pursuant to construction contracts, the Group is responsible for the quality of completed works from the date of handover to the customer throughout the post-construction warranty period, which in general building projects typically two years.

In accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets, a warranty provision is recognised when the construction services have been completed and a present obligation arising from the construction contract exists. The provision is measured at the best estimate of the expenditures required to settle the obligation at the reporting date, based on the Group's historical experience of costs incurred in fulfilling warranty obligations.

Warranty provisions are reviewed and, where necessary, adjusted at each reporting date.

3.20. *Contingent liabilities*

Pledges and other commitments, which at certain conditions may turn into liabilities in the future, are disclosed in the Notes of the consolidated financial statements as contingent liabilities.

3.21. *Statutory reserve*

Statutory reserve is recorded based on the requirements of the Estonian Commercial Code and is comprised of the provisions made from the net profit. The annual provision must be at least 1/20 of the approved net profit of the financial year until the statutory reserve equals at least 1/10 of share capital amount.

3.22. *Revenue recognition*

The Group recognizes revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services, excluding amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control of a product or service to a customer.

Revenue from contracts with customers

Revenues from the sale of real estate

The Group develops and sells residential and commercial properties. The Group enters into preliminary contracts with customers to sell property that are either completed or under development. Property is sold when the final agreement is confirmed by the notary and the control over the property has been transferred to the customer. The revenue is measured at the transaction price under the contract and the consideration is due when legal title has been transferred. The properties have generally no alternative use for the Group due to contractual restrictions. However, an enforceable right to payment does not arise until legal title has passed to the customer. Therefore, revenue is recognized at a point in time when the legal title has passed to the customer and the premises have been handed over.

(i) Completed inventory property

The sale of completed property constitutes a single performance obligation and the Group has determined that this is satisfied at the point in time when control transfers. For unconditional exchange of contracts, this generally occurs when legal title transfers to the customer. For conditional exchanges, this generally occurs when all significant conditions are satisfied. Payments are received when legal title transfers which is usually within six months from the date when contracts are signed.

(ii) Inventory property under development

The Group considers whether there are promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. For contracts relating to the sale of property under development, the Group is responsible for the overall management of the project and identifies various goods and services to be provided, including design work, procurement of materials, site preparation and foundation pouring, framing and plastering, mechanical and electrical work, installation of fixtures (e.g., windows, doors, cabinetry, etc.) and finishing work. The Group accounts for these items as a single performance obligation because it provides a significant service of integrating the goods and services (the inputs) into the completed property (the combined output) which the customer has contracted to buy. For the sale of property under development, the Group has determined that it generally does not meet the criteria to recognise revenue over time. In these cases, control is transferred

and hence revenue is recognized at a point in time. This is either property sold to one customer encompassing either all of the land and building or multi-unit property.

(iii) Other consideration related to the sale of inventory property

In determining the transaction price, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

If the consideration in a contract for the sale of property under development includes a variable amount in the form of delay penalties and, in limited cases, early completion bonuses, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur. At the end of each reporting period, an entity updates the estimated transaction price, including its assessment of whether an estimate of variable consideration is constrained to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

For some contracts involving the sale of property, the Group is entitled to receive an initial deposit. This is not considered a significant financing component because it is for reasons other than the provision of financing to the Group. The initial deposits are used to protect the Group from the other party failing to adequately complete some or all of its obligations under the contract where customers do not have an established credit history or have a history of late payments.

In addition, for certain contracts involving the sale of property under development, the Group may require customers to make advance payments of 10-20% of the selling price, as work goes on, that give rise to a significant financing component. For contracts where revenue is recognised at a point in time (i.e., upon completion of the development) and the practical expedient cannot be applied, the Group adjusts the transaction price for the effects of the significant financing component by discounting it using the rate that would be reflected in a separate financing transaction between the Group and its customers at contract inception. However, the Group has concluded that the impact from this adjustment is immaterial to the financial statements of both the current and prior years.

The Group has determined that contracts involving the sale of completed property do not contain significant financing components. In addition, there is no non-cash consideration or consideration payable to customers.

Revenue from hotel operations

The Group operates a hotel in Bad Kreuznach, Germany. The hotel derives revenue from providing accommodation, renting of banquet halls and related facilities, providing catering, offering access to the thermal bath etc.

The hotel services provided are recognized as over time revenue because accommodation, along with related services and goods, is provided for a specific duration. Whether it's for a single night, a weekend, or an extended stay, the client simultaneously receives and utilizes the benefits provided to them.

Payment of the transaction price is usually due immediately when the customer purchases a product or the service is provided.

Revenue from maintenance services

The Group provides maintenance services, which includes only one performance obligation to apartment associations in the residential buildings that the Group has developed. These services are regularly provided to the customers for a fixed fee based on long-term contracts and the Group records revenues monthly on accrual basis and received payments accordingly. Revenue is recognized over time.

Revenue from real estate brokerage services and bare ownership transactions

The Group's operations in Italy consist of commissions earned from residential real estate brokerage services and from transactions related to property sales under bare ownership arrangements.

Revenue from real estate brokerage services and bare ownership transactions is recognised at a point in time, when the relevant contractual conditions are fulfilled in accordance with applicable legal requirements, including the acceptance of the purchase offer by the seller or the execution of the notarised sale agreement, as applicable. In both types of transactions, the Group acts as an agent and therefore recognises revenue on a net basis.

Revenue from other services

Revenue from other services is irregular and is recognized depending on the provided service over time or at point in time when the promised goods or service is transferred to the customer.

Revenue from rent

The Group's policy for recognition of revenue from operating leases is described in paragraph 3.23 below.

Other income

Other operating income

Income, which is not related to the core operations of the Group entities, is recorded as other income.

Interest income

Interest income from a financial asset is recognized using the effective interest rate method. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

3.23. Expenses

Cost of sales

Cost of sales includes the costs of bringing real estate objects that are realized during the reporting period and recorded in the net sales to a marketable condition. Real estate rental, development and management expenses, and costs related to hotel management services are also recorded in the consolidated statement of profit or loss under "Cost of sales".

Marketing expenses

Marketing expenses include selling expenses, i.e. advertising, agency fees, marketing personnel expenses and other marketing expenses.

Administration expenses

Administration expenses include personnel and office management expenses, depreciation expenses of plant, property and equipment.

Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time (more than one year) to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in profit or loss in the period in which they are incurred. Interest and financing costs are recorded using effective interest rate method on the accrual basis as financial expenses of the reporting period.

3.24. Leases

The Group as a Lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognizes the cost of the right-of-use assets an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received

and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group as a Lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of this property and accounts for the contracts as operating leases.

Rental income arising from operating leases on investment property is accounted for on a straight-line basis over the lease term and is included in revenue in the statement of profit or loss due to its operating nature, except for contingent rental income which is recognized when it arises. Initial direct costs incurred in negotiating and arranging an operating lease are recognized as an expense over the lease term on the same basis as the lease income.

For investment property held primarily to earn rental income, the Group enters as a lessor into lease agreements that fall within the scope of IFRS 16. These agreements include certain services offered to tenants (i.e., customers) including common area maintenance services (such as cleaning, security, landscaping and snow removal of common areas), as well as other support services. The consideration charged to tenants for these services includes fees charged based on proportion of rented spaces and reimbursement of certain expenses incurred. These services are specified in the lease agreements and separately invoiced.

The Group has determined that these services constitute distinct non-lease components (transferred separately from the right to use the underlying asset) and are within the scope of IFRS 15. The Group allocates the consideration in the contract to the separate lease and revenue (non-lease) components on a relative stand-alone selling price basis.

3.25. Taxation

Estonia

According to the Estonian Income Tax Act the accrued profit of a resident legal entity is not subject to corporate income tax, instead the tax is due on the distribution of dividends. Income tax should be calculated also on other payments made from equity that are exceeding the

monetary or non-monetary contributions made to the equity. Until 31 December 2024 the tax rate applicable was 20/80 of the taxable amount. From 1 January 2025 the tax rate applicable is 22/78 from the taxable amount. Income tax expense to be incurred at the payment of dividends is recognized in the income statement as expense at announcement of dividends or any other distribution of equity.

The Group recognizes a deferred tax liability for all taxable temporary differences associated with subsidiaries, except if the timing of reversal of the temporary differences can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Other subsidiaries

Profit earned by subsidiaries of the Group is imposed to income tax according to the tax rate stipulated by the legislation of domicile countries.

In Estonia and Latvia, corporate income tax is payable upon the distribution of profits. The applicable tax rate on distributed profits is 22% (i.e. 22/78) in Estonia and 20% (i.e. 20/80) in Latvia, of the net amount paid out.

In Lithuania, the corporate income tax rate is 16% for the year 2025, increasing to 17% from 1 January 2026.

In Germany, corporate profits are subject to corporate income tax at a statutory rate of 15%, to which a solidarity surcharge and municipal trade tax are added. This may result in an overall effective tax rate of up to approximately 30%.

In Italy, corporate profits are subject to corporate income tax (IRES) at a rate of 24%. In addition, a regional production tax (IRAP) is levied, which may result in an overall effective tax rate of approximately 27.9%.

Deferred income tax liability is accounted from all relevant temporary differences between the tax bases of assets and liabilities and their book value. Deferred income tax assets, which are mainly caused by the tax losses carried to future periods, are recognized in the statement of financial position only, when it is likely that it will be realized through the taxable profit earned in the future. Deferred tax assets and liabilities are offset when there is a legally enforceable right in the Group subsidiaries' countries of incorporation to set off current tax assets against current tax liabilities. For calculation of the deferred income tax assets and liabilities, generally the income tax rate enacted or substantially enacted at the balance sheet date is used.

Pillar II Global Minimum Tax

On 23 May 2023, the International Accounting Standards Board (the Board) issued International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12 which clarify that IAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the OECD, including tax law that implements Qualified Domestic Minimum Top-up Taxes. The Group has adopted these amendments. However, they are not yet applicable for the current reporting year as the Group's consolidated revenue is currently below the threshold of €750 million.

3.26. Segment reporting

According to IFRS 8 Operating Segments, segment reporting is applicable to operating segments whose results are regularly reviewed by the chief operating decision makers of the Group to make business-related decisions. The primary decisions are made on a country basis

(Estonia, Latvia, Lithuania, Germany and Italy). Operating segments are components of the entity for which it is possible to obtain discrete financial information to make decisions about resources to be allocated to the segment and assess its performance. Primary criteria for monitoring of operating segments are the following: Revenue from third parties, profit before tax, net profit earned and total assets.

3.27. *Subsequent events*

Consolidated financial statements include impact of significant events that are related with the events of previous periods that affect the recognition and measurement of assets and liabilities and occurred between the end of the reporting period and the date that the financial statements are finalized by the management board of the Group. Events after the reporting period that do not affect the recognition and measurement of assets and liabilities but have a significant effect on the result of the following financial year, are disclosed in the Notes to the consolidated financial statement.

Note 4. Significant accounting judgements, estimates and assumptions

In the application of the Group's accounting policies, which are described in Note 3, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

4.1. *Significant judgements in applying accounting policies*

The following are the critical judgements, that the management have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

Income tax applicable to possible distribution on dividends and tax rates applicable to undistributed profits are described in 3.25 „Taxation“ and Note 30 „Income tax“.

Classification of real estate

Real estate classification to inventory, investment property or property, plant and equipment is done based on management's intention over the future use of the object (see Note 11; 13 and 14). Property is recognized as inventory, if the objective of purchase is connected with its development, sale or resale during ordinary course of business. Items are recognized as investment property if purchase objective is gaining profit from rent or capital appreciation.

Also, items are recognized as investment property if it is intended to keep them for long time and which have unclear purposes of use.

The Group takes into account the following considerations when reviewing the strategy and which are decisive for classification of the real estate assets as investment properties:

- there has been no development of such properties over the past 10 years;
- during the upcoming 5+ years perspective the Group has no intention to start developing these properties;
- there are no current plans to sell these properties in the near future;
- the essence of these properties is to be held for capital appreciation;
- an average operating cycle of the Group is usually about 2 years, very complex projects can take up to 4 years, which is less than 5+ years perspective.

Property used for rendering services or for administrative purposes and with useful life of over one year is considered to be property, plant and equipment.

Classification of assets held for sale

The classification of non-current assets as held for sale is based on management's judgement and assessment of whether the criteria set out in IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are met.

Assets are classified as held for sale when their carrying amount will be recovered principally through a sale transaction rather than through continuing use and when the sale is considered highly probable.

In making this assessment, management considers whether:

- there is a committed plan to sell the asset;
- the asset is available for immediate sale in its present condition;
- an active programme to locate a buyer has been initiated;
- the sale is expected to be completed within twelve months from the date of classification;
- and it is unlikely that significant changes will be made to the plan or that the plan will be withdrawn.

4.2. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. In respect of those assets Notes 11, 12, 13,14 and 15 include details of their nature and their carrying amount through the end of the reporting period.

Estimation of net realizable value of inventories

According to the Group principles, inventories are stated on the statement of financial position at the lower of cost or net realizable value. The management should decide upon net realizable value if indication occurs that inventory value might be fallen below cost price. If this is the case inventories are written down to their net realizable value.

Fair value of investment property

As of the balance sheet date the investment properties are measured at their fair value. In determination of the fair value valuation of independent certified real estate appraisers is used. In determination of the fair value two methods are used: discounted cash flow method and comparative transaction price method, whichever is more appropriate considering the circumstances. The significant methods and assumptions used by valuers in estimating the fair value of the investment properties are set out in Note 14.

Recoverable value of property, plant and equipment

At the end of each reporting period, the management reviews the carrying amounts of its assets to determine whether there are any indications that the assets may be impaired. If the indication is detected, recoverable value is calculated. In determining the recoverable value of an asset, the impairment test is carried out, and the recoverable value is identified. The recoverable value of the asset is the higher of the present value of the future cash flows from the asset or the fair value of the asset less costs to sell. For assets carried at revalued amount the management is assessing yearly whether carrying amount approximates fair value. The information about property, plant and equipment is included in Note 13.

Estimation of the fair value of identifiable intangible assets on acquisition of Italian subsidiary

Upon the acquisition of a subsidiary in 2024, the Group used management judgement in determining the fair value of intangible assets, consisting of AI software and client databases. The valuation of these assets was performed at the acquisition date and was based on information and assumptions available at that time.

The fair value of AI software was determined using the cost saving approach, which required management to apply judgement in estimating the operational efficiencies and cost reductions expected from automation.

The fair value of customer database was determined using the income approach, which required management to apply judgement in forecasting future revenue potential, customer conversion rates and the expected useful life of the data.

Additional information about the acquisition is provided in Note 6.

Impairment assessment of goodwill

As at 31 December 2025, the Group performed the annual impairment test of goodwill allocated to the Italian cash-generating unit (Preatoni Nuda Proprietà S.r.l).

The recoverable amount of the cash-generating unit was determined as its value in use, calculated using a discounted cash flow model based on management-approved cash flow projections covering a five-year forecast period. A terminal value was calculated using a perpetual growth rate of 1.5%, and the projected cash flows were discounted using a weighted average cost of capital (WACC) of 10.80%, resulting in a discount factor of 0.57 applied to the final forecast year (2030). As the recoverable amount was below the carrying amount and goodwill was fully impaired, no headroom remained as at 31 December 2025. Consequently, any reasonably possible adverse change in these key assumptions would not have altered the impairment conclusion.

In performing the impairment assessment, management applied a conservative approach to the key assumptions, taking into account the entity's performance during 2025 and updated expectations as at the reporting date. The revised projections reflected a deferral of the project's profitability to later periods compared to the initial business plan. In addition, the projected future cash flow was dependent on obtaining additional financing which, as at the reporting date, had not been contractually secured.

Based on the discounted cash flow analysis performed using the assumptions described above, the recoverable amount of the cash-generating unit was determined to be EUR 966 thousand, which was lower than its carrying amount as at 31 December 2025. As a result, the Group recognised a full impairment loss of goodwill in the amount of EUR 863 thousand, which was recognised in profit or loss for the year ended 31 December 2025.

Further information on goodwill is disclosed in Note 6.

Useful life of property, plant and equipment and intangible assets

In determining useful life of property, plant and equipment and intangible assets, the Group takes into account business conditions and volumes, previous experience in relevant field and future plans.

Note 5. Entities belonging to the Group

| Name of the Entity | Country of incorporation and operation | Proportion of ownership interest and voting power held by the Group | | Principal activity |
|---|--|---|------------|---|
| | | 31.12.2025 | 31.12.2024 | |
| AS Pro Kapital Grupp | Estonia | | | Holding activities, parent |
| Held directly by AS Pro Kapital Grupp: | | | | |
| AS Pro Kapital Eesti | Estonia | 100.00% | 100.00% | Real estate development |
| Pro Kapital Vilnius Real Estate UAB | Lithuania | 100.00% | 100.00% | Real estate development |
| Pro Kapital Latvia PJSC | Latvia | 100.00% | 100.00% | Real estate development |
| OÜ Pro Kapital Germany Holdings | Estonia | 100.00% | 100.00% | Holding activities |
| Pro Kapital Germany GmbH | Germany | 100.00% | 100.00% | Real estate development |
| Preatoni Nuda Proprietà S.r.l | Italy | 77.5% | 67.5% | Brokerage of property/real estate sales |
| Held directly by AS Pro Kapital Eesti: | | | | |
| OÜ PKE Treasury | Estonia | 100.00% | 100.00% | Treasury |
| OÜ Pro Kapital Engineering | Estonia | 100.00% | 100.00% | Construction management |
| AS Tondi Kvartal | Estonia | 100.00% | 100.00% | Real estate development |
| OÜ Pro Halduse | Estonia | 100.00% | 100.00% | Real estate management |
| OÜ Kalaranna Kvartal | Estonia | 100.00% | 100.00% | Real estate development |
| Held directly by AS Tondi Kvartal: | | | | |
| OÜ Marsi Elu | Estonia | 100.00% | 100.00% | Real estate development |
| OÜ Kindrali Majad | Estonia | 100.00% | 100.00% | Real estate development |
| Held directly by Pro Kapital Vilnius Real Estate UAB: | | | | |
| PK Invest UAB | Lithuania | 100.00% | 100.00% | Real estate development |
| In Vitam UAB | Lithuania | 100.00% | 100.00% | Real estate management |
| Held directly by Pro Kapital Latvia PJSC: | | | | |
| Tallina Nekustamie Īpašumi SIA | Latvia | 100.00% | 100.00% | Real estate development |
| Nekustamo īpašumu sabiedrība Zvaigznes centrs SIA | Latvia | 100.00% | 100.00% | Property sale |
| Pro Kapital Latvia Engineering SIA | Latvia | 100.00% | N/A | Construction management |
| Klīversala SIA | Latvia | 100.00% | 100.00% | Real estate development |
| Held directly by Klīversala SIA | | | | |
| BM Klīversala SIA | Latvia | 100.00% | N/A | Real estate development |
| Held directly by OÜ Pro Kapital Germany Holdings: | | | | |
| PK Hotel Management Services GmbH | Germany | 100.00% | 100.00% | Hotel management |
| Held directly by Preatoni Nuda Proprietà S.r.l: | | | | |
| Preatoni Intermediazioni Immobiliari S.r.l | Italy | 100.00% | 100.00% | Brokerage of property/real estate sales |

Note 6. Business combination

Acquisition of Preatoni Nuda Proprietà S.R.L

On 22 March 2024, the Group acquired 67.5% of Preatoni Nuda Proprietà S.R.L ("PNP S.R.L"), a company based in Milan, Italy, for a total consideration of EUR 2.5 million.

The acquisition enabled the Group to enter the bare ownership market, which is well developed in southern European countries, particularly Italy. At the acquisition date, the Group's strategy was to provide structural support to PNP S.R.L. while leveraging its experience and potentially replicating the business model in the Baltic region. Taking into account demographic trends, including an ageing population and changing generational attitudes towards real estate ownership, this approach was considered to offer an alternative perspective on real estate sales.

The Group elected to measure the non-controlling interest in the acquiree at the proportionate share of its interest in the acquiree's identifiable net assets.

The fair value of the identifiable assets and liabilities of Preatoni Nuda Proprietà S.R.L as at the date of acquisition were:

| in thousands of euros | Fair value recognised on acquisition |
|--|--------------------------------------|
| Cash | 247 |
| Current receivables | 350 |
| Prepayments | 17 |
| Inventories | 161 |
| Non-current receivables | 13 |
| Property, plant and equipment (Note 13) | 15 |
| Intangible assets (Note 15) | 3 547 |
| Total assets | 4 350 |
| Current payables | -170 |
| Tax liabilities | -32 |
| Deferred tax liability | -976 |
| Non-current debt | -747 |
| Total liabilities | -1 925 |
| Total identifiable net assets at fair value | 2 425 |
| Non-controlling interest (32.5% of net assets) | -788 |
| Goodwill arising on acquisition | 863 |
| Purchase consideration transferred | 2 500 |

| in thousands of euros | Cash flow on acquisition |
|---------------------------------------|--------------------------|
| Net cash acquired with the subsidiary | 247 |
| Cash prepaid in 2023 | -2 000 |
| Cash paid at acquisition in 2024 | -500 |
| Net cash flow on acquisition | -2 253 |

At the acquisition date, the net assets of the acquired company amounted to EUR -96 thousand. As a result of the business combination, previously unrecognized intangible assets amounting to EUR 3,497 thousand were identified and recognized in the balance sheet of Preatoni Nuda Proprietà S.R.L., with a corresponding deferred tax liability of EUR 976 thousand, primarily reflecting the recognition of key intangible assets:

- AI Software (EUR 180 thousand) – Enhancing automation and operational efficiency.
- Client Databases (EUR 3,317 thousand) – Comprising Investor, PNP Club, and Seller databases, valued based on revenue potential.

The annual amortization of these intangible assets is recognized over three years, starting from the acquisition date.

The deferred tax liability primarily reflects the tax effect of accelerated amortisation of intangible assets for tax purposes. The deferred tax liability was recognised based on the final calculation performed as at the end of 2024, once the fair value of the assets acquired in the business combination had been finalised.

The purchase consideration of EUR 2,500 thousand was settled in full through a monetary payment. The Group's 67.5% interest in the identifiable net assets of Preatoni Nuda Proprietà S.R.L. amounted to EUR 1,637 thousand, resulting in the recognition of goodwill of EUR 863 thousand.

The goodwill arising from the acquisition has been allocated to the Italian cash-generating unit (Preatoni Nuda Proprietà S.r.l.), as this unit generates largely independent cash inflows and is expected to benefit from the synergies of the business combination. The goodwill is monitored and tested for impairment at this level and is presented in the consolidated financial statements.

As at 31 December 2025, the Group performed the annual impairment test of the goodwill arising from the acquisition of Preatoni Nuda Proprietà S.R.L. The impairment assessment was primarily based on projected future cash flows and the assumptions underlying their realisation. A terminal value was determined using a perpetual growth rate of 1.5%, and the projected cash flows were discounted using a weighted average cost of capital (WACC) of 10.80%. In addition, management considered the entity's performance during 2025 and updated expectations as at the reporting date, including the fact that the revised projections reflected a deferral of the project's profitability compared to the initial business plan, as well as the dependence of the projected cash flows on obtaining additional financing. Further information on the key assumptions applied in the impairment assessment is disclosed in Section 4.2 *Key sources of estimation uncertainty*.

Based on the discounted cash flow analysis performed, the recoverable amount of the cash-generating unit was determined to be EUR 966 thousand, which was lower than its carrying amount as at 31 December 2025. As a result, the Group recognised a full impairment loss of

goodwill in the amount of EUR 863 thousand, which was recognised in profit or loss for the year ended 31 December 2025.

Acquisition of Additional Ownership Interest in 2025

On 1 September 2025, AS Pro Kapital Grupp acquired an additional 10% ownership interest in Preatoni Nuda Proprietà S.R.L., increasing its total ownership from 67.5% to 77.5%.

Since control had already been obtained in 2024, this transaction was accounted for as an equity transaction in accordance with IFRS 10.

The entity recognises directly in equity any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid (EUR 280 thousand), and attributes it to the equity holders of the parent.

In thousands of euros

| | |
|--|-----|
| Ownership interest acquired | 10% |
| Carrying amount of the additional interest in PNP S.R.L. | 134 |
| Consideration transferred | 280 |
| Excess recognised directly in retained earnings | 146 |

Note 7. Partly-owned subsidiaries

| | Preatoni Nuda Proprietà S.R.L |
|-------------------------------------|-------------------------------|
| Minority (%) as at 31 December 2024 | 32.50% |
| Minority (%) as at 31 December 2025 | 22.50% |

The summarised financial information of Preatoni Nuda Proprietà S.R.L is provided below. This information is based on amounts before intercompany eliminations.

As the Group acquired investment at the end of the first quarter of 2024, the comparative figures for the twelve-month period of 2024 include the results of the entity only for the period from April to December. As a result, the twelve-month results for 2024 and 2025 are not fully comparable.

Statement of profit and loss and other comprehensive income

| in thousands of euros | 2025 | 2024 9 months |
|---|--------------|---------------|
| Revenue | 980 | 856 |
| Cost of sales | -1 517 | -1 196 |
| Marketing expenses | -242 | -208 |
| Administrative expenses | -336 | -270 |
| Other operating income/-expenses | -45 | 9 |
| Finance cost | -43 | -43 |
| Loss before income tax | -1203 | -852 |
| Income tax | 312 | 235 |
| Loss for the period | -891 | -617 |
| Non-controlling interest | -273 | -200 |
| Equity attributable to equity holders of the parent | -618 | -417 |

Statement of financial position

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|---|--------------|--------------|
| Cash | 121 | 349 |
| Current receivables and inventories | 669 | 527 |
| Non-current receivables | 24 | 13 |
| Property, plant and equipment | 139 | 196 |
| Intangible assets | 1 459 | 2 626 |
| Total assets | 2 412 | 3 711 |
| Total current liabilities | 868 | 287 |
| Deferred tax liability | 407 | 732 |
| Total non-current liabilities | 220 | 884 |
| Total liabilities | 1 495 | 1 903 |
| Total equity | 917 | 1 808 |
| Non-controlling interest | 181 | 588 |
| Equity attributable to equity holders of the parent | 736 | 1 220 |

Statement of cash flows

| in thousands of euros | 2025 | 2024 9 months |
|---|-------------|---------------|
| Net cash flows from operating activities | -166 | 184 |
| Net cash flows used in investing activities | -2 | 0 |
| Net cash flows used in financing activities | -60 | -82 |
| Net change in cash | -228 | 102 |

Note 8. Segment reporting

Group companies consolidated segment information, derived from geographical intercompany segment reporting, is presented below. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. Segment assets and liabilities are presented in line with items associated directly with each particular segment. Internal transactions are not eliminated in separate segment reporting provided below.

The Group's business activities are carried out in Estonia (sale of real estate, rental income and real estate maintenance), Latvia (sale of real estate, rental income and real estate maintenance), Lithuania (sale of real estate, rental income and real estate maintenance), Germany (hotel operations) and Italy (brokerage of real estate and bare ownership properties).

| in thousands of euros | Parent | Estonia | Latvia | Lithuania | Germany | Italy | Internal transactions elimination* | Total |
|---|----------------|---------------|-------------|--------------|--------------|--------------|------------------------------------|---------------|
| 2025 | | | | | | | | |
| Revenue (Note 25) | 1 081 | 39 591 | 168 | 6 280 | 6 606 | 1 062 | -1 626 | 53 162 |
| <i>incl. sale of real estate</i> | 0 | 39 439 | 63 | 5 850 | 0 | 0 | 0 | 45 352 |
| <i>incl. rental income</i> | 0 | 2 | 88 | 43 | 480 | 0 | -480 | 133 |
| <i>incl. hotel operations</i> | 0 | 0 | 0 | 0 | 6 072 | 0 | 0 | 6 072 |
| <i>incl. maintenance services</i> | 0 | 144 | 0 | 327 | 0 | 0 | -1 | 470 |
| <i>incl. brokerage commissions on sale of real estate</i> | 0 | 0 | 0 | 0 | 0 | 1062 | 0 | 1 062 |
| <i>incl. other services</i> | 1 081 | 6 | 17 | 60 | 54 | 0 | -1 145 | 73 |
| Other operating income and expenses (net) | -2 | 3 394 | 264 | 61 | 1 | -45 | -863 | 2 810 |
| Segment operating profit/-loss | -1 367 | 15 966 | -666 | 2 358 | 403 | 5 | -1 966 | 14 733 |
| Financial income and cost (net) | -10 409 | 6 233 | -21 | -180 | -183 | -43 | 2 028 | -2 575 |
| Profit/-loss before income tax | -11 776 | 22 199 | -687 | 2 178 | 220 | -38 | 62 | 12 158 |
| Income tax | 0 | 0 | 0 | -426 | 0 | 312 | -3 | -117 |
| Non-controlling interest | 0 | 0 | 0 | 0 | 0 | -273 | 0 | -273 |
| Attributable to equity holders of the parent | -11 776 | 22 199 | -687 | 1 752 | 220 | 547 | 59 | 12 314 |
| 31.12.2025 | | | | | | | | |
| Assets | 53 443 | 210 787 | 22 025 | 31 026 | 6 488 | -367 | -198 912 | 124 490 |
| Liabilities | 169 449 | 21 294 | 10 355 | 18 303 | 5 918 | 1495 | -165 651 | 61 163 |
| Acquisition of non-current assets | 0 | 40 | 14 | 25 | 38 | 2 | 519 | 638 |
| Write-off non-current assets | 0 | -5 | -1 | -4 | -205 | 0 | -863 | -1 078 |
| Depreciation and amortisation | 0 | 66 | 43 | 70 | 287 | 30 | 1 256 | 1 752 |

*Eliminations stated in the segment report above include transactions between group companies.

| in thousands of euros | Parent | Estonia | Latvia | Lithuania | Germany | Italy | Eliminations* | Total |
|---|----------------|--------------|--------------|--------------|--------------|------------|---------------|---------------|
| 2024 | | | | | | | | |
| Revenue (Note 25) | 1 109 | 4 919 | 4 596 | 1 901 | 6 595 | 856 | -1 818 | 18 158 |
| <i>incl. sales of real estate</i> | 0 | 4 780 | 4 467 | 1 432 | 0 | 0 | 0 | 10 679 |
| <i>incl. rental income</i> | 0 | 0 | 106 | 109 | 480 | 0 | -480 | 215 |
| <i>incl. hotel operations</i> | 0 | 0 | 0 | 0 | 6 046 | 0 | 0 | 6 046 |
| <i>incl. maintenance services</i> | 0 | 137 | 1 | 354 | 0 | 0 | 0 | 492 |
| <i>incl. brokerage commissions on sale of real estate</i> | 0 | 0 | 0 | 0 | 0 | 856 | -152 | 704 |
| <i>incl. other services</i> | 1 109 | 2 | 22 | 6 | 69 | 0 | -1 186 | 22 |
| Other operating income and expenses (net) | -1 | 1 128 | -10 | 1 | 1 | 9 | 0 | 1 128 |
| Segment operating profit/-loss | -1 315 | 930 | 810 | 112 | 511 | 65 | -990 | 123 |
| Finance income and cost (net) | -10 028 | 6 312 | 14 | -174 | -226 | -43 | -8 | -4 153 |
| Profit/-loss before income tax | -11 343 | 7 242 | 824 | -62 | 285 | 22 | -998 | -4 030 |
| Income tax | 0 | 0 | 0 | -51 | 0 | 235 | -29 | 155 |
| Non-controlling interest | 0 | 0 | 0 | 0 | 0 | -200 | 0 | -200 |
| Attributable to equity holders of the parent | -11 343 | 7 242 | 824 | -113 | 285 | 457 | -1 027 | -3 675 |
| 31.12.2024 | | | | | | | | |
| Assets | 53 630 | 195 176 | 20 084 | 21 844 | 6 304 | 1 761 | -180 041 | 118 758 |
| Liabilities | 159 892 | 27 893 | 7 726 | 10 860 | 5 954 | 1 903 | -146 691 | 67 537 |
| Acquisition of non-current assets (excluding investment properties) | 0 | 57 | 2 | 157 | 112 | 290 | 3 497 | 4 115 |
| Disposal of non-current assets | 0 | -88 | -138 | -2 | 0 | 0 | 0 | -228 |
| Depreciation and amortisation | 0 | -58 | -45 | -49 | -372 | -970 | 0 | -1 494 |

*Eliminations stated in the segment report above include transactions between group companies.

Note 9. Cash

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|-----------------------|--------------|--------------|
| Cash at hand | 19 | 14 |
| Bank accounts | 5 124 | 4 330 |
| Total | 5 143 | 4 344 |

Cash recorded in the statement of financial position and statement of cash flows comprise cash at hand and bank accounts as at the end of each reporting period. Foreign currency accounts in SEK (Swedish krona) have been translated into euros at the European Central Bank currency exchange rates prevailing on the reporting date.

Note 10. Current receivables

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|---|--------------|------------|
| Trade receivables from contracts with customers | 4 815 | 797 |
| Allowance for doubtful debts | -3 | -2 |
| Other receivables | 830 | 22 |
| Accrued income | 3 | 5 |
| Total | 5 645 | 822 |

The increase in trade receivables from contracts with customers is primarily related to real estate sales activity in the Group's Lithuanian development project.

Other receivables include amounts received from customers and deposited with Artea Bankas in the amount of EUR 767 thousand.

Note 11. Inventories

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|---|---------------|---------------|
| Property held for resale | 19 856 | 2 198 |
| <i>incl. Kindrali Houses, Tallinn</i> | 0 | 193 |
| <i>incl. Uus-Kindrali (white building), Tallinn</i> | 6 968 | 0 |
| <i>incl. Kalaranna District, Tallinn</i> | 11 991 | 899 |
| <i>incl. River Breeze, Riga</i> | 0 | 42 |
| <i>incl. Šaltinių Namai (Attico), Vilnius</i> | 897 | 1 064 |
| Works in progress | 36 078 | 53 724 |
| <i>incl. Uus-Kindrali (black building), Tallinn</i> | 7 078 | 8 948 |
| <i>incl. Kalaranna District, Tallinn</i> | 147 | 24 908 |
| <i>incl. Šaltinių Namai (City Villas), Vilnius</i> | 18 323 | 13 406 |
| <i>incl. Blue Marine, Riga</i> | 3 627 | 0 |
| <i>incl. Borgo, Vilnius</i> | 6 903 | 6 462 |
| Goods bought for resale | 146 | 95 |
| Prepayments for inventories | 1 423 | 934 |
| Total | 57 503 | 56 951 |

Property held for resale includes completed real estate stock in Tallinn and Vilnius. Works in progress include properties currently under development or waiting for development in the nearest future. Properties are transferred from "works in progress" to "property held for resale" upon completion.

Works in progress include ongoing construction works related to the Uus-Kindrali black building project in Tallinn, the Blue Marine in Riga and the development of City Villas and a residential-commercial building in Vilnius. For the Borgo project, the building permit has been obtained, and construction works are planned to commence in the second half of 2026. In Kalaranna District, a small property remains in the pipeline, pending future development.

Goods bought for resale comprise products acquired for resale purposes, primarily within the hotel segment.

Movements in inventory are described in the table below:

| in thousands of euros | Inventories total |
|---|-------------------|
| Balance at 01.01.2024 | 35 563 |
| Increase in value (development) | 28 026 |
| Disposal (recognised in cost of sales) | -6 638 |
| Balance at 31.12.2024 | 56 951 |
| Increase in value (development) | 26 822 |
| Reclassification from investment property | 2 600 |
| Disposal (recognised in cost of sales) | -28 870 |
| Balance at 31.12.2025 | 57 503 |

The increase in inventories related to development during the reporting period includes capitalised interest of EUR 1,570 thousand (2024: EUR 1,784 thousand).

Reclassification from investment property reflects the transfer of the Blue Marine land plot to inventories following the commencement of development activities. Additional information is provided in Note 14.

Note 12. Non-current receivables

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|---|------------|------------|
| Finance leases | 0 | 4 |
| Deposited amounts related to loan obligations | 300 | 300 |
| Other non-current receivables | 24 | 13 |
| Total | 324 | 317 |

To guarantee a loan from AB Artea bankas, a deposit in amount of EUR 300 thousand is made in Artea Bankas.

Note 13. Property, plant and equipment

| in thousands of euros | Land and buildings | Machinery and equipment | Other property, plant and equipment | Pre-payments | Total | Right-of-use assets |
|---------------------------------------|--------------------|-------------------------|-------------------------------------|--------------|--------------|---------------------|
| Cost or revaluation 31.12.2023 | 7 618 | 1 269 | 291 | 6 | 9 185 | 654 |
| Additions: | | | | | | |
| Acquired | 16 | 97 | 32 | -6 | 139 | 145 |
| Acquisition of a subsidiary | 0 | 15 | 0 | 0 | 15 | 225 |
| Disposals and write offs: | | | | | | |
| Sold | 0 | 0 | -1 | 0 | -1 | 0 |
| Written off | 0 | 0 | -3 | 0 | -3 | -137 |
| Cost or revaluation 31.12.2024 | 7 634 | 1 381 | 319 | 0 | 9 335 | 887 |
| Additions: | | | | | | |
| Acquired | 0 | 17 | 45 | 24 | 86 | 524 |
| Change in fair value | -134 | 0 | 0 | 0 | -134 | 0 |
| Reclassification | 0 | 0 | 0 | 0 | 0 | -31 |
| Disposals and write offs: | | | | | | |
| Written off | 0 | -3 | -9 | 0 | -12 | -203 |
| Cost or revaluation 31.12.2025 | 7 500 | 1 395 | 355 | 24 | 9 275 | 1 177 |

| in thousands of euros | Land and buildings | Machinery and equipment | Other property, plant and equipment | Total | Right-of-use assets |
|--|--------------------|-------------------------|-------------------------------------|--------------|---------------------|
| Accumulated depreciation 31.12.2023 | 189 | 1 005 | 227 | 1 422 | 289 |
| Additions: | | | | | |
| Depreciation charge for the period | 216 | 74 | 29 | 319 | 222 |
| Disposals and write offs: | | | | | |
| Sold | 0 | 0 | -1 | -1 | 0 |
| Written off | 0 | 0 | 0 | 0 | -137 |
| Accumulated depreciation 31.12.2024 | 405 | 1 079 | 255 | 1 740 | 374 |
| Additions: | | | | | |
| Depreciation charge for the period | 217 | 82 | 33 | 332 | 256 |
| Change in fair value | -622 | 0 | 0 | -622 | 0 |
| Reclassification | 0 | 0 | 0 | 0 | -31 |
| Disposals and write offs: | | | | | |
| Written off | 0 | -2 | -9 | -11 | -203 |
| Accumulated depreciation 31.12.2025 | 0 | 1 159 | 279 | 1 439 | 396 |

| in thousands of euros | Land and buildings | Machinery and equipment | Other property, plant and equipment | Pre-payments | Total | Right-of-use assets |
|--------------------------------|--------------------|-------------------------|-------------------------------------|--------------|-------|---------------------|
| Balance sheet value 31.12.2024 | 7 229 | 302 | 64 | 0 | 7 595 | 513 |
| Balance sheet value 31.12.2025 | 7 500 | 236 | 76 | 24 | 7 836 | 781 |

The carrying amount of land and buildings as at 31 December 2025 was EUR 7.5 million under the revaluation model. Had the Group applied the cost model, the carrying amount would have been EUR 5.0 million (31 December 2024: EUR 5.2 million).

Right-of-use assets comprise leases of office premises and the land use right related to the hotel property, which operates under a Heritable Building Right (HBR).

Valuation of properties

In accordance with the classification of IFRS 13, land and buildings measured at revalued amounts are categorized under Level 3 of the fair value hierarchy. The valuation of these properties relies on significant inputs that are not directly observable but are critical in determining fair value.

The land and buildings include the office at Sõjakooli 11, Tallinn and the Parkhotel Kurhaus in Bad Kreuznach, close to Frankfurt.

The office at Sõjakooli 11, located in the Tondi Quarter of Tallinn, is valued annually by Colliers along with other investment properties in the Tondi Quarter. In 2025, its market value is assessed using the Income Approach, specifically the Discounted Cash Flow (DCF) method, incorporating rent income, with a Weighted Average Cost of Capital (WACC) of 8.20% and an exit yield of 7.2%.

Based on the Colliers valuation, the property's value was estimated at EUR 700 thousand which exceeds its carrying amount by 1.5%.

The latest independent valuation of the hotel in Bad Kreuznach, Germany, was conducted in 2025. The valuation applied a market-based Income Capitalisation Approach using the hotel's historical financial results for 2021–2024 and stabilised operating assumptions suitable for a 4-star hotel.

For the stabilised year, the hotel's performance was assessed using a 67% occupancy rate, an average room rate of EUR 127.22, and a RevPAR of EUR 85.23. Based on these inputs, the Gross Operating Profit margin was estimated at 19%, and the Net Operating Profit at approximately EUR 579,000. A 5.5% capitalisation rate was applied to determine the stabilised asset value. The resulting Market Value of the freehold interest was assessed at EUR 9.6 million, reflecting the fully completed refurbishment of all 116 rooms and improvements to the hotel's facilities. As the hotel operates under a Heritable Building Right (HBR) rather than freehold ownership, the valuation was adjusted using the German "München approach," which deducts the discounted land value at expiry, HBR-related contractual restrictions and the present value of annual ground rent. After these deductions, the Market Value of the Heritable Building Right was determined to be EUR 6.8 million.

The valuation determined the hotel's value to be EUR 6.8 million, which exceeds its carrying amount by 7.6% and the carrying amount increased by EUR 345 thousand. The increase was recognised in other comprehensive income and accumulated in equity under the revaluation surplus.

Note 14. Investment property

| in thousands of euros | Investment properties held for increase in value |
|--|--|
| Balance as at 31.12.2023 | 40 361 |
| Capital expenditure | 384 |
| Gain from changes in fair value (note 28) | 1 130 |
| Reclassification from assets held for sale | 2 335 |
| Balance as at 31.12.2024 | 44 210 |
| Capital expenditure | 339 |
| Gain from changes in fair value (note 28) | 3 467 |
| Reclassification to assets held for sale | -1 900 |
| Reclassification to inventories | -2 600 |
| Balance as at 31.12.2025 | 43 516 |

The fair value (FV) of the Group's investment property at 31 December 2025 and 31 December 2024 has been derived on the basis of valuations carried out by Colliers International independent valuers not related to the Group. Valuation company has appropriate qualifications and recent experience in the valuation of properties in the relevant locations. The valuations were performed by reference to recent market information.

The Market Value of the properties is calculated through the Sales Comparison Approach, benefiting from sufficient market evidence from comparable development properties currently available.

In 2025 the valuation resulted in an increase of EUR 3.5 million (2024: 1.1 million) which has been recognised as other operating income in consolidated statement of profit and loss. During 2025 the Group has paid for investments EUR 0.3 million (2024: EUR 0.4 million).

Valuation of properties

According to IFRS 13 classification, investment properties owned by the Group are classified as belonging to Level 3 value hierarchy. Investment properties are valued using market comparison method. Under market comparable method valuations performed are based on prices of transactions involving properties of a similar nature, location and condition. Where necessary, the price information from other transactions is adjusted to reflect any differences in the terms of the actual transaction. The valuation of properties is based on inputs that are not observable and are significant to the overall fair value measurement.

The most significant unobservable inputs used in the valuations are the price per building right (EUR/m² of gross building area (GBA) above ground). A significant increase (decrease) in estimated price per building right would result in a significantly higher (lower) fair value on a linear basis.

Valuation reports prepared by the experts are reviewed and approved by the Management of the Group.

Ülemiste 5, Tallinn

Ülemiste property is situated next to the railway and the future Rail Baltica Ülemiste joint terminal. It is planned to develop office and retail spaces with total leasable area of

14,410 square meters. The market value was calculated by using Sales Comparison Approach. Four comparable objects were selected, and comparable transactions were adjusted with different factor weights. As a result, the value of 238 EUR/m² (2024: 227 €/m²) was reached per building right (Gross Building Area - GBA) square meter above ground, which is 18,500 square meters in this project.

Kristiine City, Tallinn

Kristiine City is one of the largest residential blocks in the Baltics, located close to the city centre in the former Dunte summer manor and latter territory of the military school. The area still to be developed has been divided into 6 different cadastral units so as to allow the phased-out development subject to market trends and conditions. Based on the valuation, the value per above-ground gross buildable area (GBA) square metre amounted to EUR 380 in 2025 (2024: EUR 366), reflecting a total value of EUR 23.3 million and an above-ground GBA of 61,370 square metres (2024: 54,966 m²), with the increase mainly driven by a 6,404 m² increase in GBA following the completion of detailed main project drawings in 2025.

Klīversala residential complex, Riga

Klīversala is a residential and commercial development project located on the waterfront of the River Daugava in Riga, offering views towards the Old Town and developed in phases. The first phase, River Breeze Residence, has been completed and all units have been sold.

In the second quarter of 2025, in connection with the commencement of development activities of the second phase (Blue Marine), the Blue Marine land plot in Klīversala was transferred to a newly established subsidiary and measured at fair value at the date of change in use, as determined by an independent valuation performed by Latio. Using the Sales Comparison Approach, the valuation resulted in a value of EUR 681 per land square metre, corresponding to a total market value of EUR 2.6 million for a land area of 3,818 square metres. Following the change in use, the property was reclassified from investment property to inventories. As at 31 December 2024, the fair value of the Blue Marine property was determined by Colliers using a discounted cash flow (DCF) method.

As at the reporting date, the remaining phases are classified as investment property and were valued using the Sales Comparison Approach. The value per above-ground gross buildable area (GBA) square metre amounted to EUR 163 in 2025 (2024: EUR 163), reflecting a total value of EUR 11.9 million and an above-ground GBA of 73,234 square metres.

City Oasis residential complex, Riga

City Oasis is a residential development project located in Tallinas street, Riga at the right bank of river Daugava, right next to the border of Riga's historical City Centre. The project for the residential area foresees a series of apartment buildings with commercial functions on the first floor with net sellable area of 20,814 square meters and 357 square meters respectively. It has been planned to develop the property in one phase. The valuator has used the Sales Comparison approach for valuation. Five comparable objects were found, and comparable transactions were adjusted with different factor weights. As a result, the value of 122 EUR (2024: 121 €/m²) was reached per GBA square meter above ground. 31,631 square meters have been considered as GBA for the project.

Brivibas Business Quarter, Riga

Brivibas is a mixed development project located at one of the main transport arteries heading through the city, next to the railways within a former industrial area. The project foresees renovation of the existing industrial building into mostly office buildings with total net rentable area of 18,080 square meters. The project is expected to be developed in two phases as the initial phase includes the renovation.

As at 31 December 2025, the fair value of the property was assessed by Colliers International using the Sales Comparison Approach. The valuation resulted in a value of EUR 72 per m² (2024: EUR 75 per m² of gross building area (GBA) above ground, based on a total GBA of 31,212 m². In December 2025, the Group formally committed to a plan to dispose of the property in order to focus on its core residential development activities. Considering the currently subdued commercial real estate market environment in Riga and the generally cautious investor sentiment, management has resolved to pursue a sale at a price of approximately EUR 1.9 million (EUR 61 per m² of gross building area (GBA)).

Following the commitment to sell, the property has been reclassified as property held for sale.

Summary of movements and valuation inputs:

| Property | Valuation method | FV 2025 th euros | FV 2024 th euros | Capex | Change in FV | GBA m ² | Average EUR/m ² 2025 | Average EUR/m ² 2024 |
|---|------------------|---------------------|---------------------|------------|--------------|--------------------|---------------------------------|---------------------------------|
| Kristiine City | SCA | 23 300 | 20 100 | 246 | 2954 | 61 370 | 380 | 366 |
| Ülemiste 5 | SCA | 4 410 | 4 200 | 0 | 210 | 18 500 | 238 | 227 |
| Klīversala | SCA | 11 947 | 11 909 | 4 | 34 | 73 234 | 163 | 163 |
| Klīversala (Blue Marine) ^{1,2} | DCF, SCA | 2 600 | 1 834 | 12 | 754 | 9 394 | 277 | 195 |
| City Oasis | SCA | 3 859 | 3 820 | 31 | 8 | 31 631 | 122 | 121 |
| Brivibas ¹ | SCA | 1 900 | 2 347 | 46 | -493 | 31 212 | 61 | 75 |
| Total | | 48 016 | 44 210 | 339 | 3 467 | 225 341 | 213 | 194 |
| Blue Marine reclassification to inventories at 31.12.2025 | | 2 600 | | | | 9 394 | | |
| Brivibas reclassification to property held for sale at 31.12.2025 | | 1 900 | | | | 31 212 | | |
| Total after reclassification | | 43 516 | 44 210 | 339 | 3 467 | 184 735 | | |

¹ Klīversala (Blue Marine) and Brivibas include properties that were reclassified during the reporting period.

² The fair value of the Klīversala (Blue Marine) property was determined using the Sales Comparison Approach (SCA) in 2025, while as at 31 December 2024 it was valued using the Income Approach (residual/DCF), with the Market Approach (Sales Comparison) applied as a cross-check.

SCA - sales comparison approach

DCF – discounted cash flow method

Investment properties of the Group are evaluated based on the assumed highest and best use according to the management judgement.

Note 15. Intangible assets

Intangible assets stated in these consolidated financial statements comprise client database, trademarks, websites, software and visual materials.

As part of the acquisition of the new subsidiary Preatoni Nuda Proprietà S.r.l., intangible assets in the amount of EUR 3.6 million were recognised. In addition, the business combination resulted in the recognition of goodwill totalling EUR 863 thousand. (Notes 6 and 7). As at 31 December 2025, an impairment test was performed and the goodwill was fully impaired, resulting in the recognition of an impairment loss of EUR 863 thousand, which was recognised in profit or loss (see Note 6 and 28). As part of the same impairment assessment, the recoverability of the client database was also assessed and no impairment was identified.

| Cost in thousands of euros | Client data- base | Trade- marks | Websites and software | Other | Pre- payments | Total |
|-----------------------------------|-------------------------|-----------------|-----------------------------|----------|------------------|--------------|
| 31.12.2023 | 0 | 43 | 216 | 1 | 21 | 281 |
| Additions: | | | | | | |
| Acquired | 0 | 26 | 18 | 0 | 0 | 44 |
| Acquired through new subsidiaries | 3 317 | 0 | 230 | 0 | 0 | 3 547 |
| Reclassification | 0 | 0 | 0 | 0 | -1 | -1 |
| Disposals and write-offs: | | | | | | |
| Written off | 0 | 0 | -87 | -1 | 0 | -88 |
| 31.12.2024 | 3 317 | 69 | 377 | 0 | 20 | 3 783 |
| Additions: | | | | | | |
| Acquired | 0 | 0 | 12 | 0 | 16 | 28 |
| Reclassification | 0 | -26 | 24 | 0 | 2 | 0 |
| 31.12.2025 | 3 317 | 43 | 413 | 0 | 38 | 3 811 |

| Amortisation in thousands of euros | Client data- base | Trade- marks | Websites and software | Other | Total |
|---------------------------------------|-------------------------|-----------------|-----------------------------|----------|--------------|
| 31.12.2023 | 0 | 37 | 147 | 1 | 185 |
| Additions: | | | | | |
| Amortisation charge for the period | 829 | 2 | 122 | 0 | 953 |
| Written off | 0 | 0 | -75 | -1 | -76 |
| 31.12.2024 | 829 | 39 | 194 | 0 | 1 062 |
| Additions: | | | | | |
| Amortisation charge for the period | 1 105 | 0 | 89 | 0 | 1 194 |
| 31.12.2025 | 1 934 | 39 | 283 | 0 | 2 256 |

| Net book value in thousands of euros | Client data- base | Trade- marks | Websites and software | Other | Pre- payments | Total |
|---|-------------------------|-----------------|-----------------------------|----------|------------------|--------------|
| 31.12.2024 | 2 488 | 30 | 183 | 0 | 20 | 2 721 |
| 31.12.2025 | 1 383 | 4 | 130 | 0 | 38 | 1 555 |

Note 16. Current debt

| in thousands of euros | Loans and overdrafts (Note 21) | Non-convertible bonds (Note 22) | Financial lease | Total |
|-----------------------------------|--------------------------------------|------------------------------------|-----------------|---------------|
| 31.12.2023 | 63 | 31 113 | 175 | 31 351 |
| Changes from financing cash flows | -63 | -10 003 | -175 | -10 241 |
| Other changes | 15 166 | -14 643 | 260 | 783 |
| 31.12.2024 | 15 166 | 6 467 | 260 | 21 893 |
| Changes from financing cash flows | -8 285 | -7 908 | -230 | -16 423 |
| Other changes | 3 011 | 21 409 | 156 | 24 576 |
| 31.12.2025 | 9 892 | 19 968 | 186 | 30 046 |

Changes from financing cash flows reflect cash movements related to interest-bearing liabilities. For loans and financial lease liabilities, these movements comprise proceeds from new borrowings and repayments of principal. During the reporting period, the Group raised short-term loans of EUR 17.4 million and repaid in the amount of EUR 25.7 million. In addition, secured non-convertible bonds in the amount of EUR 5.0 million were redeemed during the reporting period, and cash interest payments related to both secured and unsecured non-convertible bonds amounted to EUR 2.9 million.

Other changes comprise non-cash movements, including reclassifications between non-current and current liabilities due to changes in contractual maturities, as well as changes in the carrying amount of interest-bearing bond liabilities arising from the remeasurement of interest obligations, including the effects of earlier debt modifications.

As at 31 December 2025, loans amounting to EUR 3.0 million were reclassified from non-current to current liabilities, as their contractual maturity dates were within 12 months after the reporting date.

Movements in non-convertible bonds classified as current liabilities totalled EUR 21.4 million during the reporting period. Of this amount, EUR 8.2 million (nominal value) related to unsecured non-convertible bonds reclassified to current liabilities based on their contractual maturity. The unsecured non-convertible bonds have a contractual redemption date of 31 October 2026; however, the Group has the right to unilaterally extend the maturity by a further two years to 31 October 2028, subject to a respective announcement via Nasdaq Tallinn by 30 September 2026.

Secured bonds with a nominal value of EUR 10.5 million were also classified as current liabilities due to a technical covenant breach existing as at 31 December 2025. As a result of this breach and the absence of a waiver at year-end, the Group did not have an unconditional right to defer settlement for more than 12 months after the reporting date. The breach was of a technical nature, had no adverse economic impact on bondholders, and did not trigger any repayment obligation. The covenant breach was remedied on 26 March 2026, and as of that date the covenant is complied with and no event of default is continuing. Accordingly, the bonds were reclassified back to non-current liabilities as at 26 March 2026.

In addition, EUR 2.7 million resulted from interest-related remeasurement effects, including the impact of earlier bond modifications, affecting both the current and non-current portions of the bonds.

Additional information is included in Note 22.

Note 17. Current payables

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|-----------------------|--------------|--------------|
| Trade payables | 3 702 | 4 405 |
| Accrued expenses | 1 706 | 1 173 |
| Accrued interest | 34 | 17 |
| Other | 5 | 5 |
| Total | 5 447 | 5 600 |

Trade payables consist mostly of construction invoices issued at the end of the year in relation to ongoing constructions in Uus-Kindrali, Blue Marine and Šaltiniu Namai.

Note 18. Non-current debt

| in thousands of euros | Loans and overdrafts (Note 21) | Non-convertible bonds (Note 22) | Financial lease | Total |
|------------------------------------|--------------------------------|---------------------------------|-----------------|---------------|
| 31.12.2023 | 4 317 | 8 130 | 248 | 12 695 |
| Changes from financing cash flows | 13 454 | 0 | -47 | 13 407 |
| Changes from acquired subsidiaries | 745 | 0 | 0 | 745 |
| Other changes | -15 166 | 15 560 | 109 | 503 |
| 31.12.2024 | 3 350 | 23 690 | 310 | 27 350 |
| Changes from financing cash flows | 14 066 | -4 405 | 0 | 9 661 |
| Other changes | -3 011 | -19 285 | 338 | -21 958 |
| 31.12.2025 | 14 405 | 0 | 648 | 15 053 |

During the reporting period, the Group received long-term loans in the amount of EUR 14.1 million. In addition, secured non-convertible bonds with a carrying amount of EUR 4.4 million were redeemed during 2025 and settled from non-current liabilities.

As at 31 December 2025, loans amounting to EUR 3.0 million were reclassified from non-current to current liabilities.

In addition, unsecured non-convertible bonds with a total carrying amount of EUR 8.0 million were reclassified from non-current to current liabilities based on their contractual maturity. This included EUR 8.2 million (nominal value) related to the transfer of unsecured non-convertible bonds to current liabilities and EUR -0.8 million resulted from interest-related remeasurement effects, affecting both the current and non-current portions of the bonds.

Secured bonds with a nominal value of EUR 10.5 million were also reclassified to current liabilities as at 31 December 2025 due to a covenant breach existing at that date. As no waiver had been obtained by the reporting date, the Group did not have an unconditional right to defer settlement for at least 12 months after the reporting date. The covenant breach was remedied on 26 March 2026, and as of that date the covenant is in compliance and no event of default is continuing. Accordingly, the bonds were reclassified to non-current liabilities as at 26 March 2026.

Additional information is included in Note 22.

Note 19. Customer advances

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|-----------------------------|--------------|--------------|
| Advances for real estate | 5 869 | 9 594 |
| Advances for hotel services | 19 | 24 |
| Total | 5 888 | 9 618 |

Customer advances represent “contract liabilities” under IFRS 15. Customer advances are recorded in the financial statements from receiving deposit and instalment payments until properties are handed over to customers. EUR 5.9 million of customer advances are related to developments in Uus-Kindrali, Blue Marine and Vilnius (2024: EUR 9.6 million).

During the year 2025 the Group recognised revenue of EUR 7.9 million (2024: EUR 0.7 million), which was included in contract liabilities balance as at 31 December 2024. No revenue was recognised in 2025 from performance obligations satisfied in previous periods, as there were no changes to transaction prices or contract modifications impacting prior period obligations.

The key movements in customer advances during the reporting period were as follows: increase due to new advance payments EUR 4.9 million (2024: EUR 6.7 million), a decrease of EUR 7.7 million due to revenue recognition as performance obligations were satisfied and a decrease of EUR 0.7 million (2024: EUR 0.1 million) due to refunds of advance payments to the customers.

Note 20. Tax payables

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|-----------------------|--------------|------------|
| Value Added Tax | 1 888 | 676 |
| Employer’s taxes | 176 | 123 |
| CIT | 476 | 24 |
| Other taxes | 22 | 10 |
| Total | 2 562 | 833 |

The increase in tax payables, including VAT and corporate income tax, is mainly driven by real estate sales activity in the Group’s Lithuanian development project (City Villas and residential - commercial building), with transactions completed towards the end of the reporting period and the resulting taxable profit giving rise to corporate income tax.

Note 21. Loans and overdrafts

| Borrower | Creditor | Loan balance | | Maturity |
|-----------------------------------|-----------------|-----------------------|---------------|------------|
| | | in thousands of euros | | |
| | | 31.12.2025 | 31.12.2024 | |
| OÜ Kindrali Majad | AS LHV Pank | 4 651 | 1 824 | 18.04.2028 |
| OÜ Kalaranna Kvartal | AS LHV Pank | 10 000 | 15 104 | 25.07.2028 |
| PK Hotel Management Services GmbH | Sparkasse | 281 | 343 | 30.06.2030 |
| PK Invest UAB | Artea Bankas | 8 066 | 500 | 31.08.2027 |
| SIA "BM Kliversala" | BluOr Bank | 554 | 0 | 05.12.2030 |
| Preatoni Nuda Proprietà S.r.l | Other creditors | 745 | 745 | 2026-2030 |
| Total | | 24 297 | 18 516 | |

Bank loans mainly relate to development activities. Exceptions include a loan from Sparkasse to the Group's German hotel, obtained under COVID-19 support measures and a loan related to Kalaranna, which was raised to finance the Group's general operations. The Kalaranna loan is secured by apartment units in the Kalaranna District, with repayment expected to commence once the remaining unsold apartment area reaches 2,800 m².

The total interest cost on loans for the reporting period was EUR 0.4 million (2024: EUR 0.3 million).

Current loans are described in Note 16, non-current loans in Note 18, collaterals of the loans in Note 23 and finance costs in Note 29.

Note 22. Secured and unsecured non-convertible bonds

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|--|---------------|---------------|
| Current secured non-convertible debt | 11 414 | 6 112 |
| Current unsecured non-convertible debt | 8 554 | 354 |
| Non-current secured non-convertible debt | 0 | 15 560 |
| Non-current unsecured non-convertible debt | 0 | 8 130 |
| Total | 19 968 | 30 156 |

Unsecured and secured non-convertible bonds

| Registration date of bonds issued | February 2020 (secured) | August 2020 – January 2021 (unsecured) |
|------------------------------------|----------------------------|--|
| Number of bonds | 285 | 3 459 081 |
| Issue price per bond | 100 000 EUR | 2.80 EUR |
| Total nominal value, in euros | 28 500 000 | 9 685 427 |
| Annual return (%) from issue price | 8% | 8% |
| Interest payment | Twice a year | Twice a year |
| Redemption date | 20 February 2024 | 31 October 2024 |
| New terms | | |
| Number of bonds | 285 | 3 459 081 |
| Nominal price per bond | 37 000 EUR | 2.38 EUR |
| Total nominal value, in euros | 10 545 000 | 8 232 613 |
| Annual return (%) from issue price | 11% | 9% |
| Interest payment | Twice a year | Twice a year |
| Redemption date | 20 February 2028 | 31 October 2026 |

A total of 3,459,081 unsecured non-convertible bonds with an aggregate nominal value of EUR 9.7 million were issued during the period from August 2020 to January 2021 and have been listed on the Nasdaq Tallinn Bond List since 27 January 2021. The bonds initially bore a fixed annual interest rate of 8% and had an original maturity in October 2024.

In October 2024, the redemption date was extended by 2+2 years, resulting in a new maturity date of 31 October 2026, with an option for the Group to unilaterally extend the maturity further to 31 October 2028, subject to a respective announcement via Nasdaq Tallinn.

On 31 October 2024, the Group partially redeemed EUR 1.5 million, representing 15% of the nominal value of each bond. As of 1 November 2024, the outstanding bonds bear an annual interest rate of 9%, with a remaining total nominal value of EUR 8.2 million.

The carrying amount of the unsecured non-convertible bonds as at 31 December 2025 amounted to EUR 8.6 million, including nominal value, refinancing costs and accrued interest (31 December 2024: EUR 8.5 million).

| | 2025 | 2024 |
|---|--------------|--------------|
| Number of unsecured bonds | | |
| Number of unsecured non-convertible bonds at the beginning of the period | 3 459 081 | 3 459 081 |
| Number of unsecured non-convertible bonds at the end of the period | 3 459 081 | 3 459 081 |
| in thousands of euros | | |
| Nominal value of unsecured bonds at the beginning of the period | 8 233 | 9 685 |
| Nominal value of unsecured bonds at the end of the period | 8 233 | 8 233 |
| Current portion of liabilities at the end of the reporting period in nominal value | 8 233 | 0 |
| Non-current portion of liabilities at the end of the reporting period in nominal value | 0 | 8 233 |

A total of 285 senior secured non-convertible bonds with an aggregate nominal value of EUR 28.5 million were issued in February 2020. The bonds initially bore a fixed annual interest rate of 8% and had an original maturity in February 2024.

In 2024, the terms and conditions of the bonds were amended, including changes to the maturity date and interest rate. In connection with the amendment, the Group partially redeemed EUR 8.6 million of the bonds on 5 February 2024 by reducing the outstanding amount of each bond on a pro rata basis at a price equal to 100% of the nominal amount, together with accrued but unpaid interest. As of 21 February 2024, the outstanding bonds bear an annual interest rate of 11% and are due on 20 February 2028. In accordance with IFRS 9, the change in the interest rate and maturity date was accounted for as a modification of the financial liability, resulting in the recognition of a modification loss of EUR 1.4 million in profit or loss as a finance cost.

On 20 August 2025, the Group further partially redeemed EUR 9.405 million of the bonds by reducing the outstanding amount of each bond on a pro rata basis at a price equal to 100% of the nominal amount, together with accrued but unpaid interest. Following the repayment, the total outstanding nominal amount of the bonds decreased from EUR 19.950 million to EUR 10.545 million.

A breach of the terms and conditions of the secured bonds occurred as at 31 December 2025 due to the subsidiary exceeding the permitted threshold. The breach was remedied on 26 March 2026 through a partial repayment of the subsidiary's inventory loan. The breach was technical in nature and did not result in any acceleration of the bonds or cash outflows.

Under the terms and conditions of the secured bonds, the Group is required to comply with a maintenance covenant requiring the equity-to-assets ratio to exceed 35%. The equity ratio was 51% as at 31 December 2025.

The carrying amount of the secured non-convertible bonds as at 31 December 2025 amounted to EUR 11.4 million, including nominal value, accrued interest and the modification loss recognised in accordance with IFRS 9 (31 December 2024: EUR 21.7 million).

| Number of secured bonds | 2025 | 2024 |
|--|------|------|
| Number of secured bonds at the beginning of the period | 285 | 285 |
| Number of secured bonds at the end of the period | 285 | 285 |

| in thousands of euros | 2025 | 2024 |
|---|---------------|---------------|
| Nominal value of secured bonds at the beginning of the period | 19 950 | 28 500 |
| Nominal value of secured bonds at the end of the period | 10 545 | 19 950 |
| Current portion of liabilities at the end of the reporting period in nominal value | 10 545 | 5 000 |
| Non-current portion of liabilities at the end of the reporting period in nominal value | 0 | 14 950 |

Note 23. Collaterals and pledged assets

AS Pro Kapital Grupp has pledged in favour of Nordic Trustee & Agency AB the shares of all its subsidiaries. The pledges have been set to guarantee the secured non-convertible bonds issued in February 2020 in total amount of EUR 28.5 million. The total value of pledged shares is EUR 63.3 million (total nominal value of share capital of subsidiaries). In addition to share pledges, the Group bank account held with LHV Bank is pledged. The cash balance in LHV Pank pledged accounts was EUR 14 thousand on 31 December 2025 (EUR 14 thousand at the end of

2024 in LHV Pank). As of reporting date the development loans related to Kalaranna District, Uus-Kindrali, Blue Marine and Šaltinių Namai are secured by pledged inventory with total value of EUR 49.4 million.

Note 24. Share capital and reserves

Share capital

Owners of AS Pro Kapital Grupp ordinary shares have the right to receive dividends, in case these are announced, and to participate in voting at general shareholders' meetings of the entity with one vote per share. The Company has not issued any preference shares.

On 31 December 2025 and on 31 December 2024 the share capital in the amount of EUR 11.3 million consisted of 56 687 954 ordinary shares at a nominal value of EUR 0.20 per share. All shares have been paid for in full.

According to the articles of association effective on 31 December 2025, the minimum share capital amounts to EUR 6 million, whereas maximum share capital amounts to EUR 24 million.

The share premium reserve EUR 6 million represents the amount received by the Group from the issuance of shares above their nominal value, net of any transaction costs directly attributable to the issue of new shares. In accordance with Estonian legislation and the Company's Articles of Association, the share premium reserve is not available for distribution as dividends and may be used only in circumstances permitted by law, such as for increasing share capital or covering losses.

Reserves

In accordance with the resolution adopted at the Annual General Meeting of shareholders on 17 June 2025, the loss for 2024 was allocated to retained earnings.

Statutory legal reserve of the Company is recorded based on the requirements of the Estonian Commercial Code § 336 and was comprised of the provisions made from the net profit. The statutory legal reserve as at 31 December 2025 amounted to EUR 1.1 million (2024: EUR 1.1 million).

Revaluation surplus results from application of revaluation model to property, plant and equipment (specifically land and buildings) under IAS 16 "Property, Plant and Equipment". Revaluation surplus as at 31 December 2025 is EUR 2.3 million (2024: EUR 2.0 million).

Note 25. Revenue

| Segment revenue (Note 8) | | |
|---|---------------|---------------|
| in thousands of euros | 2025 | 2024 |
| Revenue from contracts with customers | | |
| Revenue from sale of real estate | 45 352 | 10 679 |
| Hotel operating revenue | 6 072 | 6 046 |
| Revenue from brokerage commissions on real estate sales | 1 062 | 704 |
| Revenue from maintenance and other services | 543 | 514 |
| Total revenue from contracts with customers | 53 029 | 17 943 |
| Rental income | 133 | 215 |
| Total | 53 162 | 18 158 |

| Timing of revenue recognition | | |
|---|---------------|---------------|
| in thousands of euros | 2025 | 2024 |
| At a point in time | | |
| Revenue from sale of real estate | 45 352 | 10 679 |
| Revenue from brokerage commissions on real estate sales | 1 062 | 704 |
| Revenue from other services | 73 | 22 |
| Total revenue recognised at a point in time | 46 487 | 11 405 |
| Over time | | |
| Hotel operating revenue | 6 072 | 6 046 |
| Revenue from maintenance fees | 470 | 492 |
| Total revenue recognised over time | 6 542 | 6 538 |
| Rental income | 133 | 215 |
| Total | 53 162 | 18 158 |

Revenue from the sale of real estate increased in 2025 compared with the previous year, primarily driven by the handover of completed apartments in the Kalaranna District and the Uus-Kindrali project in Tallinn, as well as by the handover of residential units in the City Villas and residential-commercial development in Vilnius. By comparison, revenue in 2024 remained at a lower level, as apartment handovers in the Kalaranna District commenced only in December 2024 and, for most of the year, sales were largely limited to a small number of remaining inventory units in Latvia and Lithuania.

Customer advances decrease when developments are completed, real right agreements are signed, and real estate have been handed over to the customers and is the point in time when the Group is entitled for consideration and revenue from sale of real estate is recognised. Revenue from brokerage commissions on real estate sales increased in 2025 compared with the previous year. However, as the Group entered this segment only at the end of the first quarter of 2024, the comparative figures for 2024 reflect activity only from April to December and are therefore not fully comparable.

Note 26. Cost of sales

Split by activities

| in thousands of euros | 2025 | 2024 |
|--|---------------|---------------|
| Cost of real estate sold | 29 382 | 7 879 |
| Cost of providing rental services | 13 | 14 |
| Cost of hotel operations | 4 337 | 4 252 |
| Cost of maintenance and other services | 635 | 590 |
| Total | 34 367 | 12 735 |

Split by type

| in thousands of euros | 2025 | 2024 |
|--|---------------|---------------|
| Personnel expenses | 2 198 | 1 904 |
| Depreciation and amortiation charge | 1 475 | 1 224 |
| Inventory write-off | 0 | 20 |
| Other | 30 694 | 9 587 |
| <i>Incl cost of real estate sold</i> | 27 118 | 6 274 |
| <i>Incl maintenance services purchased</i> | 259 | 264 |
| <i>Incl supplies costs</i> | 2 945 | 2 547 |
| <i>Incl commissions and service fees</i> | 328 | 497 |
| <i>Incl other</i> | 44 | 5 |
| Total | 34 367 | 12 735 |

Note 27. Marketing and administrative expenses

Marketing expenses

| in thousands of euros | 2025 | 2024 |
|-----------------------|--------------|--------------|
| Personnel expenses | 378 | 399 |
| Advertising | 461 | 420 |
| Other | 374 | 317 |
| Total | 1 213 | 1 136 |

Administrative expenses

| in thousands of euros | 2025 | 2024 |
|--------------------------------------|--------------|--------------|
| Personnel expenses | 3 017 | 2 919 |
| Consulting fees | 1 214 | 1 038 |
| Depreciation and amortisation charge | 211 | 221 |
| Land and real estate taxes | 220 | 285 |
| Bank and exchanges fees | 119 | 109 |
| Maintenance of own properties | 239 | 172 |
| Office and software | 256 | 215 |
| Other | 383 | 334 |
| Total | 5 659 | 5 293 |

Consulting fees include fee payable to Ernst & Young Baltic AS for the audit of the Group in the total amount of EUR 188 thousand (net of VAT). The amount also includes partial audit-related expenses attributable to 2024.

As at the end of 2025 the number of employees in the Group was 102 (2024: 96) and total personnel cost (included in cost of sales, marketing and administrative costs) in 2025 were EUR 5.7 million comparing to EUR 5.3 million in 2024.

Note 28. Other operating income and expenses

Other income

| in thousands of euros | 2025 | 2024 |
|---|--------------|--------------|
| Fines collected | 99 | 0 |
| Net gain from fair value adjustments | 3 467 | 1 130 |
| <i>From investment property (Note 14)</i> | 3 467 | 1 130 |
| Other | 258 | 34 |
| Total | 3 824 | 1 164 |

Other expenses

| in thousands of euros | 2025 | 2024 |
|---|--------------|-----------|
| Fines and penalties paid | 39 | 10 |
| Loss from write off of non-current assets | 0 | 16 |
| Loss from goodwill impairment (Note 6) | 863 | 0 |
| Other | 112 | 9 |
| Total | 1 014 | 35 |

Note 29. Finance income and cost

Finance income

| in thousands of euros | 2025 | 2024 |
|-----------------------|-----------|------------|
| Interest income | 40 | 123 |
| Total | 40 | 123 |

Finance cost

| in thousands of euros | 2025 | 2024 |
|--|--------------|--------------|
| Interest expenses: | 2 580 | 2 816 |
| <i>Interest expenses of the bonds</i> | 2 126 | 2 742 |
| <i>Interest expenses of loans and overdrafts</i> | 434 | 52 |
| <i>Interest expenses on leases</i> | 20 | 22 |
| Modification cost | 0 | 1 413 |
| Other financial expenses | 35 | 47 |
| Total | 2 615 | 4 276 |

Note 30. Income tax

| Rates of statutory corporate income tax | 2025 | 2024 |
|---|-------|-------|
| Estonia | 22.0% | 22.0% |
| Latvia | 20.0% | 20.0% |
| Lithuania | 16.0% | 15.0% |
| Germany | 30.0% | 30.0% |
| Italy | 27.9% | 27.9% |

According to Income Tax Acts in Estonia and Latvia net profit is not taxed until distribution.

Income tax expense in unconsolidated reports

| 2025 in thousands of euros | Estonia | Latvia | Lithuania | Germany | Italy | Total |
|---|-----------|-----------|------------|-----------|------------|------------|
| Profit/-loss before taxation (unconsolidated) | 10 643 | -1 131 | 2 793 | 185 | 82 | 12 572 |
| Income tax, statutory rate | 0 | 0 | 465 | 56 | 13 | 534 |
| Non-deductible expenses | 0 | 0 | 2 | 0 | 0 | 2 |
| Tax loss utilised | 0 | 0 | -2 | -56 | 0 | -58 |
| Reversals | 0 | 0 | 0 | 0 | 0 | 0 |
| Total income tax expense | 0 | 0 | 465 | 0 | 13 | 478 |
| Effective income tax rate | 0% | 0% | 17% | 0% | 16% | 4% |

| 2024 in thousands of euros | Estonia | Latvia | Lithuania | Germany | Italy | Total |
|---|-----------|-----------|------------|-----------|------------|-----------|
| Profit/-loss before taxation (unconsolidated) | -3 097 | 458 | 221 | 284 | 25 | -2 109 |
| Income tax, statutory rate | 0 | 0 | 33 | 85 | 9 | 127 |
| Non-deductible expenses | 0 | 0 | 8 | 0 | 0 | 8 |
| Non-taxable income and tax incentive | 0 | 0 | -4 | 0 | 0 | -4 |
| Tax loss utilised | 0 | 0 | -57 | -85 | 0 | -142 |
| Reversals | 0 | 0 | 45 | 0 | 0 | 45 |
| Total income tax expense | 0 | 0 | 25 | 0 | 9 | 34 |
| Effective income tax rate | 0% | 0% | 11% | 0% | 36% | 0% |

Income tax expense in consolidated report

| in thousands of euros | 2025 | 2024 |
|--------------------------------------|------------|-------------|
| Profit/-loss before income tax | 12 158 | -4 030 |
| Adjustments to estimated income tax: | | |
| Income tax, statutory rate | 533 | 42 |
| Non-deductible expenses (+) | 2 | 8 |
| Non-taxable income and tax incentive | 0 | -4 |
| Tax loss utilised | -58 | -57 |
| Reversal of tax loss carry forwards | 0 | 45 |
| Current income tax expense | 478 | 34 |
| Deferred income tax expense/-income | -361 | -189 |
| Total income tax expense | 117 | -155 |
| Effective income tax rate | 0,9% | N/A |
| Income tax paid | 0 | 1 |

Deferred income tax liability (net) movements

| in thousands of euros | Accelerated tax depreciation | Deferred development cost | Revaluation of assets | Deferred tax losses | Total |
|---|------------------------------------|---------------------------------|--------------------------|---------------------------|--------------|
| 31.12.2023 | 0 | 700 | 430 | 0 | 1 130 |
| Effect on income statement: | | | | | |
| Impact on the statement of profit or loss and other comprehensive income | 0 | 26 | 28 | 0 | 54 |
| Income tax effect of business combinations during reporting period | 0 | 0 | 732 | 0 | 732 |
| Impact on equity | 0 | 0 | 115 | 0 | 115 |
| 31.12.2024 | 0 | 726 | 1 305 | 0 | 2 031 |
| Effect on income statement: | | | | | |
| Impact on the statement of profit or loss and other comprehensive income | 0 | -39 | -322 | 0 | -361 |
| Impact on equity | 0 | 0 | 143 | 0 | 143 |
| 31.12.2025 | 0 | 687 | 1 126 | 0 | 1 813 |

In accordance with IAS 12 Income Taxes, income tax expense and reclaims recognised during the reporting period include the reversal of deferred tax related to the amortisation of intangible assets identified and recognised as part of a business combination in 2024, which are amortised over a three-year useful life. The deferred tax reversal recognised in 2025 amounted to EUR 325 thousand.

The deferred tax liability was initially recognised in 2024 as part of the business combination, in relation to the fair value adjustment of identifiable intangible assets. This recognition reflects temporary differences arising between the accounting carrying amounts and the corresponding tax bases of these assets.

The fair value amount subject to deferred tax totalled EUR 3,497 thousand and, applying an applicable tax rate of 27.9% (IRES 24% and IRAP 3.9%), resulted in a deferred tax liability of EUR 976 thousand (Note 6).

Deferred income tax balances

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|-------------------------------|--------------|--------------|
| Deferred income tax liability | 1 813 | 2 031 |
| Total | 1 813 | 2 031 |

The Group's retained earnings and maximum possible amount of corporate income tax (CIT) obligation were as follows:

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|----------------------------------|---------------|---------------|
| Group's retained earnings | 42 691 | 30 523 |
| Estonian tax rate applicable | 22% | 22% |
| Contingent CIT obligation | 9 392 | 6 715 |
| Maximum net dividend | 33 299 | 23 808 |

The calculation of maximum possible income tax liability is based on the assumption that the sum of distributable net dividends and the income tax expense which occurs on distribution of dividends cannot exceed total retained earnings as at 31 December 2025 and 31 December 2024.

The Group has received dividends from its subsidiary Pro Kapital Latvia PJSC, which is the resident and taxable person in the Republic of Latvia. As at 31 December 2025 the Company has potential opportunity (in case of retained earnings) to pay dividends that are not taxable with income tax in amount of EUR 44.2 million (31 December 2024: EUR 44.2 million). The Company has also the potential opportunity to distribute paid in capital in the total amount of EUR 78.4 million without income tax applied. The total maximum possible income tax amount that could be considered as contingent asset is EUR 34.6 million.

Note 31. Earnings per share

Earnings per share are calculated by dividing the net profit/-loss for the period with the weighted average number of shares in the period:

Average number of shares:

| | | | |
|----------------|-----------------------|------------------------|-------------|
| For the period | 01.01.2025-31.12.2025 | (56 687 954 x 365/365) | =56 687 954 |
| For the period | 01.01.2024-31.12.2024 | (56 687 954 x 366/366) | =56 687 954 |

Indicative earnings per share from continuing operations:

| | |
|------|---|
| 2025 | EUR 12 314 thousand/ 56 687 954 = EUR 0.22 |
| 2024 | EUR -3 675 thousand/ 56 687 954 = EUR -0.06 |

Note 32. Transactions and balances with related parties

Balances and transactions between the parent and its subsidiaries have been eliminated within consolidation and are not disclosed in this Note. Details of transactions between the Group and other related parties are disclosed below.

Transactions with related parties are considered to be transactions with shareholders, members of the Supervisory Council and the Management Board (defined as “key management personnel”), their immediate families and the companies in which they hold control or have significant influence.

Transactions with related parties

| in thousands of euros | 2025 | 2024 |
|---|------|------|
| Significant owners and owner-related companies: | | |
| Sales of goods/ services | 2 | 9 |
| Administrative expenses | 512 | 456 |
| Payments for subsidiaries | 0 | 500 |
| Members of the Management Board and Council | | |
| Sales of goods | 824 | 0 |
| Salaries and bonuses paid to management* | 632 | 615 |

*Including remuneration paid to supervisory council and management board members of all subsidiaries, not only Group management remuneration as stated in the Management Remuneration Report.

Receivables and payables from/to related parties

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|--|------------|------------|
| Short-term receivables | | |
| To significant owner-related companies | 1 | 0 |
| Total | 1 | 0 |
| Short term payables | | |
| To significant owner-related company | 8 | 0 |
| Loans | | |
| To significant owner-related company | 745 | 745 |
| Total | 753 | 745 |

The Group has provided loans to related parties within consolidation group at rates comparable to the average commercial rate of interest. The loans to related parties have no collaterals.

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received.

| Holdings in the Company | 31.12.2025 | 31.12.2024 |
|---|------------|------------|
| Significant owner and owner related companies | 49.62% | 49.62% |
| Members of the Council and individuals related them | 0.00% | 0.00% |
| Members of the Board and individuals related them | 0.00% | 0.00% |

As of 30 December 2023, the shares controlled by Ernesto Preatoni and his affiliates were transferred to SA Preatoni Group. Ernesto Preatoni remains the ultimate beneficial owner of the shares, which continue to be held through the same nominee accounts.

Although the shareholding in AS Pro Kapital Grupp is less than 50%, the French company – SA Preatoni Group – consolidates the reporting group and is therefore considered the ultimate parent of AS Pro Kapital Grupp. At the beginning of 2025 SA PREATONI Group, which owns 49.62% of Pro Kapital shares, announced the listing of its shares on the Euronext Access+ Paris segment through a technical admission. The first trading day for PREATONI Group shares (ISIN: FR001400WXE7) was 12 February 2025.

Note 33. Risk management

The business of the Group involves business risk and several financial risks: market risk (interest and currency risk), credit risk and liquidity risk. It is aimed to minimize the negative impact of these risks to the Group's financial results with the risk management. The main purpose of the risk management is to assure the retention of Group's equity and to carry Group activities as a going concern.

Financial risks

Financial assets

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|-------------------------|---------------|--------------|
| Cash and bank balances | 5 143 | 4 344 |
| Current receivables | 5 645 | 822 |
| Non-current receivables | 324 | 317 |
| Total | 11 112 | 5 483 |

Financial assets include cash and bank balances and short-term and long-term receivables.

Financial liabilities

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|-----------------------|---------------|---------------|
| Current debt | 30 046 | 21 893 |
| Current payables | 5 447 | 5 600 |
| Non-current debt | 15 053 | 27 350 |
| Non-current payables | 8 | 6 |
| Total | 50 554 | 54 849 |

Financial liabilities include loans, non-convertible bonds, payables to suppliers. Financial liabilities of the Group belong to category other financial liabilities at amortised cost.

Interest risk

Interest risk is referring to potentially higher financing costs due to possible change of interest rate. The Group is exposed to interest rate risk when entities in the Group borrow funds at floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings. In general, the interest rates of loans raised by the entities belonging to the Group are fixed through Euribor plus a risk margin. Interest risk appears from Euribor and the volatility of the average market interest rates which affect the Group's interest expenses.

The breakdown of interest-bearing financial debt is as follows:

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|--|------------|------------|
| Fixed rate liabilities | 21 193 | 30 730 |
| Variable rate liabilities (12+ months) | 22 716 | 17 428 |

As of the end of 2025, the Group has an interest rate risk related to Euribor, but since Euribor is in a downward trend, the actual risk is already lower. On new developments the Group evaluates interest risk according to loan obligations and market situation and adopts interest rate risk mitigation measures as needed.

Sensitivity Analysis of Interest Rate Risk

As of 31 December 2025, the Group had EUR 22,716 thousand (2024: EUR 17,428 thousand) in interest-bearing borrowings with floating interest rates. A reasonably possible change in the Euribor rate is considered to be +/-0.5 percentage point, reflecting current market expectations of moderate short-term movements. Such a change would impact the Group's profit before tax by approximately EUR ±112 thousand (2024: EUR ±87 thousand).

This sensitivity analysis is based on the floating rate debt outstanding at 31 December 2025. As the Group's financing is project-based, interest rate exposure may fluctuate throughout the year due to construction loan drawdowns and repayments. The analysis assumes no changes in loan balances or structure and no use of hedging instruments. The impact is presented before tax and includes only changes in interest expense. The methods and assumptions applied are consistent with those used in the previous reporting period.

Cash in banks also bear interest risk, especially due to negative rates and possible flooring. As at 31 December 2025 the Group had EUR 5.1 million on bank accounts (31 December 2024: EUR 4.3 million). Due to higher Euribor rates, the Group do not foresee any risks coming from negative interest rates in 2026 despite of the falling trend of Euribor rates.

Currency risk

Currency risk is a form of risk that arises from the change in price of one currency against another. Entities belonging to the Group perform transactions in currency applicable in the resident country, currency risk arises in case of exchange currency transactions, which are performed with currencies not related to euro. To ground the currency risk, all the relevant contracts in the Group are signed in euro or in currencies related to euro. Thus, the main

currency risk is related with devaluation of currencies related to euro, against which the Group is not protected.

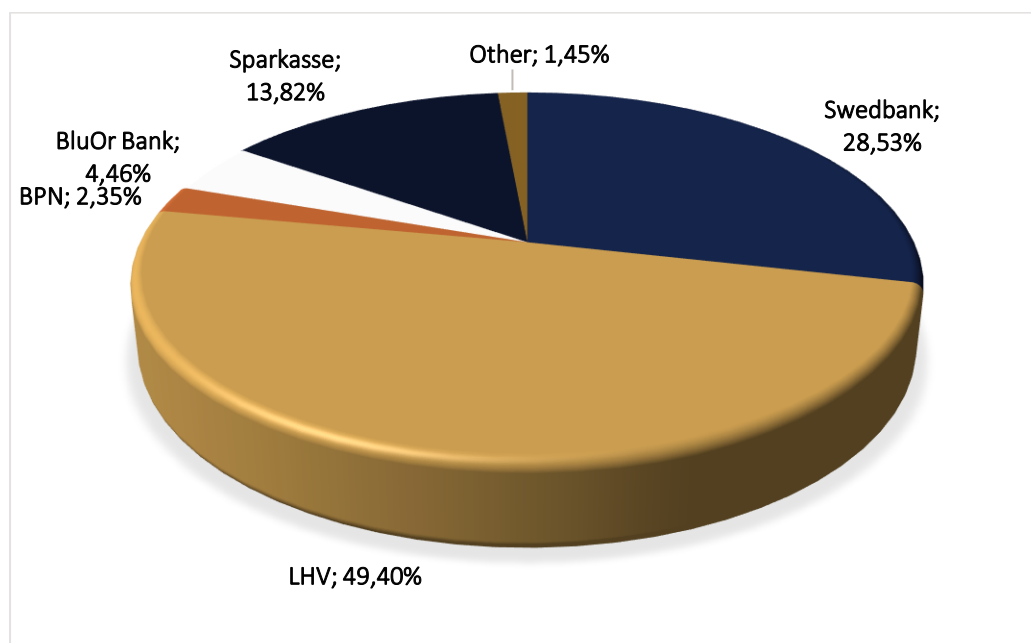
Due to the fact that Group's liabilities are all in euro and majority of Group's income comes from euro-based contracts, the Group's management estimates that it has limited exposure to foreign currency risk.

Credit risk

The Credit risk expresses potential loss that occurs, when counterparty does not fulfil their contractual obligations to the Group resulting in financial loss.

In general, the sales of real estate are secured with clients' prepayments. In case of sales of the real estate under the instalment plan, the creditworthiness of each client is analysed separately. The ownership of the sales object remains to the Group entities until the client has settled all debt. In extremely rare cases, the ownership may be transferred to the buyer before final settlement. In such cases, a mortgage is established in favour of the Group entity to secure the outstanding debt. There were no such cases in 2025, and the same applies to 2024.

Also, cash accounts with the banks are subjects to the credit risk. The Group has narrowed the risk by having its assets in different high ratings assigned banks. As at 31 December 2025 the Group is holding assets in the following banks: LHV Pank, Swedbank, DNB Bank, Luminor Bank, BPN Bank, Artea Bankas, Volksbank and Sparkasse. Cash on accounts in the banks as at 31 December 2025 was distributed as follows:



Liquidity risk

Liquidity risk expresses the potential risk that if the Group's financial condition will change, the Group's ability to settle its liabilities on time will degrade. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by constantly monitoring cash flow forecasts and actual cash balances, and by matching the maturity profiles

of financial assets and liabilities. As at 31 December 2025 the working capital of the Group is positive, and current ratio is 1.6 (as at 31 December 2024: 1.6).

Financial liabilities of the Group by due dates:

| in thousands of euros | 31.12.2025 | Repayment of liabilities | | | 31.12.2024 | Repayment of liabilities | | |
|---------------------------------|---------------|--------------------------|------------------|---------------|---------------|--------------------------|------------------|---------------|
| | | Within 1 year | Within 2-5 years | After 5 years | | Within 1 year | Within 2-5 years | After 5 years |
| Bank loans | 26 043 | 9 399 | 16 644 | 0 | 19 869 | 16 752 | 3 117 | 0 |
| Lease liabilities | 839 | 187 | 652 | 0 | 578 | 263 | 315 | 0 |
| Other loans | 782 | 782 | 0 | 0 | 779 | 527 | 252 | 0 |
| Unsecured non-convertible bonds | 8 974 | 8 974 | 0 | 0 | 9 591 | 741 | 8 850 | 0 |
| Secured non-convertible bonds | 10 964 | 10 964 | 0 | 0 | 26 691 | 7 195 | 19 496 | 0 |
| Trade payables | 3 702 | 3 702 | 0 | 0 | 4 405 | 4 405 | 0 | 0 |
| Other debt | 12 362 | 10 311 | 2 051 | 0 | 18 294 | 16 075 | 2 219 | 0 |
| Total | 63 666 | 44 319 | 19 347 | 0 | 80 207 | 45 958 | 34 249 | 0 |

Financial liabilities carrying interests include accumulated interest amounts until repayment. Other debt includes current payables, tax liabilities, short term provisions and customer advances.

Short-term liabilities of the Group (loans and bonds) by due dates:

| in thousands of euros | 31.12.2025 | Repayment of liabilities | | | 31.12.2024 | Repayment of liabilities | | |
|---|---------------|--------------------------|------------|---------------|---------------|--------------------------|--------------|---------------|
| | | Within 1 month | 2-3 months | 4-12 months | | Within 1 month | 2-3 months | 4-12 months |
| Loans | 10 181 | 0 | 16 | 10 165 | 17 279 | 0 | 16 | 17 000 |
| Lease liabilities | 187 | 16 | 32 | 139 | 263 | 22 | 44 | 197 |
| Secured and unsecured non-convertible bonds | 19 938 | 11 335 | 0 | 8 603 | 7 936 | 371 | 1 097 | 6 467 |
| Total | 30 306 | 11 351 | 48 | 18 907 | 25 478 | 393 | 1 157 | 23 664 |

Financial liabilities carrying interests include accumulated interest amounts until repayment.

Fair value

Based on the estimates of the Group's management, book value of the financial assets and liabilities does not differ significantly from their fair value.

Fair value of interest-bearing receivables and liabilities is not considered to be significantly different from their book value, because the interest rates fixed by the contracts underlying the corresponding receivables and liabilities do not significantly differ from the effective market interest rates.

Capital risk management

The purpose of capital risk management is to provide the Group's sustainability and to ensure profit for the shareholders through optimal structure of capital. The Group uses debt and equity instruments for financing business activities, and it monitors percentage of equity to total assets in designing its financial structure and in assessment of risk.

| | 31.12.2025 | 31.12.2024 |
|------------------------|------------|------------|
| Equity to total assets | 50.9% | 43.1% |
| Debt to total assets | 49.1% | 56.9% |
| Long-term debt level | 13.7% | 24.9% |

The Group strives to pursue conservative financing policy. The goal is to use external financing so as to avoid interest and loan covenant related risk during low economic periods and to have sufficient additional external financing capacity in case attractive business opportunities occur. The Group seeks to maintain such long-term debt levels that are in reasonable proportion to growth in operations and which preserve the Group's credit standing.

Long-term financing is planned and obtained on project-by-project basis. Prior to application for external finance a company constructs budget for the project in question, performs sensitivity analysis. When applying for external financing, company carefully considers the effect such additional financing may have on its debt/equity ratio, gearing ratio and NPV of the project. Additional borrowing conditions in face of loan/financial covenants, as well as interest rate risks are taken into consideration. If any special conditions are set in external financing agreement (rental income, ratio of rented/vacant space, etc.), company seeks to meet them yet before the agreement is signed. Generally, the Group's policy is to finance its assets and operating requirements in the currency of the country/currency zone concerned, in order to create a natural hedge and avoid any currency risk.

Long-term partners are preferred for external financing, given their offers are most favourable. Long-term loans are to be approved by the Company's Council prior to the assumption of loan obligations. Short term overdrafts may be used to smooth out the seasonality of company's business and to maintain cash balances that are adequate for operating levels. Short term financing partners are usually those through whom everyday banking operations of a company are carried out.

Estonian Commercial Code §301 establish a restriction to the level of mandatory equity level: total equity shall not be less than ½ of registered share capital. Under the Estonian Accounting Act such a compliance assessment is made based on the adjusted unconsolidated equity of the Company. The adjusted unconsolidated equity equals unconsolidated equity of the Company less book values of investments into subsidiaries measured at cost less impairment plus the amount of investments into subsidiaries measured under the equity method of accounting. As disclosed in Note 35 to these consolidated financial statements, the Group has been in compliance with such an equity restriction as at 31 December 2025 and 31 December 2024.

Note 34. Lawsuits

To bring out better the events which might have material financial effect on the AS Pro Kapital Grupp and its share price and not to burden the reporting with minor litigation issues, the Group has set the policy to disclose in its reporting pending court litigation disputes involving the Group and its subsidiaries which might have material financial effect on the Group and its share price. As per the policy, all disputes which might have financial effect of at least EUR 100,000 (at once or during the period of one financial year) are disclosed in the report.

1. AS Pro Kapital Eesti, a subsidiary of AS Pro Kapital Grupp, (hereinafter also referred to as the Company) continues to be in litigation with the Land Board concerning the cadastral unit with the address Kalasadama 3, Tallinn, with 100% purpose of land under water, and the litigation relates to a claim for compensation. AS Pro Kapital Eesti is of the opinion that it has unjustly paid a portion of the purchase price and land tax from this cadastral unit. The Company is claiming from the state compensation of EUR 192,338 of land tax paid in excess during 1 January 2004-31 December 2018 as well as that the state compensate EUR 681,816 of the purchase price overpaid by the Company for that portion of land (including notary and state fees paid in excess = 675,546 + 2,034 + 4,236), hence the claim for compensation amounting to EUR 874 154 in total in the principal sum plus EUR 1,176,261.55 of interest in arrears.

AS Pro Kapital Eesti proposed to end the dispute with a settlement, which was not accepted by the other party, so the litigation continues. In this litigation, an expert's report has been ordered to determine the damage related to the acquisition of the property.

By its decision of 27 February 2024, the Administrative Court partially upheld the appeal of AS Pro Kapital Eesti, i.e. ordered the Land Board to pay AS Pro Kapital Eesti EUR 353,236 in damages for the overpaid land tax, of which the principal claim is EUR 191,973 and default interest EUR 161,263, and dismissed the appeal as regards the claim for damages related to the purchase of the property.

On 26 June 2024, the Land Board filed an appeal against the decision of the Tallinn Administrative Court of 27 May 2024, in which it contests the decision of the Administrative Court to the extent that the appeal was upheld, i.e. with regard to the land tax, and asks for a new decision dismissing the appeal of AS Pro Kapital Eesti in its entirety. AS Pro Kapital Eesti in turn filed a counter-appeal on 11 July 2024 to the Tallinn Circuit Court against the decision of the Tallinn Administrative Court of 27 May 2024, in which it contests the decision to the extent that the appeal of AS Pro Kapital Eesti for compensation for damages, i.e. compensation for the costs related to the purchase of the property was rejected.

The Tallinn Circuit Court, by its order of 13 August 2024, has decided to open the procedure both the appeal of the Land Board and the cross-appeal of AS Pro Kapital Eesti against the decision of the Tallinn Administrative Court of 27 May 2024. The Land-Board and AS Pro Kapital Eesti have submitted their submissions to the circuit court and the parties are awaiting further proceedings. At the moment, the case is pending before the Tallinn Circuit Court and the Circuit Court has still not yet decided whether it will

hear the appeals at a hearing or by written procedure, nor has it set any deadlines for the proceedings.

2. Main contractor of one of the developments of Pro Kapital, AS Oma Ehitaja, has started legal proceedings against OÜ Marsi Elu, a subsidiary of AS Tondi Kvartal (which is fully owned by AS Pro Kapital Eesti). Contractor has filed the claim to court wanting to identify that Pro Kapital subsidiary does not have any penalty claims against the contractor and alternatively asks the court to reduce the penalty claims and seeks the payment of the balance of the invoices. Pro Kapital subsidiary is of opinion that contractor claim is baseless, the penalty claims are in accordance with the contract, are justified due to long delay in the completion of the construction, the penalty claims have already been reduced, and the balance of the invoices has been paid via set-off with the penalty claim. The litigation still continues. Pro Kapital is of opinion that this court case does not have any substantial negative impact on financial results of the Group. The construction invoices in question have been accounted for as costs of construction during construction already, thus any possible negative outcome of the court case will not increase the costs (except for the delay interest and court costs).

In addition, AS Oma Ehitaja has started another legal proceeding against OÜ Marsi Elu, claiming compensation for damages and additional interest from OÜ Marsi Elu. Oma Ehitaja claims that it has not been able to enter into construction contracts due to the fact that the limit of the bank guarantees of Oma Ehitaja is partially booked (in connection with the litigation referred to in the previous paragraph) and that Oma Ehitaja has therefore lost revenue. By its order of 14 February 2025, the Harju County Court decided to grant the application for suspending the proceedings of OÜ Marsi Elu and to suspend the proceedings until the entry into force of the final judgment in the case mentioned in the previous paragraph. AS Oma Ehitaja appealed against the order referred to in the previous sentence. The Tallinn Circuit Court, by its order of 24 March 2025, decided to dismiss the appeal against the order of AS Oma Ehitaja and to leave unchanged the order of 14 February 2025 of the Harju County Court.

On 20 August 2025, OÜ Marsi Elu AS filed a counterclaim against Oma Ehitaja, demanding contractual penalties and interest, but the court has not yet decided whether to hear the case. The counterclaim was filed to prevent the claims from becoming expired, including to collect OÜ Marsi Elu's contractual penalty claims and delay interest.

3. AS Pro Kapital Eesti filed a complaint with the administrative court, requesting that it be established that the size of the above-ground building right for the Ülemiste tee 5 property, as established by Tallinn City Council Decision No. 174 of 10 December 1998 (DP001910), is 42,801 m². The Tallinn Circuit Court satisfied the complaint with its decision of 30 May 2025, which entered into force on 22 December 2025, after the Supreme Court refused to proceed with the cassation appeal filed by the City of Tallinn.
4. The litigation with the City of Tallinn arising from the public interest acquisition procedure of Ülemiste tee T3, Ülemiste tee T4 and Ülemiste tee T6 properties owned by AS Pro Kapital Eesti. As the parties failed to reach an agreement on the prices of Ülemiste tee T3, Ülemiste tee T4 and Ülemiste tee T6 during the negotiations, the City of Tallinn has issued an expropriation decision for the acquisition of Ülemiste tee T3, Ülemiste tee T4 and Ülemiste tee T6. AS Pro Kapital Eesti has objected to the

expropriation decision (in particular the justification of the fair compensation awarded) before the Administrative Court, arguing that the fair compensation (including consequential damages) is higher than the amount awarded. The complaint by AS Pro Kapital Eesti was upheld by the court. The proceedings concerning AS Pro Kapital Eesti's appeal were suspended until the final resolution of the court dispute referred to in the previous point, i.e. clause 3. The court renewed the proceedings in January 2026. There is no court ruling in the dispute.

5. AS Pro Kapital Grupp (also referred to as “the Parent Company”), its Lithuanian subsidiary and one other company (not affiliated with Pro Kapital) and a private individual have been sued in Rome by two Italian citizens. According to the complainants, the alleged financial claim has passed to them by inheritance. AS Pro Kapital Grupp and its Lithuanian subsidiary deny any connection with the alleged claim as they have never had any contractual or non-contractual relations with the person whose claims are allegedly inherited. Parent Company and its Lithuanian subsidiary have lodged their statement of objections with the Rome Court. On 11 April 2024, the first hearing was held in Rome, but the court found that the claim was filed in the wrong department and the hearing had to be re-scheduled. A new hearing was held on 20 February 2025, where it was clarified that the settlement is excluded in the present proceedings and the procedure will therefore continue. The hearing was scheduled for 11 November 2025, but even then, no particular progress was achieved. The court proceedings are therefore currently ongoing, and the Rome court has still not resolved any preliminary issues.

Note 35. Supplementary disclosures on the parent

The financial information of the parent comprises separate primary statements of AS Pro Kapital Grupp statement of financial position, statement of income, statement of cash flows and statement of changes in equity), the disclosure of which is required by the Estonian Accounting Act. The primary financial statements of the parent have been prepared using the same accounting methods and measurement bases as those used for the preparation of the consolidated financial statements, except for subsidiaries which are reported at cost in the separate primary financial statements of the parent.

Statement of financial position

| in thousands of euros | 31.12.2025 | 31.12.2024 |
|--------------------------------------|-----------------|-----------------|
| ASSETS | | |
| Current assets | | |
| Cash | 63 | 356 |
| Current receivables | 6 879 | 6 537 |
| Total current assets | 6 942 | 6 893 |
| Non-current assets | | |
| Investments in subsidiaries | 33 251 | 35 002 |
| Non-current receivables | 8 842 | 9 359 |
| Intangible assets | 2 | 2 |
| Total non-current assets | 42 095 | 44 363 |
| TOTAL ASSETS | 49 037 | 51 256 |
| LIABILITIES AND EQUITY | | |
| Current liabilities | | |
| Current debt | 19 968 | 6 466 |
| Current payables | 196 | 6 514 |
| Tax payables | 30 | 83 |
| Total current liabilities | 20 194 | 13 063 |
| Non-current liabilities | | |
| Non-current debt | 0 | 23 689 |
| Non-current payables | 149 135 | 122 956 |
| Other non-current payables | 119 | 182 |
| Total non-current liabilities | 149 254 | 146 827 |
| Total liabilities | 169 448 | 159 891 |
| Equity | | |
| Share capital in nominal value | 11 338 | 11 338 |
| Share premium | 5 661 | 5 661 |
| Statutory reserve | 1 134 | 1 134 |
| Accumulated losses | -138 544 | -126 768 |
| Total equity | -120 411 | -108 635 |
| TOTAL LIABILITIES AND EQUITY | 49 037 | 51 256 |

Statement of profit and loss and other comprehensive income

| in thousands of euros | 2025 | 2024 |
|--|----------------|----------------|
| Revenue from contracts with customers | | |
| Revenue | 1 081 | 1 109 |
| Gross profit | 1 081 | 1 109 |
| Marketing expenses | -6 | -1 |
| Administration expenses | -2 440 | -2 422 |
| Other operating expenses | -2 | -1 |
| Operating loss | -1 367 | -1 315 |
| Finance income and cost | | |
| Interest income | 334 | 368 |
| Interest expense | -8 678 | -8 938 |
| Loss from modification of financial liability | 0 | -1413 |
| Loss from impairment of investment in subsidiary | -2 031 | 0 |
| Other finance income and cost | -34 | -47 |
| Loss for the year | -11 776 | -11 345 |
| Other comprehensive income | | |
| Other comprehensive income | 0 | 0 |
| Total comprehensive loss for the year | -11 776 | -11 345 |

Statement of changes in equity

| in thousands of euros | Share capital | Share premium | Statutory reserve | Retained earnings | Loss for the year | Total equity |
|--|---------------|---------------|-------------------|-------------------|-------------------|-----------------|
| 01.01.2024 | 11 338 | 5 661 | 1 134 | -106 892 | -8 531 | -97 290 |
| Result of the financial year | 0 | 0 | 0 | 0 | -11 345 | -11 345 |
| Other comprehensive income | 0 | 0 | 0 | 0 | 0 | 0 |
| Total comprehensive income | 0 | 0 | 0 | 0 | -11 345 | -11 345 |
| Allocation of net loss | 0 | 0 | 0 | -8 531 | 8 531 | 0 |
| 31.12.2024 | 11 338 | 5 661 | 1 134 | -115 423 | -11 345 | -108 635 |
| Cost of subsidiaries' shares | X | X | X | X | X | -35 003 |
| Book value of the shares in subsidiaries calculated on equity method | X | X | X | X | X | 194 271 |
| Adjusted unconsolidated equity 31.12.2024 | X | X | X | X | X | 50 633 |
| Result of the financial year | 0 | 0 | 0 | 0 | -11 776 | -11 776 |
| Other comprehensive income | 0 | 0 | 0 | 0 | 0 | 0 |
| Total comprehensive income | 0 | 0 | 0 | 0 | -11 776 | -11 776 |
| Allocation of net loss | 0 | 0 | 0 | -11 345 | 11 345 | 0 |
| 31.12.2025 | 11 338 | 5 661 | 1 134 | -126 768 | -11 776 | -120 411 |
| Cost of subsidiaries' shares | X | X | X | X | X | -33 251 |
| Book value of the shares in subsidiaries calculated on equity method | X | X | X | X | X | 216 808 |
| Adjusted unconsolidated equity 31.12.2025 | X | X | X | X | X | 63 146 |

Statement of cash flows

| in thousands of euros | 2025 | 2024 |
|---|---------------|---------------|
| Cash flows from operating activities | | |
| Loss before tax | -11 776 | -11 345 |
| Adjustments for: | | |
| Finance income and costs | 8 379 | 10 029 |
| Loss from impairment of investment in subsidiary | 2 031 | 0 |
| Other non-monetary changes | 0 | -113 |
| Movements in working capital: | | |
| Change in receivables and prepayments | -137 | 455 |
| Change in contract liabilities | -270 | -20 |
| Cash flow used in operating activities | -1 773 | -994 |
| Cash flows from investing activities | | |
| Payments for subsidiaries | -280 | -500 |
| Repayments of loans granted | 640 | 150 |
| Interest received | 4 | 4 034 |
| Cash flows generated in investing activities | 364 | 3 684 |
| Cash flows from financing activities | | |
| Non-convertible bonds redeemed | -9 405 | -10 003 |
| Proceeds from borrowings | 14 373 | 11 216 |
| Repayments of borrowings | -910 | -1 060 |
| Interests paid | -2 942 | -3 077 |
| Cash flows generated by/- used in financing activities | 1 116 | -2 924 |
| Net change in cash | -293 | -234 |
| Cash at the beginning of the year | 356 | 590 |
| Cash at the end of the year | 63 | 356 |

Note 36. Subsequent events

As at 31 December 2025, secured bonds with a nominal value of EUR 10.5 million were classified as current liabilities due to a technical covenant breach at the subsidiary level as of the reporting date. As a result of this breach and the absence of a waiver at year-end, the Group did not have an unconditional right to defer settlement for more than 12 months after the reporting date. The breach was technical in nature, had no adverse economic impact on the bondholders, and did not trigger any repayment obligation. The covenant breach was remedied on 26 March 2026, and as of that date the Group is in compliance with covenant requirements and no event of default is continuing. Accordingly, the bonds were reclassified as non-current liabilities as at 26 March 2026.

Detailed information on current debts is provided in Note 16, on non-current debts in Note 18, and on secured and unsecured non-convertible bonds in Note 22.

Signatures of the Management Board

The Management Board of AS Pro Kapital Grupp has prepared the management report, the consolidated financial statements and the profit allocation proposal for 2025.

Edoardo Preatoni

Chairman of the Management Board

/digitally signed/

Approval of the Supervisory Council

The Supervisory Council has reviewed the consolidated annual report which consists of the management report and the consolidated financial statements prepared by the Management Board, and which also includes the auditor's report and the profit allocation proposal and approved it for presentation at the General Meeting of Shareholders.

Patrick Jaques Bernard Werner

Chairman of the Supervisory Council

Giovanni Bozzetti

Member of the Supervisory Council

Oscar Crameri

Member of the Supervisory Council



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Translation of the Estonian Original

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of AS Pro Kapital Grupp

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of AS Pro Kapital Grupp and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit and loss and other comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (Estonia). Our responsibilities under those standards are further described in the “*Auditor’s responsibilities for the audit of the consolidated financial statements*” section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Estonia. We have also 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.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming the auditor’s opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



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| Key Audit Matter | How our audit addressed the key audit matter |
|--|---|
| <p>Valuation of investment properties</p> <p>As at 31 December 2025 the carrying value of the Group's investment properties accounted at fair value is 43,5 mln EUR, which constitutes 35% of the Group's total assets.</p> <p>The basis of the Group's investment property valuation and accounting policy are disclosed in the material accounting policies section in Notes 3.8 and 3.13 to the consolidated financial statements. Significant accounting judgements, estimates and assumptions relating to investment properties are set out in Notes 4 and 14 to the consolidated financial statements.</p> <p>These investment properties are measured at their fair values based on independent external valuations.</p> <p>The estimation of the fair value of investment properties requires a high level of judgment. This is due to factors including the individual nature of each property, as well as the specific location and the outlook of each property. A relatively minor adjustment in the assumptions in the valuations of each individual property can lead to a material effect on the consolidated financial statements.</p> <p>Due to the size of these assets relative to the total assets and given the significant estimates associated with the valuation of these assets we have considered the valuation of investment properties as a key audit matter.</p> | <p>Our audit procedures included, among others the following:</p> <ul style="list-style-type: none"> ■ We obtained an understanding of the management's investment properties valuation process (including assumptions and methods). ■ We have involved our valuation specialists to assist us in the assessment of the fair value of investment properties and to verify methodology and inputs applied in the valuation reports. ■ We assessed the competency and independence of the professional valuers engaged by the Group's management. In addition, we assessed the accuracy of the property information provided to the appraisers by the Management, as well as verification of mathematical accuracy and forecasts used in the valuation reports. ■ Discussed the key assumptions and critical judgmental areas (such as relevance of the comparable transactions to the valuation of the subjects and the adjustments made to these transactions, Gross Building Area assumptions, etc.) with the professional valuers and understood the approaches taken by them in determining the valuation of each and every investment property of the Group; ■ We considered if the result of the external valuation is within an acceptable range as assessed by us, considering the existence of alternative assumptions and valuation methods. ■ We reconciled the appraised value in the valuation reports with the amounts recorded. <p>Finally, we considered the adequacy and completeness of the disclosures related to the estimations of the fair value of the investment properties in the consolidated financial statements (Note 14).</p> |

Other information

Other information consists of "About AS Pro Kapital Grupp", "Results for 2025", "Chairman´s summary", "Management report", "Corporate governance report", "Management remuneration report" and "Management declaration", but does not consist of the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, except as indicated below.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

With respect to the Management report, we also performed the procedures required by the Auditors Activities Act of the Republic of Estonia. Those procedures include considering whether the Management report is consistent, in all material respects, with the consolidated financial statements and is prepared in accordance with the requirements of the Accounting Act of the Republic of Estonia.

This independent auditor's report (translation of the Estonian original) should only be used with the original document in machine-readable .xhtml format that is submitted to the Tallinn Stock Exchange (Link: <https://nasdaqbaltic.com/statistics/en/instrument/EE3100006040/reports>).



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Furthermore, in accordance with Securities Market Act of the Republic of Estonia we are required to consider whether the Remuneration Report is prepared in compliance with the requirements of Article 135³ of the Securities Market Act of the Republic of Estonia.

Based on the work performed during our audit, in our opinion:

- the Management Report is consistent, in all material respects, with the consolidated financial statements;
- the Management Report has been prepared in accordance with the applicable requirements of the Accounting Act of the Republic of Estonia;
- the Remuneration Report is prepared in compliance with the requirements of Article 135³ of the Securities Market Act of the Republic of Estonia.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, 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.

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.

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

Auditor's responsibilities for the audit of the consolidated financial statements

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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (Estonia) 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.

As part of an audit in accordance with International Standards on Auditing (Estonia), 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 auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;



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- 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 consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

1. Report on the compliance of format of the consolidated financial statements with the requirements for European Single Electronic Reporting Format („ESEF“)

Based on our agreement we have been engaged by the management of the Group to conduct a reasonable assurance engagement for the verification of compliance with the applicable requirements of the European Single Electronic Reporting Format of the consolidated financial statements of the Group for the year ended 31 December 2025 (the Single Electronic Reporting Format of the consolidated financial statements) contained in the file asprokapitalgrupp-2025-12-31-en.zip (SHA-256-checksum: 896e534b5547451c20365472147cc2eac19cd5c02628fede8f9b9f7eb9999a0e).

Description of a subject and applicable criteria

The Single Electronic Reporting Format of the consolidated financial statements has been applied by the management of the Group to comply with the requirements of art. 3 and 4 of the Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the “ESEF Regulation”). The applicable requirements regarding the Single Electronic Reporting Format of the consolidated financial statements are contained in the ESEF Regulation.

The requirements described in the preceding sentence determine the basis for application of the Single Electronic Reporting Format of the consolidated financial statements and, in our view, these requirements constitute appropriate criteria to form a reasonable assurance conclusion.

Responsibilities of management and those charged with governance

The management of the Group is responsible for the application of the Single Electronic Reporting Format of the consolidated financial statements that complies with the requirements of the ESEF Regulation.

This responsibility includes the selection and application of appropriate markups in iXBRL using ESEF taxonomy and designing, implementing and maintaining internal controls relevant for the preparation of the Single Electronic Reporting Format of the consolidated financial statements which is free from material non-compliance with the requirements of the ESEF Regulation.



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Those charged with governance are responsible for overseeing the financial reporting process, which includes also the preparation of consolidated financial statements in the single electronic reporting format required by applicable requirements.

Auditor's responsibility

Our responsibility was to express a reasonable assurance conclusion whether the Single Electronic Reporting Format of the consolidated financial statements complies, in all material respects, with the ESEF Regulation.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (Estonia) 3000 (Revised) "Assurance Engagements other than Audits and Reviews of Historical Financial Information" (ISAE (EE) 3000 (Revised)). This standard requires that we comply with ethical requirements, plan and perform procedures to obtain reasonable assurance whether the Single Electronic Reporting Format of the consolidated financial statements is prepared, in all material respects, in accordance with the applicable requirements.

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

Quality control requirements

We apply the provisions of the International Standard on Quality Management (Estonia) 1 (Revised) and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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

Summary of the work performed

Our planned and performed procedures were aimed at obtaining reasonable assurance that the Single Electronic Reporting Format of the consolidated financial statements was applied, in all material respects, in accordance with the applicable requirements and such application is free from material errors or omissions. Our procedures included in particular:

- obtaining an understanding of the internal control system and processes relevant to the application of the Single Electronic Reporting Format of the consolidated financial statements, including the preparation of the XHTML format and marking up the consolidated financial statements;
- verification whether the XHTML format was applied properly;
- evaluating the completeness of marking up the consolidated financial statements using the iXBRL markup language according to the requirements of the implementation of Single Electronic Reporting Format as described in the ESEF Regulation;
- evaluating the appropriateness of the Group's use of iXBRL markups selected from the ESEF taxonomy and the creation of extension markups where no suitable element in the ESEF taxonomy has been identified;
- evaluating the appropriateness of anchoring of the extension elements to the ESEF taxonomy.

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



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Conclusion

In our opinion, the Single Electronic Reporting Format of the consolidated financial statements for the year ended 31 December 2025 complies, in all material respects, with the ESEF Regulation.

2. Other requirements of the auditor's report in accordance with Regulation (EU) No 537/2014 of the European Parliament and of the Council

Appointment and approval of the auditor

We were first appointed as auditors of AS Pro Kapital Grupp, as public interest entity, for the financial year ended 31 December 2021 in accordance with the decision made by the General Meeting of Shareholders on 7 July 2021. In accordance with the decision made by the General Meeting of Shareholders on 17 June 2025 we were appointed to carry out the audit of the Group's consolidated financial statements for the year ended 31 December 2025. Our total uninterrupted period of engagement is 5 years, covering the periods ended 31 December 2021 to 31 December 2025.

Consistency with the additional report submitted to the audit committee

Our report on audit of the consolidated financial statements expressed herein is consistent with the additional report to the Audit Committee of the Group, which we issued in accordance with Article 11 of the Regulation (EU) No. 537/2014 on the same date as the date of this report.

Non-audit services

We confirm that in light of our knowledge and belief, services provided to the Group are consistent with the requirements of the law and regulations and do not comprise prohibited non-audit services referred to in Article 5(1) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council.

Except for the statutory audit services and assurance engagement on the compliance of format of the consolidated financial statements with the requirements for the European Single Electronic Reporting Format, no other services were provided by us to the Group.

Tallinn, 15 April 2026

/signed digitally/

Erki Usin
Authorised Auditor's number 496
Ernst & Young Baltic AS
Audit Company's Registration number 58

Profit allocation proposal

The Management Board of AS Pro Kapital Grupp proposes to distribute the profit of the year ended at 31 December 2025 in amount of EUR 12.0 million into retained earnings.