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RomReal Limited Annual Report 2024

22 April 2025

RomReal is a Company focused on the Romanian real estate market. Established in 2005 and owns a premium portfolio of properties in the Black Sea – Constanta region

2024 Highlights

Net Asset Value (NAV)

Net Asset value was EUR 0.36(NOK 4.3 before any tax vs NOK 4.52 by year-end 2023, restated) per share, that being 11.7% down measured in EUR compared to the restated year-end 2023 level of EUR 0.40 per share. NOK/EUR was 11.79 by year-end 2024 versus 11.23 year-end 2023 (norges-bank.no).

The year-end 2024 valuation was concluded by Colliers as per December 2024 and the values of the Group's investment property have been updated accordingly.

Operational highlights

During 2024, the Company sold a total of 19,578 sq. meters from the various projects totalling EUR 1.9 million. Hitherto, in 2025, the Company has sold property for a total EUR 0.1 million, promissory notes (the first apartment on Oasis was sold late 2024 and the second apartment was sold during February 2025).

During 2024, a total of EUR 1.62 million (ex VAT) have been invested in infrastructure, primarily in Oasis.

Financial Results

Net Result for the year 2024 was EUR 1.694 million loss compared to a EUR 0.494 million gain in 2023 (restated, see Note 2.1.1).

By year-end 2024, the Company had a cash position of EUR 3.3 million plus a total of EUR 1.9 million in unsettled receivables related to binding sales agreements, and 0.6 million short tern financial investments totalling EUR 5.8 million, or about EUR 0.14 per share (2023: EUR 0.18 per share).

Macro and real estate market highlights

Romania's GDP expanded in 2024 by an estimated 0.9%, compared to a growth of 1.8% in 2023, according to data from the European Commission). The Government forecast a Romania 2025 2.5% GDP growth.

During 2024 the average residential prices in Romania reached an average price of EUR 1,656/sqm, and in Constanta the average prices at the end of December 2024 reached at EUR 1,766/sqm, according to www.imobiliare.ro

Key Financials

EUR '000	2024	2023**
Operating Income	381	1,685
Operating Expenses	2,364	1,647
Other operating income/ (loss), net	220	648
Net financial income/(expense)	297	281
Pre-tax result	(1,467)	966
Result for the period	(1,694)	494
Total assets	15,216	17,130
Total liabilities	525	494
Total equity	14,692	16,636
Equity %* (Booked equity / Total assets)	96.6%	97.1%
NAV per share* (EUR) (Booked equity / shares outstanding)	0.36	0.40
Cash position	3,255	3,480

For a more detailed analysis of the key financials please review the Financial Statements section of this report.

* Equity % and NAV per share is presented because management believes it gives relevant information for understanding the Group's financial position. Equity and NAV per share is not defined performance measures in IFRS, and the Group's definition may not be comparable to similar titled measurements disclosed by other entities.

**Numbers have been restated, see note 2.1.1 Basis for preparation

Property Portfolio

Total size of the Company's Property Portfolio ("Land Bank") was 158,422 sqm at the end of 2024 (178,000 at the end of 2023). The Company owns prime location plots in the Black Sea region, County Constanta:

Plot name	Location	Size (m2)
1 Ovidiu Lakeside	Constanta North/Ovidiu	1,126
2 Ovidiu (Oasis)	Constanta North/Ovidiu	21,336
3 Centrepoint	Constanta North/Ovidiu	121,672
4 Ovidiu Residence 3	Constanta North/Ovidiu	7,100
5 Balada Market	Central Constanta	7,188
Total		158,422

For further information on the Company's property portfolio, please visit www.RomReal.com.

Romanian Macro development

The National Bank of Romania policymakers decided to keep the key rate at 6.50% at the most recent meeting on 7 April. The NBR's decision took into account inflationary pressures, political risk and the ongoing fiscal policy uncertainty. Romania's consumer price index (CPI) reached an inflation rate of 5.6% by the end of 2024. The same index was 5.0% for the last 12 months including February 2025. This decrease from the previous year's 10.4% suggests a significant easing of inflationary pressures, but still well above EU average. The European Commission has an inflation estimate of 3.9% and 3.6% by the year-end 2025 and 2026 respectively.

After the annulled President election in December 2024 a new President election is scheduled for 4 May and likely also 18 May 2025. 18 May is only relevant if no candidate gets more than 50% of the votes on 4 May.

Romania's GDP expanded by 0.7% year-on-year in 4q.2024, and in 2024 the economy expanded by 0.9% y-o-y according to flash estimates from the National statistics office. The 2024 GDP estimate aligns with consensus expectations but falls well short of official estimates when the 2024 budget was drafted. For 2025, the government forecasts 2.5% GDP growth, driven by all sectors, though industry is expected to contribute less.

The European Union's finance ministers have welcomed and approved Romania's move to reduce its fiscal deficit below 3% of national output by 2030. Authorities in Bucharest hope the plan will ease investor concerns about the country's economic outlook and steady bond yields that have been rising. Romania's budget deficit for 2024 was 8.7% of economic output following the heavy spending that preceded parliamentary and presidential elections late 2024. Fiscal consolidation will ensure that Romania continues to receive the billions of EU recovery and development euros (70 billion-plus by 2027) vital to underpinning the country's infrastructure investment and ensuring its economic growth.

RomReal Ethical Policy/Sustainability

Introduction
RomReal is only involved in minor construction or development projects but aiming to maintain its principles with regards to Ethical Policy/Sustainability. These can be found below:

Energy
From initial site surveys, through to the specification of fixtures and fittings, the Company in cooperation with its suppliers aims to identify energy-efficient solutions. The Company is seeking more intelligent and sustainable approaches to design, construction and materials.

Water
All of the developments consider ways in which water usage can be reduced, both during construction and occupancy. Where possible, specifying ways of increasing the efficiency of water usage within the infrastructure of our developments, delivering responsibility and cost-efficiency.

Materials
The Company is aiming to select construction materials carefully. The aim is to protect natural resources and reduce carbon emissions, if possible, thereby contributing to a healthy environment for the residents in all developments.

Waste
RomReal is aware of the need to reduce and manage waste across our operations and is aiming to fulfil all legal requirements. It also supports and encourages residents in their own recycling efforts.

Community
From introducing improvements to the local infrastructure to including spaces for socialising and local amenities, the aim is to contribute to sustainable communities for everyone.

Healthy Living
RomReal recognizes our responsibility to support healthy lifestyles and meet the needs and aspirations of residents. RomReal seeks to maximize the natural benefits of sunlight, daylight and open space within each development.

Education and equality
RomReal seeks to deliver sustainable development through its ethical policy and working practices. The terms of reference include requirements for economic and social progress at a local level. The Company has supported educational initiatives, both those that spread best practice in sustainable development, and those that enhance the local educational infrastructure in general. RomReal has 11 employees in total in Romania and 8 are female and all are employed on similar terms for similar jobs, regardless gender. RomReal has a Board of Directors of three permanent members including one female member.

Shareholder Overview

Rank	Name	Holding	Ownership
1	SIX SIS AG	10,328,200	24.97%
2	GRØNSKAG, KJETIL	6,023,006	14.56%
3	THORKILDSEN, WENCHE	5,392,985	13.04%
4	SAGA EIENDOM AS	3,386,636	8.19%
5	AUSTBØ, EDVIN	2,108,500	5.10%
6	Danske Bank A/S	1,640,540	3.97%
7	GRØNLAND, STEINAR	1,346,542	3.25%
8	Energi Invest as	1,253,008	3.03%
9	Kvaal Invest as	1,230,000	2.97%
10	Orakel as	1,101,000	2.66%
11	RomReal Ltd	1,032,461	2.50%
12	Spar Kapital Investor as	940,236	2.27%
13	THORKILDSEN INVEST AS	829,478	2.01%
14	Arild Persson	722,912	1.75%
15	Anders Hoen	689,557	1.67%
16	AKSEL MAGDAHL	379,573	0.97%
17	Citibank	220,000	0.53%
18	Jo Egil Aalerud	166,864	0.40%
19	Eurotrade AS	161,952	0.39%
20	Nordnet Liv	124,439	0.30%
	TOP 20	39,077,889	94.53%

Please see below the list of the top 20 shareholders in RomReal as of 14 March 2025:

The total issued number of shares at the end Q4 2024 was 41,367,783 and the table above is of 14 March 2025. (13) Thorkildsen Invest AS is a Company controlled by the Kay Thorkildsen family. (2) Chairman Kjetil Grønskag owns directly and indirectly 6,023,006 shares corresponding to 14.56%. The above list is the 20 largest shareholders according to the Euronext VPS print out; please note that shareholders might use different accounts and account names, adding to their total holding. (11) RomReal owns 2.50% of its own shares.

Board of Directors

Mr. Grønskag holds a master of General Business (siviløkonom) from Handelshøyskolen BI and is a Certified Financial Analyst (CFA) from Norwegian School of Economics and Business Administration. He has also studied Law at University of Oslo. Mr. Grønskag has a long experience within international banking and Real Estate. Mr Grønskag has significant Directorship experience from both listed and private companies. He is a Norwegian citizen and resides in Lugano, Switzerland.

Kjetil Grønskag - Chairman of the Board and CEO

Mr. Thorkildsen holds a Master of Science (MSc) in International Marketing and Strategy from the Norwegian School of Economics and Business Administration. Mr. Thorkildsen has more than 20 years with varied experience with particular focus on business development/sales (IT). During the last 10 years Mr. Thorkildsen also has held various Directorship including in the real-estate industry. He is a Norwegian citizen.

Bendt Thorkildsen – Board Member

Mrs Austbø is a State Authorised Public Accountant from Handelshøyskolen BI in Oslo. Mrs Austbø has 14 years' experience from both audit and Management with Norwegian and global equities, working for KPMG and long equity funds at Terra Fondsforvaltning and Arctic Fund Management. Mrs Austbø also has Directorship and CEO experience from privately held companies. She is a Norwegian citizen and resides in Oslo.

Heidi Sørensen Austbø – Board Member

Today, the Board of Directors and the Chief Executive Officer reviewed and approved the Board of Directors Report and the RomReal Ltd consolidated and annual financial statements as of 31 December 2024. To the best of our knowledge, we confirm that RomReal Ltd and RomReal Group's consolidated annual financial statements for 2024 have been prepared in accordance with IFRS® and IFRICs as adopted by the European Union (EU.

DIRECTORS REPORT 2024

RomReal Directors

The Board of Directors of RomReal is responsible for the supervision and administration of the Company's affairs and for ensuring that the Company's operations are organized in a satisfactory manner.

The Directors are shown below together with their interest in the number of shares in the Company per 31 December 2024 and per 31 December 2023:

		31 December 2023	31 December 2024
Kjetil Grønskag	Appointed Nov 2006	**5,913,006**	6,023,006
Heidi Sørensen Austbø	Appointed April 2017	**Nil**	Nil
Bendt Thorkildsen	Appointed April 2016	**6,222,463**	6,222,463
TOTAL		**12,135,469**	**12,245,469**

Kjetil Gronskag, Chairman and CEO controls privately and through holding companies 6,023,006 (14.56%) shares in RomReal Ltd.

SUSTAINABILITY REPORT

Introduction:
This sustainability report aims to provide an overview of the sustainability practices and initiatives undertaken by our Romanian companies, which specializes in residential developments on the shores of Siutghiol lake in Ovidiu, Constanta County, as well as developing an industrial area in Ovidiu. A different company owned by RomReal Ltd. Bermuda owns an agro-fruit and various non-food market in Constanta town. We recognize the importance of balancing economic growth with environmental protection and social responsibility, and this report highlights our commitment to sustainable development.

Taxonomy Regulation establishes the criteria according to which it is determined whether an economic activity qualifies as sustainable from the point of view of the environment in order to establish the degree of sustainability of an investment, from the same environmental perspective.

The sustainability of an economic activity presupposes the substantial contribution to one of the environmental objectives, as well as the fact that the environmental objectives are not significantly prejudiced in carrying out the investments corresponding to the group's projects.

1. Environmental Sustainability Objectives:
a) Sustainable use and protection of resources of water and marine ones

We prioritize the conservation of natural water and marine resources by implementing efficient water management systems, hydrocarbon separator system promoting water conservation practices, obtaining good condition of water sources, including surface and underground water sources, to prevent preventing the deterioration of water sources, substantial contribution to obtaining the good ecological status of marine waters or to preventing the deterioration of marine waters that are already in a good ecological status, and minimizing water usage in our residential projects.

b) Protection and restoration of biodiversity and an ecosystem
An economic activity qualifies as an activity which contribute substantially to protection and restoration.
biodiversity and ecosystems where the activity that contributes substantially to the protection,

conserving or restoring biodiversity or obtaining it good ecological condition of ecosystems or protection
ecosystems that are already in good condition.

The Company strives to protect and enhance the biodiversity of the surrounding ecosystems.

c) Climate change mitigation

An economic activity qualifies as an activity which contribute substantially to mitigating the change
climate if that activity contributes substantially to the stabilization of gas concentrations with greenhouse effect in the atmosphere at a level that prevents dangerous anthropogenic interference with the climate system, consistent with the long-term objective regarding the temperature of the Paris Agreement by avoiding it reducing or increasing greenhouse gas emissions absorption of greenhouse gases, including through innovation in terms of processes or products.

The Company is committed to incorporating renewable energy sources into our residential developments. We actively explore options such as solar power, wind energy, and geothermal systems to reduce our reliance on fossil fuels and minimize greenhouse gas emissions.

d) Adaptation to climate change

An economic activity qualifies as an activity which contribute substantially to adaptation to change climate when the respective activity:
(a) includes adaptation solutions that either reduce the risk the negative effect of the current climate and the expected future on that economic activity, or substantially reduce the adverse effect
respectively, without increasing the risk of a negative effect on people, on nature or on assets; or
(b) provide adaptation solutions that, in addition to qualify as activities that contribute in the way
substantially to one or more of the objectives of the environment, contributes substantially to preventing or reducing the risk of the negative effect of the current and expected future climate
on people, on nature or on assets without increasing the risk of a negative effect
on other people, on nature or on assets.

The Company adopted sustainable construction practices, including the use of eco-friendly building materials, energy-efficient designs, and waste reduction strategies. We aim to minimize the environmental impact during the construction phase and ensure the long-term sustainability of our projects.

e) The transition to a circular economy

An economic activity qualifies as an activity which contribute substantially to the transition to an economy circular, including the prevention of waste generation, to their reuse and recycling, under the conditions provided by article 13 of Regulation 2020/852.
The Company contracted with authorized environmental partners for the neutralization of waste and its recycling.

f) Pollution prevention and control

An economic activity qualifies as an activity which contribute substantially to prevention and control
pollution if that activity contributes to substantially to the protection of the environment against pollution by preventing or reducing pollutants, improving of air, water or soil quality, prevention or reducing production, use or disposal chemicals or cleaning up stored waste improperly.

The Company adopts constructive solutions that generate minimal pollution and waste generation, in order to maintain a sustainable social and economic environment.

2. Social Sustainability:

a) Community Engagement: The Company actively engaged with the local community and stakeholders to understand their needs and concerns. We conduct regular consultations, public meetings, and surveys to ensure that our projects align with the community's aspirations and contribute positively to their well-being.

b) Affordable Housing: The Company recognized the importance of providing affordable housing options. Our company strives to incorporate affordable housing units within our residential developments, ensuring that people from diverse socio-economic backgrounds can access quality housing in a sustainable environment.

c) Health and Safety: The health and safety of our residents and construction workers are of utmost importance to us. The Company adhered to strict safety standards during construction and implement measures to enhance the well-being of our residents, such as providing green spaces, recreational facilities, and promoting an active lifestyle.

3. Economic Sustainability:

a) Long-Term Value: Our residential developments are designed to create long-term value for our customers, investors, and the local economy. We focus on delivering high-quality homes and, in cases where we sale land to end users or developers, we take all precautions to be sure that buyers and/or builders are fully respecting the environment. We are committed to deliver with our architects a zone area planning as well as delivering to each plot buyer the building authorization issued in accordance with zone area planning and make sure building authorization provisions are fully respected. Taking into consideration that the company owns large plots for residential use, we are committed and fully acknowledge the fact that we are fully responsible for economic and environment sustainability of such areas until the last plot is sold.

Our industrial and logistic warehouses developments are designed to create long-term value for our customers, investors, and the local economy. We focus on delivering high-quality industrial and logistic warehouses and, in cases where we sale land to end users or developers, we take all precautions to be sure that buyers and/or builders are fully respecting the environment. We are committed to deliver with our architects a zone area planning as well as delivering to each plot buyer the building authorization issued in accordance with zone area planning and make sure building authorization provisions are fully respected. Taking into consideration that the company owns large plots for industrial use, we are committed and fully acknowledge the fact that we are fully responsible for economic and environment sustainability of such areas until the last plot is sold.

We are committed to develop both areas, respectively residential and industrial areas and finalise the utilities network including water, sewage, gas, electricity and roads in order to increase the value of the plots, meantime respecting the European Union standards for the environment protection.

In what concerns the food market, since our company is only hiring different locations inside the market building to various end users who are selling agro-fruit and various non-food products, we are committed to supervise the observance of European Union standards for the environment protection, as well the economic sustainability of the area on long term.

We ensure that our projects contribute to the economic growth and prosperity of the region.

b) Job Creation: Our projects generate employment opportunities, both during the construction phase and afterward. We prioritize local hiring and collaborate with local businesses to stimulate economic growth and support the development of a sustainable local economy.

c) Ethical Business Practices: The Company uphold the highest standards of ethical business practices, ensuring transparency, accountability, and fair treatment of all stakeholders. We comply with all relevant laws and regulations and actively seek partnerships with suppliers and contractors who share our commitment to sustainability.

Conclusion: This sustainability report reflects our dedication to sustainable development in the residential, industrial and food market sector. We strive to create environmentally responsible, socially inclusive, and economically viable projects that contribute to the well-being of our residents, the local community, and the planet. We remain committed to continuous improvement and innovation in our sustainability practices, as we believe that sustainable development is the key to a better future.

Operations Update

Lake Side (No.1 on the table) – the two houses are still for sale. The final transfer of the agreed land (promenade area), about 700m2, to the municipality of Ovidiu is planned to take place mid-2025.

Oasis (No. 2 on the table) –The Company has finalised the works for water and sewage on the plot as well as the gas connection for all plots on site. The asphalting of roads and parking area is completed, and electrical works have commenced and would be finalised during first quarter 2025. The first apartment block (36 apartments) is completed, and costs hitherto is slightly below the budget. The sales and marketing activities have commenced, and the first apartment was sold in December, and another apartment was sold in February 2025. On the second apartment structure, vital external works like windows and hydro isolation is close to finished. Interior works will not start before a satisfactory sales progress is realised in the first apartment block.

Industrial Park (No. 3 on the table) – The project is still advertised for sale. The development activity in the neighbourhood is expanding including various NATO/Romanian defence projects. The company initiated works to renew the infrastructure building permit before end of first quarter 2025. The Company will commence cleaning of the plot in order to fulfil new Environmental standards. The Company has recently experienced an uptick in the number of enquires by potential buyers of plots on the land.

Ovidiu Residence 3 (No. 4 in the table, 7,100 sqm) – The project is for sale. The Company has commenced the process to regulate the plot (a new PUZ for industrial use) located nearby the road between Ovidiu and Constanta.

Balada Market (No. 5 on the table) – The project is for sale. The Company has completed the works for a new PUZ application, and the documents are sent to the local building authorities in the municipality of Constanta.

The Company's land bank consists at the end of December 2024 of 5 properties with a total size of 158,422 m2:

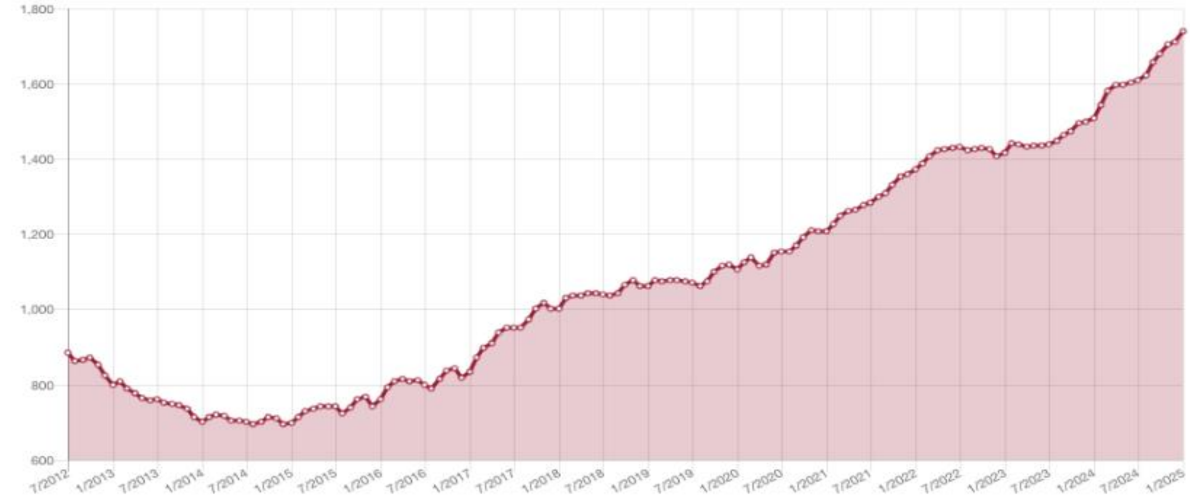
Property name	Location	Size (m2)	Carrying value (Eur)	Type
1 Ovidiu Lakeside	Constanta North/Ovidiu	1,126	359,450	Inventories

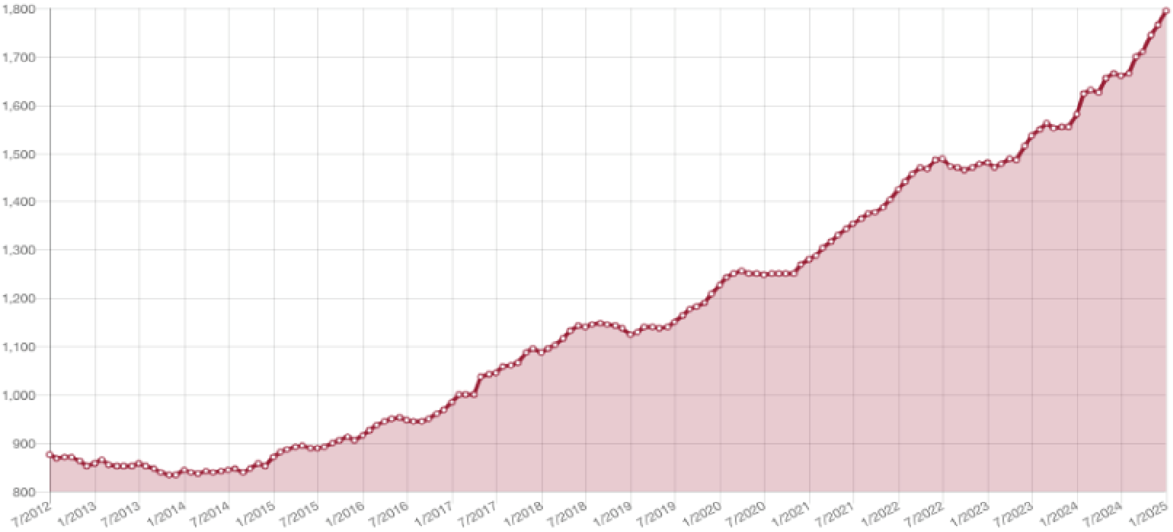
2 Ovidiu (Oasis)	Constanta North/Ovidiu	21,336	5,206,243	Inventories
3 Centrepoint	Constanta North/Ovidiu	121,672	1,135,552	Inventories
4 Ovidiu Residence 3	Constanta North/Ovidiu	7,100	170,400	Investment property
5 Balada Market	Central Constanta	7,188	2,437,000	Investment property
Total		**158,422**	**9,308,645**	

Key features of the real estate market

The transaction market: Based on data from Colliers 2024 market report of 3 February 2025, the investment market volume was EUR 750m, versus EUR 476m in 2023. This is an increase of 58% from 2024 and close to the average over the past 10 years. According to Colliers, the deal-activity has carried on into 2025 with several sizeable deals in the pipeline. Yields have been relatively stable in 2024, and Colliers see prime retail shopping centers at 7.25%, prime offices at 7.5% and the prime industrial assets at 7.75%.
The retail market: According to Colliers, some 167,000m2 was added in 2024, down from 226,100 m2 in 2023. The yearly average of the last 10 years is about 140,000m2. The projected additions for 2025 is about 218,000m2.
The industrial and logistics market: Based on data from Colliers 2024 market report, the gross take-up in 2024 was 618,000m2, versus 768,000m2 in 2023. Lifting the total stock to about 7.5million m2. The 2024 volume is well above the average of about 650,000m2 during the last five years. About half of the 2024 volumes derived from the Bucharest region. Rents have stabilised during 2024 in the range EUR 4.5-5 per m2 in the Bucharest region. Vacancy remains low and about 5% according to Colliers.
The residential market: According to Colliers the number of completed housing transactions are down about 15% to about 170,000 on a national level (both new and second-hand transactions, mostly apartments) and down about 20% in the Bucharest region. Housing prices continued to move higher with an average of 5.1%. In Constanta, average prices increased by 3.9% during the Fourth quarter of 2024.

The following graphs indicate the apartment prices trend in Romania and Constanta by year-end 2024:





Accounts and financial position

RomReal has prepared the financial statements as of 31 December 2024, on the basis of going concern. While the industry has faced significant challenges in Romania, RomReal actively seeks to improve liquidity, capitalize on its strong assets base, and take advantage of the future developments of the country's economy.

Operating income

RomReal had consolidated operating income of EUR 0.381 million in 2024 compared to EUR 1.685 million in 2023 restated. The main revenue streams were rental income from the Balada Market and sales of plots/houses.

Operating expenses

Total consolidated operating expenses were EUR 2.36 million in 2024 compared to EUR 1.65 million in 2023 restated. RomReal (parent Company) operating expenses were EUR 0.35 million in 2024 compared to EUR 0.33 million in 2023.

Profit/Loss

Consolidated loss after tax in 2024 was of EUR 1.69 million compared to a profit after tax of EUR 0.49 million in 2023 restated. RomReal (parent Company) loss after tax was EUR 1.52 million in 2024 compared to EUR 0.24 million gain in 2023 restated.

Dividends

The Directors are not proposing any dividends for the period.

Statement of Financial Position

RomReal had on a consolidated basis a total balance sheet of EUR 15.216 million at 31 December 2024 (2023 restated: EUR 17.130 milion). RomReal (parent Company) had a total balance sheet of EUR 14.88 million (2023 restated: EUR 16.89 million). Total consolidated equity at 31 December 2024 amounted to EUR 14.69 million (parent Company EUR 14.76 million) compared with EUR 16.64 million in 2023 restated (parent Company EUR 16.46 million). The Company has total current and non-current liabilities of EUR 0.52 million at 31 December 2024 (parent Company EUR 0.11 million).

Net cash flow for the group was negative EUR 0.22 million at December 31 2024 compared to negative EUR 0.60 million in 2023 (parent Company positive EUR 0.53 million compared to negative EUR 0.16 million in 2023). Consolidated current assets were EUR 12.36 million at 31 December 2024 compared to EUR 12.33 million at 31 December 2023 restated (parent Company EUR 0.75 million in 2024 compared to EUR 0.33 million in 2023).

Financial risk

To the Director's best assessment, The Company does not have any current nor potential litigation, previous tax dispute was fully settled in November 2020.

Organization

RomReal Ltd operates in Romania through its fully owned subsidiary S.C. Westhouse Group SRL (WHG). WHG holds an office in Constanta, Romania, and a small team of five employees, legal operations of the subsidiary companies being supervised by Cristea & Partners Law office headed by Mr. Adrian Cristea. The employees mainly deal with managing the assets, accounting compliance and reporting as well as sales/ marketing and fulfilling Romanian laws regarding Environment and pollution.

Working Conditions, Equal Opportunities, Health and Environmental issues

RomReal works continuously on facilitating employee development, good health, enthusiasm and commitment among its employees. The Company also encourages employees to use public transport on travelling to reduce pollution. Women and men in comparable jobs receiving the same pay. Of 11 employees in Romania, 8 are female.

Climate risks and risk management

RomReal has a clear ambition to exit the Romanian real estate market by selling its projects (primarily land) in due course, and the remaining assets has a modest value and size. Consequently, the view of the Board of the Directors is it will not materially be affected from external climate risk or any known EU and/or Romanian regulations. Even though, the Romanian affiliated companies of the Group have on a best effort basis satisfied all known climate risk/environmental procedures assessment for all the remaining properties, and the required approvals has been issued in time by the Environment authorities for each project.

Corporate Governance

RomReal Ltd (RomReal) focuses on practicing good corporate governance, which will strengthen the standards/routines in the Group and thereby contribute to the best possible long-term value creation to the benefit of the shareholders, the employees and other stakeholders. The purpose of its principles for corporate governance is to regulate the division of roles between shareholders, the Board and the Executive Management more comprehensively than is required by legislation.

The Norwegian code of practice for corporate governance (the code) has been issued by the Norwegian Corporate Governance Board (NCGB). It builds on the principle of "comply or explain", whereby companies must either comply with the code or explain why they may have chosen an alternative approach. It also requires the Company's report on its corporate governance to address all 15 sections of the code. The Oslo Stock Exchange stipulates that listed companies must provide an overall presentation of their corporate governance principles in accordance with the applicable code, and that this must be included in their annual report. RomReal's principles for corporate governance are based on the recommendation of 14 October 2021, which can be found at www.nues.no.

1. Implementation and reporting on corporate governance

Confidence in its Management and business is important for RomReal. The Group practices transparent Management, and thereby builds trust both in-house and externally.

The Board of RomReal is responsible for implementing sound corporate governance principles in the Group according to Bermuda Corporate Governance standards. Bermuda does not have a formal general corporate governance code of conduct. The primary sources of law, regulation and practice in Bermuda are provided by specific legislation and common law. At the legislative level, all companies in Bermuda are subject to the Companies Act 1981, as amended (the Companies Act). RomReal's corporate governance does not deviate from the requirements of the code in a significant way which requires more detailed explanation. Relations between owners and the Group will be characterized by respect for the owners, good and timely information, and equal treatment of shareholders.

2. Business

RomReal owns a portfolio of prime location properties in the Black Sea region, more specifically Constanta and Ovidiu. The plots are well suited for residential and commercial developments. RomReal is involved in several construction or development projects for the time being. The ethical guidelines observed by RomReal reflect its values base; please see separate Ethical Policy Section.

The objective of the Company for 2025 is to:

- Focus on land value enhancing activities in order to improve the shareholder value and satisfy all legal minimum requirements.
- Key action points are increased & more professional sales & marketing efforts.
- Some infra-structure investments and, if necessary, engage more resources into regulation processes like what is planned on Oasis.
- Continue to optimize a cost efficient and competent organisation.
- Conservative cash management and secure collection of sellers credit
- The Company is a public company with modest market value and limited resources, has an ambition to fulfil local ESG requirements.
- Try to speed up in order to minimise the time-line before an exit is realised

3. Equity and dividends

RomReal aims to maintain a solid equity and good liquidity appropriate to its objectives, strategy, and risk profile.

Dividend

The Company is fully financed without any external debt, and when/if certain additional disposals are realized, tax cases concluded a potential re-distribution of cash to the shareholders will reappear on the Board of Directors agenda.

Under Bermuda law, a Company's Board of Directors may declare and pay dividends from time to time unless there are reasonable grounds for believing that the Company is, or would after the payment be, unable to pay its liabilities as they become due or that the realizable value of its assets would thereby be less than the aggregate of its liabilities and issued share capital and share premium accounts. Under the Company's Bye-Laws, each share is entitled to dividends if, as and when dividends are declared by the Board, subjects to any preferred divided right of the holders of any preference shares. There are no restrictions on the Company's ability to transfer funds (other than funds denominated in Bermuda dollars) in and out of Bermuda or to pay dividends to Norwegian residents who are holders of the Company's Shares.

4. Equal treatment of shareholders and transactions with close associates

Share Issues

Only the General Meeting considers Board mandates to increase the share capital for each purpose after assessing the requirements set by the Board.

Different Classes of Shares

RomReal has a single share class, and each share carries one vote. Shareholders will be treated equally unless qualified grounds exist for an alternative approach.

Efforts will be made to conduct possible transactions by the Company in its own shares through the stock exchange or in other ways at prevailing stock exchange prices.

Transactions with close associates

RomReal's routines specify that, in general, no transactions should be conducted between the Group and its shareholders, Directors, senior executives or their close associates. Should any of these have an interest in a transaction involving the Group, the Board must be informed and take up the matter for consideration if necessary. Unless the transaction is insignificant, the Board will secure third-party assessments of the transaction and otherwise assure itself that no form of unfair treatment of shareholders, elected officers, employees or others is involved. The related parties, including shareholders and close associates, are reported to the stock exchange via www.newspoint.no.

5. Shares and negotiability

RomReal's articles of association place no restrictions on transferability, and its shares are freely negotiable. RomReal received a listing on the Oslo Stock Exchange's Oslo Axess list on 11 June 2007.

6. General Meetings

RomReal facilitates the participation of as many shareholders as possible at the General Meeting and ensures that it functions as much as possible as an effective meeting place for the shareholders and the Board so that the owners can exercise their rights. Notice of the Meeting and supporting documents are normally prepared no later than 21 days before the Meeting is to take place and posted on the Company's website and the Stock Exchange's distribution system. The notifications and proxies clearly specify the deadline for returning the proxies which provide the shareholders to return their vote depending on their accessibility more i.e., email.

The Meeting takes place on 30 April 2025, at our registered office in Bermuda and it is accessible to all Board members and shareholders. Shareholders unable to attend in person will be given an opportunity to vote by proxy. The Company provides information on the procedure for:

(a) Appointing a proxy

(b) appoint a person who can act as proxy for the shareholder

(c) allowing separate voting instructions for each matter but not for each one of the candidates nominated.

The Board will propose to vote for each individual Board Member as of Ordinary General Meeting scheduled for 30 April 2025.

Representatives of the Board always attend the Annual General Meeting, together with representatives of the Executive Management, and normally a representative from KPMG auditors either in person or via conference calling.

The Board determines the agenda for the General Meeting. The main items on the agenda comply with the requirements of the Public Limited Companies Act as well as the parent Company's articles of association. As recommended by the code, each General Meeting appoints a person to act as its independent Chair. Minutes of general meetings are published on www.RomReal.com and on the Oslo Stock Exchange website at www.newsweb.no.

For 2024, the Annual General Meeting of the Company will take place on the 30 April 2025, at the Company's registered office in Bermuda.

7. Nomination Committee

RomReal has chosen not to comply with the directive 7 for appointing a Nomination or Remuneration Committee. This is due to the current size, resources and activity of the Company, the Company considers that the cost of running a separate Remuneration or nomination committee should be avoided.

8. Board of Directors: composition and independence

RomReal's Board of Directors consisted at 31 December 2024 of three Directors:

Kjetil Grønskag

Bendt Thorkildsen

Heidi Sørensen Austbø

The Directors have long and varied experience in real estate, banking and finance which ensures that the Board can function effectively as a collegiate body. An overview of the Directors expertise, role and attendance can be found on the Company's website, www.RomReal.com.

The composition of the Board ensures that it serves the common interest and that it can operate as independently as possible of special interests. Chairman Kjetil Gronskag holds an executive position as Chief Executive of RomReal following Board approval on the 26 May 2016. The Board of Director's has three members including one female member.

The Chairman of the Board, as well as the Vice Chairman, Secretary, and assistant Secretary are elected by the Board of Directors during the first meeting of the newly elected Board. The term office for members of the Board is one year.

To be proposed as of Ordinary General Meeting on 30 April 2025, the General Meeting should elect the Chairman of the Board as the Company's highest governing body.

9. The work of the Board of Directors

The Board of Directors is the Company's highest body, and answerable only to the General Meeting. It has overall responsibility for planning and execution of the Group's strategy and activities, including its organization, remuneration policy and risk Management.

The Board also has overall responsibility for control and supervision. It produces an annual plan for its work with objectives, strategy and implementation. This is supported by a two-year forecast plan or budget, which is updated on a quarterly basis during Board meetings. During Board meetings decisions are taken and tasks are delegated to the Executive Management. The Board discusses all matters relating to the Group's activities which are of significant importance or of a special character.

The duties and responsibilities of the Board are dictated by applicable legislation, the parent Company's articles of association, and mandates and instructions adopted by the general meeting. The Board will exercise supervision to ensure that the Group meets its business goals and manages risk in a wise and satisfactory manner. The Board is responsible for appointing the Chief Executive.

The Chairman is responsible for ensuring that the work of the Board is conducted in an efficient and proper manner and in compliance with applicable legislation. During 2024 7 Board meetings were conducted. In addition to the Chairman, the Board has two independent chairs to lead the discussion on issues where the chair has a conflict of interest or is unable to attend. The Board carries out an annual assessment of its work.

The Board of Directors ensures that members of the board of Directors and executive personnel make the Company aware of any material interests that they may have in items to be considered by the board of Directors, prior to each Annual General Meeting.

The Board does not hold any Independent Committees due to the small size and limited activity of the Company. Two out of three Board members are independent therefore their direct judgement and decision-making during Board meetings, ensures that the Board is aligned to shareholders' value in decisions related to audit and remuneration of the executive personnel.

10. Risk Management and internal control

The Board and Executive Management of RomReal place great emphasis on establishing and maintaining routines for risk Management and internal control. An annual review of the most important risks affecting the business is conducted by the Board.

Economic conditions and Emerging markets risk

The financial market climate and especially the price of property/plots, interest level and general rental levels in Romania represents risk, as it will affect the Group's limited rental income and value of the properties. There is risk associated with the general development of lease levels of commercial property for various segments where the Group owns properties. The increasing interest level seen in 2024/23 has also resulted in higher financial expenses for existing and potential buyers of the Company's properties.

The risk of market slowdown due to the geo-political risk in the region is evaluated and monitored by the Management on a regular basis. Romania is a member of both NATO and EU.

Financial reporting

Quarterly operational and accounting reports are prepared for Board approval using International Financial Reporting Standards.

Counterparty risk

RomReal conducts a regular review of both clients and suppliers to identify counterparty risk. New clients are also subject to a thorough assessment to identify any risk they may present.

Credit risk

Cash is placed with reputable banks. The group has full collateral on trade receivables and the outstanding customers financing agreements are followed up with increased attention. The Group management consider the credit risk to be at minimal level.

Climate risk

The Oasis project and Lakeside is located along a lake, a potential rise in the water level could impact the value and utilisation of the plot.

Financial risk

The Company has no external long-term debt. RomReal largest financial risk is the servicing of the various vendor financing schemes. RomReal has a solid experience with such structures, but no guarantees could be given for the future.

Foreign Exchange risk

The Company's main reporting currency is the EUR, which is used to facilitate loans to its subsidiaries. At the subsidiary level in Romania, the functional currency is RON. Due to its operational exposure in Romania, the financial reporting currency used to value the Company's assets is the RON. Due to the fact that sale agreements for plots are denominated in a different currency compared to the functional currency, the Company is exposed to foreign exchange risk. To manage this, the Company holds its deposits in a mix of RON and EUR.

Tax risk

Changes in laws and rules regarding tax and duties may involve new and changed parameters for investors and the Company. This may involve a reduction in the profitability of investing in property and the profit after tax for the Company. Tax implications of transactions and dispositions conducted by the Company are to a certain extent based on judgment of applicable tax laws and regulations. Even if the Company is of the opinion that it has assessed tax law in good faith, it could not be ruled out that the authorities are of a different opinion. A change in regulation status in parts or all of the property portfolio may also normally change the applicable tax.

The Company is required to calculate its current income tax at a flat rate of 16%. Starting 01 January 2024 all three companies are subject to 16% on taxable profits. Until 31 December 2023 one company was subject to 16% on taxable profits, other two companies were subject to 1% tax on income.

In order to simplify and optimize the Romanian sub-holding structure, during 2023 a merger processes of the Romanian subsidiaries has taken place. Westhouse Group SRL absorbed Westhouse Lakeside SRL and Investate SRL.

In 2024, the share capital of Westhouse Group SRL was reduced from 196,125,160 ron to 100,750,160 ron, in order to cover accumulated accounting losses generated during 2009 – 2020, by reducing the number of shares.

The new fiscal code implemented 01 Jan 2016 has applied a land tax increase of 500% on idle plots that lack cleaning. The Board has allocated a budget for the Management to maintain all of the Company's idle plots in a clean condition.

11. Remuneration of the Board of Directors

The General Meeting determines Directors' fees. The remuneration is not linked to the Company's performance in any way.

During 2024, the Directors received the following remuneration:

Lacramioara Isarescu	**EUR 2,200**
Heidi Sørensen Austbø	**EUR 6,600**
Bendt Thorkildsen	**EUR 6,600**

During 2024, Chairman Kjetil Grønskag abstained from receiving any remuneration as a Board Member during the year. There are no outstanding share options. The Company does not grant share options to board members. Lacramioara Isarescu was not re-elected on the AGM in April 2024.

12. Remuneration of the Executive Management

The Board determines the Chief Executive's terms of employment. The main principle applied by RomReal for determining the pay of the Chief executive and other senior executives is that these persons will be offered competitive terms. In addition, RomReal will offer terms which encourage value creation for the Group and its shareholders, and which strengthen the loyalty of senior employees to the business.

The Executive Management of RomReal comprises three executives with good knowledge within their job functions and with senior Management experience from across the industry. The Executive Management of RomReal currently includes the following persons with the yearly outlined remuneration:

Name	Position	Yearly fees	Benefits/Bonuses
Kjetil Gronskag	CEO RomReal	€104,004	0.7% on asset sales
Adrian Cristea	Board member of Rom subsidiaries and legal advisor	€75,000	2% on asset sales *
Claudia Oprisan	Chief Accountant	€40,000	N/A

* The incentive lawyer fee is applied on the net proceeds received by RomReal or any of its subsidiary net of any transactions fees and vat to be added (net proceeds in Euro). These net proceeds have to be approved by the CEO of RomReal's subsidiaries Board of Directors and paid by RomReal's subsidiaries.

13. Information and communication

RomReal takes the view that objective, detailed and frequent information to the market is vital for a correct valuation of its share, and accordingly pursues a continuous dialogue with analysts and investors.

Information about important events in RomReal as well as its periodic reporting of results is published in accordance with the guidelines to which the Group became subject through its listing on Euronext Oslo. RomReal seeks continuously to publish all relevant information to the market in a timely, efficient and non-discriminatory manner. The Company constantly improves its Investor Relation material by upgrading its reporting format, content, and website.

All stock exchange announcements are made available on www.RomReal.com and the Euronext Oslo Exchange website www.newsweb.no. The Group will provide the same information to all shareholders at the same time. To the extent that analysts or shareholders ask for further details, RomReal and the Board will ensure that only information which has already been made public is provided.

The Group holds quarterly and interim presentations. These provide an overview of operational and financial developments in the previous quarter as well as an overview of market prospects and the outlook for the business. Interim reports, and presentation materials are made available on the Group's website for a period of at least 5 years.

The Board determines the Group's financial calendar, which specifies the dates for publication of interim reports, the annual general meeting and the payment of dividends. This calendar is published by the end of December via the Euronext Oslo's information system and on the RomReal website.

2025 Financial Calendar includes the following dates:

Q4 2025 Report	28/02/2026
AGM 2024	30/04/2025
Q1 2025 Report	30/05/2025
Q2 2025 Report	30/08/2025
Q3 2025 Report	28/11/2025

14. Takeovers

In the event of a bid for the parent Company's shares, the Board and the Executive Management will try to ensure that everyone gets access to sufficient information to be able to reach a decision on the offer. Unless otherwise instructed by the general meeting, the Board will not try to deploy defensive mechanisms to prevent the implementation of the bid.

The Board will provide shareholders with its view of the offer and, providing they have reached a decision on this, Directors are duty-bound to inform shareholders whether they personally intend to accept the bid. Should the Board find that it is unable to recommend whether the shareholders should accept the bid, it will explain the reasons why such a recommendation cannot be given. An explanation must be provided if the Board's decision is not unanimous. The Board will consider whether an assessment should be obtained from an independent expert.

15. Auditors and advisors

RomReal is audited by KPMG AS. KPMG AS, registration number 935174627, has been the Company's auditor since September 2024. The registered business address of KPMG AS is Sørkedalsveien 6, 0369 Oslo, Norway, and KPMG AS is a member of the Norwegian Institute of Public Accountants (Nw. "Den Norske Revisorforeningen"). The Group will not use the auditor as a consultant unless this has been approved in advance by the Board or its Chair. A plan for their work is submitted annually by the external auditor to the Board, and this plan will specify planned services other than auditing.

The auditor attends Board meetings which deal with the annual accounts and is also present during the AGM.

In addition, the Board and the auditor will offer the opportunity to at least one meeting a year without the chief executive or other executive personnel being present. A briefing on the audit work and an assessment of the Group's internal control will be provided by the auditor to the general meeting.

The Board of Director's Reports the auditor remuneration to the general meeting, including details of the fee paid for audit work and any fees paid for other specific assignments.

Prospects

Romania has an open FID driven economy and should be mindful of the uncertain global backdrop. May 2025 is again a mayor election event in Romania and that is creating some extra political turbulence. In most opinions, the main positives with this President election compared to December last year, is all the President candidates have stated a supportive view regarding both NATO and EU. The minor uptick in inflation in February 2025 would indicate the first likelihood of a cut in the interest rates would most probably be pushed well into second half 2025 at the earliest. With such a scenario in horizon, RomReal will continue its careful approach including cost focus, minimised risks, and no cash return to its shareholders. Assuming a potential interest reduction late 2025/2026 and less political risk, this should lead to a somewhat improved consumer confidence and better real estate market fundamentals. Consequently, the completion of the first Oasis apartment block should gradually become more attractive to prospective buyers. The Board is also hopefully some part sales on the Industrial Park should materialise during this year.

Bermuda, 22.04.2025

The Board of Directors of RomReal

....

Kjetil Grønskag (Chairman & CEO) Bendt Thorkildsen (Director)

....

Heidi Sørensen Austbø (Director)

FINANCIAL STATEMENTS 2024

Income Statement

Figures in EUR		Consolidated		Parent company	
	Notes	2024	2023 Restated*	2024	2023 Restated*
Rental income	**11**	**269,258**	**233,357**	**-**	**-**
Sales of inventories	11	499,778	338,200	-	-
Cost of sales - inventories	1,5	(393,543)	(323,799)	-	-
Profit / (loss) on sales of inventories		**106,235**	**14,401**	**-**	**-**
Net gain on sell of investment property	11	5,384	1,437,438	-	-
Total operating income		**380,877**	**1,685,196**	**-**	**-**
Payroll and related expenses	12	(351,202)	(315,324)	(15,400)	(19,350)
Depreciation expense	3	(19,396)	(17,360)	-	-
Other operating gains /(losses)	14	39,831	4,961	-	-
Inventory (write off)/ reversal	5	(1,181,617)	(586,067)	-	-
General and administrative expenses	13	(852,094)	(733,636)	(335,885)	(311,396)
Operating expenses		**(2,364,478)**	**(1,647,426)**	**(351,285)**	**(330,746)**
Net gain/(loss) from revaluation of investments	4, 14	219,845	647,950	(2,077,219)	596,523
Profit/(loss) from operations		**(1,763,756)**	**685,720**	**(2,428,504)**	**265,777**
Dividend from subsidiary		-	-	1,000,000	-
Interest income	15	275,892	257,713	12,269	3,371
Interest expense	15	-	-	-	-
Foreign exchange, net	15	21,092	22,848	(704)	(780)
Profit/(loss) before taxes		**(1,466,772)**	**966,281**	**(1,416,939)**	**268,368**
Tax expense	16	(226,855)	(472,209)	(99,048)	(32,000)
Result of the period		**(1,693,627)**	**494,072**	**(1,515,987)**	**236,368**
Attributable to:					
-Equity holders of the parent		(1,693,627)	494,072	(1,515,987)	236,368
Basic and diluted earnings/(losses) per share from continuing operations	**20**	**(0.0415)**	**0.0105**	**(0.0371)**	**0.0057**

*Numbers have been restated, see note 2.1.1 Basis for preparation

Statement Of Comprehensive Income

Figures in EUR	Consolidated		Parent company	
	2024	**2023 Restated***	**2024**	**2023 Restated***
Profit / (loss) for the year	**(1,693,627)**	**494,072**	**(1,515,987)**	**236,368**
Other comprehensive income to be reclassified to profit or loss in subsequent periods				
Exchange differences on translation of foreign operations	(65,190)	(87,948)	-	-
Other comprehensive income for the year, net of tax	**(65,190)**	**(87,948)**	**-**	**-**
Total comprehensive income for the year, net of tax	**(1,758,817)**	**406,124**	**(1,515,987)**	**236,368**
Attributable to equity holders of the parent:	(1,758,817)	406,124	(1,515,987)	236,368

*Numbers have been restated, see note 2.1.1 Basis for preparation

Statement of Financial Position

Figures in EUR		Consolidated		Parent company	
ASSETS	**Notes**	**December 31, 2024**	**December 31, 2023 Restated***	**December 31, 2024**	**December 31, 2023 Restated***
Non-current assets					
Property, plant & equipment	3	45,444	41,564	-	-
Investment properties	4	2,607,400	3,645,080	-	-
Non-current receivables	6	200,000	1,116,484	-	-
Deferred tax asset	16	-	-	-	-
Investments in subsidiaries	1	-	-	14,122,675	16,561,772
Total non-current assets		**2,852,844**	**4,803,128**	**14,122,675**	**16,561,772**
Current assets					
Short term investments	6,9	603,124	-	-	-
Inventories	5	6,701,245	6,571,475	-	-
Receivables from group companies		-	-	73,075	192,123
Trade receivables and other assets	6	1,804,317	2,275,450	35,210	25,902
Cash	9	3,254,876	3,479,665	645,542	110,675
Total current assets		**12,363,562**	**12,326,590**	**753,827**	**328,700**
Total assets		**15,216,406**	**17,129,718**	**14,876,502**	**16,890,472**

Figures in EUR					
LIABILITIES AND EQUITY	**Notes**	**December 31, 2024**	**December 31, 2023 Restated***	**December 31, 2024**	**December 31, 2023 Restated***
Equity					
Issued share capital	7	103,419	103,419	103,419	103,419
Contributed surplus	7	87,117,249	87,117,249	87,117,249	87,117,249
Treasury shares	7	(185,785)	-	(185,785)	-
Retained earnings	8	(75,961,490)	(74,267,863)	(72,272,666)	(70,756,679)
Other Reserves		160,221	160,221	-	-
Translation reserve		3,457,932	3,523,122	-	-
Total equity		**14,691,546**	**16,636,148**	**14,762,217**	**16,463,989**
Non current liabilities					
Deferred tax liability	16	121,695	123,905	-	-
Total non current liabilities		**121,695**	**123,905**	**-**	**-**
Current liabilities					
Trade and other payables	10	195,268	118,927	114,285	64,606
Payables to group companies		-	-	-	361,877
Income tax payable	16	4	808	-	-
Contract liabilities	10	207,893	249,930	-	-
Total current liabilities		**403,165**	**369,665**	**114,285**	**426,483**
Total liabilities and equity		**15,216,406**	**17,129,718**	**14,876,502**	**16,890,472**

*Numbers have been restated, see note 2.1.1 Basis for preparation

Signed on behalf of the Board of Directors

....
Kjetil Grønskag (Chairman & CEO)

....
Bendt Thorkildsen (Director)

....
Heidi Sørensen Austbø (Director)

Consolidated Statement Of Changes in Equity

Figures in EUR	Attributable to equity holders of the parent						
	Share Capital (Note 7)	Contributed Surplus (Note 7)	Treasury Shares (Note 7)	Retained Earnings (note 8)	Translation Reserve	Other Reserves	Total
Balance as of December 31, 2022	**103,419**	**87,117,249**	**-**	**(74,761,935)**	**3,611,070**	**160,221**	**16,230,024**
Profit / (loss) for the period*	-	-	-	494,072	-	-	494,072
Other comprehensive income*	-	-	-	-	(87,948)	-	(87,948)
Total comprehensive income for the year*	**-**	**-**	**-**	**494,072**	**(87,948)**	**-**	**406,124**
Balance as of December 31, 2023	**103,419**	**87,117,249**	**-**	**(74,267,863)**	**3,523,122**	**160,221**	**16,636,148**
Repurchase of own shares	-	-	(185,785)	-	-	-	(185,785)
Profit / (loss) for the period	-	-	-	(1,693,627)	-	-	(1,693,627)
Other comprehensive income	-	-	-	-	(65,190)	-	(65,190)
Total comprehensive income for the year	**-**	**-**	**-**	**(1,693,627)**	**(65,190)**	**-**	**(1,758,817)**
Balance as of December 31, 2024	**103,419**	**87,117,249**	**(185,785)**	**(75,961,490)**	**3,457,932**	**160,221**	**14,691,546**

*Numbers have been restated, see note 2.1.1 Basis for preparation

Parent Company's Statement Of Changes in Equity

Figures in EUR

	Share Capital (Note 7)	Contributed Surplus (Note 7)	Treasury Shares (Note 7)	Retained Earnings (note 8)	Total
Balance as of December 31, 2022	**103,419**	**87,117,249**	**-**	**(70,993,047)**	**16,227,621**
Profit for the period - Restated*	-	-	-	236,368	**236,368**
Other comprehensive income*	-	-	-	-	-
Total comprehensive income and expense for the year	**-**	**-**	**-**	**236,368**	**236,368**
Balance as of December 31, 2023	**103,419**	**87,117,249**	**-**	**(70,756,679)**	**16,463,989**
Repurchase of own shares	-	-	(185,785)	-	**(185,785)**
Profit for the period	-	-		(1,515,987)	**(1,515,987)**
Other comprehensive income	-	-		-	-
Total comprehensive income and expense for the year	**-**	**-**	**-**	**(1,515,987)**	**(1,515,987)**
Balance as of 31-Dec-24	**103,419**	**87,117,249**	**(185,785)**	**(72,272,666)**	**14,762,217**

*Numbers have been restated, see note 2.1.1 Basis for preparation

Statement Of Cash Flows

Figures in EUR		Consolidated		Parent company	
	Notes	2024	2023 Restated*	2024	2023 Restated*
CASH FLOW FROM OPERATING ACTIVITIES:					
Net profit/(loss)		**(1,693,627)**	**494,072**	**(1,515,987)**	**236,368**
Adjustments for:					
- Income tax expense/(profit)	16	226,855	472,209	99,048	32,000
- Net (gain)/loss from revaluation of investment properties and inventories	4,11	961,772	(61,883)	-	-
-Loss/(gain) on disposal of investment property	4,11	(5,384)	(1,437,438)	-	-
- Depreciation and amortization	3	19,396	17,360	-	-
- Dividend income		-	-	(1,000,000)	-
- Interest income	15	(275,892)	(257,713)	(12,269)	(3,371)
- Interest expense	15	-	-	-	-
-Unrealised foreign exchange (gain) / loss	15	(21,092)	(22,848)	704	780
-Net (gain)/loss from revaluation of investment in subsidiaries	15	-	-	2,017,520	(596,523)
Decrease/(increase) in trade and other receivables		784,492	(1,721,605)	(9,308)	(201,967)
(Decrease)/increase in current payables		34,304	(22,011)	49,679	368,074
Decrease/(increase) in inventories		(1,311,387)	1,632,465	-	-
Net cash generated from operations		**(1,280,563)**	**(907,392)**	**(370,613)**	**(164,639)**
Income tax paid		(243,449)	(453,010)	(99,048)	(32,000)
Net cash flow from operating activities		**(1,524,012)**	**(1,360,402)**	**(469,661)**	**(196,639)**
CASH FLOWS FROM INVESTING ACTIVITIES:					
Cash dividend received from subsidiary		-	-	1,000,000	-
Sales of investment property		1,845,449	650,547	-	-
Capital expenditure on assets		(32,896)	(148,637)	-	-
Payments to Short term bank deposits		(603,124)	-	-	-
Interest received		275,892	257,713	12,269	3,371
Net cash flow used in investing activities		**1,485,321**	**759,623**	**1,012,269**	**3,371**
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from borrowings		-	-	-	199,241
Repurchase of own shares		(185,785)	-	(185,785)	-
Payments (to)/from companies within the group, net		-	-	178,713	(169,754)
Interest paid	15	-	-	-	-
Net cash from financing activities		**(185,785)**	**-**	**(7,072)**	**29,487**
Net change in cash		**(224,476)**	**(600,779)**	**535,536**	**(163,781)**
Cash, beginning of period		3,479,665	4,098,477	110,675	274,479
Foreign exchange gain/(losses) on cash		(313)	(18,033)	(669)	(23)
Cash, end of period		**3,254,876**	**3,479,665**	**645,542**	**110,675**

*Numbers have been restated, see note 2.1.1 Basis for preparation

Notes To The Financial Statements

Note 1 INVESTMENTS IN SUBSIDIARIES

RomReal is a Company focused on the Romanian real estate market.

The consolidated financial statements of RomReal Limited and its subsidiaries (collectively the "Group" or the "Company") for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors and approved in AGM at 30 April 2025.

These financial statements cover RomReal Ltd. and its subsidiaries. RomReal Ltd. is incorporated in Bermuda whereas the subsidiaries Westhouse Group SRL, Balada Shopping Market SRL (former Concorde Group SRL), Westhouse Oasis Residences SRL (former Rofrench Connection SRL), are incorporated in Romania. RomReal Ltd and its subsidiaries (the Group) are principally engaged in property investments and development in Romania.

Also, for reference, separate financial statements of the parent company, Romreal Ltd. have been prepared. As a general rule, all comments refer to the consolidated financial statements of the Group, unless specifically mentioned otherwise.

Both consolidated financial statements and those of the parent have been prepared on a going concern basis.

Entity	Country of business	Owner's share	Number of shares
Westhouse Group SRL	Romania	100%	10,075,016
Balada Shopping Market SRL (former Concorde Group SRL)	Romania	100%	380,442
Westhouse Oasis Residences SRL (former Rofrench Connection SRL)	Romania	100%	647,572

The registered office address of RomReal Ltd is located at Burnaby Building, 16 Burnaby street, Hamilton HM11, Bermuda.

The investment in subsidiaries at the Parent Company are recognized at fair value, using level 3 valuation techniques that use parameters that significantly affect the valuation, but which are not observable (unobservable input variables). They are presented as assets minus liabilities. The value of investments in subsidiaries is mainly driven by the fair value of properties, based on valuation by independent, external appraiser. The key assumptions used to determine the fair value of investment properties are further explained in Note 4.

In March 2023 a merger process was completed, Westhouse Group SRL absorbed Westhouse Lakeside SRL and Investate SRL – both 100% owned entities. Full patrimony – both assets and liabilities - of the 2 (two) absorbed entities was transferred to Westhouse Group SRL. The absorbed entities ceased to exist, lost their legal status, were dissolved without liquidation and removed from the Trade Register.

During the period, there were no additions or disposal. The movement in investment in subsidiaries for the parent company during the period is due to the change in value between the periods and increase in share capital of Westhouse Oasis Residences by EUR 1m, equivalent of 99,542 shares (2023: 548,030 shares).

In 2024, the share capital of Westhouse Group SRL was reduced from 196,125,160 ron to 100,750,160 ron, in order to cover accumulated accounting losses generated during the period from 2009 to 2020, by reducing the number of shares from 19,612,516 shares to 10,075,016 shares.

Note 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis for preparation

The consolidated financial statements of the RomReal Group and those of the parent company have been prepared in accordance with IFRS® Accounting Standards as adopted by the EU. All IFRS standards adopted have effective date 1 January 2024 or earlier. The consolidated financial statements and those of the parent company are presented in euros.

The financial statements have been prepared on the basis of historical cost except for Investment Properties and Investment in Subsidiaries which are presented at fair value.

2.1.1 Restatement of 2023 numbers

A new line item "Net gain on sell of investment property" is included in the financial statement which has reduced Sale of inventory and cost of sales inventories with the related gross amounts. No effect on profit.

The net gain on valuation of investment property at 31 December 2023 was increased by EUR 0.633 million in line with the sales consideration agreed upon in sales agreements signed during the first quarter of 2024 as the agreed sale price in late 2023 should have been used as best estimate for fair value at the point.

The impairment of assets classified as inventories at 31 December 2023 was increased by EUR 0.115 million in line with the consideration agreed upon in sales agreements signed during first quarter of 2024 as the agreed sale price in late 2023 should have been used as best estimate for net realisable value at the point.

The corresponding tax effect of restatements mentioned above is in amount of EUR 0.083 million.

On the Statement of Comprehensive Income Exchange differences on translation of foreign operations was decrease by EUR 729,857, from EUR 641,909 to EUR (87,948). Other assets at 31 December 2023 were decreased by EUR 727,397 and Translation reserves were decreased by EUR 729,858 due to missing elimination.

Trade receivables at 31 December 2023 with a due date in 2025 in amount of EUR 1.116 million were reclassified from Current assets to Non-current assets.

Trade and other payables at 31 December 2023 in amount of EUR 249,930 were reclassified to Contract liabilities.

The cash flow statement for 2023 was restated due to incorrect calculations in 2023, based on the restatements mentioned above.

Interest received in amount of EUR 257,713 from financing activities to investing activities.

In the parent entity the mentioned adjustment, caused a change in net assets of subsidiaries of EUR 465,018.

There is no impact on any balances 01.01.2023 and therefore no third period is presented.

	Consolidated		Parent	
	2023	2023 restated	2023	2023 restated
Sales of inventories	3,308,213	338,200	-	-
Cost of sales - Inventories	(1,856,374)	(323,799)	-	-
Profit / (loss) on sales of inventories	1,451,839	14,401	-	-

Net gain on sell of investment property	-	1,437,438	-	-
Inventory (write off)/ reversal	(470,910)	(586,067)	-	-
Net gain/(loss) from revaluation of investments	15,416	647,950	1,061,541	596,523
Profit/(loss) from operations	168,343	685,720	730,795	265,777
Profit/(loss) before taxes	448,904	966,281	733,386	268,368
Tax expense	(389,429)	(472,209)		
Result of the period	59,475	494,072	701,386	236,368
EPS	0.0014	0.0105	0.0170	0.0057
Exchange differences on translation of foreign operations	641,909	(87,948)	-	-
Other comprehensive income for the year, net of tax	641,909	(87,948)	-	-
Total comprehensive income for the year, net of tax	701,384	406,124	701,386	236,368
Investment properties	3,016,132	3,645,080		
Non-current receivables	-	1,116,484		
Deferred tax assets	54,876	-		
Investments in subsidiaries	-	-	17,026,790	16,561,772
Inventories	6,685,979	6,571,475		
Trade receivables and other assets	4,119,331	2,275,450		
Retained earnings	(74,702,460)	(74,267,863)	(70,291,661)	(70,756,679)
Translation reserves	4,252,980	3,523,122	-	
Equity	16,931,409	16,636,148	16,929,007	16,463,989
Deferred tax liability	96,470	123,905		
Trade and other payables	368,860	118,927		
Contract liabilities	-	249,930		
Cash flow Statement:				
Net (gain)/loss from revaluation of investment properties and inventories	455,494	(61,883)		
Loss/(gain) on disposal of investment property	(1,451,839)	(1,437,438)		
Net (gain)/loss from revaluation of investment in subsidiaries			(1,061,541)	(596,523)
Decrease/(increase) in inventories	1,778,174	1,632,465		

Cash generated from operations	(776,020)	(907,392)		
Net cash flow from operating activities	(1,229,030)	(1,360,402)		
Sales of investment property	2,263,160	650,547		
Capital expenditure on investment property	(1,892,622)	(148,637)		
Net cash flow used in investing activities	370,538	759,623		
Net cash flow from financing activities	257,713	-		

2.2 Consolidation

The consolidated financial statements comprise the financial statements of RomReal Ltd. and its subsidiaries as of 31 December 2024 and 31 December 2023; the Group was established in the autumn 2005. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies. All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full.

2.3 Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements
In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements.

Classification of property
RomReal determines whether a property is classified as investment property, assets held for sale or inventory based on factors like the nature of the property and the intention to hold it.

-RomReal's investment property comprises land and buildings which are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. Investment properties are recognised at fair value, based on valuation by independent, external appraiser.

-Investment properties are classified as held for sale, if their carrying amount will be recovered through a sales transaction rather than through their continuing use. This condition is regarded as met if the sale is highly probable. The sale should be expected to qualify for recognition as a completed sale within one year from the date of classification. Investment properties classified as held for sale are recognised at fair value in the statement of financial position.

-The Group's inventory properties comprise residential projects under development and construction intended for sale in the ordinary course of business. Where the Group constructs the residential projects, the individual units are handed over to the purchaser before or when they are completed. Inventory properties may comprise properties under development and construction, and completed units which are not sold. Inventory properties are measured at the lower of cost and net realisable value.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Climate-related matters
Management assessed the impact of climate matters and related risks in applying significant estimates and assumptions, including impairment tests and decommissioning provision. The assessment includes both transitional risks, i.e. increased costs resulting from other regulatory requirements, and physical risks, such as critical weather events.
In estimating the valuation of the investments management considered climate risks. Due to our business model, this included mainly an assessment of change in weather (storms and floods) and requirements for properties and development of landfields in the future.
In respect of decommissioning of the plots management assessed it and concluded that no liability needs to be recognized. Management also considered the impact of climate matters without impact on estimated future costs. It is management's assessment that climate matters and related risks did not have a material impact on the Group's significant estimates and assumptions in these consolidated financial statements.
In addition, management assessed climate-related matters in relation the going concern assessment. The assessment includes both transitional risks in the form of increased costs incurred of transitioning toward a more sustainable economy, and physical risks due to specific weather events, such as storms or floating. It is management's assessment, that climate-related matters will not have a significant impact on the Group's going concern assessment, or in the long-term (next five years).

Estimate of fair value of investment properties
Fair values are determined based on an annual valuation performed by an accredited external, independent valuer that is certified by the Romanian Institute of Valuers. Valuation has been made such, in accordance with the International Valuation Standards, to reflect market value of the properties, namely "The amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties, in an arm's length transaction". No account has been taken of any additional prospective purchaser with a special interest. No allowance has been made with regard to any expenses of realization, or for any taxation arising in case of disposal. The determined fair value of the investment properties is most sensitive to the degree to which comparable transactions are available, including the degree of judgement and adjustments necessary to make such market transactions comparable to the investment property being valued. The determination of the fair value of investment property may also require the use of estimates such as future cash flows from assets and discount rates applicable to those assets. In addition, development risks (such as construction and letting risks) are also taken into consideration when determining the fair value of investment properties under construction. These estimates are based on local market conditions existing at reporting date.

Taking into account the characteristics of the Group's properties, as well as the features of the local market, the market comparison approach was considered in these circumstances as the most suitable in estimating the market value of the properties. As described above scenarios of fair value of investments properties also take into account the climate change and relevant regulatory requirements which may have been affecting the company's property investments portfolio.

The management believes that the valuation assumptions used reflect the best estimate of the investment properties' fair value at the date of the financial statement. The key assumptions used to determine the fair value of the investment properties are further explained in Note 4.

Estimation of net realisable value for inventory
Inventory is stated at the lower of cost and net realisable value (NRV). NRV for completed inventory property is assessed with reference to market conditions and prices existing at the reporting date. NRV in respect of inventory property under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less the estimated costs to make the sale.
NRV is determined by the Group based on an annual evaluation performed by an accredited external, independent valuer. However, given the limited liquidity of the market, there is a significant degree of uncertainty in estimating the NRV. The key assumptions used to determine the net realisable value of the inventory properties are further explained in Note 5.

2.4 Property, plant and equipment

Plant and equipment is stated at cost net of accumulated depreciation and/or accumulated impairment losses, if any. Such cost includes the cost of replacing part of such plant and equipment when that cost is incurred if the recognition criteria are met. Depreciation is calculated on a straight-line basis over the useful life of the assets. The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may be impaired.
Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

IT equipment	Motor vehicles	Other fixtures and fittings
2-4 years	4 years	3-9 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognised.
The asset's residual values, useful lives and methods of depreciation are reviewed, and adjusted if appropriate, at each financial year end.

2.5 Investment properties
Investment properties include completed investment properties and investment properties under development. Investment properties are held with the aim of achieving a long-term return from rental income or increase in value, or both. Investment properties are recognised at fair value in the statement of financial position.

Initial measurement takes into consideration the property’s cost price, which includes direct transaction costs such as document duty and other public duties, legal fees and due diligence costs.

Subsequent expenditure is added to the investment property's carrying amount if it is probable that future economic benefits associated with the expenditure will flow to the Group and the expense can be measured reliably.

Investment properties are valued at each reporting date. The values are estimated by an independent Appraiser. The valuations are based on market value approach.

All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use. Property being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory property and is measured at the lower of cost and net realisable value (NRV).

2.6 Financial assets

Financial assets are classified at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income, or fair value through profit or loss
The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. The Group’s rent and other trade receivables are measured at the transaction price determined under IFRS 15, after adjusting for significant financing component. Refer to the accounting policies on revenues from contracts with customers.
In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income (OCI), it needs to give rise to cash flows that are ‘solely payments of principal and interest (SPPI)’ on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.
The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash

flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

2.7 Inventories

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less cost to complete development and selling expenses. The cost of inventory recognised in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold.
Costs are capitalised when future cash generation is expected. Such costs include the construction costs of the inventories.

2.8 Equity

Transaction costs relating to equity transactions are recognised directly in equity.

Share Issues

Only the General Meeting considers Board mandates to increase the share capital for each purpose after assessing the requirements set by the Board.

Different Classes of Shares

RomReal has a single share class, and each share carries one vote.

Efforts will be made to conduct possible transactions by the Company in its own shares through the stock exchange or in others ways at prevailing stock exchange prices.

2.9 Operating lease contracts – the Group as a lessor

Rental income: Rental income is recognised over the life of the rental period.

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 all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

2.10 Revenue recognition

Revenue includes rental income, service charges and management charges from properties, and income from property trading.

Rental income is recognized on a straight -line basis over the term of the lease, when it is earned, not when cash is received.

The payment term for rental income is by the end of the month for, the current month.

Revenue from sale of property classified as inventory is recognized at a particular point-in-time, when the buyer takes control of goods. A contract exists between the Group and the buyer and a reasonable likelihood that payment will be made. The amount recognized is the consideration agreed upon by the parties.

The payment term for revenue from sales of inventory depends on the sales agreement, it can be for example monthly instalments described in the instalments schedule, at the date of signing the sales agreement or at a fixed date in time.

Other income: Other income is recognised as it is earned.

2.11 Gain from sale of Investment property

Income from sales of investment property plots: Revenue is recognized when the sales closes. Deposits cashed by the Group for the sale of plots are not recognised as revenue until control is transferred buyer, which occurs upon completion of the sale, this is when customer gets legal ownership and physical access to the property.

2.12 Foreign currency translation

The consolidated financial statements are presented in euros, which is the parent company's functional and presentation currency. Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

The functional currency of the Romanian operations is the Romanian New Leu. As at the reporting date, the assets and liabilities of these subsidiaries are translated into the presentation currency of RomReal Ltd. Group (the euro) at the rate of exchange ruling at the balance sheet date and, their income statements are translated at the average exchange rates for each month unless there have been significant fluctuations in the exchange rate over the applicable period, in which case the exchange rate at each transaction date is applied.

The exchange differences arising on the translation are recognised in other comprehensive income.

	December 31, 2024	December 31, 2023
Closing	4.9741	4.9746

2.13 Taxes

RomReal Ltd. is incorporated in the Islands of Bermuda so is not subject to any income, withholding or capital gains taxes under current Bermuda law, but could be subject to expense due to withholding tax on dividend from foreign subsidiaries. The subsidiaries are registered in Romania and are subject to Romanian taxation rules.

2.14 Operating segments

For management purposes, the group is organised into a single business unit and consequently has only one operating segment which the management monitors in terms of performance assessment.

2.15 Changes in accounting policies and disclosures

The accounting policies adopted are consistent with those of the previous financial year.

New and amended standards adopted by the Group and parent

The accounting policies adopted, and methods of computation followed are consistent with those of the previous financial year.

New standards and interpretations not yet adopted by the Group

IFRS 18 will replace IAS 1 for annual reporting periods beginning after 1 January 2027. The Group is still in the process of assessing the impact of the new standard, particular in respect to the structure of the Group’s statement of profit and loss, the statement of cash flows and additional disclosures required for management-defined performance measures.

Note 3 PROPERTY, PLANT AND EQUIPMENT

Figures in EUR - Consolidated	IT equipment	Other fixtures and fittings	Motor vehicles	Total
Gross book value as at December 31, 2023	**52,734**	**287,393**	**54,021**	**394,148**
Additions in period	-	3,000	19,930	22,930
Disposals in period	(45,869)	(193,314)	-	(239,183)
Translation difference	3	19	186	208
Gross book value as at December 31, 2024	**6,868**	**97,098**	**74,137**	**178,103**
Accumulated Depreciation as at December 31, 2023	**(50,836)**	**(260,499)**	**(41,247)**	**(352,583)**
Charge for the period	-	(6,444)	(12,952)	(19,396)
Disposals in the period	45,869	193,314	-	239,183
Translation difference	(2)	145	(6)	137
Accumulated Depreciation as at December 31, 2024	**(4,969)**	**(73,484)**	**(54,205)**	**(132,659)**
Net book Value as at December 31, 2023	**1,898**	**26,894**	**12,774**	**41,565**
Net book Value as at December 31, 2024	**1,899**	**23,613**	**16,932**	**45,444**
Depreciation method	Linear	Linear	Linear	
Depreciation period (Years)	2-4	3-9	4	

There were no impairment charges in 2024 and 2023.

Note 4 INVESTMENTS PROPERTIES

Figures in EUR - Consolidated	2024	2023*
Opening balance as at January 1	3,645,080	4,398,324
Additions in period	9,966	147,809
Sales	(1,267,753)	(1,530,729)
Fair value adjustment during the period	219,845	647,950
Translation differences	261	(19,048)
Carrying amount as at December 31	**2,607,400**	**3,645,080**

* Figures were restated - The net gain on valuation of investment property at 31 December 2023 was increased by EUR 0.633 million in line with the sales consideration agreed upon in sales agreements signed during the first quarter of 2024.

The amounts presented as Sales in Note 4 in amount of EUR 1,267,753 in 2024 (EUR 1,530,729 in 2023) plus Net gain on sell of investment property in amount of EUR 5,384 in 2024 (EUR 1,437,438 in 2023) deviates from the amounts presented in the Statement of cash flows Sales of investment property in amount of EUR 1,845,449 in 2024 (EUR 650,547 in 2023), due to previous years credit sales.

Figures in EUR - Consolidated

	2024	2023
Investment property generating rental income	2,437,000	2,221,000
Investment property not generating rental income	170,400	1,424,060
Carrying amount as at December 31	**2,607,400**	**3,645,080**

The investment property generating rental income is an agro-fruit and non-food market – Balada Market - located in the center of Constanta. Rental revenue generated in 2024 is EUR 269,258 (EUR 233,357 in 2023), estimated occupancy ration in 2024 was 80% (in 2023 80%).

The investment property not generating rental income is a plot of land – Ovidiu Residence 3.

Direct operating expenses from the investment property was EUR 305,402 in 2024 (EUR 259,071 in 2023). The Group has no contractual obligations on the properties.

Investment properties consist of land and buildings at various locations in Romania. The fair value of investment property as at 31 December 2024 is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification in Romania and who has recent experience in the location and categories of the investment property being valued. Additionally, for those properties where pre-sale agreements were in place, the sale value included in the respective sale agreements has been used for the purposes of the valuation.

Valuation has been made such, in accordance with the International Valuation Standards, to reflect market value of the properties, namely "The amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties, in an arm's length transaction". No account has been taken of any additional prospective purchaser with a special interest. No allowance has been made with regard to any expenses of realization, or for any taxation arising in case of disposal.

With regard to the valuation methodology, the approaches used was the market approach, using the direct comparison method. When data is available, the market comparison approach is the most direct and systematic approach as it recognizes that property prices are determined by the market. Valuation by comparison is essentially objective since it is based on an analysis of the price achieved or offered for sites with broadly similar development characteristics with the land being valued. In line with the market practice, the valuation of assets is determined and quoted in EUR. While the basis for preparation of accounting records is RON the EUR/RON exchange rate movements result into currency differences which are reflected as an adjustment to the carrying value of the investment property.

Taking into account the characteristics of the Group's properties, as well as the features of the local market, the market comparison approach was considered in these circumstances as the most suitable in estimating the market value of the properties, this also relates for investment properties with rental income based on the estimated value on the plot. For each property, several comparables were selected and the following elements of comparison were considered: price, real property rights transferred, financing terms, conditions of sale, expenditures made immediately after the purchase, location, area, visibility and frontage, utilities, access, public transportation, existing buildings, existing potential building permitting and best use.

The properties have been inspected along with the surrounding neighbourhood and location from which comparable data was drawn where possible. The limited liquidity of the market has resulted in comparables being mainly based on the most recent asking prices. In such cases, several adjustments ranging on average between 10-30% were applied to the asking prices to adjust for reduced liquidity, difference in size, accessibility, permitting, etc.

Within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement the above-described valuation of investment properties is categorised as Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. In arriving at their estimates of market values the valuators used their market knowledge and professional judgement and did not rely solely on historical transactional comparable. In these circumstances, there was a greater degree of uncertainty than which exists in a more active market in estimating the market values of investment property. Furthermore, given the rapid change on the market, significant alterations of value can be encountered within short periods of time. Unforeseen macroeconomic or political crises can have a sudden and dramatic effect on markets. This could manifest itself by either panic buying or selling, or simply disinclination to trade until it is clear how prices in the market will be affected in the longer term. There have been no transfers between Levels in the hierarchy as compared to the previous reporting period. Land price per square meter is the most significant unobservable input. This is set by the independent property valuers based on similar transactions in the area. For the numbers presented in the financial statement for 2024, it has been used a price per square meter on Ovidiu Residence 3 plot in the interval 19 EUR to 26 EUR and on Balada Market plot in the interval 315 EUR to 372 EUR The value is sensitive to changes in the price per square meter and 10% changes in the price per square meter will give a change in valuation of close to 10% as well.

Note 5 INVENTORIES

Figures in EUR - Consolidated

	2024	2023*
Opening balance	**6,571,475**	**5,719,233**
Additions	1,700,583	1,790,931
Disposals	(393,543)	(325,645)
Transfers from Investment Properties	-	-
Change in provisions	(1,181,616)	(586,067)
F/X reserve	4,346	(26,977)
Balance as at December 31	**6,701,245**	**6,571,475**

* Figures were restated - the impairment provision of assets classified as inventories at 31 December 2023 was increased by EUR 0.115 million in line with the consideration agreed upon in sales agreements signed during first quarter of 2024.

Inventories consist of the development projects of the Group. These are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs to make the sale.

The change in provisions in 2024 in amount of EUR 1,181,616 is mainly due to the change in the estimated size of the project. Due to the progress of the development project, a more thorough analysis of the construction plan is available in 2024 which shows less expected sellable square meter. This has led to reduced expected value of the projects even if the key assumption for the real estate market remains the same.

The development projects of the group are in different stages of development:

Figures in EUR - Consolidated

	2024	2023
Land	1,135,552	1,135,552
Land and buildings under development	5,206,243	4,972,092
Finished goods and land	359,450	463,831
Balance as at December 31	**6,701,245**	**6,571,475**

At year-end 2024, inventories relate to the Oasis project (EUR 5.2 million), Industrial Park (EUR 1.1 million) and Lakeside (EUR 0.4 million). The net realisable value test in 2024 resulted in a provision.

Oasis project

The property is located on Lacului/ Cocorilor street, Ovidiu, Constanta county, being represented by a 21,336 sqm land plot formed by 54 smaller plots and the related constructions: 2 blocks of flats under construction. The Company has finalised the works for water and sewage on the plot as well as the gas connection for all plots on site. The asphalting of roads and parking area is completed, and electrical works have commenced and would be finalised during first quarter 2025. The first apartment block (36 apartments) is completed, with reception due in the following period, and costs hitherto is slightly below the budget. The sales and marketing activities have commenced, and the first apartment was sold in December, and another apartment was sold in February 2025, but the control over the inventories has not yet been transferred to the customer. On the second apartment structure, construction works were resumed in the summer of 2023, vital external works like windows and hydro isolation is close to finished. Interior works will not start before a satisfactory sales progress is realised in the first apartment block. Remaining investment on the project is budgeted at EUR 1.3 million, of which EUR 0.5 million committed for the construction of roads, parking places and public lightening. The completion date for the second block is set for June 2026.

At 31 December 2024 the historical cost for the Oasis project is EUR 7.2 million and accumulated impairment provision is EUR 2.0 million.

Industrial Park

The project is still advertised for sale. The development activity in the neighbourhood is expanding including various NATO/Romanian defence projects. The company carries out works to renew the infrastructure building permit before end of first quarter 2025.

At 31 December 2024 the historical cost for the Industrial Park project is EUR 2.9 million and accumulated impairment provision is EUR 1.8 million.

Lake Side

The houses are still for sale. The final transfer of the agreed land (promenade area), about 700m2, to the municipality of Ovidiu is planned to take place mid-2025, this will have no effect on the financial statement as it has already been taken into account in the measurement of the plot.

At 31 December 2024 the historical cost for Lake Side project is EUR 0.4 million.

Operating Cycle

The operating cycle is defined as the average period between the acquisition of inventory and the collection of cash from receivables generated from the sale of that inventory. The Company uses this cycle as a key metric for managing liquidity and operational efficiency.

The Company operates across multiple business lines, each with distinct operating cycles that influence liquidity, cash flow management, and operational performance.

Summary of Operating Cycles:

Business Line	*Operating Cycle (Years)*
Business Line A - Residential	20
Business Line B - Industrial	20

The long-term operating cycle is explained by the fact that land was acquired between 2005 – 2007, however due to the global crises, the real estate projects were put on hold. The building authorization on the development projects were dully reauthorized and the construction works resumed starting 2022.

Within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement the above-described estimate of net realisable value is categorised as Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. In arriving at their estimates of market values the valuators used their market knowledge and professional judgement. The net realisable value was assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less the estimated costs to make the sale. There have been no transfers between Levels in the hierarchy as compared to the previous reporting period.

Note 6 TRADE RECEIVABLES AND OTHER CURRENT ASSETS

Figures in EUR	**Consolidated**	
	2024	**2023***
Short term investments	603,124	-
Trade receivables	1,643,282	2,176,332
VAT receivable	105,920	67,969
Other prepayments	36,863	9,580
Other short-term receivables	18,252	21,569
Total	**2,407,441**	**2,275,450**

*Figures were restated - trade receivables at 31 December 2023 with a due date in 2025 in amount of EUR 1.116 million were reclassified from Current assets to Non-current assets. Other short-term receivables is restated with EUR 0.727 million due to error in 2023.

Trade receivables include mainly receivables related to the sales of plots for which an instalments payment schedule has been agreed by the Group and other receivables resulting in the ordinary course of business in respect of the lease agreements for some of the rent yielding investment properties and the rest in sundry debtors.
For the trade receivables included in current assets, the schedule of instalments payment shows a timing of expected payments within one year and 4% interest.

Consolidated short term investments EUR 603,124 at 31 December 2024 represent short term bank deposits (EUR zero at 31 December 2023).

Trade receivable from sale of plots having a timing of expected payment of more than 1 (one) year are disclosed as non-current assets, in amount of EUR 200,000 at 31 December 2024 (EUR 1,116,484 at 31 December 2023).

Parent company trade receivables refer to other short-term receivables. At 31 December management has assessed expected credit losses to be zero, due to full collateral in place. The analysis of receivables that are past due is set out below:

	Total	Neither past due nor impaired	Past due <30 days	30-60 days	60-90 days	90-120 days	>120 days
2024	2,370,578	2,370,578	-	-	-	-	-
2023	2,265,870	2,265,870	-	-	-	-	-

Note 7 SHARE CAPITAL AND PAID-IN CAPITAL

Figures in EUR	Number of shares	Share capital	Contributed Surplus	Treasury shares	Paid in share capital
Total share capital January 1, 2023	**41,367,783**	**103,419**	**87,117,249**	**-**	**87,220,668**
New issues in the period	-	-	-	-	-
Reduction in par value of shares	-	-	-	-	-
Total share capital December 31, 2023	**41,367,783**	**103,419**	**87,117,249**	**-**	**87,220,668**
New issues in the period	-	-	-	-	-
Reduction in par value of shares	-	-	-	-	-
Repurchased own shares	(1,032,461)	-	-	(185,785)	**(185,785)**
Total share capital December 31, 2024	**40,335,322**	**103,419**	**87,117,249**	**(185,785)**	**87,034,883**

There were no changes to the share capital or the number of issued shares during 2024 and 2023.
During 2024, the company repurchased own shares in amount of 0.2 million euro, thus decreasing the outstanding shares by 2.5%.

Shareholders rights

Rank	Name	Holding	Ownership
1	SIX SIS AG	10,328,200	24.97%
2	GRØNSKAG, KJETIL	6,023,006	14.56%
3	THORKILDSEN, WENCHE	5,392,985	13.04%
4	SAGA EIENDOM AS	3,386,636	8.19%
5	AUSTBØ, EDVIN	2,108,500	5.10%
6	Danske Bank A/S	1,640,540	3.97%
7	GRØNLAND, STEINAR	1,346,542	3.25%
8	Energi Invest as	1,253,008	3.03%
9	Kvaal Invest as	1,230,000	2.97%
10	Orakel as	1,101,000	2.66%
11	RomReal Ltd	1,032,461	2.50%
12	Spar Kapital Investor as	940,236	2.27%
13	THORKILDSEN INVEST AS	829,478	2.01%
14	Arild Persson	722,912	1.75%
15	Anders Hoen	689,557	1.67%
16	AKSEL MAGDAHL	379,573	0.97%
17	Citibank	220,000	0.53%
18	Jo Egil Aalerud	166,864	0.40%
19	Eurotrade AS	161,952	0.39%
20	Nordnet Liv	124,439	0.30%
	TOP 20	39,077,889	94.53%

Please see above the list of the top 20 shareholders in RomReal as of 14 March 2025:

The total issued number of shares at the end Q4 2024 was 41,367,783 and the table above is of 14 March 2025. (13) Thorkildsen Invest AS is a Company controlled by the Kay Thorkildsen family. (2) Chairman Kjetil Grønskag owns directly and indirectly 6,023,006 shares corresponding to 14.56%. The above list is the 20 largest shareholders according to the Euronext VPS print out; please note that shareholders might use different accounts and account names, adding to their total holding. (11) RomReal owns 2.50% of its own shares.

Note 8 RETAINED EARNINGS

Movements in retained earnings for the Group can be analysed as follows:

Figures in EUR	Consolidated
Retained earnings as of December 31, 2023*	**(74,267,863)**
Net profit in the period	(1,693,627)
Retained earnings as of December 31, 2024	**(75,961,490)**

* Figures were restated – Retained earnings at 31 December 2023 were increased by EUR434,597 (from EUR 74,702,460), as a result of adjustments in inventories and investment properties, including the tax effect.

No dividends will be distributed by the Group in respect of 2024.

Note 9 CASH

Cash amounts to EUR 3,254,876 at 31 December 2024 (EUR 3,479,665 at 31 December 2023).
Short term bank deposits in amount of EUR 603,124 at 31 December 2024 are presented as short term investments, in current assets (zero at 31 December 2023) as the Group cannot withdraw this money in less than 3 months.

At parent company level, cash amounts to EUR 645,542 at 31 December 2024 (EUR 110,675 at 31 December 2023). There are no restrictions on the cash balances.

Note 10 TRADE AND OTHER PAYABLES

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Figures in EUR	**Consolidated**	
	2024	**2023**
Trade payables	63,869	41,199
Contract liabilities	207,893	249,930
Employee taxes	7,703	7,190
Other payables	123,696	70,538
Trade and other payables	**403,161**	**368,857**

Contract liabilities in amount of EUR 207,893 at 31 December 2024 (EUR 249,930 at 31 December 2023) mainly include the payments received in respect of pre-sales of plots. Full amount of contract liabilities at 31 December 2023 were settled in 2024, when the sales agreements were signed.

Figures in EUR	**Parent company**	
	2024	**2023**
Payables to group companies	-	361,877
Employee taxes	-	-
Other payables	114,286	64,606
Trade payables	**114,286**	**426,483**

Note 11 REVENUE

All rental revenue is generated from Balada market for both years. Future minimum rentals receivable under non-cancellable operating leases as at 31 December are, as follows:

Figures in EUR – Consolidated

	2024	2023
Within 1 year	270,000	234,000
After 1 year	-	-
Total operating income	270,000	234,000

The Sales of inventories during 2024 relate to the sale of several small plots of land, 2 (two) houses and 9,946 m2, part of the Ovidiu Residence (50,000 m2) the Group owned in the town of Ovidiu and one appartment on Oasis project.

Note 12 PAYROLL EXPENSES AND NUMBER OF EMPLOYEES

The key management (which includes the executive officer of the Group and its directors) received remuneration in amount of EUR 119,404 (2023: EUR 119,343). Mr Kjetil Grønskag's remuneration as CEO of the Group has been assimilated to the Management Support Agreement (see note 18).

The Directors are shown below together with their interest in the shares of the Company per 31 December 2024 and per 31 December 2023:

		31 December 2024	31 December 2023
Kjetil Grønskag	Appointed November 2006	**6,023,006**	5,913,006
Heidi Sørensen Austbø	Appointed April 2017	**Nil**	Nil
Bendt Thorkildsen	Appointed April 2016	**6,222,463**	6,222,463
TOTAL		**12,245,469**	**12,135,469**

The average number of employees in RomReal during 2024 was 11. Payroll expenses related to these employees amounted to EUR 351,202 during 2024 (2023: 315,324). All compensations offered by the Group are short term benefits. The Group does not offer a pension plan or other long term employee benefits to its employees as of December 31, 2024 nor are there any post-employment benefits.

Note 13 GENERAL AND ADMINISTRATIVE EXPENSES

Figures in EUR	**Consolidated**	
	2024	**2023**
Management fee	(119,404)	(104,004)
Legal expenses	(131,088)	(117,265)
Rent expenses	(6,514)	(5,665)
Travel expenses	(3,006)	(1,952)
Professional services	(115,668)	(90,990)
Land and other taxes	(48,720)	(52,784)
Other expenses	(427,694)	(360,976)
Total	**(852,094)**	**(733,636)**

Legal expenses include fees related to the legal services in connection with the sales of plots entered into during 2024 and 2023.

Figures in EUR **Parent company**

	2024	2023
Management fee	(104,004)	(104,004)
Legal expenses	-	-
Rent expenses	-	-
Travel expenses	(2,621)	(1,952)
Professional services	(115,668)	(90,990)
Land and other taxes	-	-
Other expenses	(113,592)	(114,450)
Total	**(335,885)**	**(311,396)**

Note 14 OTHER OPERATING (LOSS) / GAINS

For RomReal (the parent company) “Other operating (loss)/gains” of EUR 2,077,219 loss in 2024 (2023 restated: EUR 596,523 gain) relates mainly to change in the fair value of the investment in subsidiaries).

Note 15 FINANCIAL INCOME AND EXPENSE

Figures in EUR Consolidated

	2024	2023*
Interest income from subsidiaries	-	-
Interest income from banks	172,579	209,648
Interest income on receivables	103,313	48,065
Total financial income	**275,892**	**257,713**
Interest expense and other bank fees	-	-
Foreign exchange gain	21,092	22,784
Foreign exchange loss	-	-
Total Financial gain and expense	**296,984**	**280,561**

Figures in EUR	**Parent company**	
	2024	**2023**
Interest income from subsidiaries	-	-
Interest income from banks	12,269	3,371
Total financial income	**12,269**	**3,371**
Interest expense and other bank fees	-	-
Foreign exchange gain		-
Foreign exchange loss	(704)	(780)
Total Financial Income and expense	**11,566**	**2,591**

During 2024 the RON had minimal fluctuations compared to EUR and at year end was 0.01% stronger against the EUR.

Note 16 TAXATION

RomReal Ltd. is registered in Bermuda and is consequently not subject to taxation in Bermuda. The parent entity tax is withholding tax on the income obtained by non-resident, deducted and paid in Romania, in line with local tax legislation. The subsidiaries are subject to taxation in Romania. The applicable tax rate in Romania is 16%. The applicable tax rate is the same whether any profits are paid out as dividends or retained in the company. There have not been any changes to the applicable tax rates in 2024.

Figures in EUR - Consolidated

	2024	2023*
Current income tax charge	229,076	393,522
Deferred income tax movement in the period	(2,221)	78,687
Income tax expense/(income) in the consolidated income statement	**226,855**	**472,209**

* Figures were restated – Income tax expense for 2023 was increased for the tax effect of restatements impairment provision of inventories and net gain on valuation of investment properties by EUR 82,789.

The table below shows the composition of the deferred tax assets and deferred tax liability in the balance sheet:

Figures in EUR - Consolidated

	2024	2023*
Fair value adjustments of Investment property resulting in deferred tax liability	121,695	123,905

The deferred tax asset relates to the following:

	2024	2023*
Loss carried forward	134,962	-
Impairment on inventories	189,059	-
Tax reducing temporary differences not recognized	(324,021)	-
TOTAL	**-**	**-**

The following table shows the composition of the deferred tax liability per each company:

	2024	2023*
Balada Shopping Market SRL	121,695	87,130
Westhouse Group SRL	-	36,775
TOTAL	**121,695**	**123,905**

The deferred tax liability relates to the following:

	2024	2023*
Revaluation of investment properties to fair value	121,695	123,905
TOTAL	**121,695**	**123,905**

The Group measures the deferred tax liabilities and deferred tax assets in order to reflect the tax consequences that would follow from the manner in which the entity expects, at the balance sheet date, to recover or settle the carrying amount of its assets and liabilities. Consequently, where the group had transactions which are not expected to carry a deferred tax liability or the deferred tax asset, the group has not recognised such deferred tax. The Group used its judgement to determine whether there will be enough taxable income in the foreseeable future to offset the deferred tax asset against. Where there was not enough conclusive evidence to support that, such deferred tax asset was not recognised/written off. The Company does not recognise a deferred tax asset in respect of the carried forward tax losses for which there is not enough evidence to support future taxable income to offset them against. The Group can carry forward the tax losses for a period of 7 years on a rolling basis.

The following shows a numerical reconciliation between the tax expense and the accounting profit.

	2024	**2023***
Accounting taxable profits/(loss)	(1,466,772)	966,281
Tax at applicable rate of 16%	234,684	(154,605)
Tax reducing temporary differences not recognized	(324,021)	-
Losses not possible to carried forward	(57,841)	-
Withholding tax	(99,048)	-
Other	19,370	-
Tax effect of (expenses)/income that are not (deductible)/taxable in determining taxable profit	-	(317,604)
Tax (expense)/income	**(226,856)**	**(472,209)**

Parent
Tax expense in the parent's financial statement relates to withholding tax in Romania on dividends distributed to parent.

Note 17 TRANSACTIONS WITH RELATED PARTIES

Transactions with subsidiary

As at 31 December 2024, RomReal Ltd. does not have any loan to its Romanian subsidiaries.

Transactions with other related parties

During 2024 the Company paid a direct remuneration of EUR 104,004 per year to Chairman and CEO Kjetil Grønskag. The Chairman and CEO agreement has a yearly remuneration of EUR 104,004 and a variable element of 0.7% of all realized sales.

The Group's Chairman Kjetil Gronskag, holds an executive position as Chief Executive of RomReal following Board approval on the 26 May 2016.

All transactions with related parties have been conducted following the principle of arm's length.

Note 18 FINANCIAL RISK, FAIR VALUES AND CAPITAL MANAGEMENT

The Group's principal financial liabilities comprise trade and other payables. Its financial assets comprise cash, as well as trade receivables.

Fair value

The fair value of the Group's financial assets and liabilities is equal to the carrying amount.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities, from its financial investments and from its deposits with banks.

The carrying amounts of the Group's cash, other current assets and receivables represented the maximum exposure to credit risk in relation to financial assets. Cash is placed with reputable banks. The outstanding customers financing agreements are followed up with extra attention. The Group management assesses minimal credit risk levels, since relating properties are pledge as security.

As of 31 December 2024, no trade and other receivables were impaired (see note 6).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. At 31 December 2024, the Group's had little exposure bearing the risk of changes in market interest rates, as this is limited to change in interest from bank deposit.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans. The objective of the Group is to ensure that sufficient cash is maintained to cover the operating costs until the market recovers. Equally, the Group is actively looking to divest some of smaller plots in order to strengthen its cash position. The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Year ended 31 December 2024	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Other payables	-	195,268	-	-	-	195,268
Tax payable	-	4	-	-	-	4
Total	**-**	**195,272**	**-**	**-**	**-**	**195,272**

Year ended 31 December 2023*	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Other payables	-	118,927	-	-	-	118,927
Tax payable	-	808	-	-	-	808
Total	**-**	**119,735**	**-**	**-**	**-**	**119,735**

Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions.

The Group monitors capital primarily using a loan to value ratio, which is calculated as the amount of outstanding debt divided by the valuation of the investment property portfolio. The Group's policy is to keep a low average loan to value ratio of the Group and in any event not higher than 70%. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group complies with its target loan to value ratio and no changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 31 December 2023 and had no financial debt.

Note 19 GUARANTEE OBLIGATIONS

The Group has not issued any guarantees on behalf of external parties.

The directors of the Parent Company have issued a support letter to its operating subsidiaries stating its intentions to continue to support the subsidiaries if issues regarding their viability subsequently arose.

Note 20 EARNINGS PER SHARE

Basis for calculation of earnings per share	**Consolidated**	
	2024	**2023***
The year's earnings from continuing operations	(1,693,627)	494,072
No. of shares at the balance sheet date	40,335,322	41,367,783
Average of no. of shares	40,851,553	41,367,783
Basic and diluted Earnings per share	**(0.0415)**	**0.0105**

* Figures were adjusted – Basic and diluted earnings per shares outstanding were increased by EUR 0.0091 (from EUR 0.0014), in line with the restatement in Net result of the period.

Basis for calculation of earnings per share	**Parent Company**	
	2024	**2023***
The year's earnings from continuing operations	(1,515,987)	236,3688
No. of shares at the balance sheet date	40,335,322	41,367,783
Average of no. of shares	40,851,553	41,367,783
Basic and diluted Earnings per share	**(0.0371)**	**0.0057**

*Figures were adjusted – Basic and diluted earnings per shares outstanding were decreased by EUR 0.0113 (from EUR 0.0170), in line with the restatement in Net result of the period.

Treasury shares are excluded from the number of shares stated.

Note 21 AUDITOR FEES

Figures in EUR		
	2024	**2023**
Audit services	115,668	90,990
Tax advice	-	-
Other services not related to auditing	-	-
Other assurance services	-	-
Total auditor fees	**115,668**	**90,990**

Note 22 SUBSEQUENT EVENTS

No subsequent events.

Statement

pursuant to Section 5-5 of the Securities Trading Act

We hereby confirm that the annual accounts for the Group and the Company for 2024 to the best of our knowledge have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit t or loss of the Group and the
Company taken as a whole.

The Directors' report gives a true and fair view of the development and performance of the business and the position of the Group and the Company, as well as a description of the principal risks and uncertainties facing the Group.

Bermuda, 22.04.2025
The Board of Directors of RomReal Ltd

....
Kjetil Grønskag (Chairman)

....
Bendt Thorkildsen

....
Heidi Sorensen (Director)

Company Addresses

Westhouse Group srl	Westhouse Group SRL, 54 Cuza-Voda Street, ap. 3, ground floor, Constanta, Romania, 900682
RomReal Ltd	Burnaby Building, 16 Burnaby Street, Hamilton, HM11, Bermuda
Auditors	KPMG AS, Sørkedalsveien 6, 0369 Oslo, Norway
Legal Advisors	Wakefield Quin Limited, Victoria Place, 31 Victoria Street, Hamilton, HM10, Bermuda
Bank in Norway	Nordea Bank Norge ASA, Olav Munkegaten 21gt. 39/4, 7005 Trondheim, Norway
Bank in Romania	Alpha Bank Constanta, 175 Mamaia Boulevard, 900540, Constanta, Romania

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investors@RomReal.com

For further information on RomReal, including presentation material relating to this interim report and financial information, please visit www.RomReal.com.

DISCLAIMER

The information included in this Report contains certain forward-looking statements that address activities, events or developments that RomReal Limited ("the Company") expects, projects, believes or anticipates will or may occur in the future. These statements are based on various assumptions made by the Company, which are beyond its control and are subject to certain additional risks and uncertainties. The Company is subject to a large number of risk factors including but not limited to economic and market conditions in the geographic areas and markets in which RomReal is or will be operating, counterparty risk, interest rates, access to financing, fluctuations in currency exchange rates, and changes in governmental regulations. As a result of these and other risk factors, actual events and our actual results may differ materially from those indicated in or implied by such forward-looking statements. The reservation is also made that inaccuracies or mistakes may occur in the information given above about current status of the Company or its business. Any reliance on the information above is at the risk of the reader, and RomReal disclaims any and all liability in this respect.

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To the General Meeting of RomReal Ltd

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of RomReal Ltd, which comprise:

- the financial statements of the parent company RomReal Ltd (the Company), which comprise the statement of financial position as at 31 December 2024, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, and

- the consolidated financial statements of RomReal Ltd and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion

- the financial statements comply with applicable statutory requirements,

- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU, and

- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Our opinion is consistent with our additional report to the Audit Committee.

Basis for Opinion

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

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of RomReal Ltd for 1 year from the election by the general meeting of the shareholders on 27 September 2024 for the accounting year 2024.

Key Audit Matters

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

Valuation of investment properties and inventory

Reference is made to Note 2.3 Significant accounting judgements, estimates and assumptions, 2.5 investment properties, 2.7 inventories, Note 4 Investment Property and note 5 Inventories

The Key Audit Matter	*How the matter was addressed in our audit*
Investment properties are measured at fair value. Properties accounted for as inventories subject to write downs from cost, are measured at the estimated selling price, less the costs of completion and the costs to sell. The combined carrying amount is EUR 9 308 645 as of 31 December 2024. The valuation is primarily performed using a market approach as defined in IFRS 13. The valuation is performed by an external valuer and based on observable market prices on comparable transactions, adjusting for property specific matters. In periods with a small number of comparable transactions, or where there are material property specific differences between the identified transactions and the properties subject to valuation, significant judgement and estimation uncertainty exist on the estimate.	Our audit procedures in this area included: • Engaging KPMG valuation specialist to assist us in evaluating management's fair value estimate • Inspecting, together with our specialist, the management's external valuation expert's fair value reports • Comparing prior year's estimate against sold properties in the period. • Inquiring key management on assumption behind key input in management's external valuation expert's reports. • Assessment of property specific adjustments used in valuation reports. • Evaluating the presentation and classification of the properties • Evaluating the adequacy of the financial statement disclosures

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

KPMG

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors’ report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Our opinion on the Board of Directors' report applies correspondingly to the statement on Corporate Governance.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company’s and 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.

Auditor’s Responsibilities for the Audit of the Financial Statements

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

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

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and 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 Company's and 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors 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 the Audit Committee 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, related safeguards.

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

Report on Other Legal and Regulatory Requirements

Report on Compliance with Requirement on European Single Electronic Format (ESEF)

Opinion
As part of the audit of the financial statements of RomReal Ltd, we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name 549300DHIW4W3OJW6A93-2024-12-31-0-en.zip, have been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format, and iXBRL tagging of the consolidated financial statements.

In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF regulation.

Management's Responsibilities
Management is responsible for the preparation of the annual report in compliance with the ESEF regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.

Auditor's Responsibilities
Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in compliance with ESEF. We conduct our work in compliance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in compliance with the ESEF Regulation.

As part of our work, we have performed procedures to obtain an understanding of the Company's processes for preparing the financial statements in compliance with the ESEF Regulation. We examine whether the financial statements are presented in XHTML-format. We evaluate the completeness and accuracy of the iXBRL tagging of the consolidated financial statements and assess management's use of judgement. Our procedures include reconciliation of the iXBRL tagged data with the audited financial statements in human-readable format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Bergen, 23 April 2025

KPMG AS

Ståle Christensen
State Authorised Public Accountant
(This document is signed electronically)

Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur". De signerende parter sin identitet er registrert, og er listet nedenfor.

"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Christensen, Ståle
Partner
På vegne av: KPMG
Serienummer: no_bankid:9578-5999-4-1660746
IP: 80.232.xxx.xxx
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Christensen, Ståle
Statsautorisert revisor
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Serienummer: no_bankid:9578-5999-4-1660746
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