

ARCELA INVESTMENTS LTD
REPORT AND FINANCIAL STATEMENTS
Year ended 31 December 2024

ARCELA INVESTMENTS LTD

REPORT AND FINANCIAL STATEMENTS Year ended 31 December 2024

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ARCELA INVESTMENTS LTD

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Nicolaos Sofianos
Nikolaos Ioannis Dimtsas
Georgios Engomitis
Andrea Adradjioti
Nikolaos Argiris Stampoulis Stampoulis
Anna Chalkiadaki

Company Secretary:

BSM Secretarial Ltd

Independent Auditors:

BDO Ltd
Certified Public Accountants (CY) and Registered Auditors
261, 28th October Street (Seafront Road)
View Point Tower Floors 6, 7 and 8
P. O. Box 51681
3507 Limassol, Cyprus

Registered office:

44, Ioanni Xakket Street
Merika House
Office 5, 6045
Larnaca, Cyprus

Bankers:

Alpha Bank Cyprus Ltd
National Bank of Greece
Eurobank Ergasias S.A.
Alpha Bank S.A.

ARCELA INVESTMENTS LTD

MANAGEMENT REPORT

The Board of Directors presents its report and audited financial statements of the Company for the year ended 31 December 2024.

Principal activity and nature of operations of the Company

The Company's primary activity is that of identification, holding and exploitation, in strategic alliance with and/or on behalf of long-term institutional investors, of sustainable greenfield and/or brownfield commercial real estate investment opportunities in growing markets, with emphasis on high ESG impact and local stakeholders engagement.

Basis for preparation

The financial statements of the Company have been prepared in accordance with the IFRS Accounting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113. These financial statements are the separate (stand-alone) financial statements of the Company. The Company has not prepared consolidated financial statements as the exemption from consolidation in paragraph 4(a) of IFRS10 'Consolidated Financial Statements' has been used. The Company's ultimate parent Dimand S.A., a company incorporated in Greece prepares consolidated financial statements available for public use that comply with International Financial Reporting Standards as issued by the IASB. These consolidated financial statements can be obtained from www.dimand.gr. The financial statements have been prepared under the historical cost convention as modified by the remeasurement of financial assets at fair value through profit or loss.

Investments in subsidiaries and Joint Ventures

During 2024 the following changes occurred in the Company's investments portfolio in relation to the previous year.

On 15 January 2024, Citrus S.M.S.A. decreased its share premium by the amount of €2,000,000, with the approval of a court order.

On 20 March 2024, Pavalia Enterprises Ltd decreased its share premium by the amount of €1,500,000, with the approval of a court order. Also, on 9 May 2024, Pavalia Enterprises Ltd decreased again its share premium by the amount of €442,400, with the approval of a court order.

On 16 May 2024, Oblinarius Holdings Ltd issued additional 100 ordinary shares with a nominal value of €1 and at a premium of €1,799 each. Also, on 21 May 2024, Oblinarius Holdings Ltd decreased its share premium by the amount of €3,100,000, with the approval of a court order.

On 27 May 2024, Gravitousia Holdings Ltd issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €3,999 each.

On 27 May 2024, Dardenia Holding Ltd issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €69 each.

On 5 August 2024, Cante Holdings Ltd issued additional 20,020 ordinary shares with a nominal value of €1 and at a premium of €99 each.

On 13 November 2024, Kartonera Ltd decreased its share premium by the amount of €2,215,042, with the approval of a court order. Also, on 4 December 2024, Kartonera Ltd issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €1,599 each.

On 11 December 2024, Dramar S.M.S.A. issued additional 75,500 ordinary shares with a nominal value of €10 each.

On 15 December 2024, Di Terna S.A. issued additional shares for the amount of €2,550,000.

On 16 December 2024, the Company sold its 100% holding in Severdor Ltd for the consideration price of €34,046,612, at a gain on disposal for the amount of €4,235,693.

On 16 December 2024, Random S.M.S.A. issued additional 37,700 ordinary shares with a nominal value of €10 each.

On 16 December 2024, Filma Estate S.M.S.A. issued additional 105,000 ordinary shares with a nominal value of €10 each.

On 16 December 2024, Alkanor S.M.S.A. issued additional 584,000 ordinary shares with a nominal value of €10 each.

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On 23 December 2024, IQ Karela S.A. issued additional 26,400 ordinary shares with a nominal value of €10 each.

Investment Properties of subsidiaries and joint ventures

At 31.12.2024, the total portfolio of Company's investments includes (through the Company, subsidiaries, and joint ventures) 13 investment projects in various stages of completion, in urban areas throughout Greece, with uses of offices, residential and hotel complexes, as well as mixed uses, with a total estimated gross development value (GDV) at completion of approximately €1,024 million (based on estimates by independent certified appraisers).

Additionally, the fair value of above investment properties at 31.12.2024 and 31.12.2023 was as follows:

Company	FV of Investment Property as at 31.12.2024	FV of Investment Property as at 31.12.2023
Alkanor S.M.S.A.	55,962,782	38,249,017
IQ Karela S.M.S.A.	10,100,000	9,645,000
Piraeus Regeneration 138 S.M.S.A	2,073,000	1,927,000
Random S.M.S.A.	15,108,000	12,290,000
IQ Athens S.M.S.A.	35,676,000	27,410,000
Agchialos S.M.S.A.	11,124,000	10,599,000
Citrus S.M.S.A.	-	4,118,000
Dramar S.M.S.A.	631,000	-
Filma Estate S.M.S.A.	21,036,000	18,039,000
Insignio S.M.S.A.	-	42,717,000
Kalliga Estate S.M.S.A.	-	3,500,000
Ependitiki Chanion S.A.	-	6,260,000
Evgeneia Homes S.A.	1,058,000	1,028,000
Rinascita S.A.	26,310,000	26,310,000
Piraeus Tower S.A.	133,864,468	120,438,588
Oourania Ependitiki S.A.	-	35,666,000
3V S.A.	22,813,000	20,655,000
	335,756,250	378,851,606

It is worth noting that in addition to the cash generated from the sales of investments during 2024, the Company's liquidity was improved with an additional amount of 11 million following the increase in share capital. During 2024, acquisitions of investment properties were made by the companies Alkanor S.M.S.A. (amount €0,6 million), Filma Estate S.M.S.A (amount €0.5 million), and Dramar S.M.S.A (amount €0.5 million).

Results

For the year 2024, profit after taxes of the Company amounted to €21,649,716 compared to profit after taxes amounting to €16,645,730 in the previous year, representing an increase of 30%. The EBITDA of the Company for the year amounted to €23,524,237 compared to €18,421,548 in the previous year, representing an increase of 28%. The increase in the Company's profits is mainly attributed to the increased valuation of the Company's investment in subsidiaries and joint ventures (see note 9) and the increased realized gains on disposal of subsidiaries (see note 10).

The Company increased its Net Asset Value by expanding and progressing its investment plan. The main figures for the year 01.01.2024 – 31.12.2024 are presented below:

	FY 2024	FY 2023	Δ%
Investments	175,520,617	174,993,123	0.3%
Cash and cash equivalents	1,791,500	816,711	119%
Total assets	186,300,362	181,786,819	2%
Total equity	160,967,779	127,318,063	26%
Financial liabilities	3,370,643	23,505,184	(86%)
Total Liabilities	25,332,583	54,478,756	(54%)
Other operating income	2,356,251	3,176,111	(26%)
Other gains/(losses)	4,235,693	1,399,565	203%
Finance costs	(1,881,010)	(1,796,951)	5%
Net profit after tax	21,649,716	16,645,730	30%

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MANAGEMENT REPORT

Management is confident in the Company's outlook, the successful execution of its investment strategy, and its ability to identify and effectively pursue new investment opportunities, supported by its solid market positioning. This forward-looking statement represents Management's current assessment of future events and is subject to risks, uncertainties, estimates, judgments, and other factors outlined below, including geopolitical developments in the region.

Value Creation and Performance Indicators

The Company evaluates its results and performance on a six-month basis, identifying promptly and effectively any deviations from the objectives and investment plan and taking corrective measures where necessary. The Company's performance is measured using internationally recognized financial performance indicators:

EBITDA (Earnings Before Interest Taxes Depreciation & Amortization): The measure adds total depreciation of tangible assets, amortization of intangible assets and interest to earnings before taxes. The higher the measure, the more efficiently the entity operates.

	01.01.2024 - 31.12.2024	01.01.2023 - 31.12.2023
Profit/(loss) before tax	21,649,719	16,642,937
Depreciation and Amortisation	12,281	4,279
Finance costs(/income) – net	1,862,237	1,774,332
Earnings before interest, taxes, depreciation and amortization (EBITDA)	23,524,237	18,421,548

The increase in the Company's EBITDA is primarily driven by increased fair value gains from the valuation of the Company's investment in Gravitousia Ltd (Ourania S.A.), resulting from the sale of Ourania, a joint venture of Gravitousia Ltd, and by higher gains from the disposal of subsidiaries, mainly from the sale of Severdor Ltd.

ROE (Return on Equity): This ratio divides the Earnings After Taxes from operations by the average Equity for the last two years. The higher the ratio the more efficient the use of equity.

	01.01.2024 - 31.12.2024	01.01.2023 - 31.12.2023
Net profit/(loss) after tax	21,649,716	16,645,730
Equity average	144,142,921	114,495,199
ROE	15%	15%

The Company's ROE remained unchanged at 15%, given that the increase in Profit after tax for the year (see comments above) was largely matched by a corresponding increase in average equity, indicating sustained profitability alongside balance sheet growth.

Net Asset Value (NAV): The net asset value (NAV) represents the net value of a Company and is calculated as the total value of the Company's assets minus the total value of its liabilities.

	2024	2023	Variance (%)
NAV	160,967,779	127,318,065	26%

The increase in the Company's NAV is attributed mainly to the increase of share capital, due to the expansion and progression of the Company's investment plan and to the increase of Profits after tax for the fiscal year 2024.

Net Debt to Assets Ratio: This ratio is a measure of the financial leverage of the Company. It depicts what percentage of the Company's Assets is financed by Net Debt and is a measure of the level of the Company's leverage. It is calculated as Net Debt divided by Total Assets. The smaller the ratio, the smaller the share of loan funds in the total Assets.

	2024	2023
Financial liabilities	3,370,643	23,505,184
(minus) Cash & Cash equivalents	(1,791,500)	(816,711)
Net Debt	1,579,143	22,688,473
Total assets	186,300,362	181,796,819
Net Debt to Total Assets	1%	12%

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Principal risks and uncertainties

The Company's operation and performance is exposed to the following principal risks and uncertainties:

Market risk: The Company is exposed to price risk to the extent that the value of its subsidiaries and/or joint ventures fluctuates due to changes in the cost/value of their underlying assets (properties). However, management monitors, identifies, evaluates and takes the necessary measures to hedge against the risk for interest rate changes under certain conditions. In particular, the Company's policy is to minimize this exposure by essentially monitoring market developments with regard to the interest rates changes and applying the appropriate strategy in each case, using appropriate hedging instruments. Finally, the Company is not exposed to foreign exchange risk since it does not hold material assets in foreign currency.

Liquidity risk: The Company is exposed to liquidity risk due to mid-term (2-4 years) commitments in relation to its investment plan and its financial liabilities.

In order to mitigate such risk the Company, in collaboration with its parent Dimand S.A., monitors, on a regular basis and every time an investment is considered, its expected future cash position to ensure that at maturity of liabilities, adequate cash and other highly liquid current assets are available to service the debt. The Company and the Group of companies maintain cash reserves and committed undrawn credit facilities and seek to enter into collaboration and/or preliminary exploitation and exit agreements in order to calibrate cash flows accordingly. The following tables detail the Company's remaining contractual maturity for its financial liabilities. The amounts disclosed in the tables below are the contractual undiscounted cash flows. The table includes both interest and principal cash flows:

31 December 2024	Carrying amounts	Contractual cash flows	3 months or less	3-12 months	1-5 years	More than 5 years
	€	€	€	€	€	€
Shareholder's contributions towards share capital increase (Note 25)	2,151	2,151	-	2,151	-	-
Payables to subsidiaries	15,343,573	15,343,573	-	15,343,573	-	-
Other accounts payable	2,042,077	2,042,077	-	2,042,077	-	-
Payables to shareholder	200,000	200,000	-	200,000	-	-
Loan from shareholder	1,733,996	1,733,996	-	1,733,996	-	-
Loan from subsidiary	1,636,647	1,839,942	-	-	1,839,942	-
Lease liability to third party-Loan	<u>19,136</u>	<u>19,845</u>	<u>2,835</u>	<u>8,505</u>	<u>8,505</u>	<u>-</u>
	<u>20,977,580</u>	<u>21,181,584</u>	<u>2,835</u>	<u>19,330,302</u>	<u>1,848,447</u>	<u>-</u>
31 December 2023	Carrying amounts	Contractual cash flows	3 months or less	3-12 months	1-5 years	More than 5 years
	€	€	€	€	€	€
Payables to parent	780,037	780,037	-	780,037	-	-
Payables to subsidiaries	3,438,732	3,438,732	-	3,438,732	-	-
Other accounts payable	34,833	34,833	-	34,833	-	-
Shareholder's contributions towards share capital increase (Note 25)	2,151	2,151	-	2,151	-	-
Loan from shareholder	23,505,184	25,385,600	-	25,385,600	-	-
Lease liability to third party-Loan	<u>29,485</u>	<u>31,185</u>	<u>2,835</u>	<u>8,505</u>	<u>19,845</u>	<u>-</u>
	<u>27,790,421</u>	<u>29,672,538</u>	<u>2,835</u>	<u>29,649,858</u>	<u>19,845</u>	<u>-</u>

Credit risk: The Company has limited exposure to credit risk due to the fact that accounts receivable refer mostly to shareholder contributions toward related parties as part of its investment plan which are subsequently capitalized. In addition, exit from projects is secured early on, with creditworthy buyers.

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NON-FINANCIAL INFORMATION

CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT (ESG)

Corporate governance and sustainable development are an integral part of all the Group's activities. The Group is committed to a strong set of core values that guide its business practices and serve as guiding principles underpinning its commitment to sustainable business operations, aligning its course with the United Nations Sustainable Development Goals (UN SDGs). By integrating these values into daily practices and decision making, the Group strives to create a positive impact on the environment, society and the economy, and to contribute to building a well-rounded and sustainable business. Through rigorous implementation of policies, responsible governance, strict compliance measures and thorough audits, the Group consistently strives to maintain best practices that meet sustainability expectations.

Corporate values

The core values are an integral part of the Dimand Group's culture and business activities and reflect its belief that responsible business is key to long-term success.

Excellence: The Company and Dimand Group set the highest standards of quality and believe in continuous learning and development. We advance our services by establishing, maintaining, and developing partnerships with industry leaders.

Innovation: The Company and Dimand Group follow industry trends to identify innovative ideas. We support new developments in our sector and we adopt initiatives to position Dimand Group as a real estate leader.

Quality: The Company and Dimand Group deliver projects that create shared value for the client and the community, setting the highest goals and making full use of its capabilities to deliver the best possible outcome.

Health and Safety: The Company and Dimand Group are committed to ensuring safe working conditions for all employees, subcontractors and partners while guarantying regulatory compliance. We set strict policies and detailed procedures, and we provide our staff with ongoing training to maintain our zero-accident culture.

Environmental protection and responsibility: The Company and Dimand Group build a sustainable future by integrating environmental criteria and by focusing on responsible procurement practices, using eco-friendly construction materials and accomplishing smart building strategies.

Information security: The Company and Dimand Group protect information and data processing systems, to ensure data-privacy of customers, suppliers, and employees.

Anti-Corruption and Anti-Bribery: The Group prevents and addresses incidents of corruption and bribery, ensuring ethical integrity and transparency in its transactions with customers, suppliers, partners, and public authorities.

Sustainable development (ESG)

The Dimand Group's is deeply and long-term committed to sustainable development, taking decisive actions to transform its operations and achieve meaningful change. It continuously promotes best practices across all its activities and encourages the real estate sector to make a more substantial contribution to sustainability. In every action, the Group focuses on creating value for all stakeholders. Sustainability is not merely about compliance with a standard, but a central pillar that guides every initiative of the Dimand Group's. LEED certification serves as the core specification for the Dimand Group's, however, the goal is the continuous improvement of the environmental performance of its projects and operations, surpassing regulatory standards and leaving a positive, lasting impact on the environment and the local communities where it operates. The Dimand Group's strategy focuses on addressing contemporary needs, with particular emphasis on non-financial indicators directly linked to its activities. It maintains open and transparent communication with stakeholders, providing regular updates on the performance of these indicators, thereby demonstrating its commitment to sustainable practices. The key objectives of the Dimand Group's strategy are to create value for stakeholders, address climate change, and enhance a holistic approach across all its strategic pillars. A core element of this strategy is strengthening the ESG culture through the integration of sustainable development principles into its operations and value chain. To effectively monitor and guide its progress, the Dimand Group's has set clear goals, KPIs, and initiatives for each strategic pillar. At the same time, Dimand Group's is fully committed to maintaining the highest industry standards. It has invested in the rigorous implementation of policies, a strong governance framework, and demanding compliance measures, continually striving to exceed sustainability expectations and set new benchmarks for the industry.

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Responsible and ethical supply chain

The Dimand Group's is committed to developing and maintaining a responsible supply chain that prioritizes sustainability and the creation of long-term value. Comprehensive selection criteria, strict evaluation processes, compliance checks, and digital tools are applied to ensure that procurement practices align with these principles. Strong and collaborative relationships with suppliers are a key element of the Group's approach. To support this strategy, the Dimand Group's has established clear mechanisms for effective supplier management, including a structured procurement process and an annual evaluation system. These processes are essential to ensure that supply chain partners meet the high standards of sustainability, ethical conduct, and performance required under the Group's ongoing ESG commitments.

Stakeholder Engagement

Active stakeholder engagement is a key pillar of the Dimand Group's strategy, allowing for the timely and effective address of the expectations, needs, and concerns of all relevant parties. This approach contributes to building strong relationships, enhancing trust, and preventing potential conflicts that could lead to dissatisfaction or resistance to change. Regular and structured communication forms the basis for gathering valuable insights and feedback from stakeholders, ensuring that the Dimand Group's focuses on issues that matter most to each group. Dimand Group systematically assesses the impact of ESG issues on its stakeholders and, through meaningful dialogue, adapts its sustainability strategy to meet their evolving needs and expectations. The Dimand Group's approach to stakeholder engagement is holistic and multi-dimensional, encompassing mapping, analysis, planning, communication, relationship building, involvement, feedback collection, and reporting results. This comprehensive strategy plays a critical role in strategic planning, as active stakeholder involvement is essential for aligning business objectives with their expectations. The Dimand Group's commitment to stakeholder engagement is based on open and continuous communication, active listening, and collaboration, ensuring that relationships are built on mutual trust, transparency, respect, and integrity.

The key stakeholder groups identified by Dimand Group, which may directly or indirectly influence or be influenced by its activities, either positively or negatively, are as follows:

- Shareholders and investors
- Employees and associates
- Tenants and Customers
- Contractors, Suppliers, and Business Partners
- Business Consultants, Technical Advisors, and Designers
- Government and Regulatory Authorities, Local Authorities
- Local Communities, Municipal Authorities, and Non-Governmental Organizations (NGOs)
- Rating Agencies, Banks, and Financial Institutions
- Opinion Leaders and the Academic Community

The Dimand Group's key communication channels include press releases, publications, official announcements, as well as financial and non-financial reports, which are made available through its official website of Dimand S.A.. Additionally, to ensure prompt response and interaction with stakeholders, meetings, conferences, workshops, and targeted discussions are held whenever deemed necessary. Furthermore, participation in events organized by regulatory, institutional, and other bodies provides valuable opportunities for communication and exchange of views with stakeholder groups.

Assessment of Material Issues

The Dimand Group conducts an analysis and assessment of its material issues, aligned with the pillars of sustainable development. This process includes identifying and evaluating issues of great significance in relation to the needs and expectations of its stakeholders. Furthermore, during the assessment, the Group examines the impact of its activities on society, the environment, and the economy. The evaluation, based on the Global Reporting Initiative (GRI) Standards, plays a critical role in shaping the Group's annual action plan and developing the content of the annual Sustainability Report.

E- ENVIROMENTAL RESPONSIBILITY

- Green buildings

Since 2009, the Dimand Group has been shaping the ethos of sustainable living, incorporating the philosophy of "green" sustainable buildings at the heart of its activities. The Dimand Group specialises in pioneering bioclimatic office buildings, iconic urban regeneration, unique mixed-use projects and modern private sports facilities.

The Dimand Group is a pioneer in the domestic market and has a proven track record in the development of green/sustainable buildings. Its core purpose is to ensure the highest standards of environmental coverage for the buildings it develops, implementing high energy efficiency properties tailored to the needs and sustainability strategy of modern businesses.

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Elements that stand out are the increased energy savings, the integration of bioclimatic elements, the addition of green surfaces with Mediterranean plants in the surrounding area, the construction of external surfaces for pedestrians and bicycles, the excellent connection with public transport, the parking spaces with charging points for electric vehicles and also the construction of a rainwater tank to reduce drinking water consumption.

In addition, the Dimand Group ensures that all its projects are certified to environmental standards, and have achieved LEED Gold certification as a minimum, with its portfolio including (4) LEED Platinum projects, three (3) for project development services and one (1) through project management services. The Group has been a pioneer in the development of certified green building projects, with the development of the first LEED building in Greece in 2013 (KARELA OFFICE PARK building complex), a highly innovative achievement for that time (source <https://www.usgbc.org/projects/karela-office-park>). The Group's increased activity in certified green buildings is evident on the official website of the U.S. Green Building Council ("USGBC"), which is the official LEED (Leadership in Energy and Environmental Design) certification body.

More specifically, based on official USGBC data, as of 11.03.2025 there are fifty-five (55) certified buildings in Greece in the LEED Building Design and Construction_LEED BD+C category, of which fifteen (15) have been developed by the Group, two (2) have been constructed by the Group, while in three (3) the Group provided project management services. The above shows that the Dimand Group has been active in the development of 36% of the domestic certified projects (of the above categories).

In the design and construction of the buildings, the weather and the environment are taken into account so that they are highly durable and adaptable to changing conditions. With a particular focus on energy and water conservation, the design incorporates environmentally friendly materials and prioritises the enhancement of health and well-being of users. The goal is to achieve optimal conditions, both internally and externally, with respect for the environment and the surrounding area.

Key actions to ensure sustainable buildings, include the optimal use of natural light during the day through special brightness and presence detectors, energy saving through energy modelling, high thermal insulation and installation of efficient systems, the use of rainwater for irrigation, the incorporation of an increased amount of environmentally friendly materials.

- Energy management and carbon emissions

The Dimand Group, wishing to maintain sound environmental practices, focuses on the efficient use of energy to reduce consumption levels. The efficient use of energy is achieved through the optimization of processes, the adoption of innovative technologies and the awareness of the users of its buildings.

The growing presence of the risk of climate change in the industry is becoming increasingly apparent and its effects pose a significant threat to both the environment and human health. The Dimand Group is focused on minimising its carbon footprint by optimising the life cycle of all projects, from design to construction and operation.

- Circular economy

Waste, sewage and water

The Dimand Group undertakes actions to reduce the amount of waste produced in our offices by focusing on reducing the amount of paper, electrical appliances, plastics and batteries consumed. Also, in our projects we have achieved high diversion of all construction waste from landfills. In addition, the Dimand Group is implementing actions related to the reduction of water use outdoors by implementing smart irrigation systems, rainwater harvesting and selection of native plants.

Materials and Supply Chain

The Dimand Group is committed to creating and maintaining a responsible supply chain that prioritizes sustainability and the creation of long-term value. We apply extensive selection criteria, rigorous evaluation processes, compliance checks, and digital tools to ensure that our procurement practices align with these principles. Strong and collaborative relationships with suppliers are of essential importance to our approach. To support this, Dimand Group has established clear mechanisms for effective supplier management, including a structured procurement process and an annual evaluation system. These processes are fundamental to ensuring that our supply chain partners meet the high standards of sustainability, ethical conduct, and performance required for our ongoing commitments in the ESG sector.

Therefore, in 2024, 51% of the suppliers that the Dimand Group worked with (25 out of 49 total suppliers) were assessed based on Environmental, Social, and Governance (ESG) criteria.

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- Biodiversity and Habital protection

The Dimand Group recognises that the well-being of future generations depends on the goods of nature and therefore values and respects everything that nature offers us, aiming for sustainable development. Therefore, the characteristics of biodiversity are taken into account in all its project planning and development processes. At the same time, it recognises the scale, risks and impacts of its business activities, products and services on biodiversity and incorporates green features into its projects to achieve biodiversity enhancement and create a living and working environment that benefits the wider community.

S- Social

The Company does not face serious employment issues. Nevertheless, the Company and Dimand Group places great emphasis on the value of human resources and its continuous improvement in all sectors. More specifically, a policy of non-discrimination and equal opportunities is applied, regardless of gender, race, nationality, religion, disability or any other characteristics of employees. A table with the categorization of Company's staff according to the gender of employees for the years 2024 and 2023 is listed below.

Gender	2024	2023
Male	1	1
Female	1	1
Total	2	2

The Board of Directors of the Company consists of 6 members of which 67% are men and 33% are women, confirming the policy of non-discrimination and equal opportunities regardless of gender adopted by the Company. The Company is in line with Group policy, which have as their priorities to attract and retain talent characterized by integrity and professionalism by offering equal opportunities both in terms of pay and development opportunities.

Health and Safety

The Company and Dimand Group, with the goal of effectively addressing occupational risks and zero accidents, managing health and safety issues, are based on the principle of prevention and are in full compliance with the current legislative framework in Greece and Cyprus. During the fiscal years 2024 and 2023, no occupational accidents were recorded in the Company and Dimand Group.

Social actions

The Dimand Group's commitment to social contribution and solidarity is primarily reflected in the very projects it implements. The design and development of its projects often serve as catalysts for broader urban regeneration in the areas where they take place, improving living conditions in the respective municipalities and cities, as well as for their inhabitants. At the same time, its projects contribute significantly to the creation of economic activity, strengthening broader economic development and progress.

In conjunction with its developments across Greece, the Group actively supports the development of the areas where it operates, through donation of studies and/or financial contributions / sponsorships, making a significant contribution to the local community and the sustainable development of the urban environment.

G- Corporate Governance

Corporate governance is a fundamental element of the Dimand Group's ESG strategy, ensuring that its activities are conducted with integrity, accountability, and transparency. The governance framework is designed to align the interests of management with those of shareholders and other stakeholders, promoting sustainable practices and ethical decision-making.

This framework includes a diverse Board of Directors, strong systems for regulatory compliance and risk management, as well as comprehensive stakeholder engagement processes, ensuring that the needs and concerns of society are taken into account.

The Group remains committed to the continuous improvement of its corporate governance practices, conducting regular reviews and updates of its policies to incorporate industry's best practices and meet stakeholder expectations.

Through effective corporate governance, the Dimand Group aims to enhance trust, mitigate risks, and promote long-term sustainable development.

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The Company have established Internal Regulations, which record the basic principles, policies and procedures of corporate governance that they apply, including the principles governing the Internal Audit System, in compliance with the applicable legislation and the regulatory provisions of the supervisory authorities. The Internal Regulations of the Company are published on the Company's website <https://dimand.gr>. Relevant information is included in the Corporate Governance Statement below.

• Code of Business Ethics and Conduct

A fundamental principle of the Dimand Group is its unwavering compliance with all applicable laws and regulations. To ensure this commitment, the Dimand Group has established the Code of Business Ethics and Conduct, a comprehensive framework that informs employees about the legal and regulatory requirements related to their roles. This Code enables employees to perform their duties in full compliance with the law while ensuring alignment with the Group's ethical principles and legal obligations.

The Code of Business Ethics and Conduct sets out the fundamental principles, rules, and values that govern the Dimand Group's activities, defining the ethical and professional standards that all employees and representatives of the Dimand Group must uphold. In the fiscal year 2024, the Dimand Group undertook a review of the Code, further strengthening its commitment to integrity, transparency, and business ethics excellence across all operations. The Code serves as a timeless guide for addressing business situations with integrity and professionalism, while also acting as a crucial decision-making tool, assisting in the selection of business practices that align with the Dimand Group's ethical principles and values. All key aspects of conduct—including the prevention of corruption, bribery, violence, and harassment, as well as conflicts of interest, business practices, labor relations, social responsibility, data protection, and quality assurance—are clearly defined within the Code, shaping a strong and ethically responsible business environment.

• Commitment to Combat Bribery and Corruption

A core value of the Dimand Group is the strengthening of a robust compliance culture and the prevention of bribery and corruption. This principle is fundamental to building trust and creating long-term value in relationships with customers, business partners, and public authorities. The Dimand Group ensures that all employees and partners are fully informed about the legal framework governing anti-bribery and anti-corruption practices, in accordance with national and international legislation. To support this, the Dimand Group has adopted the Anti-Bribery and Anti-Corruption Policy, which fully complies with applicable national regulations and international conventions. This Policy is binding for all employees of the Dimand Group, regardless of role or hierarchical level. Additionally, it applies to members of the Board of Directors, third parties who have taken on responsibilities through the Board, members of the Board Committees and independent Committees, as well as the management team (including General Managers, Directors, and Department Heads), the major shareholder, and all other employees of the Dimand Group. Moreover, the Policy extends to suppliers, consultants, business partners, and other third parties acting on behalf of the Dimand Group. In the fiscal year 2024, the Dimand Group did not record any incidents of bribery or corruption, confirming its commitment to transparency, ethical business practices, and compliance with the highest standards of integrity.

• Zero-Tolerance Policy on Violence and Harassment

The Dimand Group enforces a zero-tolerance policy against violence and harassment, adopting the same strict approach applied to bribery and corruption. To prevent and address such incidents in the workplace, the Dimand Group has established the Policy for the Prevention and Combat of Workplace Violence and Harassment, which is supported by a clear and accessible reporting procedure.

Through this initiative, the Dimand Group ensures a safe, inclusive, and respectful work environment where relationships among employees, partners, management, and affiliated companies are built on trust, cooperation, and professionalism.

• Conflict of Interest

Conflicts of interest can impact the Dimand Group's strategy and reputation when an individual's personal interests interfere with their professional responsibilities. These situations arise when personal interests undermine objectivity, lead to the misuse of corporate resources, or create the perception of improper conduct. To mitigate these risks, the Dimand Group has incorporated a framework within its Code of Business Ethics and Conduct, which strictly prohibits activities that could harm the Dimand Group's interests or hinder the proper execution of professional duties. Additionally, the Dimand Group has implemented the Policy & Procedure for the Prevention and Management of Conflict of Interest Situations, outlining clear requirements for the

MANAGEMENT REPORT

identification, prevention, and handling of conflicts that may affect the organization. His policy provides stakeholders with clear guidelines on defining, recognizing, and addressing conflicts of interest. The Dimand Group actively encourages the reporting of potential conflicts, ensuring the highest ethical standards and reinforcing a culture of integrity and transparency.

• Whistleblowing mechanism

The Dimand Group promotes transparency and accountability through a robust Whistleblowing Management Policy, encouraging employees and stakeholders to confidentially report unethical or improper practices. All reports are thoroughly reviewed and addressed in accordance with the Dimand's internal procedures and policies. The Dimand Group's commitment to ethical conduct is upheld at all levels of its organizational structure, including the Board of Directors, management, employees, suppliers, and other stakeholders. To manage the reporting process, the Dimand Group has appointed the Receiving and Monitoring Reports Officer (RMRO), responsible for receiving, investigating, and assessing all reports related to unethical or illegal activities. The RMRO ensures that all reports are handled with strict confidentiality and in full compliance with the Dimand Group's policies. The Policy guarantees that employees can express concerns and file complaints without fear of retaliation, such as dismissal, demotion, or harassment. By implementing this Policy, the Dimand Group fosters a culture of open communication and transparency, promoting a healthy and ethically responsible work environment.

• Protection of Personal Data

The Dimand Group recognizes the importance of protecting the personal data of its stakeholders, including employees, customers, partners, suppliers, shareholders, and prospective employees. The processing of personal data is carried out strictly in accordance with applicable national legislation and the European Regulation 2016/679 (GDPR), ensuring its lawful, fair, and secure management.

Respect for, protection, and security of data are core commitments of the Dimand Group. For this reason, it implements robust security measures and adopts established policies, such as the Data Protection Policy and the Information Security Policy. These policies create a clear and structured framework that ensures employees are fully informed about the Dimand Group's procedures, preventive measures, and commitments regarding data protection. At the same time, the Company takes proactive and effective measures to prevent any loss, breach, or misuse of personal and confidential information. Additionally, it implements reporting and incident management mechanisms to promptly address any privacy violations or data leakage incidents. Recognizing the importance of continuous training in maintaining compliance and security, the Dimand Group invests in the systematic education of its employees, ensuring they are well-informed about the principles, requirements, and best practices of the General Data Protection Regulation (GDPR). Demonstrating its unwavering commitment to the highest standards of data protection and regulatory compliance, the Dimand Group recorded zero incidents of personal data breaches or confidential information leaks in the fiscal year 2024.

Non-Financial risks

The Company and the Dimand Group have identified certain potential non-financial risks for the management of which a concerted and collective effort is required.

• Climate change risk

Climate change is now considered one of the most important global issues with a significant adverse impact on the Company's and Dimand Group's activities, as well as on the natural environment and the wider society. Taking into account the risk of climate change, the Dimand Group's strategy regarding investments in energy efficient, sustainable and resilient buildings is also determined. In addition, as part of the protection of the Group's assets, the Dimand Group insures them against natural disasters. The management of the Company and the Dimand Group monitors the legislative and regulatory framework on an ongoing basis and adapts its strategy where necessary.

• Energy transition

The global effort for the energy transition from fossil fuels to the use of alternative energy sources finds the Company and Dimand Group as a supporter of the project as it is one of the solutions to the risk of climate change. Given that buildings are one of the largest sources of energy consumption worldwide, the Group is actively working on making decisions and taking measures that will help reduce their footprint and improve their energy efficiency.

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- **Health and safety risk**

The health and safety of human resources at the Group's facilities is a key category of non-financial risks for the Company and Dimand Group. For proper management, the Dimand Group systematically monitors safety parameters and takes all necessary measures to manage related issues. As a culmination of its commitment to creating safe working conditions, the Group has been certified with ISO 45001:2018, an international standard for occupational health and safety (HSE), which ensures that strict specifications for the protection of human resources are followed.

- **Equal opportunities and human rights**

The Dimand Group recognizes the fundamental importance of Human Rights and has established a framework of principles and values that govern its operations. With absolute respect for its employees and partners, it takes preventive measures and implements policies to prevent any incidents of rights violations. Ensuring equal opportunities is a strategic priority for the Group, which has established and enforces a Code of Business Ethics and Conduct, as well as a Zero Tolerance Policy against discrimination and harassment. This policy strictly prohibits all forms of discrimination, including those based on gender, gender identity and expression, sexual orientation, physical abilities, or any other characteristic. At the same time, it ensures that all employees have equal opportunities for professional development based on objective criteria such as their skills and qualifications. The Dimand Group remains committed to fostering a fair, inclusive, and safe workplace culture, creating a work environment based on respect, meritocracy, and equal opportunities.

During the fiscal years 2024 and 2023 no fines or observations for violation of labour legislation have been imposed by the competent authorities.

Dividends

The Board of Directors does not recommend the payment of a dividend for the year 2024.

Share capital

Authorised capital

On 10 May 2024, the authorised share capital of the Company was increased from 39,000 ordinary shares to 39,100 ordinary shares.

On 4 July 2024, the authorised share capital of the Company was increased from 39,100 ordinary shares to 39,200 ordinary shares.

On 18 November 2024, the authorised share capital of the Company was increased from 39,200 ordinary shares to 39,300 ordinary shares.

On 13 December 2024, the authorised share capital of the Company was increased from 39,300 ordinary shares to 40,300 ordinary shares.

Issued capital

On 10 May 2024, the Company issued additional 100 ordinary shares with a nominal value of €1 and at a premium of €29,999 each.

On 4 July 2024, the Company issued additional 100 ordinary shares with a nominal value of €1 and at a premium of €29,999 each.

On 18 November 2024, the Company issued additional 100 ordinary shares with a nominal value of €1 and at a premium of €9,999 each.

On 13 December 2024, the Company issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €4,999 each.

Board of Directors

The members of the Company's Board of Directors as at 31 December 2024 and at the date of this report are presented on page 1. All of them were members of the Board of Directors throughout the year ended 31 December 2024.

ARCELA INVESTMENTS LTD

MANAGEMENT REPORT

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

Events after the reporting period

The following significant events have taken place following year 2024 end:

On 15 December 2023, Di Terna S.A. issued additional shares for the amount of €10,000,000 which were partially paid by shareholders in 2024. In fiscal year 2025, the share capital and share premium has been totally paid.

On 3 February 2025, following an approval from the court, Gravitousia Holdings Ltd proceeded with the reduction of the share premium by an amount of €14,865,800.

On 13 February 2025, Magromell Ltd issued 1,000 ordinary shares with nominal value of €1 and at a premium of €499 each.

On 27 February 2025, the notarial deed for the establishment of the subsidiary company Dorou Residencies S.M.S.A. was signed. The company is the owner of Building A of "MINION," following the partial demerger plan of the subsidiary Alkanor S.M.S.A.

On 9 April 2025, Magromell Ltd issued 1,000 ordinary shares with nominal value of €1 and at a premium of €999 each.

On 11 April 2025, the Company proceeded to the acquisition, subject to conditions, of properties located in Attica and Crete. More specifically, it was agreed that:

a) The acquisition of 100% of the share capital of the company Gournes Anaptyxi kai Diacheirisi Akiniton S.M.S.A, owner of a landplot, of a total area of 346 thousand sq.m., located in Gournes, Municipality of Hersonissos, Heraklion, Crete (with a buildable area of c. 60 thousand sq.m. of hospitality buildings).

b) The acquisition of 100% of the share capital of the companies Kantza Emporiki S.M.S.A. and Kantza S.M.S.A. Anaptyxi Diacheirisi and Ekmetalleusis Akiniton, owners of landplots, of a total area of c. 319 thousand sq.m., located at Camba Estate, Municipalities of Paiania and Pallini, Attica (with a buildable area of 90 thousand sq.m. of mixed use buildings, out of which c. 3.6 thousand sq.m. relate to existing listed buildings).

c) The acquisition of a landplot of a total area of c. 4.4 thousand sq.m. (with a buildable area of c. 1.8 thousand sq.m. of residential buildings) and of a landplot of a total area of c. 1.3 thousand sq.m. with a listed residence of 0.7 thousand sq.m.. The two landplots are located in the area of Trigono Cambas, Municipality of Pallini, Attica. As of today, the Company has been paid 7,226,350 in the context of the above agreement for the acquisition of properties in Athens.

On 15 April 2025, the subsidiary of Oblinarium Holdings Ltd (Thomais S.M.S.A.) increased its share capital by the amount of €70,000 having issued 7,000 additional ordinary shares of nominal value of €10 per share.

On 9 May 2025, Arcela Finance Ltd was stricken off by the registrar of companies.

On 13 May 2025, the subsidiary Dorou Residencies S.M.S.A., in the context of optimizing the utilization and exploitation of Building A of the "MINION" property, proceeded with the lease of six horizontal properties with a total area of approximately 193 sq.m. The lease term was set at 18 years, and the rent amounted to €525,000, which was prepaid for the entire duration of the lease. Additionally, on 30.06.2025, the subsidiary Dorou Residencies S.M.S.A. acquired an additional horizontal property of 26.6 sq.m. for a consideration of €40,000 plus expenses of €2,052.

On 19 June 2025, the Board of Directors of Gravitousia Holdings Ltd approved the payment of an interim dividend of €4,500,000.

On 27 June 2025, Random S.M.S.A. proceeded with the leasing of its property to a Greek company.

On 30 June 2025, Alabana Holdings Ltd proceeded with the reduction of its share premium for the amount of €1,850,000 which was approved by the court of Nicosia on 16 September 2025.

On 09 July 2025, the subsidiary Hub 204 S.M.S.A. signed an open current account agreement with Alpha Bank S.A. for €2,000,000, bearing a floating interest rate of 3M Euribor + 3%, to cover working capital needs.

On 01 August 2025, the subsidiary Dramar S.M.S.A., pursuant to the notarial preliminary agreement dated 26.05.2022 (as amended), acquired a land plot of c. 632,226 sq.m. in Nea Sevastia, Drama, for €4,720,000; €220,000 of the consideration had been paid in advance payment as of 31.12.2024.

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On 15 July 2025, Kartonera Ltd increased its share capital with 1,000 ordinary share of nominal value €1 and at a premium of €599.

On 4 August 2025, Company established a new subsidiary Terra Athena S.M.S.A. with initial share capital of €25,000.

On 7 August 2025, the subsidiary Filma S.M.S.A. executed a notarial deed for the sale and purchase of a property with the Hellenic Ministry of Culture for €8,232,000. The transfer concerns part of the broader Industrial Complex of the former FIX Brewery, designated by the Hellenic Ministry of Culture as a "historical listed monument", comprising a 6,900 sq.m. land plot and 7,715.90 sq.m. of listed buildings, at 26th October Street, Thessaloniki. The transfer was executed pursuant to Ministerial Decision No. 330247/2025 (Government Gazette B' 3971/25.07.2025).

On 28 August 2025, Dimand S.A. issued a Common Bond Loan under the Bond Loan Program, with a maximum principal amount of €50,000,000, divided into 50,000,000 bonds of €1 nominal value each, issued at par, with Optima Bank S.A. acting as Paying Agent and Bondholders' Agent. The Company with the board resolution dated 24 November 2025 has resolved the provision a corporate guarantee in favor of Optima Bank S.A., to secure the timely and proper payment of all obligations of Dimand S.A. arising under the said Bond Loan. For this purpose on 01 December 2025 a guarantee agreement has been entered between the Company, Dimand S.A., and Optima Bank S.A. Additionally, the Company, amongst others, undertook the obligation to establish a first-rank share pledge over 100% of the shares of project companies that it owns or will own to further secure the obligations of Dimand S.A. toward Optima Bank S.A., in accordance with the terms of the Bond Loan Program. Until the publication of this Report, no annotation, board of directors' resolution, or share pledge agreement has been executed in relation to the aforementioned share pledge agreement as additional security.

On 05 September 2025, Dimand S.A. issued a Common Bond Loan under a Bond Loan Program, with a maximum principal amount of €50,000,000, divided into 50,000,000 bonds of €1 nominal value each, issued at par. In connection with this issuance, on 05 September 2025, the Company executed the Bond Subscription Agreement, entered into between the Company as guarantor, Dimand S.A. as issuer, and Eurobank S.A. as Bondholder Agent, whereby the Company provided a corporate guarantee in favor of Eurobank S.A., to secure the timely and proper payment of all obligations of Dimand S.A. arising under the Common Bond Loan, as per the terms and provisions of the said Bond Subscription Agreement. Additionally, the Company, amongst others, undertook the obligation to establish a first-rank share pledge over 100% of the shares of Gournes S.M.S.A., to further secure the obligations of Dimand S.A. toward Eurobank S.A., in accordance with the terms of the Bond Loan Program. On 18 March 2026, the said Share Pledge Agreement was signed between the Company, Eurobank S.A. and Dimand S.A. It is further noted that on 18 March 2026 the Bond Pledge Agreement has been entered into between Eurobank S.A., Dimand S.A. and Arcela Investments Limited, whereas Dimand S.A. pledged 39,900,000 bonds in favor of Eurobank S.A., in accordance with the terms and conditions of the said Bond Pledge Agreement.

On 8 September 2025, Magromell Ltd issued 1,000 ordinary shares with nominal value of €1 and at a premium of €599 each.

On 08 September 2025, the Company signed a common bond loan agreement with Dimand S.A. for up to €50,000,000 to cover general business needs and especially the acquisition of Gournes S.A. As of the today, €39,900,000 of bonds have been issued.

On 10 September 2025, the Company proceeded with the acquisition of 100% of the share capital of the company Gournes Anaptyxi kai Diacheirisi Akiniton S.M.S.A., for a consideration of €40,050,089, of which €1,995,000 had been paid as an advance payment.

On 15 September 2025, the consideration from the sale of the joint venture Ourania Ependitiki S.A. was finalized under the share transfer agreement dated 22.10.2024. The subsidiary Gravitousia Ltd received €2,036,379 which is presented as of 31.12.2024 under "Other receivables" in "Trade and other receivables" in the Statement of Financial Position.

On 24 September 2025, the Board of Directors of Gravitousia Holdings Ltd approved the payment of an interim dividend of €1,430,000.

On 09 October 2025, the joint venture Cante proceeded to a share capital increase of €2,318,000 from which the amount of €2,002,000 paid by the Company. Moreover, on the same date the Company signed a loan agreement with Cante Holdings Ltd as lender up to €3,170,000 from which an amount of €762,000 has already withdrawn.

On 13 November 2025, Cante Holdings Ltd received court approval for the reduction of the share premium for the amount of €6,700,000.

On 10 December 2025, Magromell Ltd issued 1,000 ordinary shares with nominal value of €1 and at a premium of €1,369 each.

On 17 December 2025, Cante Holdings Ltd proceeded to a shareholders resolution for a share premium decrease amounting to

ARCELA INVESTMENTS LTD

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€1,400,000 (Arcela's stake: €910,000).

On 30 December 2025, the Company proceeded to the sale of all the shares of its 100% subsidiary Alkanor S.M.S.A. for a total consideration of €36,734,365.

On 30 December 2025, the Company proceeded to a dividend distribution decision of €35,000,000 from realized gains relating to sales of investments. The dividend distribution was approved by the competent body of the distributing company. It should be noted that the Company paid the above dividend to the parent company on 12.01.2026.

During 2025, the Company issued additional 2,000 ordinary shares with a nominal value of €1 and at a premium of €4,999 each.

During 2026, the Company issued additional 2,000 ordinary shares with a nominal value of €1 and at a premium of €44,406 each. The amount of €44,408,000 has been received until as of the date of the publication of this Report.

On 20 February 2026, the Company, proceeded with the acquisition of 100% of the share capital of the company "Kantza Emporiki S.M.S.A.", owner of an area of c. 318,901 sq.m. located in Camba Estate, Municipalities of Paiania and Pallini, for a consideration of €44,637,349.

On 24 February 2026, the subsidiary, Thomais Akinita S.M.S.A., proceeded with the acquisition of a land plot of a total area of c. 4,415 sq.m. and a land plot of a total area of c. 1,324 sq.m. with a listed residence of 685 sq.m., for a consideration of €1,173,000. The two landplots are located in the area of Trigono Cambas, Municipality of Pallini, Attica.

On 04 March 2026 has been executed by CrediaBank and addressed to Random S.M.S.A. and the Company, in respect of the release of the corporate guarantee and any obligations arising therefrom, which had been provided by the Company to CrediaBank as security for the bond loan dated 04.09.2024, in the amount of up to €13,700,000, issued by Random S.M.S.A., in accordance with the terms of the said release letter.

There are no other events after the reporting period which require disclosure in the Financial Statements.

Independent Auditors

The Independent Auditors, BDO Ltd, have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors,

Nicolaos Sofianos
Director

Larnaca, 5 May 2026



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Independent Auditor's Report

To the Members of Arcela Investments Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the stand-alone financial statements of Arcela Investments Ltd (the "Company"), which are presented on pages 17 to 49 and comprise the statement of financial position as at 31 December 2024, and the related statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Arcela Investments Ltd as at 31 December 2024, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

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 in accordance with the "International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants" (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the management report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.



Independent Auditor's Report (continued)

To the Members of Arcela Investments Ltd

Responsibilities of the Board of Directors for the Financial Statements (continued)

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

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

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.

Report on Other Legal Requirements

Pursuant to the additional requirements of the Auditors Law of 2017, we report the following:

- In our opinion, the Management Report has been prepared in accordance with the requirements of the Cyprus Companies Law, Cap 113, and the information given is consistent with the financial statements.
- In our opinion, and in the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Management Report.



Independent Auditor's Report (continued)

To the Members of Arcela Investments Ltd

Other Matter

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of the Auditors Law of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.

Yiannis Kapetanos

Certified Public Accountant (CY) and Registered Auditor
for and on behalf of

BDO Ltd

Certified Public Accountants (CY) and Registered Auditors

Limassol, 5 May 2026

ARCELA INVESTMENTS LTD

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2024

	Note	2024 €	2023 €
Other operating income	8	2,356,251	3,176,111
Fair value gains /(losses) on financial assets measured at fair value through profit or loss (investments in subsidiaries and joint ventures)	9	17,287,855	14,612,386
Other gains	10	4,235,693	1,399,565
Administration expenses	11	<u>(367,843)</u>	<u>(770,793)</u>
Operating profit		23,511,956	18,417,269
Finance income	12	18,773	22,619
Finance costs	12	<u>(1,881,010)</u>	<u>(1,796,951)</u>
Profit/(Loss) before tax		21,649,719	16,642,937
Income tax	13	<u>(3)</u>	<u>2,793</u>
Net profit/(loss) for the year		21,649,716	16,645,730
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive income for the year		<u>21,649,716</u>	<u>16,645,730</u>

The notes on pages 23 to 53 form an integral part of these financial statements.

ARCELA INVESTMENTS LTD

STATEMENT OF FINANCIAL POSITION

31 December 2024

	Note	2024 €	2023 €
ASSETS			
Non-current assets			
Property, plant and equipment	14	18,671	30,952
Investments in subsidiaries	15	137,433,962	142,607,166
Investments in joint ventures	16	38,086,655	32,385,957
Loans receivable	17	221,383	-
		<u>175,760,671</u>	<u>175,024,075</u>
Current assets			
Accounts receivable	18	3,186,901	2,856,558
Other Receivables	19	953,187	755,698
Loans receivable	17	4,608,103	2,343,777
Cash and cash equivalents	20	1,791,500	816,711
		<u>10,539,691</u>	<u>6,772,744</u>
Total assets		<u>186,300,362</u>	<u>181,796,819</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	21	40,300	39,000
Share premium		82,990,700	70,992,000
Retained earnings		77,936,779	56,287,063
Total equity		<u>160,967,779</u>	<u>127,318,063</u>
Liabilities			
Non-current liabilities			
Borrowings	22	1,535,000	-
Lease liability	23	8,365	18,145
		<u>1,543,365</u>	<u>18,145</u>
Current liabilities			
Accounts payable	24	21,942,804	30,944,087
Borrowings	22	1,835,643	23,505,184
Lease liability	23	10,771	11,340
Current tax liabilities	13	-	-
		<u>23,789,218</u>	<u>54,460,611</u>
Total liabilities		<u>25,332,583</u>	<u>54,478,756</u>
Total equity and liabilities		<u>186,300,362</u>	<u>181,796,819</u>

.....
 Nicolaos Sofianos
 Director
 Larnaca, 5 May 2026

.....
 Nikolaos Ioannis Dimtsas
 Director
 Larnaca, 5 May 2026

The notes on pages 23 to 53 form an integral part of these financial statements.

ARCELA INVESTMENTS LTD

STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2024

	Note	Share capital €	Share premium €	Retained earnings €	Total €
Balance at 1 January 2023		36,000	61,995,000	39,641,333	101,672,333
Net loss for the year		-	-	16,645,730	16,645,730
Issue of share capital		3,000	8,997,000	-	9,000,000
Balance at 31 December 2023/ 1 January 2024		39,000	70,992,000	56,287,063	127,318,063
Net profit for the year		-	-	21,649,716	21,649,716
Issue of share capital	21	1,300	11,998,700	-	12,000,000
Balance at 31 December 2024		40,300	82,990,700	77,936,779	160,967,779

The amount of €926,000 remained receivable as at 31 December 2024 and received during 2025.

Companies which do not distribute 70% of their profits after tax, as defined by the relevant tax law, within two years after the end of the relevant tax year, will be deemed to have distributed as dividends 70% of these profits. Special contribution for defence at the rate of 17% will be payable on such deemed dividend to the extent that the shareholders for deemed dividend distribution purposes at the end of the period of two years from the end of the year of assessment to which the profits refer, are Cyprus tax residents and domiciled. Deemed dividend distribution is also subject to a 2.65% contribution to the General Healthcare System. The amount of deemed distribution is reduced by any actual dividends paid out of the profits of the relevant year at any time. This special contribution for defence is payable by the Company for the account of the shareholders.

The notes on pages 23 to 53 form an integral part of these financial statements.

ARCELA INVESTMENTS LTD

STATEMENT OF CASH FLOWS

Year ended 31 December 2024

	Note	2024 €	2023 €
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(loss) before tax		21,649,716	16,642,937
Adjustments for:			
Depreciation of property, plant and equipment	14	1,611	1,612
Amortisation of right-of-use asset	14	10,669	2,667
Fair value (gains)/losses on investments in subsidiaries and joint ventures	9	(17,287,255)	(14,612,386)
Gain on disposal of investments in subsidiaries / associates / joint ventures	10	(4,235,693)	(1,399,565)
Dividend income	8	(2,060,000)	(2,310,000)
Finance income	12	(18,773)	(22,619)
Finance costs	12	1,881,010	1,796,951
		(58,715)	99,597
Changes in working capital:			
Decrease/(Increase) in accounts receivable		952,824	(515,278)
(Decrease)/Increase in accounts payable		(142,063)	523,053
Cash flows from operating activities		752,046	107,372
Dividends received		2,060,000	2,310,000
Interest paid		(45,366)	(12,469)
Tax paid		(3)	(1,160)
Net cash inflow/(outflow) from operating activities		2,766,677	2,403,743
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for acquisition/incorporation/contributions to investments in subsidiaries, associates and joint ventures, net of cash acquired	15,16	(22,076,615)	(47,219,600)
Proceeds from the sale of investment in subsidiary		11,841,890	7,723,523
Advance proceeds from the sale of investment in subsidiary		-	22,333,333
Advance payment for share premium decrease		14,865,800	-
Return of invested capital (Share Premium Account decrease)		6,942,000	7,879,200
Advance return of investment capital (Share Premium Account decrease)		-	2,050,000
Loans granted to related parties		(4,494,000)	(2,046,000)
Loan repayments received from related parties		2,000,000	-
Interest received		27,065	234
Net cash (outflow)/inflow from investing activities		9,106,140	(9,279,310)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of share capital		11,074,000	8,147,275
Repayment of borrowings and interest to related parties		(25,470,184)	(2,030,000)
Capital repayments of leases - net of interest from leases		(1,844)	(2,523)
Proceeds from borrowings from related parties	22	3,500,000	-
Net cash (outflow)/inflow from financing activities		(10,898,028)	6,114,752
Net (decrease)/increase in cash and cash equivalents		974,789	(760,815)
Cash and cash equivalents at beginning of the year		816,711	1,577,526
Cash and cash equivalents at end of the year	20	1,791,500	816,711

The notes on pages 23 to 53 form an integral part of these financial statements.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

1. Incorporation and principal activities

Country of incorporation

The Company Arcela Investments Ltd (the "Company") was incorporated in Cyprus on 20 March 2008 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at 44, Ioanni Xakket street, Merika House, Office 5, 6045, Larnaca, Cyprus.

The Company is controlled by Dimand S.A., incorporated in Greece and listed on the Athens Stock Exchange (ATHEX) main market, which owns 100% of the Company's shares.

Principal activity

The Company's primary activity is that of identification, holding and exploitation, in strategic alliance with and/or on behalf of long-term institutional investors, of sustainable greenfield and/or brownfield commercial real estate investment opportunities in growing markets, with emphasis on high ESG impact and local stakeholders engagement.

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with IFRS Accounting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS as adopted by European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113.

These financial statements are the separate (stand-alone) financial statements. The Company has not prepared consolidated financial statements as the exemption from consolidation in paragraph 4(a) of IFRS10 "Consolidated Financial Statements", has been used. The Company's ultimate parent Dimand S.A., a company incorporated in Greece prepares consolidated financial statements available for public use that comply with International Financial Reporting Standards as issued by the IASB. These consolidated financial statements can be obtained from www.dimand.gr. The financial statements have been prepared under the historical cost convention as modified by the remeasurement of financial assets at fair value through profit or loss.

2.2 Going Concern Considerations

The Management of the Company and the Group of Dimand S.A, to which it belongs, have carefully examined the appropriateness of adoption of the Going Concern assumption for the preparation of the Company's and the Group's financial statements by critically reviewing the current business uncertainties. The Directors have assessed any negative impact and concluded that the Company and the Group at large have taken the necessary measures to secure the company's business continuity. As a result, the Annual Financial Statements have been prepared on a going concern basis.

The resumption of the economic activity and the gradual emergence from the economic crisis caused by the developments due to the war in Ukraine and Israel - Gaza conflict, have contributed globally both to delays in the supply chain and to rising construction costs. The increase in construction costs was further compounded by the increase in raw material and energy costs. Any increase in the construction costs of projects developed by the Group may adversely affect the Group's results and financial condition in the future to the extent that the increased costs have not been fully absorbed through a corresponding increase in the rents of the investment companies.

3. Adoption of new or revised standards and interpretations

During the current year, the Company adopted all the new and revised IFRS Accounting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2024. This adoption did not have a material effect on the accounting policies of the Company.

4. Material accounting policies

The material accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented in these financial statements unless otherwise stated.

Management seeks not to reduce the understandability of these financial statements by obscuring material information with immaterial information. Hence, only material accounting policy information is disclosed, where relevant, in the related disclosure notes.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

Subsidiary companies

Subsidiaries are entities controlled by the Company. Control exists where the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investments in subsidiary companies are accounted for in accordance with IFRS 9 Financial Instruments and measured at fair value using the Net Asset Value (NAV) of the assets after taking into account the revaluation of the assets (property freehold and leasehold rights), excluding Deferred tax liabilities and assets, of the subsidiaries at year end by independent accredited appraisers. Fair value gains or losses on investments in subsidiary companies are recognised in profit or loss. Dividends from investments in subsidiaries are recognized in profit or loss when the Company's right to receive payment is established.

Joint arrangements

Joint arrangements are arrangements for which the Company has joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The classification of a joint arrangement as a joint operation or a joint venture depends upon the rights and obligations of the parties to the arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Company recognizes in its financial assets as at 31.12.2024 four investments in Joint Ventures, Cante Holdings Ltd, in which it owns 65% of shares, IQ Karela S.A., in which it owns 60% of shares, YITC European Holdings Ltd, in which it owns 20% of shares and Di Terna S.A., in which it owns 51% of shares. The Company has Joint control in these arrangements as it is contractually agreed that major decisions (reserved matters) require the unanimous consent of the two parties sharing control.

Investments in joint arrangements are accounted for in accordance with IFRS 9 Financial Instruments and measured at fair value using the Net Asset Value (NAV) of the assets after taking into account the revaluation of the assets (property freehold and leasehold rights) of the joint ventures at year end by independent accredited appraisers. Fair value gains or losses on investments in joint arrangements are recognised in profit or loss. Dividends from jointly controlled companies are recognised in profit or loss when the Company's right to receive payment is established.

Dividend income

Dividends are received from financial assets measured at fair value through profit or loss (FVTPL) and at fair value through other comprehensive income (FVOCI). Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in OCI if it relates to an investment measured at FVOCI.

Finance income

Interest income is recognised on an accrual basis.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised in the Company's financial statements in the year in which they are approved by the Company's shareholders and/or directors.

Finance costs

Interest expense and other borrowing costs are charged to profit or loss on an accrual basis using the effective interest method which incorporates other closely related financial costs.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

Foreign currency translation

(1) Functional and presentation currency

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Euro (€), which is the Company's functional and presentation currency.

(2) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Current and deferred income tax

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date. The income tax expense for the year comprises current and deferred tax. Tax is recognized in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly to equity. In this case, the tax is also recognised in other comprehensive income or directly to equity, respectively.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on the straight-line method so as to write off the cost of each asset to its residual value over its estimated useful life. The annual depreciation rates used are as follows:

Computer hardware	20%
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Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Where the carrying amount of an asset is greater than its estimated recoverable amount, the asset is written down immediately to its recoverable amount.

Expenditure for repairs and maintenance of property, plant and equipment is charged to profit or loss of the year in which it is incurred. The cost of major renovations and other subsequent expenditure are included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Company. Major renovations are depreciated over the remaining useful life of the related asset.

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

Leases

Effective 1 January 2019, IFRS 16 has replaced IAS 17 "Leases" and IFRIC 4 "Determining whether an Arrangement contains a lease".

IFRS 16 provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, together with options to exclude leases where the lease term is 12 months or less, or where the underlying asset is of low value. IFRS 16 substantially carries forward the lessor accounting in IAS 17, with the distinction between operating leases and finance leases being retained. The Company does not have any leasing activities acting as a lessor.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

The Company adopted IFRS 16 using the modified retrospective approach, with recognition of transitional adjustments on the date of initial application (1 January 2019), without restatement of comparative figures. The Group elected to apply the practical expedient to not reassess whether a contract is, or contains a lease at the date of initial application. Contracts entered into before the transition date that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. The definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after 1 January 2019.

IFRS 16 provides for certain optional practical expedients, including those related to the initial adoption of the standard. The Company applied the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- a) Apply a single discount rate to a portfolio of leases with reasonably similar characteristics;
- (b) Exclude initial direct costs from the measurement of right of use assets at the date of initial application for leases where the right of use asset was determined as if IFRS 16 had been applied since the commencement date;
- (c) Reliance on previous assessments on whether leases are onerous as opposed to preparing an impairment review under IAS 36 as at the date of initial application; and
- (d) Applied the exemption not to recognise right of use assets and liabilities for leases with less than 12 months of lease term remaining as of the date of initial application.

As a lessee, the Company previously classified leases as operating leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under IFRS 16, the Company recognizes right of use assets and lease liabilities for most leases.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Company's incremental borrowing rate on commencement of the lease is used.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the group if it is reasonably certain to assess that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right of use assets are amortised on a straight line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

Financial Instruments

(a) Financial assets

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

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

The Company's financial assets as at 31.12.2024 consist of investments in subsidiaries and in joint ventures, measured at fair value through profit or loss, accounts receivables (including loans receivable) and cash and cash equivalents.

Impairment

Financial assets measured at amortized cost or at fair value through other comprehensive income are subject to impairment. According to IFRS 9, impairment is calculated based on expected credit losses. No credit allowances have been provided during the year.

(b) Financial liabilities

Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are deducted from the fair value of the financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition or issue of financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Subsequently, financial liabilities are measured at amortized cost unless they are held for trading or are designated as at FVTPL. Interest expenses on financial liabilities measured at amortised cost are calculated using the effective interest rate method and are recognized in profit or loss unless they constitute borrowing costs.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or expired. Financial liabilities are classified as current liabilities, if the payment is due within one year or less; otherwise they are classified as non-current liabilities.

The Company's financial Liabilities as at 31.12.2024 consist of accounts payables and borrowings that are recorded initially at the amount of proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank and in hand. Cash and cash equivalents are carried at amortised cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

Share capital

Ordinary (common) shares are classified as equity. The difference between the fair value of the consideration received by the Company and the nominal value of the share capital being issued is taken to the share premium account. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction from the proceeds, net of tax.

Non-current liabilities

Non-current liabilities represent amounts that are due more than twelve months from the reporting date.

Expenses

Expenses are recognized on accrual basis.

Comparatives

Where necessary, comparative figures have been adjusted to conform with the current year presentation.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

5. New accounting pronouncements

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

At the date of approval of these financial statements the following accounting standards were issued by the International Accounting Standards Board but were not yet effective:

(i) Not adopted by the European Union

Amendments

- *Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (issued on 15 August 2023) (effective for annual periods beginning on or after 1 January 2025).*

The Board of Directors expects that the adoption of these standards in future periods will not have a material effect on the financial statements of the Company.

6. Financial risk management

Financial risk factors

Financial risks are risks arising from financial instruments to which the Company is exposed during or at the end of the reporting period. Financial risk comprises market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The primary objectives of the financial risk management are to establish risk limits, and then ensure that exposure to risks stays within these limits.

Risk management is carried out by the Board of Directors.

a) Market price risk

i) Foreign exchange risk

Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's measurement currency. The Company is not exposed to foreign exchange risk since the Company's operations is conducted in Euro which is the Company's functional currency.

ii) Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates as the Company has no significant interest-bearing assets. The Company is exposed to interest rate risk in relation to its borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's Management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

At the reporting date the interest rate profile of interest-bearing financial instruments was:

	2024	2023
	€	€
Fixed rate instruments		
Financial assets	4,811,000	317,000
Financial liabilities	-	-
Variable rate instruments		
Financial assets	-	2,000,000
Financial liabilities	<u>(1,535,000)</u>	<u>(21,720,704)</u>
	<u>3,276,000</u>	<u>(17,853,644)</u>

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

iii) Price risk

Price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices. The Company holds equity securities relative to its investments in subsidiaries/joint ventures which are accounted for in accordance with IFRS 9 “Financial Instruments” and are measured at fair value through profit or loss.

The Company is exposed to price risk to the extent of the value of its subsidiaries and/or joint ventures fluctuates due to changes in the value of their underlying assets (properties).

The Company effectively mitigates the relevant price risk by focusing its investment activity on areas and categories of real estate for which there is increased demand and commerciality at least in the medium term based on current data and forecasts. The Company also closely monitors and evaluates developments in the real estate market and the properties are valued by independent appraisers.

Sensitivity analysis

A 10% increase in the value of all of the underlying assets (properties) and/or leasehold rights of the subsidiaries and/or joint ventures, would have increased equity and profit or loss by the amounts shown in the table below. A 10% decrease in the value of all of the underlying assets (properties) of the subsidiaries and/or joint ventures for which no binding forward share transfer (exit) agreements are in place to date would have an equal and opposite impact on the profit and other equity.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

Investment in Subsidiaries/ Joint Ventures	Indirect Holdings (Entities with the Underlying assets (properties))	indirect % shares	Equity		Profit or loss	
			2024 €	2023 €	2024 €	2023 €
IQ Karela S.M.S.A (100%)	-	60%	606,000 €	578,700 €	606,000 €	578,700 €
Pavalia Ltd (100%)	Ependitiki Chanion S.A. (60%)	60%	- €	375,600 €	- €	375,600 €
Oblinarium Ltd (100%)	P.R. 138 S.M.S.A. (100%)	100%	207,300 €	192,700 €	207,300 €	192,700 €
Magromell Ltd (100%)	IQ Athens S.M.S.A. (100%)	100%	3,567,600 €	- €	- €	- €
Random S.M.S.A (100%)	-	100%	1,510,800 €	1,229,000 €	1,510,800 €	1,229,000 €
Gravitousia Ltd (100%)	Ourania S.A (65%)	65%	- €	2,318,290 €	- €	2,318,290 €
Alabana Ltd (100%)	3V S.A (18%)	57%	1,306,272 €	1,182,705 €	1,306,272 €	1,182,705 €
Alkanor S.M.S.A (100%)	-	100%	5,596,278 €	3,824,902 €	5,596,278 €	3,824,902 €
Severdor Ltd (100%)	Insignio S.M.S.A. (100%)	100%	- €	4,271,700 €	- €	4,271,700 €
Citrus S.M.S.A. (100%)	-	100%	- €	411,800 €	- €	411,800 €
Dramar S.M.S.A. (100%)	-	100%	63,100 €	- €	63,100 €	- €
Agchialos S.M.S.A. (100%)	-	100%	1,112,400 €	1,059,900 €	1,112,400 €	1,059,900 €
Filma Estate S.M.S.A. (100%)	-	100%	2,103,600 €	1,803,900 €	2,103,600 €	1,803,900 €
YITC Ltd (20%)	Evgenia S.A. (100%)	20%	21,160 €	20,560 €	21,160 €	20,560 €
	Piraeus Tower S.A. (70%)	46%	6,090,833 €	5,479,956 €	6,090,833 €	5,479,956 €
Cante Holdings	Rinascita S.A. (65%)	7%	171,015 €	171,015 €	171,015 €	171,015 €
	Cante Holdings Ltd Total		6,261,848 €	5,650,971 €	6,261,848 €	5,650,971 €
			22,356,359 €	22,920,728 €	18,788,759 €	22,920,728 €

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a significant loss for the other party by failing to discharge an obligation.

Credit risk arises from cash and cash equivalents held at banks and trade and other receivables measured at amortised cost.

For banks and financial institutions, only independently rated parties with a minimum rating of 'C' are accepted.

The loss allowances for financial assets other than equity investments are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. The receivables' balances of the Company relate mainly to amounts towards future share capital increase of subsidiaries that will be capitalised during next year and/or loans to related parties (Note 25) and hence the Company is not exposed to significant credit risk.

b) Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability but can also increase the risk of losses.

The Company is exposed to liquidity risk due to mid-term (2-4 years) commitments in relation to its investment programme and its financial liabilities.

In order to mitigate such risk the Company in collaboration with its parent Dimand S.A. monitors, on a regular basis and every time an investment is considered, its expected future cash position to ensure that at maturity of liabilities, adequate cash and other highly liquid current assets are available to service such. The Company and the Group of companies maintain cash reserves and committed undrawn credit facilities and seek to enter into collaboration and/or preliminary exploitation and exit agreements in order to caliber cash flows accordingly.

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The amounts disclosed in the tables below are the contractual undiscounted cash flows. The table includes both interest and principal cash flows.

31 December 2024	Carrying amounts €	Contractual cash flows €	3 months or less €	3-12 months €	1-5 years €	More than 5 years €
Shareholder's contributions towards share capital increase (Note 25)	2,151	2,151	-	2,151	-	-
Payables to subsidiaries	15,343,573	15,343,573	-	15,343,573	-	-
Other accounts payable	2,042,077	2,042,077	-	2,042,077	-	-
Payables to shareholder	200,000	200,000	-	200,000	-	-
Loan from shareholder	1,733,996	1,733,996	-	1,733,996	-	-
Loan from subsidiary	1,636,647	1,839,942	-	-	1,839,942	-
Lease liability to third party- Loan	19,136	19,845	2,835	8,505	8,505	-
	<u>20,977,580</u>	<u>21,181,584</u>	<u>2,835</u>	<u>19,330,302</u>	<u>1,848,447</u>	<u>-</u>
31 December 2023	Carrying amounts €	Contractual cash flows €	3 months or less €	3-12 months €	1-5 years €	More than 5 years €
Payables to parent	780,037	780,037	-	780,037	-	-
Payables to subsidiaries	3,438,732	3,438,732	-	3,438,732	-	-
Other accounts payable	34,833	34,833	-	34,833	-	-
Shareholder's contributions towards share capital increase (Note 25)	2,151	2,151	-	2,151	-	-
Loan from shareholder	23,505,184	25,385,600	-	25,385,600	-	-
Lease liability to third party- Loan	29,485	31,185	2,835	8,505	19,845	-
	<u>27,790,421</u>	<u>29,672,538</u>	<u>2,835</u>	<u>29,649,858</u>	<u>19,845</u>	<u>-</u>

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

c) Capital Risk Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide superior risk adjusted returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or sell assets or reduce debt. The Company's overall strategy remains unchanged from last year.

Fair value estimation

The fair values of the Company's financial assets and liabilities approximate their carrying amounts at the reporting date.

Under IFRS 13, the fair value of financial assets that are not traded in an active market is determined by using other valuation techniques such as the Net Asset Value (NAV) of the assets, excluding Deferred tax liabilities and assets.

The Company's investments in subsidiaries and Joint ventures are accounted for in accordance with IFRS 9 Financial Instruments and are measured at fair value using the NAV method of the assets (excluding Deferred tax liabilities and assets) after taking into account the revaluation of the assets (property freehold and leasehold rights) of the subsidiaries/joint ventures at year end by independent accredited appraisers. It is worth noted that the carrying amounts of subsidiaries/joint ventures approximate their fair values at the reporting date.

Fair value measurements recognised in statement of financial position

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

31 December 2024	Level 1 €	Level 2 €	Level 3 €	Total €
Financial assets				
Investments in subsidiaries	-	-	137,433,962	137,433,962
Investments in joint ventures	-	-	38,086,655	38,086,655
Total	-	-	175,520,617	175,520,617

31 December 2023	Level 1 €	Level 2 €	Level 3 €	Total €
Financial assets				
Investments in subsidiaries	-	-	142,607,166	142,607,166
Investments in joint venture	-	-	32,385,957	32,385,957
Total	-	-	174,993,123	174,993,123

7. Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

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Judgments/Assumptions

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Valuation of non-listed investments**

The Company uses valuation methods to value non listed investments. These methods are based on assumptions made by the Board of Directors at the reporting date. Refer to the section “Fair Value estimation” above.

8. Other Operating Income

	2024	2023
	€	€
Rendering of services (Note 25)	296,251	866,111
Dividend income (Note 25)	2,060,000	2,310,000
	<u>2,356,251</u>	<u>3,176,111</u>

Rendering of services income refers to general professional services borne by the Company prior and during its investment research and preparation, to the respective investment vehicles, once an investment is secured and the respective vehicle established, on an accrual basis.

On 13 May 2024, the Board of Directors of Pavalía Enterprises Ltd declared the payment of an interim dividend of €700,000. Also, on 3 July 2024, the Board of Directors of Pavalía Enterprises Ltd declared the payment of dividend of €1,360,000.

9. Fair value gains / (losses) on financial assets measured at fair value through profit or loss (investments in subsidiaries and joint ventures)

	2024	2023
	€	€
Net fair value gain / (loss) on investment in joint ventures (Note 16)	884,698	(462,729)
Net fair value gain / (loss) on investment in subsidiaries (Note 15)	16,403,157	15,075,115
	<u>17,287,855</u>	<u>14,612,386</u>

10. Other gains

	2024	2023
	€	€
Gain from the sale of investment in subsidiary (Note 15)	4,235,693	1,399,565
	<u>4,235,693</u>	<u>1,399,565</u>

11. Administration expenses

	2024	2023
	€	€
Staff costs	29,258	36,033
Rent	-	8,100
Auditors' remuneration	14,000	14,975
Accounting fees	5,832	8,568
Legal fees	300	4,300
Professional services fees	203,852	546,465
Advisory fees	99,996	142,996
Depreciation (Note 14)	1,611	1,612
Amortisation of right-of-use asset (Note 14)	10,669	2,667
Other	2,324	5,077
	<u>367,842</u>	<u>770,793</u>

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

Professional expenses includes preliminary investment expenses due to parent Dimand S.A amounting to €160,000.

The staff costs of the company are analyzed below:

	2024	2023
	€	€
Salaries (Note 25)	26,460	32,400
Social security costs and other funds	2,270	2,985
Social cohesion fund	528	648
	<u>29,258</u>	<u>36,033</u>
Average number of employees	<u>2</u>	<u>2</u>

12. Finance income/(costs)

	2024	2023
	€	€
Interest income (Note 25)	<u>18,773</u>	<u>22,619</u>
Finance income	<u>18,773</u>	<u>22,619</u>
Interest expense		
- Bank borrowings	-	-
- Leases	(991)	(312)
- Loans from related companies (Note 25)	(1,869,817)	(1,784,482)
Sundry finance expenses	<u>(10,202)</u>	<u>(12,157)</u>
Finance costs	<u>(1,881,010)</u>	<u>(1,796,951)</u>
Net finance costs	<u>(1,862,237)</u>	<u>(1,774,332)</u>

The interest income for 2024 relates to interest from intercompany loans amounting to €18,754 and interest from bank deposits €19.

13. Income tax

	2024	2023
	€	€
Corporation tax – current year	-	-
Corporation tax - prior years overprovision	-	(2,875)
Special defense contribution – current year	3	35
Special defense contribution – prior year	=	47
Charge for the year	<u>3</u>	<u>(2,793)</u>

The corporation tax rate is 12.5%.

Under certain conditions interest income may be subject to defense contribution at the rate of 30%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defense contribution at the rate of 17%.

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Year ended 31 December 2024

14. Property, plant and equipment

	Computer hardware	Right-of-use asset	Total
	€	€	€
Cost			
01 January 2023	8,059	30,585	38,644
Additions	-	32,008	32,008
31 December 2023	<u>8,059</u>	<u>62,593</u>	<u>70,652</u>
01 January 2024	8,059	62,593	70,652
Additions	-	-	-
31 December 2024	<u>8,059</u>	<u>62,593</u>	<u>70,652</u>
Accumulated Depreciation			
01 January 2023	(4,836)	(30,585)	(35,421)
Depreciation charge (Note 11)	(1,612)	(2,667)	(4,279)
31 December 2023	<u>(6,448)</u>	<u>(33,252)</u>	<u>(39,700)</u>
01 January 2024	(6,448)	(33,252)	(39,700)
Depreciation charge (Note 11)	(1,611)	(10,669)	(12,280)
31 December 2024	<u>(8,059)</u>	<u>(43,921)</u>	<u>(51,980)</u>
Net book amount			
31 December 2023	<u>1,611</u>	<u>29,341</u>	<u>30,952</u>
31 December 2024	<u>-</u>	<u>18,672</u>	<u>18,672</u>

The right-of-use asset relates to an agreement for the lease of an office space located in Larnaca. The lease commencement date was 30 September 2019 and its initial expiration date was 30 September 2022. The initial monthly lease instalment amounted to €900 per month payable in advance and the incremental borrowing rate used was 4.0%. The lease was renewed for a period of 1 year with an expiry date at 30 September 2023. This renewal falls within the exceptions of IFRS 16 and recognized in Profit or loss as operating expense. On 21 September 2023, the lease was renewed for a period of 3 years with an expiry date at 30 September 2026. The monthly rental instalment increased from €900 to €945.

15. Investments in subsidiaries

	2024	2023
	€	€
Balance at 1 January	142,607,166	103,779,210
Additions (increases of share capital in subsidiaries)	15,492,000	39,653,000
Reductions (Reductions of share capital premium in subsidiaries)	(9,257,442)	(9,051,200)
Disposals	(27,810,919)	(6,848,959)
Net fair value gains recognized in profit or loss (Note 9)	<u>16,403,157</u>	<u>15,075,115</u>
Balance at 31 December	<u>137,433,962</u>	<u>142,607,166</u>

The details of the subsidiaries are as follows:

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Year ended 31 December 2024

	Pavalia Enterprises Ltd	Rodomontas Investments Ltd	Oblinarium Holdings Ltd	Gravitousia Holdings Ltd	Random S.M.S.A.	Kartonera Ltd	Arcela Fiannce Ltd	Magromell Ltd	Severdor Ltd	Alabana Holdings Ltd
Country of incorporation	Cyprus	Cyprus	Cyprus	Cyprus	Greece	Cyprus	Cyprus	Cyprus	Cyprus	Cyprus
Principal activities	Investment Holding	Investment Holding	Investment Holding	Investment Holding	Holding of investment property	Investment Holding	Provision of Finance	Investment Holding	Investment Holding	Investment Holding
% shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Balance at 1 January 2023	2,849,271	10,034,349	3,434,481	4,944,763	7,952,486	4,210,610	485,409	10,780,592	11,023,555	11,319,246
Incorporation of new subsidiary	-	-	-	-	-	-	-	-	-	-
Additions (acquisition of subsidiaries)	-	-	-	-	-	-	-	-	-	-
Additions (increases of share capital in subsidiaries)	-	-	700,000	5,170,000	535,000	980,000	-	3,000,000	15,200,000	-
Reductions (Reductions of share capital in subsidiaries)	(410,000)	(7,679,200)	-	-	-	-	(472,000)	-	-	(490,000)
Disposal of subsidiaries	-	-	-	-	-	-	-	-	-	-
FV gain/ (loss) on investments recognised in P&L										
- at disposal	-	-	-	-	-	-	-	-	-	-
- at year end	1,423,567	(2,335,215)	(283,288)	(1,793)	64,974	2,139,247	(8,249)	7,852,792	55,283	1,120,127
Transfer to Joint Venture	-	-	-	-	-	-	-	-	-	-
Balance at 31 December 2023	3,862,838	19,934	3,851,194	10,112,970	8,552,460	7,329,587	5,160	21,633,384	26,278,838	11,949,373

	Afflade Holdings Ltd	Alkanor S.M.S.A.	Filma Estate S.M.S.A.	Darmenia Ltd	Pefkor S.M.S.A.	Dramar S.M.S.A.	Nea Peramos Side Port S.M.S.A.	Mandalinar Ltd	Agchialos S.M.S.A. (ex. Apellou Estate S.M.S.A.)	Citrus S.M.S.A.	Iovis S.M.S.A.	Total
Country of incorporation	Cyprus	Greece	Greece	Cyprus	Greece	Greece	Greece	Cyprus	Greece	Greece	Greece	
Principal activities	Investment Holding	Holding of investment property	Holding of investment property	Investment Holding	Holding of investment property	Holding of investment property	Holding of investment property	Investment Holding	Holding of investment property	Holding of investment property	Holding of investment property	
% shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	
Balance at 1 January 2023	-	13,839,162	11,096,309	-	306,326	353,417	81,755	-	9,030,113	2,019,805	17,560	103,779,210
Incorporation of new subsidiary	-	-	-	-	-	-	-	-	-	-	-	-
Additions (acquisition of subsidiaries)	-	-	-	-	-	-	-	-	-	-	-	-
Additions (increases of share capital in subsidiaries)	-	5,000,000	2,230,000	-	3,110,000	220,000	725,000	-	2,133,000	150,000	500,000	39,653,000
Reductions (Reductions of share capital in subsidiaries)	-	-	-	-	-	-	-	-	-	-	-	(9,051,200)
Disposal of subsidiaries	-	-	-	-	(3,545,876)	-	(2,814,689)	-	-	-	(488,392)	(6,848,959)
FV gain/ (loss) on investments recognised in P&L												
- at disposal	-	-	-	-	129,550	-	2,007,934	-	-	-	(29,168)	2,108,315
- at year end	-	1,283,559	804,420	-	-	(245,322)	-	-	(424,912)	1,521,608	-	12,966,800
Transfer to Joint Venture	-	-	-	-	-	-	-	-	-	-	-	-
Balance at 31 December 2023	-	20,122,721	14,130,729	-	-	328,095	-	-	10,738,201	3,691,413	-	142,607,166

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Year ended 31 December 2024

	Pavalia Enterprises Ltd	Rodomontas Investments Ltd	Oblinarium Holdings Ltd	Gravitousia Holdings Ltd	Random S.M.S.A.	Kartonera Ltd	Arcela Fiannce Ltd	Magromell Ltd	Severdor Ltd	Alabana Holdings Ltd
Country of incorporation	Cyprus	Cyprus	Cyprus	Cyprus	Greece	Cyprus	Cyprus	Cyprus	Cyprus	Cyprus
Principal activities	Investment Holding	Investment Holding	Investment Holding	Investment Holding	Holding of investment property	Investment Holding	Provision of Finance	Investment Holding	Investment Holding	Investment Holding
% shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Balance at 1 January 2024	3,862,838	19,934	3,851,194	10,112,970	8,552,460	7,329,856	5,160	21,633,384	26,278,838	11,949,373
Incorporation of new subsidiary	-	-	-	-	-	-	-	-	-	-
Additions (acquisition of subsidiaries)	-	-	-	-	-	-	-	-	-	-
Additions (increases of share capital in subsidiaries)	-	-	1,800,000	4,000,000	377,000	1,600,000	-	-	-	-
Reductions (Reductions of share capital in subsidiaries)	(1,942,400)	-	(3,100,000)	-	-	(2,215,042)	-	-	-	-
Disposal of subsidiaries	-	-	-	-	-	-	-	-	(27,810,919)	-
FV gain/ (loss) on investments recognised in P&L										
- at disposal	-	-	-	-	-	-	-	-	1,532,081	-
- at year end	(1,909,707)	(8,388)	(403,687)	6,874,429	965,742	(156,788)	(5,160)	1,495,815	-	3,121,357
Transfer to Joint Venture	-	-	-	-	-	-	-	-	-	-
Balance at 31 December 2024	10,731	11,546	2,147,507	20,987,399	9,895,068	6,558,202	-	23,129,199	-	15,070,730

	Afflade Holdings Ltd	Alkanor S.M.S.A.	Filma Estate S.M.S.A.	Darmenia Ltd	Dramar S.M.S.A.	Mandalinar Ltd	Agchialos S.M.S.A. (ex. Apellou Estate S.M.S.A.)	Citrus S.M.S.A.	Total
Country of incorporation	Cyprus	Greece	Greece	Cyprus	Greece	Cyprus	Greece	Greece	
Principal activities	Investment Holding	Holding of investment property	Holding of investment property	Investment Holding	Holding of investment property	Investment Holding	Holding of investment property	Holding of investment property	
% shareholding	100%	100%	100%	100%	100%	100%	100%	100%	
Balance at 1 January 2024	-	20,122,721	14,130,729	-	328,095	-	10,738,201	3,691,413	142,607,166
Incorporation of new subsidiary	-	-	-	-	-	-	-	-	-
Additions (acquisition of subsidiaries)	-	-	-	-	-	-	-	-	-
Additions (increases of share capital in subsidiaries)	-	5,840,000	1,050,000	70,000	755,000	-	-	-	15,492,000
Reductions (Reductions of share capital in subsidiaries)	-	-	-	-	-	-	-	(2,000,000)	(9,257,442)
Disposal of subsidiaries	-	-	-	-	-	-	-	-	(27,810,919)
FV gain/ (loss) on investments recognised in P&L									
- at disposal	-	-	-	-	-	-	-	-	1,532,081
- at year end	-	5,685,560	79,357	(24,694)	(258,555)	-	437,963	(1,022,168)	14,871,076
Transfer to Joint Venture	-	-	-	-	-	-	-	-	-
Balance at 31 December 2024	-	31,648,281	15,260,086	45,306	824,540	-	11,176,164	669,245	137,433,962

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On 15 January 2024, Citrus S.M.S.A. decreased its share premium by the amount of €2,000,000, with the approval of a court order.

On 20 March 2024, Pavalia Enterprises Ltd decreased its share premium by the amount of €1,500,000, with the approval of a court order. Also, on 9 May 2024, Pavalia Enterprises Ltd decreased again its share premium by the amount of €442,400, with the approval of a court order.

On 16 May 2024, Oblinarium Holdings Ltd issued additional 100 ordinary shares with a nominal value of €1 and at a premium of €6,999 each. Also, on 21 May 2024, Oblinarium Holdings Ltd decreased its share premium by the amount of €3,100,000, with the approval of a court order.

On 27 May 2024, Gravitousia Holdings Ltd issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €3,999 each.

On 27 May 2024, Darmenia Holding Ltd issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €69 each.

On 13 November 2024, Kartonera Ltd decreased its share premium by the amount of €2,215,042, with the approval of a court order. Also, on 4 December 2024, Kartonera Ltd issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €1,599 each.

On 11 December 2024, Dramar S.M.S.A. issued additional 75,500 ordinary shares with a nominal value of €10 each.

On 16 December 2024, the Company sold its 100% holding in Severdor Ltd for the consideration price of €34,046,612, at a gain on disposal for the amount of €4,235,693 (Note 10).

On 16 December 2023, Random S.M.S.A. issued additional 37,700 ordinary shares with a nominal value of €10 each.

On 16 December 2024, Filma Estate S.M.S.A. issued additional 105,000 ordinary shares with a nominal value of €10 each.

On 16 December 2024, Alkanor S.M.S.A. issued additional 584,000 ordinary shares with a nominal value of €10 each.

Indirect shareholdings:

- Kartonera Ltd has a 100% ownership in Hub 204 S.M.S.A.. The latter owns a plot of land of c. 17,050 sq.m. including buildings with a total area of c. 4,408 sq.m. in the Building Block 204 of the Municipality of Piraeus, which is owned by the subsidiary Hub 204 S.M.S.A. The property is located in the Agios Dionyssos area of the Municipality of Piraeus. On 07 March 2023, the subsidiary Hub 204 S.M.S.A., was awarded as the preferred bidder in the context of the public tender conducted on 08 September 2022, for the acquisition by TAHDIK of a property to house the Piraeus Judicial Services, for a consideration of €80,900,000. The New Courthouse will be developed on a plot of land owned by Hub 204 S.M.S.A. in the area of St. Dionysios of the Municipality of Piraeus. The project will be configured according to the standards of the LEED certification at the Gold level, according to the internationally recognised rating system of the USGBC. The subsidiary Hub 204 S.M.S.A. proceeded with the execution of a property transfer agreement for a turnkey property, constructed in accordance with the specifications of the counterparty, namely the Judicial Buildings Financing Fund (TAHDIK) of the Ministry of Justice. The signing of the sale and purchase agreement, in accordance with the terms of the tender, took place on 13 November 2023. Pursuant to the terms of the agreement, Hub 204 S.M.S.A. transferred the property to TAHDIK for a consideration of €8,000,000, while the construction contract is estimated to be completed in 2026.

- Pavalia Enterprises Ltd had a 60% ownership in Ependitiki Chanion S.A which owned three plots of land in the Municipality of Chania, Crete, and had prepared studies in order to issue building permits for the construction of a hotel complex and a residential complex. On 28 December 2021, Ependitiki Chanion S.A. proceeded to the sale of two of the three plots of land following the issuance of the necessary permits and regulations. On 30 January 2024, subsidiary Pavalia Ltd, proceeded to the signing of an agreement for the sale of 60% of the shares held in the Joint Venture Ependitiki Chanion S.A. for a total consideration of €4,061,964.

- Oblinarium Holdings Ltd has a 100% ownership in Piraeus Regeneration 138 S.M.S.A. and Thomais Akinita S.M.S.A. Piraeus Regeneration 138 owns a plot of land of c. 1,304 sq.m. with two buildings in the Municipality of Piraeus. The business plan for the investment property is the construction of a building of 57 apartments and a 40-room hotel with a total area of 6,568 sq.m. for leasing. Thomais Akinita S.M.S.A. did not own any investment property as at 31 December 2024. On 20 May 2024, subsidiary Oblinarium Holdings Ltd, proceeded to the sale of its 100% share interest in the subsidiary Kalliga Estate S.M.S.A. for a consideration of €3,157,169.

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- Magromell Ltd has a 100% ownership in IQ Athens S.M.S.A. On 28 March 2023, IQ Athens S.M.S.A. acquired an industrial complex (former premises of the factory of "Athens Papermill") on a plot of land of c.49,340 sq.m. located on Hartergakon street, Iera Odos and Agios Polykarpou street in the area of Elaionas, in block 35 of the Municipality of Athens. According to the business plan, a modern mixed-use complex will be developed in accordance with the standards of the LEED certificate for bioclimatic buildings of high energy class.

- Gravitousia Ltd had a 65% ownership in Ourania Ependitiki S.A. The latter owns four (4) plots of land with a total surface area of 7,704 sq.m. in the "FIX" area on the west side of the city of Thessaloniki. The joint venture implemented a business plan which provides the development of a modern-design office complex which has been totally leased. On 22 October 2024, subsidiary Gravitousia Ltd, proceeded to the sale of its 65% share interest in the Joint Venture Ourania Ependitiki S.A. for a consideration of €21,492,679

- Severdor Ltd has a 100% ownership in Insignio S.M.S.A. The Insignio S.M.S.A. acquired a plot of land of 10,632 sq.m. on Dionysou and Vlachernon streets and Kifissia Avenue in Maroussi. According to the business plan, the development of an iconic state-of-the-art office complex with a total surface area of 24,940 sq.m. in two buildings, based on the principles of sustainability and bioclimatic design, with special emphasis on a friendly, flexible and creative working environment. The complex is aiming for WELL certification and LEED certification at the Gold level, according to the internationally recognised rating system of the American body, USGBC. On 16 December 2024, the Company proceeded to the sale of its 100% share interest in subsidiary Severdor Ltd for a consideration of €34,046,612. On 19 February 2025, the Company paid €2,000,000 to the lessee, regarding the breach of a clause to an agreement made on 26 January 2024 between the lessee and the Company for the lease of offices owned and constructed by Insignio S.M.S.A.

- Alabana Holdings Ltd has a 57.263% ownership in 3V Development of Construction, Urban Planning and Trouistic Projects S.A (the "3V S.A."). The 3V S.A. owns a property (plot) of approximately 10,642 sqm (after the part sale of the property which was conducted in 2024) in Neo Faliro, where plans to develop a mixed-use bioclimatic complex.

On 22 February 2023, the Company has entered into a Share Pledge Agreement, with Eurobank S.A., as amended on 29 January 2024, for further securing the claims of Eurobank S.A., as they arise from the Pre-Agreement for the sale of issued shares of the subsidiary Severdor Ltd dated 22 February 2023, and agreed to register a 1st ranking pledge over 4,000 ordinary shares of nominal value €1 each, issued by Severdor Ltd, ownership of the Company. On 16 December 2024, the Company entered into a Share Pledge Release Agreement with Eurobank S.A. for the release of the 1st ranking share pledge created under the Share Pledge Agreement dated 22 February 2023, as amended on 29 January 2024. Under the terms and conditions of the aforementioned Share Pledge Release Agreement, the pledge registered on the above-mentioned 4,000 ordinary shares then owned by the Company, constituting 100% of the issued capital of Severdor Ltd, was released. It should be noted that on 16 December 2024, the Company proceeded to the sale of its 100% share interest in the subsidiary Severdor Ltd, whereas the Company sold and transferred to Eurobank S.A. the shares, ownership of Arcela Investments Limited, that constitute 100% of the issued capital of Severdor Ltd, as per the terms and conditions of the said Share Purchase Agreement.

On 12 June 2020, the Company entered into a pledge agreement and assignment of claims as the pledgor, Alpha Bank S.A. as pledgee and Random S.M.S.A. as borrower, under which the Company pledged and charged the shares it holds in the borrower to secure the borrower's obligations under a €3,820,000 Loan agreement dated 12 June 2020. The said pledge has been released on 20 September 2024. On 11 June 2024, the Company has entered into an Open Current Account, between Random S.M.S.A., as the Creditor, Attica Bank S.A., and the Company as the Guarantor. With the execution of the Credit Agreement, Attica Bank S.A. agrees to provide to Random S.M.S.A. credit up to the amount of €5,400,000 and the Company undertakes to provide guarantee to Attica Bank S.A. for the security of the full settlement of the financial obligations of Random S.M.S.A. towards to Attica Bank S.A. by virtue of the Credit Agreement and shares joint liability with Random S.M.S.A. as a co-debtor, in accordance with the terms specified in the Credit Agreement. The said Credit Agreement has been repaid in full on 18 October 2024. A letter dated 20.04.2026 has been executed by Credia Bank and addressed to Random S.M.S.A. and Arcela Investments Limited, in respect of the release of the corporate guarantee and any obligations arising therefrom, which had been provided by Arcela Investments Limited to Credia Bank as security for the Open Current Account dated 11.06.2024, in the amount of up to €5,400,000, in accordance with the terms of the said release letter. On 04 September 2024, Random S.M.S.A. proceeded with issuing a new bond loan of an amount of up to 13,700,000 with Attica Bank being the sole bondholder, and the Company, as Guarantor, as per the terms and conditions of the said Bond Programme and Bond Subscription Agreement, both dated 4 September 2024. Pursuant to the above, the Share Pledge Agreement dated 30 September 2024 has been entered between the Company as pledgor, Random S.M.S.A. as issuer and Attica Bank S.A. as pledgee whereas Arcela Investments Limited applied a 1st ranking pledge over 53,600 shares in favor of Attica Bank S.A., incorporated into titles 1 – 5, that it holds in Random S.M.S.A., to secure the repayment of the amount up to €13,700,000 and other future claims of Attica Bank S.A. and bondholders against Random S.M.S.A. arising from the said Bond Programme and Bond Subscription Agreement dated both 04 September 2024, as described in the subject Share Pledge Agreement dated 30 September 2024. Random S.M.S.A. on 17 December 2024 issued 37,700 new shares, incorporated into share title no. 6, ownership of the Company. The Company on 10

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February 2025 applied a 1st ranking pledge in favor of Attica Bank S.A. to the 37,700 shares, incorporated into share title no. 6 that Arcela Investments Limited holds in the capital of Random S.M.S.A.. This pledge was executed through an annotation to share title no. 6, dated 10 February 2025. It is further noted that, on 11 April 2025, the Company entered into an Additional Act – Amendment to the Bond Loan Issuance Program dated 04 September 2024, for a common secured bond loan of up to €13,700,000. A letter dated 04.03.2026 has been executed by CrediaBank and addressed to Random S.M.S.A. and Arcela Investments Limited, in respect of the release of the corporate guarantee and any obligations arising therefrom, which had been provided by Arcela Investments Limited to Credia Bank as security for the bond loan dated 04.09.2024, in the amount of up to €13,700,000, issued by Random S.M.S.A., in accordance with the terms of the said release letter.

On 22 December 2021, the Company entered into a pledge agreement and assignment of claims as the pledgor, Alpha Bank S.A. as Bondholder agent and pledgee and Alkanor S.M.S.A. as borrower, under which the Company pledged and charged the shares it holds in the borrower to secure the borrower's obligations under a €11,000,000 Bond Loan agreement dated 22 December 2021. The said pledge has been released on 23 September 2024. Additionally, the Company on 10 November 2022 has entered into a Share Pledge Agreement and Assignment of Claims, as pledgor with Alpha Bank, as pledgee, under which the Company agreed and created a 2nd ranking pledge in favor of Alpha Bank the shares it holds in Alkanor, to secure Alkanor's obligations under the credit facility agreement up to the amount of €2,000,000 with Alpha Bank, amount which was amended/increased to €5,000,000. The said pledge has been released on 23 September 2024. Pursuant to the Share Pledge Agreement dated 24 May 2024 entered into between the Company as Pledgor, Alkanor and Alpha Bank S.A., Arcela Investments Limited secured the repayment of €28,000,000 and any claims of Alpha Bank S.A. towards Alkanor S.M.S.A. arising from the Bond Loan dated 24 May 2024, as well from the Interest Rate Risk Hedging Agreements, dated 24 May 2024. Arcela Investments Limited applied a 3rd ranking pledge in favor of Alpha Bank S.A. to total 208,500 shares that it holds in Alkanor S.M.S.A. By means of (a) the Share Pledge Release Agreement dated 23 September 2024, which released the Share Pledge Agreement dated 22 December 2021, and (b) the Share Pledge Release Agreement dated 23 September 2024, which released the Share Pledge Agreement dated 10 November 2022, the subject third-ranking pledge has been automatically elevated to a first-ranking pledge. The entered pledge agreement extends to any future shares of Alkanor the Company receives and owes. A first-ranking pledge has been applied to the new Title No. 5, which replaced the cancelled Title No. 5 following the board decision of Alkanor, bearing annotation dated 25 February 2025. The new Title No. 5 incorporates 140,000 shares. Due to the aforementioned pledge extension, an annotation to the new Title No. 5 was executed on 21 March 2025. It should be noted that on 30 December 2025, a Share Purchase Agreement has been entered between Arcela Investments Ltd, as seller, ABINVEST SINGLE MEMBER S.A. 348,500 registered ordinary shares of nominal value €10 each, which presents 100% of the issued and fully paid share capital and incorporate all voting rights in Alkanor S.M.S.A., as per the terms and conditions of the said Share Purchase Agreement dated 30.12.2025. Accordingly, the Company is released from the aforementioned burdens, as the assets no longer constitute its property.

On 17 July 2023, the Company entered to a pledge agreement to Secure a Credit Facility Agreement, between Arcela Investments Ltd, Piraeus Bank and Filma S.M.S.A. The Company secured any claims from Piraeus Bank arising from the Credit Agreement with an Open Current Agreement, regarding the provision of credit to the Filma with an open current account, up to the amount of €4,200,000, and in accordance with the specific terms and conditions specified in the Pledge Agreement dated 17 July 2023. For the security of the above obligations, the Company applied a 1st ranking pledge in favor of Piraeus Bank to 108,800 common shares. On 07.03.2024 the Company applied a 1st ranking pledge in favor of Piraeus Bank to the 22,300 common, registered shares and this pledge was executed through an annotation to share title no. 3, dated 07 March 2024. On 17 December 2024 and on 26 November 2025, Filma S.M.S.A. issued 105,000 and 113,000 new shares, incorporated into share titles no. 4 and no 5 respectively, ownership of the Company. As of today, the pledges to the aforementioned shares have not yet been executed.

16. Investments in joint ventures

	2024	2023
	€	€
Opening Balance	32,385,957	24,574,586
Transfer from investment in subsidiary	-	-
Additions	4,816,000	8,274,100
Net fair value gain/(losses) recognized in profit or loss (Note 9)	884,698	(462,729)
Balance at 31 December	38,086,655	32,385,957

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The details of the joint ventures are as follows:

	Cante Ltd	IQ Karela S.A.	Di Terna S.A.	YITC Ltd	Total
Country of incorporation	Cyprus	Greece	Greece	Cyprus	
Principal activities	Investment Holding	Holding of investment property		Investment Holding	
% shareholding	65%	60%	51%	20%	
Balance at 1 January 2023	20,169,712	4,404,874	-	-	24,574,586
Additions (acquisition in joint venture)	-	-	25,500	-	25,500
Additions (increases of share capital in joint ventures)	6,565,000	153,600	1,530,000	-	8,248,600
FV gain/ (loss) on investments recognised in P&L					
- at year end	(724,900)	287,654	(25,482)	-	(462,729)
Balance at 31 December 2023	26,009,811	4,846,128	1,530,018	-	32,385,957

	Cante Ltd	IQ Karela S.A.	Di Terna S.A.	YITC Ltd	Total
Country of incorporation	Cyprus	Greece	Greece	Cyprus	
Principal activities	Investment Holding	Holding of investment property		Investment Holding	
% shareholding	65%	60%	51%	20%	
Balance at 1 January 2024	26,009,811	4,846,128	1,530,018	-	32,385,957
Additions (acquisition in joint venture)	-	-	-	-	-
Additions (increases of share capital in joint ventures)	2,002,000	264,000	2,550,000	-	4,816,000
FV gain/ (loss) on investments recognised in P&L					
- at year end	1,082,859	(166,789)	(31,372)	-	884,698
Balance at 31 December 2024	29,094,670	4,943,338	4,048,646	-	38,086,655

On 5 August 2024, Cante Holdings Ltd issued additional 20,020 ordinary shares with a nominal value of €1 and at a premium of €99 each.

On 15 December 2023, Di Terna S.A. issued additional shares for the amount of €10,000,000 which were partially paid by shareholders in 2024. As of 31 December 2024, the paid share capital and share premium amounted to €8,000,000 (Arcela participation 51%: €4,080,000).

Pursuant to the Share Pledge Agreement dated 12 March 2025, entered between the Company, as pledgor, Eurobank S.A., as pledgee, and Di Terna, as third party, the Company created a 1st ranking pledge to the share titles (a) with no. 1, incorporating 25,500 common registered shares, (b) with no. 5, incorporating 2,040,000 common registered shares, (c) with no. 9, incorporating 5,100,000 common registered shares of nominal value €10 each, issued by Di Terna, owned by the Company, in favor of Eurobank S.A. to further secure the obligations of Di Terna arising from a Bond Loan issued by Di Terna of an amount up to €35,000,000.

On 23 December 2024, IQ Karela S.A. issued additional 26,400 ordinary shares with a nominal value of €10.

On 27 May 2021 and on 5 December 2023, the Company entered into pledge agreements and assignment of claims as the pledgor, Eurobank S.A. as pledgee and IQ Karela S.M.S.A. as borrower, under which the Company pledged and charged the shares it holds in the borrower to secure the borrower's obligations under a €2,300,000 Loan agreement dated 27 May 2021. On 21.12.2023 and on 23.12.2024, IQ Karela S.M.S.A. issued 15,360 and 26,400 new shares respectively, incorporated into share titles 8 and 10, ownership of the Company. On 26 February 2025 the Company agreed and created a 1st ranking pledge to the new share titles (41,760 common registered shares) pursuant to Share Pledge Agreement dated 27 May 2021. On 27 November 2025, IQ Karela S.M.S.A. issued 18,600 new shares, incorporated into share title no. 12, ownership of the Company. As of today, the pledge to the aforementioned shares have not yet been executed. On 26 February 2025, the Company entered into a Guarantee Agreement with Eurobank S.A., to guarantee the obligations of IQ Karela under Credit Agreement dated 27 May 2021, up to an amount corresponding to 60% of the outstanding amount of the Credit Agreement, as specified in the provisions of the said Guarantee Agreement.

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Cante Holdings Ltd was incorporated in Cyprus on 30 October 2017 with an issued share capital of €1,000. Cante Holdings Ltd is the joint venture between the Company and the European Bank for Reconstruction and Development in accordance to the subscription agreement and the shareholder agreement. The shareholders' agreement was between the Company, Cante Holdings Ltd, Dimand S.A., the European Bank for Reconstruction and Development (EBRD) and D. Andriopoulos.

Yitec European Trading Ltd was classified as Joint Venture on 21 June 2019.

Indirect shareholdings:

- Cante Holdings Ltd has a 100% ownership in Emid Holdings Ltd and Stivaleous Holdings Ltd. Emid Holdings Ltd has a 10% ownership in Rinascita SA, which develops a 3-star hotel at 65 Stadiou str., Athens, Greece. Also, Cante Holdings Ltd has a 70% holding in Piraeus Tower S.A., which was established on 13 February 2020 jointly in Greece by Cante Holdings Ltd and Prodea Investments R.E.I.C. Cante Holdings Ltd subscribed for 70% of its initial share capital of €2,900,000. Piraeus Tower S.A., signed on 6 July 2020 a 99-year concession agreement with the Municipality of Piraeus for the exploitation of the Piraeus Tower.

- Yitec European Trading Ltd has a 100% ownership in Evgenia Homes S.A. The latter plans to develop an office complex or a hospitality project at Themistokleous str., Piraeus, Greece.

17. Loans receivable (Note 25)

			2024	2023
<u>Name</u>	<u>Interest rate</u>	<u>Maturity date</u>	€	€
Citrus S.M.S.A.	3 months Euribor plus 3.85%	31/12/2024	-	2,020,939
P & E Investments S.A.	5.9%	31/12/2025	4,484,999	-
YITC European Trading Ltd (Joint Venture)	0.5%	30/06/2026	221,383	200,334
Venadektos Holdings Ltd (related party)	0.5%	On demand	<u>123,104</u>	<u>122,504</u>
			<u>4,829,486</u>	<u>2,343,777</u>
Less current portion			<u>(4,608,103)</u>	<u>(2,343,777)</u>
Non-current portion			<u>221,383</u>	<u>-</u>

The loans are repayable as follows:

	2024	2023
	€	€
Within one year	4,608,103	2,343,777
Between two and five years	<u>221,383</u>	<u>-</u>
	<u>4,829,486</u>	<u>2,343,777</u>

In accordance with the loan agreement dated 21 June 2019 up to the amount of €250,000 the Company lent the amount of €217,000 to Yitec European Trading Ltd.

In accordance with the loan agreement dated 25 July 2019 up to the amount of €150,000 the Company lent the amount of €120,000 to Venadektos Holdings Ltd.

In accordance with the loan agreement dated 10 November 2023 up to the amount of €2,000,000 the Company lent the amount of €2,000,000 to Citrus S.M.S.A. On 15 January 2024, the loan amount and interest accrued were fully repaid.

In accordance with the loan agreement dated 13 December 2024 up to the amount of €5,000,000 the Company lent the amount of €4,474,000 to P & E Investments S.A.

The exposure of the Company to credit risk in relation to loans receivable is reported in note 6 of the financial statements.

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18. Accounts receivable

	2024	2023
	€	€
Trade receivables from subsidiaries (Note 25)	706,556	449,150
Receivables from joint ventures (Note 25)	819,060	60
Receivables from related companies (Note 25)	145,557	11,904
Receivables from subsidiaries (Note 25)	589,728	417,719
Shareholder's receivable due to sale of investment (Note 25)	-	525,000
Shareholder's current account (Note 25)	926,000	1,452,725
	<u>3,186,901</u>	<u>2,856,558</u>

The receivables from subsidiaries relate to contributions from Arcela Investments Ltd to its subsidiaries, towards Share Capital Increase. The share capital increases will take place in year 2025 (Note 25). The exposure of the Company to credit risk and impairment losses in relation to accounts receivables is reported in note 6 of the financial statements.

19. Other receivables

	2024	2023
	€	€
Guarantees	2,150	2,150
Prepayments	16,634	8,815
Other receivables	500,000	-
Accrued income (Note 25)	296,251	634,511
Refundable VAT	138,152	110,222
	<u>953,187</u>	<u>755,698</u>

Non-current assets	-	-
Current assets	953,187	755,698

Other receivables relate to outstanding balance from the sale of Severdor Ltd.

Accrued income refers to generic professional expenses charged to subsidiary investment vehicles once the investment is secured and the Company has the right to charge such expenses.

20. Cash and cash equivalents

Cash balances are analysed as follows:

	2024	2023
	€	€
Cash in transit	-	103,611
Cash at bank (EUR)	1,791,500	713,100
	<u>1,791,500</u>	<u>816,711</u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 6 of the financial statements.

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21. Share capital

	2024 Number of shares	2024 €	2023 Number of shares	2023 €
Authorised				
Ordinary shares of €1 each	<u>40,300</u>	<u>40,300</u>	<u>39,000</u>	<u>39,000</u>
Issued and fully paid	Number of shares	Ordinary shares	Share premium	Total
1 January 2023	36,000	36,000	61,995,000	62,031,000
Increase of share capital	<u>3,000</u>	<u>3,000</u>	<u>8,997,000</u>	<u>9,000,000</u>
31 December 2023	<u>39,000</u>	<u>39,000</u>	<u>70,992,000</u>	<u>71,031,000</u>
1 January 2024	39,000	39,000	70,992,000	71,031,000
Increase of share capital	<u>1,300</u>	<u>1,300</u>	<u>11,998,700</u>	<u>12,000,000</u>
31 December 2024	<u>40,300</u>	<u>40,300</u>	<u>82,990,700</u>	<u>83,031,000</u>

Authorised capital

On 10 May 2024, the authorised share capital of the Company was increased from 39,000 ordinary shares to 39,100 ordinary shares.

On 4 July 2024, the authorised share capital of the Company was increased from 39,100 ordinary shares to 39,200 ordinary shares.

On 18 November 2024, the authorised share capital of the Company was increased from 39,200 ordinary shares to 39,300 ordinary shares.

On 13 December 2024, the authorised share capital of the Company was increased from 39,300 ordinary shares to 40,300 ordinary shares.

Issued capital

On 10 May 2024, the Company issued additional 100 ordinary shares with a nominal value of €1 and at a premium of €29,999 each.

On 4 July 2024, the Company issued additional 100 ordinary shares with a nominal value of €1 and at a premium of €29,999 each.

On 18 November 2024, the Company issued additional 100 ordinary shares with a nominal value of €1 and at a premium of €9,999 each.

On 13 December 2024, the Company issued additional 1,000 ordinary shares with a nominal value of €1 and at a premium of €4,999 each. The amount of €926,000 remained receivable as at 31 December 2024 and received during 2025.

22. Borrowings

	2024 €	2023 €
Current borrowings		
Loans from related companies (Note 25)	1,733,996	23,505,184
Loans from subsidiary company (Note 25)	<u>101,647</u>	<u>-</u>
	1,835,643	23,505,184
Non-current borrowings		
Loan from subsidiary company (Note 25)	<u>1,535,000</u>	<u>-</u>
Total	<u>3,370,643</u>	<u>23,505,184</u>

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Maturity of non-current borrowings:

	2024	2023
	€	€
Between one to two years	1,535,000	-
Between two and five years	-	-
	<u>1,535,000</u>	<u>-</u>

On 11 June 2020, the Company entered into a loan agreement with Dimand S.A. for an amount of €4,000,000 and maturity date 31 December 2024. The loan has a fixed interest rate of 10%, plus a handling fee charge of 0.2% and is subject to an increased cost clause. On 11 January 2021, the Company entered into an amendment agreement to extend the principal amount from €4,000,000 to €12,201,000. On 13 May 2021, the Company entered into another amendment agreement to extend the principal amount from €12,201,000 to €16,328,500. In accordance with the loan agreement with Dimand S.A., interest may be readjusted subjected to the lenders related financial cost and the Company has used the average rates (on a 3month basis) of the lenders borrowing costs as a variable interest to calculate the loan interest varied from 7.82% to 8.28%. On 1 January 2023, the accrued interest until 31/12/2022 amounting to €5,626,059 was capitalized to the principal amount. On 1 January 2024, the accrued interest for 2023 amounting to €1,784,480 was capitalized to the principal amount. On 24 October 2024 and on 30 December 2024 repayments for the loan were made and the principal amount of €21,720,704 was fully repaid. The remaining amount of €1,733,996 relates to accrued interest for 2024.

On 21 March 2024, the Company entered into a loan agreement with Citrus S.M.S.A. for an amount of €2,000,000 and maturity date 31 December 2026. The loan interest is calculated based on 3 months Euribor rate plus 3.85%. During the year a total of €465,000 of the principal amount was repaid.

On 9 April 2024, the Company entered into a loan agreement with Hub 204 S.M.S.A. for an amount of €1,500,000 and maturity date 31 December 2026. The loan interest is calculated based on 3 months Euribor rate plus 3.85%. During the year the loan amount was fully repaid.

23. Lease liability

	2024	2023
	€	€
Balance at 1 January	29,485	-
Additions	-	32,008
Repayments	(11,339)	(2,835)
Interest for the year	<u>991</u>	<u>312</u>
Balance at 31 December	<u>19,136</u>	<u>29,485</u>

The lease liability relates to an agreement for the rental of an office space located in Larnaca, which commenced on 30 September 2019 and expires on 30 September 2022. The monthly lease instalment is €900 per month payable in advance and the incremental borrowing rate used is 4.0%. The lease was renewed for a period of 1 year with an expiry date of 30.09.2023. This renewal falls within the exceptions of IFRS 16 and recognized in Profit or loss as operating expense. On 21 September 2023, the lease was renewed for a period of 3 years with an expiry date at 30 September 2026. The monthly rental installment increased from €900 to €945.

24. Accounts payable

	2024	2023
	€	€
Shareholder's Contribution towards Share Capital Increase (Note 25)	2,151	2,151
Trade payables to Shareholder (Note 25)	-	270,000
Accruals	2,081,205	27,944
Accruals related to Shareholder (Note 25)	160,000	510,000
Other creditors	875	22,340,260
Payable to joint venture (Note 25)	4,355,000	4,355,000
Payables to subsidiaries (Note 25)	15,343,573	3,438,732
Payable to related party (Note 25)	-	-
	<u>21,942,804</u>	<u>30,944,087</u>

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Accruals refer mainly to a provision for a project that was not delivered on time.

On 17 February 2023, the Company entered into a preliminary sale agreement with Eurobank S.A. for the sale of Severdor Ltd and its subsidiary Insignio S.M.S.A.. The consideration price was determined according to the adjusted equity method based on the value of the property €74,444,444 for which the amount of €15,200,000 was given as a first advance payment and the amount of €7,133,333 as a second advance payment. The above-mentioned sale of the subsidiary Severdor Ltd took place on 16 December 2024.

The amount in line “Payable to joint venture” refers to a prepayment by Joint Venture Cante holdings Ltd in framework of the decision for a reduction of share capital. As the required procedure (court decision) has not been completed by the reporting date, the amount is shown as a liability to related parties. The procedures were completed within 2025. The said amount is not considered to carry liquidity risk. Line “Payable to subsidiaries” includes contributions toward Share capital increase. The share capital decrease decision for Gravitousia Holdings Ltd of €14,865,800 has not been completed by the reporting date and the amount is shown as a liability to related parties.

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25. Related party balances and transactions

For the purpose of these financial statements, parties are considered to be related if one party has the ability to control the other or exercise significant influence over the other party in making financial or operational decisions as defined by IAS 24 “Related Party Disclosures”. In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

The related party balances and transactions are as follows:

Related Party Transactions

	2024					2023				
	Dividend income	Interest income	Interest expense	Other Professional Fees	Rendering of services	Dividend income	Interest income	Interest expense	Other Professional Fees	Rendering of services
	(Note 8)	(Note 12, 17)	(Note 12, 22)	(Note 11)	(Note 8)	(Note 8)	(Note 12, 17)	(Note 12, 22)	(Note 11)	(Note 8)
	€	€	€	€	€	€	€	€	€	€
YITC European Trading Ltd	-	1,048	-	-	-	-	846	-	-	-
Venadektos Holdings Ltd	-	600	-	-	-	-	600	-	-	-
Dimand S.A.	-	-	1,733,996	160,000	-	-	-	1,784,480	510,000	-
Kartonera Ltd	-	-	-	-	-	-	-	2	-	-
P & E Investments S.A.	-	10,999	-	-	-	-	-	-	-	-
Dramar S.M.S.A.	-	-	-	-	37,031	-	-	-	-	13,500
Filma Estate S.M.S.A.	-	-	-	-	123,438	-	-	-	-	128,252
Alkanor S.M.S.A.	-	-	-	-	49,375	-	-	-	-	74,251
Citrus S.M.S.A.	-	6,107	101,647	-	-	-	20,939	-	-	102,602
Insignio S.M.S.A.	-	-	-	-	-	-	-	-	-	54,001
Agchialos Akinita S.M.S.A.	-	-	-	-	-	-	-	-	-	27,001
IQ Athens S.M.S.A.	-	-	-	-	61,719	-	-	-	-	133,652
HUB 204 S.M.S.A.	-	-	34,173	-	24,688	-	-	-	-	101,252
Di Terna S.M.S.A.	-	-	-	-	-	-	-	-	-	231,600
Pavalia Enterprises Ltd	2,060,000	-	-	-	-	2,310,000	-	-	-	-
	2,060,000	18,754	1,869,816	160,000	296,251	2,310,000	22,385	1,784,482	510,000	866,111

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

Related Party Balances

A. Receivables

	2024						2023						
	Receivables						Receivables						
	Receivables from subsidiaries, joint venture, and related parties						Receivables from subsidiaries, joint venture, and related parties						
	Contributions towards Share Capital Increase (Note 18)	Loans (Note 17)	Payment for purchase of share capital (Note 18)	Sale of subsidiary (Note 18)	Other	Accrued Income (Note 19)		Contributions towards Share Capital Increase (Note 18)	Loans (Note 17)	Payment for purchase of share capital (Note 18)	Sale of subsidiary (Note 18)	Other	Accrued Income (Note 19)
	€	€	€	€	€	€		€	€	€	€	€	€
Dimand S.A.	926,000	-	-	-	-	-		1,452,725	-	-	525,000	-	-
Pavalia Enterprises Ltd	100,060	-	-	-	-	-		60	-	-	-	-	-
Stivaleous Holdings Ltd	10,560	-	-	-	-	-		10,560.00	-	-	-	-	-
Rodomontas Investments Ltd	60	-	-	-	-	-		60	-	-	-	-	-
YITC European Trading Ltd	60	221,383	-	-	-	-		60	200,334	-	-	-	-
Venadektos Holdings Ltd	-	123,104	-	-	-	-		-	122,504	-	-	-	-
Gravitousia Holdings Ltd	572,260	-	-	-	-	-		347,260	-	-	-	-	-
Severdor Ltd	-	-	-	-	-	-		2,338	-	-	-	-	-
IQ Athens S.M.S.A.	-	-	133,652	-	-	61,719		-	-	-	-	-	133,652
Afflade Ltd	26,000	-	-	-	-	-		16,000.00	-	-	-	-	-
Darmenia Ltd	-	-	-	-	-	-		37,000.00	-	-	-	-	-
Dramar S.M.S.A.	-	-	26,276	-	-	37,031		-	-	26,276	-	-	13,500
Filma Estate S.M.S.A.	-	-	179,305	-	-	123,438		-	-	51,053	-	-	128,252
Alkanor S.M.S.A.	-	-	367,323	-	-	49,375		-	-	293,071	-	-	74,251
Mandalinar Ltd	25,000	-	-	-	-	-		15,000	-	-	-	-	-
Insignio S.M.S.A.	-	-	-	-	-	-		-	-	-	-	-	54,001
Kalliga S.M.S.A.	-	-	-	-	-	-		-	-	26,250	-	-	-
Aghialos Akinita S.M.S.A.	-	-	-	-	-	-		-	-	52,500	-	-	27,001
Citrus S.M.S.A.	-	-	-	-	-	-		-	2,020,939	-	-	-	102,602
HUB 204 S.M.S.A.	-	-	-	-	-	24,688		-	-	-	-	-	101,252
P & E Investments S.A.	-	4,484,999	-	-	-	-		-	-	-	-	-	-
Cante Ltd	819,000	-	-	-	-	-		-	-	-	-	-	-
Other related parties	-	-	-	-	1,344	-		-	-	-	-	1,344	-
	2,479,000	4,829,486	706,556	-	1,344	296,251		1,881,063	2,343,777	449,150	525,000	1,344	634,511

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

B. Payables

	2024 Payables				2023 Payables			
	Payables to subsidiaries, joint venture, and related parties				Payables to subsidiaries, joint venture, and related parties			
	Contributions towards Share Capital Increase (Note 24)	Share premium decrease pending court order (Note 24)	Loan (Note 22)	Other Liabilities (Note 24)	Contributions towards Share Capital Increase (Note 24)	Share premium decrease pending court order (Note 24)	Loan (Note 22)	Other Liabilities (Note 24)
	€	€	€	€	€	€	€	€
Cante Ltd	-	-	-	4,355,000	-	-	-	4,355,000
Gravitousia Holdings Ltd	-	14,865,800	-	-	-	-	-	-
Oblinarium Holdings Ltd	269,940	-	-	-	589,940	-	-	-
Kartonera Ltd	100,000	-	-	-	2,217,005	-	-	-
Arcela Finance Ltd	5,172	-	-	-	19,125	-	-	-
Dimand S.A.	2,151	-	1,733,996	200,000	2,151	-	23,505,184	780,000
Magromell Ltd	102,662	-	-	-	612,662	-	-	-
Citrus S.M.S.A.	-	-	1,636,647	-	-	-	-	-
	479,925	14,865,800	3,370,643	4,555,000	3,440,883	-	23,505,184	5,135,000

C. Compensation paid to Key management and Administrative Executives (Note 11)

	2024	2023
Short term benefits	26,400	26,400
Total	26,400	26,400

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

26. Contingent liabilities

Taxation

The company's activities are principally concerned with the holding of investments outside Cyprus. There are limited operating activities in Cyprus referring to administration and investment management services received and/or provided and occasionally intragroup financing arrangements. Management's assertion regarding the tax status of the company in Cyprus is that based on prevailing tax legislation, companies holding investments outside Cyprus are exempt from taxes and accordingly no material tax liability is expected to arise in the future.

However, as advised by local experts in this field, Cyprus tax legislation may be subject to varying interpretations and the activities of the Company which have not been challenged in the past may be challenged by the tax authorities as a result of which taxes, penalties and interest may be assessed. Neither the basis of the authorities' challenge nor the nature of the charges, if any can be predicted. Fiscal periods remain open for review by the taxation authorities in respect of taxes for the six calendar years preceding the year of review. Under certain circumstances, reviews may cover longer periods.

Guarantees – Cante Holdings Ltd

On 2 July 2020, Cante Holdings Ltd has provided its guarantee up to the amount of €1,897,000 in favour of Alpha Bank and on behalf of the joint venture Piraeus Tower S.A., in relation to the issue by the latter of an Alpha Bank letter of guarantee to the amount of €2,710,000 in favor of the Municipality of Piraeus in accordance with the concession agreement between them. The said guarantee has been released on 21 October 2025.

On 3 August 2021, Cante Holdings Ltd has provided its guarantee up to the amount of €5,600,000 in favour of Alpha Bank and on behalf of the joint venture Piraeus Tower S.A., in relation to the issue by the latter of a loan facility to the amount of up to €8,000,000. In addition, the total shares of Piraeus Tower held by Cante were pledged to Alpha Bank. The above loan facility has been repaid on 23.02.2024. Pursuant to this, all pledges applied by Cante in favor of Alpha Bank S.A. as a security were released on 8 April 2024, as well as the guarantees provided. On 21 October 2025, the amendment agreement regarding the definite closure of the said loan facility was signed.

On 31 March 2022, Cante Holdings Ltd has committed to provide shareholder contribution and shareholder commitments as defined in Bond Loan Agreement, which signed by joint venture Piraeus Tower S.A. The total shares of Piraeus Tower S.A. have been pledged to Alpha Bank over the bond loan agreement amounting up to €52,550,000 which matures on 30 June 2044. The bond agreement includes covenants which were applied to the financial position of 2024 and were found satisfied.

27. Commitments

The Company had no capital or other commitments as at 31 December 2024.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

28. Events after the reporting period

The following significant events have taken place following year 2024 end:

On 15 December 2023, Di Terna S.A. issued additional shares for the amount of €10,000,000 which were partially paid by shareholders in 2024. In fiscal year 2025, the share capital and share premium has been totally paid.

On 3 February 2025, following an approval from the court, Gravitousia Holdings Ltd proceeded with the reduction of the share premium by an amount of €14,865,800.

On 13 February 2025, Magromell Ltd issued 1,000 ordinary shares with nominal value of €1 and at a premium of €499 each.

On 27 February 2025, the notarial deed for the establishment of the subsidiary company Dorou Residencies S.M.S.A. was signed. The company is the owner of Building A of "MINION," following the partial demerger plan of the subsidiary Alkanor S.M.S.A.

On 9 April 2025, Magromell Ltd issued 1,000 ordinary shares with nominal value of €1 and at a premium of €999 each.

On 11 April 2025, the Company proceeded to the acquisition, subject to conditions, of properties located in Attica and Crete. More specifically, it was agreed that:

a) The acquisition of 100% of the share capital of the company Gournes Anaptyxi kai Diacheirisi Akiniton S.M.S.A., owner of a landplot, of a total area of 346 thousand sq.m., located in Gournes, Municipality of Hersonissos, Heraklion, Crete (with a buildable area of c. 60 thousand sq.m. of hospitality buildings).

b) The acquisition of 100% of the share capital of the companies Kantza Emporiki S.M.S.A. and Kantza S.M.S.A. Anaptyxi Diacheirisi and Ekmetalleusis Akiniton, owners of landplots, of a total area of c. 319 thousand sq.m., located at Camba Estate, Municipalities of Paiania and Pallini, Attica (with a buildable area of 90 thousand sq.m. of mixed use buildings, out of which c. 3.6 thousand sq.m. relate to existing listed buildings).

c) The acquisition of a landplot of a total area of c. 4.4 thousand sq.m. (with a buildable area of c. 1.8 thousand sq.m. of residential buildings) and of a landplot of a total area of c. 1.3 thousand sq.m. with a listed residence of 0.7 thousand sq.m.. The two landplots are located in the area of Trigono Cambas, Municipality of Pallini, Attica. As of today, the Company has paid amount €7,226,350 in the context of the above agreement for the acquisition of properties in Athens.

On 15 April 2025, the subsidiary of Oblinarium Holdings Ltd (Thomais S.M.S.A.) increased its share capital by the amount of €70,000 having issued 7,000 additional ordinary shares of nominal value of €10 per share.

On 9 May 2025, Arcela Finance Ltd was stricken off by the registrar of companies.

On 13 May 2025, the subsidiary Dorou Residencies S.M.S.A., in the context of optimizing the utilization and exploitation of Building A of the "MINION" property, proceeded with the lease of six horizontal properties with a total area of approximately 193 sq.m. The lease term was set at 18 years, and the rent amounted to €525,000, which was prepaid for the entire duration of the lease. Additionally, on 30.06.2025, the subsidiary Dorou Residencies S.M.S.A. acquired an additional horizontal property of 26.6 sq.m. for a consideration of €40,000 plus expenses of €2,052.

On 19 June 2025, the Board of Directors of Gravitousia Holdings Ltd approved the payment of an interim dividend of €4,500,000.

On 27 June 2025, Random S.M.S.A. proceeded with the leasing of its property to a Greek company.

On 30 June 2025, Alabana Holdings Ltd proceeded with the reduction of its share premium for the amount of €1,850,000 which was approved by the court of Nicosia on 16 September 2025.

On 09 July 2025, the subsidiary Hub 204 S.M.S.A. signed an open current account agreement with Alpha Bank S.A. for €2,000,000, bearing a floating interest rate of 3M Euribor + 3%, to cover working capital needs.

On 01 August 2025, the subsidiary Dramar S.M.S.A., pursuant to the notarial preliminary agreement dated 26.05.2022 (as amended), acquired a land plot of c. 632,226 sq.m. in Nea Sevastia, Drama, for €4,720,000; €220,000 of the consideration had been paid in advance payment as of 31.12.2024.

On 15 July 2025, Kartoneria Ltd increased its share capital with 1,000 ordinary shares of nominal value €1 and at a premium of €599.

On 4 August 2025, Company established a new subsidiary Terra Athena S.M.S.A. with initial share capital of €25,000.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

On 7 August 2025, the subsidiary Filma S.M.S.A. executed a notarial deed for the sale and purchase of a property with the Hellenic Ministry of Culture for €8,232,000. The transfer concerns part of the broader Industrial Complex of the former FIX Brewery, designated by the Hellenic Ministry of Culture as a "historical listed monument", comprising a 6,900 sq.m. land plot and 7,715.90 sq.m. of listed buildings, at 26th October Street, Thessaloniki. The transfer was executed pursuant to Ministerial Decision No. 330247/2025 (Government Gazette B' 3971/25.07.2025).

On 28 August 2025, Dimand S.A. issued a Common Bond Loan under the Bond Loan Program, with a maximum principal amount of €50,000,000, divided into 50,000,000 bonds of €1 nominal value each, issued at par, with Optima Bank S.A. acting as Paying Agent and Bondholders' Agent. The Company with the board resolution dated 24 November 2025 has resolved the provision a corporate guarantee in favor of Optima Bank S.A., to secure the timely and proper payment of all obligations of Dimand S.A. arising under the said Bond Loan. For this purpose on 01 December 2025 a guarantee agreement has been entered between the Company, Dimand S.A., and Optima Bank S.A. Additionally, the Company, amongst others, undertook the obligation to establish a first-rank share pledge over 100% of the shares of project companies that it owns or will own to further secure the obligations of Dimand S.A. toward Optima Bank S.A., in accordance with the terms of the Bond Loan Program. Until the publication of this Report, no annotation, board of directors' resolution, or share pledge agreement has been executed in relation to the aforementioned share pledge agreement as additional security.

On 05 September 2025, Dimand S.A. issued a Common Bond Loan under a Bond Loan Program, with a maximum principal amount of €50,000,000, divided into 50,000,000 bonds of €1 nominal value each, issued at par. In connection with this issuance, on 05 September 2025, the Company executed the Bond Subscription Agreement, entered into between the Company as guarantor, Dimand S.A. as issuer, and Eurobank S.A. as Bondholder Agent, whereby the Company provided a corporate guarantee in favor of Eurobank S.A., to secure the timely and proper payment of all obligations of Dimand S.A. arising under the Common Bond Loan, as per the terms and provisions of the said Bond Subscription Agreement. Additionally, the Company, amongst others, undertook the obligation to establish a first-rank share pledge over 100% of the shares of Gournes S.M.S.A., to further secure the obligations of Dimand S.A. toward Eurobank S.A., in accordance with the terms of the Bond Loan Program. On 18 March 2026, the said Share Pledge Agreement was signed between the Company, Eurobank S.A. and Dimand S.A.. It is further noted that on 18 March 2026 the Bond Pledge Agreement has been entered into between Eurobank S.A., Dimand S.A. and Arcela Investments Limited, whereas Dimand S.A. pledged 39,900,000 bonds in favor of Eurobank S.A., in accordance with the terms and conditions of the said Bond Pledge Agreement.

On 8 September 2025, Magromell Ltd issued 1,000 ordinary shares with nominal value of €1 and at a premium of €599 each.

On 08 September 2025, the Company signed a common bond loan agreement with Dimand S.A. for up to €50,000,000 to cover general business needs and especially the acquisition of Gournes S.A. As of the today, €39,900,000 of bonds have been issued.

On 10 September 2025, the Company proceeded with the acquisition of 100% of the share capital of the company Gournes Anaptyxi kai Diacheirisi Akiniton S.M.S.A., for a consideration of €40,050,089, of which €1,995,000 had been paid as an advance payment.

On 15 September 2025, the consideration from the sale of the joint venture Ourania Ependitiki S.A. was finalized under the share transfer agreement dated 22.10.2024. The subsidiary Gravitousia Ltd received €2,036,379 which is presented as of 31.12.2024 under "Other receivables" in "Trade and other receivables" in the Statement of Financial Position.

On 24 September 2025, the Board of Directors of Gravitousia Holdings Ltd approved the payment of an interim dividend of €1,430,000.

On 09 October 2025, the joint venture Cante proceeded to a share capital increase of €2,318,000 from which the amount of €2,002,000 paid by the Company. Moreover, on the same date the Company signed a loan agreement with Cante Holdings Ltd as lender up to €3,170,000 from which an amount of €762,000 has already withdrawn.

On 13 November 2025, Cante Holdings Ltd received court approval for the reduction of the share premium for the amount of €6,700,000.

On 10 December 2025, Magromell Ltd issued 1,000 ordinary shares with nominal value of €1 and at a premium of €1,369 each.

On 17 December 2025, Cante Holdings Ltd proceeded to a shareholders resolution for a share premium decrease amounting to €1,400,000 (Arcela's stake: €910,000).

On 30 December 2025, the Company proceeded to the sale of all the shares of its 100% subsidiary Alkanor S.M.S.A. for a total consideration of €36,734,365.

On 30 December 2025, the Company proceeded to a dividend distribution decision of €35,000,000 from realized gains relating to sales of investments. The dividend distribution was approved by the competent body of the distributing company. It should be noted that the Company paid the above dividend to the parent company on 12.01.2026.

During 2025, the Company issued additional 2,000 ordinary shares with a nominal value of €1 and at a premium of €4,999 each.

ARCELA INVESTMENTS LTD

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2024

During 2026, the Company issued additional 2,000 ordinary shares with a nominal value of €1 and at a premium of €44,406 each. The amount of €44,408,000 has been received until as of the date of the publication of this Report.

On 20 February 2026, the Company, proceeded with the acquisition of 100% of the share capital of the company Kantza Emporiki S.M.S.A., owner of an area of c. 318,901 sq.m. located in Camba Estate, Municipalities of Paiania and Pallini, for a consideration of €44,637,349.

On 24 February 2026, the subsidiary, Thomais Akinita S.M.S.A., proceeded with the acquisition of a land plot of a total area of c. 4,415 sq.m. and a land plot of a total area of c. 1,324 sq.m. with a listed residence of 685 sq.m., for a consideration of €1,173,000. The two landplots are located in the area of Trigono Cambas, Municipality of Pallini, Attica.

On 04 March 2026 has been executed by CrediaBank and addressed to Random S.M.S.A. and the Company, in respect of the release of the corporate guarantee and any obligations arising therefrom, which had been provided by the Company to CrediaBank as security for the bond loan dated 04.09.2024, in the amount of up to €13,700,000, issued by Random S.M.S.A., in accordance with the terms of the said release letter.

There are no other events after the reporting period which require disclosure in the Financial Statements.

Independent auditor's report on pages 16 to 18.