KATLERO HOLDINGS LTD

FINANCIAL STATEMENTS

For the year ended 31 December 2025

KATLERO HOLDINGS LTD

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For the year ended 31 December 2025

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KATLERO HOLDINGS LTD

OFFICERS AND PROFESSIONAL ADVISORS

Board of Directors	Christakis Georgiou
Alternate Director	Christalla Argyrou
Secretary	Themis Secretarial Services 16 Kyriakou Matsi Str Eagel House, 10th Floor, Agioi Omologites, 1082 Nicosia, Cyprus
Assistant Secretary	Polyxeni Michaelidou
Independent Auditors	KPMG Limited
Registered Office	200 Lemesou & Athalassas 2025 Nicosia Cyprus

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

KATLERO HOLDINGS LTD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Katlero Holdings Ltd (the "Company"), which are presented on pages 5 to 16 and comprise the statement of financial position as at 31 December 2025, and the 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 the Company as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113 (the "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 *"Auditors' responsibilities for the Audit of the Financial Statements"* section of our report. We are independent of the Company in accordance with the International Code of Ethics (including International Independence Standards) for Professional Accountants of the International Ethics Standards Board for 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.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

KATLERO HOLDINGS LTD

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 IFRS Accounting Standards as adopted by European Union and the requirements of the 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.

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 there is an intention to liquidate the Company or to cease operations, or there is no realistic alternative but to do so.

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

Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

KATLERO HOLDINGS LTD

Auditors' responsibilities for the Audit of the Financial Statements (continued)

- 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.

Other Matter

This report, including the opinion, has been prepared for and only for the the Company's members as a body in accordance with Section 69 of L.53(I)/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.

Panayiotis A. Peleties, FCA
Certified Public Accountant and Registered Auditor
for and on behalf of

KPMG Limited
Certified Public Accountants and Registered Auditors
14 Esperidon Street
1087 Nicosia
Cyprus

16 July 2026

KATLERO HOLDINGS LTD

STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Note	2025 €	2024 €
Assets			
Non-current assets			
Investment properties	9	12.240.000	12.250.000
Total non-current assets		12.240.000	12.250.000
Current assets			
Other receivables		4.006	4.006
Cash and cash equivalents	10	45.563	84.936
Total current assets		49.569	88.942
Total assets		12.289.569	12.338.942
Equity			
Share capital	11	180	170
Share premium		16.829.920	16.779.930
Reserves		(4.548.495)	(4.451.535)
Total equity		12.281.605	12.328.565
Liabilities			
Current liabilities			
Other payables	12	7.964	10.377
Total current liabilities		7.964	10.377
Total liabilities		7.964	10.377
Total equity and liabilities		12.289.569	12.338.942

On 16 July 2026 the Board of Directors of Katlero Holdings Ltd approved and authorised these financial statements for issue.

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Christakis Georgiou
Director

KATLERO HOLDINGS LTD

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Note	2025 €	2024 €
Rental income		13	13
Change in fair value of investment properties	9	(10.000)	(450.000)
Administrative expenses	7	(86.973)	(75.818)
Loss before tax		(96.960)	(525.805)
Tax	8	-	-
Loss for the year		(96.960)	(525.805)
Other comprehensive income		-	-
Total comprehensive expense for the year		(96.960)	(525.805)

The notes on pages 9 to 16 are an integral part of these financial statements.

KATLERO HOLDINGS LTD

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share capital €	Share premium €	Accumulated losses €	Total €
Balance at 1 January 2024	150	16.689.950	(3.925.730)	12.764.370
Comprehensive income				
Loss for the year	-	-	(525.805)	(525.805)
Total comprehensive expense for the year	-	-	(525.805)	(525.805)
Transactions with owners of the Company				
Issue of share capital	20	89.980	-	90.000
Balance at 31 December 2024	170	16.779.930	(4.451.535)	12.328.565
Balance at 1 January 2025	170	16.779.930	(4.451.535)	12.328.565
Comprehensive income				
Loss for the year	-	-	(96.960)	(96.960)
Total comprehensive expense for the year	-	-	(96.960)	(96.960)
Transactions with owners of the Company				
Issue of share capital	10	49.990	-	50.000
Balance at 31 December 2025	180	16.829.920	(4.548.495)	12.281.605

Companies, which do not distribute 70% of their profits after tax, as defined by the Special Contribution for the Defence of the Republic Law, within two years after the end of the relevant tax year, will be deemed to have distributed this amount as dividend on the 31st of December of the second year. The amount of the deemed dividend distribution is reduced by any actual dividend already distributed by 31 December of the second year for the year the profits refer. The Company pays special defence contribution on behalf of the shareholders over the amount of the deemed dividend distribution at a rate of 17% (applicable since 2014) when the entitled shareholders are natural persons tax residents of Cyprus and have their domicile in Cyprus.In addition, the Company pays a General Health System (GHS) contribution on behalf of the shareholders at a rate of 2.65%, when the entitled shareholders are natural tax residents of Cyprus, regardless of their domicile.

KATLERO HOLDINGS LTD

STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	2025 €	2024 €
Cash flows from operating activities		
Loss for the year	(96.960)	(525.805)
Adjustments for:		
Change in fair value of investment properties	10.000	450.000
Cash used in operations	(86.960)	(75.805)
Changes in working capital:		
Decrease in trade and other receivables	-	10
(Decrease)/increase in other payables	(2.413)	24
Net cash used in operating activities	(89.373)	(75.771)
Cash flows from investing activities	-	-
Cash flows from financing activities		
Proceeds from issue of share capital	50.000	90.000
Net cash generated from financing activities	50.000	90.000
Net (decrease)/increase in cash and cash equivalents	(39.373)	14.229
Cash and cash equivalents at beginning of the year	84.936	70.707
Cash and cash equivalents at end of the year	45.563	84.936

The notes on pages 9 to 16 are an integral part of these financial statements.

KATLERO HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2025

1. Reporting entity

Katlero Holdings Ltd (the "Company") is domiciled in Cyprus. The Company was incorporated in Cyprus on 17 June 2020 as a private limited liability company under the Cyprus Companies Law, Cap. 113. Its registered office is at 200 Lemesou & Athalassas, 2025 Nicosia, Cyprus.

The principal activity of the Company which is unchanged from the last year is the holding of investment properties.

2. Basis of accounting

2.1 Statement of compliance

The financial statements have been prepared in accordance with IFRS Accounting Standards as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113.

2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention, except in the case of investment properties, which are measured at their fair value.

2.3 Going concern basis

The Company incurred a loss of €96.960 during the year ended 31 December 2025. However, as of that date the Company's total assets exceeds total liabilities by €12.281.605 and its current assets exceeds its current liabilities by €41.605.

The Board of Directors has assessed the Company’s ability to continue as a going concern, taking into account the facts and circumstances affecting the Company.

According to the assessment made, the Directors have been satisfied that due to the commitment of the Company's sole shareholder to continue to provide the necessary funds to enable the Company to continue its normal operations, the Company is in position to continue its operations in the foreseeable future. As a result, these financial statements have been prepared on a going concern basis.

3. Functional and presentation currency

These financial statements are presented in Euro (€), which is the functional currency of the Company.

4. Adoption of new and revised IFRS Accounting Standards and interpretations by the EU

During the current year the Company adopted all the changes to IFRS Accounting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2025. This adoption did not have a material effect on the accounting policies of the Company.

At the date of approval of these financial statements, Standards, Revised 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 financial reporting standards in future periods will not have a significant effect on the financial statements of the Company.

5. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and underlying assumptions are based on historical experience and various other factors that are deemed to be reasonable based on knowledge available at that time. Actual results may deviate from such estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively - that is, in the period during which the estimate is revised, if the estimate affects only that period, or in the period of the revision and future periods, if the revision affects the present as well as future periods.

5.1 Fair value of investment properties

The Company's accounting policy for investment properties requires that it is measured at fair value. Valuations are carried out by qualified valuers by applying valuation models recommended by the International Valuation Standards Council. The determination of the fair value of properties may require the use of estimates such as future cash flows from assets and discount rates applicable to this asset. All these estimates are based on local market conditions existing at the reporting date.

In arriving at their estimates of the fair values of properties, the valuers used their market knowledge and professional judgement and did not rely solely on historical transactional comparable, taking into consideration that there is a greater degree of uncertainty than that which exists in a more active market.

6. Material accounting policies

The following accounting policies have been applied consistently for all the years presented in these financial statements.

6.1 Income Tax

Income tax expense comprises of current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Tax liabilities and assets for the current and prior periods 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. Current tax includes any adjustments to tax payable in respect of previous periods.

Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred tax.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

6. Material accounting policies (continued)

6.2 Investment properties

Investment property is initially measured at cost and subsequently measured at fair value, representing open market value determined annually using external valuers. Changes in fair values are recorded in profit or loss and are included in other operating income.

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

6.3 Financial instruments

6.3.1 Recognition and initial measurement

Financial assets and financial liabilities are recognised when Company becomes a party to the contractual provisions of the instrument.

Cash and cash equivalents

Cash and cash equivalents are measured at amortised cost, reduced by expected credit losses. For the purposes of the statement of cash flows, cash and cash equivalents comprise cash at bank.

6.3.2 Impairment

The Company recognises expected credit losses (ECL) on financial assets measured at amortised cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for bank balances, which are measured at 12-month ECLs, for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrnment) has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

6.4 Share capital

Ordinary 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.

The share premium account can only be resorted to for limited purposes, which does not include thedistribution of dividends, and is otherwise subject to the provisions of the Cyprus Companies Law onreduction of share capital.

KATLERO HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2025

7. Administrative expenses

	2025 €	2024 €
Insurance	4.216	4.216
Certification and legalisation expenses	312	200
Independent auditors' remuneration	3.903	2.639
Secretarial fees	2.996	2.323
Management fees	46.636	48.075
Repairs and maintenance	23.152	16.607
Revaluation fees	1.757	1.758
Property and other taxes	4.001	-
	86.973	75.818

8. Taxation

Reconciliation of tax based on the taxable income and tax based on accounting losses:

	2025 €	2024 €
Accounting loss before tax	(96.960)	(525.805)
Tax calculated at the applicable tax rates	(12.120)	(65.726)
Tax effect of expenses not deductible for tax purposes	1.789	56.607
Tax effect of loss for the year carried forward	10.331	9.119
Tax as per statement of profit or loss and other comprehensive income - charge	-	-

The corporation tax rate is 12,5%.

Under certain conditions interest income may be subject to defence 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 defence contribution at the rate of 17%.

Tax losses carried forward

Due to the tax losses sustained in the year, no tax liability arises on the Company. Tax losses may be carried forward for five years. As at 31 December 2025, the balance of tax losses which is available for offset against future taxable profits as follows:

	Tax losses €
Expiring in 2026	106.756
Expiring in 2027	87.726
Expiring in 2028	82.551
Expiring in 2029	75.531
Expiring in 2030	82.648
	435.444

9. Investment property

	2025 €	2024 €
Balance at 1 January	12.250.000	12.700.000
Fair value adjustment	(10.000)	(450.000)
Balance at 31 December	12.240.000	12.250.000

The Company's investment properties comprise a building situated at the Trypiotis Quarter, in Nicosia Municipality.

The fair value of the investment property was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

The Company has also considered discussions held at year end regarding the potential sale of the investment property. Accordingly, in determining the fair value, Management assessed the external valuation in combination with the indications arising from the sale discussions.

The methods used by valuer is the comparable method in combination with residual method. The comparable method uses prices and other relevant information generated by market transactions involving similar assets adjusted for time and property (physical and legal) characteristics, while the residual method takes into consideration the estimated development potential, anticipated costs, and expected return from the property.

The fair value measurement for all of the investment properties has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

The unobservable inputs used by the valuers are mainly the anticipated sale values per square meter of the completed development and anticipated construction costs.

Sensitivity analysis:

An increase/decrease in price per square meter by 5% at 31 December 2025 would have increased/decreased the value of Investment property by €730.000 and profit or loss by €730.000.

10. Cash and cash equivalents

Cash balances are analysed as follows:

	2025 €	2024 €
Eurobank Ltd	45.563	84.936
	45.563	84.936

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 14 to the financial statements.

KATLERO HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2025

11. Share capital

	2025 Number of shares	2025 €	2024 Number of shares	2024 €
Authorised				
Ordinary shares of €1 each	1.000	1.000	1.000	1.000
Issued and fully paid				
Balance at 1 January	170	170	150	150
Issue of shares	10	10	20	20
Balance at 31 December	180	180	170	170

On 27 June 2025, the Company issued 10 ordinary shares of €1 each at a premium of €4.999 per share.

On 6 December 2024, the Company issued 10 ordinary shares of €1 each at a premium of €3.999 per share.

On 3 June 2024, the Company issued 10 ordinary shares of €1 each at a premium of €4.999 per share.

12. Other payables

	2025 €	2024 €
Accruals expenses	7.964	10.377
	7.964	10.377

13. Related party transactions

Eurobank Ltd is the parent company which owns 100% of the Company's share capital.

The transactions and balances with related parties are as follows:

(i) Cash and cash equivalents

	2025 €	2024 €
Eurobank Ltd	45.563	84.936

(ii) Insurance premium

	2025 €	2024 €
ERB Asfalistiki Ltd	4.216	4.216

ERB Asfalistiki Ltd is a 100% subsidiary of Eurobank Ltd.

14. Financial instruments - fair values and risk management

Financial risk factor

The Company is exposed to the following risks from its use of financial instruments:
• Liquidity risk
• Credit risk

The parent company has the overall responsibility for the establishment and oversight of the Company's risk management.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in the Company's activities.

A. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

(i) ***Credit risk***

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation.

The Company is exposed to credit risk arising from its cash and cash equivalent balances. The Company is also exposed to concentration risk, as all of its cash is deposited with a single financial institution (its parent).

(ii) ***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’s liquidity risk is mitigated by the commitment from its sole shareholder to provide adequate funding when required.

Capital management

The Company manages its capital to ensure that it will be able to continue as a going concern while increasing the return to owners through the strive to improve the debt to equity ratio. The Company's overall strategy remains unchanged from last year.

15. Fair values

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

16. Events after the reporting period

As part of a tax reform as of 1 January 2026 the corporation tax rate increased to 15%. Furthermore, the tax losses carry-forward period was extented to 7 years.

Conflict between United States of America and Iran

16. Events after the reporting period (continued)

The geopolitical situation in the Middle East escalated on 28 February 2026, with the actions taken by the United States and Israel against targets in Iran. As of the date of authorisation of the financial statements, the conflict continues to evolve in Middle East as military activity persists. Management has considered the unique circumstances and the risk exposures of the Company and has concluded that there is no significant impact in the Company's financial position.

There were no other material events after the reporting period, which have a bearing on the understanding of the financial statements.

On 16 July 2026 the Board of Directors of Katlero Holdings Ltd approved and authorised these financial statements for issue.