

CLOSED-END INVESTMENT UNDERTAKING FOR INFORMED INVESTORS CAPITALICA EUROPEAN OFFICE FUND UAB

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 2024
PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS
AS ADOPTED BY THE EUROPEAN UNION, PRESENTED TOGETHER WITH
INDEPENDENT AUDITOR'S REPORT AND CONSOLIDATED MANAGEMENT REPORT



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Juridinio asmens kodas 110878442
PVM mokėtojo kodas LT108784411
Juridinių asmenų registras

Code of legal entity 110878442
VAT payer code LT108784411
Register of Legal Entities

INDEPENDENT AUDITOR'S REPORT

To the shareholders of UAB “Capitalica European Office Fund”

Opinion

We have audited the accompanying consolidated financial statements of UAB “Capitalica European Office Fund” and its subsidiaries (hereinafter the Group), which comprise the consolidated statement of financial position as of 31 December 2024, the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the requirements of the Law on Audit of the Financial Statements and Other Assurance Services of the Republic of Lithuania that are relevant to the audit in the Republic of Lithuania, and we have fulfilled our other ethical responsibilities in accordance with the Law on Audit of the Financial Statements and Other Assurance Services of the Republic of Lithuania 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

Other information consists of the information included in the 2024 consolidated management report, other than the consolidated financial statements and our auditor’s report thereon. Management is responsible for the other information presentation.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, except as indicated below.

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

We also have to evaluate, if the consolidated financial information included in the consolidated management report corresponds to the consolidated financial statements for the same financial year and if the consolidated management report has been prepared in accordance with the relevant legal requirements. In our opinion, based on the work performed in the course of the audit of the consolidated financial statements, in all material respects:

- ▶ The financial information included in the consolidated management report corresponds to the financial information included in the consolidated financial statements for the same year; and
- ▶ The consolidated management report has been prepared in accordance with the requirements of the Law on Reporting by Undertakings and Groups of Undertakings of the Republic of Lithuania.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.



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

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

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

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

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

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

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

UAB ERNST & YOUNG BALTIC
Audit company's licence No. 001335

Darius Vaicekauskas
Auditor's licence
No. 000652

29 May 2025

Consolidated statement of financial position

	Notes	As at 31 December 2024	As at 31 December 2023
ASSETS			
Non-current assets			
Investment property	2	14,124	11,373
Right-of-use assets		19	19
Total non-current assets		14,143	11,392
Current assets			
Receivables from contracts with customers		38	28
Prepaid income tax		17	28
Prepayments		88	3
Cash and cash equivalents	4	195	395
Total current assets		338	454
Total assets		14,481	11,846

(continued on the next page)

**Consolidated statement of financial position
(continued)**

	Notes	As at 31 December 2024	As at 31 December 2023
EQUITY AND LIABILITIES			
Equity			
Capital	5	4,851	3,017
Share premium		682	160
Legal reserve	6	35	-
Retained earnings		1,000	587
Total equity		6,568	3,764
Non-current payables and liabilities			
Non-current loans	7	4,501	4,650
Lease liabilities		19	19
Deferred tax liability	15	737	606
Non-current contract liabilities	8	193	193
Other non-current liabilities	9	1,652	1,085
Total payables after one year and liabilities		7,102	6,553
Payables within one year and liabilities			
Current portion of non-current loans	7	156	244
Issued bonds	10	-	756
Trade payables	11	614	493
Other current liabilities		41	36
Total payables within one year and liabilities		811	1,529
Total equity and liabilities		14,481	11,846

The accompanying notes are an integral part of these financial statements.

Director of the Management
Company CAPITALICA
ASSET MANAGEMENT
UAB

Andrius Barštys

29 May 2025

Head of Accounting of UAB
SBA Competence and
Service Center

Milda Kiaušinytė

29 May 2025

Consolidated statement of comprehensive income

	Notes	2024	2023
Sales revenue	12	916	660
Cost of sales	13	(245)	(224)
Gross profit		671	436
Operating expenses	14	(274)	(212)
Gain on investments property at fair value	2	490	1,018
Operating profit		887	1,242
Finance income			
Interest		12	-
Finance costs			
Interest	17	(307)	(345)
Other finance costs		-	(75)
Profit before tax		592	822
Income tax	15	(144)	(235)
Net profit		448	587
Other comprehensive income			
Other comprehensive income		-	-
Total comprehensive income after tax		448	587

The accompanying notes are an integral part of these financial statements.

Director of the Management Company CAPITALICA ASSET MANAGEMENT UAB	Andrius Barštys	29 May 2025
Head of Accounting of UAB SBA Competence and Service Center	Milda Kiaušinytė	29 May 2025

Consolidated statement of changes in equity

	Capital	Share premium	Legal reserve	Retained earnings	Equity Total
Balance as at 13 February 2023	-	-	-	-	-
Net profit for the year	-	-	-	587	587
Other comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	-	587	587
Formation of issued capital	3,017	160	-	-	3,177
Balance as at 31 December 2023	3,017	160	-	587	3,764
Net profit for the year	-	-	-	448	448
Other comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	-	448	448
Formation of issued capital (Note 1, 5)	1,834	522	-	-	2,356
Transfer to reserves	-	-	35	(35)	-
Balance as at 31 December 2024	4,851	682	35	1,000	6,568

The accompanying notes are an integral part of these financial statements.

Director of the Management Company
CAPITALICA ASSET MANAGEMENT
UAB

Andrius Barštys

29 May 2025

Head of Accounting of UAB SBA
Competence and Service Center

Milda Kiaušinytė

29 May 2025

Consolidated statement of cash flows

	Notes	2024	2023 (restated, Note 20)
Operating activities			
Net profit		448	587
Adjustments to non-cash items and financing and investing activities:			
Income tax expense	15	144	235
Interest expense	17	307	345
Change in accrued expenses		39	81
Change in fair value	2	(490)	(1,018)
Elimination of financing activity results		(12)	(1)
		436	229
Changes in working capital:			
(Increase) decrease in trade and other receivables		1	(54)
(Increase) in prepayments		(86)	(2)
Increase in trade payables		11	53
Increase in contract liabilities and other current liabilities		-	24
Income tax (paid)		(13)	-
Net cash flows from operating activities		349	250
Investing activities			
(Acquisition) of non-current assets	2	(1,617)	(201)
(Acquisition) of subsidiary, less cash balance acquired		-	(3,137)
Interest received		12	-
Net cash flows used in investing activities		(1,605)	(3,338)
Financing activities			
Shareholders' contributions		2,356	3,178
Loans (repaid)	17	(209)	(133)
Bonds placed	17	-	2,000
(Redeemed) bonds	17	(737)	(1,263)
Interest (paid)	17	(354)	(299)
Net cash flows from/used in financing activities		1,056	3,483
Net (decrease) increase in cash flows		(200)	395
Cash and cash equivalents at the beginning of the period		395	-
Cash and cash equivalents at the end of the period		195	395

(continued on the next page)

Consolidated statement of cash flows (continued)

		<u>2024</u>	<u>2023</u>
Additional information on cash flows:			
Non-cash investing activities:			
Acquisition of non-current assets not paid for in cash	3	644	1,440

The accompanying notes are an integral part of these financial statements.

Director of the Management Company
 CAPITALICA ASSET MANAGEMENT
 UAB

Andrius Barštys

29 May 2025

Head of Accounting of UAB SBA
 Competence and Service Center

Milda Kiaušinytė

29 May 2025

Notes to the consolidated financial statements

1 General information

The closed-end investment undertaking for informed investors CAPITALICA EUROPEAN OFFICE FUND UAB (hereinafter – the Company) is a limited liability company registered in the Republic of Lithuania on 13 February 2023. Its registered office address is Upės st. 21-1, Vilnius.

The main activity of the Company – collective investment of informed investor assets in the real estate market in order to spread risks and earn profit for the Company’s shareholders. By Decision of the Bank of Lithuania No V 2023/(1.160.E-9004)-441-129 of 18 July 2023, to the Company was granted an authorisation to operate as an investment undertaking under the Republic of Lithuania Law on Collective Investment Undertakings for Informed Investors. Before the issue of the licence, the Company operated as a private limited liability company and its shareholders had all the rights and obligations determined by the Law on Companies of the Republic of Lithuania.

The goal of the Company is to ensure a long-term growth of return to the shareholders by investing in the real estate market of the Baltic states (the Republic of Lithuania, the Republic of Latvia and the Republic of Estonia) and the Central European countries of the European Union (the Republic of Poland, the Czech Republic, the Republic of Bulgaria, the Republic of Romania), focusing on investing in real estate intended for administrative purposes. The Company invests in real estate objects which are in their early stages of development i.e. under construction, as well as in already completed real estate objects.

The Company is able to operate not longer than 7 years from the day on which the Bank of Lithuania issued the licence to operate as an investment undertaking. This term can be extended by 2 years.

The Company is managed by CAPITALICA ASSET MANAGEMENT UAB (hereinafter “the Management Company”), registered as of 4 May 2016, company code 304234719, registered office address Laisvės ave. 3, Vilnius. On 17 August 2016, license No 03-118 was issued to the Management Company by the Bank of Lithuania, enabling it to manage collective investment undertakings intended for informed investors operating under the Republic of Lithuania Law on Collective Investment Undertakings for Informed Investors.

As at 31 December 2024 and 2023, the shareholders of the Company were as follows:

Shareholder	Ownership interest as at 31 December 2024, %	Ownership interest as of 31 December 2023, %
TABA Invest, UAB	20.22	33.14
Rytis Arbačiauskas	13.22	21.67
Minority shareholders	66.56	45.19
Total:	100.00	100.00

As at 31 December 2024 and 2023, the issued capital amounted to EUR 4,945,316 and EUR 3,017,450, respectively, and was divided into 4,945,316 and 3,017,450 units, respectively, of ordinary registered shares with the nominal value of EUR 1 each. As at 31 December 2024, 4,874,067 units of shares were fully paid at amount of EUR 4,874,067. As at 31 December 2023, all shares were fully paid.

The Investment Undertaking’s securities accounts are managed by AB Šiaulių Bankas, company code 112025254, registered address Tilžės st. 149, Šiauliai. Šiaulių Bankas AB also provides depository services for the investment company.

The structure of the Group

As at 31 December 2024 and 2023, the group of Closed-End Investment Undertaking Intended For Informed Investors CAPITALICA EUROPEAN OFFICE FUND UAB consisted of the Company and the following directly controlled subsidiaries (hereinafter “the Group”):

Company	Country	Part of shares held by the Group (%) as at 31 December 2023	Part of shares held by the Group (%) as at 31 December 2023	Main activities
Savanorių 18 UAB	Lithuania	100	100	Lease of real estate
SIA VERDE DEVELOPMENT	Latvia	100	100	Real estate lease and development

1 General information (continued)

In 2024 and 2023, Savanorių 18 UAB had 1 employee (Director), other Group companies did not have employees.

The Group's management approved these financial statements on 29 May 2025. The shareholders of the Group have the right to either approve these financial statements or not approve them and require the management to prepare a new set of financial statements.

2 Summary of accounting policies

2.1. Basis for preparing financial statements

These financial statements of the Group for the year ended 31 December 2024 are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (hereinafter "the EU"). The Company's separate financial statements were prepared in accordance with Lithuanian Financial Reporting Standards (LFRS).

The financial statements have been prepared based on the assumption that the Group will be able to continue as a going concern. Additional circumstances and assumptions regarding the going concern are also disclosed in Note 2.17.

The Group has prepared these financial statements according to IFRS which are applicable to the periods starting from or after 1 January 2024.

Application of new and/or changed IFRS and interpretations issued by International Accounting Standards Board (IASB)

The accounting policies adopted are consistent with those of the previous financial year except for the following amended IFRSs which have been adopted by the Group as at 1 January 2024:

- **IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (Amendments),**
- **IFRS 16 Leases: Lease Liability in a Sale and Leaseback (amendments),**
- **IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosures - Supplier Finance Arrangements (Amendments)**

The newly adopted IFRS and amendments to existing IFRS did not have a material impact on the consolidated financial statements.

- **IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (Amendments)**

The amendments are effective for annual reporting periods beginning on or after 1 January 2024, and will need to be applied retrospectively. The objective of the amendments is to clarify the principles in IAS 1 for the classification of liabilities as either current or non-current. The amendments clarify the meaning of a right to defer settlement, the requirement for this right to exist at the end of the reporting period, that management intent does not affect current or non-current classification, that options by the counterparty that could result in settlement by the transfer of the entity's own equity instruments do not affect current or non-current classification. Also, the amendments specify that only covenants with which an entity must comply on or before the reporting date will affect a liability's classification. Additional disclosures are also required for non-current liabilities arising from loan arrangements that are subject to covenants to be complied with within twelve months after the reporting period. These Amendments had no significant impact on the Group's financial statements.

- **IFRS 16 Leases: Lease Liability in a Sale and Leaseback (amendments)**

The amendment applies to annual reporting periods beginning on or after 1 January 2024. The amendments are intended to improve the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction in IFRS 16, while it does not change the accounting for leases unrelated to sale and leaseback transactions. In accordance with the amendments, the seller-lessee determines 'lease payments' or 'revised lease payments' in such a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use it retains. Applying these requirements does not prevent the seller-lessee from recognising, in profit or loss, any gain or loss relating to the partial or full termination of a lease. The amendments apply retrospectively to sale and leaseback transactions entered into after the date of initial application, being the beginning of the annual reporting period in which an entity first applied IFRS 16. These Amendments had no significant impact on the Group's financial statements.

- **IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosures - Supplier Finance Arrangements (Amendments)**

The amendment applies to annual reporting periods beginning on or after 1 January 2024. The amendments supplement requirements already in IFRS and require an entity to disclose the terms and conditions of supplier finance arrangements. Additionally, entities are required to disclose at the beginning and end of reporting period the carrying amounts of supplier finance arrangement financial liabilities and the line items in which those liabilities are presented as well as the carrying amounts of financial liabilities and line items, for which the finance providers have already settled the corresponding trade payables. Entities should also disclose the type and effect of non-cash changes in the carrying amounts of supplier finance

2 Summary of accounting policies (continued)

2.1. Basis for preparing financial statements (continued)

arrangement financial liabilities, which prevent the carrying amounts of the financial liabilities from being comparable. Furthermore, the amendments require an entity to disclose at the beginning and end of the reporting period the range of payment due dates for financial liabilities owed to the finance providers and for comparable trade payables that are not part of those arrangements. These Amendments had no significant impact on the Group's financial statements.

The standards/amendments issued but not yet effective and not early adopted

The Group has not applied the following issued but not yet approved amendments to the standards and interpretations. The Group intends to adopt these amendments on their effective date.

1) *The standards/amendments that are not yet effective, but they have been endorsed by the European Union*

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

The amendment applies to annual reporting periods beginning on or after 1 January 2025. Earlier application is permitted. The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. A currency is considered to be exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations. If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique. Based on the management made preliminary assessment and the fact that the Group does not have significant transactions denominated in foreign currencies, the amendments are not expected to have a material impact on the financial statements.

2) *The standards/amendments that are not yet effective and they have not yet been endorsed by the European Union*

- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Disclosure and Measurement of Financial Instruments (Amendments)**

In May 2024, the IASB issued amendments to the Classification and Measurement of Financial Instruments which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures and they become effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. The management has not made an assessment of the effect of application of the amendments on the Group's financial statements.

- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity (Amendments)**

In December 2024, the IASB issued targeted amendments for a better reflection of Contracts Referencing Nature-dependent Electricity, which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures and they become effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. The management has not made an assessment of the effect of application of the amendments on the Group's financial statements.

- **IFRS 18 Presentation and Disclosure in Financial Statements.**

In April 2024, the IASB issued the IFRS 18 - Presentation and Disclosure in Financial Statements which replaces IAS 1 - Presentation of Financial Statements and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The management has not made an assessment of the effect of application of the amendments on the Group's financial statements.

- **IFRS 19 Subsidiaries without Public Accountability: Disclosures.**

In May 2024, the IASB issued the IFRS 19 - Subsidiaries without Public Accountability: Disclosures, and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The management has not made an assessment of the effect of application of the amendments on the Group's financial statements.

- **Annual Improvements to IFRS Accounting Standards – Volume 11**

In July 2024, the IASB issued Annual Improvements to IFRS Accounting Standards — Volume 11. An entity shall apply those amendments for annual reporting periods beginning on or after 1 January 2026. Earlier application is permitted. The management has not made an assessment of the effect of application of the amendments on the Group's financial statements.

2 Summary of accounting policies (continued)

2.1. Basis for preparing financial statements (continued)

- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting. Management will assess the impact on the financial statements once the amendments are approved.

The Group plans to adopt the above-mentioned standards and interpretations on their effective date provided they are endorsed by the EU.

2.2. Presentation currency

The amounts in these financial statements are presented in the national currency of the Republic of Lithuania, euro. The amounts in financial statements are rounded to thousand EUR if it is not otherwise stated and may not reconcile in notes due to rounding up. Such rounding bias is immaterial in these financial statements.

2.3. Principles of consolidation

The consolidated financial statements of the Group include the Company and its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year, using consistent accounting policies.

Control is obtained when the Group 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. The Group controls an investee if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure or rights to variable returns from its involvement with the investee;
- The ability to use its power over the investee to affect its returns.

Subsidiaries are consolidated from the date from which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. All intercompany transactions, balances and unrealised gains and losses on transactions among the Group companies are eliminated. Savanorių 18 UAB has been included in consolidation since 26 April 2023, and the result for 2023 reported in the consolidated statement of profit or loss covers 8 months. SIA VERDE DEVELOPMENT has been included in consolidation since 1 December 2023, and the result for 2023 reported in the consolidated statement of profit or loss covers 1 month.

On 26 April 2023, the Investment company acquired other company Savanorių 18 UAB, which owns an office complex located at Savanorių ave. 16, 18, Vilnius. In accordance with IFRS 3, this transaction is not a business combination, therefore is considered as the acquisition of group of assets as the acquiree owns only one building and other items of assets and liabilities on the balance sheet. The transaction does not involve transferring of lease or other contracts from which the company could obtain relevant benefits. The identifiable assets acquired and the liabilities assumed at their acquisition-date are measured in accordance with applicable IFRS, allocating the amount transaction price exceeds the carrying amount of assets acquired and the liabilities assumed to the identifiable assets and the liabilities on the basis of their relative fair values at the date of purchase. In accordance with IAS 12, the change in value is not subject to income tax at the acquisition.

2.4. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. In 2024 and 2023, no borrowing costs were capitalised.

2.5. Investment property

Investment property at initial recognition is accounted for at acquisition cost including transaction costs. Subsequent to initial recognition, the investment property is measured at fair value.

The market value of the Group's investment property is derived from reports prepared by independent property appraisers having appropriate recognised professional qualifications and necessary experience in valuation of property at certain location and of certain category, or the value is estimated on the basis of discounted future cash flows or market price of similar assets. Rentals earned are recognised in sales revenue. Gains or losses arising from changes in the fair values of investment properties are recognized in the statement of comprehensive income as a separate line item.

2 Summary of accounting policies (continued)

2.5. Investment property (continued)

Maintenance expenses of investment property are recognized in the statement of comprehensive income during the financial period in which they are incurred. Costs are capitalised only when it is probable that future economic benefits associated with the item will flow to the Group, and the cost of the property can be reliably measured.

2.6. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and evaluation

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, at fair value through other comprehensive income (OCI), and at fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables and contract assets that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15.

Financial asset is classified and measured at amortised cost or fair value through other comprehensive income, where cash flows arising from financial asset are solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is known as the SPPI test and is performed for each financial instrument.

The Group's business model for managing financial assets refers to how the Group manages its financial assets in order to generate cash flows. The business model determines whether cash flows will be generated by collecting contractual cash flows, by selling this financial asset or by using both options.

A regular way purchases or sales of financial assets are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

After initial recognition, the Group measures a financial asset at:

- (a) At amortised cost (debt instruments).

Financial asset at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- (i) The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- (ii) Contractual terms and conditions of financial asset allow for obtaining cash flows, on certain dates, which are solely the payments of the principal or the interest on the outstanding principal.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method, less impairment losses. Gains or losses are recognised in the statement of comprehensive income when the asset is derecognised, replaced or impaired.

The Group's financial assets at amortized cost includes trade, other current and non-current receivables, receivables and loans granted.

Impairment of financial assets

Following IFRS 9, in common case scenario, the Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date.

2 Summary of accounting policies (continued)

2.6. Financial instruments (continued)

(a) Estimation of the impairment of trade receivables

For the purpose of the estimation of doubtful amounts receivable, the Group has established a matrix of expected loss rates based on historical credit loss analysis and adjusted to reflect future factors specific to borrowers and the economic environment (macroeconomic market indicators, employment rate, consumer price index, etc.).

Credit loss amount of trade receivables is accounted for through profit (loss) using a contrary account of doubtful receivables. A financial asset is derecognised when there is no reasonable expectation to recover contractual cash flows.

The Group considers a financial asset in default when contractual payments are 90 days past due or when indications exist that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Credit loss amount of receivable loans or trade receivables is accounted for through profit (loss) using a contrarian account of doubtful receivables. A financial asset is derecognised when there is no reasonable expectation to recover contractual cash flows.

Financial liabilities

Initial recognition and evaluation

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans received and payables. All financial liabilities are recognised initially at fair value and, in the case of loans received and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans repaid including bank overdrafts.

Subsequent measurement

Measurement of financial liabilities depends on their classification as described below.

Loans received and other payables

After initial recognition, loans and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of comprehensive income.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is an enforceable right to settle the amounts recognized and is intended to be settled net, i.e. to realize the assets and fulfil their obligations at the same time.

2.7. Derecognition of financial assets and liabilities

Financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but have assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; and
- the Group has transferred their rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group transfers the rights to cash flows but neither transfers the related risk nor the control of the asset, the asset is recognized to the extent that the Group is still related to. The relation to the asset which was transferred is accounted as a guarantee at the lower of accounted value of the asset and the highest of the forecast amount that the Group may have to pay.

2 Summary of accounting policies (continued)

2.7. Derecognition of financial assets and liabilities (continued)

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the respective balances is recognised in the statement of comprehensive income.

2.8. Cash and cash equivalents

Cash includes cash in the bank accounts. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of 3 months or less and that are subject to an insignificant risk of change in value.

In the statement of cash flows, cash and cash equivalents are considered to be cash in the current bank accounts and deposits the terms of which on the day of signing the contract are no less than three months.

2.9. Leases

A. Group as a lessee

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.10. Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed at each date of the statement of financial position and adjusted to reflect the most accurate recent assessments. When the impact of time value of money is significant, the amount of provision represents the present value of costs expected to be incurred for the settlement of the liability. Where discounting is used, the increase in the provisions due to the passage of time is recognised as interest expenses.

2.11. Income tax

The Group companies are taxed individually, irrespective of the overall results of the Group. Income tax charge is based on profit for the year and considers deferred taxation. Income tax is accounted for in the statement of comprehensive income.

The charge for taxation included in these financial statements is based on the calculation made by the management in accordance with tax legislation of the Republic of Lithuania and foreign countries where subsidiaries of the Group operate. In 2024 and 2023, the standard rate of income tax at a rate of 15% was applicable to companies of the Republic of Lithuania (from 2026, the applicable income tax rate will be 16%). The company operating in Latvia is subject to 0% income tax rate, unless the profit is distributed in the form of dividends, then 20% income tax rate applies. Based on the requirements of Article 12 of the Law on Income Tax of the Republic of Lithuania, the Company is not subject to income tax.

Tax losses in Lithuania can be carried forward for indefinite period, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments. Such carrying forward is disrupted if the entity changes its activities due to which these losses incurred except when the entity does not continue its activities due to reasons which do not depend on the entity itself. The losses from disposal of securities and/or derivative financial instruments can be carried forward for five consecutive years and can only be used to reduce the taxable income earned from the transactions of the same nature. Starting from 1 January 2014, tax losses may be set off against not more than 70% of the current year's taxable profit. In Latvia, the procedure for loss carry forward does not apply as from 2018.

Deferred taxes are calculated using the liability method. Deferred tax is recognized, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets and liabilities are measured at a tax rate which will (as expected) be applied for the period during which the assets will be realized and the liability covered, based on the tax rates which were adopted or essentially adopted on the date of the statement of financial position.

2 Summary of accounting policies (continued)

2.11. Income tax (continued)

Deferred tax assets are recognized in the statement of financial position to the extent that the management expects it to be realized in the near future, based on the taxable profit forecasts. If it is likely that part of the deferred tax is not going to be realised, this part of the deferred tax asset is not recognised in the financial statements.

In accordance with the amended Latvian Income Tax Act of 1 January 2018, income tax is not levied on companies' profits but on dividends distributed. The tax rate in 2024 was 20/80 of the amount distributed as the net dividend (20/80 in 2023). The Company has undistributed profit in Latvia accrued after 1 January 2018, which would be taxed upon distribution. In accordance with paragraph 39 of IAS 12, the Company shall recognise a deferred tax liability for all taxable temporary differences associated with investments in subsidiaries, branches and associates except the cases when recognition exception applies. The Company has determined that the recognition exception in paragraph 39 of IAS 12 does apply to it because it is not probable that the temporary difference will reverse in the foreseeable future, i.e. no distribution of undistributed profits in Latvia are planned in the foreseeable future.

2.12. Sales revenue

The Group is engaged in lease and development of investment property.

Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of the revenue can be measured reliably. Sales revenue is recognised less VAT and discounts.

Revenue from services is recognized when the services are rendered and when the control of services is transferred to the customer at the amount that the Group expects to receive as consideration for services, yet, such transactions are rear and insignificant.

Operating lease income from investment property are recognised in income on a straight-line basis over the lease term.

The Group earns major part of revenue from acting as lessor under lease agreements which do not transfer substantially all of the risks and rewards incidental to ownership of an investment property. All lease agreements are long-term and for the majority of lessees the rent is indexed on January 1 of each year based on the Harmonised Indices of Consumer Prices (HICP) or the Consumer Price Index (CPI).

In relation to the Group's business model besides what is discussed in this note, management has not made any other important accounting judgements, valuations or assumptions related to recognition of revenue from contracts with customers, except as disclosed in Note 2.16.

2.13. Foreign currencies

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from such transactions and from the translation of balances of assets and liabilities denominated in foreign currencies at the reporting date are recognised in the statement of comprehensive income. These balances are translated using the closing rate.

2.14. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

2 Summary of accounting policies (continued)

2.14. Fair value measurement (continued)

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.15. Impairment of assets

Financial assets

Financial assets are reviewed for impairment at each balance sheet date.

For financial assets carried at amortized cost, whenever it is probable that the Group will not collect all amounts due according to the contractual terms of loans or receivables, an impairment or bad debt loss is recognized in the statement of comprehensive income. The reversal of impairment loss previously recognised is recorded when the decrease in impairment loss can be justified by an event occurring after impairment recognition. Such reversal is recorded in the statement of comprehensive income. However, the increased carrying amount is only recognised to the extent it does not exceed the amortised cost that would have been had the impairment not been recognised.

Other assets

Other assets are reviewed for impairment whenever events or changes in circumstances indicate that carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised in the statement of comprehensive income. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the asset no longer exist or have decreased significantly. The reversal is accounted for in the same caption of the statement of comprehensive income as the impairment loss.

2.16. Use of estimations in preparation of financial statements

The preparation of financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingencies. The significant areas of estimation used in the preparation of these financial statements are discussed below:

Leases

Determination of the lease term

As a lessor, the Group enters into lease agreements that contain options to terminate or to extend the lease. These options are generally exercisable after an initial period of 4 to 6 years. At commencement date, the Group (supported by the advice of the independent valuation expert) determines whether the lessee is reasonably certain to extend the lease term or not to terminate the lease. To make this analysis, the Group takes into account any difference between the contract terms and the market terms, any significant investments made by the lessee in the property, costs relating to the termination of the lease and the importance of the underlying asset to the lessee's operations. In many cases, the Group does not identify sufficient evidence to meet the required level of certainty.

Property lease classification – the Group as lessor

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

Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determination of performance obligations

In relation to the services provided to tenants of investment property (such as cleaning, security, landscaping) as part of the lease agreements into which the Group enters as a lessor, the Group has determined that the promise is the overall property management service and that the service performed each day is distinct and substantially the same

2 Summary of accounting policies (continued)

2.16. Use of estimates in preparation of financial statements (continued)

Although the individual activities that comprise the performance obligation vary significantly throughout the day and from day to day, the nature of the overall promise to provide management service is the same from day to day. Therefore, the Group has concluded that the services to tenants represent a series of daily services that are individually satisfied over time, using a time-elapsed measure of progress, because tenants simultaneously receive and consume the benefits provided by the Group.

Principal versus agent considerations – services to tenants

The Group arranges for certain services provided to tenants of investment property included in the contract the Group enters into as a lessor, to be provided by third parties (e.g. property maintenance services, repair works). The Group has determined that it controls the services before they are transferred to tenants, because it has the ability to direct the use of these services and obtain the benefits from them. In making this determination, the Group has considered that it is primarily responsible for fulfilling the promise to provide these specified services because it directly deals with tenants' complaints and it is primarily responsible for the quality or suitability of the services. In addition, the Group has discretion in establishing the price that it charges to the tenants for the specified services.

Therefore, the Group has concluded that it is the principal in these contracts. In addition, the Group has concluded that it transfers control of these services over time, as services are rendered by the third-party service providers, because this is when tenants receive and, at the same time, consume the benefits from these services.

Investment company and Consolidation

The management of the Group has assessed its activities to meet the definition of an investment company in the context of IFRS 10, and considers that CAPITALICA EUROPEAN OFFICE FUND UAB does not meet the definition of an investment company as it has the characteristics of a real estate company rather than a pure investment company. Although investors in the Company expect both capital appreciation and operating profit from their capital investment, the Company also carries a significant amount of development risk in its investments, which is specific to a typical real estate company. An investment firm should also make direct investments in companies that are measured at fair value in accordance with IFRS 10. For the parent company of CAPITALICA EUROPEAN OFFICE FUND UAB fair value measurement is indirect - the fair value is the value of assets held in subsidiaries, resulting in the fair value of the subsidiary not necessarily being the ultimate market price of the subsidiary.

The Group also estimates its financial performance on the basis of rental income, profit margins, volume of assets and other financial indicators of the real estate business, which cannot be measured solely by the fair value of the subsidiary.

Other significant areas of estimation used in the preparation of the accompanying financial statements relate to determination of the fair value of investment property (Notes 2.14 and 2), assessment of application of going concern basis (Note 2.17), assessment of off-balance sheet liabilities and contingencies (Note 16). Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effect of any changes in estimates will be recorded in the financial statements, when determinable.

2.17. Going concern

As at 31 December 2024, the Group reported a net liability position of EUR 0.5 million. During Q1 2025, the Company increased the issued capital by Eur 3.3 million through shareholders' contributions to enable the Group to settle accounts with suppliers and continue operations (Note 21).

The management plans to continue earning profit in 2025 and believes that the Group will earn sufficient income and cash flows in order to carry out its activities and cover its current liabilities, therefore these financial statements were prepared based on the assumption of going concern.

2 Investment property

	Land	Buildings	Total
Cost:			
Balance as at 13 February 2023	-	-	-
Additions	1,620	8,735	10,355
Gain arising from changes in fair value	373	645	1,018
Balance as at 31 December 2023	1,993	9,380	11,373
Additions	2,261	-	2,261
Gain arising from changes in fair value	320	170	490
Balance as at 31 December 2024	4,574	9,550	14,124
Net book value as at 31 December 2024	4,574	9,550	14,124
Net book value as at 31 December 2023	1,993	9,380	11,373
Net book value as at 13 February 2023	-	-	-

On 26 April 2023, the Group acquired the group of assets for consideration, by acquiring 100% shares in Savanorių 18 UAB, the fair value of which was EUR 3,626 thousand. Acquisition of a group of assets does not constitute a business. In the accounting for acquisition of assets, the fair value of the acquisition is allocated to an individual identifiable assets acquired and liabilities assumed on the basis of their relative fair values. The Group estimated the fair value of the investment property at the date of acquisition at EUR 8,714 thousand.

In 2024, the Group's rental income from investment property (Note 12) amounted to EUR 642 thousand (2023: EUR 475 thousand).

The fair value of investment property (business centre Savanoriu 18) estimated by independent appraiser Newsec Valuations UAB as at 31 December 2024 amounted to EUR 9,550 thousand (Level 3 in fair value hierarchy) (as at 31 December 2023, EUR 9,380 thousand (Level 3 in fair value hierarchy)). The value of assets was estimated using the income method, assessing revenue from lease agreements, expecting annual revenue increase of 2.4% (as at 31 December 2023, 2.7%) due to indexation in the first year, and 1.9-2% in subsequent years (as at 31 December 2023, 2.1%). In 2024, actual occupation of the object used in valuation was 98% (2023: 95-98%). In 2024 and 2023, capitalisation rate used in valuation was 6.5% and discount rate was 8.75%. Evaluating the discount rate, applied to discounted future cash flows, increase by 0.5%, leaving the rest of the assumptions used for estimating discounted cash flows unchanged, as at 31 December 2024 the fair value of the investment property would decrease by EUR 330 thousand (as at 31 December 2023 – decrease by EUR 320 thousand). Applying 5% decrease of the rent price used for estimating discounted cash flows, the fair value of investment property as at 31 December 2024 and 2023 would decrease by EUR 220 thousand and EUR 450 thousand, respectively.

Independent real estate appraiser Colliers International Advisors, SIA estimated investment property land plots located at Hanzas iela 14I, 14 and Kluča iela 6, Riga, Latvia) estimated market value as at 31 December 2024 was EUR 4,574 thousand (the market value of a land plot located at Hanzas iela 14I, 14F, Riga, Latvia, was EUR 1,993 thousand as at 31 December 2023). The asset value was estimated as at 31 December 2024 and 2023 using the comparison approach that is based on comparison of sales transactions of similar size and location. In 2024, applying 10% decrease in the investment property's value, its fair value would be impaired by EUR 457 thousand (2023: EUR 199 thousand).

As described in Note 7, the business centre Savanorių 18 (owned by Savanorių 18 UAB) and land lease rights are pledged to banks against loans received.

4 Cash and cash equivalents

As at 31 December 2024 and 2023, cash and cash equivalents comprised cash at banks.

As explained in Note 7, the bank accounts of the companies, having credit agreements with banks, are pledged to banks as collateral for loans. As at 31 December 2024 and 2023, the Group did not have any restricted cash.

5 Capital

As at 31 December 2024 and 2023, all 4,945 thousand and 3,017 thousand of shares, respectively, with the nominal value of EUR 1 each were ordinary shares. As at 31 December 2024, 4,874 thousand of shares were fully paid (2023: all the shares were fully paid). In 2024, the Company's issued capital was increased by EUR 1,928 thousand (2023: EUR 3,017 thousand) through additional shareholders' contributions.

6 Reserves

Legal reserve

The legal reserve is mandatory under the legislation of the Republic of Lithuania. Annual transfers of not less than 5% of net profit are required until the reserve reaches 10% of the issued capital. As at 31 December 2024 and 2023, not all the Group companies complied with this requirement. In 2024, EUR 35 thousand were transferred to the legal reserve.

7 Loans

	As at 31 December 2024	As at 31 December 2023
Non-current loans:		
Bank loans	4,657	4,894
Current portion of non-current loans	(156)	(244)
	<u>4,501</u>	<u>4,650</u>

All borrowings of the Group are denominated in euros.

All borrowings of the Group are with variable interest rate which depends on EURIBOR. In 2024 and 2023, the period of repricing of variable interest rate of majority of the loans was every 3 months.

Weighted average interest rates of borrowings outstanding at the year-end were as follows:

	As at 31 December 2024	As at 31 December 2023
Non-current loans	4.61	6.14
Current loans	-	-

The repayment schedule of non-current borrowings is as follows:

	As at 31 December 2024	As at 31 December 2023
Within one year	156	244
After one but no later than five years	4,501	4,650
	<u>4,657</u>	<u>4,894</u>

On 31 March 2023, Savanorių 18 UAB signed a loan agreement with SEB Bankas AB for the grant of financing of EUR 5 million. The loan is subject to an interest rate of 2.25% + 3-month Euribor. The final term of the loan repayment is 31 March 2028.

As at 31 December 2024 and 2023, the Group did not have any outstanding undrawn credit limits.

To secure repayment of loans, the Group has pledged to banks 100% of shares in the subsidiary Savanorių 18 UAB, investment property (Note 2), and claim to cash at banks (Note 4). Also, the right to lease land from the state of the Group company Savanorių 18 UAB is pledged to banks.

Compliance with covenants

According to the loan agreements, during all loan period the Group has to comply with financial debts to EBITDA ratio (earnings before taxes, interest expense, depreciation, amortization and non-operating expenses) debt service coverage ratio and debt to total assets ratio, calculated based on the separate financial statements of the Group companies. As at 31 December 2024 and 2023, the Group complied with these covenants.

As at 2024 and 2023, the Group companies were in compliance with the covenant requiring to execute certain volume of cash transactions through the bank accounts.

8 Contract liabilities

	As at 31 December 2024	As at 31 December 2023
Non-current contract liabilities	193	193
	<u>193</u>	<u>193</u>

Contract liabilities comprise security deposits received from tenants under signed rent agreements, which are classified as non-current and current liabilities. If the remaining term of the rent agreement is less than one year, such liabilities are classified as current; if longer, they are classified as non-current.

Comparative data was restated to conform to presentation of the current period and to ensure the comparability between current and comparative year data.

9 Other non-current liabilities

A success fee is paid to CAPITALICA ASSET MANAGEMENT, the management company, if the annual return of the Company's investments exceeds 7%. In such case, 15% of the amount by which the minimum Company's investment return exceeds the minimum threshold is paid as a fee. The success fee is paid after the life of the Company comes to the end or 50% of accrued success fee can be paid in advance. There was no success fee paid in 2024 and 2023.

	As at 31 December 2024	As at 31 December 2023
Non-current payables for acquisition of investment property	1,533	1,000
Accrued success fee	119	85
	<u>1,652</u>	<u>1,085</u>

The Group company SIA VERDE DEVELOPMENT acquired a land plot in Riga on 6 August 2024. The acquisition of the land plot is subject to payment deferrals, with last payment due after 4 years from the land title registration date. As at 31 December 2024, the fair value of the investment property acquired estimated using discount rate of 2.47% would be EUR 1,404 thousand.

The Group company SIA VERDE DEVELOPMENT acquired a land plot in Riga on 20 December 2023. The acquisition of the land plot is subject to payment deferrals, with last payment due after 42 months from the land title registration date. As at 31 December 2023, the fair value of the investment property acquired estimated using discount rate of 8% would be EUR 890 thousand. As at 31 December 2024, the land plot was fully paid.

10 Issued bonds

On 16 March 2023, a bond distribution agreement was concluded between the Company and Šiaulių Bankas AB, on the basis of which 2,000 units of bonds were issued, the nominal value of each was EUR 1,000. These 1-year bonds earn 10% annual interest. The Company has already redeemed early 1,263 units of bonds and paid EUR 136 thousand of accrued interest. In 2024, the Company redeemed the remaining bonds and paid accrued interest.

	As at 31 December 2024	As at 31 December 2023
Short-term bonds:		
Bonds	-	737
Accrued interest payable	-	19
	<u>-</u>	<u>756</u>

During 2024 and 2023, the Company did not grant loans to third parties, did not provide guarantee or warranty for the fulfilment of the obligations of third parties, nor did it provide assurance for the fulfilment of the obligations of third parties by pledging or mortgaging the Company's assets, except for securing the fulfilment of obligations of legal entities controlled by the Company.

11 Trade payables

Conditions for trade payables are the following: for current trade payables, interest is not applicable and they are usually settled within a period of 30 days. Non-current loans to suppliers, paid following an agreed schedule, are accounted as non-current payables.

12 Sales revenue

	2024	From 13 February 2023 to 31 December 2023
Lease income	642	475
Income from resale of utility services	246	164
Income from parking services	28	21
	<u>916</u>	<u>660</u>

13 Cost of sales

	2024	From 13 February 2023 to 31 December 2023
Utilities	137	110
Tax expenses	46	46
Assets operating expenses	40	52
Stationery, office equipment and other administrative expenses	22	16
	<u>245</u>	<u>224</u>

14 Operating expenses

	2024	From 13 February 2023 to 31 December 2023
Management fee	80	23
Services from other companies	40	19
Audit services	37	22
Success fee	34	85
Accounting and HR services	31	12
Land tax expenses	20	-
Wages and social security	12	1
Consultation services	10	42
Services of financial institutions	10	8
	<u>274</u>	<u>212</u>

15 Income tax

	2024	2023
Income tax expenses comprised as follows:		
Current income tax expenses	13	-
Deferred income tax expenses	131	235
Income tax expenses charged to statement of comprehensive income	<u>144</u>	<u>235</u>

15 Income tax (continued)

	<u>As at 31 December 2024</u>	<u>As at 31 December 2023</u>
Deferred tax assets		
Tax losses	-	-
Lease liabilities	3	3
Deferred income tax asset before valuation allowance	-	-
Less: valuation allowance	-	-
Deferred tax asset, net	<u>3</u>	<u>3</u>
Deferred tax liability		
Differences in financial and tax value of investment property	(737)	(606)
Right-of-use assets	(3)	(3)
Deferred tax liability	<u>(740)</u>	<u>(609)</u>
Deferred income tax, net	<u>(737)</u>	<u>(606)</u>

Deferred income tax assets and liability, related to the entities of the Group operating in Lithuania, were accounted at a 16% rate as at 31 December 2024 (at a 15% rate as at 31 December 2023).

The income tax amount from continued operations can be reconciled to income tax expenses, calculated by applying the statutory income tax rate to the Group's profit before income tax as follows:

	<u>2024</u>	<u>2023</u>
Income tax expenses computed at rate of 15%	184	374
Permanent differences	(5)	(166)
Change due to change in an income tax rate (Note 2.11)	(46)	-
Effect of lower tax rates in other countries (Latvia) (Note 2.11)	11	27
Income tax expenses charged to statement of comprehensive income	<u>144</u>	<u>235</u>

16 Off-balance sheet liabilities and contingencies

Operating lease liabilities – Group as a lessor

The Group has leased premises (investment property) under non-cancellable operating lease agreements. As at 31 December 2024, the remaining lease period under effective agreements was 4 years (as at 31 December 2023, 5 years). Receivable lease fees are either variable depending on the lease term or are revised annually depending on the consumer price index change.

Future minimal lease payments receivable according to the signed lease contracts are as follows:

	<u>2024</u>	<u>2023</u>
Within one year	677	633
From one to five years	1,579	1,581
After five years	-	-
	<u>2,256</u>	<u>2,214</u>

17 Financial assets and liabilities and risk management

The Group faces various financial risks when performing its activity. Risk management is conducted by the Board. The main financial risk management procedures applied in the Group's activity were as follows:

Interest rate risk

The Group's loans consist of loans received with a variable interest rate, which is linked to EURIBOR and creates interest rate risk (Note 7). The Group did not have any financial instruments with the purpose to manage interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates, with all other variables held constant, of the Group's profit before tax. Except for the current year's profit, there is no impact on the equity of the Group.

	<u>Increase/decrease in basis points</u>	<u>Impact on profit before tax</u>
2024		
EUR	+50	(23)
EUR	-10	5
2023		
EUR	+50	(24)
EUR	-10	5

Foreign exchange risk

The Group's operations and transactions are denominated in euros, therefore the Group is not exposed to foreign exchange risk.

Liquidity risk

The Group's policy is to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed credit facilities to meet its obligations at a given date in accordance with its strategic plans. The Group's liquidity (current assets / current liabilities) and quick ratios ((current assets – inventory) / current liabilities) as at 31 December 2024 were 0.42 and 0.42 (0.30 and 0.30 as at 31 December 2023, respectively) (Note 2.17).

The table below summarizes the maturity profile of the Group's financial liabilities as at 31 December 2024 and 2023 based on contractual undiscounted payments:

	<u>On demand</u>	<u>Less than 3 months</u>	<u>From 3 to 12 months</u>	<u>From one to five years</u>	<u>More than 5 years</u>	<u>Total</u>
Lease liabilities	-	-	2	10	112	124
Interest bearing loans	-	64	310	4,956	-	5,330
Short-term bonds	-	-	-	-	-	-
Trade payables	-	102	256	1,789	-	2,147
Other current payables	-	16	1	-	-	17
Balance as at 31 December 2024	-	182	569	6,755	112	7,618

17 Financial assets and liabilities and risk management (continued)

	On demand	Less than 3 months	From 3 to 12 months	From one to five years	More than 5 years	Total
Lease liabilities	-	-	2	8	116	126
Interest bearing loans	-	126	413	5,532	-	6,071
Short-term bonds	-	774	-	-	-	774
Trade payables	-	53	200	1,240	-	1,493
Other current payables	-	36	-	-	-	36
Balance as at 31 December 2023	-	989	615	6,780	116	8,500

It is not expected that the cash flows presented in the term analysis can appear early or that their amounts can differ significantly.

Changes in financial liabilities:

	As at 1 January 2024	Effect of acquisition of Savanorių 18 UAB	Received	Interest charged	Payments	As at 31 December 2024
Loans	4,894	-	-	287	(524)	4,657
Issued bonds	756	-	-	19	(775)	-
Leases	19	-	-	1	(1)	19
Total	5,669	-	-	307	(1,300)	4,676

	As at 13 February 2023	Effect of acquisition of Savanorių 18 UAB	Received	Interest charged	Payments	As at 31 December 2023
Loans	-	5,000	-	203	(309)	4,894
Issued bonds	-	-	2,000	142	(1,386)	756
Leases	-	-	19	-	-	19
Total	-	5,000	2,019	345	(1,695)	5,669

Fair value of financial assets and liabilities

The Group's principal financial instruments not carried at fair value are trade and other receivables, trade and other payables, non-current and current borrowings.

The following methods and assumptions are used to estimate the fair value of each class of financial assets and liabilities:

- The carrying amount of current trade and other accounts receivable, current accounts payable and current borrowings (granted/received at arm's length transactions) approximates fair value (estimated based on Level 3 of fair value hierarchy);
- The fair value of non-current debt is based on the quoted market price for the same or similar issues or on the current rates available for debt with the same maturity profile. The carrying amount of non-current borrowings as at 31 December 2024 and 2023 approximates their fair value, because they are already measured at a floating rate in line with market conditions.

18 Capital management

“Capital” in the meaning of IAS 1 comprises the equity presented in the financial statements.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of its activities. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes of capital management during the years ended 31 December 2024 and 2023.

The Company is obliged to keep its equity at not less than 50% of its share capital, as imposed by the Law on Companies of the Republic of Lithuania. As at 31 December 2024 and 2023, all the Group companies operating in Lithuania complied with the aforementioned requirement for equity.

The Group monitors capital using debt to equity ratio. The capital consists of ordinary shares, reserves, and retained earnings. The management of the Group has not set a specific target for debt to equity ratio, below presented actual figures are assessed by the management as rather good performance indicators:

	As at 31 December 2024	As at 31 December 2023
Non-current liabilities	7,102	6,553
Current liabilities	811	1,529
Total liabilities	7,913	8,082
Equity	6,568	3,764
Liabilities to equity ratio	1.20	2.15

19 Related party transactions

The parties are considered related when one party has the possibility to control the other or have significant influence over the other party in making financial and operating decisions. The related parties of the Group are as follows:

- CAPITALICA ASSET MANAGEMENT UAB (Management Company);
- Other SBA Group companies.

Transactions with related parties during 2024 and 2023, and balances as at 31 December 2024 and 2023:

2024	Purchases	Sales	Receivables	Payables
CAPITALICA ASSET MANAGEMENT UAB	116	-	-	176
Other SBA Grupė companies	29	14	-	5
	145	14	-	181
2023	Purchases	Sales	Receivables	Payables
CAPITALICA ASSET MANAGEMENT UAB	154	-	-	124
Other SBA Grupė companies	13	-	-	2
	167	-	-	126

There were no guarantees or pledges given or received in respect of the related party payables and receivables. Related party receivables and payables are expected to be settled in cash or set-off against payables / receivables to / from a respective related party.

19 Related party transactions (continued)

Remuneration to management and other benefits

The Group's management is considered to be directors of all subsidiaries.

In 2024, the Group's management remuneration amounted to EUR 12 thousand (2023: EUR 420).

In 2024 and 2023, the management of the Group did not receive any loans, guarantees, no other significant payments made or accrued, no property transfers were made.

20 Correction of error

In 2024, it was observed that, in the Group's statement of cash flows, the shareholders' contributions for 2023 were reported under cash flows from investing activities, rather than from financing activities.

The error was corrected by identifying every affected line item of the financial statement for the previous period as specified below:

Effect on the statement of cash flows	2023	Correction of error	2023 (restated)
Investing activities			
(Acquisition) of non-current assets	(201)	-	(201)
(Acquisition) of subsidiary, less cash balance acquired	(3,137)	-	(3,137)
Shareholders' contributions	3,178	(3,178)	-
Net cash flows used in investing activities	(160)	(3,178)	(3,338)
Financing activities			
Shareholders' contributions	-	3,178	3,178
Loans (repaid)	(133)	-	(133)
Bonds placed	2,000	-	2,000
(Redeemed) bonds	(1,263)	-	(1,263)
Interest (paid)	(299)	-	(299)
Net cash flows from/used in financing activities	305	3,178	3,483

21 Subsequent events

On 20 February 2025, the investment company increased the issued capital by EUR 2,468,682 through additional shareholders' contributions of EUR 3,350,001.

In Q1 2025, SIA VERDE DEVELOPMENT paid the entire amount of EUR 2,281,670 for the acquisition of the land plot.

There were no other significant subsequent events after the financial year-end in the Group.

MANAGEMENT REPORT FOR 2024 of Closed-End Investment Undertaking Intended For Informed Investors
CAPITALICA EUROPEAN OFFICE FUND UAB

GENERAL INFORMATION

Closed-end investment undertaking intended for informed investors CAPITALICA EUROPEAN OFFICE FUND UAB (hereinafter – the Company) was incorporated on 13 February 2023. The Company's issued capital as at 31 December 2024 amounted to EUR 4,945,316, split into 4,945,316 units of ordinary registered shares with nominal value of EUR 1 each. 20.22% of the shares in the Company were held by TABA Invest UAB, and 13.22% by Mr. Rytis Arbačiauskas. The remaining shares are controlled by minority shareholders, each holding less than 10% of all shares.

The main activity of the Company – collective investment of informed investor assets in the real estate market in order to spread risks and earn profit for the Company's shareholders. On 18 July 2023, the Bank of Lithuania issued a licence to the Company to operate as an investment company. Before the issue of the licence, the Company operated as a private limited liability company.

The Company is managed by CAPITALICA ASSET MANAGEMENT UAB (hereinafter the "Management Company"), which on 17 September 2016 was awarded a permit to act as a management company of collective investment subjects for informed investors, issued by the Bank of Lithuania.

In carrying out the Company's investment activities, the Management Company takes into account environmental actions, including climate change. To this end, the Management Company has approved and regularly updates its Sustainability Risk Assessment Policy, implementing it through the relevant reporting and communication to investors and the supervisory authority. In its activities, the Management Company also adheres to the highest standard of ethical conduct, and, in carrying out investment activities, it takes into account the implementation of topics related to personnel, human rights, and anti-corruption and anti-bribery. To this end, the Management Company is subject to the policies developed by the main shareholder (SBA Grupė UAB), which have to be observed by all employees of the Management Company. The Management Company has an internal code of values in place that is regularly communicated by the management. The Management Company has also approved the Policy for Avoiding Conflicts of Interest, which it implements in the course of its activities.

As at 31 December 2024, the Company had control over the following subsidiaries: Savanorių 18 UAB and SIA VERDE DEVELOPMENT.

The Group's management conducts a regular oversight of the activities of the companies under its control to ensure the accuracy of the Group's consolidated financial statements and to reduce the related risks. For more information about the principles for preparing consolidated financial statements, see Note 2.3 to the consolidated financial statements.

Review of activities in 2024

The Group's consolidated sales in 2024 amounted to EUR 916 thousand, consolidated gross profit was EUR 671 thousand. Having assessed the operating expenses and loss from investment activities, consolidated profit before tax amounted to EUR 592 thousand. In 2024, the Group earned EUR 448 thousand of net profit. As at 31 December 2024, the Group's consolidated assets amounted to EUR 14,481 thousand. In 2024, the Group company Savanorių 18 UAB had 1 employee (Director), other Group companies did not have employees.

Description of main risks

In its activities, the Group is exposed to various risks. The Management company's Board is responsible for managing the Group's risks and assessing the adverse effect on its objectives and performance. The identification and management of specific risks is assigned to the relevant functions within the Group. Given the external and internal environment, the risk level is assessed when adopting both strategic and operational decisions. Risk management forms an integral part of the Group's operational processes, therefore potential risks are under permanent monitoring and evaluation.

Financial risk management is carried out by the Board. For more information on financial risk management see the Group's Notes to the Financial Statements, Note 17.

Environmental risk. The environmental risk is relatively low: office-based operations without using hazardous substances and with minimum waste generation. However, the Fund is committed to reduce environmental impact by saving energy, choosing environmental goods and promoting public transport at work. The data centres managed by the Fund designed to ensure high energy efficiency standards, the Fund continuously invests in technologies for reducing energy consumption and heat release. To reduce pollution, we are constantly renewing our vehicle fleet with greener cars. The Group is nearly paper-free in almost every area, and has switched to digital process and document management. The Group's declared values highlight the environmental aspect, and its social campaigns are related to environmental issues, e.g. tree planting, dune cleaning.

Corruption risk. The Group complies with international legal norms governing human rights and labour relations, and the highest anti-corruption and environmental standards. SBA Group and its companies are guided by the SBA Group Code of Corporate Culture, which establishes standards and norms for transparent work, business ethics and anti-corruption behaviour

for all employees (avoidance of conflict of interests, neutrality in political processes, and prohibition of gifts or services if they are intended to unfairly confer an advantage or a bias on the decisions made). Across all countries where the SBA Group companies operate, we base our business on statutory and regulatory requirements, including but not limited to anti-corruption legislation. Acting in the business interests of the companies part of the SBA Group, we shall not offer bribes or make any other unlawful payments to the representatives of public authorities, including facilitation payments (low value informal payments). Both internal and external reporting channels (pasitikejimolinija@sba.lt) are also in place and available to employees and/or business partners of SBA Group companies to report potentially corrupt practices.

The Company and the Group companies did not hold any shares of the Company in 2024. The Company and the Group did not hold its own shares as at 31 December 2024.

Significant events after the end of the financial year.

There were no significant events after the financial year-end, except for the ones disclosed in Note 21 to the financial statements.

The Group did not perform any research and development activities.

Plans and forecasts of operations of the Group.

In 2025, the Group will continue to develop the controlled businesses, pursuing sustainable and profitable growth. The Company will continue its activity and pursue increase in long-term return for the investors. The increase of the Company's issued capital and investments in acquisition of new objects and construction of the business centre in Ryga will be pursued throughout 2025.

Other managing positions of the Company's manager and members of the Board

Mr. Andrius Barštys, a chair of the Board and a director of the Management Company (holds the position of the director since 1 May 2025), also serves as a chair of the Board at SIA Hanza 14, company code 40203157541, address Miera iela 93-27, Ryga, and a chair of the Investment Committee at Koinvesticinis Fondas KŪB, company code 304537659, address Konstitucijos ave. 7, Vilnius. He also holds managerial positions in the following companies: Fox Holdings UAB, company code 303016870, address Šiaulių st. 97, Bajorų village. Vilnius city municipality, PC Luizé UAB, company code 302761548, address Šiaurės ave. 15-1, Klaipėda, Žaliaklanio parkas UAB, company code 304287223, address K. Donelaičio st. 62-1, Kaunas, Verslo Centras 135 UAB, company code 301733282, address: Žalgirio st. 135, Vilnius, Hanza 14, company code 305966736, address Jogailos st. 9, Vilnius, and at Savanorių 18 UAB, company code 304118472, address Upės st. 21-1, Vilnius. He also a member of the Board at SIA VERDE DEVELOPMENT, company code 40203395348, address 25C Rigas iela, Valmiera.

Until 30 April 2025, Mr. Mindaugas Liaudanskas held the position of a director of the Management Company. He also was a chair of the Board at SIA VERDE DEVELOPMENT, company code 40203395348, address 25C Rigas iela, Valmiera. He also served as a member of the Board of TanaHub OU, company code 16402226, address Harju maakond, Tallinn, Põhja-Tallinna linnaosa, Põhja pst 25 and S911 OU, company code 16219640, address Harju maakond, Tallinn, Põhja-Tallinna linnaosa, Põhja pst 25, Marupe Hub SIA, company code 40203396790, address Audeju iela 15-4, Riga and Dreilini HUB SIA, company code 40203461770, address Audeju iela 15-4, Riga.

The member of the Board Jolanta Grašienė is also the member of the Boards of SBA Urban UAB, company code 302675889, address Upės g. 21-1, Vilnius, UAB SBA Modular, company code 305283904, address Upės st. 23, Vilnius, SBA Grupē UAB, company code 132206739, address Upės st. 21-1, Vilnius, SBA Home UAB, company code 242131620, address Joniškės st. 21, Klaipėda. The main position of Jolanta Grašienė is the vice president of SBA Grupē UAB, company code 132206739, address Upės st. 21-1, Vilnius.

The member of the Board Adam Saulius Vaina is also the member of the Board of SBA Grupē UAB, company code 132206739, address Upės st. 21-1, Vilnius, GAUMINA UAB, company code 224497630, address Gedimino ave. 27 Vilnius, Mobilios Aplikacijos UAB, company code 303105746, address Gedimino ave. 27, Vilnius, Mediapark Grupē UAB, company code 304050320, address Gedimino ave. 27, Vilnius, ME Investicija UAB, company code 302489393, address Račių st. 1, Vilnius, OU Civitta International, company code 12241708, address Ria tn 24a, Tartu. Adam Saulius Vaina is also a partner of CIVITTA UAB, company code 302477747, address Gedimino ave. 27, Vilnius, he is also the head of VŠĮ Civitta foundation, company code 303363287, address Gedimino ave. 27, Vilnius, Kavija UAB, company code 303091773, address Gedimino ave. 27, Vilnius, Mediapark Grupē UAB, company code 304050320, address Gedimino ave. 27, Vilnius, Entra holdings UAB, company code 302790286, address Gedimino ave. 27, Vilnius.

The member of the Board Nerijus Aukščiūnas is also a director at SBA Properties UAB, company code 306990245, address Upės g. 21-1, Vilnius; as well as the member of the Supervisory Council at Kauno Baldai AB, company code 133513698, address Drobės st. 68, Kaunas.