



Explanatory Statement of Mettmann PCL Group activities for the period ended 30 June 2025.

Principal activities and nature of operations of the Group

The principal activities of the Group, which are unchanged from last year, are that of interest earning activities, holding of land, equity investments, purchase, sale, lease, development and construction of real estates.

Review of current position, future developments and performance of the Group's business

The Group's development to date, financial results and position as presented in the unaudited Group consolidated financial statements are in line with the Board of Directors' expectations. The Group results are presented in the unaudited Group consolidated statement of profit or loss and other comprehensive income in the unaudited Group consolidated financial statements for the period ended 30 June 2025, where the Group:

- a) The Group generated gross income amounted to €783,351 from its principal activity for the period ended 30 June 2025 (30 June 2024: €379,561).
- b) The Group's administration expenses incurred for the period ended 30 June 2025 amounted to €783,021 (30 June 2024: €440,756).
- c) The Group's share of post-tax losses of its associates for the period ended 30 June 2025 amounted to €729,537 (30 June 2024: profit of €496,770).
- d) The Group total assets as at 30 June 2025 amounted to €90,169,391 (31 December 2024: €88,052,832).

During the period ended 30 June 2025 the following main Group activities took place and have been presented in the unaudited Group consolidated financial statements for the period ended 30 June 2025:

- 1) The Parent Company recorded dividend income of €325,000 from its associate company, Prestige Expo, S.L. The dividend was non-cash settled by the provision of an interest-bearing loan to the associate, Prestige Expo, S.L., on behalf of the parent company.
- 2) The Parent Company obtained financing from a third party of €2,000,000.
- 3) The Parent Company made repayment of coupon interest on the Corporate Bonds amounting to total of €996,781 relating to the period from 30 November 2024 to 30 May 2025.

During the period after the reporting date, the Group continued its normal business activities.

Changes in the Group structure

As regarding the changes to the group structure as at 30 June 2025, the following has occurred:

- a) On 20 June 2025, the Group increased its shareholding in the direct associate, Joya Verde, S.L., up to 40%.

Existence of branches

The Group does not maintain any branches.

Results and Dividends

The Board of Directors of the Parent Company, following consideration of the availability of profits for distribution as well as the liquidity position of the Parent Company as of the sign-off date of these unaudited Group consolidated financial statements, does not recommend the payment of a dividend.



Share capital

There were no changes in the share capital of the Parent Company during the year under review.

Corporate Governance Code

The Board of Directors, as at the date of this Explanatory Statement, has decided to partially adopt the Corporate Governance Code. The main reason for the partial adoption is that the cost of full implementation as per the provisions of the Corporate Governance Code would be disproportionate to the identified benefits from its implementation. The Board of Directors ensures adequate and robust internal control and risk management procedures for the preparation of the periodic information required for listed companies.

Board of Directors

The members of the Parent Company's Board of Directors as at 30 June 2025 and at the date of this report are presented on page 3 of the unaudited Group consolidated financial statements. The changes to the members of the Board of Directors are reflected on page 3 of the unaudited Group consolidated financial statements.

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

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

Percentages of Major Shareholders including Directors' interests

The table below indicates the percentages of the Shareholders of the Company's issued share capital as at 30 June 2025:

Shareholders	30 June 2025	
	Number of ordinary shares	% held
Zvonko Mickovic	82 500	82.5%
Adriatic Bank AD	10 533	10.53%
Aleksandr Mizgunov	2 597	2.6%
Other shareholders	4 370	4.37%
Total	100 000	100%

There are no other major shareholders holding more than 5% of the Parent Company's issued share capital.

Aleksandr Mizgunov, FCCA
Mettmann Public Company Limited,
Director,
Limassol, 23 September 2025

Natalia Nazarova
Mettmann Public Company Limited,
Director,
Limassol, 23 September 2025