



COAL ENERGY S.A.

Société anonyme

ANNUAL ACCOUNTS

(with the report of the Réviseur d'Entreprises Agréé thereon)

For the year beginning 1 July 2024 and ending 30 June 2025

33 rue du Puits Romain
L-8070 Bertrange, Luxembourg
Luxembourg: B 154144

COAL ENERGY S.A.

Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025

(all amounts in USD, unless otherwise stated)

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COAL ENERGY S.A.

Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025

(all amounts in USD, unless otherwise stated)

BALANCE SHEET

Financial year from 01/07/2024 to 30/06/2025

	Reference	Current year	Previous year
ASSETS			
A. Subscribed capital unpaid		-	-
I. Subscribed capital not called		-	-
II. Subscribed capital called but not paid		-	-
B. Formation expenses		-	-
C. Fixed assets		293 859,09	-
I. Intangible assets		-	-
1. Costs of development		-	-
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were		-	-
a) acquired for valuable consideration and need not be shown under C.I.3		-	-
b) created by the undertaking itself		-	-
3. Goodwill, to the extent that it was acquired for valuable consideration		-	-
4. Payments on account and intangible assets under development		-	-
II. Tangible assets		-	-
1. Land and buildings		-	-
2. Plant and machinery		-	-
3. Other fixtures and fittings, tools and equipment		-	-
4. Payments on account and tangible assets in the course of construction		-	-
III. Financial assets	3	293 859,09	-
1. Shares in affiliated undertakings		293 859,09	-
2. Loans to affiliated undertakings		-	-
3. Participating interests		-	-
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests		-	-
5. Investments held as fixed assets		-	-
6. Other loans		-	-
D. Current assets		235 965,29	368 226,02
I. Stocks		-	-
1. Raw materials and consumables		-	-
2. Work in progress		-	-
3. Finished goods and goods for resale		-	-
4. Payments on account		-	-
II. Debtors	4	223 734,86	361 020,79
1. Trade debtors		-	-
a) becoming due and payable within one year		-	-
b) becoming due and payable after more than one year		-	-
2. Amounts owed by affiliated undertakings		146 554,58	360 620,25
a) becoming due and payable within one year		146 554,58	360 620,25
b) becoming due and payable after more than one year		-	-
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests		-	-
a) becoming due and payable within one year		-	-
b) becoming due and payable after more than one year		-	-
4. Other debtors		77 180,28	400,54
a) becoming due and payable within one year		77 180,28	400,54
b) becoming due and payable after more than one year		-	-

The accompanying notes form an integral part of these annual accounts.

COAL ENERGY S.A.

Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025

(all amounts in USD, unless otherwise stated)

	Reference	Current year	Previous year
III. Investments		-	-
1. Shares in affiliated undertakings		-	-
2. Own shares		-	-
3. Other investments		-	-
IV. Cash at bank and in hand		3 743,37	7 205,23
E. Prepayments		8 487,06	-
TOTAL ASSETS		529 824,38	368 226,02

The accompanying notes form an integral part of these annual accounts.

COAL ENERGY S.A.**Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025****(all amounts in USD, unless otherwise stated)**

	Reference	Current year	Previous year
CAPITAL, RESERVES AND LIABILITIES			
A. Capital and reserves		(2 140 815,81)	(1 878 267,88)
I. Subscribed capital	5	450 111,20	450 111,20
II. Share premium account	5	80 540 783,11	80 540 783,11
III. Revaluation reserve		-	-
IV. Reserves		-	-
1. Legal reserve		-	-
2. Reserve for own shares		-	-
3. Reserves provided for by the articles of association		-	-
4. Other reserves, including the fair value reserve		-	-
a) other available reserves		-	-
b) other non available reserves		-	-
V. Profit or loss brought forward	5	(82 869 162,19)	(16 122 331,11)
VI. Profit or loss for the financial year	5	(262 547,93)	(66 746 831,08)
VII. Interim dividends		-	-
VIII. Capital investment subsidies		-	-
B. Provisions		-	-
1. Provisions for pensions and similar obligations		-	-
2. Provisions for taxation		-	-
3. Other provisions		-	-
C. Creditors		2 670 640,19	2 246 493,90
1. Debenture loans		-	-
a) Convertible loans		-	-
i) becoming due and payable within one year		-	-
ii) becoming due and payable after more than one year		-	-
b) Non-convertible loans		-	-
i) becoming due and payable within one year		-	-
ii) becoming due and payable after more than one year		-	-
2. Amounts owed to credit institutions	6	1 144 379,57	500 000,00
a) becoming due and payable within one year		1 144 379,57	500 000,00
b) becoming due and payable after more than one year		-	-
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks		-	-
a) becoming due and payable within one year		-	-
b) becoming due and payable after more than one year		-	-
4. Trade creditors	6	113 845,50	147 506,46
a) becoming due and payable within one year		113 845,50	147 506,46
b) becoming due and payable after more than one year		-	-
5. Bills of exchange payable		-	-
a) becoming due and payable within one year		-	-
b) becoming due and payable after more than one year		-	-
6. Amounts owed to affiliated undertakings	6	129 287,42	1 381 799,43
a) becoming due and payable within one year		129 287,42	1 381 799,43
b) becoming due and payable after more than one year		-	-

The accompanying notes form an integral part of these annual accounts.

COAL ENERGY S.A.**Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025****(all amounts in USD, unless otherwise stated)**

	Reference	Current year	Previous year
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests		-	-
a) becoming due and payable within one year		-	-
b) becoming due and payable after more than one year		-	-
8. Other creditors	6	1 283 127,70	217 188,01
a) Tax authorities		7 907,63	-
b) Social security authorities		-	-
c) Other creditors		1 275 220,07	217 188,01
i) becoming due and payable within one year		1 275 220,07	217 188,01
ii) becoming due and payable after more than one year		-	-
D. Deferred income		-	-
TOTAL CAPITAL, RESERVES AND LIABILITIES		529 824,38	368 226,02

signed
Viktor Vyshnevetsky, Director A

signed
Arthur David Johnson, Director A

signed
Oleksandr Reznik, Director A

signed
Diyar Yakubov, Director B

COAL ENERGY S.A.

Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025

(all amounts in USD, unless otherwise stated)

The accompanying notes form an integral part of these annual accounts.

COAL ENERGY S.A.

Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025
(all amounts in USD, unless otherwise stated)

PROFIT AND LOSS ACCOUNT

Financial year from 01/07/2024 to 30/06/2025

	Reference	Current year	Previous year
1. Net turnover		-	-
2. Variation in stocks of finished goods and in work in progress		-	-
3. Work performed by the undertakings for its own purposes and capitalised		-	-
4. Other operating income	7	-	5 918 055,90
5. Raw materials and consumables and other external expenses	8	(302 209,55)	(129 627,26)
a) Raw materials and consumables		-	-
b) Other external expenses		(302 209,55)	(129 627,26)
6. Staff costs	9	(4 000,00)	(2 583,33)
a) Wages and salaries		-	-
b) Social security costs		-	-
i) relating to pensions		-	-
ii) other social security costs		-	-
c) Other staff costs		(4 000,00)	(2 583,33)
7. Value adjustments		-	-
a) in respect of formation expenses and of tangible and intangible fixed assets		-	-
b) in respect of current assets		-	-
8. Other operating expenses		-	-
9. Income from participating interests		-	-
a) derived from affiliated undertakings		-	-
b) other income from participating interests		-	-
10. Income from other investments and loans forming part of the fixed assets		-	-
a) derived from affiliated undertakings		-	-
b) other income from participating interests		-	-
11. Other interest receivable and similar income	10	146 668,76	131 838,50
a) derived from affiliated undertakings		146 554,58	131 838,50
b) other interest and similar income		114,18	-
12. Share of profit or loss of undertakings accounted for under the equity method		-	-
13. Value adjustments in respect of financial assets and of investments held as current assets	3	-	(72 006 905,28)
14. Interest payable and similar expenses	11	(86 233,51)	(636 596,43)
a) concerning affiliated undertakings		(20 050,49)	-
b) other interest and similar expenses		(66 183,02)	(636 596,43)
15. Tax on profit or loss		-	-
16. Profit or loss after taxation		(245 774,30)	(66 725 817,90)

The accompanying notes form an integral part of these annual accounts.

COAL ENERGY S.A.

Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025

(all amounts in USD, unless otherwise stated)

	<u>Reference</u>	<u>Current year</u>	<u>Previous year</u>
17. Other taxes not shown under items 1 to 16		<u>(16 773,63)</u>	<u>(21 013,18)</u>
18. Profit or loss for the financial year		<u>(262 547,93)</u>	<u>(66 746 831,08)</u>

signed
Viktor Vyshnevetsky, Director A

signed
Oleksandr Reznik, Director A

signed
Arthur David Johnson, Director A

signed
Diyar Yakubov, Director B

The accompanying notes form an integral part of these annual accounts.

NOTES TO THE ANNUAL ACCOUNTS

1 GENERAL INFORMATION

Coal Energy S.A. (hereafter the “Company”) was incorporated on 17 June 2010 and organised under the laws of Luxembourg as a Société anonyme for an unlimited period.

The registered office of the Company is established in Luxembourg, 33 rue du Puits Romain L-8070 Bertrange Luxembourg and the Company number with the Registre de Commerce is B 154144. The financial year of the Company starts on 1 July and ends on 30 June of each year.

The purpose of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies and any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, control and development of its portfolio.

The Company may further guarantee, grant loans or otherwise assist the companies in which it holds a direct or indirect interest or which form part of the same group of companies as the Company.

The Company may, for its own account as well as for the account of third parties, carry out any commercial, industrial or financial activities which may be useful or necessary to the accomplishment of its purposes or which are related directly or indirectly to its purpose.

The Company also prepares consolidated financial statements, including the Company as the parent company and its subsidiaries (hereafter the «Group»), which are subject to publication in Luxembourg and are available upon request at the Company’s registered office.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

Basis of preparation

The annual accounts of the Company are prepared in accordance with Luxembourg legal and regulatory requirements.

Accounting policies and valuation rules follow the historical cost convention and are, besides the ones laid down by the law, determined and applied by the Board of Directors.

Financial fixed assets

Shares in affiliated undertakings and participating interests are valued at purchase price including the expenses incidental thereto.

Loans to affiliated undertakings, participating interests and other loans are valued at nominal value including the expenses incidental thereto.

In case of a durable depreciation in value according to the opinion of the Board of Directors, value adjustments are made in respect of fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Prepayments and accrued income

This asset item includes expenditures incurred during the financial period but relating to a subsequent financial period.

Provisions

Provisions are intended to cover losses or debts of which nature is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.

Provisions may also be created in order to cover charges which have their origin in the financial period under review or in a previous financial period, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Accruals and deferred income

This liability item includes income received during the financial period but relating to a subsequent financial period.

Value adjustments

Value adjustments are deducted directly from the related asset.

Foreign currency translation

The Company maintains its accounts in US Dollar ("USD"). Transactions expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction.

Formation expenses and fixed assets expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates.

Cash at bank and all items subject to fair value valuation are translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the period. Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealised exchange losses are recorded in the profit and loss account. The realised exchange gains are recorded in the profit and loss account at the moment of their realisation. Consequently, only realised exchange gains and losses and unrealised exchange losses are reflected in the profit and loss account.

Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and only the net unrealised loss is recorded in the profit and loss account.

Going concern

These annual accounts are prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. The Company depends however on the ongoing financial support of its shareholders and other related parties.

On 9 June 2025, the Company disposed of its entire interest in Nertera Investments Limited (100%) for a total consideration of EUR 100. As part of the transaction, the acquirer assumed all liabilities associated with Nertera Investments Limited.

During the year ended 30 June 2025, the Company recorded USD 262 547,93 of net loss (year ended 30 June 2024: USD 66 746 831,08 of net loss).

The above-mentioned factors may cast significant doubts on the Company's ability to continue as a going concern.

The Company has started in 2024 new activities in Poland and achieved sufficient financial results on its Polish subsidiary, providing services to the polish coal companies, which is becoming the main source of the Company's financing – further income and respective cash inflows will cover operation needs of the Company.

The Group entered into a conditional agreement concerning the issuance and subscription of convertible bonds into new shares of the Company that will satisfy the Company's need in working capital and development plans. For details of the agreement and its current stage, please refer to Note 17.

COAL ENERGY S.A.

Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025
(all amounts in USD, unless otherwise stated)

3 FINANCIAL FIXED ASSETS

	Year ended 30 June 2025	Year ended 30 June 2024
Gross book value – opening balance	72 006 905,28	72 006 905,28
Additions for the year	293 859,09	-
Disposals for the year	(72 006 905,28)	-
Transfers for the year	-	-
Gross book value – closing balance	293 859,09	72 006 905,28
Accumulated value adjustments – opening balance	(72 006 905,28)	-
Allocation for the year	-	(72 006 905,28)
Reversals for the year	72 006 905,28	-
Transfers for the year	-	-
Accumulated value adjustments – closing balance	-	(72 006 905,28)
Net book value – closing balance	293 859,09	-
Net book value – opening balance	-	72 006 905,28

On 17 July 2024, the Company acquired 100% shares of the Advanced Industrial Technologies Sp. z.o.o. from its indirect subsidiary – Ukrmineral Trading LLC for a total consideration of USD 293 859,09 (originally UAH 12 123 900), which were set-off with receivables accordingly. Advanced Industrial Technologies Sp. z.o.o. was a part of the Coal Energy S.A. Group since the 21 December 2023.

On 9 June 2025, the Company disposed of 100% shares of the Nertera Investments Limited through its sale to independent person for a total consideration of USD 114 (originally EUR 100).

Undertakings in which the Company holds at least 20% of their share capital or in which it is a general partner are as follows:

Undertaking	Registered office	Ownership	Net book value	Last balance sheet date	Net equity at the balance sheet date	Net result for the year ended at the balance sheet date
Advanced Industrial Technologies Sp. z.o.o.	Poland	100%	293 859,09	30 June 2025	584 503,71	(55 326,61)

Functional currency of the Advanced Industrial Technologies Sp. z.o.o. is PLN, since net equity at the balance sheet date as well as net result for the year ended at the balance sheet date were translated into USD using 3,6164 and 3,6369 respectively USD/PLN exchange rate.

The Board of Directors has assessed the value of the investment. Based on this assessment, no value adjustments were recorded.

4 DEBTORS

	30 June 2025	30 June 2024
Amounts owed by affiliated undertakings	146 554,58	360 620,25
Other receivables	77 180,28	400,54
Total	223 734,86	361 020,79

5 CAPITAL AND RESERVES

Capital and reserves	Balance as at 30 June 2024	Allocation of preceding year result	Net result for current year	Balance as at 30 June 2025
Subscribed capital	450 111,20	-	-	450 111,20
Share premium and similar premiums	80 540 783,11	-	-	80 540 783,11
Profit or (loss) brought forward	(16 122 331,11)	(66 746 831,08)	-	(82 869 162,19)
Profit or (loss) for the financial year	(66 746 831,08)	66 746 831,08	(262 547,93)	(262 547,93)
Total	(1 878 267,88)	-	(262 547,93)	(2 140 815,81)

Capital and reserves	Balance as at 1 July 2023	Allocation of preceding year result	Net result for current year	Balance as at 30 June 2024
Subscribed capital	450 111,20	-	-	450 111,20
Share premium and similar premiums	80 540 783,11	-	-	80 540 783,11
Profit or (loss) brought forward	(16 332 398,60)	210 067,49	-	(16 122 331,11)
Profit or (loss) for the financial year	210 067,49	(210 067,49)	(66 746 831,08)	(66 746 831,08)

COAL ENERGY S.A.**Annual Accounts for the year beginning 1 July 2024 and ending 30 June 2025****(all amounts in USD, unless otherwise stated)**

Total	64 868 563,20	-	(66 746 831,08)	(1 878 267,88)
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The subscribed capital amounts to USD 450,111.20 and is divided into 45,011,120 shares with a nominal value of USD 0.01 fully paid up at 30 June 2025.

The Company shares were admitted to trading on Warsaw Stock Exchange on 4 August 2011. The offer price for one share was established at PLN 20.00 and the final number of the offer shares was 11,252,780.00.

Share premium account

As result of IPO has taken place in 2011, the Company recognized USD 80 540 783,11 of share premium as overstatement of the share established price (PLN 20) over its nominal value (USD 0,01). There were no changes in the amount of traded shares till the date of these financial statements.

There were no movements in the share premium account during the years ended 30 June 2025 and 30 June 2024.

Legal reserve

The Company is required to allocate a minimum of 5% of its annual net profit to a legal reserve, after deducting any cumulated losses, until this reserve equals 10% of the nominal value of the subscribed share capital. This reserve may not be distributed in the form of cash dividends, or otherwise, during the life of the Company.

6 CREDITORS

	30 June 2025	30 June 2024
Amounts owed to credit institutions	1 144 379,57	500 000,00
Trade creditors	113 845,50	147 506,46
Amounts owed to affiliated undertakings	129 287,42	1 381 799,43
Other creditors	1 283 127,70	217 188,01
Total	2 670 640,19	2 246 493,90

As of 13 January 2025, the Company signed a facility agreement with LYNX OVERSEAS CONSULTING CY LTD for obtaining EUR 300 000 of loan to cover operational expenses of the Company. As of 21 February 2025, the amount of borrowing has been increased up to EUR 500 000 and lately additionally increased up to EUR 750 000 as of 19 June 2025. The outstanding amount of the principal as of 30 June 2025 is EUR 550 000 (USD 644 325) with interest rate of 1% per annum and is repayable as of 30 June 2026.

Amounts owed to credit institutions also include payables to «Financial Company Altares Finance» LLC, who became a new lender in terms of restructuring of loan from the EBRD, which was acquired with a significant discount resulted reducing of initial debt from USD 56 893 637,38 to USD 500 000, during the year ended 30 June 2021 and are payable on demand. This loan is interest-free and is repayable on demand.

	30 June 2025	30 June 2024
Other creditors		
Tax authorities	7 907,63	-
A.D. Johnson	15 583,33	11 583,33
M. Vishnevetskaya	24 456,15	5 336,80
V. Vishnevetskiy	2 029,85	5 778,35
O. Reznik	97 241,24	194 489,53
Nertera Investments Limited	1 135 909,50	-
Total	1 283 127,70	217 188,01

Payable to Nertera Investments Limited was classified as other creditors due to disposal of Nertera Investments Limited on 9 June 2025. Respective payable as of 30 June 2024 was classified as amounts owed to affiliated undertakings.

7 OTHER OPERATING INCOME

	Year ended 30 June 2025	Year ended 30 June 2024
Write-off of accounts payable	-	5 918 055,90
Total	-	5 918 055,90

COAL ENERGY S.A.

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(all amounts in USD, unless otherwise stated)

8 OTHER EXTERNAL EXPENSES

	Year ended 30 June 2025	Year ended 30 June 2024
Bank charges	(3 424,44)	(2 455,66)
Services obtained	(276 530,14)	(127 171,60)
Other expenses	(22 254,97)	-
Total	(302 209,55)	(129 627,26)

9 STAFF COSTS

	Year ended 30 June 2025	Year ended 30 June 2024
Director's fees	(4 000,00)	(2 583,33)
Total	(4 000,00)	(2 583,33)

10 OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended 30 June 2025	Year ended 30 June 2024
Other financial income	114,18	131 838,50
Dividend income	146 554,58	-
Total	146 668,76	131 838,50

11 INTEREST PAYABLE AND SIMILAR EXPENSES

	Year ended 30 June 2025	Year ended 30 June 2024
Financial charges	-	(636 362,62)
Interests on amounts owed to affiliated undertakings	(20 050,49)	-
Interests on amounts owed to credit institutions	(2 455,34)	-
Foreign currency exchange losses	(63 727,68)	(233,81)
Total	(86 233,51)	(636 596,43)

12 INCOME TAX

The Company is subject to normal taxation under Luxembourg tax regulations.

The tax position until 2018 has been assessed by the Luxembourg tax authorities on the basis of a provisional tax assessment and may still be subject to a review by the authorities within five years following the date of the provisional tax assessment. The issuance of a final tax assessment could result in additional tax payable/ receivable.

13 RELATED PARTY TRANSACTIONS

There were following transactions with the related parties:

	Year ended 30 June 2025	Year ended 30 June 2024
Income from receivable obtained with a discount	-	131 838,50
Dividend income	146 554,58	-
Income from payables write-off	-	5 918 055,90
Director's fees	(4 000,00)	(2 583,33)
Total	142 554,58	6 047 311,07

There were following outstanding balances with the related parties:

	30 June 2025	30 June 2024
Amounts owed by affiliated undertakings	146 554,58	360 620,25
Other debtors	4 062,89	374,32
Amounts owed to affiliated undertakings	(129 287,42)	(1 381 799,43)
Trade creditors	-	(104 154,20)
Other creditors	(139 310,57)	(217 188,01)
Net position	(117 980,52)	(1 342 147,07)

14 EMOLUMENTS GRANTED TO THE MEMBERS OF THE MANAGING AND SUPERVISORY BODIES AND COMMITMENTS IN RESPECT OF RETIREMENT PENSIONS FOR FORMER MEMBERS OF THOSE BODIES

Remuneration granted to the members of the managing and supervisory bodies acting in that capacity and any commitments arising or contracted in respect of retirement pensions for former members of those bodies for the financial year are broken down:

	Year ended 30 June 2025	Year ended 30 June 2024
Managing bodies	4 000,00	2 583,33
Total	4 000,00	2 583,33

15 ADVANCES AND LOANS GRANTED TO THE MEMBERS OF THE MANAGING AND SUPERVISORY BODIES

There are no advances, loans or commitments given on their behalf by way of guarantee of any kind granted to the members of the management and supervisory bodies during the years ended 30 June 2025 and 30 June 2024.

16 OFF-BALANCE SHEET COMMITMENTS

Under the loan agreement with LYNX OVERSEAS CONSULTING CY LTD, the Company pledged 10% of its shares (especially owned by the Parent – Lycaste Holdings Limited in number of 4.501.112 shares) till the full repayment of loan obligations or realisation of pledge right by the lender.

The Board of Directors is not aware of any other off-balance sheet commitments, except for those disclosed above and known to management, that would substantially impact the financial situation of the Company.

17 SUBSEQUENT EVENTS

On 5 September 2025, the Extraordinary General meeting of shareholders decided to renew of an authorized share capital up to 90 000 000 shares (with the nominal value up to USD 900 000, USD 0,01 by share), limited for a five-year period.

On 12 September 2025, the Company entered into a Conditional Agreement with Global Tech Opportunities 31 (the «Investor»), concerning the issuance and subscription of convertible bonds into new shares of the Company and subscription warrants for shares of the Company (the «Agreement»). The Agreement is conditional and depends on the fulfilment of conditions including the undertaking of corporate actions enabling the issuance of convertible bonds into new shares of the Company as well as the issuance of subscription warrants. Pursuant to the Agreement, the Investor has undertaken to provide financing to the Company in a total amount of PLN 14,500,000 through the subscription of convertible bonds into new shares of the Company (the «Bonds»). The Bonds will be non-interest-bearing and will mature 24 months from the date of issuance of the relevant series.

The Board of Directors of the Company announces that on 17 November 2025, 500 registered bonds of series A1 with a nominal value of PLN 5,000 each (hereinafter: the A1 Series Bonds, the Bonds) were allotted. All A1 Series Bonds were allotted to the Investor. The Investor fully paid the issue price for the acquisition of the A1 Series Bonds. The A1 Series Bonds are non-interest-bearing. Claims arising from the Bonds are unsecured.

The Board of Directors of the Company announces that the Company has received a statement from the Investor regarding the conversion of 500 Series A1 bonds of the Issuer into shares of the Company. Pursuant to the said statement, the Bondholder subscribes for 1,079,447 new ordinary bearer shares with a nominal value of USD 0.01 each, at a conversion price of PLN 2.316 per share, corresponding to a total amount of PLN 2,500,000.

Based on the resolution of the Extraordinary General Meeting dated 5 September 2025 on the conditional increase of the share capital by way of issuance of shares and the full exclusion of pre-emptive rights of the existing shareholders with respect to such shares, the Board of Directors of the Company, on 19 November 2025, adopted a resolution to increase the Company's share capital by USD 10,794.47, in accordance with Articles 5.3 and 5.4 of the Articles of Association, in order to raise it from USD 450,111.20 to USD 460,905.67 through the issuance of 1,079,447 new ordinary bearer shares with a nominal value of USD 0.01 each. The shares have been fully subscribed and paid by way of set-off (compensation) of certain due and undisputed liabilities of the Company arising from the converted bonds, in the total amount of PLN 2,500,000, owed by the Company to the subscriber, against the subscriber's obligation to pay the issue price.

The Board of Directors of the Company announces that on 21 November 2025, 200 Series A2 registered bonds with a nominal value of PLN 5,000 each and 200 Series A3 registered bonds with a nominal value of PLN 5,000 each were allocated. All Series A2 and Series A3 bonds were allocated to the Investor. The Investor fully paid the issue price for the acquisition of the Series A2 and A3 Bonds. The Series A2 and Series A3 Bonds are non-interest-bearing.

According to the management's opinion, there were no events after the closing date, except for those disclosed above and known to the management that would substantially influence the financial standing of the Company.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Coal Energy S.A.
33 Rue du Puits Romain
L-8070 Bertrange

Report on the Audit of the annual accounts

Qualified Opinion

We have audited the annual accounts of Coal Energy (the “Company”) which comprise the balance sheet as at 30 June 2025, and the profit or loss account for the year then ended, and notes to the annual accounts, including a summary of significant accounting policies.

In our opinion, except for the effects of the matters described in the Basis for Qualified Opinion section of our report, the accompanying annual accounts present fairly, in all material respects, the financial position of the Company as at 30 June 2025, and its financial performance for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Basis for Qualified Opinion

The annual accounts disclose a loan payable on demand in Note 6 amounting to USD 500,000 which relates to an agreement with a credit institution in Ukraine. We obtained a copy of the loan agreement; however, we were unable to obtain direct confirmation from the credit institution regarding the existence, terms, and outstanding balance of this liability. Consequently, we were unable to determine whether the loan payable is appropriately stated in the annual accounts as at 30 June 2025, or whether any adjustments to the carrying amount, related interest expense, disclosures, or assessment of potential breach of contract terms are required.

As at 30 June 2024, because the annual accounts for the year ended 30 June 2023 were not audited, we were unable to obtain sufficient appropriate audit evidence regarding the opening balances as of 1 July 2023 and the corresponding figures presented in the annual accounts. Consequently, we have issued a Disclaimer of Opinion on the annual accounts for the year ended 30 June 2024. Our opinion on the current year's annual accounts is also modified due to the possible effects of these matters on the comparability of the current period's figures and the corresponding figures.

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF is further described in the « Responsibilities of the "Réviseur d'Entreprises Agréé" for the Audit of the annual accounts» section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

We draw your attention to Note 2 to the annual accounts, which indicate that the Company incurred a net loss of USD 262,548 during the year ended 30 June 2025. Furthermore, the Company has a negative equity of USD 2,140,816. As stated in note 2, these conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

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

In addition to the matters described in the "Basis for Qualified Opinion" and the "Material Uncertainty Related to Going Concern" sections, we have determined the matter described below to be the key audit matter to be communicated in our report.

Valuation of shares in affiliated undertakings

We refer to the accounting policies disclosed in Note 3 Financial Assets in the annual accounts. The shares in affiliated undertakings amount to USD 293,859 on 30 June 2025.

Value adjustments on shares in affiliated undertakings are recorded in the case of a durable depreciation so that they are valued at the lower of cost and recovery values. The measurement of necessary value adjustments requires significant judgment applied by the management in assessing the recovery value of the financial assets and the durable nature of any applicable impairment.

How our audit addressed the key audit matter

We verified whether the judgments and decisions made by the management in making the accounting estimates included in the annual accounts were appropriate and reasonable by performing audit procedures to identify if triggers of impairment exist in relation to the valuation of the shares in affiliated undertakings and we inspected the following information:

- Obtaining a business plan from the management for the group which consists mainly of Advanced Industrial Technologies Sp. Z.o.o and we have analysed the consistency of the projections and assumptions used to elaborate it;
- Obtaining the last annual accounts from the affiliated undertaking;
- Assessing whether there are a need and objective evidence for impairment.

Other matter

We draw attention to the fact that the net assets of the Company as at 30 June 2025 fall below one-quarter of the subscribed capital. In accordance with the provisions of the article 480-2 of the modified law of 10 August 1915, the Board of Directors shall set out the causes of the situation and shall justify its proposals in a special report which must be made available to the Shareholders. The Board of Directors must also convene a general meeting of the Shareholders which will have to decide whether to continue the activities of the Company.

Responsibilities of the Board of Directors for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of the annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for presenting the annual accounts in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format ("ESEF Regulation").

Responsibilities of the "*Réviseur d'Entreprises Agréé*" for the audit of the annual accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "*Réviseur d'Entreprises Agréé*" that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF 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 annual accounts.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "Réviseur d'Entreprises Agréé" to the related disclosures in the annual accounts 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 report of the "Réviseur d'Entreprises Agréé". However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

We have been appointed as "réviseur d'entreprises agréé" by the General Meeting of Shareholders on 29 August 2025 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is two years.

The consolidated management report is included in the consolidated financial statements of the Group as at 30 June 2025. Because of the significance of the matter described in the Basis of disclaimer of opinion section of the consolidated audit report, we do not report on whether the management report

is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement, included in the consolidated management report, is the responsibility of the Board. Because of the significance of the matter described in the Basis of disclaimer of opinion section of the consolidated audit report, we do not report on whether the information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We confirm that our Qualified Audit Opinion is consistent with the additional report to those charged with governance.

We have verified the conformity of the Company's annual accounts as of 30 June 2025 with the requirements of the ESEF Regulations applicable to annual accounts.

For the Company, they relate to the requirements that the annual accounts be prepared in a valid XHTML format.

In our opinion, the annual accounts of Coal Energy S.A. as at 30 June 2025, identified as 259400VF6AY177MI0R48-2025-06-30-1-en, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

We confirm that the prohibited non-audit services referred to in the EU Regulation No 537/2014 were not provided and that we remained independent of the Company in conducting the audit.

Luxembourg, 19 December 2025

PKF Audit & Conseil Sàrl
Cabinet de révision agréé

Jean Medernach