RONSON development

RONSON DEVELOPMENT SE

Standalone Financial Statements
for the year ended
31 December 2024

Management Board

Boaz Haim, *President of the Management Board*
Yaron Shama, *Finance Vice-President of the Management Board*
Andrzej Gutowski, *Sales Vice-President of the Management Board*
Karolina Bronszewska, *Member of the Management Board for Marketing and Innovation*

Supervisory Board

Amos Luzon, *Chairman*
Alon Kadouri, *Member of the Supervisory Board*
Ofer Kadouri, *Member of the Supervisory Board*

Registered office

Al. Komisji Edukacji Narodowej 57
02-797 Warsaw
Poland

Auditors

PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Sp. K.
ul. Polna 11
00-633 Warsaw
Poland

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Standalone Financial Statements for the year ended 31 December 2024

Standalone Statement of Financial Position

As at 31 December *In thousands of Polish Zlotys (PLN)*	*Note*	2024	2023
Assets			
Investment in subsidiaries	*9*	586 054	519 740
Loans granted to subsidiaries	*10*	163 490	206 442
Total non-current assets		**749 543**	**726 181**
Trade and other receivables and prepayments		492	869
Receivables from subsidiaries		363	9 413
Loans granted to subsidiaries	*10*	37 092	33 853
Cash and cash equivalents		64 296	22 830
Total current assets		**102 243**	**66 964**
Total assets		**851 787**	**793 145**
Equity			
Shareholders' equity	*12*		
Share capital		12 503	12 503
Share premium reserve		150 278	150 278
Share based payment		2 853	1 571
Treasury shares		(1 732)	(1 732)
Retained earnings		388 843	369 974
Total Equity/ Equity attributable to the Equity holders of the parent		**552 745**	**532 593**
Liabilities			
Long-term liabilities			
Bond loans	*13*	275 942	118 676
Deferred tax liabilities		714	5 671
Loans from subsidiaries	*11*	12 089	-
Liability to shareholders measured at amortised costs	*14*	-	19 519
Total long-term liabilities		**288 744**	**143 866**
Current liabilities			
Bond loans	*13*	-	99 834
Other payables - accrued interests on bonds	*13*	9 129	6 810
Trade and other payables and accrued expenses	*15*	1 169	3 967
Liability to shareholders measured at amortised costs	*14*	-	6 074
Total current liabilities		**10 299**	**116 685**
Total liabilities		**299 042**	**260 551**
Total shareholders' equity and liabilities		**851 787**	**793 145**

The notes included on pages 8 to 27 are an integral part of these Standalone Financial Statements

Standalone Statement of Comprehensive Income

For the year ended 31 December *In thousands of Polish Zlotys (PLN)*	***Note***	**2024**	**2023**
Revenues from consulting services	*4*	11 780	12 817
General and administrative expense	*5,6*	(6 359)	(6 363)
Other revenues/(expenses)		(127)	(1 464)
Operating profit		**5 295**	**4 989**
Result from subsidiaries after taxation	*9*	66 314	74 460
Operating profit after result from subsidiaries		**71 608**	**79 449**
Finance income	*7*	21 369	26 072
Finance expense	*7*	(29 570)	(28 517)
Gain/loss in fair value of financial instrument at fair value through profit and loss		-	6 422
Net finance income/(expense)		**(8 201)**	**3 977**
Profit/(loss) before taxation		**63 408**	**83 427**
Income tax benefit/(expense)	*8*	4 194	(2 722)
Profit for the period		**67 602**	**80 705**
Other comprehensive income		-	-
Total comprehensive income/(expense) for the period, net of tax		**67 602**	**80 705**

The notes included on pages 8 to 27 are an integral part of these Standalone Financial Statements

Standalone Statement of Changes in Equity

In thousands of Polish Zlotys (PLN)	Share capital	Share premium	Share based payment reserve	Treasury shares	Retained earnings	Total Equity/ Equity attributable to the Equity holders of the parent
	Attributable to the Equity holders of parent					
Balance at 1 January 2024	**12 503**	**150 278**	**1 571**	**(1 732)**	**369 973**	**532 593**
Comprehensive income:						
Net profit for the period ended 31 December 2024	–	–	–	–	67 602	**67 602**
Total comprehensive income/(expense)	**–**	**–**	**–**	**–**	**67 602**	**67 602**
Shared based Payment	**–**	**–**	1 282	–	**–**	**1 282**
Dividend Paid	**–**	**–**	–	–	**(48 733)**	**(48 733)**
Balance at 31 December 2024	**12 503**	**150 278**	**2 853**	**(1 732)**	**388 843**	**552 745**

In thousands of Polish Zlotys (PLN)	Share capital	Share premium	Share based payment reserve	Treasury shares	Retained earnings	Total Equity/ Equity attributable to the Equity holders of the parent
	Attributable to the Equity holders of parent					
Balance at 1 January 2023	**12 503**	**150 278**	**–**	**(1 732)**	**289 268**	**450 317**
Comprehensive income:						
Net profit for the period ended 31 December 2023	–	–	–	–	80 705	**80 705**
Total comprehensive income/(expense)	**–**	**–**	**–**	**–**	**80 705**	**80 705**
Shared based Payment	**–**	**–**	1 571	–	**–**	**1 571**
Balance at 31 December 2023	**12 503**	**150 278**	**1 571**	**(1 732)**	**369 973**	**532 593**

The notes included on pages 8 to 27 are an integral part of these Standalone Financial Statements

Standalone Statement of Cash Flows

For the 12 months period ended 31 December *In thousands of Polish Zlotys (PLN)*	***Note***	**2024**	**2023**
Cash flows from/(used in) operating activities			
Profit for the year		67 602	80 705
Adjustments to reconcile profit for the period to net cash /from/(used in) operating activities:			
Finance income	*7*	(20 162)	(25 267)
Finance expense	*7*	28 481	27 746
Depreciation		–	2
Gain/loss in fair value of financial instrument at fair value through profit and loss		–	(6 422)
Foreign exchange rates differences gain/loss		(118)	(805)
Income tax expense	*8*	(4 194)	2 351
Result on sale of subsidiary		224	–
Write-off of IPO prepayments		77	–
Share based payment		1 282	1 571
Net results subsidiaries during the year	*9*	(66 314)	(74 460)
Subtotal		**6 878**	**5 421**
Decrease/(increase) in trade and other receivables and prepayments		376	542
Decrease/(increase) in receivable from subsidiaries		9 050	(9 413)
Increase/(decrease) in trade and other payable and accrued expense		(2 798)	1 819
Subtotal		**13 506**	**(1 631)**
Income tax paid		(1 034)	–
Interest paid		(22 322)	(22 622)
Interest received		25 444	17 752
Net cash from/(used in) operating activities		**15 593**	**(6 502)**
Cash flows from(used in) investing activities			
Loans granted to subsidiaries, net of issue cost	*10*	(585)	(14 200)
Repayment of loans granted to subsidiaries	*10*	35 015	58 002
Net investment in subsidiaries	*9*	–	(5)
Net cash from/(used in) investing activities		**34 430**	**43 797**
Cash flows from/used in) financing activities			
Dividends paid	*12*	(48 733)	–
Loans received from subsidiaries	*11*	14 000	–
Repayment of loans from subsidiaries	*11*	(2 335)	–
Repayment of Liability to shareholders measured at amortised costs	*14*	(27 232)	(40 000)
Proceeds from bond loans, net of issue costs	*13*	195 630	59 137
Repayment of bond loans	*13*	(139 886)	(40 000)
Net cash from/(used in) financing activities		**(8 556)**	**(20 863)**
Net change in cash and cash equivalents		**41 467**	**16 433**
Cash and cash equivalents at 1 January		22 830	6 397
Effects of exchange rate changes on cash and cash equivalents		–	–
Cash and cash equivalents at 31 December		**64 296**	**22 830**

The notes included on pages 8 to 27 are an integral part of these Standalone Financial Statements

Notes to the Standalone Financial Statements

Note 1 – General

Ronson Development SE ('the Company'), formerly named Ronson Europe N.V., is an European Company with its statutory seat in Warsaw, Poland. The registered office is located at al. Komisji Edukacji Narodowej 57 in Warsaw. The Company was incorporated in the Netherlands on 18 June 2007 as Ronson Europe N.V. with statutory seat in Rotterdam. During 2018, the Company changed its name and was transformed into an European Company (SE) and, effectively as of 31 October 2018, transferred its registered office of the Company from the Netherlands to Poland.

The Company (together with its subsidiaries, 'the Group') is active in the development and sale of residential units, primarily apartments, in multi-family residential real-estate projects to individual customers in Poland. In 2021 the Management Board of the Company decided to start developing new activity, so-called Private Rent Sector (PRS). PRS is sector of Poland's residential market in which buildings are designed and built specifically for renting. The Company prepared Consolidated Financial Statements for the year ended 31 December 2024, which was authorized for issue on 12 March 2025.

As of 31 December 2024, A. Luzon Group, the ultimate parent company, indirectly controlled the Company through its subsidiary Luzon Ronson N.V. (former name I.T.R. Dori B.V.), in which it held more than 70% of the shares. As of 31 December 2024, Luzon Ronson N.V. held 108,349,187 shares (approximately 66.06% of the Company's share capital) directly and 54,093,672 shares (approximately 32.98% of the Company's share capital) through its wholly owned subsidiary Luzon Ronson Properties Ltd. The remaining 1,567,954 shares (approximately 0.96% of the Company's share capital) were treasury shares of the Company.

However, it should be pointed out that the shareholding status described above is a result of the reorganization of the A. Luzon Group and related changes that took place in January 2024. Namely, as of December 31, 2023, A. Luzon Group controlled 100% of the Company's shares, such that it directly held 32.98% of the Company's shares, and indirectly, through its wholly owned subsidiary Luzon Ronson N.V. (former name I.T.R. Dori B.V.), held 66.06% of the Company's shares, and the remaining 0.96% of the Company's shares were treasury shares.

On January 16, 2024, the Company's shares held directly by A. Luzon Group (approximately 32.98% of the share capital) were transferred to Luzon Ronson Properties Ltd. 100% fully owned company by A. Luzon Group (which was established as part of the reorganization of A. Luzon Group's operations). As part of the restructuring, A. Luzon Group on January 25, 2024 disposed of all its shares in Luzon Ronson Properties Ltd. to Luzon Ronson N.V. (former name I.T.R. Dori B.V.).

The Company's beneficial owner and ultimate controlling party is Mr. Amos Luzon, who is also Chairman of the Company's Supervisory Board.

The details of the entities, the year of incorporation and the percentage of ownership and voting rights directly or indirectly held by the Company as at 31 December 2024 and as at 31 December 2023, are presented below and on the following page.

	Entity name	Year of incorporation	Share of ownership & voting rights at the end of	
			31 December 2024	31 December 2023
a.	**held directly by the Company:**			
1	Ronson Development Management Sp. z o.o.	1999	100%	100%
2	Ronson Development Sp. z o.o.	2006	100%	100%
3	Ronson Development Construction Sp. z o.o.	2006	100%	100%
4	City 2015 Sp. z o.o.	2006	100%	100%
5	Ronson Development Village Sp. z o.o.(1)	2007	100%	100%
6	Ronson Development Skyline Sp. z o.o.	2007	100%	100%
7	Ronson Development Universal Sp. z o.o.(1)	2007	100%	100%
8	Ronson Development South Sp. z o.o.(2)	2007	100%	100%
9	Ronson Development Partner 5 Sp. z o.o.	2007	100%	100%
10	Ronson Development Partner 4 Sp. z o.o.	2007	100%	100%
11	Ronson Development Providence Sp. z o.o.	2007	100%	100%
12	Ronson Development Finco Sp. z o.o.	2009	100%	100%
13	Ronson Development Partner 2 Sp. z o.o.	2009	100%	100%
14	Ronson Development Partner 3 Sp. z o.o.	2012	100%	100%
15	Ronson Development Studzienna Sp. z o.o.	2019	100%	100%
16	Ronson Development SPV1 Sp. z o.o.(3)	2021	-	100%
17	Ronson Development SPV2 Sp. z o.o.	2021	100%	100%
18	Ronson Development SPV3 Sp. z o.o.	2021	100%	100%
19	Ronson Development SPV4 Sp. z o.o.	2021	100%	100%
20	Ronson Development SPV5 Sp. z o.o.	2021	100%	100%
21	Ronson Development SPV6 Sp. z o.o.	2021	100%	100%
22	Ronson Development SPV7 Sp. z o.o.	2021	100%	100%
23	Ronson Development SPV8 Sp. z o.o.	2021	100%	100%
24	Ronson Development SPV9 Sp. z o.o.	2021	100%	100%
25	Ronson Development SPV10 Sp. z o.o.	2021	100%	100%
26	Ronson Development SPV11 Sp. z o.o.	2021	100%	100%
27	LivinGO Holding Sp. z o.o.	2022	100%	100%

Notes to the Standalone Financial Statements

Note 1 – General

	Entity name	Year of incorporation	Share of ownership & voting rights at the end of	
			31 December 2024	31 December 2023
a.	**held directly by the Company:**			
28	Ronson Development SPV14 Sp. z o.o.	2023	100%	100%
29	Ronson Development SPV15 Sp. z o.o.	2023	100%	100%
30	Ronson Development SPV16 Sp. z o.o.	2023	100%	100%
31	Ronson Development SPV17 Sp. z o.o.(4)	2024	100%	-
32	Ronson Development SPV18 Sp. z o.o. (4)	2024	100%	-
33	Ronson Development SPV19 Sp. z o.o. (4)	2024	100%	-
b.	**held indirectly by the Company :**			
34	Ronson Development Sp z o.o. - Estate Sp.k.	2007	100%	100%
35	Ronson Development Sp z o.o. - Horizon Sp.k.	2007	100%	100%
36	Ronson Development Partner 3 Sp. z o.o. – Viva Jagodno Sp. k.	2009	100%	100%
37	Ronson Development Sp. z o.o. - Apartments 2011 Sp.k.	2009	100%	100%
38	Ronson Development Partner 2 Sp. z o.o. - Retreat 2011 Sp.k.	2009	100%	100%
39	LivinGO Ursus Sp. z o.o.	2022	100%	100%
40	Ronson Development Partner 5 Sp. z o.o. - Vitalia Sp.k.	2009	100%	100%
41	Ronson Development Sp. z o.o. - Naturalis Sp.k.	2011	100%	100%
42	Ronson Development Partner 3 Sp. z o.o.- Nowe Warzymice Sp. k	2011	100%	100%
43	Ronson Development Sp. z o.o. - Providence 2011 Sp.k.	2011	100%	100%
44	Ronson Development Partner 5 Sp. z o.o. - Miasto Marina Sp.k.	2011	100%	100%
45	Ronson Development Partner 5 Sp. z o.o. - City 1 Sp.k.	2012	100%	100%
46	Ronson Development Partner 2 Sp. z o.o. - Miasto Moje Sp. k.	2012	100%	100%
47	Ronson Development Sp. z o.o. – Ursus Centralny Sp. k.	2012	100%	100%
48	Ronson Development Sp. z o.o. - City 4 Sp.k.	2016	100%	100%
49	Ronson Development Partner 2 Sp. z o.o. – Grunwald Sp.k.	2016	100%	100%
50	Ronson Development Sp. z o.o. Grunwaldzka" Sp.k.	2016	100%	100%
51	Ronson Development Sp. z o.o. - Projekt 3 Sp.k.	2016	100%	100%
52	Ronson Development Sp. z o.o. - Projekt 4 Sp.k.	2017	100%	100%
53	Ronson Development Sp. z o.o. - Projekt 5 Sp.k.	2017	100%	100%
54	Ronson Development Sp. z o.o. - Projekt 6 Sp.k.	2017	100%	100%
55	Ronson Development Sp. z o.o. - Projekt 7 Sp.k.	2017	100%	100%
56	Ronson Development Sp. z o.o. - Projekt 8 Sp.k.	2017	100%	100%
57	Bolzanus Limited *(Company with the registered office in Cyprus)*	2013	100%	100%
58	Park Development Properties Sp. z o.o. - Town Sp.k.	2007	100%	100%
59	Tras 2016 Sp. z o.o.	2011	100%	100%
60	Park Development Properties Sp. z o.o.	2011	100%	100%
61	Wrocław 2016 Sp. z o.o.	2016	100%	100%
62	Tregaron Sp. z o.o.	2017	100%	100%
b.	**held indirectly by the Company :**			
63	Tring Sp. z o.o.	2017	100%	100%
64	Thame Sp. z o.o.	2017	100%	100%
65	Troon Sp. z o.o.	2017	100%	100%
66	Tywyn Sp. z o.o.	2018	100%	100%
c.	**joint-ventures:**			
67	Coralchief Sp. z o.o.	2018	50%	50%
68	Coralchief Sp. z o.o. - Projekt 1 Sp. k.	2016	50%	50%
69	Ronson IS Sp. z o.o.	2009	50%	50%
70	Ronson IS Sp. z o.o. Sp. k.	2012	50%	50%

(1) The Company has the power to govern the financial and operating policies of this entity and to obtain benefits from its activities, whereas Kancelaria Radcy Prawnego Jarosław Zubrzycki holds the legal title to the shares of this entity.

(2) 99.66% of shares in the company are held by Ronson Development SE, the remaining 0.34% of shares are held by: Ronson Development Sp. z o.o. (0.19%), Ronson Development Partner 2 Sp. z o.o. (0.09%), Ronson Development Partner 3 Sp. z o.o. (0.03%) and Ronson Development Partner 4 Sp. z o.o. (0.03%) all of these companies are held 100% by Ronson Development SE.

(3) 100% of shares in Ronson Development SPV1 Sp. z o.o. were sold by the Company on October 15, 2024.

(4) Company in the organization.

Notes to the Standalone Financial Statements

Note 2 – Accounting principles

a) Basis of preparation and statement of compliance

The Standalone Financial Statements of Ronson Development SE have been prepared in accordance with IFRS as endorsed by the European Union ("IFRS"). IFRSs comprise standards and interpretations accepted by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

The Standalone Financial Statements of Ronson Development SE were approved by the Management Board for publication on 12 March 2025 in both English and Polish languages, while the Polish version is binding.

The Standalone Financial Statements of Ronson Development SE have been prepared on the going concern assumption, i.e. the continuation of the Company's business activity in the foreseeable future. On the day of the approval of these financial statements, there were no circumstances identified implying any threats to the continuation of the Company's activity.

The financial statements have been prepared on a historical cost basis.

New and amended standards adopted by the Company

Except as described below, the accounting policies applied by the Company and the Group in these Standalone Financial Statements are the same as those applied by the Company in its Standalone Financial Statements for the year ended 31 December 2023.

- The following standards and amendments became effective as of 1 January 2024:
- Amendments to IAS 1 - "Presentation of Financial Statements";
- Amendments to IAS 7 "Statement of Cash Flows" and IFRS 7 "Financial Instruments: Disclosures" - Disclosure of financial arrangements with suppliers ("supplier finance arrangement");
- Amendments to IFRS 16 – "Leases",

The impact of the above amendments and improvements to IFRSs was analyzed by the Management. Based on the assessment the amendments do not impact on the Standalone Financial Statements of the Company for the year ended 31 December 2024.

New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 2024 reporting periods and have not been early adopted by the Group. These standards, besides described below IFRS 18, are not expected to have a material impact on the entity or the Group in the current or future reporting periods and on foreseeable future transactions.

IFRS 18 "Presentation and Disclosures in Financial Statements"- in April 2024, the IASB issued a new standard, IFRS 18 "Presentation and Disclosures in Financial Statements." The standard is intended to replace IAS 1 - Presentation of Financial Statements and will be effective as of 1 January 2027. Changes to the superseded standard mainly concern three issues: the statement of profit or loss, required disclosures for certain performance measures, and issues related to the aggregation and disaggregation of information contained in financial statements. The published standard will be effective for financial statements for periods beginning on or after 1 January 2027.

As of the date of these Standalone Financial Statements, the amendments have not yet been approved by the European Union. Based on the Management Board analysis the above-mentioned standard could have a substantial impact on the presentational aspect of the financial statements.

b) Functional and reporting currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The Standalone financial statements are presented in thousands of Polish Zloty ("PLN"), which is the Company's functional and presentation currency.

Transactions in currencies other than the functional currency are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in currencies other than the functional currency are recognized in the statement of comprehensive income.

c) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent assets and liabilities at the date of the Standalone Financial Statements, and the reported amounts of income and expenses during the reported period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

Notes to the Standalone Financial Statements

Note 2 – Accounting principles

Estimated impairment of shares in subsidiaries and loans granted

The impairment test is carried out when there are indications that the carrying amount of the investment will not be recovered. The assessment of the impairment of shares in subsidiaries is based on an analysis of the fair value of assets and liabilities held by individual entities and on expectations regarding future cash flows from the operations of these entities. In the assessment process, the Company also assesses the duration and extent to which the current value of shares is lower than its purchase price, as well as the prospects of a given entity and plans regarding its investment projects. All significant decreases in the fair value of subsidiaries' assets were recognized by the Management Board as long-term and resulted in a write-down of shares in subsidiaries. In particular, in the case of subsidiaries that did not conduct any significant operating activities as at 31 December 2024, the value of the write-downs corresponds to the total value of the difference between the value of the net assets of a given subsidiary and the purchase price of the shares.

With regard to the allowance for loans granted, the Management Board determines the allowance using the methodology of expected credit losses in accordance with IFRS 9. Allowances for expected losses are recognized based on assumptions regarding the risk of default and expected loss ratios. By adopting these assumptions and selecting data for the calculation of impairment, the Company applies a subjective assessment based on its past history and existing market conditions, as well as estimates regarding the future at the end of each reporting period.

Note 3 – Significant accounting policies

The accounting policies applied in the preparation of the attached financial statements are consistent with those applied in the preparation of the financial statements of the Company for the year ended 31 December 2023 and have been applied consistently in all periods presented in the Standalone Financial Statements.

(a) Foreign currency

Transactions in foreign currencies are translated to the respective functional currency at exchange rates prevailing at the dates of the transactions using:

- the purchase or selling rate of the bank whose services are used by the Company – in case of foreign currency sales or purchase transactions, as well in the case as of the debt or liability payment transactions;
- the average rate specified for a given currency by the National Bank of Poland as on the transaction date, unless a customs declaration or other binding document indicates another rate – in case of other transactions.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

(b) Revenue from contracts with customers

Revenue from consulting services represents fees charged by the Company to its subsidiaries. Revenue is recognized when control of the goods or services are transferred at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, which succeed in case of Company at the moment of signing the agreement with general constructor on project level and signing the first notarial deed. More information in Note 4.

(c) 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

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company 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 or for which the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Notes to the Standalone Financial Statements

Note 3 – Significant accounting policies

(c) Financial instruments

Financial assets

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at Amortized cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments);
- Financial assets at fair value through profit or loss.

For the Company the first category is most relevant. Financial assets at Amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Company recognizes 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 Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized 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 and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at Amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss.

The financial instruments of the Company are classified into one of the following categories:

Category	Statement of financial position item	Measurement
	Loans granted to subsidiaries	Amortized cost method
Assets measured at amortized costs	Cash and cash equivalent	Amortized cost method
	Trade and other receivables and prepayments	Amortized cost method
	Bond loans	Amortized cost method
Liabilities measured at amortized costs	Trade and other payables and accrued expenses	Amortized cost method
	Financial liability measured at amortised cost	Amortized cost method

Notes to the Standalone Financial Statements

Note 3 – Significant accounting policies

(c) Financial instruments

Investments in subsidiaries

Subsidiaries are entities the Company controls directly or indirectly. The Company accounts, based on IAS 27 par 10(c), for investments in subsidiaries under equity method. Under the equity method of accounting, the investments are initially recognized at cost and adjusted subsequently for the post-acquisition changes in share of the net assets of subsidiaries. Dividends received or receivable from subsidiaries are recognized as a reduction in the carrying amount of the investment. The financial statements of subsidiaries are prepared for the same period as the financial statement of the Company. All subsidiaries keep books of accounts in accordance with accounting policies specified in the Accounting Act dated 29 September 1994 ('the Accounting Act') with subsequent amendments and the regulations issued based on that Act. The Company accounts for investments in subsidiaries based on their financial statements as per books of accounts adjusted in order to bring the financial statements of those entities in conformity with IFRSs as adopted by EU.

(d) Equity

(i) Share capital

Share capital includes the proceeds received from the issue of ordinary shares on the nominal value in exchange for cash.

(ii) Share premium

Share premium includes the excess of proceeds received from the issue of shares over the nominal value of shares. Shares issuance costs are deducted from the share premium.

(iii) Treasury shares

Own shares that are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(iv) Share based payment

The Group has introduced equity-settled share-based compensation plan for CEO of the Group, under which the entity receives services from CEO for equity instruments (options) of the shareholder of the Group. The fair value of the employee services received in exchange for the grant of options is recognised as an administrative expense and as a credit to Share-based payment reserve. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options or shares determined at the grant date. The proceeds received on exercise of the options net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium. Cancelled awards are deemed to have vested upon cancellation. Any unamortised expense associated with such awards is charged to profit or loss immediately.

(e) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(f) Income tax expense

Income tax expense comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax expense is calculated according to tax regulations in effect in the jurisdiction in which the individual companies are domiciled.

Deferred income tax is provided, using the balance sheet method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, and for tax losses carried forward, except for the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. At each reporting date deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Notes to the Standalone Financial Statements

Note 3 – Significant accounting policies

(g) Cash and cash equivalents

Cash and cash equivalents in the statement of financial positions comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, except for collateralized deposits.

For the purpose of the consolidated statement cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts.

Note 4 – Revenue

The Company provides services related to the preparation and organization of the investment process with respect to development projects owned by the Company's subsidiaries.

As part of its responsibilities, the Company undertakes the performance of advisory, management, legal and other activities necessary to manage the investment process. The Company recognizes revenues when the obligation to perform the service is fulfilled, i.e. during the service provision period.

The concluded agreements do not contain a significant element of financing. Due to such characteristics of the contracts signed, there are no significant balances of contract assets or contract liabilities, except for trade receivables. Revenues are recognized at the moment when the service is performed.

The decrease in revenue by PLN 1.0 million in the year ended December 31, 2024 compared to the year ended December 31, 2023 is mainly due to a decrease in revenue from services provided in connection with the management of investment projects from PLN 12.8 million in the year ended December 31, 2023 to PLN 11.8 million in the year ended December 31, 2023, which is mainly due to real estate activity, and the number and size of completed and commenced projects.

Note 5 – General and administrative expense

For the year ended 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
External services	1 538	813
Remuneration fees	4 172	4 893
Other	649	620
Total	**6 359**	**6 363**

Note 6 – Management and Supervisory Board Members' remuneration

Management Board personnel compensation

Management Board personnel compensation, payable by the Company, is presented in the table below. For compensation paid by other entities in the Group reference is made to the Consolidated Financial Statements.

As at 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
Salary and other short time benefit	240	120
Management bonus	95	50
Subtotal – Ms Karolina Bronszewska	**335**	**170**
Salary and other short time benefit	264	264
Management bonus	105	95
Other (1)	132	132
Subtotal – Mr Yaron Shama	**501**	**491**
Salary and other short time benefit	180	240
Incentive plan linked to financial results	267	475
Subtotal – Mr Andrzej Gutowski	**447**	**715**
Salary and other short time benefit	1 499	1 164
Management bonus	–	704
Share based payment	1 282	1 571
Subtotal – Mr Boaz Haim	**2 781**	**3 439**
Total	**4 064**	**4 815**

(1) Transactions with related parties.

Notes to the Standalone Financial Statements

Note 6 – Management and Supervisory Board Members' remuneration

Supervisory Board remuneration

As at 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
Mr Ofer Kadouri *(first appointment: 1 March 2017)*	54	58
Mr Alon Kadouri *(first appointment: 1 March 2017)*	54	58
Total	**108**	**116**

The supervisory directors are entitled to a quarterly fee of EUR 2.225 plus an amount of EUR 1.500 per personal attendance in the Supervisory Board meeting (EUR 750 if attendance is by using means of direct remote communication). The total amount due in respect of Supervisory Board fees during 2024 and 2023 amounted to PLN 109 thousand (EUR 25.3 thousand) and PLN 116 thousand (EUR 25.3 thousand), respectively. In addition, the Company paid social security contributions at the amount of PLN 19.2 thousand in the year ended 31 December 2024.

Mr Amos Luzon did not receive any direct remuneration from the Company nor from any of the Company's subsidiaries.

Note 7 – Net finance income and expense

For the year ended 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
Interests and fees on granted loans to subsidiaries	18 829	24 325
Interest income on bank deposits	1 332	942
Foreign exchange gain	1 208	805
Finance income	**21 369**	**26 072**
Interest expense on bonds measured at amortized cost	(23 994)	(24 133)
Interests and fees on received loans from subsidiaries	(424)	-
Bank charges	(435)	(39)
Reversal of discount factor on liability measured at amortised cost	(1 852)	(1 262)
Provisions and charges on bonds measured at amortised cost	(1 775)	(2 312)
Other	(1 089)	(771)
Finance expenses	**(29 570)**	**(28 517)**
Gain/loss in fair value of financial instrument at fair value through profit and loss	-	6 422
Net finance income	**(8 201)**	**3 978**

Note 8 – Income tax

For the year ended 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
Current tax expense/(benefit)		
Current period	764	374
Total current tax expense	**764**	**374**
Deferred tax expense/(benefit)		
Origination and reversal of temporary differences	(4 958)	1 267
Expense/(benefit) of tax losses recognized	-	1 081
Total deferred tax expense/(benefit)	**(4 958)**	**2 348**
Total income tax expense/(benefit)	**(4 194)**	**2 722**

Notes to the Standalone Financial Statements

Note 9 – Investment in subsidiaries

The subsidiaries of the Company are valued with equity pick-up method.

For the year ended 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
Balance at beginning of the period	519 740	445 275
Investments in subsidiaries	5	5
Sale of shares	(5)	-
Net result subsidiaries during the period	66 314	74 460
Balance at end of the period	**586 054**	**519 740**

In the year 2024 the Company established three new entities through creating new Companies. At 31 December 2024 those Companies are in process of organization.

In the period ended 31 December 2024 the Company obtained bond security in the form of mortgage from subsidiaries in the amount of PLN 771 thousand.

The Company holds and owns (directly and indirectly) 70 companies as at 31 December 2024. For information about companies in the Group, controlled directly and indirectly, which financial data are included in the Note 1 of this Financial Statements. These companies are active in the development and sale of units, primarily apartments, in multi-family residential real-estate projects to individual customers in Poland, as well as development of so-called Private Rented Sector, which the Group decided to develop in the next years. The projects managed by the companies are in various stages of development ranging from being in the process of acquiring land for development to projects which are completed or near completion.

On October 15, 2024 it entered into an agreement to sell its subsidiary Ronson Development SPV1 Sp. z o.o. (SPV1) for a price equal to the nominal value of the shares in that company. This company was the owner and perpetual usufructuary of real estate located in Warsaw, in the Wola district, with SPV1 having paid for the real estate only a portion of the price required to pay VAT, which was subsequently returned to SPV1.

Note 10 – Loan granted to subsidiaries

Movements in loans granted to subsidiaries presents the table below:

For the year ended 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
Opening balance	**240 294**	**276 581**
Loans granted	585	14 200
Loans repayment during the year	(35 015)	(58 002)
Accrued interest	18 829	24 325
Repayment of interest	(24 111)	(16 809)
Total closing balance	**200 582**	**240 294**
Closing balance includes:		
Current assets	37 092	33 853
Non-current assets	163 490	206 441
Total closing balance	**200 582**	**240 294**

Notes to the Standalone Financial Statements

Note 10 – Loan granted to subsidiaries

Loans as at 31 December 2024:

In thousands of Polish Zlotys (PLN)	Currency	Nominal interest rate	Year of maturity	Capital	Accrued interest	Impairment	Carrying value
Ronson Development Skyline	PLN	Wibor 6M + 3.2%	2026	4 350	6 012	(9 326)	1 036
Tras 2016 (Nova Królikarnia B.V.)	PLN	Wibor 6M + 4.0%	2027	151	2 543	–	2 693
Tras 2016 Sp. z o.o.	PLN	Wibor 6M + 4.0%	2028	993	2 095	–	3 089
Tras 2016 Sp. z o.o.	PLN	Wibor 6M + 4.0%	2028	5 466	2 936	–	8 402
Tras 2016 (Nova Królikarnia B.V.)	PLN	Wibor 6M + 4.0%	2027	5 300	2 164	–	7 464
Tras 2016 Sp. z o.o.	PLN	Wibor 6M + 4.0%	2028	20 000	8 885	–	28 885
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	3 696	63	–	3 759
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	4 999	86	–	5 085
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	499	9	–	508
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	602	10	–	612
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	6 999	120	–	7 119
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	2 474	42	–	2 517
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	7 199	123	–	7 322
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	9 999	171	–	10 170
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2026	44 244	880	(750)	44 374
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2026	43 374	1 870	–	45 244
Tras 2016 Sp. z o.o.	PLN	Wibor 6M + 3.2%	2026	11 600	2 248	–	13 848
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2027	7 499	327	–	7 826
Ronson Development SPV 10 Sp. z o.o.	PLN	Wibor 6M + 3.2%	2028	65	5	–	70
Ronson Development SPV 6 Sp. z o.o.	PLN	Wibor 6M + 3.2%	2028	25	2	–	27
Ronson Development SPV 11 Sp. z o.o.	PLN	Wibor 6M + 3.2%	2028	115	9	–	124
Ronson Development Universal Sp. z o.o.	PLN	Wibor 6M + 3.2%	2028	240	18	–	258
Ronson Development SPV 7 Sp. z o.o.	PLN	Wibor 6M + 3.2%	2028	130	10	–	140
Ronson Development Sp. z o.o.	PLN	Wibor 6M + 3.2%	2028	10	1	–	11
Total loans granted to Subsidiaries				**180 030**	**30 628**	**(10 076)**	**200 582**

Loans as at 31 December 2023:

In thousands of Polish Zlotys (PLN)	Currency	Nominal interest rate	Year of maturity	Capital	Accrued interest	Impairment	Carrying value
Tras 2016 Sp. z o.o.	PLN	Wibor 6M + 4.0%	2023	5 466	2 397	–	7 863
Tras 2016 Sp. z o.o.	PLN	Wibor 6M + 4.0%	2024	20 000	6 911	–	26 911
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	7 000	1 313	–	8 313
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	3 697	256	–	3 953
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	5 000	938	–	5 938
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	500	721	–	1 221
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	603	445	–	1 048
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	12 474	729	–	13 203
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	27 200	3 533	–	30 733
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2025	10 000	1 873	–	11 873
Ronson Development Skyline	PLN	Wibor 6M + 3.2%	2026	4 350	5 433	(9 326)	457
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2026	49 250	3 163	(750)	51 663
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2026	43 375	758	–	44 133
Tras 2016 Sp. z o.o.	PLN	Wibor 6M + 3.2%	2026	11 600	1 196	–	12 796
Ronson Development Finco	PLN	Wibor 6M + 3.2%	2026	7 500	77	–	7 577
Tras 2016 (Nova Królikarnia B.V.)	PLN	Wibor 6M + 4.0%	2027	151	2 528	–	2 679
Tras 2016 (Nova Królikarnia B.V.)	PLN	Wibor 6M + 4.0%	2028	5 300	1 641	–	6 941
Tras 2016 Sp. z o.o.	PLN	Wibor 6M + 4.0%	2028	993	1 997	–	2 991
Total loans granted to Subsidiaries				**214 460**	**35 910**	**(10 076)**	**240 294**

The company estimates the credit risk on its loans as minimal. All loans were granted within the Group, where the main shareholder Ronson SE, which, as the main company in the Group, manages its subsidiaries.

The loans are not secured. All new loans granted are at similar conditions to those presented in the Company Financial Statements for the year ended 31 December 2023 (additional information was presented in Note 10 of the Company Financial Statements for the year ended 31 December 2023). The fair value of loans received and granted is not materially different from their carrying amount.

Notes to the Standalone Financial Statements

Note 11 – Loans borrowed from subsidiaries

The table below presents movements in loans borrowed from subsidiaries held directly and indirectly by the Company during the year ended 31 December 2024 and during the year ended 31 December 2023:

In thousands of Polish Zloty (PLN)	For the year ended 31 December 2024	For the year ended 31 December 2023
Opening balance	**-**	**-**
Loans borrowed	14 000	-
Loans repayment during the year	(2 124)	-
Accrued interests	424	-
Repayment of interests	(212)	
Total closing balance	**12 089**	**-**
Non-current liabilities	12 089	-
Total closing balance	**12 089**	**-**

Loans borrowed as at 31 December 2024:

In thousands zlotys (PLN)	Currency	Nominal interest rate	Year of maturity	Capital	Accrued interest	Carrying value
Ronson Development Studzienna Sp. z o.o.	PLN	Wibor 6M + 3.2%	2028	11 876	212	12 089
Total loans borrowed from Subsidiaries				**11 876**	**212**	**12 089**

Note 12 – Shareholders' equity

Share capital

The share capital of the Company amounts to three million two hundred and eighty thousand two hundred and sixteen euros and twenty-six cents (€3,280,216.26) and is divided into one hundred and sixty-four million ten thousand eight hundred and thirteen (164,010,813) shares with a par value of two eurocents (EUR 0.02) each. The share capital of the Company was fully covered. The number of issued ordinary shares as at December 31, 2024 and as at December 31, 2023 amounted to 164,010,813. All shares are bearer shares. The number of outstanding shares equals the number of votes, as there are no privileged shares issued by the Company. As at 31 December 2024, the Company held 1,567,954 own shares (0.96%) in treasury (see below) and, in accordance with art. 364 § 2 of the Code of Commercial Companies, it does not exercise voting rights from own shares.

Distribution of the net profit for year 2023

On August 14, 2024, the Company's Extraordinary General Meeting of Shareholders adopted a resolution to amend the resolution of the Company's Ordinary General Meeting of Shareholders dated June 17, 2024 on the distribution of net profit for 2023 in such a way that a total amount of PLN 48.7 million was allocated for the payment of dividends to the Company's shareholders. The dividend was paid on August 27, 2024. The remaining part of the net profit, i.e. PLN 32.0 million, in accordance with the original resolution of the Company's Ordinary General Meeting of June 17, 2024 on the distribution of net profit for 2023, was left undistributed in the Company.

Proposed profit appropriation

Until the date of approval of the financial statements for publication, the Management Board of Ronson Development SE has not adopted a resolution on the proposed distribution of net profit for 2024.

Treasury shares

During the Extraordinary General Meeting of Shareholders held on 24 January 2019, the shareholders of the Company resolved to approve a share buyback program and the establishment of a capital reserve for the purpose of such program, whereby the Management Board of the Company is authorized to purchase ordinary bearer shares in the Company. In order to fund the purchase of own shares under the buyback program a capital reserve (within retained earnings) is established for an amount of PLN 2.0 million. The capital reserve was subsequently reduced by the amount of the consideration paid for the shares bought back.

Then, on 30 June 2020, the Ordinary General Meeting of the Company adopted a resolution on the adoption of another share buyback program, under which the Management Board of the Company, on 1 July 2020, defined the detailed conditions for the purchase of the Company's own shares, which were also approved by the Supervisory Board of the Company. The maximum amount for the purchase of all shares under the second program was set at PLN 1,369,761.99 (one million three hundred and sixty-nine thousand seven hundred and sixty-one zlotys 99/100).

Notes to the Standalone Financial Statements

Note 12 – Shareholders' equity

Treasury shares

Currently, due to the fact that the Company is no longer a public company, and all the Company's shares are held directly or indirectly by A. Luzon Group, continuation of the above-mentioned program became irrelevant.

The following table shows the treasury shares held by the Company as of 31 December 2024 and as of 31 December 2023:

As at:	31 December 2024	31 December 2023
Number of shares	164 010 813	164 010 813
Share Capital	12 503 000	12 503 000
Treasury shares	1 567 954	1 567 954
Value of treasury shares	(1 731 716)	(1 731 716)
% of total shares	**0.96%**	**0.96%**

Until the publication date there were no changes in the value of Treasury shares owned by the Company.

Share based payment

On November 28, 2022, Luzon Group announced a private issuance of options for shares of Amos Luzon Development and Energy Group Ltd. ("Options"). According to the allocation, Mr. Boaz Haim received 9,817,868 Options. Options were allotted free of charge. Each Option entitles to one ordinary share of Luzon Group of ILS 0.01 par value, for an exercise price of ILS 0.2 (which however will be settled on a net basis, i.e. final number of received shares will be decreased by a number of shares which market value is equal to full exercise price to be paid).

Mr Haim will be entitled to exercise the Options as follows:

(i) As of November 28, 2024 – 40% of the Option has been granted but not exercised
(ii) after 36 months from the allotment date – up to 20% of allocated Options
(iii) after 48 months from the allotment date – up to 20% of allocated Options
(iv) after 60 months from the allotment date – up to 20% of allocated Options

The Options can be exercised until the end of 7 years from the date of their allocation. Options that were not exercised within the above-mentioned period, expire. Assuming all the Options are exercised, Mr. Haim will hold c.a. 2.38% of the issued and paid-up capital of A. Luzon Group and about 1.89% of the issued and paid-up capital of A. Luzon Group on a full dilution basis. The Option program envisages adjustments in options for share allocation in case of various corporate events in A. Luzon Group (such as the issuance of shares or other options, merger, dividend distribution, etc.).

The initial effect of the program was recognized in year 2023 in amount of PLN 1.6 million and cost for the year 2024 amounted to PLN 1.3 million. Program is accounted under IFRS 2 standard as a personnel expense, part of administrative costs and share based payment expense in equity. Total value of the program as of grant date amounted to PLN 4.7 million.

Note 13 – Borrowings

Bonds loans

For the year ended 31 December *In thousands of Polish Zloty (PLN)*	2024	2023
Opening balance	**225 320**	**203 370**
Repayment of bond loans	(139 886)	(40 000)
Redemption of bonds at new issuance(1)	(20 114)	-
Proceeds from bond loans (nominal value)	220 000	60 000
Issue cost	(4 343)	(863)
Issue cost amortization	1 775	1 262
Accrued interest	23 994	24 134
Interest repayment	(21 675)	(22 583)
Total closing balance	**285 071**	**225 320**
Closing balance includes:		
Current liabilities	9 129	106 644
Non-current liabilities	275 942	118 676
Total Closing balance	**285 071**	**225 320**

(1) At the issuance date of the new series P2023A part of the bonds V were redeemed. At the issuance date of new series Y part of the bonds W were redeemed – for more details please refer to Note 20

As at 31 December 2024 and 31 December 2023, all covenants were met. Taking into account the financial projections, the Management Board assesses that financial covenants will not be breached in 2025.

Notes to the Standalone Financial Statements

Note 13 – Borrowings

Significant differences between the information published by the Company regarding the forecast of the Company's financial liabilities as at 31 December 2024 and the Company's financial liabilities results as at 31 December 2024

On 31 December 2023, in fulfilment of the statutory obligation arising from Article 35(1a) of the Act of 15 January 2015 on Bonds (the 'Act on Bonds'), the Company published on its website a forecast of the financial liabilities of the Company, i.e. the estimated value of liabilities under loans and borrowings, debt securities issues, leases and the estimated financing structure understood as the value and percentage share of the above-mentioned liabilities in the total liabilities and equity of the Company's balance sheet as at 31 December 2024.

In accordance with Article 35(1b) in conjunction with (1c) of the Bond Act, the Company indicates and explains below the significant differences between the published information on the forecast of the Company's financial liabilities and the Company's financial liabilities as shown in the Company's accounting records as at 31 December 2024.

	For the year ended 31 December 2024			
In thousands of Polish Zloty (PLN)	**Forecast**	**Realization**	**Variance**	
The issue of debt securities	225 463	285 071	59 608	26%
Liability to shareholders measured at amortized cost	20 131	-	(20 131)	(100%)
Total	**245 594**	**285 071**	**39 477**	**16.07%**
Percentage share in total liabilities of the Group balance sheet	**29.59%**	**33.47%**		

The differences indicated above are the result of changes in plans of the Group, market conditions and following decisions of the Management Boards taken during the year ended 31 December 2024:

- Balance of issue of debt securities consists of issued bonds and interests on these bonds, higher realization is explained mainly by higher issuance on series Y in amount of PLN 160 million due to higher demand and good bonds market conditions part of the bonds proceeds was used for early repayment of other bonds series with higher margins of interest rates;
- Liability to shareholders measured at amortized cost was repaid faster than anticipated under the original agreement, due to good financial position of the Group and signed annex.

Note 14 – Financial liability to Shareholder

On 25 May 2023, the Company and Luzon Group entered into an agreement for settling the return of the amounts received from Israeli Investors in 2022 related to the SAFE Agreements and releasing the Company from its obligation towered the SAFE Investors.

Conclusion of this agreement results from the fact that the Company has decided that within the period specified in the SAFE Agreements it will not apply for admission of the Company's shares to trading on the Tel Aviv Stock Exchange.

On the basis of the agreement, the Company undertook to return to Luzon Group the financing received from Investors under the SAFE Agreements in the total amount of ILS 60 million (sixty million Israeli shekels), to satisfy Luzon Group's claims against the Company under the SAFE Agreements and applicable Israeli law. Based on the Company's Management judgment, it was concluded that signing of the agreement of May 25, 2023 resulted in the canceling of the liability to investors and the recognition of a new liability to Luzon Group, which was recognized as a financial liability measured at amortized costs with a discounted cash flow rate of 7.14% per annum. Payments to Luzon Group in total amount of PLN 40 million (approx. ILS 34.3 million) were made in May and November 2023.

As of 14 March 2024, a new annex was signed about earlier settling of liability towards shareholder which would become due under new annex in April 2024. Based on that Group recognized PLN 1.9 million of finance cost of discount reversal on amortized costs related to change in maturity assumption and it was treated as a modification of the original liability. On 5 April 2024 the financial liability to Shareholder has been fully paid.

Notes to the Standalone Financial Statements

Note 14 – Financial liability to Shareholder

The table below presents the movement on the new liability to Luzon Group for the period from December 31, 2023 to the end of the reporting period, i.e. December 31, 2024:

Investor	Value of the liability at amortised costs December 31, 2023 *[in PLN]*	Repayment of liability *[in PLN]*	Finance expense related to discount factor reversal *[in PLN]*	Finance income related to forex exchange cost *[in PLN]*	Value of the liability at amortised costs December 31, 2024 *[in PLN]*
Amos Luzon Development and Energy Group Ltd.	25 592 623	(27 231 660)	1 851 769	(212 732)	-
Long term part	19 519 018				
Short term part	6 073 604				

The table below presents the movement on the new liability to Luzon Group for the period from May 25, 2023 to the end of the previous year reporting period, i.e. December 31, 2023:

Investor	Liability at amortised costs as of May 25, 2023 *[in PLN]*	Liability recognition date	Repayment of liability *[in PLN]*	Finance expense related to discount factor reversal *[in PLN]*	Finance income related to forex exchange cost *[in PLN]*	Value of the liability at amortised costs December 31, 2023 *[in PLN]*
Amos Luzon Development and Energy Group Ltd.	64 083 496	25 May 2023	40 000 000	2 311 279	885 677	25 592 623
					Long term part	19 519 018
					Short term part	6 073 604

Note 15 – Trade and other payables and accrued expenses

As at 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
Trade payables and accrued expenses	1 169	3 967
Total trade and other payables and accrued expenses	**1 169**	**3 967**

The balance consists mostly of the VAT payable and accruals for bonuses for the members of the Management Board.

Note 16 – Commitments and contingencies

Guarantees provided by the Company

The table below presents sureties that were provided by the Company as at 31 December 2024 and 31 December 2023 to banks with respect to the construction loan contracts signed by the Company's subsidiaries:

Entity name *In thousands of Polish Zlotys (PLN)*	**Sureties up to the amount of**	**Amount as at 31 December 2024**
PKO Bank Polski S.A.	2 118	-
Total	**2 118**	**-**

Entity name *In thousands of Polish Zlotys (PLN)*	**Sureties up to the amount of**	**Amount as at 31 December 2023**
mBank S.A.	10 178	-
Total	**10 178**	**-**

Notes to the Standalone Financial Statements

Note 17 – Related party transactions

During the financial years ended 31 December 2024 and 31 December 2023, respectively, there were no transactions between the Company on the one hand, and its shareholders, their affiliates and other related parties which would qualify as not being at arm's length.

The Company's related party transactions included primarily investment in subsidiaries, dividends received, group management fees, loans granted and revenues from consulting services and remuneration of Management and Supervisory Board Members. Details on the transactions are presented in the Consolidated Financial Statements.

Note 18 – Financial risk management, objectives and policies

The Company on standalone basis and as a parent to Ronson Group is exposed to a variety of financial risks: market risk (including currency risk, price risk and interest rate risk), credit risk and liquidity risk and the overall security stability of the EU area due to the Ukraine War. The Company's and Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company and the Group's financial performance. The Management Board reviews and agrees to policies for managing each of these risks on the consolidated level.

The Company's principal financial instruments comprise cash balances, bond loans, loans granted, trade receivables and trade payables. The main purpose of these financial instruments is to manage the Company's liquidity and to raise finance for the Company's and Group's operations. The Company and the Group do not use derivative financial instruments to hedge currency or interest rate risks arising from the Company's or Group's operations and its sources of finance. It is and has been throughout the year ended 31 December 2024 and 31 December 2023, the Company's and Group's policy that no trading in (derivative) financial instruments shall be undertaken.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially expose the Company to concentration of credit risk consist principally of cash and cash equivalents, receivables and loans granted to subsidiaries. The carrying amounts of the financial assets represent the maximum credit risk exposure.

The Company does not expect any counter parties to fail in meeting their obligations. In particular with respect to the loans granted to subsidiaries, the Company as a parent, is able to monitor on ongoing basis the financial standing of counter parties. All loans granted were determined as low credit risk instruments at initial recognition and with respect to none loan the credit risk has increased. The Company places its cash and cash equivalents in financial institutions with high credit ratings.

Management has no information that any counterparty will fail to meet its obligations. Concentrations of credit risk with respect to trade receivables are limited due to the large number of customers comprising the Group's customer base, primarily related parties and past history confirm recoverability of amounts due. Given such characteristics of the financial instruments the Management estimates that credit risk loss allowance with respect to all financial instruments, including primarily loans granted, is immaterial.

The carrying amounts of the financial assets represent the maximum credit risk exposure. The maximum exposure to credit risk at the reporting date and as at 31 December 2024 was as follows:

As at: *In thousands of Polish Zloty (PLN)*	**31 December 2024**	**31 December 2023**
Trade and other receivables	363	9 413
Loans granted to related parties	200 582	240 294
Cash and cash equivalents	64 296	22 830
Total	**265 241**	**272 537**

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments, such as bond loans, financial instruments measured at amortised cost, bank loans, cash and cash equivalents. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing return.

(i) Foreign currency risk

The Company is exposed to foreign currency risk on receivables and payables denominated in a currency other than PLN to a limited extent only. As at 31 December 2024 and 2023, trade receivables and payables denominated in foreign currencies were insignificant.

Notes to the Standalone Financial Statements

Note 18 – Financial risk management, objectives and policies

(ii) Interest rate risk

The Company did not enter into any fixed-rate borrowings transaction in the year ended 31 December 2024. The Group's variable-rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. The Company's risk is offset by loans granted, which terms and conditions reflects terms and conditions of bond loans received.

The National Benchmark Reform Working Group (NGR), established by the Polish Financial Supervision Authority, is working on the implementation of a new RFR - type reference index. According to recent meetings held by The Steering Committee of the National Working Group (NWG SC) appointed in connection with the benchmark reform, at its meetings on 21 November 2024 and 6 December 2024, held a discussion and decided to select the proposed index marked with technical name WIRF – and based on unsecured deposits of Credit Institutions and Financial Institutions as the ultimate interest rate benchmark to replace the WIBOR benchmark. The administrator of WIRF – as defined in the Benchmark Regulation (BMR) will be GPW Benchmark S.A., a company registered with the European Securities and Markets Authority (ESMA). Thus, the NWG SC has reviewed and modified its previous decision to select WIRON (originally: WIRD) based on the grounds stated below and mentioned in previous communications from the NWG.

The decision of the NWG SC was consistent with the prevailing opinions of market participants expressed during the additional round of public consultations.

In support of the high ratings for the proposed WIRF – index, the participants in the public consultations had indicated mainly the homogeneity of the eligible transactions pool, relatively low volatility of the proposed index and the highest probability of creating an active derivatives market for such ultimate index and as a result interest rate term structure. It had also been noted that the proposed WIRF – index was characterised by the lowest volume, but still adequate, with eligible transactions pool.

The next step for the NWG SC will be to update the Roadmap as part of the current schedule of activities aimed at replacing the WIBOR benchmark with the ultimate WIRF – benchmark, whose final name is to be chosen in the course of further work.

WIRF – is ultimately to become the key interest rate benchmark as defined in the BMR which can be applied in financial contracts (e.g. credit agreements), financial instruments (e.g. debt securities or derivatives) and by investment funds (e.g. to determine the asset management fees).

The activities of the National Working Group led by the Steering Committee aim to ensure the reliability, transparency and accuracy in the process of determining and applying the new interest rate benchmark.

To the end of 31 December 2024, the Company has two series of bonds, series P2023A in the amount of PLN 60 million maturing on 15th of August 2027 as well as Series Y in the amount of PLN 160 million repaid in two tranches PLN 80 million by 24th March 2028 and PLN 80 million by 24th September 2028. Short-term receivables and payables are not exposed to interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's or Group's reputation.

The Company's liquidity risk is managed with respect to the Group's risk using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g. accounts receivable, other financial assets) and projected cash flows from operations. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and bond loans and other financial instruments.

Effective interest rates and liquidity risk analysis

			As at 31 December 2024				
In thousands of Polish Zlotys (PLN)	***Note***	**Average effective interest rate**	**Total**	**Less than 1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Fixed rate instruments							
Cash and cash equivalents		0.00%	**296**	296	-	-	-
Cash and cash equivalents		2.70%	**64 000**	64 000	-	-	-
Guarantees provided by the Company	*16*	0.00%	**2 118**	2 118	-	-	-
Variable rate instruments							
Loans from subsidiaries	*11*	Wibor 6M + 3.20%	**12 089**	-	-	12 089	-
Floating rate bonds	*13*	Wibor 6M + 3.30%-4.20%	**(285 071)**	(9 129)	(59 568)	(216 373)	-
Loans granted to subsidiaries	*10*	Wibor 6M + 3.20%-4.00%	**200 582**	37 092	104 502	58 988	-

Notes to the Standalone Financial Statements

Note 18 – Financial risk management, objectives and policies

			As at 31 December 2023				
In thousands of Polish Zlotys (PLN)	*Note*	Average effective interest rate	Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
Fixed rate instruments							
Cash and cash equivalents		0.00%	**3 480**	3 480	-	-	-
Loans granted to subsidiaries	10	6.00%	**457**	-	-	457	-
Cash and cash equivalents		4.49%	**19 350**	19 350	-	-	-
Variable rate instruments							
Floating rate bonds	13	Wibor 6M + 3.50%-4.30%	**(225 320)**	(106 644)	(59 395)	(59 281)	-
Loans granted to subsidiaries	10	Wibor 6M + 3.20%-4.00%	**239 837**	33 853	76 282	129 702	-

Sensitivity analysis on the interest rates change

	31 December 2024		31 December 2023	
In thousands of Polish Zlotys (PLN)	Increase by 1%	Decrease by 1%	Increase by 1%	Decrease by 1%
Income statement				
Variable interest rate assets	2 006	(2 006)	2 398	(2 398)
Variable interest rate liabilities	(2 730)	2 730	(2 253)	2 253
Total	**(724)**	**724**	**145**	**(145)**
Net assets				
Variable interest rate assets	2 006	(2 006)	2 398	(2 398)
Variable interest rate liabilities	(2 730)	2 730	(2 253)	2 253
Total	**(724)**	**724**	**145**	**(145)**

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period from reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Year ended 31 December 2024				
In thousands of Polish Zlotys (PLN)	Less than 1 year	Between 1 and 2 years	Between 3 and 5 years	Over 5 years	Total
Bond loans (principal)	-	59 568	216 374	-	**275 942**
Interests on bond loans	26 490	26 472	31 462	-	**84 424**
Total	**26 490**	**86 040**	**247 836**	**-**	**360 366**

	Year ended 31 December 2023				
In thousands of Polish Zlotys (PLN)	Less than 1 year	Between 1 and 2 years	Between 3 and 5 years	Over 5 years	Total
Bond loans (principal)	99 834	59 396	59 280	-	**218 510**
Interests on bonds	21 315	4 153	1 270	-	**26 738**
Total	**121 149**	**63 549**	**60 550**	**-**	**245 248**

Inflation risk

According to the Statistical office of Poland (GUS) consumer prices index in December 2024, stood on 4.7% compared with the corresponding month of the previous year, and comparing to the inflation rate of 4.9% at the end of the third quarter of 2024.

Costs were stable for food and non-alcoholic beverages (4.8%) and communication (4.1%), while deflation eased for transport (-3.3% vs -4.1%). Additionally, prices moderated for alcoholic drinks and tobacco (3.3% vs 3.9%), recreation and culture (5.5% vs 6.1%), education (9.2% vs 9.3%), restaurants and hotels (6.8% vs 7%), and miscellaneous goods and services (3.1% vs 3.3%). On the other hand, costs increased at a faster pace for housing and utilities (10.1% vs 9.9%) and health (5.5% vs 5.3%). On a monthly basis, consumer prices stalled for December 2024, compared to 0.5% in the previous month and preliminary estimates of 0.2%.

During 2022 the Monetary Policy Council of the National Bank of Poland (NBP) raised benchmark interest rates (Wibor), resulting in a huge increase in loan instalments for borrowers and consequently worsening the situation of many households. A raise in interest rates has had negative consequences for the Group in the form of higher interest expenses on the debt held - financial costs for the year ended 31.12.2024 amounted to PLN 28.1 million, as compared to PLN 28.1 million in the year ended 31.12.2023. Starting from January 2024 the benchmark interest (WIBOR) stabilized to the level of 5.85% and by end of 2024 recorded in the level of 5.80% (WIBOR 6M).

Notes to the Standalone Financial Statements

Note 18 – Financial risk management, objectives and policies

Inflation risk

The significance of the above risk factor is assessed by the Company as high because its occurrence had a significant, negative impact on business activity and the financial situation of the Company and its subsidiaries and may have such negative impact in the future. The Company estimates the probability of occurrence of this risk as high. The occurrence of such a situation already took place in the near past, and had a significant influence on the operations of the Company and its Group.

Effect of the War Conflict on the Polish economy and real estate industry

In 2022, the global economy was weakened by trade disruptions in the areas of food and fuel prices as a result of the ongoing war in Ukraine. In the second half of 2022, activity in the euro area deteriorated due to disrupted supply chains, increased financial stress and a decline in consumer and business index confidence. The upward trend in global oil, gas and coal prices observed since the beginning of 2021 increased sharply after Russia's invasion of Ukraine due to sanctions imposed on Russia, pushing up inflation to levels not seen in Europe for decades.

According to a recent publication by the main Statistic office for Poland (GUS), Poland's economic growth in 2023 was 0.1% which is close to the 27 EU countries, as the ongoing war in Ukraine has dimmed the prospects for a post-pandemic recovery in Europe. After rebounding in 2024, Poland's economy is set to expand at a faster rate in 2025. Poland's economic growth in 2024 should oscillate around 2.9 %, while in the EU the Commission optimistically forecasts 1.3 %.

Private consumption is set to be the main growth driver, supported by rapidly rising wages, increased government spending on support to families, improved consumer sentiment, and receding inflationary pressures. The positive contribution of public consumption is projected to increase while the contribution of investment is expected to fall due to weaker private investment. Net exports are set to contribute negatively to growth, as rising domestic demand is expected to fuel imports amid subdued exports.

During 2023 Global trade shifts triggered by the pandemic, the Russian invasion of Ukraine and the trade rivalry with China have prompted the EU to take its own measures to support domestic industry.

In 2022, the war in Ukraine was a key factor affecting the Polish economy. It caused an increase in inflation particularly related to increases in energy and food prices. The level of Polish inflation in the reporting period was between the top high countries in the European Union with a level of 4.7% increase comparing to last year.

The effect of the inflation although decreasing during 2024 did not change the Monetary Policy Council of the national bank of Poland and the benchmark interest remain in quit high level resulting in a quit high level of interest on loan instalments for borrowers and consequently worsening the situation of many households (for more information please refer to Inflation risk paragraph).

In spite the on-going armed conflict between Ukraine and Russia the polish market did not suffer any negative impact and the performance in 2024 comparing to 2023 was significantly better.

Initial estimates from Poland's Statistic Office (GUS) indicate that Poland's GDP growth amounted to 2.9% in 2024, accelerating from just 0.1% in 2023. Household consumption jumped by 3.1% (down by 0.3% in 2023), public consumption rose by nearly 7% (4.0% in 2023), while fixed investment increased by 1.3% (12.6% in 2023).

Compared to 2023, when demand was supported by the government's loan subsidy program (BK2), the last months of 2024 are a time of relative calm. Some potential demand is still waiting – either for another support program for first-time homebuyers or for a significant price decrease, which – so far – is not coming.

Commercial loan interest rates are still very high, and prudential buffers further reduce creditworthiness. Additionally, the latest NBP forecasts regarding the future of interest rates do not promise quick and significant changes for the better. Therefore, there is no basis to expect that the number of buyers using loans with market interest rates will increase quickly.

However, it should be noted that if the subsidized loan program is not enacted, some buyers holding off on decisions will likely rush to banks for loans, wanting to finalize long-postponed transactions. Such clients may be, however, forced to revise their plans and choose, for example, a smaller apartment or one located in a less convenient location.

The significance of the above risk factor is assessed by the Company as high because its occurrence had a significant, negative impact on business activity and financial situation of the Company and may have such negative impact in the future. The Company estimates the probability of occurrence of this risk as high. A similar situation with an armed conflict did not occur in the past, or the scale of the impact of other armed conflicts did not have a significant influence on the operations of the Company and its Group.

Note 19 – Information about agreed-upon engagements of the Company's auditor

Information about audit agreements and the values from those agreements is disclosed below:

For the year ended 31 December *In thousands of Polish Zlotys (PLN)*	**2024**	**2023**
Audit and review of the standalone and consolidated financial statements remuneration	588	560
Other services	85	181
Reimbursed audit review costs [(1)]	-	(95)
Total remuneration for the expense of the Company	**673**	**646**

(1) In 2023 costs in respect of the audit review of the Company's first and third quarter reports have been reimbursed 50% to Main Company's shareholder.

Notes to the Standalone Financial Statements

Note 20 – Other events during the financial year

Bonds issuance

On 15 February 2024, the final (unconditional) allotment of 60,000 (sixty thousand) P2023A Bonds with a total nominal value of PLN 60,000,000.00 (sixty million) was made. The P2023A Bonds were offered by way of a public offering, under the Public Bond Issue Program covered by the base prospectus approved by the Financial Supervision Authority on 25 July 2023. The interest rate on the P2023A Bonds is variable and set at the six-month WIBOR rate (WIBOR 6M) plus a fixed margin of 3.85%. The P2023A Bonds are set to mature on 15 August 2027. The P2023A Bonds are in uncertificated form and dematerialized. The P2023A Bonds are traded in the alternative trading system operated by the Warsaw Stock Exchange S.A. - as part of the Catalyst market.
On 7 February 2024 the Company acquired for redemption 14,859 Series V bonds with a nominal value of PLN 600 PLN each and a total nominal value of PLN 8,915 thousand. The holders of the redeemed V Bonds became bondholders of the newly issued P2023A Bonds. After the redemption, 45,141 V Bonds remained with a maturity date of 2 April 2024.
On 2 April 2024, the Company redeemed all of the remaining V Bonds, 85,141 in number, with a nominal value of PLN 600 each, in accordance with their maturity, and also paid the interest accrued on these V Bonds. The V Bonds were thus fully redeemed.
On 24 September 2024, the final (unconditional) allotment of 160,000 (one hundred and sixty thousand) Series Y Bonds with a total nominal value of PLN 160,000,000 (one hundred and sixty million zlotys) was made. The interest rate on the Series Y Bonds is variable and set at the six-month WIBOR rate (WIBOR 6M) plus a fixed margin of 3.3%. The Bonds will be repaid in two installments: (i) at the end of the seventh interest period (24 March 2028), so that after this redemption the balance of the Bonds will be no more than 50% of the originally issued bonds, and (ii) on 24 September 2028, by paying the remaining par value of the Bonds. The Series Y Bonds were subscribed for cash contributions only. The Series Y Bonds are not in documentary form and are dematerialized. Series Y Bonds are traded in the alternative trading system operated by the Warsaw Stock Exchange - as part of the Catalyst market.
On 24 and 25 September 2024, the Company repurchased Series W Bonds with a total nominal value of PLN 41,199,000 for redemption, of which 11,199,000 Series W Bonds were repurchased cashless (by offset against the issue price of the Series Y Bonds). Holders of the redeemed Series W Bonds became bondholders of the newly issued Series Y Bonds. After the redemption, 58,801 Series W Bonds remained, maturing in April 2025, with the Company deciding on 13 September 2024 to redeem the Series W Bonds in full at the end of the seventh interest period, i.e. on 15 October 2024.
On 15 October 2024 the Company redeemed all existing 58,801 Series W Bonds of the Company with a nominal value of PLN 1,000 each and paid the interest accrued on these bonds. In addition, with respect to the portion of the bonds that are not subject to mandatory amortization pursuant to Section 15 of the Terms and Conditions of Issue of the Series W Bonds, the Company paid the early redemption premium provided for in the Terms and Conditions. Accordingly, the Series W Bonds have been redeemed in full.

Establishment of a pledge on the Company's shares

To secure claims from the issuance of debt securities by the Company's shareholder, Luzon Ronson N.V. (formerly under the name of I.T.R. Dori B.V.) and from the trust agreement entered into on 29 November 2023, between Reznik Paz Nevo Trusts Ltd (a company incorporated and existing under Israeli law with its registered office in Tel Aviv) as trustee and pledge administrator (the "Pledgee") and Luzon Ronson N.V, vested in the holders of these securities and the Pledgee, on 17 January 2024, Luzon Ronson N.V., Luzon Ronson Properties Ltd. and the Company entered into agreements to establish a registered pledge in favor of the Pledgee on all of their shares in the Company's share capital. These pledges were established on January 23, 24 and 26, 2024 (the date of registration of the pledges in the pledge register), respectively.
In the case of the Company's own shares, the pledge was established based on the resolution of the Company's Extraordinary General Meeting of 12 January 2024 on consenting to the establishment of as registered pledge on the Company's own shares in favor of the Pledgee. Pursuant to the resolution in question, the pledge was established on 1 567 954 (in words: one million five hundred and sixty-seven thousand nine hundred and fifty-four) of the Company's own shares (which are bearer shares with a nominal value of EUR 0.02 each and a total nominal value of EUR 31 359.08, and which represent approximately 0.96% of the Company's share capital) up to the highest security amount of EUR 200 000 000 (in words: two hundred million euros). In addition, the Company has received information that analogous pledge agreements have been signed by shareholders under Israeli law.

Resolution and payment of dividends to shareholders of the Company

On 17 June 2024, the Company's Ordinary General Meeting of Shareholders adopted a resolution on the distribution of net profit for 2023 in the amount of PLN 80,705,000 (eighty million seven hundred and five thousand zlotys) in such a way that: (i) to allocate the amount of PLN 40,352,500 (forty million three hundred and fifty-two thousand five hundred zlotys) for the payment of dividends to the Company's shareholders, (ii) to leave the remaining part of the Company's net profit for 2023, i.e. the amount of PLN 40,352,500 (forty million three hundred and fifty-two thousand five hundred zlotys) undistributed.
The distribution of profit as specified above was conditioned on the fact that the payment would not affect the Company's development plans. The fulfillment or non-fulfillment of this condition was to be determined by the Extraordinary General Meeting of the Company no later than 29 November 2024. In the case of the payment of the dividend, the date according to which the list of shareholders entitled to the payment of the dividend is determined (the dividend date) was set for 13 September 2024 and the dividend payment date was set for the 12 December 2024.

Notes to the Standalone Financial Statements

Note 20 – Other events during the financial year

Resolution and payment of dividends to shareholders of the Company

The above resolution was in accordance with the proposal of the Company's Management Board regarding the distribution of the Company's net profit for 2023, and the Supervisory Board gave a positive opinion of the said proposal of the Management Board.

On 14 August 2024, the Extraordinary General Meeting of Shareholders of the Company passed following resolutions:

1. a resolution to amend the resolution on distribution of net profit for 2023 with regard to:
   (i) the amount allocated for the payment of dividends to the Company's shareholders – a total amount of PLN 48,732,857.70 (forty-eight million seven hundred and thirty-two thousand eight hundred and fifty-seven zlotys and seventy cents) has been allocated for the payment of dividends to the Company's shareholders, which, in view of the fact that the Company held 1,567.954 treasury shares, which do not entitle to receive dividends, meant that the above dividend per share was 30 cents,
   (ii) the dividend date and dividend payment date – the list of shareholders entitled to dividend payment (dividend date) has been set for 21 August 2024, and the dividend payment date for 27 August 2024.
2. a resolution to declare that the condition for the distribution of net profit for 2023 has been met, i.e. that the payment of dividends will not affect the Company's development plans, taking into account the changes specified in the resolution described in point 1 above.

The dividend was paid to the Company's shareholders in accordance with the above resolutions.

Sale of a subsidiary holding real estate

The Company announces that on October 15, 2024 it entered into an agreement to sell its subsidiary Ronson Development SPV1 Sp. z o.o. (SPV1) for a price equal to the nominal value of the shares in that company. This company was the owner and perpetual usufructuary of real estate located in Warsaw, in the Wola district, with SPV1 having paid for the real estate only a portion of the price required to pay VAT, which was subsequently returned to SPV1.

The Management Board

Boaz Haim
President of the Management Board

Yaron Shama
Finance Vice-President of the Management Board

Andrzej Gutowski
Sales Vice-President of the Management Board

Karolina Bronszewska
Member of the Management Board for Marketing and Innovation

Tomasz Kruczyński
Person responsible for financial statement preparation

Warsaw, 12 March 2025