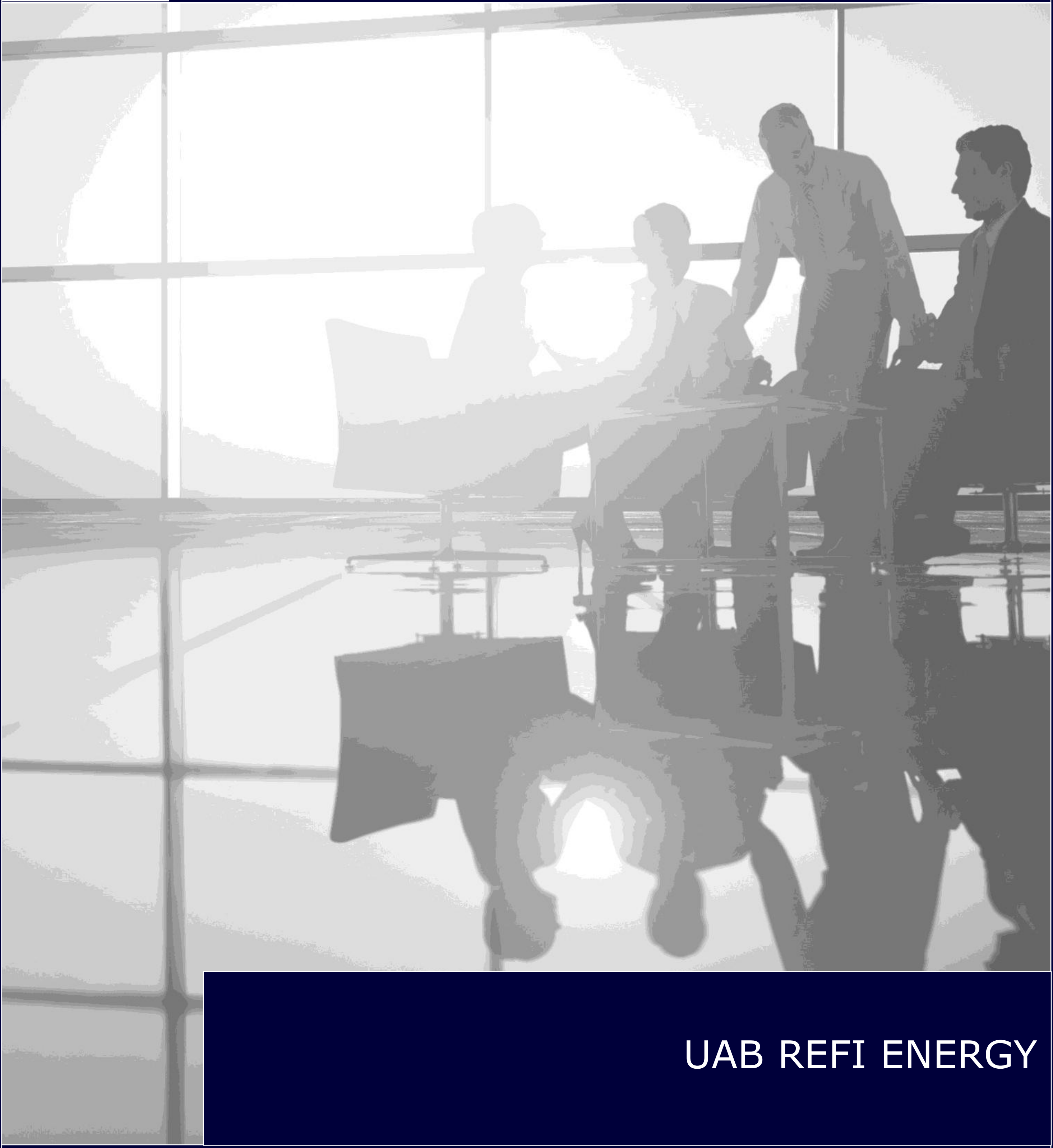

UAB REFI ENERGY

MANAGEMENT REPORT OF 2024 AND COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS, AS ADOPTED BY THE EUROPEAN UNION PRESENTED TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

Liudas Liutkevičius Director of the company REFI Energy, UAB, signs the Company‵s Financial Statements of 2024, also Annual Management Report of 2024 and Statement of responsible persons with a qualified electronic signature.	Agnė Stančikaitė Senior accountant of the company REFI Energy, UAB, signs the Company’s Financial Statements of 2024, and Statement of responsible persons with a qualified electronic signature.

STATEMENT OF RESPONSIBLE PERSONS

31 January 2024

Following the Information Disclosure Rules of the Bank of Lithuania and the Law on Securities (Article 13 and 15[1]) of the Republic of Lithuania, management of REFI Energy, UAB hereby confirms that, to the best of our knowledge, the attached Company‵s Financial statements of 2024 are prepared in accordance with applicable reporting standards, give true and fair view of the assets, liabilities, financial position, profit or loss, cash flows of REFI Energy, UAB.

Presented Annual Management Report of 2024 includes a fair review of the development and performance of the business and description of the position of REFI Energy, UAB and its companies’ group as a whole, along with the main risks and uncertainties faced thereby.

ENCLOSED:
1. Company’s Financial Statements of 2024.
2. Management Report for 2024.

Director
of UAB REFI Energy — Liudas Liutkevičius

Senior accountant
of UAB REFI Energy — Agnė Stančikaitė

UAB REFI Energy
Gynėjų St. 14, LT-01109 Vilnius
E-mail: liudas.liutkevicius@invl.com
Company code 306284592
Account No LT49 7189 9000 5146 7981

CONTENTS

MAIN INFORMATION

Management

Liudas Liutkevičius (CEO)

Address of registered office and company code

Registered address:

Gynėjų g. 14, Vilnius, Lithuania

Company code 306284592

Bank

AB Šiaulių Bankas

These financial statements were approved by the Management Company for issue and signed on 31 January 2025:

Document signed with a qualified e-signature	Document signed with a qualified e-signature
Liudas Liutkevičius Chief operating officer	Agnė Stančikaitė Chief accountant

STATEMENT OF FINANCIAL POSITION

	Notes	31 December 2024	31 December 2023
Non – current assets			
Loans	3.1	-	6,451,651
Total non - current assets		**-**	**6,451,651**
Current assets			
Loans		7,132,609	**-**
Other current assets		107	171
Cash and cash equivalents	3.1	1,436,374	1,200,002
Total current assets		**8,569,090**	**1,200,173**
TOTAL ASSETS		**8,569,090**	**7,651,824**
Share capital	1, 7	1,088,438	2,500
Retained earnings		(539,454)	(341,302)
Total equity		**548,984**	**(338,802)**
Non - current liabilities			
Guaranteed fixed rate notes	4, 6	-	7,969,236
Total non - current liabilities		**-**	**7,969,236**
Current liabilities			
Guaranteed fixed rate notes		7,990,086	**-**
Interest on notes	4	21,110	21,111
Trade payables	6	991	250
Audit liabilities		7,826	-
Other current liabilities		93	29
Total current liabilities		**8,020,106**	**21,390**
TOTAL LIABILITIES		**8,020,106**	**7,990,626**
TOTAL EQUITY AND LIABILITIES		**8,569,090**	**7,651,824**

STATEMENT OF COMPREHENSIVE INCOME

	Notes	2024	2023
Revenue			
Income		610,958	98,331
Transaction expenses		-	(129,186)
Professional expenses		(32,153)	(10,066)
Salaries and related expenses (including vacation reserve)		(1,480)	(1,120)
Other operating expenses		(233)	(73)
Operating profit (loss)		**577,092**	**(42,114)**
Financial income		5,606	**-**
Financial cost	5	(780,850)	(299,188)
Profit/(loss) before tax for the reporting period		**(198,152)**	**(341,302)**
Income tax expenses		-	-
Profit/(loss) for the reporting period		**(198,152)**	**(341,302)**
Other comprehensive income for the reporting period		-	-
Tota profit/(loss) for the reporting period		**(198,152)**	**(341,302)**

STATEMENT OF CHANGES IN EQUITY

	Notes	Share capital	Legal reserve	Retained earnings	Total
Share capital issue	1, 7	2,500	-	-	2,500
Transfer to reserves		-	-	-	-
Total transactions with owners of the Company, recognised directly in equity		**2,500**	**-**	**-**	**2,500**
Net profit/(loss) for 2023		-	-	(341,302)	(341,302)
Total comprehensive income for 2023		**2,500**	**-**	**(341,302)**	**(338,802)**
Balance as at 31 December 2023		**2,500**	**-**	**(341,302)**	**(338,802)**
Share capital issue	1, 7	1,085,938	-	**-**	1,085,938
Transfer to reserves		-	-	**-**	-
Total transactions with owners of the Company, recognised directly in equity		**1,085,938**	**-**	**-**	**1,085,938**
Net profit/(loss) for 2024		-	-	(198,152)	(198,152)
Total comprehensive income for 2024		**-**	**-**	**(198,152)**	**(198,152)**
Balance as at 31 December 2024		**1,088,438**	**-**	**(539,454)**	**548,984**

STATEMENT OF CASH FLOWS

	Notes	2024	2023
Cash flows from operating activities			
Net profit for the reporting period		(198,152)	(341,302)
Adjustments for:			
Interest income	8	(616,564)	(98,331)
Interest expenses	8	780,850	299,188
		(33,866)	**(140 445)**
Changes in working capital:			
Increase (decrease) in accounts payable	6	740	250
Accrued expenses (income)		7,890	(172)
Increase (decrease) in other current liabilities		64	29
Income tax paid		**-**	**-**
Net cash flows from (used in) operating activities		**(25,172)**	**(140,337)**
Cash flows from investing activities			**-**
Loans granted	8	(70,000)	(6 353 320)
Received interest and similar income		5,606	-
Net cash flows from (used in) investing activities		**(64,394)**	**(6 353 320)**
Cash flows from financing activities			
Issue of shares	1, 7	1,085,938	2,500
Notes issued	4, 6	-	7,964,284
Interest (paid)		(760,000)	(273,125)
Net cash flows from financing activities		**325,938**	**7 693 659**
Net increase in cash and cash equivalents		**236,372**	**1,200,002**
Cash and cash equivalents at the beginning of the period		1,200,002	-
Cash and cash equivalents at the end of the period		**1,436,374**	**1,200,002**

NOTES TO THE FINANCIAL STATEMENTS

1. General information

UAB REFI Energy (hereinafter ‘the Company’, code 306284592) is a limited liability company registered in the Republic of Lithuania. The address of the office is Gynėjų str. 14, Vilnius, Lithuania.

The company was incorporated on 28 March 2023. Share capital amounted to EUR 2,500. As at 31 December 2023 the authorised capital of the Company consisted of 2,500 ordinary registered shares with a nominal value of EUR 1. On December 9, 2024, by the decision of the sole shareholder of the Company, the Company's authorized capital was increased through additional monetary contributions from EUR 2,500 to EUR 1,088,438 by issuing an additional 1,085,938 ordinary registered shares with a nominal value of EUR 1 each. All shares of the company are fully paid. The company has not acquired its own shares.

As at 31 December the sole shareholder of the Company is "INVL Renewable Energy Fund I‟ (hereinafter – REFI, fund code I134).

The main objective is to invest in renewable energy and/or other infrastructure objects located in the investment area and to earn above average risk-adjusted returns. Recent international initiatives, such as the Paris Agreement on Climate Change of December 2015, the EU Green Deal and the Green Deal launched in May 2020, and the EU’s target to generate at least 32% of its electricity from renewable sources by 2030, have accelerated the liberalisation of the electricity generation sector in the EU. To achieve its objective, the Company will invest the in green field and brown field renewable energy (solar, wind, biogas, etc.) projects.

As at 31 December 2024 the Company had three employees. As at 31 December 2023 the Company had two employees.

The materiality of information in the Company's individual accounts is determined by:

- value criterion (absolute value): any transaction or event with a value exceeding 2% of assets is considered material.
- proportional criterion: transactions or events with a value of more than 2% of assets are considered material.

2. Basis of preparation and accounting policies

2.1. BASIS OF PREPARATION

Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (hereinafter – the EU).

The Company keeps its accounting and all the amounts in these financial statements are accounted for and presented in the national currency of the Republic of Lithuania, the euro.

The financial year of the Company corresponds to the calendar year.

The preparation of the financial statements according to IFRS requires use of certain significant accounting estimates. It also requires the management to make judgements related to the accounting principles applied by the Company.

Adoption of new and/or amended IFRSs and IFRIC interpretations

The Company has adopted the new and amended IFRS and IFRIC interpretations as of 1 January 2024:

- Amendments to IAS 1: Classification of liabilities as current or non-current (effective for annual periods beginning on or after 1 January 2024);

- Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback (effective for annual periods beginning on or after 1 January 2024);

- Amendments to IAS 7 and IFRS 7: Supplier Finance Arrangements (effective for annual periods beginning on or after 1 January 2024).

The amendments to existing standards are not relevant to the Company.

There are no other new standards, amendments to existing standards or interpretations which are not yet effective and could have a significant effect on the Company.

2.2. FUNCTIONAL AND PRESENTATION CURRENCY

All the amounts in these financial statements are presented in the national currency of the Republic of Lithuania, the euro, which is the functional and presentation currency of the Company.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. All monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rates prevailing at the year end. All translation differences are accounted for in profit or loss. All non-monetary items carried at historical cost and denominated in foreign currency are translated using the exchange rates prevailing at the dates of original transactions. All non-monetary items carried at fair value and denominated in foreign currency are translated using the exchange rates prevailing at the dates of fair value measurement.

2.3. FINANCIAL ASSETS

Financial assets within the scope of IFRS 9 are classified as either financial assets at fair value (either through other comprehensive income or through profit or loss) or financial assets measured at amortised cost. The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets are recognised when the Company becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. At initial recognition, the Company measures a financial asset at fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

The Company‘s loans granted to portfolio companies and interest receivable, as described in note 6, are classified within the category of financial assets measured at amortised cost, since according to the business model of these assets, these assets are held for the purpose of receiving contractual cash flows, which meet the requirement of solely payments of principal and interest.

Effective interest rate method

The effective interest rate (EIR) method is used to calculate the amortised cost of financial assets and to allocate interest income in the income statement for the relevant period. EIR is the rate at which estimated future cash inflows over the expected life of a financial asset are exactly discounted to the financial asset's gross residual value, which represents the amortised cost of the financial asset before adjustment for any provision for losses. In calculating the EIR, the Company estimates the expected cash flows taking into account all the contractual terms of the financial instrument (for example, prepayment, call options and similar options), but without taking into account expected credit losses. The calculation shall include all fees and other amounts paid or received by the counterparties to the contract from each other that are an integral part of the EIR, transaction costs, and any other premiums or discounts. The calculation of EIR assumes that the cash flows and the expected life of a group of similar financial instruments can be estimated reliably. When cash flows or the expected life of a financial instrument (or group of financial instruments) cannot be reliably estimated, the Company uses the contractual cash flows over the contractual life of the financial instrument (or group of financial instruments).

2.4. IMPAIRMENT OF FINANCIAL ASSETS

The Company performs a forward-looking assessment of expected credit losses on its debt instruments measured at amortised cost, regardless of whether indicators of impairment exist.

The credit loss incurred by the Company is calculated as the difference between the total contractual cash flows that the Company is contractually obliged to receive and the total cash flows that the Company expects to receive (i.e. the total cash shortfall), discounted at the original effective interest rate (FIR).

Expected credit losses are measured so as to reflect an unbiased and probable weighted amount, determined by taking into account the probable results to be obtained; the time value of money; reasonable and supportable information about past events and current conditions; and reasonable and supportable forecasts of future events and economic conditions at the date of the financial statements. Expected lifetime credit losses are the expected credit losses arising from all possible events of default during the period from the initial recognition of the financial asset to the later of the financial asset's settlement date and the financial asset's final write-down date. The Company seeks to recognise credit losses that are expected to expire before the financial instrument becomes past due.Expected credit losses are recognised based on the individually assessed credit risk of loans and trade receivables, the assessment of which is based on all reasonable information, including forward-looking information.

The decision of the Company's management to make an individual assessment is based on the availability of information about the credit history and financial position of the individual debtor at the date of the assessment, including forward-looking information that would allow timely identification of a significant increase in the credit risk of the individual debtor, thereby allowing management to make a decision on the recognition of credit losses for the full life of the credit period in respect of the individual debtor. In the absence of reliable sources of information on the credit history, financial position of the debtor as at the measurement date, including forward-looking information, the Company measures debt using a gross valuation approach.

Steps for recognising expected credit losses:

- the Company recognises twelve months of expected credit losses upon the granting of the loan (if any);
- when the Company determines that the credit risk associated with the borrower has increased significantly, the Company accounts for expected credit losses over the life of the loan. All expected credit losses over the life of the financial instrument are calculated only in the event of a significant increase in the credit risk associated with the borrower. Interest income on the loan is calculated on the residual value of the financial asset without adjusting the amount of expected credit losses;
- if the Company determines that the recoverability of the loan becomes doubtful, the Company classifies the loan as an impaired financial asset due to credit risk (doubtful loan). In Step 2, an assessment of significant deterioration in the borrower's financial position is made by comparing the borrower's condition at the time of the assessment with the condition at the time the loan was originated.

The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortised cost. Expected credit losses are not accounted and recognised in the financial statements if they are immaterial.

2.5. CASH AND CASH EQUIVALENTS

In the statement of financial position, cash and cash equivalents include cash at bank and short-term deposits with an original maturity of up to 3 months. Cash and cash equivalents in credit institutions are valued at face value, and fixed-term deposits are measured at amortised cost.

2.6. FINANCIAL LIABILITIES

The Company recognises a financial liability when it first becomes a party to the contractual rights and obligations in the contract.

All financial liabilities are initially recognised at fair value, less (in the case of a financial liability that is not at fair value through profit or loss) transaction costs that are directly attributable to issuing the financial liability. Financial liabilities are measured at amortised cost using the effective interest method. A financial liability is derecognised when the obligation under the liability is settled, cancelled or expires.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Financial liabilities included in trade payables are recognised initially at fair value and subsequently at amortised cost. The fair value of a non-interest-bearing liability is its discounted repayment amount. If the due date of the liability is less than one year, discounting is omitted.

Guaranteed fixed rate notes

A fixed rate bond is a long-term debt instrument that pays a fixed coupon rate for the duration of the bond. Guaranteed fixed rate notes are recognised initially at fair value less directly attributable transaction costs. After initial recognition, notes are subsequently measured at amortised cost using the effective interest method. Amounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business, if longer). If not, they are presented as non-current liabilities.

Effective interest rate method

The effective interest rate (EIR) method is used to calculate the amortised cost of financial liabilities and to allocate interest expense in the income statement in the corresponding period.

EIR is the rate at which the estimated future cash outflows over the expected life of the financial liability are exactly discounted to the gross residual value of the financial liability, which represents the amortised cost of the financial liability.

2.7. SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are recognised in equity as a deduction, net of tax, from the retained earnings.

2.8. INCOME TAX AND DEFERRED TAX

The profit tax for the reporting period is calculated in accordance with the tax legislation approved or substantially approved at the end of the reporting period in the countries where the Company operates and earns taxable profits. Management regularly assesses its position on tax returns for situations in which the applicable tax rules may be subject to differing interpretations. Management recognises provisions, where appropriate, based on amounts expected to be paid to tax authorities.

The standard corporate income tax rate in Lithuania was 15% in 2024, 16% in 2025.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax is not recognised to the extent that it arises from the initial recognition of goodwill; from the initial recognition of an asset or liability, other than in a business combination, that at the time of the transaction had no effect on either accounting or taxable profit or loss. Deferred tax assets and liabilities are calculated using tax rates (and legislation) that are enacted or substantially enacted as at the reporting date and that are planned to be applied for the year when the related deferred tax asset is realised or when the deferred tax liability is settled.

A deferred tax asset is recognised to the extent that it is probable that future taxable profit will allow the temporary differences to be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same tax authority on the same taxable entity or different taxable entities, where the intention is to offset the balances on a net basis.

2.9. FINANCE COSTS

Finance costs are expensed in the period they occur. Finance costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

3. Financial risk management

3.1. FINANCIAL RISK FACTORS

The risk management function within the Company is carried out in respect of financial risks, operational risks, and legal risks. Strategical risk management was executed by the management of the Company. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures to minimise operational and legal risks.

The Company's principal financial liabilities comprise borrowings and trade payables. The main purpose of the borrowings is to raise finance for the Company's operations. The Company have not used any derivative instruments so far, as management considered that there is no necessity for them.

The main risks arising from the financial instruments are credit risk and liquidity risk. The risks are identified and disclosed below.

Credit risk

Credit risk arises from cash and cash equivalents, outstanding trade and other receivables and outstanding loans.

For loans that are neither past due nor impaired, no indication exists that the debtors will not meet their obligations as at the reporting date as the balances of the receivables are regularly reviewed.

According to the European deposit insurance scheme, cash, cash equivalents and deposits of up to EUR 100 thousand of every legal entity in each bank are covered with insurance. All the Company's balance of cash and cash equivalents are covered with the insurance. The insured amounts of cash placed on AB Šiaulių bankas accounts were exceeded by EUR 1,336 thousand as at 31 December 2024 (by EUR 1,100 thousand as at 31 December 2023). All cash balances have a low credit risk at the reporting date and the impairment loss determined on 12-month expected credit losses resulted in an immaterial amount.

The maximum amount of credit risk is equal to the carrying amount of these instruments and was equal to:

	31 December 2024	31 December 2023
Loans granted	7,132,609	6,451,651
Cash and cash equivalents	1,436,374	1,200,002
Total	**8,568,983**	**7,651,653**

Total Company's cash and cash equivalents comprised funds in current accounts and deposits with an initial term of up to 3 months, held by the financial institutions having control over them had Moody's Prime-3 rating.

The company assesses expected credit losses related to financial assets valued at amortized cost based on forward-looking information. Expected credit losses are not accounted for and recognized in the financial statements if they are not significant. In the management's opinion, loans granted to group companies are not depreciated.

Liquidity risk

The Company's policy is to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed credit facilities to meet its commitments at a given date in accordance with strategic plans. The liquidity risk of the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of guaranteed fixed rate bonds. The liquidity risk management is divided into long-term and short-term risk management. The aim of the short-term liquidity management is to meet daily needs for funds. Short-term liquidity for the Company is controlled through monthly monitoring of the liquidity status and needs of funds. Long-term liquidity risk is managed by analysing the predicted future cash flows taking into account the possible financing sources. Before approving the new investment projects the Company evaluate the possibilities to attract needed funds. The Company's liquidity ratio (total current assets / total current liabilities) as at 31 December 2024 was approximately -1,07 (as at 31 December 2023 was approximately 56,11). As at 31 December 2023 the current assets were higher than current liabilities by EUR 548,984 (as at 31 December 2023 the current assets were higher than current liabilities by EUR 1,178,611). The management of the Company forecasted the cash flows of the Company for 2025 and the forecast indicates that the Company will have sufficient funds to cover liabilities, which fall due in 2025.

The table below summarises the maturity profile of the company's financial liabilities as at 31 December 2024 based on contractual undiscounted payments. The table below shows the financial liabilities, including deferred payments. As at 31 December 2024 The Company had EUR 21,110 in interest payable, EUR 7,990,086 in bond liabilities and EUR 8,910 in other payables.

	On demand	Less than 3 months	4 to 12 months	2 to 5 years	More than 5 years	Total
Interest bearing borrowings	-	211,110	8,190,000	-	-	8,401,110
Trade and other payables	-	8,910	-	-	-	8,910
Balance as at 31 December 2024	**-**	**220,020**	**8,190,000**	**-**	**-**	**8,410,020**

The table below summarises the maturity profile of the company's financial liabilities as at 31 December 2023 based on contractual undiscounted payments. The table below shows the financial liabilities, including deferred payments. As at 31 December 2023 The Company had EUR 21,111 in interest payable, EUR 7,969,236 in bond liabilities and EUR 279 in other payables.

	On demand	Less than 3 months	4 to 12 months	2 to 5 years	More than 5 years	Total
Interest bearing borrowings	-	190,000	380,000	8,570,000	-	9,140,000
Trade and other payables	-	21,111	-	-	-	21,111
Balance as at 31 December 2023	**-**	**211,111**	**380,000**	**8,570,000**	**-**	**9,161,111**

3.2. CAPITAL MANAGEMENT

The primary objective of the capital management is to ensure that the Company maintain a strong credit health and healthy capital ratios in order to support their business and maximise shareholder value. The Company's management supervises the investments so that they are in compliance with requirements applied to the capital, specified in the appropriate legal acts, as well as provide the Company's management with necessary information. The Company's capital comprises share capital, reserves and retained earnings. The Company manage their capital structure and make adjustments to it, in light of changes in economic conditions and specific risks of their activity. To maintain or adjust the capital structure, the Company may, return capital to shareholders or issue new shares. The Company is obliged to keep its equity ratio at not less than 50 % of its share capital, as imposed by the Law on Companies of the Republic of Lithuania. The Company did not comply with this requirement as at 31 December 2023. In 2024, the Company's management increased the capital to EUR 1,088,438, which now complies with the requirements of the Law on Companies of the Republic of Lithuania.

As at 31 December 2023, the authorised capital amounted to EUR 2,500. For the year ended 31 December 2023, the company made a loss of EUR 341 302. The Company's equity as at 31 December 2023 was negative and amounted to EUR 338 802. On 09 December 2024, by decision of the Company's sole shareholder, the Company's authorised capital was increased by additional cash contributions from EUR 2 500 to EUR 1 088 438 through the issue of an additional 1 085 938 ordinary nominal shares with a par value of EUR 1. All the Company's shares are fully paid. The Company has not purchased any of its own shares. In 2024, the company incurred a further loss of EUR 198 152 and a total loss was EUR 539 454. However, the Company's equity as at 31 December 2024 is positive at EUR 548 984.

In the opinion of the management, the Company will be able to continue as a going concern and certain actions have been already taken. The sole shareholder has signed a letter of support confirming its intention to provide the necessary financial support to the Company until the General Meeting of Shareholders for the year ending 31 December 2024 to enable the Company to continue its operations.

In this context, the financial statements have been prepared on a going concern basis.

4. Guaranteed fixed rate notes

	31 December 2024	**31 December 2023**
Non-current:		
Fixed rate notes	-	7,969,236
Current:		
Fixed rate notes	7,990,086	**-**
Interest portion of fixed rate notes	21,110	21,111
Total	**8,011,196**	**7,990,347**

All notes are expressed in EUR. Notes were issued with fixed interest rate. As at December 2024 the fixed rate notes amount to EUR 7,990,086 and consists of the first issue fixed rate notes of EUR 3,500,00 and the second issue fixed rate notes of EUR 4,490,086. As at December 2023 the fixed rate notes amount to EUR 7,969,236 and consists of the first issue fixed rate notes of EUR 3,500,00 and the second issue fixed rate notes of EUR 4,464,284.

The Company has raised funds for renewable energy development projects in the neighbouring country through a public placement of 2-year 9.5% fixed-rate bonds to institutional and private investors. The notes are guaranteed by the Company’s shareholder INVL Renewable Energy Fund I. The proceeds of the issue of notes will be used to provide funds to INVL Renewable Energy Fund I or its controlled entities with the aim to finance construction projects developed by INVL Renewable Energy Fund I in the Republic of Poland.

5. Finance cost

Finance cost for 2024 amounts to EUR 780,850 and consists of interest expenses for guaranteed fixed rate notes issued on 20 June 2023 and 20 September 2023 of EUR 760,000 and the discounted interest expenses for guaranteed fixed rate notes issued on 20 September 2023 of EUR 20,850.

Finance cost for 2023 amounts to EUR 299,188 and consists of interest expenses for guaranteed fixed rate notes issued on 20 June 2023 and 20 September 2023 of EUR 294,236 and the discounted interest expenses for guaranteed fixed rate notes issued on 20 September 2023 of EUR 4,952.

6. Financial instruments by categories

The Company's financial instruments and their recognition values as of 31 December 2024, and 31 December 2023, are presented below:

Assets at amortised cost	31 December 2024	31 December 2023
Financial assets in the statement of financial position		
Loans granted	6,423,320	6,353,320
Interest receivable	709,289	98,331
Other current assets	107	172
Cash	1,436,374	1,200,002
Total	**8,569,090**	**7,651,825**

The fair value of loans granted and accrued interest receivable equals to their nominal amount as loans are granted at market interest rates.

Financial liabilities at amortised cost	31 December 2024	31 December 2023
Liabilities in the statement of financial position		
Guaranteed fixed rate notes	7,990,086	7,969,236
Interest payable	21,110	21,111
Other payables	8,910	280
Total	**8,020,106**	**7,990,627**

7. Share capital and reserves

As at 31 December 2024 the Company's share capital was divided into 1,088,438 ordinary registered shares with the nominal value of EUR 1.00 each (as at 31 December 2023 the Company's share capital was divided into 2,500 ordinary registered shares). All the shares of the Company were fully paid. As at 31 December 2024 and as at 31 December 2023 the Company held none of its own shares.

Legal reserve

Legal reserve is a compulsory reserve under Lithuanian legislation. Annual transfers of not less than 5 % of net profit, calculated in accordance with the statutory financial statements, are compulsory until the reserve reaches 10 % of the share capital. The reserve can be used only to cover the accumulated losses. As at 31 December 2024 and as at 31 December 2023 the Company has not yet formed this reserve.

8. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. The related parties of the Company were the key management personnel, including other companies under INVL Renewable Energy Fund I control or joint control of key management and participants having significant influence. Under IAS 24, AB "Invalda INVL" and its controlled companies (hereinafter - Other related parties) are also classified as related parties.

The management remuneration contains short-term employee benefits. Key management of the Company includes the member of Investment Committee of INVL Renewable Energy Fund I who is also the CEO of the Company. Total remuneration for 2024 for key management amounts to EUR 72 (EUR 52 for 2023).

The Company's transactions with other related parties during 2024 and outstanding balances as at 31 December 2024 were as follows:

	Revenue and income from related parties	Expenses incurred with respect to related parties	Receivables from related parties	Payables to related parties
Loans granted	-	-	6,423,320	-
Interest on loans granted	610,958	-	709,289	-
Total	**610,958**	**-**	**7,132,609**	**-**

The Company's transactions with other related parties during 2023 and outstanding balances as at 31 December 2023 were as follows:

	Revenue and income from related parties	Expenses incurred with respect to related parties	Receivables from related parties	Payables to related parties
Loans granted	-	-	6,353,320	-
Interest on loans granted	98,331	-	98,331	-
Reimbursable expenses	-	9,086	-	-
Total	**98,331**	**9,086**	**6,451,651**	**-**

9. Subsequent events

No post-balance sheet events occurred from the balance sheet date till the date of issuance of the financial statements.

UAB REFI ENERGY

ANNUAL MANAGEMENT REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

1. An objective overview of the state of the enterprise, the conduct and development of its activities, a description of the main risks and uncertainties that the company faces;

UAB "REFI Energy" is a special purpose company, the main purpose and function of which is to re-lend funds received from issued bonds to the group companies implementing the development and construction of renewable energy projects. The main uncertainties and risks in the company's activities are related to the activities and risks of the group companies to which loans are granted, to the timely implementation of their projects, but so far the projects are carried out according to plan, so the potential risks have not materialized.

The group's companies, to which the company grants loans, are managed by the INVL Renewable Energy Fund I and during 2024 successfully carried out the planned projects for the development of renewable energy projects in the Polish and Romanian markets in accordance with the planned strategy of the INVL Renewable Energy Fund I. The biggest uncertainties faced by the companies of the group developing renewable energy projects are the fluctuations in electricity prices in EU markets after the 2020 COVID crisis and the crisis in the energy sector in the European Union caused by Russia's aggression against Ukraine. The company and the management of INVL Renewable Energy Fund I monitor and actively respond to the dynamically changing situation in the energy markets and accordingly manage the risks faced by the developed renewable energy projects.

2. Analysis of financial and non-financial performance, including environmental actions, climate-related initiatives, personnel matters, anti-corruption efforts, and bribery, specifically addressing the involvement of foreign officials in international business transactions, related information, references to data presented in annual financial reports, and additional explanations of these data;

In 2024, the net loss amounted to 198,152 EUR. The assets, primarily consisting of loans provided by the company to entities managed by INVL Renewable Energy Fund I, totaled 7,132,609 EUR in 2024.

On December 31, 2024, three employees were employed in the company.

When making investment decisions, the company seeks to fully assess all the risks and factors that may affect the value and results of investments. The fight against corruption, bribery and money laundering is an integral part of a company's procedures.

3. The total number of company's acquired and owned shares, their nominal value, and the portion of share capital they represent;

On December 31, 2024, the share capital amounted to 1,088,438 EUR. The company's share capital consisted of 1,088,438 ordinary shares with a nominal value of 1 euro each.

4. The number of own shares acquired and transferred during the reference period, their nominal value and the share of the authorized capital that those shares constitute;

The company has not acquired its own shares and has not transferred it.

5. Information on the payment of own shares, if they are acquired or transferred for consideration;

The company has not acquired its own shares and has not transferred it.

6. The reasons for the acquisition of the company's own shares during the reporting period;

The company has not acquired its own shares and has not transferred it.

7. Information about the branches and representative offices of the enterprise;

The company has no divisions.

8. Information on significant events occurring after the end of the financial year;

There were no events to be mentioned after the end of the reporting period.

9. Plans and forecasts of the company's activities;

To invest in renewable energy and/or other infrastructure projects located in the investment territory and earn above-average returns relative to risk.

10. Information about the research and development activities of the enterprise;

The company does not conduct research and does not plan to expand. Currently, the company has granted all planned loans.

11. Information on the objectives of financial risk management, the hedging instruments used to be accounted for in hedging transactions and the extent of the undertaking's price risk, credit risk, liquidity risk and cash-flow risk when using financial instruments and where this is relevant for the assessment of the company's assets, equity, liabilities, income and expenses;

Risk management in the Company includes financial, operational, and legal risk management. The main objective of financial risk management is to establish risk limits and ensure that risk does not exceed these limits. Operational and legal risk management aims to ensure that internal policies and procedures operate effectively, thereby reducing operational and legal risk.

The primary financial risks related to financial instruments are credit risk and liquidity risk. The European Deposit Guarantee System insures up to 100,000 euros per legal entity in each bank. All Company funds and their equivalents are insured. The Company's liquidity risk objective is to maintain a balance between financing continuity and flexibility using guaranteed fixed-interest bonds. Short-term liquidity is monitored monthly by observing liquidity conditions and fund requirements. Long-term liquidity is managed by analyzing forecasted cash flows and potential sources of financing.

12. Information about the managing positions held by the CEO, members of the board of directors, members of the supervisory board, and other executive positions in a joint-stock company (legal form, name, code, registered office (address) of the CEO; legal form, name, code, registered office (address) of the governing body or supervisory body member) and key information about their primary place of employment (position, legal form of the entity, name, code, registered office (address)).

The director of the company, Liudas Liutkevičius, is the head of the company REFI Energy, UAB. Address Gynėjų str. 14, LT-01109 Vilnius. Company code 306284592. Below is the information about other executive positions held by the company's director.

	Name of company, institution, organization, etc.	Code	Address	Obligations
1	UAB "INVL Asset Management"	126263073	Gynėjų str. 14, Vilnius, 01109 Lithuania	Managing partner of the fund
2	UAB "REFI Energy"	306284592	Gynėjų str. 14, Vilnius, 01109 Lithuania	Director
3	INVL Renewable Energy Fund I	-	Gynėjų str. 14, Vilnius, 01109 Lithuania	Beneficiary
4	UAB EPSO-G	302826889	Laisvės pr. 10, Vilnius, 04215 Lithuania	Independent member of the Board
5	Viable Energy SRL (RO, SPV)	29882052	Bucharest, Sector 1, st. Iacob Felix 87th, Felix Office Building, 4th Floor, Office No. 6, Section 4.6.2, Romania	Administrator
6	Alfa Green Energy SRL (RO, SPV)	29882095	Bucharest, Sector 1, st. Iacob Felix 87th, Felix Office Building, 4th Floor, Office No. 4, Section 4.4.24, Romania	Administrator
7	Green Solar Power SRL (RO, SPV)	29882079	Bucharest, Sector 1, st. Iacob Felix 87th, Felix Office Building, 4th Floor, Office No. 4, Section 4.4.2, Romania	Administrator
8	Fotovoltaic Prod & Distribution SRL (RO, SPV)	27420820	Bucharest, Sector 1, st. Iacob Felix 87th, Felix Office Building, 4th Floor, Office No. 4, Section 4.4.25, Romania	Administrator
9	Power Regenerabil Energy SRL (RO, SPV)	27420804	Bucharest, Sector 1, st. Iacob Felix 87th, Felix Office Building, 4th Floor, Office No. 4, Section 4.4.3, Romania	Administrator

10	REFI RO, SRL (RO, SPV)	46396516	Bucharest, Sector 1, Street Dr. Iacob Felix, No. 87.4 floor, Romania	Administrator
11	Danube Solar Five, SRL (RO, SPV)	45152025	Bucharest, Sector 1, Street Dr. Iacob Felix, No. 87, Felix Office Building, 1st Floor, Office No. 4, Section 1.4.4, Romania	Administrator
12	Danube Solar One, SRL (RO, SPV)	44577044	Bucharest, District 1, Street Dr. Iacob Felix, No. 87, Felix Office Building, 3rd Floor, Office No. 1, Section 3.1.7, Romania	Administrator
13	Danube Solar Eleven, SRL (RO, SPV)	47137900	Bucharest, District 1, Street Dr. Iacob Felix, No. 87, Building Felix Office, 3rd Floor, Office No. 1, Section 3.1.12, Romania	Administrator
14	AJ Renewables Dobrun, SRL (RO, SPV)	45868491	Bucharest, Sector 1, st. Dr. Iacob Felix 87, Building Felix Office, 2nd Floor, Office No. 2, Section 2.2.3, Romania	Administrator
15	SF Projekt 23 sp. z o.o. (PL, SPV)	0000928608	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
16	SF Projekt 15 sp. z o.o. (PL, SPV)	0000929791	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
17	REFI 1 sp. z o.o. (PL, SPV)	0000926956	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
18	REFI 2 sp. z o.o. (PL, SPV)	0000926405	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
19	REFI 3 sp. z o.o. (PL, SPV)	0000926488	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
20	REFI 4 sp. z o.o. (PL, SPV)	0000926489	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
21	REFI 5 sp. z o.o. (PL, SPV)	0000926325	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
22	REFI 6 sp. z o.o. (PL, SPV)	0000926319	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
23	REFI 7 sp. z o.o. (PL, SPV)	0000926593	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
24	REFI 8 sp. z o.o. (PL, SPV)	0000926595	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
25	REFI 9 sp. z o.o. (PL, SPV)	0000927018	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
26	REFI 10 sp. z o.o. (PL, SPV)	0000926476	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
27	REFI 11 sp. z o.o. (PL, SPV)	0000918399	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board
28	MB SUN 6 sp. z o.o. (PL, SPV)	0000897822	Bank Square (Plac Bankowy), No. 2, 9th floor, 00-095 Warsaw, Poland	Member of the Management Board

29	AB „Via Lietuva“	188710638	Kauno g. 22-202, LT-03212 Vilnius	Independent member of the Board

INDEPENDENT AUDITOR'S REPORT

To shareholders of UAB REFI ENERGY

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of UAB REFI ENERGY (the Company), which comprise:
- the statement of financial position as at 31 December 2024,
- the statement of comprehensive income for the year then ended,
- statement of cash flows for the year then ended
- statement of changes in equity for the year then ended,
- notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Handbook to the International Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, including independence requirements (IESBA Code) together with the requirements of the Law of the Republic of Lithuania on Auditing Financial Statements and Other Assurance Services that are relevant to audit in the Republic of Lithuania, and we have fulfilled our other ethical responsibilities in accordance with the Law on Audit of Financial Statements and Other Assurance Services of the Republic of Lithuania and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matters - the comparative financial statements

The company was established on 28 March 2023, therefore the comparative financial statements have a period of less than 12 months. We have audited the comparative financial statements and expressed an unqualified opinion on them on 28 June 2024.

Other Information

The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditor's report thereon. Management is responsible for the other information.

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

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

In addition, our responsibility is to consider whether information included in the Company's annual report for the financial year for which the financial statements are prepared is consistent with the financial statements and whether annual report has been prepared in compliance with applicable legal requirements. Based on the work carried out in the course of audit of financial statements, in our opinion, in all material respects:

- The information given in the Company's annual report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

- The Company's annual report has been prepared in accordance with the requirements of the Law on Entities and Group Reporting of the Republic of Lithuania.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

- The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Tel.: +370 37 320390
www.bdo.lt

K. Baršausko g. 66
LT-51436 Kaunas, Lietuva

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. 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 financial statements, including the disclosures, and whether the financial statements 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.

BDO auditas ir apskaita, UAB
Audit company's certificate No.001496

Jolanta Dalia Staliūnienė
Certified auditor of the Republic of Lithuania
Auditor's Certificate No. 000259

Kaunas, the Republic of Lithuania
31 January 2025

Dokumentą elektroniniu parašu pasirašė JOLANTA DALIA,STALIŪNIENĖ
Data: 2025-01-31 13:38:43