# The report of the directors of COMELF SA according to ASF Regulation 5/2018, Annex 14

Issued on: August 28, 2026
Company name: COMELF SA
Registered Office: Bistrita, str. Industry no. 4
Phone/fax number: 0263/234462; 0263/238092
VAT code: 568656
Registration number with the Trade Register: J06/02/1991
**Subscribed and paid-in share capital** as of 6/30/2022: 13,036,325.34 lei
**The main characteristics of the securities issued by the company**:
Dematerialized registered shares in the number of 22,476,423 with
a nominal value of 0.58 lei/share
**Regulated market in which the issued securities are traded**:
Bucharest Stock Exchange

The Board of Directors of Comelf SA Bistrita, appointed by the General Assembly of the shareholders prepared, for the period January-June 2026, the present report on the balance sheet , the profit and loss account, the statement of changes in shareholders' equity, the state of the cash flows, accounting policies and explanatory notes included in the individual financial statements semi-annual reports prepared on 30.06.2026.
These financial statements are presented together with the Directors' Report and relate to:

| | |
|---|---|
| **Equity** | **RON 75,611,748** |
| **Turnover:** | **RON 84,454,320** |
| **Net result of the year-profit:** | **RON 3,193,401** |

## I.1 Important events taking place between January and June 2026

→ On April 29, 2026, the General Meeting of the Shareholders took place. It approved the distribution of the net profit for 2025, amounting to 4,787,536 lei, as follows: 2,381,172 lei for the payment of dividends to the company's shareholders, 759,551 lei for the establishment of other reserves (the amount for which the tax incentive for reinvested profits was applied),

→ On April 29, 2026, the General Meeting of Shareholders approved the Business Plan for the current year, the investment program for 2026, the company's organizational chart, and the maximum credit limit for the current year;

→ On June 29, 2026, the general meeting of shareholders was held, during which the distribution of the undistributed profit for 2025, in the amount of 1,646,813 lei, was approved for the payment of dividends to the company's shareholders;

For the next six months of the 2026 fiscal year, we have not identified any significant risks.

## I.2 Transactions between related parties in the period January-June 2026

Transactions with companies within the group are carried out on the basis of framework commercial contracts stipulating the rights and obligations of each party and specifying the type of contract.

Commercial relations with affiliated parties are conducted on the basis of sale and purchase agreements, commission agreements, and consulting agreements.

| Affiliated party | Activity | Description of the type of business relation |
|---|---|---|
| Uzinsider SA | Consulting services | Uzinsider SA is the majority shareholder of COMELF |

| | | |
|---|---|---|
| Uzinsider Techo SA | Brokerage services<br>Sale of products (filter unit/turbine parts/diffusers) | Common shareholders-natural persons, common administrators |
| Uzinsider General Contractor SA | Acquisition of electricity | Common shareholding, common administrators |
| Promex SA | Sale of products<br>Collaborations in the manufacture of subassemblies | Uzinsider SA is the majority shareholder in both companies, joint administrators |
| 24 Ianuarie SA | Collaborations in the manufacture of subassemblies | Uzinsider SA is the majority shareholder in both companies, joint administrators |
| Mottra SRL | Winding Services | COMELF SA is the sole partner |

- The sales of goods and services to the affiliated parties are carried out at the prices of the contracts concluded for each order of the external costumers;
- Purchases from affiliated parties were made at cost (in line with market prices) in accordance with the contracts;

| **Sales at:** | **June 30, 2026** | **Purchases from:** | **June 30, 2026** |
|---|---|---|---|
| Uzinsider SA | - | Uzinsider SA | 362,742 |
| Uzinsider Techo SA | 14,685,292 | Uzinsider Techo SA | 1,115,887 |
| Uzinsider General Contractor SA | 18,270 | Uzinsider General Contractor SA | 4,000 |
| Promex SA | 107,022 | Promex SA | - |
| 24 Ianuarie SA | 4,970 | 24 Ianuarie SA | - |
| Mottra SRL | - | Mottra SRL | 35,205 |
| **Total** | **14,815,554** | **Total** | **1,517,834** |

Transactions with related parties carried out in the first 6 months of 2026 are the traditional ones, there are no other special transactions, different from those carried out in previous years.

## II. Review of the Company's activity:

### a) Description of the basic activity of the Company:

The company operates based on the Commercial Companies Law no. 31/1990 (with subsequent amendments and additions), the Capital Market Law no. 297/2004 and Law 24/2017 regarding issuers of financial instruments and market operations. According to article 6 of the Constitutive Act updated in July 2022, the object of activity of the Company is **"Manufacturing machines and equipment for earthworks, for power plants and environmental protection, equipment for lifting and transporting, including their subassemblies."**

COMELF is a production company in the field of machine building industry and its object of activity is the manufacture of equipment for power plants and environmental protection, metal structures in the field of renewable energy (source: water, wind and sun), earthmoving machines and equipment or sub-assemblies equipment for lifting and transport equipment, including components therefor. Manufacturing is carried out in 6 production halls, with a total area of 80,824 sqm, equipped with machinery, installations, machine tools for mechanical processing, laboratories and utility networks for the production processes.
COMELF SA owns 100% of the shares of MOTTRA SRL Bistrita (VAT No. RO 17649224) and does not own any branches.

**b). The economic-financial situation**

Presentation of an analysis of the current economic-financial situation compared to the same period last year:

a) **Balance sheet elements of COMELF SA:**

| **RON** | **30.iun.26** | **31.dec.25** |
|---|---|---|
| **ASSETS** | - | - |
| **Non-current Assets** | **75,246,634** | **75,812,710** |
| - | - | - |
| **Total Current Assets, of which:** | **92,128,406** | **86,064,274** |
| Inventories | 30,820,143 | 24,832,690 |
| Commercial and similar receivables | 55,811,211 | 52,052,917 |
| Cash and short-term deposits | 5,497,052 | 9,178,667 |
| - | - | - |
| **Total Assets** | **167,375,040** | **161,876,984** |
| - | - | - |
| Prepayments | 1,303,051 | 196,578 |
| - | - | - |
| **Equity and debt** | - | - |
| **Total share capital, of which:** | **75,611,748** | **76,458,670** |
| Registered capital | 13,036,325 | 13,036,325 |
| Share capital adjustments | 8,812,271 | 8,812,271 |
| Other equity items | -4,250,268 | -4,307,278 |
| Reserves | 53,517,414 | 53,873,725 |
| Reported result | 1,302,605 | 1,015,642 |
| The result of the period | 3,193,401 | 4,787,536 |
| Profit distribution | - | -759,551 |
| - | - | - |
| **Total Long-term liabilities, of which:** | **8,698,983** | **10,016,377** |
| Long-term bank loans | - | - |
| Lease liabilities | - | - |
| Provisions for risks and expenses | 166,697 | 166,697 |
| Debts on deferred taxes | 5,060,359 | 5,116,535 |
| Deferred revenue liabilities - long-term portion | 3,471,927 | 4,733,145 |
| - | - | - |
| **Total Current Liabilities, of which:** | **83,064,309** | **75,401,937** |
| Trade payables | *43,376,874* | *37,569,100* |
| Interest-bearing bank loans | 35,652,400 | 34,669,800 |
| Lease liabilities | - | - |
| Provisions for risks and expenses | 514,377 | 550,615 |
| Deferred Revenue liabilities - short-term portion | 3,408,147 | 2,499,077 |
| Debts on deferred taxes | 112,511 | 113,345 |
| - | - | - |
| **Total equity and Liabilities** | **167,375,040** | **161,876,984** |

**b) COMELF SA profit and loss account:**

| **RON** | **June 30, 2026** | **June 30, 2025** |
|---|---|---|
| | | |
| **Income** | **91,576,965** | **81,454,225** |
| | | |
| **Operational result** | **5,418,561** | **4,414,064** |
| **EBITDA** | **8,904,644** | **8,780,783** |
| **Financial result** | **(1,774,800)** | **(899,133)** |
| **Profit before tax** | **3,643,761** | **3,514,931** |
| | | |
| Income tax expense | 450,360 | 374,208 |
| **Profit for the financial year** | **3,193,401** | **3,140,723** |
| | | |
| Number of shares | 22,476,423 | 22,476,423 |
| **Earnings per share** | 0.14 | 0.14 |
| | | |

**COMELF SA's operating revenue** was 93 million RON in H1 2026, compared to 82 million RON in H1 2025, an increase of 12.43%, as a result of a change in the product mix (more specialty products that incorporate both special materials and more complex manufacturing processes, leading to a higher selling price per metric ton of product).

**COMELF SA's operating expenses** increased, compared to the first half of 2025, at a lower rate (11.65%) compared to the trend in revenue, which was influenced by the increase in raw material costs (+24%)—reflected in the rise in the selling price and, consequently, in the increase in revenue—by an 8% rise in personnel expenses due to inflation and the increase in overtime hours resulting from the volume and complexity of the work, an increase in utility costs due to rising electricity consumption coupled with a decline in electricity production from renewable sources, a decrease in depreciation expenses (-23.21%), and a 13% reduction in service costs.

**The company's operating income** increased by 23% compared to H1 2025, driven by the factors outlined above, with the main reason being fixed costs, which—at higher value-based volumes—have a positive impact on profit (depreciation, taxes and fees, third-party services).

**Gross profit** increased by only 3.67% in the first half of 2026 compared to the first half of 2025 due to the adverse impact of the financial loss incurred in H1 2026, which was 876,667 lei higher.

**Net income** in the first half of 2026 was affected by higher income tax in the first six months of 2026, as a tax incentive for reinvested profits had also been applied in the first half of 2025.

**2. Review of the Company's activity:**

**2.1.** Presentation and analysis of trends, items, events or uncertainty factors that affect or could affect the company's liquidity compared to the same period last year.

Comelf SA was at no time unable to meet its financial obligations during the period under review and we estimate that there will be no events or factors affecting the liquidity of the company until the end of the financial year.

**2.2 Presentation and analysis of the effects on the company's financial situation of all capital expenditures, current or anticipated, compared to the same period last year.**

Capital expenditures for the first half of 2026 amounted to **2.8 million RON** (first half of 2025 = 2.6 million RON). Capital expenditures were financed from the company's own sources.

**2.3. Presentation and analysis of events, transactions, economic changes that significantly affect income from core business. Indication of the extent to which revenues have been affected by each item identified. Comparison with the corresponding period last year.**

The economic-financial operations related to first half of 2026 were correctly registered, based on legally prepared documents. The obligations stipulated by the law have been fulfilled, regarding the correct and up-to-date organization and management of accounting, regarding compliance with accounting principles, accounting rules and methods provided by the regulations in force.

The obligations towards the state and local budget, towards the special funds were correctly established and the transfers were made in accordance with the legal provisions.

It is also worth mentioning that the income, expenses and individual financial result related to the first six months of 2026 are faithfully reflected in the profit and loss account (income statement).

**3. Changes affecting company capital and management**

**3.1.** Description of cases where the company was unable to meet its financial obligations during the period in question:
Not applicable.
**3.2.** Description of any change in the rights of holders of securities issued by the company:
Not applicable.

**4. Significant transactions**

In the case of issuers of shares, information on major transactions entered into by the issuer with persons with whom it acts in concert or in which such persons have been involved during the relevant time period:
Not applicable

**5. ANNEXES**

A copy for the following documents is attached to this report:
-balance sheet, as of 30.06.2026;
- the declaration of the General Manager of Comelf SA regarding the assumption of responsibility for the preparation of the financial and accounting statements related to the 1st half-year/2026;
-shareholder structure as of 30.06.2026;

**6. REMARK:** The half-yearly financial statements prepared for the six-month period ended June 30, 2026 have not been audited or reviewed by an independent auditor, as there is no legal or statutory requirement to do so.

**Annexes:**
**Shareholder structure as of the reference date of June 30, 2026:**

| | **Number of shares** | **% ownership** |
|---|---|---|
| Uzinsider SA | 18,189,999 | 80.9292 % |
| Other shareholders | 4,286,424 | 19.0708 % |
| **Total** | **22,476,423** | **100 %** |

**Management structures:**

As of *June 30, 2026,* the management of COMELF SA was composed of the following:

- Members of the Company's Board of Directors:

| | |
|---|---|
| Savu Constantin | Chairman |
| Babici Emanuel | member |
| Mustata Costica | member |
| Sofroni Vlad | member |
| Parvan Cristian | member |

- Members of the Executive Management of the Company:

| | |
|---|---|
| Cenusa Gheorghe | General Manager |
| Pop Mircea | Deputy General Manager Business Operation |
| Oprea Paul Cristian | Deputy General Manager Technical and Production |
| Tatar Dana | Financial Manager |
| Serban Marcela | Raw Material Procurement Manager |

| | |
|---|---|
| Tatar Eugen | Factory Executive Manager |
| Viski Vasile | Factory Executive Director |
| Campian Cosmin | Factory Executive Manager |

**Management statement**

According to the best information available, we confirm that the individual financial statements, for the half year 1/2026, prepared in accordance with International Financial Reporting Standards, give a true and fair view of the assets, liabilities, financial position and profit and loss account of Comelf SA, as required by applicable accounting standards.

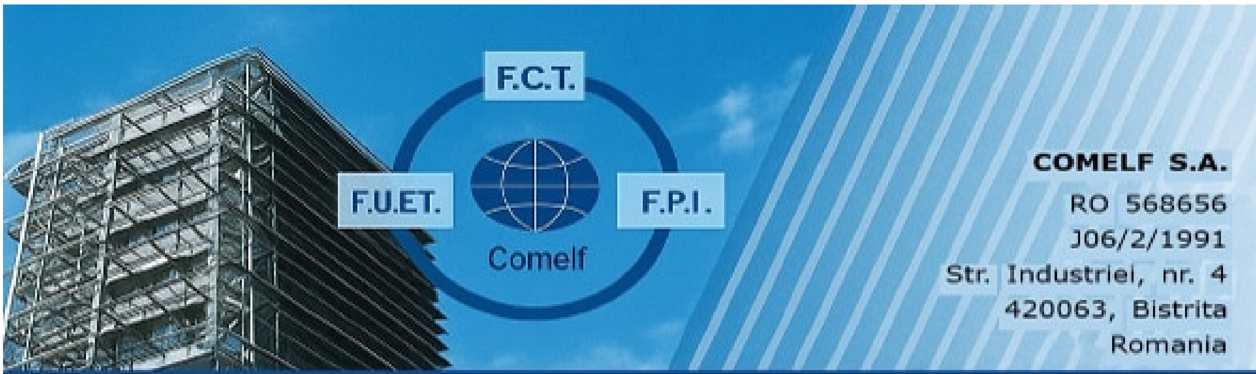
We also confirm that the operating performance situation and the information presented in this report give a true and fair view of the main events that occurred during the first six months of 2026 and their impact on the financial statements.

General Manager-eng. Cenușă Gheorghe

Financial Manager-ec. Tatar Dana

*The unaudited financial statements as of June 30, 2026, together with the Board of Directors' Report, are posted on the company's website www.comelf.ro under the heading "Current Information."*

*The financial statements and reports have been submitted to the Bucharest Stock Exchange and the Financial Supervisory Authority and can also be viewed at the link below.*




# IFRS Financial Statements as of June 30, 2026

## COMELF SA-Financial Statements as of June 30, 2026

## STATEMENT OF FINANCIAL POSITION AT June 30, 2026

| | Note | 30.06.2026 | 31.12.2025 |
|---|---|---|---|
| *Assets* | | | |
| Development cost | | 202.561 | 166.662 |
| Intangible assets | 5 | 695.462 | 743.435 |
| Tangible assets | 5 | 74.128.611 | 74.682.613 |
| Financial assets | 5 | 220.000 | 220.000 |
| Financial assets available for sale | 6 | - | - |
| **Total non-current assets** | | **75.246.634** | **75.812.709** |
| Advance payments for tangible assets | | 601.071 | 926.387 |
| Stocks | 7 | 30.820.143 | 24.832.690 |
| Receivables from contracts with customers | 8 | 47.132.399 | 39.529.985 |
| Trade receivables and other receivables | 9 | 8.077.741 | 11.596.545 |
| Current tax receivables | | - | - |
| Cash and cash equivalents | 11 | 5.497.052 | 9.178.667 |
| **Total Current Assets** | | **92.128.406** | **86.064.273** |
| **Total Assets** | | **167.375.040** | **161.876.983** |
| Share capital | 12 | 13.036.325 | 13.036.325 |
| Share capital adjustments | 12 | 8.812.271 | 8.812.271 |
| Reserves | 12 | 53.517.414 | 49.566.447 |
| Reported outcome | 12 | 1.302.605 | 1.015.642 |
| Financial year outcome | 25 | 3.193.401 | 4.787.536 |
| Profit sharing | | - | (759.551) |
| **Total Equity** | | **75.611.748** | **76.458.670** |
| *Debts* | | | |
| Long-term bank loans | 13 | - | - |
| Other loans and debts-leasing | 13 | - | - |
| Deferrend tax liabilities | 22 | 5.060.359 | 5.116.535 |
| Provisions for risks and expenses | 21 | 166.697 | 166.697 |
| Deferrend income liabilities | 23 | 3.471.927 | 4.733.145 |
| **Total long-term debts** | | **8.698.983** | **10.016.377** |
| Overdrafts | 13 | 35.652.400 | 34.669.800 |
| The current part related to long-term loans | 13 | | - |
| Deferrend tax liabilities | 22 | 112.511 | 113.345 |
| The current other loans and liabilities - leasing | 11 | - | - |
| Commercial debts and other debts | 14 | 43.376.874 | 37.569.100 |
| Provisions for risks and expenses | 21 | 514.377 | 550.615 |
| Deferrend tax liabilities | 23 | 3.408.147 | 2.499.076 |
| **Total current debts** | | **83.064.309** | **75.401.937** |
| **Total Debts** | | **91.763.292** | **85.418.313** |
| **Total equity and debts** | | **167.375.040** | **161.876.983** |

Cenusa Gheorghe — Tatar Dana
General Manager — Economic Manager

## PROFIT OR LOSS ACCOUNT SITUATION AND OTHER ELEMENTS OF THE OVERALL RESULT

| | Nota | 30.06.2026 | 30.06.2025 |
|---|---|---|---|
| ***Continuous operations*** | | | |
| **Revenues** | | | |
| Revenue from contracts with customers | **15** | 84.066.078 | 76.146.872 |
| Revenues from sales of goods | | 354.344 | 17.911 |
| Other elements related to the turnover | | 5.445.359 | 4.519.526 |
| **Total revenues** | | **89.865.781** | **80.684.309** |
| *of which turnover* | *3* | *84.454.320* | *75.010.138* |
| **Other revenues** | **16** | **1.711.184** | **769.916** |
| **Expenses** | | | |
| Raw material costs and other expenses | | (39.516.004) | (33.428.952) |
| Electricity and water costs | | (2.524.074) | (2.055.212) |
| Commodity expenses | | (348.182) | (17.373) |
| Employment charges | **17** | (31.439.084) | (29.170.150) |
| Transport costs | **18** | (2.527.190) | (1.904.867) |
| Other expenses related to revenues | **19** | (6.174.016) | (5.948.454) |
| Cost depreciaton charge | **5** | (3.522.321) | (4.587.253) |
| Financial costs , net | **25** | (1.774.800) | (899.133) |
| Ajustments related to cirrent assets depreciation ,net | **8** | - | - |
| Provision costs for risks and expenses, net | **21** | 36.238 | 220.534 |
| **Other expenses** | **19** | (143.771) | (148.433) |
| **Total expenses** | | **(87.933.204)** | **(77.939.293)** |
| **Pre-tax profit** | | **3.643.761** | **3.514.932** |
| Profit tax | **20** | (450.360) | (374.208) |
| Profit from continuous operations | | 3.193.401 | 3.140.723 |
| Profit from discontinuous operations | | - | - |
| **PROFIT OF THE PERIOD** | | **3.193.401** | **3.140.723** |
| **Other comprehensive income** | | | |
| *Items that will not be reclassified to expenses and revenues* | | | |
| Value changes of the used assets as a result of revaluation ,net of tax | | - | - |
| *Items that can be reclassified to expenses and revenues* | | | |
| Value changes of securities available for sale | **3** | - | - |
| **Total profit and loss account and other comprehensive income** | | **3.193.401** | **3.140.723** |
| **Outcome per share** | | | |
| From continuous and discontinuous operations | | | |
| Outcome per basic share (lei per share) | **24** | 0,14 | 0,14 |
| Diluted outcome per share (lei per share) | **24** | 0,14 | 0,14 |
| From,Continuous operations | | | |
| Outcome per basic share (lei per share) | **24** | 0,14 | 0,14 |
| Diluted outcome per share (lei per share) | **24** | 0,14 | 0,14 |

Cenusa Gheorghe,
General Manager

Tatar Dana
Economic Manager

| STATEMENT OF CHANGES IN EQUITY | Capital Social | Adjustments of share capital | Reserves from revaluation | Reserves legal | Other reserves | The Result witheld | Total equity |
|---|---|---|---|---|---|---|---|
| **Balance on January 1, 2026** | **13,036,325** | **8,812,271** | **29,583,048** | **2,607,265** | **17,376,134** | **5,043,627** | **76,458,670** |
| Profit or loss account and other elements of the overall result | | | | | | | |
| Profit or loss | | | | | | 3,193,401 | 3,193,401 |
| Other elements of the overall result | | | | | | | |
| Net change in the fair value of available-for-sale financial assets | | | | | | | 0 |
| Movements in the profit or loss account and other elements of the overall result | | | | | | 0 | 0 |
| Realised revaluation differences transferred to retained earnings - current year | | | -356,312 | 0 | 0 | 299,302 | -57,010 |
| Legal reserves established | | | | | | | 0 |
| Reserves from tax exemption of reinvested profits (according to the Tax Code) | | | | | 0 | 0 | 0 |
| Other equity items | | | 57,010 | | 0 | 0 | 57,010 |
| Legal reserves established | | | | | | | 0 |
| Total profit or loss account and other elements of the overall result | 0 | 0 | -299,302 | 0 | 0 | 3,492,703 | 3,193,401 |
| Other items retained-correction of accounting errors | | | | | | -12,338 | -12,338 |
| Transactions with shareholders, recorded directly in equity | | | | | | 0 | 0 |
| Contributions from and distributions to shareholders/employees | - | - | - | - | - | -4,027,985 | -4,027,985 |
| Total transactions with shareholders | 0 | 0 | 0 | 0 | 0 | -4,027,985 | -9,328,420 |
| **Balance on June 30, 2026** | **13,036,325** | **8,812,271** | **29,283,746** | **2,607,265** | **17,676,134** | **4,496,007** | **75,611,748** |

*Continued on next page*

| **STATEMENT OF CHANGES IN EQUITY** | **Capital Social** | **Adjustments of share capital** | **Reserves from revaluation** | **Reserves legal** | **Other reserves** | **The Result witheld** | **Total equity** |
|---|---|---|---|---|---|---|---|
| **Balance on January 01, 2025** | **13,036,325** | **8,812,271** | **30,445,038** | **2,607,265** | **19,246,324** | **6,989,503** | **81,136,726** |
| ***Profit or loss account and other elements of the overall result*** | | | | | | | |
| Profit or loss | | | 0 | | | 3,193,401 | 3,193,401 |
| ***Other elements of the overall result*** | | | | | | | |
| Net change in the fair value of available-for-sale financial assets | | | 0 | | | 0 | 0 |
| ***Movements in the profit or loss account and other elements of the overall result*** | | | | | | | |
| Realised revaluation differences transferred to retained earnings - current year | | | -1,026,178 | | | 861.990 | -164.188 |
| Legal reserves established | | | | 0 | | 0 | 0 |
| Reserves from tax exemption of reinvested profits (according to the Tax Code) | | | | | 759.551 | -759.551 | 0 |
| Other equity items | | | 164.188 | | 0 | | 164.188 |
| Revaluation of tangible fixed assets after taxation | | | | | | | 0 |
| **Total profit or loss account and other elements of the overall result** | **0** | **0** | **-861.990** | **0** | **759.551** | **4,889,975** | **4,787,536** |
| Other items retained-correction of accounting errors | | | | | | -1,230,683 | -1,230,683 |
| **Other items retained-correction of accounting errors** | | | **0** | | | -1,230,683 | **-1,230,683** |
| **Transactions with shareholders, recorded directly in equity** | **0** | | | | | | 0 |
| **Contributions from and distributions to shareholders/employees** | - | - | - | - | -2,629,741 | -5,605,168 | -8,234,909 |
| Total transactions with shareholders | **0** | **0** | **0** | **0** | **-2,629,741** | **-5,605,168** | **-8,234,909** |
| **Balance on December 31, 2025** | **13,036,325** | **8,812,271** | **29,583,048** | **2,607,265** | **17,376,134** | **5,043,627** | **76,458,670** |

## CASH FLOW STATEMENT

| | **30/06//2026** | **31/12/2025** |
|---|---|---|
| Pre - tax profit | 3,193,401 | 4,787,536 |
| Depreciation of fixed assets | 3,522,321 | 7,567,380 |
| **Cash operational brut** | **6,715,722** | **12,354,916** |
| **Workong Capital Variation** | | |
| Variation receivables | 7,602,414 | 5,254,238 |
| Variation stocks | 5,987,453 | 4,245,172 |
| Variation in other current assents | -4,625,276 | 6,367,289 |
| Variation Income/Expenses in advances | 1,106,473 | 49,647 |
| Variation suppliers | 3,573,216 | 5,461,644 |
| Variation customer advances | 1,625,113 | -143,266 |
| Variation employees and assimilated | 608,935 | -34,500 |
| **Net operating Cash** | **2,451,922** | **1,722,448** |
| **Cash flow dfrom net investment** | **2,630,931** | **7,266,468** |
| **Debts change** | | |
| Variation of short-term loans | 973,759 | 779,256 |
| Variation of long-term loans | 0 | - |
| Variation of associated debts | -212,408 | 1,814,271 |
| Variation of other liabilities | 155,910 | 195,603 |
| Variation of capitalluri | -4,428,708 | -8,789,166 |
| **Cash flow from financing** | **-3,511,447** | **-6,000,036** |
| **Total chas variation between** | **-3,690,456** | **-11,544,057** |
| Initial Cash | 9,178,668 | 20,722,722 |
| **Net Cash at end of period** | **5,488,212** | **9,178,665** |

Cenusa Gheorghe
General Manager

Tatar Dana
Economic Manager

## OPIS NOTE

## NOTES TO THE FINANCIAL STATEMENTS IN ACCORDANCE WITH IFRS

### 1. Reporting entity

COMELF SA (the "Company") is a joint-stock company operating in Romania in accordance with the provisions of Law 31/1990 on companies and Law 297/2004 on the capital market, with subsequent additions and amendments. The company is headquartered in Bistrita, 4 Industriei Street, Bistrita Nasaud County, Romania.

The company was established as a commercial company in 1991 as a result of the reorganization of the former Bistrita Technological Equipment Company.

The compani'sshares are listed on the Bucharest Stock Exchange, the regulated market, with the code CMF, since November 20, 1995. Evidence of shares and shareholders is held in accordance with the law by the SC Depozitarul Central SA Bucharest.

Separate financial statements in accordance with International Financial Reporting Standards have been prepared for the period H1 2026.

The main activity of the Company is the manufacture of engines and turbines (except for those for airplanes, automobiles and motorcycles). The company also manufactures installations, sub-assemblies and components for power plants and environmental protection, earthmoving equipment, lifting and transport equipment, including their sub-assemblies, steel structures, weapons and ammunition, road transport vehicles and military combat vehicles.

### 2. Basics for preparation

### *a.* Declaration of conformity

The financial statements have been prepared by the *Company* in accordance with:

- International Financial Reporting Standards adopted by the European Union ("IFRS");
- Law 82 of 1991 on accounting republished and updated.

The financial statements prepared on June 30, 2026 are read together with the financial statements prepared for December 31, 2025 according to the same financial reporting framework.
The financial statements as at June 30, 2026 are not audited.

### 3. Significant accounting policies

The accounting policies have been applied consistently over all the intervals presented in the financial statements prepared by the Company.

The individual financial statements are prepared on the assumption that the Company will continue in business for the foreseeable future. To assess the applicability of this hypothesis, management reviews forecasts of future cash inflows.

### 4. Management of significant risks

The Company's management considers that risk management must be performed within a consistent methodological framework and that their management is an important component of the strategy to maximize profitability, achieve an expected level of profit while maintaining an acceptable risk exposure and compliance with legal regulations. The formalization of the risk management procedures decided by the Company's management is an integral part of the Company's strategic objectives.

The investment activity leads to the Company's exposure to a variety of risks associated with the financial instruments held and the financial markets on which it operates. The main risks to which the Company is exposed are:

- market risk (price risk, interest rate risk and currency risk);
- credit risk;
- the risk related to the economic environment;
- operational risk.
- capital adequacy

The general risk management strategy aims at maximizing the Company's profit relative to the level of risk to which it is exposed and minimizing potential adverse variations on the Company's financial performance.

The company has implemented policies and procedures for managing and assessing the risks to which it is exposed. These policies and procedures are presented in the section dedicated to each type of risk.

**(a) Market risk**

Market risk is defined as the risk of recording a loss or not obtaining the expected profit, as a result of price fluctuations, interest rates and exchange rates for foreign currency.
The company is exposed to the following market risk categories:

*(i) Price risk*

The company is exposed to price risk, with the possibility that the value of the costs for the fulfillment of the projects will be higher than the estimated value, thus the contracts will run at a loss.

In order to cover the price risk generated by the increase of the basic raw material, the metal, the company has written, in the commercial contracts concluded with the clients, a protection clause that allows it to update the sale price if the price of the basic raw material increases. In the current economic context marked by political and economic instability, there is a risk related to material availability and their volatile price, which may generate, in the short term, possible disruptions in the operational activity. The company also has a material procurement policy that offers protection for a period of 2-3 months, for confirmed orders, which ensures a balance, for the period in which we reposition ourselves vis-à-vis suppliers and vis-à-vis customers.

*(ii) Interest rate risk*

As of June 30, 2026, most of the Company's assets and liabilities are non-interest bearing, with the exception of bank loans. As a result, the Company is not significantly affected by the risk of interest rate fluctuations. The Company does not use derivative financial instruments to hedge against interest rate fluctuations.

*Currency risk*

Currency risk is the risk of recording losses or of not realizing the estimated profit due to unfavorable exchange rate fluctuations. Most of the Company's financial assets and liabilities are expressed in national currency, the other currencies in which operations are performed being EUR, USD and GBP.
Part of the current assets are denominated in foreign currency (49%), and the Company's current financial liabilities are denominated in foreign currency (51%) and in the national currency (49%), and therefore exchange rate fluctuations do not significantly affect the Company's activity. Exposure to exchange rate fluctuations is due to mainly current currency conversion transactions required for current payments in LEI.

## 5. Tangible and intangible assets

**On June 30, 2026 and December 31, 2025, tangible and intangible assets evolved as follows:**

| | Exp. on development | Intangible assets | Lands | Buildings | Technical installations and machinery | Other installations and furniture | Tangible assets in progress | Total | Advance p. for tangible assets | Financial assets | Total fixed assets* |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Balance on 1st of January 2026** | **166,662** | **2,356,898** | **21,247,075** | **44,062,175** | **101,413,835** | **477,821** | **13,401,975** | **183,126,441** | **926,387** | **220,000** | **184,272,828** |
| Inputs | 0 | 72,972 | 0 | 0 | 353,583 | 0 | 2,376,105 | 2,802,660 | 248,166 | 0 | 3,050,826 |
| Domestic production | 35900 | 0 | 0 | 0 | 2,116,666 | 0 | 117,686 | 2,270,252 | 0 | 0 | 2,270,252 |
| Outflow (discarded assets) | 0 | 0 | 0 | 0 | -2,472 | 0 | 0 | -2,472 | 0 | 0 | -2,472 |
| Internal transfers | 0 | 0 | 0 | 0 | 0 | 0 | -2,116,666 | -2,116,666 | -573,482 | 0 | -2,690,148 |
| Revaluation of fixed assets | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Balance as of June 30, 2026** | **202,562** | **2,429,871** | **21,247,075** | **44,062,175** | **103,881,613** | **477,821** | **13,779,100** | **186,080,216** | **601,071** | **220,000** | **186,901,287** |
| | | | | | | | | | | | |
| **Balance on 1st of January 2025** | **60281** | **1,731,815** | **21,247,075** | **42,658,968** | **99,836,164** | **465,846** | **10,151,575** | **176,151,724** | **878,156** | **220,000** | **177,249,880** |
| Inputs | 0 | 4,406 | 0 | 68,991 | 509,568 | 11,974 | 5,874,319 | 6,469,258 | 825,986 | 0 | 7,295,244 |
| Domestic production | 106381 | 620,679 | 0 | 1,334,215 | 1,073,420 | 0 | 404,395 | 3,539,090 | 0 | 0 | 3,539,090 |
| Outflow (discarded assets) | 0 | 0 | 0 | 0 | -5,317 | 0 | 0 | -5,317 | 0 | 0 | -5,317 |
| Internal transfers | 0 | 0 | 0 | 0 | 0 | 0 | -3,028,314 | -3,028,314 | -777,755 | 0 | -3,806,069 |
| Revaluation of fixed assets | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Balance as of December 31, 2025** | **166662** | **2,356,900** | **21,247,075** | **44,062,174** | **101,413,835** | **477,820** | **13,401,975** | **183,126,441** | **926,387** | **220,000** | **184,272,828** |

**Continue**

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Cumulative depreciation** | | | | | | | | | | | |
| **Balance on 1st of January 2026** | **0** | **1,613,464** | **0** | **27,068,924** | **78,508,017** | **343,327** | **0** | **107,533,732** | **0** | **0** | **107,533,732** |
| Depreciation expense per year | 0 | 120,944 | 0 | 1,033,442 | 2,349,365 | 18,570 | 0 | 3,522,321 | 0 | | 3,522,321 |
| Cumulative depreciation of outflows | 0 | 0 | 0 | 0 | -2,472 | 0 | 0 | -2,472 | 0 | | -2,472 |
| Depreciation cancellation for revalued fixed assets | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | 0 |
| **Balance as of June 30, 2026** | **0** | **1,734,408** | **0** | **28,102,367** | **80,854,910** | **361,897** | **0** | **111,053,581** | **0** | **0** | **111,053,581** |
| **Balance on 1st of January 2025** | **0** | **1,392,588** | **0** | **24,855,867** | **73,655,446** | **305,970** | **0** | **100,209,871** | **0** | **0** | **100,209,871** |
| Depreciation expense per year | 0 | 220,876 | 0 | 2,213,058 | 4,857,887 | 37,357 | 0 | 7,329,178 | 0 | 0 | 7,329,178 |
| Cumulative depreciation of outflows | 0 | 0 | 0 | 0 | -5,317 | 0 | 0 | -5,317 | 0 | 0 | -5,317 |
| Depreciation cancellation for revalued fixed assets | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Balance as of June 30, 2026** | **0** | **1,613,464** | **0** | **27,068,925** | **78,508,016** | **343,327** | **0** | **107,533,732** | **0** | **0** | **107,533,732** |
| | | | | | | | | | | | |
| **Net book value** | | | | | | | | | | | |
| **On June 30, 2026** | **202,562** | **695,462** | **21,247,075** | **15,959,809** | **23,026,703** | **115,924** | **13,779,100** | **75,026,635** | **601,071** | **220,000** | **75,847,705** |
| **On December 31,2025** | **166,662** | **743,436** | **21,247,075** | **16,993,249** | **22,905,819** | **134,493** | **13,401,975** | **75,592,709** | **926,387** | **220,000** | **76,739,096** |

### 6. Financial assets available for sale

**On June 30, 2026 and December 31, 2025, Comelf SA does not hold any financial assets available for sale.**

### 7. Inventories

On June 30, 2026 and December 31, 2025, the stocks record the following balances:

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Raw materials | 10,870,939 | 9,952,891 |
| Raw materials in progress (pending) | 116.978 | 142.696 |
| Auxiliary materials | 71.778 | 47.728 |
| Fuel + Machine oil | 51.812 | 8.699 |
| Inventory items | 98.910 | 105.018 |
| Other | 183.197 | 246.213 |
| Production in progress | 17,831,939 | 13,768,268 |
| Finished product | 1,347,789 | - |
| Goods | 246.801 | 561.177 |
| Adjustments for depreciation of raw materials | 0 | 0 |
| **Total** | **30,820,143** | **24,832,690** |

The accounting policies for the valuation of inventories are presented in Note 3.

### 8. Receivables from contracts with customers

As of June 30, 2026 and December 31, 2025, the receivables from commercial contracts are as follows:

| | 30 June 2026 | 31 december 2025 |
|---|---|---|
| Invoiced receivables from contracts with customers | 49,947,257 | 42,344,843 |
| Unbilled receivables from contracts with customers | **0** | 0 |
| Value adjustments regarding receivables from invoiced construction contracts | -2,814,858 | -2,814,858 |
| **Total** | **47,132,399** | **39,529,985** |

Account 2678—Other Long-Term Receivables—also includes an additional amount of 239,070 lei, representing
a 5% financial guarantee issued in favor of DEER SA for the issuance of a connection permit.

### 9. Trade receivables and other receivables

On June 30, 2026 and December 31, 2025, trade and other receivables are as follows:

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| VAT to be recovered | 837.290 | 1,764,584 |
| Down-payments made to internal suppliers (excluding those for fixed assets) | 248.314 | 326.601 |
| Down-payments made to external suppliers | - | - |
| Down-payments made to fixed assets suppliers | 601.071 | 926.387 |
| Grants receivable | 0 | 127.423 |
| Different debtors | 2,353,399 | 6,212,844 |

| | | |
|---|---|---|
| Other claims regarding Bug Stat | 0 | - |
| CB recoverable from CASS | 430.113 | 574.190 |
| Other receivables | 4,197,857 | 2,590,902 |
| **Total** | **8,668,044** | **12,522,931** |

Sundry debtors include: (i) amounts receivable from employees for the sale of social housing, with monthly payment facilities, for a maximum period of 5 years; (ii) amounts transferred to the Central Depository on account of dividends received; (iii) amounts from the sale of fixed assets to be offset against payment obligations.
Other receivables include: (i) amounts in dispute with ANAF, representing VAT and income tax established additionally, paid but contested and subject to legal proceedings; (ii) amounts owed by customers to be offset against debts.

**10 . Impairment adjustments for current assets**

The evolution of value adjustments regarding the depreciation of current assets as of June 30, 2026 was as follows:

| | Balance on 01 January 2026 | increases | Decreases | Balance on June 30, 2026 |
|---|---|---|---|---|
| Value adjustments regarding receivables from contracts with customers | 2,814,858 | - | - | 2,814,858 |
| **Total** | **2,814,858** | **-** | **-** | **2,814,858** |

Value adjustments for the amount of 2,340,342 lei are constituted for a total of 14 clients, of which two are in litigation for the amount of 1,957,919 lei.
The adjustment in the amount of 474,516 lei is an adjustment of secured debts over 365 days old, related to a client.
The reasons why the entity considered financial assets to be impaired are mainly related to contractual guarantees or/and non-conformities under discussion with customers.

**11. Cash and cash equivalents**

As of June 30, 2026, and December 31, 2025, cash and cash equivalents are as follows:

| | 30 June 2026 | 31 December 2026 |
|---|---|---|
| Amounts available in bank accounts in local currency | 0 | 1,260,228 |
| Amounts available in bank accounts in foreign currency | 35,652,401 | 7,916,980 |
| Cash | 0 | 1,459 |
| Other amounts available | 0 | - |
| **Total** | **35,652,401** | **9,178,667** |

Current accounts opened with banks are permanently available to the Company and are not restricted.

**Liquidity management**

Responsibility for liquidity risk lies with the Board of Directors and Comelf's executive management, which determines liquidity management through BVC and cash flow, prepared for the entire company and for each subunit separately. The company manages liquidity risk by maintaining adequate reserve amounts, through working capital credit limits, and by monitoring cash flows on a daily basis.

## 12. Equity

### (a) Share capital

As of June 30, 2026, no changes were made on the value of the share capital (13,036,325.34 LEI) and on the number of shares (22,476,423 shares).

As of June 30, 2026, and December 31, 2025, *the Company's* shareholder structure is as follows:

| | June 30, 2026 | | | December 31, 2025 | | |
|---|---|---|---|---|---|---|
| | **Number of shares** | **Total face value** | **%** | **Number of shares** | **Total face value** | **%** |
| Uzinsider SA | 18,189,999 | 10,550,199 | 80.93 % | 18,189,999 | 10,550,199 | 80.93 % |
| Other shareholders | 4,286,424 | 2,486,126 | 19.07 % | 4,286,424 | 2,486,126 | 19.07 % |
| **Total** | **22,476,423** | **13,036,325** | **100 %** | **22,476,423** | **13,036,325** | **100 %** |

All shares are ordinary, have been subscribed, have the same voting right and have a nominal value of 0.58 lei / share.

The restated share capital contains the following components:

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Social capital | 13,036,325 | 13,036,325 |
| Share capital adjustments - IAS 29 | 8,812,271 | 8,812,271 |
| **Social capital portrayed** | **21,848,596** | **21,848,596** |

The effect of hyperinflation on the share capital in the amount of 8,812,271 lei was registered by decreasing the carried forward result (earnings).

**Capital management**

The company manages its capital in order to ensure business continuity in financial balance. The capital structure for the immediate future in 2026 remains unchanged and no significant changes are expected in terms of the proportion of capital in total assets.

***(a) Legal reserves***

In accordance with legal requirements, the Company establishes legal reserves amounting to 5% of the gross profit recorded in accordance with IFRS at the reporting date, but not more than 20% of the share capital valid at the date of establishment of the reserve.
Legal reserves cannot be distributed to shareholders but can be used to cover cumulative losses. As at June 30, 2026 the Company had already constituted legal reserve up to the amount of these limits.

***(b) Revaluation reserves***

The revaluation reserve is fully associated with the revaluation of the company's tangible assets.

***(c.) Dividends***

As of June 30, 2026, the balance of dividends payable is 3,275,468 lei, comprising 631,405 lei for the year 2023, 497,031 lei for the year 2024, and 2,147,032 lei for the year 2025.

## 13.Imprumuturi

**a) Account overdraft**

As at June 30, 2026 the Company has a working capital loan agreement with ING Bank Romania - contract no. 11438/09.11.2011, with annual maturity, renewable in November each year. The purpose of the agreement is a credit facility in the initial amount of 6,800,000 EUR. The loan was drawn down to provide working capital to support operational activities, in line with the cash conversion cycle.

For the facility granted, the Company will pay interest at the rates specified below:
- for the amounts in euro used from the loan option, the annual interest rate is EURIBOR / LIBOR/ ROBOR 1M plus a margin of 1.15% per year;

As of June 30, 2026, the Company records a total credit line balance of 35,652,400 lei (December 31, 2025: 34,669,800 lei).

**b). Leasing contracts**

As of 30.06.2026 – the company has no active leasing contracts.

**The main mortgages in favor of ING BANK, related to loans are:**

- Land in surface of 13.460 sq.m and buildings with built area of 12.600 sq.m, with topographic number 8118/1/6, registered in CF 8685 of Bistrita.
- Land with an area of 20.620 sq.m and buildings with a built area of 17894 sq.m, with topographic number 8118/1/15, registered in CF 8694 of Bistrita.
- Land with an area of 581 sqm and buildings with a built-up floor area of 572.93 sqm, bearing the topographic number 6628/2/2/1/2, registered in CF 8697 of Bistrita locality and topographic no. 6628/2/2/1/2 / I, registered in CF 8697 / I of Bistrita locality.
- CF 55054 topo 8118/1/5: land with an area of 16820 sqm, cad.C1 top: 8118/1/5: SIDUT monobloc hall.

## 14. Trade and other payables

As of June 30, 2026 and December 31, 2025, trade payables and other payables are as follows:

| | 30 June 2026 | 31 December 2026 |
|---|---|---|
| Maintenance and repair expenses | 535,701 | 692,611 |
| Rent expenses | 156,758 | 155,231 |
| Insurance expenses | 216,939 | 212,159 |
| Expenses with personnel training | 63,112 | 47,007 |
| Consulting expenses | 58,703 | 352,218 |
| Outsourcing expenses | 1,646,513 | 1,430,193 |
| Expenses regarding commissions and fees | 1,012,558 | 617,518 |
| Protocol expenses | 76,198 | 56,679 |
| Expenses with travel, secondments and transfers | 108,475 | 117,222 |
| Postal charges and telecommunications charges | 254,372 | 231,105 |

| | | |
|---|---|---|
| Expenses with banking and similar services | 57,801 | 55,281 |
| Other expenses with services provided by third parties | 884,513 | 875,707 |
| Expenses with other taxes and fees | 1,102,373 | 1,121,351 |
| **Total** | **6,174,016** | **5,964,282** |

Trade payables as of June 30, 2026, in the amount of 43,277,174 lei (December 31, 2025: 37,569,100 lei) are in accordance with the contracts concluded with the suppliers.

As of June 30, 2026, and December 31, 2025, liabilities to government budgets consist primarily of payroll-related contributions, for which the company has requested offsetting against VAT recoverable from the State Budget. The company has no outstanding debts to the state budget and social security budget.

## 15. Revenues from contracts with customers

| | June 30, 2026 | June 30, 2025 |
|---|---|---|
| Revenues from contracts with customers related to delivered goods, for which the full transfer of ownership to the customer was achieved (ct 701) | 78,654,617 | 70,472,702 |
| Revenues from contracts with clients, recognized by execution stages, estimated at the level of receivables entered in contracts, in proportion to the actual expenditure related to the planned expenditure, for the same execution phase (balance 711500) | 5,411,461 | 5,674,170 |
| **TOTAL** | **84,066,078** | **76,146,872** |

In determining revenues from contracts with customers, the entity permanently evaluates the level of actual costs compared to the initial costs, pre-calculated and recognizes revenues in execution stages proportional to the level of costs that contribute to the progress of the entity and were reflected in the contract price. and the physical stage of execution of the contract. The company transfers in time (in stages), to the client, the control over the goods fulfilling an execution obligation, thus recognizing revenues in time, at each execution stage. The company manufactures goods based on designs, only at the request of customers, based on firm orders.
The evaluation of the revenues from the contracts with the clients, on execution stages, is made taking into account the physical stage of execution of the contracts which is established at the end of each month by physical inventory, the costs actually accumulated corresponding to the physical stage. budgets specific to the physically determined stage of execution. Depending on the evolution of the actual costs compared to the budgeted costs, without taking into account the possible unfavorable evolutions of the actual costs, the Company recognizes an income, based on the total income to be obtained related to the contract balanced with the evolution of the corrected actual cost (without negative deviations) for the execution of the contract.

## 16a. Other revenue related to turnover

The position includes:

| | June 30, 2026 | June 30, 2025 |
|---|---|---|
| Rental income | 36.433 | 65.718 |
| Income from various activities | 1,869,979 | 2,558,615 |
| Revenues from the sale of residual products | 1,090,235 | 966.926 |
| Revenue from the sale of goods | 354.344 | 17.911 |
| Revenue from services rendered | 2,448,712 | 928.268 |
| **Total** | **5,799,703** | **4,537,438** |

**16b. Other incomes**

The position includes:

| | June 30, 2026 | June 30, 2025 |
|---|---|---|
| Income from investment grants | 508.366 | 591.062 |
| Income from operating subsidies | 1,064,277 | 172.210 |
| Income from disposed of fixed assets | 165 | 6.644 |
| Other | 138.376 | - |
| **Total** | **1,711,184** | **769.916** |

Revenue from the production of tangible fixed assets as of June 30, 2026, was offset by related expenses in accordance with the provisions of Order 2844/2016 as follows: personnel expenses in the amount of 50,772 lei, raw material expenses, and other expenses in the amount of 102,814 lei. Therefore, the amount recorded in item 16b Other income, in the amount of 138,376 lei, does not include income from the production of fixed assets in the amount of 153,586 lei.

**17. Staff costs**

The average number of employees as of June 30, 2026, and June 30, 2025, was as follows:

| | June 30, 2026 | % | June 30, 2025 | % |
|---|---|---|---|---|
| Production staff | **325** | **58 %** | 318 | 57 % |
| Management and administration staff | **231** | **42 %** | 244 | 43 % |
| **Total** | **556** | **100 %** | **562** | **100 %** |

Staff costs were as follows:

| | June 30, 2025 | June 30, 2025 |
|---|---|---|
| Staff salary expenses | 27,832,945 | 25,749,314 |
| Expenses with meal vouchers | 2,579,999 | 2,426,606 |
| Expenses regarding insurance and social protection | 1,026,140 | 1,130,667 |
| **Total** | **31,439,084** | **29,306,587** |

From the amount of 29,306,587 lei (June 30, 2025), personnel expenses related to income from the production of fixed assets were deducted, in accordance with the provisions of Order 2844/2016, for the amount of 136,437 lei.

From the amount of 27,883,717 lei (June 30, 2026), personnel expenses related to income from the production of fixed assets were deducted, in accordance with the provisions of Order 2844/2016, for the amount of 50,772 lei. See also Note on other income.

The amounts awarded to key management personnel, Board members and directors, were as follows (gross amounts) and are included in the amounts shown above. Staff costs are shown gross. Gross expenses with staff are recorded.

| | June 30, 2026 | June 30, 2025 |
|---|---|---|
| Salary expenses - managers/directors | 1,560,569 | 1,825,360 |
| B.D. allowance | 132.170 | 128.430 |
| **Total** | **1,692,739** | **1,953,790** |

The company did not grant loans or advance payments to the members of the administrative, management or supervisory bodies on June 30, 2026 and June 30, 2025.

As of *June 30, 2026,* the management of COMELF SA was composed of the following:

- Members of the Company's Board of Directors:

| | |
|---|---|
| Savu Constantin | Chairman |
| Babici Emanuel | member |
| Mustata Costica | member |
| Sofroni Vlad | member |
| Parvan Cristian | member |

- Members of the Executive Management of the Company:

| | |
|---|---|
| Cenusa Gheorghe | General Manager |
| Pop Mircea | Deputy General Manager Commercial and AQM |
| Oprea Paul Deputy | General Manager - Technical and Production |
| Tatar Dana | Economic Manager |
| Tatar Eugen | Factory Executive Manager |
| Viski Vasile | Factory Executive Director |
| Campian Cosmin | Factory Executive Director |

As of *June 30, 2025,* the management of COMELF SA was composed of the following:

- Members of the Company's Board of Directors:

| | |
|---|---|
| Savu Constantin | Chairman |
| Babici Emanuel | member |
| Mustata Costica | member |
| Sofroni Vlad | member |
| Parvan Cristian | member |

- Members of the Executive Management of the Company:

| | |
|---|---|
| Cenusa Gheorghe | General Manager |
| Pop Mircea | Deputy General Manager Business Operation |
| Oprea Paul | Deputy General Manager Engineering and Production |
| Tatar Dana | Economic Manager |
| Tatar Eugen | Factory Executive Manager |
| Viski Vasile | Factory Executive Director |
| Campian Cosmin | Factory Executive Director |

**18. Shipping costs.**

This position includes:

| | June 30, 2026 | June 30, 2025 |
|---|---|---|
| Expenses for the transport of raw materials | - | 2.296 |
| Expenses for transporting finished products | 2,068,214 | 1,451,426 |
| Expenses for transporting employees | 458.976 | 451.146 |
| Other transport costs | - | - |
| **Total** | **2,527,190** | **1,904,868** |

**19a. Other expenses related to income**

| | 30 June 2026 | 31 December 2025 |
|---|---|---|
| Maintenance and repair expenses | 535,701 | 692,611 |
| Rent expenses | 156,758 | 155,231 |
| Insurance expenses | 216,939 | 212,159 |
| Expenses with personnel training | 63,112 | 47,007 |
| Consulting expenses | 58,703 | 352,218 |
| Outsourcing expenses | 1,646,513 | 1,430,193 |
| Expenses regarding commissions and fees | 1,012,558 | 617,518 |
| Protocol expenses | 76,198 | 56,679 |
| Expenses with travel, secondments and transfers | 108,475 | 117,222 |
| Postal charges and telecommunications charges | 254,372 | 231,105 |
| Expenses with banking and similar services | 57,801 | 55,281 |
| Other expenses with services provided by third parties | 884,513 | 875,707 |
| Expenses with other taxes and fees | 1,102,373 | 1,121,351 |
| **Total** | **6,174,016** | **5,964,282** |

**19b. Other expenses**

| | June 30, 2026 | June 30, 2025 |
|---|---|---|
| **Total** | **143.771** | **148.434** |

The item "Outsourcing Expenses" includes direct expenses related to the production process (processing services).
The item "Expenses with commissions and fees" includes expenses for intermediation of customer contracts.

**20. Income tax**

The Company's current profit tax as of June 30, 2026 is determined at a statutory rate of 16% based on IFRS profit.

The income tax expense as of June 30, 2026 and June 30, 2025 is detailed as follows:

| | June 30, 2025 | June 30, 2025 |
|---|---|---|
| Current income tax expense | 450.360 | 374.208 |
| **Total** | **450.360** | **374.208** |

**21. Provisions for risks and expenses**

As of June 30, 2026, the Company has registered provisions for risks and expenses in the amount of 618.074 lei (717.312 lei as of December 31, 2025). Their summarized situation is presented below:

| | Provision for guarantees | Pension provision | Provision for litigation | **Other provisions** | **Total** |
|---|---|---|---|---|---|
| **Balance on January 01, 2026** | **0** | **166.697** | **0** | **550.615** | **717.312** |
| Established during the interval | 0 | 0 | 0 | 0 | 0 |
| Used during the interval | 0 | 0 | 0 | (36.238) | (36.238) |

| | | | | | |
|---|---|---|---|---|---|
| Real estate receivables value adjustments (ct 2968) | 0 | 0 | 0 | 0 | 0 |
| Resumed during the interval | 0 | 0 | 0 | 0 | 0 |
| **Balance on June 30, 2026** | **0** | **166.697** | **0** | **514.377** | **618.074** |

| | | | | | |
|---|---|---|---|---|---|
| Long-term | 0 | 166.697 | 0 | 0 | 166.397 |
| short term | 0 | 0 | 0 | 514.377 | 514.377 |

- **Pension provisions in the amount of 166,697 lei (December 31, 2025: 166.697 lei).**
  According to the collective labor contract, the Company offers cash benefits depending on the length of service upon retirement for employees. The provision amount was calculated based on the estimated amount to be paid upon retirement according to length of service with the Company, the time remaining until retirement for each employee, adjusted by the Company's average employee turnover rate over the past 5 years, which was 18.86%.

- **Other provisions in the amount of 514.377 lei (December 31, 2024: 550.615 lei) include**:

- The provision related to redemptions of pension insurance policies for the amount of 509,952 lei, are loyalty pension rights of COMELF employees, granted based on the law and the Collective Labor Agreement, to be paid to employees (short term).
- The amount of 4,425 includes a provision for potential commercial penalties, according to commercial contracts and customer notifications.

## 22. Deferred tax liabilities

Deferred tax liabilities as of June 30, 2026, and December 31, 2025, are generated by the items detailed in the following table:

| | June 30, 2026 | December 31, 2025 |
|---|---|---|
| Deferred tax liabilities related to reserves made up of reinvested earnings | (922.602) | (922.602) |
| Deferred tax liabilities related to revaluation differences of tangible assets. | (4,250,268) | (4,336,274) |
| **Deferred tax, net** | **(5,172,870)** | **(5,258,876)** |

## 23. Deferred income

**1)** The company received a government subsidy in 2013 in the amount of 16,848,613 lei within the project "Fundamental modification of manufacturing flows and introduction of new technologies in order to increase productivity and competitiveness on the internal and external market of SC COMELF SA".
The government subsidy was conditional on the beneficiary contributing 27,635,774 lei, of which 16,848,613 lei was eligible, with the difference being ineligible, including VAT within the project, during the project implementation period, which was 24 months from February 4, 2013.

On June 30, 2026, the Company resumed income in the amount of 393,605 lei (June 30, 2025: 480,667 lei), representing subsidy amortization.

2) The company signed in 2018 (03.05.2018) a financing contract within POIM, having as objective the granting of a non-reimbursable financing by AM POIM for the implementation of the project "Smart Metering application of utility consumption", the total value of the contract financing is 1,072,188.43 lei, of which non-reimbursable

financing is worth 900,988.68 lei. In October 2019, the "Utility consumption and production monitoring system and energy management software license" was put into operation.

The value of the received subsidy was 892,572 lei.

As of June 30, 2026, the Company recognized as revenue the amount of 31,937 lei (June 30, 2025: 42,277 lei) in revenues, representing subsidy amortization.

3) The company signed in 2020 (11.06.2020) a financing contract within the EEA and Norway Grants 2014 - 2021, with the objective of granting non-refundable financing by Innovation Norway for the implementation of the project, An investment in a smarter future and more efficient", the total value of the financing contract was EUR 632,500, of which non-refundable financing in the amount of up to EUR 350,000. In November 2021, "a unit for the production of renewable energy from photovoltaics with a capacity of 1,200 MWH / year" was put into operation. The total value of the investment on 31.12.2021 was 2,998,953 lei, of which the amount of the subsidy received in March 2022 is 1,513,994 lei.

On June 30, 2026, the Company resumed in revenue the amount of 50.513 lei (June 30, 2025: 50,513 lei, representing amortization of subsidies.

4) In 2023 (08.03.2023), the company signed a financing contract under POIM, with the objective of granting non-reimbursable financing for the implementation of the project "energy efficiency measurements by changing the lighting system at COMELF SA". The total value of the financing contract is 1,110,499.22 lei, of which non-reimbursable financing amounts to 845,016.39 lei (718,263.93 lei ERDF funds + 126,752.46 lei funds from the national budget). At the end of 2023, the implementation of the project was completed. In March 2024, 90% of the subsidy amounting to 760,500 lei was collected for this project, and the difference of 84,500 lei was collected in May 2024.
On June 30, 2026, the Company resumed the amount of 17,604 lei (June 30, 2025: 17,604 lei) representing subsidy amortization.

5) In 2024, the company signed a partnership agreement with ISIM Timisoara, for the project “COVE WENDT—Center of Vocational Excellence in Welding and Non-Destructive Testing” under the ERASMUS EDU 2023 programs, a project running from March 1, 2024, to February 29, 2028. COMELF SA is a partner in this project, and the grant amount allocated to the company is a maximum of 200,000 EUR.
As of the date of the financial statements, COMELF SA received EUR 80,000 in pre-financing in 2024, of which EUR 57,095.02 was used for project purposes; the remaining EUR 80,000 was received on June 19, 2026, to be allocated by type of activity.

The accounting policies adopted are presented in Note 3.

## 24. Earnings per share

The calculation of the basic earnings per share was performed based on the profit attributable to ordinary shareholders and the balanced average number of ordinary shares:

| | **June 30, 2026** | **June 30, 2025** |
|---|---|---|
| Profit attributable to ordinary shareholders | 3,193,401 | 3,140,723 |
| Balanced average number of ordinary shares | 22,476,423 | 22,476,423 |
| **Basic earnings per share** | **0.14** | **0.14** |

Diluted earnings per share are equal to basic earnings per share, as the Company has not recorded any potential ordinary shares.

## 25. Net financial expenses

The financial elements are the following:

| | June 30, 2026 | June 30, 2025 |
|---|---|---|
| Interest income | 48 | 294 |
| Income from exchange rate differences | 1,507,836 | 763.587 |
| Other items of financial income | 17.444 | 16.950 |
| **Total financial income** | **1,525,328** | **780.831** |
| Interest expenses | (635.283) | (588.590) |
| Expenses with exchange rate differences | (2,143,957) | (769.743) |
| Other items of financial expenditure, of which: | (520.887) | (321.140) |
| **Total financial expenses** | **(3,300,127)** | **(1,679,473)** |

## 26. Contingent liabilities and debts

### (a) Environmental contingencies

Environmental regulations are in development in Romania, and the Company did not register any obligations on June 30, 2026 for any anticipated costs, including legal and consulting fees, site studies, design and implementation of remediation plans, on environmental elements.
The Company's management does not consider the expenses associated with possible environmental problems to be significant.

### (b) Transfer price

According to Order 442/2016, the category of large taxpayers that exceed the following value thresholds in transactions with affiliated parties:

- 200,000 euros, in case of interest collected / paid for financial services, calculated at the exchange rate communicated by the National Bank of Romania valid for the last day of the fiscal year;
- 250,000 euro, in the case of transactions regarding the provision of services received / provided, calculated at the exchange rate communicated by the National Bank of Romania valid for the last day of the fiscal year;
- 350, .000 euro, in case of transactions regarding acquisitions / sales of tangible or intangible goods, calculated at the exchange rate communicated by the National Bank of Romania valid for the last day of the fiscal year.

Such entities have the obligation to draw up the file of transfer prices and to make it available to the fiscal bodies, upon request within 10 days from the date of the request by the authorized fiscal body.
Comelf SA has prepared the file of transfer prices for 2025.

## 27. Transactions and balances with affiliated parties

The affiliated parties as well as a brief description of their activities and relations with the Company are as follows:

The transactions with the companies within the group are carried out based on the framework commercial contracts in which the rights and obligations of each party are stipulated, specifying the type of contract:

- - commission/brokerage contract, consultancy contract, electricity purchase contract, subassembly manufacturing collaboration contract;

The rights and obligations of the parties are well delimited by the contractual clauses, the eventual litigations being within the competence of the International Arbitration Court attached to the Chamber of Commerce and Industry of Romania.
Transactions between the parties will be based on the principle of uncontrolled competition.

Based on the framework contract, firm orders are issued, the purpose of which is monitored, following the full observance of the contact clauses.

| Affiliated party | Activity | Description of the type of business relation |
|---|---|---|
| Uzinsider SA | Management consulting services | Uzinsider SA is the majority shareholder |
| Uzinsider Techo SA | Trade intermediation services for industrial products | |
| Uzinsider General Contractor SA | Collaborations on turnkey objectives Electricity trade | |
| Promex SA | Collaborations in the manufacture of subassemblies | |
| 24 Ianuarie SA | Collaborations in the manufacture of subassemblies | |
| Mottra SRL | Winding services | Uzinsider SA is the sole shareholder |

The other companies are related to Comelf SA due to a combination of common management and / or persons who are also shareholders of the other companies.

***a) Receivables and payables from related parties***

As at 30 June 2026 and 31 December 2025, receivables from related parties are as follows:

| Receivables from | June 30, 2026 | December 31st, 2025 |
|---|---|---|
| Uzinsider Techo SA | 8,892,228 | 6,583,232 |
| Uzinsider General Contractor SA | 22.106 | - |
| Promex SA | 124.704 | 370.829 |
| Mottra SRL | 32.000 | 32.000 |
| 24 Ianuarie SA | - | - |
| **Total** | **9.071.038** | **6.986.061** |

As of June 30, 2026, and December 31, 2025, liabilities to related parties are as follows:

| Debts to | June 30, 2026 | December 31st, 2025 |
|---|---|---|
| Uzinsider SA | 863.926 | 425.007 |
| Uzinsider Techo SA | 670.637 | 926.759 |
| Uzinsider General Contractor SA | - | 5.191 |
| Promex SA | 28.869 | 28.869 |
| 24 Ianuarie SA | - | - |
| Mottra SRL | 2.747 | 1.434 |
| **Total** | **1,566,179** | **1,387,260** |

***b) Affiliated party transactions***

The sales of goods and services to the affiliated parties are carried out at prices similar to those in the contracts concluded with external beneficiaries, as follows:

| Sales in the year ended at: | June 30, 2026 | June 30, 2025 |
|---|---|---|
| Uzinsider Techo SA | 14,685,292 | 9,851,244 |

| | | |
|---|---|---|
| Uzinsider General Contractor SA | 18.270 | - |
| Promex SA | 107.022 | 17.571 |
| 24 Ianuarie SA | 4.970 | 21.333 |
| **Total** | **14,815,554** | **14,273,769** |

The acquisitions from the affiliated parties were made at the acquisition value according to the contracts, as follows:

| Acquisitions in the year ended at: | June 30, 2026 | June 30, 2025 |
|---|---|---|
| Uzinsider SA | 362.742 | 352.218 |
| Uzinsider Techo SA | 1,115,887 | 611.247 |
| Uzinsider General Contractor SA | 4.000 | 5.191 |
| Promex SA | - | 474.834 |
| Mottra SRL | 35.205 | 56.685 |
| 24 Ianuarie SA | - | - |
| **Total** | **1.517.834** | **1.500.175** |

As there were no delays as to the contact deadlines, no impairment losses related to these transactions were recognized during the year.

The general terms and conditions provided in the relations concluded with the affiliated parties are the following: payment terms 60-120 days, payment method - payment orders, no guarantees, and no penalties for non-payment.

## 28. Capital commitments

Procurement commitments for the period 2026 are limited to own sources of financing and are estimated at EUR 1.3 million. Between January 1 and June 30, 2026, the value of investments was 2,847,374 lei.

## 29. Operational segment reporting

The productive activity of the Company takes place within the factories organized as profit centers:

- Stainless Steel Products Factory ("FPI")
- Earthmoving Machinery and Equipment, Filters and Electrofilters Factory ("FUET")
- Earthmoving Components and Machines Factory ("TERRA")

The Company's activity involves exposure to a number of inherent risks. These include economic conditions, changes in legislation or tax rules. A variety of measures are taken to manage these risks. At the level of the Company, there is a risk-reporting system designed to identify current and potential obligations and to facilitate timely action. Insurance and taxation are also managed at the Company level.
The Company regularly carries out review activities to identify and monitor ongoing litigations and processes.
The essential decisions are taken by the Board of Directors. The operating segments are managed independently, as each of them represents a strategic unit with different products:

- FPI - the most important products are: stainless steel (equipment for gas turbine power plants, components for wind installations, components for freight wagons, components for combustion air filtration) and carbon steel (equipment for gas turbine power plants, chassis for turbines, compressors, generators, conveyors with metal belt, components for transport, assembly and equipment of wind installations, components for transcontainer handling machines);

- FUET - the most important products are: naval equipment, filters for asphalt stations, components for freight wagons, components for asphalt cutters, components for excavators, motor housings and electric generators, equipment for industrial gas dedusting, equipment for power plants with gas turbines, wastewater treatment and purification equipment, hydromechanical and hydropower equipment, technological equipment;

- TERRA - the most important products are: earthmoving machines with final assembly (crushers, asphalt pouring machines), components for earthmoving machines (chassis, arms, frames), mobile presses for compacting car bodies, fixed presses and equipment components for compacting metal waste, telescopic cranes, subassemblies for heavy-duty dump trucks.

**Reporting by operating segments**

| | FPI | | FUET | | TERRA | | Center | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | **June 30, 2026** | **June 30, 2025** | **June 30, 2026** | **June 30, 2025** | **June 30, 2026** | **June 30, 2025** | **June 30, 2026** | **June 30, 2025** | **June 30, 2026** | **June 30, 2025** |
| External revenues of the segment | 34,657,330 | 29,476,879 | 33,210,843 | 31,188,948 | 20,946,603 | 17,766,846 | 2,915,775 | 3,274,445 | 91,730,551 | 81,717,118 |
| **Total segment revenues** | **34,657,330** | **29,476,879** | **33,210,842** | **31,188,948** | **20,946,603** | **17,766,846** | **2,915,775** | **3,274,445** | **91,730,551** | **81,717,118** |
| Net financial costs | -818,635 | -216.429 | -598,408 | -85.596 | -357,756 | -184.582 | 0 | -412.590 | -1,774,800 | -899.157 |
| Depreciation and amortization | 882,941 | 889.752 | 1,476,787 | 2,228,709 | 605,405 | 949.464 | 520,951 | 357.436 | 3,486,084 | 4,587,253 |
| Income tax expense | 193,864 | -236.284 | 202,482 | -51.986 | 54,014 | -128.792 | 0 | 42.854 | 450,360 | 374.208 |
| The net result for the interval | 1,653,085 | 1,802,648 | 956,571 | 567.623 | 583,744 | 905.004 | 0 | -134.616 | 3,193,401 | 3,140,659 |
| | **June 30, 2026** | **December 2025** | **June 30, 2026** | **December 2025** | **June 30, 2026** | **December 2025** | **June 30, 2026** | **December 2025** | **June 30, 2026** | **December 2025** |
| Segment assets | 47,970,588 | 42,135,694 | 63,106,762 | 68,588,694 | 26,508,757 | 22,158,808 | 29,788,933 | 28,993,787 | 167,375,040 | 161,876,983 |
| Segment debts | 27,081,765 | 28,412,986 | 39,906,138 | 33,202,435 | 20,129,373 | 18,638,102 | 4,646,015 | 3,633,990 | 91,763,292 | 83,887,513 |

All amounts presented as a total correspond to the amounts presented in the financial statements, without the need for reconcilement.
The total income of the segment corresponds to the item income plus other income, and the other items with similar items in the financial statements.

Within the segment's total operating revenue of 81,103,329 lei (as of June 30, 2026) and 81,454,225 lei (as of June 30, 2025), the major types of products and services are as follows:

| | **June 30, 2025** | **June 30, 2025** |
|---|---|---|
| Equipment for power-generation industry and components | 42,233,026 | 34,552,740 |
| Equipment for earthworks and components | 27,315,368 | 27,347,140 |
| Lifting and handling equipment | 4,701,270 | 8,989,520 |
| Manufacture of rolling stock | 3,770,510 | 555.720 |
| shipbuilding equipment | 2,286,651 | - |
| Other types | 796.504 | 10,009,105 |
| TOTAL | **81,103,329** | **81,454,225** |

The main customers who account for more than 10% of turnover, the related revenues, and the business segment where these revenues are included are as follows: GENERAL ELECTRIC (including indirect sales through Uzonsider Techno) 34.81% ; SIEMENS (all divisions): 19.75%; Tesmec (all divisions): 14.94% and HD Construction Equipment Infracore Norway AS: 10.27%.

## 30. Approval of financial statements

The financial statements were approved by the Board of Directors on August 14, 2026.

## 31. Management statement

We confirm that, to the best of our knowledge, the unaudited financial statements give a true and fair view of the company's assets, liabilities, financial position, and results, in accordance with applicable accounting standards.

Cenusa Gheorghe
General Manager

Tatar Dana
Economic Manager