UAB „Žaliosios investicijos“

CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2024
PREPARED ACCORDING TO LITHUANIAN FINANCIAL REPORTING STANDARDS

Content

Independent auditor’s report

To the shareholders of Žaliosios investicijos UAB

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of Žaliosios investicijos UAB and its subsidiaries (together - the "Group") as at 31 December 2024, and the Group’s consolidated financial performance and consolidated cash flows for the year then ended in accordance with Lithuanian Financial Reporting Standards.

What we have audited

The Group’s consolidated financial statements comprise:

- the consolidated balance sheet as at 31 December 2024;
- the consolidated income statement for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies and other explanatory information.

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 consolidated financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the Law of the Republic of Lithuania on the Audit of Financial Statements and Other Assurance Services that are relevant to our audit of the consolidated financial statements in the Republic of Lithuania. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Law of the Republic of Lithuania on the Audit of Financial Statements and Other Assurance Services.

Reporting on other information including the consolidated management report

Management is responsible for the other information. The other information comprises the consolidated management report (but does not include the consolidated financial statements and our auditor’s report thereon).

Our opinion on the consolidated financial statements does not cover the other information, including the consolidated management report.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

With respect to the consolidated management report, we considered whether the consolidated management report includes the disclosures required by the Law of the Republic of Lithuania on Reporting by Undertakings and by Groups of Undertakings.

Based on the work undertaken in the course of our audit, in our opinion:

- the information given in the consolidated management report for the financial year for which the consolidated financial statements are prepared, is consistent with the consolidated financial statements; and
- the consolidated management report has been prepared in accordance with the Law of the Republic of Lithuania on Reporting by Undertakings and by Groups of Undertakings.

In addition, in light of the knowledge and understanding of the Group and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the consolidated management report which we obtained prior to the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Lithuanian Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Group's internal control.
- 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 Group'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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

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.

On behalf of PricewaterhouseCoopers UAB

Rasa Selevičienė
Assurance Director
Auditor's Certificate No.000504

Vilnius, Republic of Lithuania
4 June 2025

The auditor's electronic signature is used herein to sign only the Independent Auditor's Report

Consolidated Balance sheet

		Notes	31 December 2024	31 December 2023 (restated)
	ASSETS			
A	**NON-CURRENT ASSETS**		**247 577 480**	**270 079 572**
1.	INTANGIBLE ASSETS		29 688 921	45 178 791
1.1.	Development work		-	-
1.2.	Goodwill	4	29 688 921	45 178 791
1.3.	Software		-	-
1.4.	Concessions, patents, licenses, trade marks and similar rights		-	-
1.5.	Other intangible assets		-	-
1.6.	Prepayments for intangible assets		-	-
2.	TANGIBLE ASSETS		201 191 139	208 156 722
2.1.	Land		-	-
2.2.	Buildings and structures		-	
2.3.	Plant and equipment		-	-
2.4.	Motor vehicles		-	-
2.5.	Other fixtures, fittings, tools and equipment	6	201 191 139	208 102 940
2.6.	Investment property		-	-
2.6.1.	Land		-	-
2.6.2.	Buildings		-	-
2.7.	Prepayments for tangible assets and construction (production) in progress	5	-	53 782
3.	FINANCIAL ASSETS		-	-
3.1.	Shares in group companies		-	-
3.2.	Loans to group companies		-	-
3.3.	Receivables from group companies		-	-
3.4.	Shares in associates		-	-
3.5.	Loans to associates		-	-
3.6.	Receivables from associates		-	-
3.7.	Long-term investments		-	-
3.8.	Amounts receivable after one year		-	-
3.9.	Other financial assets		-	-
4.	OTHER NON-CURRENT ASSETS		16 697 420	16 744 059
4.1.	Deferred income tax assets	22	16 697 420	16 744 059
4.2.	Biological assets		-	-
4.3.	Other assets		-	-
B	**CURRENT ASSETS**		**50 237 508**	**42 048 516**
1.	INVENTORIES		68 306	17 494
1.1.	Raw materials, materials and consumables		-	-
1.2.	Production and work in progress		-	-
1.3.	Finished goods		-	-
1.4.	Goods for resale		-	-
1.5.	Biological assets		-	-
1.6.	Non-current tangible assets held for sale		-	-
1.7.	Prepayments		68 306	17 494
2.	AMOUNTS RECEIVABLE WITHIN ONE YEAR	8	2 471 474	3 149 836
2.1.	Trade receivables		1 123 764	3 146 036
2.2.	Receivables from group companies		-	-
2.3.	Receivables from associates		-	-
2.4.	Other receivables		1 347 710	3 800
3.	CURRENT INVESTMENTS		12 214 525	28 253 343
3.1.	Shares in group companies		-	-
3.2.	Other investments	7	12 214 525	28 253 343
4.	CASH AND CASH EQUIVALENTS	9	35 483 203	10 627 843
C.	**PREPAID EXPENSES AND ACCRUED INCOME**	10	**4 251 932**	**131 432**
	TOTAL ASSETS		**302 066 920**	**312 259 520**

Consolidated Balance sheet (cont'd)

		Notes	31 December 2024	31 December 2023
	EQUITY AND LIABILITIES			
D.	**EQUITY**		**(55 722 865)**	**(47 406 016)**
1.	CAPITAL	11	28 838 984	28 838 984
1.1.	Share capital		28 838 984	28 838 984
1.2.	Unpaid share capital (–)		-	-
1.3.	Own shares (–)		-	-
2.	SHARE PREMIUM		-	-
3.	REVALUATION RESERVE	12	(18 674 568)	(24 020 842)
4.	RESERVES	13	7 914	-
4.1.	Legal reserve		7 914	-
4.2.	Acquisition of own shares		-	-
4.3.	Other reserves		-	-
5.	RETAINED EARNINGS (LOSSES)	11	(65 895 195)	(52 224 158)
5.1.	Profit (loss) of the reporting year		(13 663 122)	(14 131 694)
5.2.	Profit (loss) of the previous year		(52 232 073)	(38 092 464)
6.	ADJUSTMENTS DUE TO EXCHANGE RATE CHANGE		-	-
7.	MINORITY INTEREST		-	-
E.	**GRANTS AND SUBSIDIES**		-	-
F.	**PROVISIONS**		**1 138 890**	**1 081 182**
1.	Pensions and similar obligations provisions		-	-
2.	Tax provisions		-	-
3.	Other provisions	24	1 138 890	1 081 182
G.	**AMOUNTS PAYABLE AND LIABILITIES**		**353 370 936**	**352 872 630**
1.	NON-CURRENT AMOUNTS PAYABLE AND NON-CURRENT LIABILITIES	14, 21	306 190 597	306 750 812
1.1.	Borrowings		204 427 550	203 215 749
1.2.	Payables owed to credit institutions		-	-
1.3.	Advances received		-	-
1.4.	Trade payables		-	-
1.5.	Payables under the bills of exchange and cheque		-	-
1.6.	Payables to group the companies		79 531 419	75 275 251
1.7.	Payables to associates		-	-
1.8.	Other amounts payable and non-current liabilities		22 231 628	28 259 812
2.	CURRENT AMOUNTS PAYABLE AND LIABILITIES	15	47 180 339	46 121 818
2.1.	Current portion of financial debts		13 947 388	12 673 881
2.2.	Amounts owed to credit institutions		-	-
2.3.	Advances received		-	-
2.4.	Trade payables		112 948	378 114
2.5.	Payables under the bills of exchange and cheque		-	-
2.6.	Payables to group the companies		-	-
2.7.	Payables to associates		-	-
2.8.	Income tax liabilities		-	-
2.9.	Employment-related liabilities		76	968
2.10.	Other payables and current liabilities		33 119 927	33 068 855
H.	**ACCRUED EXPENSES AND DEFERRED INCOME**	16	**3 279 959**	**5 711 724**
	TOTAL EQUITY AND LIABILITIES		**302 066 920**	**312 259 520**

The accompanying notes are an integral part of these financial statements.

These financial statements have been signed electronically by:

General Manager — ***Mantas Auruškevičius***

Representative of a Company Providing Accounting Services — ***Emilija Petrylaitė***

Consolidated Income statement

		Notes	2024-12-31	2023-12-31
1.	Revenues		38 308 887	22 064 017
2.	Cost of sales	17	(13 931 622)	(3 718 912)
3.	Fair value adjustments of biological assets		-	-
4.	**GROSS PROFIT (LOSS)**		**24 377 265**	**18 345 105**
5.	Selling expenses		-	-
6.	General and administrative expenses	18	(18 109 559)	(18 096 959)
7.	Results of other activities	19	8 227 979	8 345 060
8.	Income from investments into shares of parent, subsidiary and associates		-	-
9.	Income from other long-term investments and loans		-	-
10.	Other interest and similar income		707 495	66 667
11.	Impairment of financial assets and short-term investments		-	-
12.	Interest and other similar expenses	20, 21	(29 501 574)	(28 122 991)
13.	**PROFIT (LOSS) BEFORE INCOME TAX**		**(14 298 394)**	**(19 463 118)**
14.	Income tax	22	635 272	5 331 424
15.	**PROFIT (LOSS) BEFORE MINORITY INTEREST SEPARATION**		**(13 663 122)**	**(14 131 694)**
16.	MINORITY INTEREST		**-**	**-**
17.	**NET PROFIT (LOSS)**		**(13 663 122)**	**(14 131 694)**

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General Manager — ***Mantas Auruškevičius***

Representative of a Company Providing Accounting Services — ***Emilija Petrylaitė***

Consolidated Statement of Changes in Equity

	Share Capital	Share premium	Own shares (–)	Revaluaion reserve		Legal reserves		Other reserves	Retained earnings (losses)	Adjustments due to exchange rate change	Minority interest	Total
				Fixed tangible assets	Financial assets (liabilities)	Compulsory reserve	Reserve for acquiring own shares					
1. Balance at the end of the reporting (yearly) period before previous	28 838 984	-	-	-	(81 068 583)	-	-	-	(38 092 464)	-	-	**(90 322 063)**
2. Result of changes in accounting policies	-	-	-	-	-	-	-	-	-		-	-
3. Result of correcting material errors	-	-	-	-							-	-
4. Recalculated balance at the end of the reporting (yearly) period before previous	28 838 984	-	-	-	(81 068 583)	-	-	-	(38 092 464)	-	-	**(90 322 063)**
5. Increase (decrease) in the value of non-current tangible assets	-	-	-	-	-	-	-	-	-	-	-	-
6. Increase (decrease) in the value of effective hedging instruments	-	-	-	-	57 047 741	-	-	-	-	-	-	57 047 741
7. Acquisition (sale) of own shares	-	-	-	-	-	-	-	-	-	-	-	-
8. Profit (loss) not recognised in the income statement	-	-	-	-	-	-	-	-	-	-	-	-
9. Net profit (loss) of the reporting period	-	-	-	-	-	-	-	-	(14 131 694)	-	-	(14 131 694)
10. Dividends	-	-	-	-	-	-	-	-	-	-	-	-
11. Other payments	-	-	-	-	-	-	-	-	-	-	-	-
12. Formed reserves	-	-	-	-	-	-	-	-	-	-	-	-
13. Used reserves	-	-	-	-	-	-	-	-	-	-	-	-
14. Increase (decrease) of authorised capital	-	-	-	-	-	-	-	-	-	-	-	-
15. Contributions to cover losses	-	-	-	-	-	-	-	-	-	-	-	-
16. Exchange rate change on	-	-	-	-	-	-	-	-	-	-	-	-
17. Increase (decrease) of minority interest	-	-	-	-	-	-	-	-	-	-	-	-
18. Balance at the end of the previous reporting (yearly) period	**28 838 984**	**-**	**-**	**-**	**(24 020 842)**	**-**	**-**	**-**	**(52 224 158)**	**-**	**-**	**(47 406 016)**
19. Increase (decrease) in the value of non-current tangible assets	-	-	-	-	-	-	-	-	-	-	-	-
20. Increase (decrease) in the value of effective hedging instruments	-	-	-	-	5 346 274	-	-	-	-	-	-	5 346 274
21. Acquisition (sale) of own shares	-	-	-	-	-	-	-	-	-	-	-	-
22. Profit (loss) not recognised in the Income statement	-	-	-	-	-	-	-	-	-	-	-	-
23. Net profit (loss) of the reporting period	-	-	-	-	-	-	-	-	(13 663 123)	-	-	(13 663 123)
24. Dividends	-	-	-	-	-	-	-	-	-	-	-	-
25. Other payments	-	-	-	-	-		-	-	-	-	-	-
26. Formed reserves	-	-	-	-	-	7 914	-	-	(7 914)	-	-	-
27. Used reserves	-	-	-	-	-	-	-	-	-	-	-	-
28. Increase (decrease) of authorised capital	-	-	-	-	-	-	-	-	-	-	-	-
29. Contributions to cover losses	-	-	-	-	-	-	-	-	-	-	-	-
30. Exchange rate change on	-	-	-	-	-	-	-	-	-	-	-	-
31. Increase (decrease) of minority interest	-	-	-	-	-	-	-	-	-	-	-	-
32. Balance at the end of the reporting period	**28 838 984**	**-**	**-**	**-**	**(18 674 568)**	**7 914**	**-**	**-**	**(65 895 195)**	**-**	**-**	**(55 722 865)**

The accompanying notes are an integral part of these financial statements.
These financial statements have been signed electronically by:

General Manager — ***Mantas Auruškevičius***

Representative of a Company Providing Accounting Services — ***Emilija Petrylaitė***

Consolidated cash flow statement

		Notes	2024-	2023- (restated)
1.	**Cash flows from operating activities**			
1.1.	Net profit (loss)		(13 663 122)	(14 131 694)
1.2.	Minority interest		-	-
1.3.	Depreciation and amortisation expenses	4, 6	22 401 671	16 824 622
1.4.	Elimination of results of disposals of non-current tangible and intangible assets		-	-
1.5.	Elimination of results of financing and investing activities	14, 20	16 025 412	16 951 261
1.6.	Elimination of results of other non-cash transactions		(624 201)	(12 204 017)
1.7.	Decrease (increase) in intercompany amounts receivable and receivables from associates		-	-
1.8.	Decrease (increase) in other receivables after one year	7, 8	-	36 219 343
1.9.	Decrease (increase) in deferred income tax asset	22	46 639	4 735 826
1.10.	Decrease (increase) in inventories, except advance payments		-	-
1.11.	Decrease (increase) in advance payments		2 970	(17 494)
1.12.	Decrease (increase) in trade receivables	8	2 022 272	(2 343 165)
1.13.	Decrease (increase) in intercompany amounts owed and amounts owed by associates		-	-
1.14.	Decrease (increase) in other receivables	8	(1 343 910)	129 020
1.15.	Decrease (increase) in short-term investments	7	16 038 818	(28 253 343)
1.16.	Decrease (increase) in prepaid expenses and accrued income	10	(4 120 500)	1 806 568
1.17.	Increase (decrease) in provisions		-	-
1.18.	Increase (decrease) in long-term trade payables and prepayments		-	-
1.19.	Increase (decrease) in long-term payables under the bills of exchange and cheque		-	-
1.20.	Increase (decrease) in long-term intercompany payables and payables to associates		-	-
1.21.	Increase (decrease) in short-term trade payables and prepayments	15	(265 166)	(5 561 407)
1.22.	Increase (decrease) in short-term payables under the bills of exchange and cheque		-	-
1.23.	Increase (decrease) in short-term intercompany payables and payables to associates		-	-
1.24.	Increase (decrease) in income tax liabilities		-	-
1.25.	Increase (decrease) in employment-related liabilities	15	(892)	549
1.26.	Increase (decrease) in other payables and liabilities	15	51 072	(322 308)
1.27.	Increase (decrease) in accruals and deferred income	16	(2 431 765)	(41 073)
	Net cash flows from operating activities		**34 139 298**	**13 792 688**
2.	**Cash flows from investing activities**			
2.1.	Acquisition of non-current assets (excluding investments)		-	(50 938 354)
2.2.	Disposal of non-current assets (excluding investments)		-	-
2.3.	Acquisition of long-term investments (excluding investments in subsidiaries)		-	-
2.4.	Disposal of long-term investments (excluding investments in subsidiaries)		-	-
2.5.	Acquisition of investments in subsidiaries		-	-
2.6.	Disposal of investments in subsidiaries		-	-
2.7.	Loans granted		-	-
2.8.	Loans recovered		-	-
2.9.	Dividends and interest received		-	-
2.10.	Other increases in cash flows from investing activities		-	-
2.11.	Other decreases in cash flows from investing activities		-	-
	Net cash flows from investing activities		**-**	**(50 938 354)**
3.	**Cash flows from financing activities**			
3.1.	Cash flows related to entity's owners		-	-
3.1.1	Issue of shares		-	-
3.1.2	Owner's contributions to cover losses		-	-
3.1.3	Purchase of own shares		-	-
3.1.4	Dividends paid		-	-
3.2.	Cash flows related to other financing sources	14	(9 283 938)	34 461 891
3.2.1	Increase in financial debts		-	38 779 808
3.2.1	Loans received		-	37 904 808
3.2.1	Issue of bonds		-	875 000
3.2.2	Decrease in financial debts		(9 283 938)	(4 317 917)
3.2.2	Loans repaid		(5 034 558)	-
3.2.2	Redemption of bonds			-
3.2.2	Interest paid		(4 249 380)	(4 317 917)
3.2.2	Finance leases payments		-	-
3.2.3	Increase in entity's other liabilities		-	-
3.2.4	Decrease in entity's other liabilities		-	-
3.2.5	Other increases in cash flows from financing activities		-	-
3.2.6.	Other decreases in cash flows from financing activities		-	-
	Net cash flows from financing activities		**(9 283 938)**	**34 461 891**
4.	**Adjustments due to exchange rates on the balance of cash and cash equivalents**		-	-
5.	**Increase (decrease) of net's cash flows**		**24 855 360**	**(2 683 775)**
6.	**Cash and cash equivalents at the beginning of the period**		**10 627 843**	**13 311 618**
7.	**Cash and cash equivalents at the end of the period**		**35 483 203**	**10 627 843**

The accompanying notes are an integral part of these financial statements.
These financial statements have been signed electronically by:

General Manager	***Mantas Auruškevičius***
Representative of a Company Providing Accounting Services	***Emilija Petrylaitė***

Notes to the financial statements

1 General

UAB Žaliosios investicijos (thereafter - the Company) is a private limited liability company registered with the State Enterprise Center of Registers on 24 September 2021. The Company's registered address is Jogailos g. 4, Vilnius. The Group companies' data is collected and stored in the Register of Legal Entities of the Republic of Lithuania.

The main activity of the Company and its subsidiaries (thereafter - "the Group") is development and operation of wind parks.

As at 31 December 2024 and as at 31 December 2023, the shareholders of the Company are Closed-end investment company intended for informed investors UAB Atsinaujinančios energetikos investicijos (Company code 301849625, registered address Jogailos g. 4, Vilnius) and Taaleri SolarWind II S.a.r.l. (Company code B238553, registered address Boulevard F.W. Raiffeisen 15, Luxembourg) and Taaleri SolarWind II Co-Invest SCSp (Company codes B232448, registered address Boulevard F.W. Raiffeisen 15, Luxembourg).

	31 December 2024		31 December 2023	
	Number of shares	Share of the stock held	Number of shares	Share of the stock held
Taaleri SolarWind II S.a.r.l.	16 481 479	57,15%	16 481 479	57,15%
UAB Atsinaujinančios energetikos investicijos	7 209 746	25,00%	7 209 746	25,00%
Taaleri SolarWind II Co-Invest SCSp	5 147 759	17,85%	5 147 759	17,85%
Total	**28 838 984**	**100,00%**	**28 838 984**	**100,00%**

As at 31 December 2024 and as at 31 December 2023, the Company's authorised share capital amounted to EUR 28 838 984. As at 31 December 2024 and at 31 December 2023 the authorised share capital is divided ordinary registered shares with the par value of EUR 1 each. As at 31 December 2024 and 31 December 2023 the Company's share capital is fully paid. The Company does not have its own shares.

As at 31 December 2024 and 31 December 2023, the Company had no branches or representative offices.

As at 31 December 2024 and as at 31 December 2023, the average number of employees was 1.

As at 31 December 2024 and as at 31 December 2023, the Group consists of UAB Žaliosios investicijos and the following directly and indirectly controlled subsidiaries in Lithuania:

Name of subsidiary	Managed wind farm	Share of the stock held by the Group 2024	Share of the stock held by the Group 2023
EE Emerald Holding UAB	-	100%	100%
UAB Potentia industriae	Jonava I & Jonava II	100%	100%
UAB Anykščių vėjas	Anykščiai	100%	100%
UAB Rokvėja	Rokiškis	100%	100%

The Group's fiscal year aligns with the calendar year.

The consolidated financial statements (further - financial statements) of the Group have been prepared in accordance with legal acts regulating financial accounting and preparation of financial statements in the Republic of Lithuania and Lithuanian Financial reporting standards.

2 Accounting policy

Main accounting principles applied in the preparation of Group's financial statements for the year end 2024 are as follows:

2.1. Basis of preparation

These financial statements have been prepared in accordance with the Law on Financial Accounting of the Republic of Lithuania, Law on Financial Reporting of Companies and Groups of Companies of Lithuania, and Lithuanian Financial Reporting Standards (LFRS) and on other legal acts in force in the Republic of Lithuania, regulating financial accounting and financial reporting, which include the standards and guidance prepared and approved by the Authority of Audit, Accounting, Valuation and Insolvency, effective as at 31 December 2024. In accordance with the Law on Financial Reporting of Companies and Groups of Companies of Lithuania, the Group is attributed to the category of medium-sized enterprises.

A parent company is exempt from the obligation to draw up consolidated financial statements if on the last day of the reporting period of the parent company, at least two joint indicators in the annual financial statements of a group of companies do not exceed the amounts set forth in the Law on Financial Reporting of Companies and Groups of Companies of Lithuania for two consecutive financial years, including the reporting financial year. The total amount of net sales revenue of the group of companies (before adjustment for intra-group transactions) and the average annual number of employees on payroll for two consecutive years, including the reporting financial year, did not exceed the values set by the Law on Financial Reporting of Companies and Groups of Companies of Lithuania.

As at 31 December 2024, the Group for the first time met both the asset and revenue criteria set out in the Law on Financial Reporting of Companies and Groups of Companies of Lithuania and is preparing consolidated financial statements. The consolidated financial statements cover the Company and all previously mentioned subsidiaries. Until 2023, the Group prepared consolidated financial statements on its own initiative.

The Group's procedures for recording and evaluating economic operations encompass principles, methods, and rules for the recognition, measurement, and accounting of economic operations and events. All transactions and economic events are recorded in double-entry form in the general ledger. The Group adheres to principles such as accrual, entity, continuity of operations, periodicity, consistency, monetary unit, comparability, prudence, neutrality, substance over form.

The presented information is reliable, accurate, impartial, and comprehensive in all material respects.

2.2. Presentation currency

The amounts shown in these financial statements are presented in the local currency of the Republic Lithuania, Euro (EUR). Transactions in foreign currencies are initially recognized at the rate of exchange at the date of the transaction.

2.3. Basis of consolidation

(a) Business combinations

Acquisitions of subsidiaries are accounted for by applying the purchase method. Acquisition cost comprises the fair value of transferred assets, securities issued or liabilities assumed as at the acquisition date plus any costs directly attributable to the acquisition. Assets and liabilities of the acquired entity are assessed at fair values as at the acquisition date.

The difference between the price paid and the value of the acquired net assets is recognised as goodwill, profit or loss due to a business combination. It is calculated as at the acquisition date, i.e. when the acquiring entity obtains control over the acquired entity. A portion of the value of net assets of the acquired entity or business that exceeds the price paid by the acquirer of the entity or business is recognised as a gain from a business combination. Any goodwill that arises is amortised over a period of 5 years.

(b) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

2.4. Intangible assets and goodwill

Assets and liabilities of a subsidiary company are stated at fair value as at acquisition date. The difference between the acquisition cost of investment and the share of the net assets of the subsidiary controlled by the parent company is recognised as goodwill, if future economic benefits are expected. Otherwise, it is considered as loss incurred due to business combination and is stated in income statement. Goodwill on acquisitions of subsidiaries is included under intangible assets. Separately recognised goodwill is amortised over a period of 5 years and carried at cost less accumulated amortisation. Amortisation of goodwill is recognised in profit or loss. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

2 Accounting policy (cont'd)

2.4. Intangible assets and goodwill (cont'd)

Other intangible assets, including contracts, patents and trademarks that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in income statement.

2.5. Tangible non-current assets

Non-current tangible assets include the assets with the useful life longer than one year and the Group reasonably expects a flow of economic benefits from such assets in future periods.

Non-current tangible assets are recorded at acquisition cost and stated in the financial statements at acquisition cost less accumulated depreciation and impairment.

The initial value of non-current tangible assets is represented by its acquisition price including the unrecoverable acquisition taxes and all other costs directly attributable to the preparation of the asset for the use or transfer to its location of use.

Maintenance expenses of non-current tangible assets are attributed to operating expenses of the reporting period in which they are incurred. Depreciation is calculated on a straight-line basis.

The turbines and the substation in the wind farm constructed by the Group are treated as separate assets. The main components of a wind turbine include the rotor with blades, the main shaft and gearbox which transfer mechanical energy to the generator and the generator itself, which converts mechanical energy into electricity. Additional critical components ensuring efficient turbine operation include electronic control systems, a transformer, a hydraulic braking system, and wind monitoring sensors. All these elements are considered essential equipment for the functioning of the wind turbine. The nacelle, which houses this equipment, is mounted on a tower that, together with its foundation, serves purely as a supporting structure.

The substation is an electrical infrastructure asset where electricity generated by the wind turbines is converted to the appropriate voltage and distributed to the grid.

Both the wind turbine and the substation, together with all internal equipment, are classified as other engineering structures and are registered in the Real Estate Register. Independent surveyors conducted a valuation of the wind park assets and determined that, according to the cadastral data rules for immovable property approved by the Minister of Environment, the tower and foundation represent approximately 15–20% of the total value of a wind turbine, with the remaining value attributable to the installed equipment.

Based on an assessment of the components housed in both the turbine and substation, these assets are recognized under the balance sheet line item “Other fixtures, fittings, tools and equipment”.

Depreciation of the Group's assets begins to be calculated when the documents confirming the completion of the construction of the wind park are received. The depreciation period corresponds to the planned useful service life of the wind park, i.e., up to 30 years.

Construction in progress is accounted for at acquisition cost. It consists of the value of construction, buildings and equipment and other directly attributable costs. Depreciation of construction in progress is not calculated until the construction is completed and the asset is put into use.

Impairment of property, plant, and equipment long-term tangible assets is assessed when events or circumstances show that the asset's value may not be recovered. If indications of potential impairment of the asset exist, the recoverable amount of such asset is calculated. Impairment losses are recorded when the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Losses incurred due to depreciation are recorded in the income statement. The reversal of impairment recorded in previous periods is recorded when there are indications that the recognized impairment losses no longer exist or have significantly decreased. The reversal is recorded in the income statement in the same line item as the impairment loss.

2.6. Receivables

Trade and other receivables are recognized when the Group receives or has the right to receive cash or other financial asset under the contract. Receivables are measured at cost less impairment losses.

If it is probable that the Group will not be able to collect all receivables due, the impairment loss is recognized as the difference between the asset's book value and the present value of estimated future cash flows, discounted at the original effective interest rate.

2 Accounting policy (cont'd)

2.7. Cash and cash equivalents

Cash and cash equivalents include cash in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value. Cash and cash equivalents are measured at cost.

2.8. Financial liabilities

Financial liabilities include amounts payable for goods and services received and liabilities under bond agreements issued, loans received.

Financial liabilities are recognized when the Group has a present obligation to pay cash or another financial asset. Amounts payable for goods and services are measured at cost.

Bonds issued are classified as financial liabilities that are redeemable for a single amount or in instalments according to a specified redemption schedule. Bonds issued and loans received are initially recognized at cost, which is the amount of the proceeds received. Transaction costs are recognized as an expense in the financial statements. Financial liabilities are subsequently measured at amortized cost using the effective interest method.

2.9. Calculated interest rate method

The calculated interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. Effective interest rate is the rate that discounts estimated future cash flows (including any taxes paid or received that are an integral part of the calculated interest rate, transaction costs and other premiums or discounts) to the net carrying amount of the initial recognition over the expected period of the financial asset or financial liability or, if appropriate, a shorter period.

2.10. Sales revenue

Revenue is recognised on an accrual basis. Revenue is measured at fair value, net of discounts granted and expected and net of returns and rebates. When a service transaction is completed in the same period as it is initiated, revenue is recognised in the same period and measured at the amount specified in the contract. When services according to the service transaction are provided for more than one reporting period, revenue is allocated to the periods in which the services are rendered.

2.11. Cost of sales and operating expenses

Expenses are recognized in the Group in accordance with the principles of accrual and comparison in the reporting period when the related revenue is earned, regardless of the timing of spending money. Expenses are measured at the amount of cash or cash equivalents paid or payable, net of value added tax.

The costs of goods sold by the Group are recognized, recorded in the accounting, and presented in the financial statements in the same reporting period in which the goods were sold and when the amount of revenue can be measured reliably.

Upon commencement of the wind farm’s operations, the following expenses are included in the cost of sales: land lease costs, electricity consumption, depreciation of property, plant and equipment, maintenance and operation costs, monitoring service expenses, grid charges, property tax costs, electricity production charges and other expenses directly related to the operation of the wind farm.

Expenses incurred for services provided by market representatives are also classified within the cost of sales of electricity. This classification is based on the fact that the Group operates as a producer of electricity, while market representatives act as intermediaries directly involved in the electricity sales process. Services provided by market representatives include daily hourly electricity production forecasting, sales planning and balancing strategies, representation of the Group in the electricity price market, and submission of sales offers.

2.12. Borrowing costs

Interest on borrowings or leases is recognized in the income statement on an accrual basis.

2 Accounting policy (cont'd)

2.13. Provisions

Provisions are recognized when, as a result of a past event, the Group has a present legal or constructive obligation that can be reliably estimated, and it is probable that an outflow of economic benefits will be required to settle the obligation. Associated expenses are recognized in the income statement, net of any reimbursements received. If the time value of money is significant, provisions are discounted.

Provisions for the anticipated dismantling, removal, and environmental remediation of wind turbines are included in the carrying amount of property, plant, and equipment. These provisions are recognized upon commissioning, based on the best estimate and in view of the experience of similar operations and expert judgment, and are measured in accordance with the precautionary principle.

Provisions are reviewed on last day of each reporting period and adjusted to reflect new events and circumstances. They cannot be used to adjust the carrying value of assets during their annual valuation.

Expenses related to provisions are recognized in the income statement within profit or loss, net of any reimbursement receivable.

2.14. Current and deferred income tax

In 2024 corporate income tax rate applied to companies in the Republic of Lithuania was 15%.

Deferred income tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred income assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at date of the statement of balance sheet and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred income tax benefit (expense) arising from unused tax losses, temporary differences are recognized in the income statement.

Deferred income tax expense (benefit) arising from the business transactions recorded in equity accounts and not included in the income statement are recorded in equity.

Deferred income tax assets and liabilities are recognised based on the tax rates that are expected to apply at the time of their realisation. 16% corporate income tax rate came into effect from 1 January 2025.

2.15. Foreign currencies

All currency items in the balance sheet are estimated in euros using the exchange rate prevailing at the date of the balance sheet. Assets purchased using foreign currency and accounted for in the balance sheet at the acquisition cost are estimated in euros using the exchange rate prevailing at the acquisition date. Assets whose fair value is measured in a foreign currency are translated into euros in the balance sheet using the exchange rates at the date when the fair value was determined. Foreign currency transactions are stated in euros using the exchange rate prevailing at the date of the transaction. Differences resulting from the settlement of amounts recorded in foreign currencies at different exchange rates are recognised as income or expenses of the reporting period.

2.16. Financial risk management

The Group is exposed to a variety of financial risks in the course of its operations. Risk management is performed by management.

The following main financial risk management procedures are applied in the Group’s operations:

Credit risk

The Group have a significant credit risk concentration. Credit risks or the risks of counterparties defaulting, are controlled by the application of credit terms and monitoring procedures. Credit risk is controlled by the Parent Company itself and, if necessary, assisted by credit risk management companies.

2 Accounting policy (cont'd)

2.16. Financial risk management (con'd)

Interest rate risk

The Group’s income and operating cash flows are substantially independent of changes in market interest rate.

The most significant balance sheet items of the Group sensitive to changes in interest rates are issued bonds and received loans. Liabilities are with fixed interest rates, therefore, interest expenses are not dependent on changes in market interest rates. The Group does not use any financial instruments to manage interest rate risk.

Foreign exchange risk

The Group has no significant concentration of foreign exchange risk, because the major portion of settlements are conducted in the euro (EUR).

Liquidity risk

The Group’s policy is to maintain sufficient amount of cash and cash equivalents or to secure funding from the parent fund and credit institutions to meet the obligations set out in its strategic plans.

Market risk

The electricity produced by the Group was sold at market prices, which depend not only on the demand and supply of electricity, but also on natural disasters, political decisions, and other factors that the Group cannot control or predict. To hedge against the price fluctuations in the electricity market, the Group has entered into an electricity price swap agreement to sell 50 % of the potential average quantity at a fixed price.

2.17. Related parties

Related parties are considered to be shareholders, employees, members of the management board, their close relatives and companies that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Group, provided the listed relationship empowers one of the parties to exercise the control or significant influence over the other party in making financial and operating decisions.

2.18. Use and changes in accounting estimates

The preparation of the consolidated financial statements in accordance with LFRS requires from the management to make judgments and estimates based on assumptions that have effect on the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from estimates.

One notable aspect of these consolidated financial statements involves the use of estimates. This encompasses the valuation assumptions for derivative hedging instruments, recognition of deferred income tax, rectification of prior period errors, and the evaluation of recognition of provisions, the classification of short-term liabilities under the financing agreement, the commertional operation date, and the timing of the recovery of bank guarantees. It's important to note that forthcoming events could alter the assumptions underlying these estimates. Any impact stemming from such alterations will be reflected in the financial statements once ascertained.

2.19. Contingencies

Contingent liabilities are not recognised in the financial statements. They are described in the financial statements, except those cases when the probability that resources generating economic benefit will be lost is very low.

A contingent asset is an asset which may be owned by the Group and generate economic benefit to it due to events beyond the control of the Group. The contingent assets are recorded neither in the income statement, nor in the balance sheet, the information about the contingent assets is disclosed in the notes.

2 Accounting policy (cont'd)

2.20. Derivative financial instruments

A financial asset and a financial liability arising from a derivative financial instrument are recorded in the accounting when the right to receive the asset or the obligation to settle the liability is acquired under the contract. At the time of conclusion of the contract, the derivative financial instrument is accounted at the acquisition cost.

At the end of each year, the derivative financial instrument is measured at a fair value. For this purpose, at the end of each year, the fair value valuation is carried out by an independent appraiser with reference to the projected electricity prices, the Group's credit risk indicators and the situation in the electricity market sector.

In accordance with the LFRS, a hedging risk management policy is prepared, and an effectiveness assessment is carried out. The derivative financial instrument evaluation policy provides for the purpose of hedging, describes the hedged risk, the hedging instrument and specifies how the effectiveness of hedging is calculated.

Hedge effectiveness is assessed using the relative fair value change method (commonly referred to as the Dollar-Offset method), by comparing changes in the fair value of the hedging instrument with changes in the fair value of the hedged item (hypothetical derivative). The hedge ratio is calculated once per year by independent experts. In accordance with the applied accounting policy, a hedge is considered effective if the calculated ratio falls within the range of 80% to 125%.

When assessing effectiveness, not only the economic relationship between the hedging instrument and the hedged item is considered, but also credit risk and other factors that may affect the fair value and effectiveness of the hedging relationship.

The result of the revaluation of the effective part of the derivative financial instrument is recorded in the balance sheet, in the equity part, in the revaluation reserve account and the result of the revaluation of the ineffective part of the hedging instrument is recorded in the income statement: the gain is recognized in the interest and other similar income account, and the loss is recognized in the interest and other similar expenses account.

Every month, invoices are received from a counterparty to the derivative financial hedging instrument when the price of electricity becomes higher than the agreed price, based on which the difference is paid between the higher market price of electricity and the fixed contractual price for the hedged amount of electricity. In cases where the price of electricity becomes lower than the agreed price, invoices are issued to the counterparty of the derivative financial hedging instrument, based on which, the counterparty of the derivative financial hedging instrument pays the difference to the Group, calculated between the fixed and the market price for the hedged amount of electricity. Income and costs from partial fulfilment are recorded in the income statement, with the profit being recognized in the interest and other similar income account, and the loss being recognized in the interest and other similar expenses account.

If the derivative financial hedging instrument does not meet the requirements for hedging accounting, after it expires or after it is sold, terminated, or executed, the accounting of the hedging instrument is terminated prospectively. Accumulated gain or loss previously recognised in the equity section of the balance sheet are retained there until the intended transaction is completed. After the financial asset or financial liability arising from the hedging instrument is written off, all the accumulated related gain or loss to it, recognised in the revaluation reserve (result) account, in the income statement of the reporting period.

2.21. Change in accounting policy

A change in accounting policy is a change in the principles, methods, and rules under which the Group's accounting is conducted. Changes in the Group's accounting policies are made because of changes in laws and regulations governing accounting and financial reporting, changes in LFAS, or to present more accurately the financial position, results of operations and cash flows of the Group.

Under the changed accounting policy, data are recalculated and presented in the financial statements on a retrospective basis, unless the application of such a method would be impracticable, the amount of the restatement is immaterial, or accounting standards prescribe a different method

In the retrospective approach, the results of a change in accounting policy are presented in the comparative information in the financial statements as if the changed accounting policy had been applied to transactions and events from the date they occurred. The results of the change in each prior period are included in profit or loss for that period. The amount of the restatement for periods prior to those presented in the financial statements is included in the opening balance of retained earnings (loss) for the earliest period presented in the financial statements and the line items in those financial statements are adjusted.

2.22. Comparative information

Where necessary, comparative information shall be reclassified in the financial statements so that its grouping is consistent with the classification for the current period.

2 Accounting policy (cont'd)

2.23. Correction of errors

Prior reporting periods accounting errors may be detected in the financial statements in the current reporting period. Accounting errors may result from inaccurate mathematical calculations, misapplication of accounting policies, misinterpretation of facts, fraud or misunderstanding. If these errors are not material, they are corrected in the current period accounting and financial statements. A material error is considered to exist if its assessed value, either individually or in aggregate with other errors identified for the reporting period, exceeds 0.5 % of the consolidated balance sheet total and does not exceed 5 % of the revenue line item in the income statement. The result of the correction is included in the same line item of the balance sheet and the income statement in which it was made. Errors also can be corrected in a retrospective manner. In that case, changes and restatements are made not only in the current and future reporting periods, but the corrections are also made to the comparative information in the financial statements.

When preparing the annual financial statements for 2023 reporting period, the Group classified all long-term asset units under the balance sheet line item "Buildings and Structures." However, following a detailed component analysis of the assets conducted prior to registering the assets in the Real Estate Register, it was determined that the value of the wind turbine foundations and towers represents only 15–20% of the total construction costs, with the remaining components more appropriately classified as equipment.

Based on this analysis, the Group's management decided to classify the asset units under the balance sheet line item "Other fixtures, fittings, and tools and equipment's" to ensure a more accurate presentation of the assets in the balance sheet. Accordingly, in preparing the annual financial statements for the current reporting period, the comparative information for the previous reporting period has been reclassified from "Buildings and structures" to "Other fixtures, fittings, and tools and equipment".

Management believes that this reclassification more accurately reflects the nature and economic purpose of the Group’s long-term assets, which is the production of electricity.

Additionally, while preparing the annual financial statements for the reporting periods ended 31 December 2023 and 31 December 2022, the Group classified restricted cash held in bank accounts as cash and cash equivalents. However, following a detailed LFAS and its methodological explanation analysis, it was determined that such amounts should have been presented either as current other investments or non-current financial assets, depending on the restriction period. The impact of this misinterpretation on the balance sheet and the statement of cash flows is disclosed in Note 26.

2.24. Subsequent events

Subsequent events that provide additional information about the Group's financial position at the balance sheet date (adjusting events) are reflected in the financial statements. Subsequent events that are not adjusting events are disclosed in the notes when they are significant.

Subsequent events that confirm the existence of contingent asset are not considered adjusting events.

2.25. Prepaid expenses and accrued income

Prepaid expenses arise when the Group pays for ongoing services in the current or prior reporting periods that relate to future periods. These amounts are recognized as expenses on a straight-line basis over the periods in which the services are actually received. As part of the preparation of the annual financial statements, the portion of expenses attributable to the reporting period is calculated, the balance of prepaid expenses is adjusted accordingly, and the related expenses are recognized in the statement of profit or loss.

Accrued income represents revenue earned by the Group for services rendered but not yet invoiced or received as of the balance sheet date. These revenues relate to the reporting period or prior periods and are recognized when the services have been provided.

The sale of electricity is subject to a self-billing arrangement, whereby invoices for electricity generated are issued not by the producer, but by the market operator or electricity offtake. As invoices for electricity sales related to a given month are issued within 15 calendar days after the end of that month, accrued revenue from electricity sales is recognized in the accounting records to reflect the revenue earned during the reporting period.

3 Acquisition of subsidiaries

On 26 November 2021, the Group has acquired 100% of the shares and voting interest in UAB EE Emerald Holding which through its subsidiaries engages in development and operation of wind parks in Lithuania. Price for the acquisition paid in cash amounts to EUR 32 968 thousand, remaining payable amount for shares is EUR 32 968 thousand as at 31 December 2024 and 31 December 2023 (see note 25).

The following table summarizes fair values of the assets, liabilities and contingent liabilities acquired as at the date of the acquisition:

EUR	Consolidated BV of companies acquired	FV adjustments	Consolidated FV of companies acquired
Prepayments for tangible assets and construction (production) in progress	106 075 880	-	106 075 880
Other financial assets	4 924 000	-	4 924 000
Deferred income tax asset	-	9 130	9 130
Trade and other receivables	27 562 587	-	27 562 587
Cash and cash equivalents	869 612	-	869 612
Other long-term payables	-	(33 656 000)	(33 656 000)
Loans and borrowings	(134 362 496)	(60 871)	(134 423 367)
Trade and other payables	(16 530 752)	-	(16 530 752)
Revaluation reserve (Hegde instrument)	-	33 656 000	33 656 000
Fair value of net assets acquired	**(11 461 169)**	**(51 741)**	**(11 512 910)**
Goodwill (note 4)			77 449 357
Conditional acquisition price (Note 25)			**65 936 447**

Acquisition price of the shares of wind parks exceeded the value of the acquired fair value of net assets, therefore goodwill was recognized.

4 Goodwill

	31 December 2024	31 December 2023
Cost		
Balance as start of period	77 449 357	77 449 357
Acquisitions through business combinations	-	-
Additions	-	-
Disposals	-	-
Balance as at end of period	**77 449 357**	**77 449 357**
Accumulated amortization and impairment losses		
Balance as start of period	(32 270 566)	(16 780 695)
Amortization	(15 489 870)	(15 489 871)
Impairment	-	-
Balance as at end of period	**(47 760 436)**	**(32 270 566)**
Net book value as end of period	**29 688 921**	**45 178 791**

The amortization costs of goodwill are included into general and administrative expenses in the income statement.

All parks are operating at full capacity, and based on the forecasted performance results of the subsidiaries, no indications of goodwill impairment were identified as at 31 December 2024 and 31 December 2023.

5 Prepayments for tangible assets and construction (production) in progress

	31 December 2024	31 December 2023
Acquisition value		
Balance as start of period	53 782	158 030 530
Additions	-	50 938 354
Restatement of prior period inaccuracies (reallocated to general and administrative expenses)	-	(548 114)
Reclassification from construction in progress to buildings and structures	-	(208 366 988)
Reclassification from long-term prepayments to short-term prepaymentss	(53 782)	-
Balance as at end of period	**-**	**53 782**

5 Prepayments for tangible assets and construction (production) in progress (con'd)

In the 2023 financial year, the construction of the parks was completed. Between August and December 2023, the contractor and the Group signed the completion certificates for three parks. All parks commenced operations at full capacity, and as a result, the Group considers them as part of its buildings and structures. In the 2024 financial year, following a management assessment, as disclosed in Note 6, 26 has been reclassified to "Other Fixtures, Fittings, Tools, and Equipment".

During the 2023 financial year, the Group conducted a review of expenses incurred for assets under construction, accounting standards, and their related methodological recommendations. This review identified discrepancies in the capitalization of land lease expenses for the years 2020, 2021, and 2022. According to the Group's accounting policy, these discrepancies are considered immaterial, and the necessary correction was made in the previous reporting period.

As at 31 December 2024, there is no remaining balance of prepayments for tangible assets and assets under construction. In comparison, as at 31 December 2023 there was a balance comprising prepayments for long-term land lease totalling EUR 53 782.

6 Other fixtures, fittings, tools and equipment

	31 December 2024	31 December 2023 (restated)
Acquisition cost		
At the end of the previous financial year	209 437 690	-
Changes in the financial year:		
- acquisition of assets	-	-
- asset sales/write-offs	-	-
- transfer between items	-	208 366 988
Provisions for dismantling costs (Note 24)	-	1 070 702
Balance as at end of period	**209 437 690**	**209 437 690**
Depreciation		
At the end of the previous financial year	(1 334 750)	-
Changes in the financial year:		
- depreciation	(6 911 801)	(1 334 750)
- depreciation of assets sold/written off	-	-
End of financial year	**(8 246 551)**	**(1 334 750)**
Balance as at end of period	**201 191 139**	**208 102 940**

At the end of the previous reporting period, the Group incorrectly attributed the acquisition cost of constructed tangible assets (wind turbines and a substation) to the balance sheet item "Buildings and structures". When preparing the balance sheet for the current reporting period, a reclassification of assets was carried out, and the relevant amount was transferred to the balance sheet line item "Other fixtures, fittings, and tools and equipment".

This adjustment is based on the Group's gained experience and new information obtained during the registration of assets in the Real Estate Register. Further details are provided in Note 26.

Each unit of Other fixtures, fittings, and tools and equipment consists of an engineering structure along with all installed equipment.

Depreciation expenses related to these asset units are recognized in the income statement under "Cost of sales".

7 Other investments

	31 December 2024	31 December 2023 (restated)
Restricted cash for guarantees related to the Jonava wind park	7 658 400	8 145 900
Restricted cash for guarantees related to the Rokiskis wind park	4 550 000	4 550 000
Restricted cash in bank accounts until obligation fulfillment	6 125	6 125
Restricted cash in bank accounts receivable within 12 months	-	12 375 068
Restricted cash for guarantees related to the Anykščių wind park	-	3 176 250
	12 214 525	**28 253 343**

As at 31 December 2024 and 31 December 2023, other current investments consist of restricted cash for guarantees. The bank guarantee is intended to confirm that the Group will fulfil its obligations under the contract related to investments in wind park infrastructure. According to the confirmation letter, the bank is obliged to make payment to the beneficiary upon receipt of the payment demand in the event that the Group fails to meet the requirements listed in the letter of intent signed with the network operator, and the amount payable must not exceed the above-mentioned payment made. Bank guarantees are valid until all the requirements listed in the letter of intent signed with the network operator are met or until 8 June 2025.

7 Other investments (con'd)

The conditions specified in the letter of intent for the Anykščiai Wind Park were fulfilled during the third quarter of 2024, and the deposited funds were returned to the Group by the end of the reporting period. The conditions outlined in the letter of intent for the Rokiškis Wind Park were met on 11 April 2025 and for Jonava Wind parkd were met on 25 April 2025, and the Group has submitted a request to the banks for the return of the deposited funds.

The use of restricted cash for the guarantee is restricted from use in the Group's regular activities. Restricted cash for guarantee are kept in credit institutions with a high long-term credit rating, therefore the management does not see the risk that the deposited funds will not be used for the purpose for which the funds are currently considered deposited or that they will not be available for use in the Group's normal activities upon the implementation of the purpose of deposited funds. Management assumes there are no indications that the paid guarantee will be lost, and therefore, no signs of impairment of the guarantee's value have been identified.

When preparing the financial statements for the year 2023, the Group's management assessed that the Anykščiai, Rokiškis and Jonava Wind Parks will fulfill the conditions outlined in the letters of intent by 31 December 2024. Accordingly, the receivables have been classified as other short-term investments.

As at 31 December 2024 and 31 December 2023, the Group held funds in escrow accounts that were subject to restrictions and could only be used with the prior consent of an external lender. The remaining amount of EUR 6,125 was deposited in escrow to secure the Group's obligations under a share purchase agreement related to the acquisition of a subsidiary (see Note 25). These funds remain restricted until the Group fully fulfils its contractual obligations.

In November 2022, following amendments to facility agreements signed with an external lender, the Group deposited EUR 12,375,068 into escrow accounts for a 24-month period. The purpose of this deposit was to secure the Group's obligations under electricity price hedging (power purchase) agreements. Although the related escrow agreements formally expired in November 2024, the funds remained in the escrow accounts until 23 May 2025.

In line with the substance over form principle, these funds were classified as cash and cash equivalents as at 31 December 2024, since the restriction period had ended by the reporting date.

As at 31 December 2023 and in prior reporting periods, the Group had incorrectly classified these funds as cash. Following a review of the LFAS requirements and its methodological recommendations, the Group retrospectively reclassified these funds as short-term investments, as their use was restricted as of the previous reporting date. The impact of this correction is disclosed in Note 26.

8 Amounts receivable within one year

	31 December 2024	31 December 2023
Trade receivables	1 123 764	3 146 036
Liquidated damages for unsecured production-based availability (note 19)	706 251	-
VAT receivable	637 799	-
Advance CIT	3 660	3 660
Other amounts receivable	-	140
	2 471 474	**3 149 836**

9 Cash and cash equivalents

	31 December 2024	31 December 2023 (restated)
Cash at bank accounts	23 108 135	10 621 848
Restricted cash at bank accounts (note 7)	12 375 068	5 995
	35 483 203	**10 627 843**

As at 31 December 2024, the restriction period for the use of funds held in escrow accounts had expired. As at 31 December 2023, the reported balance represented interest receivable on those funds, which the bank transferred to the Group's current account in January 2024.

10 Prepaid expenses and accrued income

	31 December 2024	31 December 2023
Accrued receivables from electricity sales	3 101 086	-
Accrued liquidated damages for unsecured production-based availability	1 119 748	-
Accrued interest earned on bank balances	26 914	25 481
Prepaid costs of technical maintenance services	3 917	102 935
Prepaid insurance costs	-	3 016
	4 251 932	**131 432**

Under the Jonava wind turbines maintenance agreement, the wind park contractor and the operating company committed to ensuring a minimum availability level of 96% for the wind turbines in the first year of operations. As the actual availability level was 90.10%, therefore Liquidated damages was recognized for the unmet availability target in accordance with the terms of the valid agreement. As of the balance sheet date, all relevant information was available, allowing for a reliable assessment of the amount of these accrued income.

11 Capital

At the end of the current and previous reporting period the shares capital of the Group was equal to EUR 28 838 984, it was divided into 28 838 984 units of registered ordinary shares with the value of EUR 1 each.

At the end of the reporting period, the Group had loss in the amount of EUR 13 663 122 and its equity is negative in the amount of EUR 55 722 865 (at the end of the previous reporting period, the Group had loss in the amount of EUR 14 131 694, and its equity was negative in the amount of EUR 47 406 016).

Following the requirements of the Law on Companies of the Republic of Lithuania, the Group's equity shall not be less than ½ of its share capital specified in the Group's Articles of Association. The Group did not meet the requirement of the minimum level of equity.

As at 31 December 2024 and 31 December 2023 the most significant factor contributing to the negative equity was the revaluation reserve, which was resulted from the determination of the fair value of the hedging instruments (see Note 12). The Group's management assesses that, the current energy market price forecasts are stabilised after the energy crises in the middle and end 2022. Due completed obligations for the year, the Group's derivative hedging instruments increased by the end of 2024 in comparison to its value as of the end 2023. Additionally, the fair value of the hedging instrument will increase as certain obligations under the contract are fulfilled.

A significant portion of the Group's losses is attributed to the amortization of goodwill and the financial losses incurred up to 2023 were primarily due to extended construction delays and the activation of the hedging instrument, during which the insured electricity generation target was not met. For a detailed breakdown of the goodwill expense please refer to Note 4 and an overview of the Statement of changes in equity reflecting the losses incurred up until the commencement of operations.

As at the end of 2024, all parks are fully operational and generating revenue from their core activities. Based on management projections, it is anticipated that in the coming years, as the wind parks operate at full capacity and with the expected increase in the fair value of derivative financial instruments, profits will be sufficiently robust to ensure compliance with minimum capital requirements for the foreseeable future.

12 Revaluation reserve

	31 December 2024	31 December 2023
Effective portion of derivative financial instruments (revaluation reserve)	22 231 628	28 259 814
Deferred income tax benefit (income) from revaluation reserve	(3 557 060)	(4 238 972)
	18 674 568	**24 020 842**

To protect against the risk of changes in electricity prices, the Group entered into an electricity price hedging agreements with an unrelated party. Pursuant to these agreements, the Group purportedly sells a preagreed quantity of its generated electricity at an agreed-upon price. Under the terms of the electricity price hedging agreements, the Group fixes the selling price of electricity, thereby transferring the risk of fluctuation in the market prices to the counterparty to the transaction.

At the end of each financial year, the Group assesses the fair value of derivative financial instruments and conducts an effectiveness test. Independent assessors performed the fair value determination at the end of both 2024 and 2023.

The Group has established a hedging policy, based on which an effectiveness test was conducted, demonstrating that as of 31 December 2024 and 31 December 2023, the derivative financial instruments related to all parks are effective.

According to provisions of the Law on Corporate profit tax, changes in the fair value of derivative instruments used for hedging risks are considered taxable income or deductible expenses. Deferred income tax expenses (benefit) related to the identified fair value changes of an electricity price hedging agreement is recorded in the revaluation reserve account.

13 Reserves

According to the legal acts of the Republic of Lithuania, the Group is required to form a mandatory reserve. At least 5 percent of the net profit, calculated according to LFAS, must be transferred to it annually until the reserve reaches 10 percent of the authorized capital. In 2023, UAB Rokvėja reported positive retained earnings and transferred EUR 7 914 from retained earnings to legal reserves in accordance with legal requirements.

14 Non-current amounts payable and non-current liabilities

	31 December 2024	31 December 2023
Borrowings from third party	177 907 190	178 118 305
Borrowings from shareholders (note 21)	70 936 124	70 936 124
Unsecured bond issues (note 21)	23 650 466	23 650 466
Fair value of the derivative financial instrument	22 231 628	28 259 812
Interest payable for borrowings from shareholders (note 21)	8 595 295	4 339 127
Interest payable for unsecured bonds (note 21)	2 869 894	1 446 978
	306 190 597	**306 750 812**

14 Non-current amounts payable (con'd)

The Group received long-term loans from an external lender. The loan repayment term is up to 25 years from the start of commercial operation of the wind power plants. The repayment amount of the loan is calculated at the end of each semi-annual period, applying the cash sweep principle, where the lendor's share under the agreement can range from 67.50% to 100% of the free cash flow. Short-term liabilities for accounting purposes were determined in accordance with the cash sweep principle as specified in the financing agreement. Management utilized available information at the time of financial statement preparation to make assumptions. The amount reported as short-term liabilities will be reassessed based on actual cash flows during the period (note 15).

The Group's shares of subsidiaries and cash at Escrow accounts (note 9) are pledged in accordance with the financing agreement.

As at 31 December 2024 and as at 31 December 2023, the Group had loans from shareholders with a fixed annual interest rate. The loan is due for repayment until 31 December 2052.

As at 31 December 2024, and 31 December 2023, the Shareholder and Group have a valid bond subscription agreement. Pursuant to this agreement, it was decided to subscribe to and purchase non-convertible bonds, each with a nominal value of EUR 1. The bond's redemption date is set until 31 December 2052.

As at 31 December 2024 and 31 December 2023, the group companies held valid electricity price hedging agreements. These agreements are long-term and remain in effect until 30 June 2032 (with one set to expire on 31 March 2033). The fair value of the electricity price hedging agreements was determined by an independent appraiser.

Determining the fair value of an electricity price hedging agreements is based on the followings key assumptions:

- The expected changes in the basic electricity price in Lithuania were estimated based on the data of the yearly electricity futures in Lithuania and forecasts provided by an independent forecaster. Based on the comparison, the projected average monthly market price during the term of the derivative instrument amounted to EUR 53.81 as at 31 December 2024 (31 December 2023: EUR 53.33).

- As at 31 December 2024 and 31 December 2023, a fixed electricity price adjustments parameter were applied to the valuation model to ensure that the fair value at the time of initial recognition corresponds to the instrument's signing cost at the time of the conclusion of the contracts.

- As at 31 December 2024 and 31 December 2023 discount factors were based on the zero-coupon curve of the EUR market in view of Euribor forecasts, market information on interest rate forward agreements and interest rate swaps (IRS).

- The credit risk related to the electricity price swap agreements were assessed based on the assumptions of the Group and the counterparty. Collaterals, credit ratings, and probability of default were considered.

15 Current amounts payable and liabilities

	31 December 2024	**31 December 2023**
Conditional amount payable for shares (note 25)	32 968 444	32 968 444
Borrowings from third party	13 947 388	12 673 881
Trade payables	112 948	378 114
Employment-related liabilities	76	968
Payable VAT	-	100 411
Other payables	151 483	-
	47 180 339	**46 121 818**

As at 31 December 2024 and 31 December 2023, Group management was confident that all parks would achieve commercial operation date (hereinafter - COD) within 12 months after the end of the respective reporting periods. Accordingly, the payable amount for shares was classified as a current liability.

The financing agreement implements a cash sweep mechanism for loan repayment. According to the contract, the lender's portion may range from 67.50% to 100% of the free cash flow. The first payment was scheduled for 30 June 2024. The Group has calculated the repayable loan amount over 12 months based on the data available on the date of these financial statements:

- at the end of the current reporting period, the portion of the loan repayable within the next 12 months to the external lender was determined based on the cash flow forecast approved by the Management Board.

- at the end of the previous reporting period, the Group, for the first time, separately disclosed the portion of the loan due within 12 months, based on the loan agreement and available information, including actual data for the period January to May 2024 and the approved 2024 budget. The Group allocated the payable amounts covering both scheduled repayments for the two half-year periods of 2024.

The financing agreement stipulates that loan repayments are due on 30 June and 31 December of each year. As at 31 December 2024 the current portion of the loan also includes obligations related to the second half of 2024. The external lender agreed that, during the first year, repayments would be made based on the "cash sweep" principle after the end of each half-year period. The payment for the second half of 2024 was made on 6 January 2025.

16 Accrued expenses and deferred income

	31 December 2024	31 December 2023
Accrued amounts according to enectricity swaps	1 642 240	1 618 829
Accrued technical service expenses	944 913	478 393
Accrued construction costs and land lease expenses	345 958	3 544 727
Accrued wind farm operation and asset management costs	324 104	30 074
Accrued audit expenses	22 744	22 376
Accrued legal expenses	-	17 325
	3 279 959	**5 711 724**

Accruals made for invoices received after the end of the financial year 2024 and valid contracts.

17 Cost of sales

	2024-12-31	2023-01-01 2023-12-31
Depreciation of wind turbines	6 911 801	1 334 750
Operating and maintenance costs	3 256 160	1 410 725
Payments to market agents	2 846 733	580 808
Land lease expenses	359 938	292 615
Wind farm management costs	352 875	-
Electricity production charge costs	57 591	-
Property tax costs	51 845	-
Maintenance costs	24 563	94 444
Other costs	70 116	5 570
	13 931 622	**3 718 912**

The facility completion certificates for the wind parks were issued in the fourth quarter of 2023, marking the transition from the testing phase to full operational status under the Group's control. Until that time, the parks remained under the contractor's control and operated in testing mode.

18 General and administrative expenses

	2024-12-31	2023-12-31
Goodwill amortisation expenses	15 489 870	15 489 871
Project financing assurance expenses	1 010 946	-
Insurance expenses	804 844	1 057 786
Management services expenses	346 400	94 444
Legal expenses	99 175	168 583
Donation	89 710	25 188
Consulting and accounting service expenses	77 144	125 334
Audit expenes	45 729	65 132
Bank commission fees	7 854	26 908
Communication expenses	6 706	16 254
Remuneration and related expenses	5 863	5 978
Land lease expenses	-	709 609
Other general and administrative expenses	125 318	311 872
	18 109 559	**18 096 959**

During the reporting period, the external lender agreed to transfer the project assurance and verification services, originally procured by Group entities, from Shareholders to the Group.

Following the commissioning of the wind park in the previous reporting period, land lease expenses are recognised as "Cost of sales" in the income statement. During the construction phase, these expenses were accounted for as general and administrative expenses.

19 Results of other activities

	2024-12-31	2023-12-31
Contractual liquidated damages for construction delays	5 368 994	8 345 060
Contractual liquidated damages for unsecured production-based availability	2 254 258	-
Compensation from insurance	365 949	-
Revenue from green energy sale sertificates	227 650	-
Other income	20 000	-
Green energy certificates sale costs	(8 872)	-
	8 227 979	**8 345 060**

19 Results of other activities (con'd)

Due to delays in the completion of project stages, liquidated damages for construction delays were received from the wind park contractor. These liquidated damages relate to delays in delivery, commissioning, and performance of reliability testing.

In June 2024, the Group and the wind park contractor reached a full settlement of all claims and disputes related to this matter.

Under the wind turbine maintenance agreement, the wind park contractor and the operating company committed to ensuring a minimum availability performance target of 96% during the first year of operations. As the actual Anyksčiai ir Jonava wind parks availability level reached only 90.20% in Anyksciu and Jonava wind farm parks contractual liquidated damages income was recognized in accordance with the terms of the agreement due to the shortfall in availability.

20 Interest and other similar expenses

	2024-12-31	2023-12-31
Actual costs of the hedging instrument	13 416 963	13 856 611
External borrowing interest expenses	10 346 329	9 329 860
Shareholders' loan interest expenses (note 21)	4 256 167	4 215 606
Bonds interest expenses (note 21)	1 422 916	1 405 795
Interest from provisions discounting	57 709	10 478
Fines and interest on late payments	1 490	1
Financing agreement change fee	-	2 000 000
Ineffective part of the derivatives	-	(2 695 360)
	29 501 574	**28 122 991**

In 2024, the actual costs incurred for hedging instruments consist of invoices received from the counterparty for hedged electricity quantity over the calendar year (previous year covering the period from 1 January 2023 until 31 December 2023 for 3 PPA agreements and the last started from 1 April 2023). Both in 2024 and 2023, the market price of electricity exceeded the contracted price. Consequently, the counterparty issued an invoice for the calculated difference between the higher market price of electricity and the fixed contract price for the hedged electricity quantity. The average monthly price on the Nordpool exchange during 2024 was 87.34 Eur/MWh, whereas in 2023, the average electricity price amounted to 94.44 Eur/MWh. The stabilization of electricity prices explains the reduction in the actual costs of hedging instruments in 2024.

In accordance with the accounting policy, the Group conducted an effectiveness assessment of hedging instruments at the end of 2022. This evaluation indicated that a portion of the hedging instruments should be deemed ineffective. This ineffectiveness was attributed to the construction schedules of the Jonava projects at the end of 2022, for which there was insufficient evidence that one wind park would produce the insured quantity of electricity from January to March 2023, and the other wind park from January to June 2023. Therefore, the fair value portion of derivative hedging instruments attributable to these periods was recognized as ineffective in the income statement.

In 2023, the Group received actual invoices for the hedging instrument for the period from January to June 2023, thus the ineffective portion of derivative financial instruments recognized in previous years for this period is reversed.

The assessment of the hedging instrument conducted as at 31 December 2024 and 31 December 2023, indicated that the instrument is effective in its entirety.

Following the change in the COD of the Rokiškis wind park, the lender applied a bank administration fee of EUR 2 million in the financial year 2023.

21 Related party transactions

In both 2024 and 2023, there were four key management personnel. The Group's management, represented by the General Manager, engaged solely in salary transactions (disclosed in note 18) with no other financial dealings in both years. Additionally, no remuneration was provided to board members.

Transactions with other related parties:

2024	**Interest expenses**	**Interest income**	**Purchases**	**Sales**	**Amounts receivable**	**Amounts payable**
Shareholder 1 (note 14, 20)	3 243 200	-	-	-	-	60 608 286
Shareholder 2 (note 14, 20)	1 422 916	-	-	-	-	26 520 360
Shareholder 3 (note 14, 20)	1 012 967					18 923 132
	5 679 083	**-**	**-**	**-**	**-**	**106 051 779**

2023	**Interest expenses**	**Interest income**	**Purchases**	**Sales**	**Amounts receivable**	**Amounts payable**
Shareholder 1 (note 14, 20)	3 212 292	-	-	-	-	57 365 086
Shareholder 2 (note 14, 20)	1 405 795	-	-	-	-	25 097 444
Shareholder 3 (note 14, 20)	1 003 314					17 910 165
	5 621 401	**-**	**-**	**-**	**-**	**100 372 695**

22 Income tax and deferred income tax assets

	2024-12-31	2023-12-31
Income tax components		
Profit (loss) before income tax	(14 298 394)	(19 463 118)
Income (expenses) arising on differences for financial reporting and corporate income	6 028 188	69 810 350
Non-taxable income	(7 989 199)	(11 040 421)
Additional deductible expenses	(10 314 166)	(6 530 202)
Non-deductible expenses	26 057 377	16 933 606
Taxable profit (tax loss)	(516 194)	49 710 215
Tax losses transferred from intergroup companies	-	-
Use of accumulated tax losses from previous years	(1 170 850)	(38 449 974)
Use of the investment project relief	(501 793)	(16 478 560)
Taxable profit (loss) after use of losses and investment project relief	(2 188 837)	(5 218 319)
Current year income tax	-	-

Under the Law on Corporate profit tax, deductible interest expenses that exceed interest income for the respective tax period are subject to limitation rules. These expenses are classified as restricted deductible expenses when they exceed either EUR 3 million or 30% of the tax EBITDA. This rule applies at the level of the tax group, which includes all Lithuanian entities in which shareholders directly or indirectly hold more than 25% ownership.

At the end of each year, the Group determines which entities are included in the tax group and calculates the total tax EBITDA, taking into account taxable income, deductible and non-deductible expenses, and differences between accounting and tax income and expenses. Based on the calculated tax EBITDA, the maximum allowable amount of deductible interest for the tax year is established for the entire group. The total deductible interest is then allocated to each company proportionally, based on that company’s excess interest expenses relative to the total excess interest expenses of the group.

As at the end of 2024, it was determined that a portion of interest expenses is deductible and the remaining amount will be carried forward to future periods. In 2023, the Group fully deducted interest expenses exceeding interest income and additionally utilized unused interest carry forwards from previous periods, as the total deductible amount calculated based on the tax EBITDA exceeded the group’s total incurred interest expenses.

Deferred income tax benefit (expenses) recorded in the income statement:

	2024-12-31	2023-12-31
Income tax benefit (expenses) components		
Current period income tax (expenses)	-	-
Deferred income tax benefit (expenses)	635 272	5 331 424
Income tax benefit (expenses) recognized in income statement	**635 272**	**5 331 424**

Deferred income tax (expenses) benefit recorded in the revaluation reserve account:

	2024-12-31	2023-12-31
Income tax income (expenses) components		
Current period income tax (expenses)	-	-
Deferred tax income (expenses)	(681 913)	(10 067 249)
Income tax benefit (expenses) recognized in balance sheet	**(681 913)**	**(10 067 249)**

Deferred income tax assets:

	31 December 2024	31 December 2023
Deferred income tax asset		
Tax losses carried forward	12 746 030	10 892 476
Accumulated tax losses on the fair value from PPA	3 557 060	4 238 972
Interest costs according to Article 30-1	3 308 456	1 694 862
Investment project relief	1 080 317	1 587 891
Effect of depreciation of provisions costs	5 710	-
Accruals	-	64 500
Deferred income tax asset before decrease in realisable value	**20 697 573**	**18 478 701**
Minus: decrease in realisable value	(2 032 601)	(1 437 186)
Total deferred income tax asset	**18 664 972**	**17 041 515**

22 Income tax and deferred income tax assets (con'd)

Deferred income tax liability	**31 December 2024**	**31 December 2023**
Difference in depreciation of non-current assets between financial reporting and tax purposes	(1 967 552)	(297 456)
Total deferred income tax liability	(1 967 552)	(297 456)
Net deferred income tax	**16 697 420**	**16 744 059**

Deferred income tax assets and liabilities at the end of the reporting period were calculated using a 16% tax rate (15% at the end of the previous reporting period).

The Group forecasts the utilization of accumulated tax losses until the end of 2036 tax year. It also provides that prior and current year interest expenses will be classified as deductible expenses until the end of 2041 tax year.

The Group applies different depreciation periods for long-term assets for tax and financial reporting purposes, leading to the recognition of deferred income tax liabilities due to temporary differences.

From 2019 to 2023, the Group implemented an investment project, developing and constructing a new parks with 34 wind turbines and 3 substations, as well as installing necessary infrastructure. According to the Group's assessment, the completed project meets the concept of investment project relief as defined in Article 12(1) of the Law on Corporate Profit tax. Upon completion of the project, the Group recognizes deferred income tax assets from the expenses incurred, which it expects to included into CIT returns based on business forecasts from 2025 to 2027.

23 Going concern

At the end of the reporting period, the Group incurred a loss of EUR 13 663 122, with negative equity amounting to EUR 55 722 865. Short-term assets surpassed short-term liabilities by EUR 3 057 169, including a portion potentially payable to senior lender. Actual payments to the senior lender aligned with cash flows at the end of June 2025 and December 2025.

When preparing the financial statements, the Group’s management carefully evaluated all known factors, including current conditions and expected future developments, that could affect the Group’s ability to continue as a going concern. As at the date of issuance of these consolidated financial statements, the construction of all wind farms has been completed, production licences have been granted by the regulator, and all wind parks are generating cash flows from core operations.

Based on the assessment conducted by the Group's management, it is anticipated that the projected cash flow from primary activities will be adequate to meet obligations to suppliers, employees, creditors, and other pertinent stakeholders.

Taking into account the aforementioned circumstances, the Group's management holds the view that there is no significant uncertainty regarding the Group's ability to continue operating as a going concern. Consequently, these consolidated financial statements as at 31 December 2024 have been prepared on a going concern basis.

24 Provisions

	31 December 2024	**31 December 2023**
Provision amount recognized at initial recognition	1 070 704	1 070 704
Accumulated discounting interests expenses on provisions	68 186	10 478
	1 138 890	**1 081 182**

The Group has entered into long-term land lease agreements. Upon expiration of these lease agreements, the Group is required to dismantle installed wind turbines and all related park infrastructure, and undertake environmental remediation work. Wind farm parks operate for 30 years; in Lithuania's renewable energy market, wind energy parks are still being developed, and established market practices regarding dismantling costs are not yet defined. Management assesses the dismantling costs of wind parks, considering similar markets' costs associated with crane rental, foundation blasting, concrete crushing and removal, wind turbine dismantling, component separation, and land restoration. Additionally, management expects that dismantled structural parts (such as copper, steel, and iron) will be sold. Based on current information available, management recognizes provisions for wind turbine dismantling, taking into account estimated dismantling expenses in 2054 and expected material sales revenues, as well as the asset's liquidation value. The provision amount at the end of each financial year will be reviewed in light of the latest available information.

As at 31 December 2024 management performed an analysis and determined that, since the initial recognition of the provisions, no significant new information has emerged in the market that would allow for a more accurate estimation of the provision amount. As a result, the calculation of provisions continues to be based on data from previous periods, and the provision balance at the end of the reporting period has been discounted to its present value.

25 Contingent liabilities and assets

On 26 November 2021, the Group entered into a Share Purchase Agreement for the acquisition of shares in Emerald Holding UAB and its subsidiaries. The agreement outlines a two-part payment structure: a fixed component and a variable component, the latter to be determined upon the issuance of electricity generation permits for the acquired wind farms.

At the time of initial recognition, the total consideration was estimated based on the agreed construction schedule, budget forecasts, and the anticipated timeline for securing generation permits. The remaining amount payable under the agreement was initially estimated at EUR 32,968,444.

At that time, management had no indication that fulfilment of the contractual conditions would be delayed beyond 2–3 years.

The Share Purchase Agreement stipulates that the issuance of electricity generation permits constitutes a trigger event for the recalculation of the variable portion of the purchase price.

Given the prevailing uncertainty regarding both the timing of permit issuance and project costs as confirmed by the technical consultants applicable financial reporting standards did not permit an adjustment to the recognised liability from the time of initial recognition.

However, construction timelines for all wind parks were significantly extended relative to the original plan. These delays were driven by several factors, including the Seller’s and contractors’ limited experience with projects of this nature, regulatory constraints, adverse weather conditions, and other circumstances outside the Group’s control. Additionally, project costs exceeded those anticipated in the original budget.

The Anykščiai Wind Park received its electricity generation permit on 23 August 2023, the Jonava and Rokiškis wind parks received their permits in Q2 2025. Following the Anykščiai authorisation, the technical consultant commenced a detailed review of all operational and construction costs incurred from the date of acquisition through to permit issuance.

In February 2025, based on this review, the Group updated its valuation model for the variable purchase price and submitted the revised calculation to the Seller. According to the Group’s updated model, the amount payable for the Anykščiai Wind Park is projected to be nearly half of the initial estimate. The Seller has not accepted this calculation and has been granted a deadline to submit its own counter-proposal. As per the Share Purchase Agreement, either party may engage an independent expert accountant to verify the accuracy of the model and the calculations therein.

At this stage, management cannot reliably estimate when the final settlement regarding the Anykščiai project will be reached. Recalculation of the variable consideration for the Jonava and Rokiškis wind parks has been initiated, as the Jonava and Rokiškis Wind Parks received electricity generation permits in April 2025. This recalculation process will involve the engagement of technical consultants, preparation of a proposal by the Group, review and approval by the seller, and, if necessary, the involvement of an independent expert. As of the preparation of these financial statements, technical consultants are reviewing the incurred costs of both projects.

In line with Lithuanian Financial Reporting Standards and relevant interpretative guidance, the expected reduction in liability is considered a contingent asset. Therefore, the remaining payable under the Share Purchase Agreement is classified as a contingent liability. Under applicable accounting standards, contingent assets may only be recognised if their value can be measured reliably as at 31 December 2024.

Since the final amounts payable for the Anykščiai and other wind parks were determined (or will be determined) after the balance sheet date, no adjustment to the purchase price has been reflected in the 2024 financial statements. Management regards the difference between the EUR 33 million initially recognised and the updated floating consideration as a contingent asset. The related economic benefit will only be recognised once the contractual conditions are met, and agreement is reached between the parties.

During the reporting period and prior reporting periods, as well as at the day of the issuance of financial statements, the Group was not involved in any legal proceedings and had no other material contingent liabilities and/or contingent assets that, in the opinion of management, would have a significant impact on the preparation of these annual financial statements.

In 2024, the State Tax Inspectorate (VMI) initiated monitoring of the tax activities of three Group companies, focusing on non-taxable penalty income recognized in previous tax periods in relation to delays by construction contractors in performing contractual work. The Group is actively cooperating in the process by providing explanations and the requested documentation to the VMI. Additionally, in 2024, the VMI commenced a tax inspection of one of the Group’s company to assess potential errors or inconsistencies in tax declarations submitted for the years 2021 – 2024.

26 Correction of significant errors

<u>Description of material error</u>

When preparing the financial statements for the year ended as at 31 December 2023, the Group incorrectly classified the acquisition cost of constructed non-current assets, specifically wind turbines and a substation, under the balance sheet line item “Buildings and structures.” During the preparation of the balance sheet for the current reporting period, a reclassification was made, and the relevant amount was transferred to the line item “Other fixtures, fittings, tools and equipment”.

This adjustment was based on management’s accumulated experience and newly obtained information that became available after the assets were registered in the Real Estate Register.

A single unit of Other fixtures, fittings, tools and equipment comprises a wind turbine and a substation. A wind turbine consists of several key components: the rotor with blades, which captures wind energy; the main shaft and gearbox, which transmit mechanical energy to the generator; and the generator itself, which converts mechanical energy into electricity. Other essential components include electronic control systems, a transformer, a hydraulic braking system, and wind monitoring sensors, all of which are necessary for the effective operation of the turbine. These components are considered equipment essential for the turbine's functionality. The nacelle, housing all this equipment, is mounted on a tower, which together with the foundation serves solely as a supporting structure.

26 Correction of material errors (con'd)

The substation is an electrical infrastructure facility where electricity generated by the wind turbines is transformed to the appropriate voltage and transmitted to the grid.

Both the wind turbine and the substation, along with their internal components, are classified as "other engineering structures" and registered as such in the Real Estate Register. Independent surveyors conducted a valuation of the wind park assets and concluded that, under the rules for cadastral data of immovable property approved by the Minister of Environment, the value of the tower and foundation represents approximately 15–20% of the total value of a wind turbine. The remaining value is attributed to the installed equipment.

Taking into account the components of the wind turbines and substation, these assets have been accounted for under the balance sheet line item “Other fixtures, fittings, tools and equipment”.

Impact of the material error correction on previous consolidated balance sheet:

	Amount before correction 2023	Correction amount	Amount after correction 2023
Buildings and structures	208 102 940	(208 102 940)	-
Other fixtures, fittings, tools and equipment	-	208 102 940	208 102 940
TANGIBLE ASSETS	208 156 722	-	208 156 722
NON-CURRENT ASSETS	270 079 572	-	270 079 572
TOTAL ASSETS	**312 259 520**	-	**312 259 520**

Reclassification

As at 31 December 2023 and in the previous reporting periods, the Group classified funds held in escrow accounts as cash and cash equivalents, despite the fact that these funds were restricted for use in the Group’s operations. While preparing the 2024 financial statements, the Group reviewed the LFAS requirements and the related methodological explanations and determined that the classification of funds held in escrow accounts had been inaccurate. As a result, the Group retrospectively reclassified these funds from cash and cash equivalents to other short-term investments and adjusted the comparative figures accordingly.

Impact of the reclassification on previous consolidated balance sheet:

	Amount before correction 2023	Correction amount	Amount after correction 2023
Other investments	15 872 150	12 375 068	28 247 218
Cash and cash equivalents	23 009 036	(12 375 068)	10 633 968
CURRENT INVESTMENTS	15 872 150	12 375 068	28 247 218
CURRENT ASSETS	42 048 516	-	42 048 516
TOTAL ASSETS	**312 259 520**	**-**	**312 259 520**

The incorrect classification of funds held in escrow accounts affected the opening balances as at 1 January 2023 and the amounts presented in the statement of cash flows. At the beginning of the comparative reporting period, the Group reported EUR 41,396,311 as cash and cash equivalents, of which EUR 28,084,693 was held in escrow accounts. As the use of these funds was restricted and subject to the consent of an external lender, they did not meet the definition of cash and cash equivalents.

As at 31 December 2022, the remaining restriction period for these escrow accounts exceeded 12 months. Therefore, following proper classification, these funds should have been presented as other non-current financial assets. In 2023, EUR 15,703,500 of the escrowed funds were used for the Group’s general purposes – part of the funds was applied to settle obligations under Power Purchase Agreements, and the remainder was deposited as additional guarantees for grid access.

As at 31 December 2023, the remaining balance of funds held in escrow accounts was reclassified to short-term investments, reflecting changes in their availability and in accordance with the applicable accounting standards and their interpretations.

Impact of the reclassification on previous consolidated cash flow statement:

	Amount before correction 2023	Correction amount	Amount after correction 2023
Decrease (increase) in other receivables after one year	8 134 650	28 084 693	36 219 343
Decrease (increase) in short-term investments	(15 872 150)	(12 381 193)	(28 253 343)
Net cash flows from operating activities	(1 910 811)	15 703 500	13 792 689
Increase (decrease) of net's cash flows	(18 387 274)	15 703 500	(2 683 774)
Cash and cash equivalents at the beginning of the period	**41 396 311**	(28 084 693)	**13 311 618**
Cash and cash equivalents at the end of the period	**23 009 036**	**(12 381 193)**	**10 627 843**

27 Subsequent events

On 11 April 2025, all conditions outlined in the signed letter of intent with the grid operator related to the Rokiškis wind park were fulfilled, and the electricity generation permit was obtained. On 25 April 2025, all related procedures were also completed for the Jonava wind park.

On 26 May 2025, the Group made a payment of EUR 6 million for a share in the Jonava I wind farm. The share purchase agreement provided for a fixed project price, as it was known at the time of signing the agreement that the companies developing the Jonava I and Jonava II projects would be merged.

There were no other subsequent events after the end of the reporting period till the approval date of these annual financial statements that could have impact on the financial statements and / or require disclosure

Notes has been eletrocically signed by:

General Manager	***Mantas Auruškevičius***
Representative of a Company Providing Accounting Services	***Emilija Petrylaitė***

UAB ŽALIOSIOS INVESTICIJOS

ANNUAL CONSOLIDATED MANAGEMENT REPORT

General information about Group

UAB Žaliosios investicijos (thereafter - the Group) is a private limited liability company registered with the State Enterprise Center of Registers on 24 September 2021.

The Group and its subsidiaries are engaged in the development and management of wind park projects in Lithuania. As of the date of signing this annual consolidated report, all wind parks have obtained the required electricity production permits from the relevant Lithuanian state authorities, in accordance with national regulatory requirements. The parks are currently operational and generating revenue from their core electricity production activities.

Registered address

Jogailos g. 4, Vilnius, Lithuania

Shareholders as of 31 December 2024

- Taaleri SolarWind II S.a.r – 57,15%.
- UAB Atsinaujinančios energetikos investicijos, a closed-end investment company intended for informed investors – 25 %.
- Taaleri SolarWind II Co-Invest SCSp - 17,85%.

Shares

As at 31 December 2024, the Group's authorised share capital amounted to EUR 28 838 984 and was comprised of 28 838 984 ordinary shares of EUR 1 each.

Group's Manager

Mantas Auruškevičius – *appointed effective 1 November 2024*
Grėtė Bukauskaitė - Tuinylė – *served until 31 October 2024.*

Review of performance and development

The Group invests in development and construction the wind power park projects in Lithuania. The Group currently manages a wind parks of 185,50 MW (34 wind turbines) portfolio in Lithuania.

From 2021 to 2023, the construction of wind parks was carried out through the Group's subsidiaries. The construction of the entire wind park portfolio was completed in the third quarter of 2023. In August 2024, Anykščiai wind park obtained its electricity production licence, while the remaining wind parks in Rokiškis and Jonava completed the licensing procedures in April 2025. From the completion of construction through the end of the 2024 financial year, the average production availability of the parks—guaranteed by the contractor—was approximately 90%.

Risks and uncertainties

At the end of February 2022, the conflict in Ukraine escalated rapidly, causing significant global impact. Given that the Group has not entered contracts with Ukraine, Russia, and Belarus, this conflict is not anticipated to have a substantial negative impact on the Group's operations in the upcoming reporting periods. However, in the view of the Group's management, due to the ongoing uncertainty, the full assessment of the impact on the Group's companies' activities is not yet possible. The Group's management ensures compliance with relevant EU sanctions and monitors whether there are any additional restrictions.

Analysis of financial and non-financial operating results

The Group's objective is to earn return for the Shareholders from investments in facilities of the renewable energy infrastructure and production of electricity.

In the fiscal year 2024, the Group recorded a net loss of EUR 13,7 million. This loss primarily stemmed from the l expenses related to amortization of goodwill, depreciation of tangible asset and financing costs. The Group's management expects that the wind parks operate at full capacity, the generated revenues will be adequate to offset expenses and cover goodwill amortization costs.

During the 2024 fiscal year, the Group’s three wind farms generated a total of 491,197 MWh of renewable wind energy. This renewable energy production contributed to the avoidance of approximately 73,081 tonnes of CO_2 equivalent (CO_2e) emissions per year. The CO_2 avoidance estimate was calculated in accordance with the methodology of the European Investment Bank.

The Group's decision-making framework, management structure, and operational processes are strategically designed to proactively manage actions associated with combating corruption and bribery, with particular emphasis on preventing bribery of foreign officials in international business dealings.

Research and Development Activities

During the reporting period, the Group did not engage in any research and development (R&D) activities. The Group's focus remained on maintaining and optimizing its current operations without initiating new R&D projects. As a result, no resources were allocated to R&D efforts in this period.

Financial Risk Management Objectives

Market risk

The Group implements various strategies to manage financial risks effectively. The electricity produced by the Group is sold at market prices, which are influenced by factors beyond the Group's control, such as demand and supply fluctuations, natural disasters, political decisions, and other unpredictable events. To mitigate the risk of price volatility in the electricity market, the Group has entered into an electricity price swap agreement, securing a fixed price for 50% of the expected average production until the end of June 2032 for Anykščiai and Jonava parks and until end of March 2033 for Rokiskis park.

Interest risk

The Group’s income and operating cash flows are unaffected by changes in market interest rates. The most significant balance sheet items sensitive to interest rate fluctuations are the issued bonds and received loans. These liabilities carry fixed interest rates, ensuring that interest expenses remain stable despite changes in market interest rates. Consequently, the Group does not utilize any financial instruments to manage interest rate risk.

Liquidity risk

The Group has established a comprehensive approach to managing liquidity risk, ensuring that it maintains sufficient cash reserves and access to financing to meet its operational and financial obligations. This approach includes continuous monitoring of cash flow forecasts and actual cash flows to proactively manage liquidity needs.

To ensure financial stability, the Group maintains access to various credit facilities and employs a cash sweep mechanism for credit payments.

Information on significant events after the end of the financial year

There were no significant events except for those disclosed in the financial statements.

The Group’s plans and forecasts

The Group’s management intends to finalize the Share Purchase Agreement with wind farms seller and complete the remaining payments once all procedures outlined in the SPA have been fulfilled and the parties agree on the final share price. Process regarding the share price of Anykščiai wind farm are at the most advanced stage, while the processes for the Rokiškis and Jonava wind parks commenced in May 2025.

It is planned that wind farms could produce 583,463 MWh of electricity per year

Board members and director data in the activities of other companies’ institutions and organisations as at 31 December 2024:

Board member	The Name of the Company, Entity or Organization	Country	Position
Veli-Pekka Oskari Pello	Taaleri Haram AS	Norway	Board member
	Haram Kraft AS	Norway	Board member
	Oltava Wind Park Holding GmbH	Germany	Board member
	Escalade Holdings LLC	USA	Board member
	Taaleri Energia North America LLC	USA	Board member
	AMADOR BESS HOLDINGS INC.	USA	Board member
	UAB KNT Holding	Lithuania	Board member
	UAB Ekoelektra	Lithuania	Board member
	Taaleri Slageryd AB	Sweden	Board member
	Slageryds Vindkraft AB	Sweden	Board member
	Taaleri Målajord AB	Sweden	Board member
	Målajord Vindkraft AB	Sweden	Board member
	Global Bonaventur, S.L.U	Spain	Board member
	Planta Solar Niebla I, SL	Spain	Board member
	Global Evenor, S.L.	Spain	Board member
	Global Berserker, S.L.	Spain	Board member
	Taaleri Energia Iberia, S.L	Spain	Board member
	Tirigoria Sarl-S	Luxembourg	Board member
	SMYS S.A.	Luxembourg	Board member
	FOK Capital S.à r.l. SPF	Luxembourg	Board member
	Taaleri Energia Holdings Sarl	Luxembourg	Board member
Jussi Antti Olavi Korhonen	Elecion Energy Production and Trading of Electricity Société Anonyme	Greece	Board member
	Viru Nigula-Tuulepark Oü	Estonia	Board member
	Viru Nigula Tuulepark Holding OÜ	Estonia	Board member
	EKO Ezers SIA	Latvia	Board member
	Zalais Speks SIA	Latvia	Board member
	Zala Elektriba SIA	Latvia	Board member
	SIA WPR2	Latvia	Board member
	EKO Ozols SIA	Latvia	Board member
	EKO Ziemeļi SIA	Latvia	Board member
	SIA SELP	Latvia	Board member
	UAB Ekoelektra	Lithuania	Board member
	UAB KNT Holding	Lithuania	Board member
	P.Wind Sp. Z.o.o	Poland	Board member
	Virazon Sp.z o.o	Poland	Board member
	Landinfra Energy 1 AB	Sweden	Board member
	Nimeks -2004	Bulgarian	Board member
	Aquila Desarrollo Solar, S.L.	Spain	Board member
	Cetus Fotovoltaia, S.L	Spain	Board member
	Columba Power, S.L	Spain	Board member
	Corvus Fotovoltaia, S.L. Cygnus Developmnt, S.L	Spain	Board member
	Draco Fotovoltaia, S.L	Spain	Board member
	Linx Fotovoltaia, S.L. Ursa 2022, S.L. Lanchar Solar Lighting, S.L.	Spain	Board member
	GLOBAL BESKAR, S.L.U.	Spain	Board member
	GLOBAL CAPELLA, S.L.U.	Spain	Board member
	GLOBAL JEDDA, S.L.U.	Spain	Board member
	Aurora Advisors Sarl-S	Luxembourg	Board member
	Tesla BV	The Netherlands	Board member

Board member/ Director	The Name of the Company, Entity or Organization	Country	Position
Grėtė Bukauskaitė - Tuinylė	Energy and Infastructure SME fund	Lithuania	Fund Manager
	UAB Ekoelektra	Lithuania	Board member
	UAB KNT Holding	Lithuania	Board member
	Zala Elektriba SIA	Latvia	Board member
	UAB AEI Development	Lithuania	Director
	UAB Čiurlionio Tiltas	Lithuania	Director
Mantas Auruškevičius	Green Energy Growth Fund	Lithuania	Fund manager
	UAB Ekoelektra	Lithuania	Board member
	UAB KNT Holding	Lithuania	Board member
	Zaļais Spēks, SIA	Latvia	Board member
	SIA SELP	Latvia	Board member
	SIA WPR2	Latvia	Board member
	UAB GEGF 1	Lithuania	Director
	UAB GEGF 2	Lithuania	Director
	UAB GEGF 3	Lithuania	Director
	UAB GEGF Development	Lithuania	Director
	UAB Surdegio vėjas	Lithuania	Director
	UAB Vėjo pašvaistė	Lithuania	Director
	UAB LT Energetika 2	Lithuania	Director
	UAB Nimela	Lithuania	Director

On 31 January 2025, Grėtė Bukauskaitė - Tuinylė was recalled from the Board members of the Group.

From 1 February 2025 Mantas Auruškevičius was elected and appointed as the new member of the Board for the Group companies.

Other required information to disclose

The Group has not acquired its own shares.

The Group had no branches or representative offices.

The Group did not acquire, transfer, or hold any treasury shares during reporting period.

This annual management report has been signed by

General Manager of Group

Mantas Auruškevičius