

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

Issued on: June 30, 2025

Company name: COMELF SA

Registered Office: Bistrita, str. Industry no. 4

Phone/fax number: 0263/234462; 0263/238092

VAT code: 568656

Registration number with the Trade Register: J06/02/1991

**Subscribed and paid-in share capital** as of 6/30/2022: 13,036,325.34 lei

**The main characteristics of the securities issued by the company:**

Dematerialized registered shares in the number of 22,476,423 with  
a nominal value of 0.58 lei/share

**Regulated market in which the issued securities are traded:**

Bucharest Stock Exchange

The Board of Directors of Comelf SA Bistrita, appointed by the General Assembly of the shareholders prepared, for the period January-June 2025, the present report on the balance sheet, the profit and loss account, the statement of changes in shareholders' equity, the state of the cash flows, accounting policies and explanatory notes included in the individual financial statements half-yearly reports prepared on 30 June 2025.

These financial statements are presented together with the Directors' Report and relate to:

<b>Equity</b>	<b>RON 78,358,096</b>
<b>Turnover:</b>	<b>RON 75,010,138</b>
<b>Net result of the year-profit:</b>	<b>RON 3,140,723</b>

The financial statements have been prepared in accordance with:

- (i) Accounting Law 82/1991 republished in June 2008 (Law 82);
- (ii) The provisions of Order no. 2844/2016;

Since 2012, the company presents individual financial statements prepared in accordance with the provisions of Order 2844/2016 (previously Order 1286/2012) for the approval of Accounting Regulations in accordance with International Financial Reporting Standards, applicable to companies whose securities are admitted to trading on a regulated market, with subsequent amendments and clarifications required by Order 881/2012. COMELF was audited by the independent auditor G2 Expert. The results of the Company's audit are presented in the Report of the Independent Auditor G2 Expert.

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

#### i. Description of the basic activity of the Company:

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

**ii. Date of establishment of the Company:**

COMELF SA is a joint stock company established in Romania, in 1991, on the structure of the Bistrita Technological Equipment Company.

**iii. Changes in the Company's equity, mergers or significant reorganizations of the Company or its controlled companies during the financial year:**

COMELF is a company with Romanian majority capital and since 1995 COMELF has been listed on the Bucharest Stock Exchange, being part of the 12 founding companies. The subscribed and paid-up share capital as of JUNE 30, 2025 is 13,036,325.34 LEI. The shareholding structure at the end of the period reviewed is (*Source: Depozitarul Central as of 30.06.2025*): **Uzinsider SA**-80.9292% of shares and **Other natural and legal persons**-19.0708%.

COMELF is a production company in the field of machine building industry and its object of activity is the manufacture of equipment for power plants and environmental protection, metal structures in the field of renewable energy (source: water, wind and sun), earthmoving machines and equipment or sub-assemblies equipment for lifting and transport equipment, including components therefor. In order to carry out its activity, the company owns and operates a total of 18 buildings with a total area of 174.614 square meters, of which the built area, intended for operational activity, is 88.521 square meters, of which the basic production activity is carried out in 6 production halls equipped with machinery, installations, machine tools for machining, laboratories and utility networks for the production processes.

On June 30, 2025, COMELF S.A. owns the shares of Mottra SRL, a company operating in the field of services (electrical repairs—motor winding), the acquisition value being 220,000 lei. COMELF SA has no subsidiaries.

**iv. Description of acquisitions and / or disposals of assets:**

The total value of assets as of June 30, 2025 was LEI 158,589,888, LEI 779,509 higher than the value recorded at the beginning of the year, the difference resulting from the decrease in the company's fixed assets due to depreciation (4,587,253 LEI) offset by investments in fixed assets in 2025 (2,828,768 LEI) and the increase in current assets (2,537,994 LEI). and here, in detail, there is an increase, on the one hand, in receivables from contracts with customers due to the increase in turnover in the period May-June 2025 (3,347,737 LEI), the advance for tangible fixed assets (116,673 LEI), trade receivables and other receivables as a result of medical leave covered by FNUASS, to be recovered, outstanding as of July 2024, inventories increase significantly due to existing orders in the portfolio at the reporting date (8,045,308 LEI). Cash and cash items decreased significantly compared to the beginning of the year by LEI 10,879,365, due to the repayment of working capital loan, payment of dividends and payments to suppliers.

**v. The main results of the evaluation of the company's activity:**

The statement of profit and loss account, i.e. income and expenses grouped by source in the first half of 2025, is presented as follows:

RON	June 30, 2025	June 30, 2024
<b>Income</b>	<b>82,497,949</b>	<b>88,118,301</b>
<b>Operational result</b>	<b>4,414,064</b>	<b>6,911,676</b>
<b>EBITDA</b>	<b>8,780,783</b>	<b>10,656,786</b>
<b>Financial result</b>	<b>(899,133)</b>	<b>(1,503,119)</b>
<b>Profit before tax</b>	<b>3,514,931</b>	<b>5,408,557</b>
Income tax expense	374,208	654,428
<b>Profit for the financial year</b>	<b>3,140,723</b>	<b>4,754,129</b>
Number of shares	22,476,423	22,476,423

Earnings per share	0.14	0.21

COMELF SA's **revenues** amounted to RON 82 million in H1/2025 compared to RON 88 million in H1/2027, down 6.4%, due to the decrease in the selling price of raw materials and the change in the product mix (fewer products incorporating special materials or stainless steel, which, in terms of value, would have had a greater impact on the price and, implicitly, on turnover due to their higher purchase price). Although in terms of value, due to lower raw material prices (11-14%) and higher consumption of common materials compared to the quantity of special materials, added value increased by 2%, which means an improvement in the productivity of the company's staff, especially those directly involved in production.

COMELF SA's **expenses** decreased compared to the first half of 2024, to a lesser extent (5%) than revenues, influenced by the decrease in raw material costs (11%), the increase in personnel expenses as a result of inflation and the increase in the minimum wage, amid a 5% decrease in the average number of employees, an increase in utility costs due to rising electricity and natural gas prices, as well as gas and pellet consumption for heating, an increase in depreciation expenses (+16.5%), and a 10% decrease in service costs.

The company's **gross profit** decreased compared to H1 2024, due to the factors mentioned above, the main cause being fixed costs which, at reduced volumes, have a direct impact on profit (depreciation, gas and pellet utilities for heating, taxes and fees, other consumables).

#### Balance sheet elements of COMELF SA:

RON	June 30, 2025	December 31, 2024
<b>ASSETS</b>		
<b>Non-current Assets</b>	<b>74,403,368</b>	<b>76,161,853</b>
<b>Total Current Assets, of which:</b>	<b>82,905,231</b>	<b>81,501,595</b>
Inventories	28,621,457	20,576,149
Commercial and similar receivables	44,440,417	40,202,724
Cash and short-term deposits	9,843,357	20,722,722
<b>Total Assets</b>	<b>157,308,599</b>	<b>167,122,430</b>
<u>Prepayments</u>	<u>1,281,289</u>	<u>146,931</u>
<b>Equity and debt</b>		
<b>Total share capital, of which:</b>	<b>78,358,096</b>	<b>81,136,726</b>
Registered capital	13,036,325	13,036,325
Share capital adjustments	8,812,271	8,812,271
Other equity items	(4,336,274)	(4,471,466)
Reserves	55,925,146	53,384,828
Reported result	1,779,905	1,384,335
The result of the period	3,140,723	8,990,433
<b>Total Long-term liabilities, of which:</b>	<b>9,467,971</b>	<b>10,106,123</b>
Long-term bank loans	-	-
Lease liabilities	-	-
Provisions for risks and expenses	208,855	208,855
Debts on deferred taxes	5,127,807	5,229,881
Subsidies for investments_long-term portion	4,131,309	4,667,387
<b>Total Current Liabilities, of which:</b>	<b>70,763,821</b>	<b>66,567,530</b>
Trade payables	33,980,512	30,113,399
Interest-bearing bank loans	34,528,360	33,823,880
Lease liabilities	-	66,665
Provisions for risks and expenses	639,897	860,431

Subsidies for investments _short-term portion	1,086,087	1,141,072
Debts on deferred taxes	131,069	164,187
<u>Prepaid Income</u>	<u>397,896</u>	<u>397,896</u>
<b>Total equity and Liabilities</b>	<b>158,589,888</b>	<b>157,810,379</b>

The Company's **equity** decreased by 2,778,630 lei in the first half of 2025, due to the distribution of dividends from the net result for 2024.

**The legal reserve** is 2,607,265 lei and represents 20% of the share capital.

The Company's **total liabilities** increased by RON 3,867,113, due to (i) a slight increase in trade payables of RON 2,386,836 thousand as a result of raw material purchases in May-June, in order to ensure the necessary materials to pay them; (ii) an increase in the working capital loan in lei amounting to EUR 6,800,000 as a result of the increase in the LEU/EUR exchange rate (5.0777 lei/eur on 30.06.2025, 4.9741 lei/eur on 31.12.2024); (iii) full repayment of leasing contracts (iv) decrease in deferred tax liabilities by 135,194 lei; (v) increase in advances received from customers by 307,399 lei; (vi) an increase in liabilities to the state budget and social security budget, representing current liabilities for June 2025, as a result of a 5% increase in staff salaries starting on 01.04.2025;

The Company's **provisions** decreased by 220,534 lei being influenced by:

-Decrease in provisions for repurchasing pension insurance policies following retirement, for which the corresponding amounts were paid, and decrease in provisions for unused vacation days from previous years as a result of their use and implicit payment during 2025 (-220,534 lei).

The evolution of current assets and current liabilities is as follows:

<b>Indicators (thousand lei)</b>	<b>June 30, 2025</b>	<b>December 31, 2024</b>
<b>Current assets</b>	84,186	81,649
<b>Current debts</b>	70,764	66,568
<b>Net current assets</b>	13,422	15,081

The accounting organization was carried out by the centralized Economic Department, at the company level, by profit centers, through which the correct and up-to-date accounting operations were followed and carried out, the accounting principles and the accounting rules and methods provided in the regulations in force were observed. The financial statements were prepared on the basis of the trial balance, the summary accounts and compliance with the methodological rules and regulations for the preparation of financial statements, the items entered in the financial statements with the data recorded in the accounts being brought into line with the actual situation of the assets based on the inventories.

The profit and loss account faithfully reflects the income, expenses and financial results for the first half of 2025. The company has carried out an inventory of all its assets, the results of which are recorded in the accounts and implicitly in the financial statements. The Company has organized the activity of preventive financial control.

Internal audit activity was provided in the first half of 2025 by Acon Audit.

### **Elements of general evaluation**

#### **a). Profit / (Loss):**

<b>Indicators (thousand lei)</b>	<b>Obtained 30.06.2022</b>	<b>Obtained 30.06.2022</b>
<b>Gross profit (loss)</b>	5,515	5,409
<b>Net profit (loss)</b>	3,141	4,754

- ◆ **Net profit:** decreased compared to the same period in 2024, mainly influenced by the following:
- ◆ increase in utility costs, mainly gas for heating;
- ◆ maintaining fixed costs, at decreasing turnover volumes;
- ◆ increased depreciation costs as a result of investments made in 2024, put into operation in the second half of the year, with declining turnover volumes;

**b). Turnover:**

Indicators (thousand lei)	Obtained 30.06.2022	Budget 30.06.2025	Obtained 30.06.2022	Δ% vs. 2024	Δ% vs. Budget
Turnover	75,010	85,148	86,657	(13,44)%	(11,91)%

- ◆ **Turnover:** also recorded a decrease (+13.44%) in the first half of 2025, compared to the previous year, mainly due to the different product mix with a decrease in the consumption of special materials and more manufacturing, in the context of falling prices for basic raw materials;

**c). Intra-Community exports and deliveries:**

Indicators (thousand lei)	Obtained 30.06.2022	Obtained 30.06.2022	Δ% vs. June 30, 2024
Turnover	75,010	86,657	(13,44)%
Export or LIC directly-LEI	58,016	65,491	(11,41)%

In the first half of 2025, the volume of revenues generated from export operations, including direct intra-Community deliveries, decreased by 11.41% compared to the previous year.

**c). Market share:**

Given that the company's products are diversified, it is not possible to determine a global market share.

**d). Cash available:**

The company held in its accounts on June 30, 2025 the amount of 9,843 thousand lei.

**1. Analysis of the technical level and the sales activity of the Company**

The COMELF product range is structured on five main lines, as follows: (1) Power Industry machinery and components; (2) Earthmoving machinery and components; (3) Environmental protection machinery; (4) Lifting and handling equipment; (5) Technological machinery; The sale of products is carried out at customer and project level, through the centralised commercial department, with project managers specialised by product type and customer. Comelf products are mainly delivered for export, to countries such as: Italy, France, England, Netherlands, Sweden, Austria, Norway, Germany, Belgium, Switzerland, Hungary, USA.

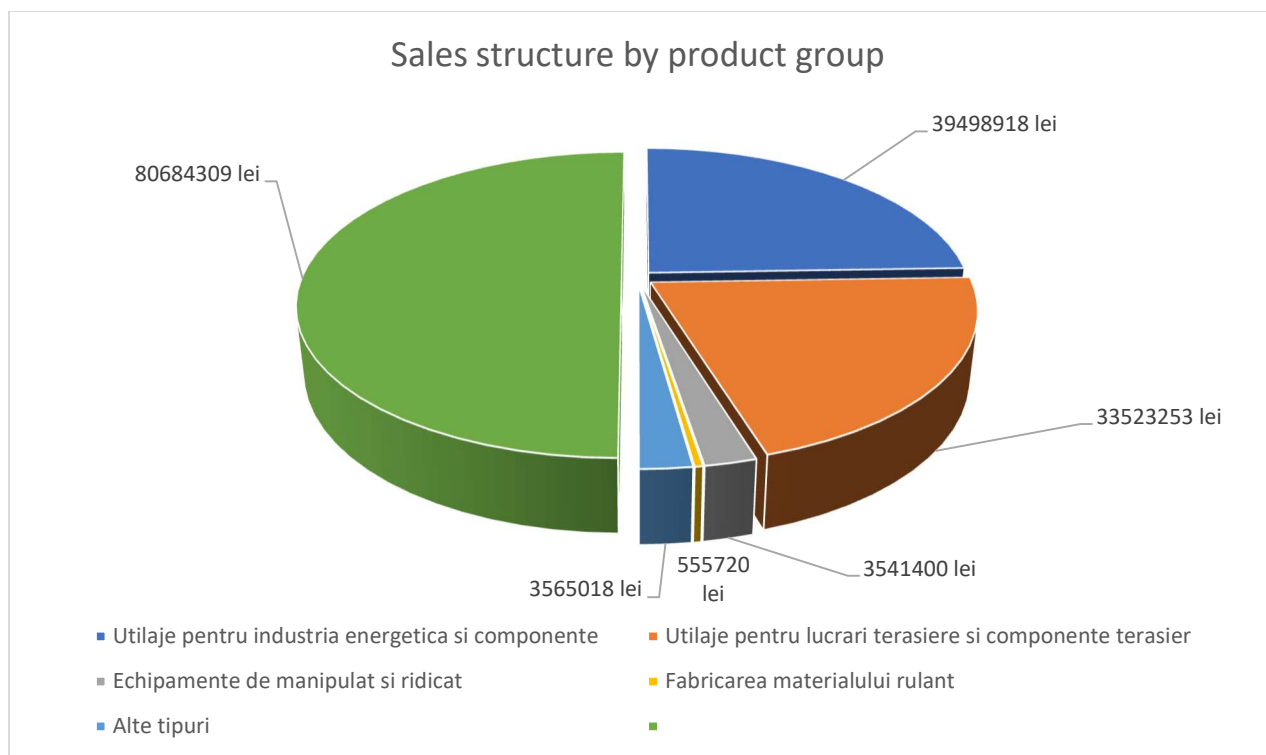
The productive activity of the Company takes place within the factories organized as profit centers:

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

In the first half of 2025, the company's activity continued without interruption. In 2025, both were added to the company's portfolio in 2021 as follows:

GE Grid Stafford UK	10.10. 25	PO 4201938412 P.10 Valve Module Frame Assy STAND02A11371(D) x 3 units	1,020 kg
GE Grid Stafford UK	10.03. 26	PO 4201908123 - P0373/03 TenneT Balwin Tank	76,00 0 kg

Share of operating revenue by main operating lines in total revenue  
S1 2025 :



Through our contracting policy we have avoided being significantly dependent on a single customer. Our clients are world-renowned companies, and our policy is to develop business relationships with strong companies that provide the basis for a secure and promising collaboration. The main countries these customers come from are: ITALY, GERMANY, SWEDEN, NORWAY, AUSTRIA, THE NETHERLANDS, SWITZERLAND, ENGLAND, and FRANCE.

The main customers that account for more than 10% of turnover, the related revenues, and the business segment where these revenues are included are as follows: Siemens 21%, GENERAL ELECTRIC (including indirect sales through Uzonsider Techno) 20%; KOMATSU 14%.

## 2. Evaluation of the technical-material supply activity:

The raw-material sourcing and procurement activity aims at providing for the material resources of the company in the best conditions for the good development of the company's production company.

The raw-material procurement activity is carried out centrally, through the DIRECTORATE MATERIAL PROCUREMENT AND LOGISTICS (DABM)

The procurement department, the warehouse sector and supplier control sector, outsourcing and the logistics sector all operate within DABM.

The management of the sourcing and procurement activity is carried out based on the material requirements of the technical departments prepared for each client depending on the orders issued by such client.

The procurement department together with the warehousing sector have the task of constantly checking stocks of materials and then issue purchase orders to maintain stocks as far as possible, under control in order to avoid financial blockages and to avoid overstock, especially for products non-repetitive.

According to Comelf procedures there is a database of suppliers selected and evaluated based on several criteria of quality, price, delivery time.

At the same time, through the supplier control department, periodic plans are drawn up for auditing suppliers in order to maintain the supply chain at a high standard correlated with Comelf customer requirements.

The issuance of purchase orders is made after assessing the quotations received from minimum 2 suppliers, selecting the supplier that offers the best conditions at least in terms of product quality, price, delivery time, payment conditions, etc.

Safety stocks are defined for the usual raw materials.

## 3. Evaluation of the aspects related to the Company's employees:

The average number of employees decreased in the first half of 2025 from 605 people to average number in the first semester of 2024 to 562 people - average number of employees. Staff structure was the following:

	<b>First semester 2025</b>	<b>First semester 2024</b>
Executive directors/managers	8	8
Direct productive staff	315	344
Management and administration staff	239	253
<b>Total</b>	<b>562</b>	<b>605</b>

According to the Labor Code, within COMELF the value of the minimum wage cannot be lower than the gross minimum wage. Additionally, within the Company, in addition to the basic salary earned related to the actual time worked or the work norm (in the case of directly productive workers remunerated in individual agreement), the following categories of bonuses are also granted: night bonus, bonus for overtime, bonuses for working on weekly rest days, bonuses for working in a noxious environment, bonus for microformat/formation chief.

The Company has also implemented a reward system for its employees, at the time of retirement, with the equivalent of a fixed amount, which increases depending on the number of years of work completed within the company. The company recorded provisions for these payments.

#### **4. 5. Assessment of the environmental impact of the Company's core business**

COMELF's activity has inherent effects on the environment. In order to minimize these effects, there is a preventive approach at the company level and a permanent monitoring of the entire activity by dedicated and specialized people on environmental issues. The main objectives of the company's management on the environmental protection side are to keep the fugitive emissions within the legal limits, below 20% compared to the annual consumption of corrosion protection materials, to reduce the quantities of waste from the activities carried out in the corrosion protection workshops. to all employees regarding the selective collection of waste.

In order to carry out the production processes, Comelf obtained:

- Water management authorization no. BN 05/29.01.2025, issued by the Somes-Tisa Water Basin Administration, Bistrita-Nasaud Water Management System, valid until 29.01.2030;
- Environmental permit for operation no. 30/06.04.2022, issued by MMGA-Environmental Protection Agency BN, with annual extension;
- Certification of the Integrated Management System quality, environment, health and safety at work in accordance with ISO 9001: 2015, ISO 14001: 2015, and ISO 45001: 2018;

#### **5. Evaluation of the aspects related to the research-development activities:**

Considering the specifics of the company's activity and the fact that the Company's activity is a specialized one, which requires superior technical knowledge, there is a design Department at the company level that has, besides the specific activity, concerns related to the preparation of manufacturing based on 3D models of products and new solutions, specific to the field in which we operate. Moreover, the market on which we operate and the increasingly specialized requirements of customers require a permanent activity to improve the existing products in the portfolio. In addition, the company has developed partnerships with Technical Universities in Romania, constantly exchanging experience aiming to identify new technical solutions and developing new products. Starting in 2025, a specific office was established within the company, dedicated to research and development of new products, which is currently analyzing the development of its own product for the construction industry.

#### **6. Evaluation of the company's risk management activity:**

##### **(a) Credit risk**

Credit risk refers to the risk that a third party will not comply with its contractual obligations, thus

causing financial losses to the Company. The Company's exposure and the credit ratings of third party contractors are closely monitored by management. There is a policy implemented regarding the valuation of both potential customers and existing customers, an evaluation based on which the credit limit and the settlement method are established. However, we consider that the Company is exposed to credit risk as a result of commercial receivables payment of up to 120 days, a significant part of which is not insured.

#### **(b) Risk regarding cash-available**

The final responsibility for managing the risk regarding cash available rests with the executive directors/managers, in particular Comelf's economic director, who have built an appropriate management framework for securing the Company's short, medium and long-term funds and available-cash management requirements. There is a continuous monitoring of the expected cash flows (3 months) but also of the real flows by matching the maturities of the assets and financial debts. The additional need for cash can be covered by the company, including by accessing credit facilities, the company being at a satisfactory level of indebtedness.

#### **(c) Currency risk**

Currency risk is the risk of recording losses or of not realizing the estimated profit due to unfavorable exchange rate fluctuations. Most of the Company's financial assets and liabilities are expressed in national currency, the other currencies in which operations are performed being EUR, USD and GBP.

The majority of the current assets are denominated in foreign currency (49%) and the liabilities of the Company are denominated in foreign currency (51%) and in national currency (49%) and therefore exchange rate fluctuations do not significantly affect the Company's business. Exposure to exchange rate fluctuations is mainly due to current currency conversion transactions required for current payments in LEI.

#### **(d) Interest rate risk**

As of June 30, 2025, most of the Company's assets and liabilities are non-interest bearing, except for the working capital loan. As a result, the Company is not significantly affected by the risk of interest rate fluctuations.

The Company does not use derivative financial instruments to hedge against interest rate fluctuations.

#### **(e) Market risk**

Market risk is defined as the risk of recording a loss or not obtaining the expected profit, as a result of price fluctuations, interest rates and exchange rates for foreign currency.

The company is exposed to the following market risk categories:

##### **(i) Price risk**

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

*Interest rate risk and currency risk have been detailed above.*

#### **(f) The risk related to the economic environment**

The Romanian economy continues to have the specific characteristics of an emerging economy and there is a significant degree of uncertainty regarding the development of the political, economic and social



environment in the future. The management of the Company is concerned to estimate the nature of the changes that will take place in the world political and economic environment and, in particular, in Romania and what will be their effect on the financial situation and the operational and treasury result of the Company.

One of the features of the Romanian economy is the existence of a currency that is not fully convertible abroad and a low degree of liquidity of the capital market.

The Company's management cannot foresee all the effects of the economic situation, considered as a whole, which will have an impact on the financial sector in Romania, nor their potential impact on the present financial statements. The management of the Company considers that it has adopted the necessary measures for the sustainability and development of the Company in the current market conditions. The main challenge, at this moment for the Company, is the evolution of the price of raw materials as well as the labor market regarding the training of qualified personnel in the field in which we operate, necessary for the operational success of the company.

### **(g) The value of financial instruments**

On 30.06.2025, the company holds 20 shares worth 220,000 lei, at the acquisition value.

## **7. Perspective elements regarding the activity of COMELF company:**

The probable evolution of the company can be found in the Draft Revenue and Expenditure Budget for 2025, which provides the following:

➤ Turnover:	178.976 thousands lei;
➤ Total operating income, of which:	178.889 thousands lei;
➤ Revenues from customer contracts	171,412 thousand lei;
➤ Revenues from the sale of goods + performance of services	7,564 thousand lei;
➤ Income from investment subsidies	1,157 thousand lei;
➤ Financial income (interest)	68 thousand lei;
➤ Overall expenses	169.186 thousands lei;
➤ Gross profit:	8.520 thousands lei;

Comelf proposed an investment budget of 1.559 thousand EUR for 2025. These investments are intended for the purchase of a laser cutting machine, fixtures, adjusting, drilling and punching machines, current tools and fixtures.

The investment program for 2025, mentioned above, will be realized with own sources.

### **The tangible assets of the Company:**

**1.COMELF SA** owns the following production capacities as of June 30, 2025:

- ❖ **Earthmoving Machinery and Equipment Factory (FUET):** which produces naval equipment, telescopic cranes, excavator components and components for earthmoving machines (jibs), engine housings, electric generator housings, turbine frames, industrial gas dust removal equipment, asphalt station filters, power plant equipment with gas turbines, wastewater treatment and treatment equipment, hydropower equipment, technological equipment. FUET activity is carried out in two production units, of which one with a built area of 16,128 sqm and one with a built area of 18,827 sqm;
- ❖ **Factory for earthmoving machinery and components (FCT) - which manufactures** earthmoving machines with final assembly (crushers, asphalt pouring machines), components for earthmoving machines (chassis, arms, frames), mobile presses for compacting car bodies, fixed presses and equipment components for compacting metal waste, telescopic cranes, subassemblies for heavy-duty dump trucks. Built area 17,322 sqm;
- ❖ **Stainless Steel Products Factory (FPI) - which manufactures:** stainless steel (equipment for gas turbine power plants, components for wind installations, components for freight wagons, components for combustion air filtration) and carbon steel (equipment for gas turbine power plants, chassis for turbines, compressors, generators, conveyors with metal belt, components for transport, assembly and equipment of wind installations, components for transcontainer handling machines);  
Built area 28,547 sqm;

All these factories are located in Bistrita, 4 Industriiei Street, Bistrita-Nasaud County.

The company also has its own administrative buildings and material warehouses, all located in Bistrita, 4 Industriiei Street.

The total land area owned by the company amounts to 174,614 sqm. In addition, the company has a 6450 square meters of land located outside the municipality of Bistrita. The buildings were built in 1971 but later underwent modernization works to meet current standards. All company buildings are insured.

The machines, equipment and installations used by Comelf in the production activity were purchased, a significant part, in the period 2014-2015, during which the company implemented the project "Fundamental modification of manufacturing flows and introduction of new technologies in order to increase productivity and competitiveness on the internal and external market of COMELF "according to the financing contract signed with the Ministry of Economy as managing authority for POS-CCE.

For the most part, subsequent investments were made to maintain existing machines and machinery, to automate the welding process, to increase cutting capacity and to increase energy efficiency.

## 2. Market of securities issued by the Company

2.1. Since 20.11.1995 Comelf is listed on the Bucharest Stock Exchange. The Company's shares are ordinary, registered, dematerialized and indivisible shares.

2.2. The interim profit as of June 30, 2025 will be partially used to pay dividends, amounting to 2,381,172 lei, with the difference being allocated to other reserves, representing the amount of reinvested profit for which we applied a tax facility.

2.3. The share capital of the Company did not change in the first half of 2025, it amounts to 13,036,325.34 LEI equivalent to 22,476,423 shares, nominal value 0.58 lei/share.

2.4. On June 30, 2025, COMELF S.A. holds 20 shares worth 220,000 lei in S MOTTRA SRL. COMELF SA does not own Branches.

## 3. Company management

### Management structures:

Comelf SA is managed in a unitary system by the Board of Directors consisting of five members elected by the General Meeting of Shareholders by secret ballot. The term of office of the members of the Board of Directors is 4 years and they can be re-elected.

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

- Members of the Company's Board of Directors:

Savu Constantin Chairman

Babici Emanuel member

Mustata Costica member

Sofroni Vlad member

Parvan Cristian member

The members of the Board of Directors are elected at the General Meeting of Shareholders on the basis of the shareholders' vote in accordance with the legal requirements. Therefore, there are no agreements and arrangements to report in this regard.

### List of persons affiliated with the company:

Affiliated party	Activity	Description of the type of business relation
Uzinsider SA	Consulting services	Uzinsider SA is the majority shareholder of COMELF
Uzinsider Techo SA	Brokerage services Sale of products (filter unit/turbine parts/diffusers)	Common shareholders-natural persons, common administrators
Uzinsider General Contractor SA	Acquisition of electricity Sale of products	Common shareholding, common administrators

Promex SA

Collaborations in the manufacture of subassemblies

Uzinsider SA is the majority shareholder in both companies, joint administrators

24 Ianuarie SA

Collaborations in the manufacture of subassemblies

Uzinsider SA is the majority shareholder in both companies, joint administrators

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

### 3.2. Executive management

Comelf's executive management is appointed by the Board of Directors. The directors/managers lead the daily activity of the company and have the obligation to ensure a correct circuit of the corporate information.

- Members of the Executive Management of the Company:

Cenusa Gheorghe General Manager

Pop Mircea

Deputy General Manager Business Operation

Oprea Paul Cristian Deputy General Manager Technical and Production

Tatar Dana Financial Manager

Serban Marcela Raw Material Procurement Manager

Tatar Eugen

Factory Executive Manager

Viski Vasile Factory Executive Director

Campian Cosmin Factory Executive Manager

The members of the executive management are elected by the Board of Directors and there are no agreements, understandings or family ties between the directors and directors, which could be reported in this report.

For the members of the Board of Directors and the members of the Executive Management, we specify that there are not and have not been any litigations or administrative procedures in which they have been involved, in the last 5 years, related to their activity within the Company, as well as others that concern the capacity of the respective person to perform their duties within the company.

### 1.1 Important events taking place between January and June 2025

- On April 29, 2025, the OGM took place, approving the distribution of the net profit for 2024, amounting to 8,990,433 lei, as follows: 5.605.168 lei for payment of dividends to the shareholders of the company and 3.385.265 lei for constitution of other reserves, the amount for which the reinvested profit facility was applied).
- The OGMS approved on 29.04.2025, the REB for the current year, the investment program relating to the year 2025, the company's organizational chart and the maximum credit limit for the year current;

For the next six months of the 2025 fiscal year, we have not identified any significant risks.

### 1.2 Transactions between related parties in the period January-June 2025

Transactions with companies within the group are carried out on the basis of framework commercial contracts

stipulating the rights and obligations of each party and specifying the type of contract.

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

commission agreements, and consulting agreements.

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

Uzinsider Techo SA	Brokerage services Sale of products (filter unit/turbine parts/diffusers)	Common shareholders-natural persons, common administrators
Uzinsider General Contractor SA	Acquisition of electricity Sale of products	Common shareholding, common administrators
Promex SA	Collaborations in the manufacture of subassemblies	Uzinsider SA is the majority shareholder in both companies, joint administrators
24 Ianuarie SA	Collaborations in the manufacture of subassemblies	Uzinsider SA is the majority shareholder in both companies, joint administrators

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

<b>Sales at:</b>	<b>2025</b>	<b>June 30,</b>	<b>Purchases from:</b>	<b>2025</b>	<b>June 30,</b>
Uzinsider SA		-	Uzinsider SA		352,218
Uzinsider Techo SA		9,851,244	Uzinsider Techo SA		611,247
Uzinsider General Contractor SA		-	Uzinsider General Contractor SA		5,191
Promex SA		17,571	Promex SA		474,834
24 Ianuarie SA		21,333	24 Ianuarie SA		-
<b>Total</b>		<b>9,890,148</b>	<b>Total</b>		<b>1,443,490</b>

Transactions with related parties carried out in the first 6 months of 2025 are the traditional ones, there are no other special transactions, different from those carried out in previous years.

### Management statement

According to the best information available, we confirm that the individual financial statements, for the half year 1/2025, prepared in accordance with International Financial Reporting Standards, give a true and fair view of the assets, liabilities, financial position and profit and loss account of Comelf SA, as required by applicable accounting standards.

We also confirm that the operating performance situation and the information presented in this report give a true and fair view of the main events that occurred during the first six months of 2025 and their impact on the financial statements.

Chairman of the Board of Directors-eng. Savu Constantin

General Manager-eng. Cenușă Gheorghe

Financial Manager-ec. Tatar Dana

*Sit*The audited financial statements as of June 30, 2025, together with the Board of Directors' Report, are posted on the company's website [www.comelf.ro](http://www.comelf.ro) under the heading "Current Information." ("Informații la zi").

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

