SHOPPER PARK+

# SHOPPER PARK PLUS PLC.

# ANNUAL FINANCIAL REPORT

# 2024

*This English language version is a translation of the official Hungarian document.*

# Content

SHOPPER PARK+

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# CONSOLIDATED ANNUAL BUSINESS REPORT 2024

## Financial and operational summary

| Performance | Unit of measurement | Comment | 2024 | 2023 |
|---|---|---|---|---|
| Rental income | MEUR | E1 | 24.2 | 22.2 |
| Operating result | MEUR | E2 | (2.2) | (2.9) |
| Gross profit | MEUR | E3 | 21.9 | 19.3 |
| Revaluation gain | MEUR | E4 | 13.7 | 5.9 |
| Administrative costs | MEUR | E5 | (3.5) | (2.8) |
| Net financial result | MEUR | E6 | (8.6) | (9.4) |
| Profit after tax | MEUR | E7 | 24.2 | 11.5 |
| Earnings per share | EUR | E8 | 1.85 | 1.12 |

| Share information | | | 31.12.2024 | 31.12.2023 |
|---|---|---|---|---|
| Number of shares | pieces | | 14 997 618 | 13 077 618 |
| Equity per share | EUR | | 13.4 | 12.3 |
| Share price | EUR | | 11.8 | 11.4 |
| Market capitalization | MEUR | | 177.0 | 149.1 |

| Financial position | | | 31.12.2024 | 31.12.2023 |
|---|---|---|---|---|
| Value of investment properties | MEUR | P1 | 309.6 | 288.7 |
| Own capital | MEUR | | 200.8 | 160.9 |
| Loans | MEUR | P2 | 144.4 | 140.0 |
| Leverage (loan/property value) | % | P3 | 47% | 49% |

| Operational data | | | 31.12.2024 | 31.12.2023 |
|---|---|---|---|---|
| Rentable area | Tsqm | | 325 | 325 |
| Endowment | % | M1 | 94,0% | 96,1% |
| WAULT | year | M2 | 5.5 | 5.3 |
| BREEAM Ratio of qualified properties | % | M3 | 28% | 6% |

## Detailed report

| | Performance | Comment |
|---|---|---|
| E1 | Rental income | Rental income for 2024 shows an increase of 8.9% compared to 2023. The increase was supported by the high inflationary environment of the previous year through rent indexation as an environmental effect. |
| E2 | Operating result | The operating result was negative in both years, in line with the industry. The operating loss as a percentage of rental income improved from -13.1% in 2023 to -9.2% in 2024. In addition to a decrease in energy costs, property operation and maintenance costs increased compared to the comparative period. |
| E3 | Gross result | The gross result for 2024 shows an increase of 13.8% compared to the same period last year. The increase is also driven by higher rental income and a decrease in operating loss. |
| E4 | Revaluation gain | The revaluation gain in 2024 was 13.7 MEUR, 7.8 MEUR higher than in the previous year. The revaluation gain was supported by new leases in downsize areas and the increase in rents according to indexation. |
| E5 | Administrative costs | Administrative costs increased by 23.2%, or 0.6 MEUR in 2024 compared to the previous year. The increase in administrative costs is due to an increase in management fees (asset management, controlling and salary costs related to administrative tasks) |
| E6 | Net financial result | The net financial loss in 2024 was 8.6 MEUR, 0.8 MEUR lower than in the same period of the previous year. The decrease in loss is mainly due to the fact that the valuation of purchase price retentions resulted in a net loss of 0.7 MEUR less than in 2023. |
| E7 | Profit for the year | The profit after tax in 2024 improved by 110.7% compared to the previous year. The profit after tax in the period under review continued to rely mainly on revaluation gains, but the increase was also significantly boosted by an increase in gross profit and a decrease in net financial loss. |
| E8 | Earnings per share | Earnings per share improved by 64.7% in 2024. The smaller increase compared to the increase in the after-tax earnings per share indicator is due to the increase in the number of shares issued as a result of the share issue in 2023 and the private placement in 2024. |

**Financial position**

| | | |
|---|---|---|
| P1 | Value of investment properties | There was no change in the properties owned by the SPP Group, with the increase in value being due to higher property valuations, mainly driven by new leases in downsize areas and the increase in rents in line with indexation. |
| P2 | Loans | The increase in the loan portfolio is due to member loans taken out by the Slovak subsidiary and granted by minority shareholders. |
| P3 | Leverage (loan/property value) | The strategic objective of the SPP Group is to maintain a leverage ratio between 50-60%. The leverage ratio has been reduced from 49% at 31.12.2023 to 47%. |

**Operational data**

| | | |
|---|---|---|
| M1 | Occupancy | The withdrawal of the areas covered by the call option has reduced the expenditure. |
| M2 | WAULT | The SPP Group measures the current quality of its tenant portfolio using a well-established indicator in the international commercial real estate market, the weighted average unexpired lease term (WAULT). The calculated value does not consider any termination options that tenants may exercise, nor does it include any extension options that tenants may exercise. For leases with an indefinite term, a term of one year is included in the calculations. |
| M3 | BREEAM Ratio of qualified properties | Of the 18 properties, 5 have a BREEAM in-Use "Very Good" rating: Opava, Érd, Szeged, Székesfehérvár, Chrudim. |

## Executive summary

The Shopper Park Plus Group's profit after tax for 2024 was EUR 24.2 MEUR, significantly higher than the EUR 11.5 MEUR profit for the same period last year. The SPP Group's gross profit improved by 13.8% in 2024 compared to the previous year, driven by both an increase in rental income and a decrease in operating loss.

The focus of the Shopper Park Plus Group's business in 2024 was to capitalize on the business opportunities opened up by the exercise of the option to redeem part of Tesco's leasehold space. Of the 30,000 m2 of leasable area covered by the option, 21,000 m2 have been leased until 31 December 2024. The applications for change of use of the areas covered by the option have already been accepted by the competent authority in six locations, the application has been submitted in one location and planning and preparation is ongoing in one location.

Signing of contracts with new major tenants, which has been instrumental in shaping the tenant mix, has been largely completed. New leases have been signed in 2024: with Praktiker for 5 500 m2 at the Debrecen Kishegyesi location, with Sinsay for 6 locations, with Jysk for 2 locations and with Koton for 6 locations.

The amounts payable under the purchase price retention agreement related to the acquisition of the properties owned by the Company in 2022 have been predominantly paid, and the Shopper Park Plus Group has a related liability of EUR 1.4 MEUR in current liabilities. The release of the sites taken over with the call option involves additional significant expenses due to development costs, which the SPP Group is realizing on a progressive basis.

Shopping Malls SVK s.r.o. (the Slovak subsidiary), a 60% owned subsidiary of Skradevel Holding Kft. owned 100% by Shopper Park Plus Plc. entered into a sale and purchase agreement on 18 December 2024 to acquire four retail parks operated by Tesco in Slovakia. The total leasable area of the four retail parks amounts to 72,000 sqm. The Company raised the necessary funds partly through a private placement. The Slovakian subsidiary has entered into a loan agreement with Unicredit Bank Czech Republic and Slovakia, a.s. to secure the purchase of the real estate. The minority shareholders of Skradevel Holding Kft. and the Slovak subsidiary also granted a member loan to the Slovak subsidiary

Financing opportunities: a possible revolving credit facility of up to EUR 30 MEUR under the existing bank loan agreement or a possible private or public capital increase could support the regional acquisitions outlined in the strategy, if retail parks matching the existing real estate portfolio become available at a suitable price in the future.

Significant variables in the market environment that affect the SPP Group's performance and plans include retail sales trends, tenant expectations, yield levels, inflation and energy price changes. With a moderate increase in retail sales, tenants remain cautious in their store opening decisions. Yield levels that are significant to the company's operations: the 3-month Euribor, the 5-year interest rate swap have declined over the course of 2024, improving the operating environment. The fall in inflation is a negative for SPP Group as it reduces inflation-indexed rental growth. Energy prices decreased on average in 2024 compared to the previous year, improving the operating environment for tenants in addition to the SPP Group.

The SPP Group's operational strategic objective is to reduce operating losses, which it plans to achieve through the development of real estate infrastructure and the rationalisation of operations. The operating loss to rental income ratio has been reduced from 13.1% in 2023 to 9.2% in 2024. The SPP Group's operational strategy remains unchanged: to reduce the operating loss to a level at or below the industry benchmark of 5-10% of rental income.

## Strategic overview

The SPP Group leases out food-focused retail parks in Hungary and the Czech Republic, it owns, leases, and operates these properties on a long-term basis. The SPP Group develops the tenant mix of the acquired properties with the aim of creating a crisis-proof tenant mix, improves the properties considering the needs of consumers and tenants, and introduces sustainable solutions by modernizing the properties in line with its social and environmental responsibility. It believes that these actions will create value, increase tenant satisfaction, and improve business performance.

**Value added:**

The strategic objective of the SPP Group is to maximize the potential for real estate value creation. A complex green (and ESG) strategy has a key role to play in this, which requires further investment, management, and PR tools. The focus of the complex green strategy is on making the properties energy efficient, with a target of 30% energy savings at portfolio level compared to the properties' acquisition date of 15 June 2022. In addition, a further part of the strategy is to achieve at least a "very good" rating for the properties under the BREEAM rating system. Currently, 5 properties have been awarded BREEAM certification and all properties have been awarded Access4You certification in the first half of 2024.

The complex green strategy will effectively contribute to reducing carbon emissions from buildings, increasing their sustainability, and improving their operational efficiency. In this way, the strategy will not only make buildings more cost-effective to run, but also more attractive to tenants.

**Possible alternative utilization**

The SPP Group plans to own and lease the properties for the long term. However, due to the good accessibility of the properties and the large areas of land, there may be market opportunities that could result in higher value appreciation through partial or full sale, non-retail or not fully retail use and which may justify the partial or full sale of certain properties.

**Potential acquisitions**

Another strategic objective is to diversify the specific country risk inherent in the SPP Group's real estate portfolio. To this end, provided that the SPP Group has the equity and bank financing for acquisitions and a suitable acquisition target is available, it intends to increase its geographical diversification, primarily through acquisitions in Poland, Slovakia and Romania. If this strategy is successfully implemented, the SPP Group could become a major food-focused supermarket operator in Central and Eastern Europe, which is the vision and long-term strategic goal of the SPP Group. This goal is currently being achieved in Hungary and the Czech Republic, and the aim is to achieve it in other countries.

**Branding**

The SPP Group is the owner of the Shopland trademark, which has already been introduced as a brand name in the Czech locations and in Budapest's Váci út location. The SPP Group will time the launch to coincide with major new tenants or other major completed investments, when the retail park already embodies the brand image. At the same time, a website will be developed to match the new branding to ensure that shoppers have access to the right information. In the long term, the strategic objective is to ensure that shoppers can clearly identify the brand and identify it with good value for money, convenient and fast shopping, where they can access the best budget brand stores.

# Risks

| Risks | Description of the risk | Method of risk mitigation |
|---|---|---|
| **Market and financial risks** | | |
| Macroeconomic risks | The profitability and value of real estate is significantly affected by macroeconomic trends in the country where it is located, and the level of returns expected from commercial real estate depending on these trends. | Cross-country diversification, creating a crisis-proof tenant mix, increasing property sustainability. |
| Financing risk | The SPP Group has a significant debt portfolio. Failure to refinance this debt could cause liquidity problems in the medium term. The rise in interest rates will impair the SPP Group's profitability. | Sound business planning, keeping indebtedness at a healthy level, allowing alternative financing options as a means of raising capital. |
| Foreign exchange risk | The majority of the rental contracts entered into by the SPP Group for the use of its real estate properties are denominated in euro, but some of the revenues are denominated in local currency. A weakening of the local currency against the euro could have a negative impact on revenues denominated in euro. | Establish a forward-looking lease structure to create a natural hedge against exchange rate risk. |
| Risk of increasing interest rates | Rising interest rates could have a negative impact on the SPP Group's profitability. | Entering interest rate hedges. |
| Evolution of market competition | If market competition increases, properties may become more difficult to rent, or their rental prices may need to be reduced to remain competitive. | Maintain high occupancy levels at the properties through a strong tenant mix. |
| Risk of changes in retail trade channels | The potential increase in the share of online sales poses a challenge for the exploitation of real estate. | Forward planning of uses in the tenant mix, uses less sensitive to or complementary to online sales. |
| Inflation risk | If inflation increased SPP Group's costs more than its revenues, SPP Group's profitability would decrease. | Most of the leases concluded by the SPP Group have an inflation clause, which allows for annual rent increases up to a certain rate of inflation. |

| | | |
|---|---|---|
| **Operating risks** | | |
| Risk of renovation, operation, and repair of real estate | The SPP Group runs the risk that it may decide to make large investments by choosing the wrong solution. In addition to the cost risk, this may also involve lost revenues. | Maintaining detailed, regularly updated renovation programs for the properties. |
| Increase in operating costs, risk of transfer | External circumstances, especially international political and economic factors, can significantly increase operating costs. | Investments for efficiency, a forward-looking lease structure and tenant mix. |
| Risk of rental activity | The profitability of the SPP Group depends on the profitability of a properly developed and maintained tenant mix. | Extensive market knowledge and constant learning to meet the changing needs of consumers and tenants. |
| Damage to real estate | Properties owned by the SPP Group are exposed to various types of damage, both natural (e.g. fire, storm, water damage) and other damage (e.g. vandalism, terrorism, equipment failure). | Diversification of properties by location, maintaining an insurance policy with adequate coverage. |
| Risk of TESCO leases | Under the lease agreements between SPP Group and TESCO, a reduction of the occupancy rate of a property below certain thresholds may result in a reduction of the rent payable by TESCO, which may adversely affect SPP Group's financial results. | Forward-looking rental activity, occupancy planning. |
| **Business and environmental risks** | | |
| Exit risk of Adventum Penta Fund SCA SICAV-RAIF ("Penta Fund") | The Penta Fund, as the current indirect majority shareholder of the company, is a closed-end alternative investment fund with a fixed maturity in the medium term. The shareholder structure of the Parent Company will inevitably change with the termination of the Penta Fund, which may result in a change of control and thus of the previous corporate governance and business strategy and thus may affect the profitability of the company and the valuation/value of its shares. | Establish and maintain sound corporate governance practices based on a strong strategic foundation that reduces volatility risk. |
| Risk of paying a success fee | Under its management contract with the trustee, the SPP Group would be required to pay a success fee on the occurrence of certain events, which could reduce the SPP Group's financial results, if any. | Sound business planning, monitoring the level of risk. |

| | | |
|---|---|---|
| Environmental risk | The operation of the properties poses a risk to the environment. The SPP Group has a legal, financial, market and reputational responsibility to the authorities and to consumers, tenants and local communities to manage environmental risks in its operations. | Maintaining a strategic focus and high priority on sustainability and environmental issues. |

## Presentation of properties

| Properties | Address | Gross leasable area (sqm) | Location |
|---|---|---|---|
| Budaörs | Kinizsi út 1-3., 2040 Budaörs, Hungary | 35,111 | The property is located along the M1/M7 motorway access road to Budapest, as a prominent part of a popular commercial area on both sides of the motorway. |
| Debrecen Airport | Mikepércsi út 73/A, 4030 Debrecen, Hungary | 10,254 | The property is located on the south side of the city of Debrecen, along the main road number 47, which is accessible from both directions. The Debrecen International Airport is located about 3 km to the south-east. |
| Debrecen Extra | Kishegyesi út 1-13., 4031 Debrecen, Hungary | 26,974 | The property is located on the border of Debrecen city centre, on the area bordered by the main road 35 and Kishegyesi road, and the rear part of the area borders the property of the Clinical Centre of the University of Debrecen. Due to its location, the property is highly visible and easily accessible by car and public transport. |
| Eger | Rákóczi Ferenc utca 100., 3300 Eger, Hungary | 15,777 | The property is located in the northern part of the town of Eger, along the main road 25. It is best accessible by car, but there are also several bus stops nearby. |
| Érd | Budafoki út 2., 2030 Érd, Hungary | 16,282 | The property is located close to the M6 motorway in the city of Érd, with good access from the motorway via a direct exit and a roundabout. It is also directly accessible from the main road number 7. |
| Kecskemét | Talfája köz 1., 6000 Kecskemét, Hungary | 17,558 | The property is located in the northern part of the city of Kecskemét, next to the road number 5. Continuing northwards, road 5 connects to road 445, which has a direct link to the M5 motorway. The property is easily accessible from the roundabout junction with road 5. |
| Miskolc Avas | Mésztelep utca 1/A, 3508 | 9,519 | The property is located in the southeastern part of Miskolc, accessible from Mésztelep street, |

| Properties | Address | Gross leasable area (sqm) | Location |
|---|---|---|---|
| | Miskolc, Hungary | | which has a direct connection to the road number 3. |
| Miskolc Extra | Szentpéteri kapu utca 103., 3527 Miskolc, Hungary | 18,236 | The property is located in the northern part of Miskolc, in the Szentpéteri kapu street, which forms the urban section of the main road 26 - in the commercial zone that has developed here. Access by car is possible from this street, where the city bus stop is also a short walk away. |
| Nyíregyháza | Pazonyi út 36., 4400 Nyíregyháza, Hungary | 17,977 | The property is located in the northeastern part of Nyíregyháza, on Pazonyi road, which is also the urban section of the main road 4. Access by car is excellent, but public transport is also possible. There are several local bus stops on Pazonyi út. The property is part of a larger retail park, located next to the most densely populated residential area of the city. The elegant suburbs of Nyíregyháza, Sóstógyógyfürdő and Sóstóhegy are also in the immediate vicinity. Sóstógyógyfürdő is also an important tourist destination, so in addition to local residents, tourists are also a target group for the property. |
| Pécs | Makay István út 5., 7634 Pécs, Hungary | 23,984 | The property is located in Pécs, in the established retail zone along the westbound section of the main road No. 6 towards Szigetvár. Access is optimal mainly by car, but it is also accessible by local buses - a few minutes' walk from the bus stop in Uranváros. |
| Sopron | Ipari krt. 30., 9400 Sopron, Hungary | 15,907 | The property is located in the south-eastern part of Sopron and can be reached from the Győri út roundabout junction on the main road 84. Access is optimal mainly by car, but there are also several local bus stops on Győri út, from where the property is a few minutes' walk away. |
| Szeged | Rókus krt. 42-64., 6724 Szeged, Hungary | 17,748 | The property is in the northern Rókus district of Szeged, along the outer Rókus boulevard of the city. It is accessible by car from the exit of Kiskundorozsma of the M5 motorway, continuing the M5 main road, which takes about 10 minutes by car. The property is also very accessible by public transport - tram and local bus stops can be found on Rókus boulevard. The immediate surroundings of the property are densely populated, with a mixture of residential |

| Properties | Address | Gross leasable area (sqm) | Location |
|---|---|---|---|
| | | | development and small apartment and family houses. |
| Székesfehérvár | Aszalvölgyi utca 1., 8000 Székesfehérvár, Hungary | 15,538 | The property is located in the northeastern part of Székesfehérvár, along the St. Florian Boulevard, part of the ring road connecting the outer areas of the city - easily accessible by car from the main roads (81, 811, 801, 8 and 7). The property is also accessible by public transport - several local bus stops are within a few minutes' walk. |
| Váci út - Budapest | Gács utca 3., 1138 Budapest, Hungary | 20,315 | The property is located in the XIII. district of Budapest, in the part of Váci út close to the 4th district - in the block bordered by Váci út-Gács utca and Balzsam utca. Access by car is easiest from Váci út, but there are several public transport facilities nearby - a few minutes' walk away - at Újpest City Gate, including local bus stops and metro stations. |
| OC Galerie - Ostrava | Sjízdná 5554/2, 722 00 Ostrava-Třebovice, Czech Republic | 23,174 | The property is located west of Ostrava city center, along the Sjizdna road. The surrounding area is a mix of residential and retail buildings. The property can be accessed by car from Sjizdna Street, which runs perpendicular to Opavska Street, one of the main arterial roads in the city. The latter main road has a direct connection to the city ring road, providing access to the city center. The property is also easily accessible by public transport - the nearest bus stop is 'Trebovice, OC' - the latter of which has several local tram lines. |
| RP Chrudim | Dr. Milady Horákové 11, 537 03 Chrudim, Czech Republic | 5,582 | The property is located approximately 1.5 km south of Chrudim city center on Dr Milady Horakove road. Its immediate surroundings are mainly residential, with some urban public buildings such as the Municipal Hospital and the Winter Stadium. The area on the eastern side of the property is under retail regulation, while the areas on the southern side are still under agricultural use. The property is accessible by car from the roundabout at Dr. Milady Horakove Street, which is part of the city ring road. The property is also accessible by public transport - the 'Chrudim,stadion' bus stop is right next to the property and several local bus lines have stops here. The train station 'Vlakove nadrazi |

| Properties | Address | Gross leasable area (sqm) | Location |
|---|---|---|---|
| | | | Chrudim' is located approximately 2 km northeast of the property. |
| OC Silesia - Opava | Těšínská 2914/44, 746 01 Opava, Czech Republic | 15,636 | The property is located about 1 km southeast of the center of Opava. In the immediate vicinity there are residential and retail buildings, such as Ptacek, Breno, Lidl, Bivoj, Ostroj, Stavebniny DEK, Shell and Benzina petrol stations, as well as the 'Opava-vychod' railway station. Direct access to the property is possible from Tesinska road, which is part of the city ring road - through which the rest of the city and the city center are served by a free direct bus service to the property, with the 'Opava, Tesco' stop located next to the property, where the local bus no. 230 also stops. The property can also be reached by trolleybus with the following trolleybus lines available at the nearby stop 'Opava, Tesinska. |
| OC Fontána_Karlovy Vary | Chebská 370/81A, Dvory, 360 06 Karlovy Vary, Czech Republic | 18,928 | The property is located on Chebska road, about 3 km west of the center of Karlovy Vary. In the surroundings of the property there are mixed residential and retail - commercial buildings. Examples of the latter are the OBI department store or light industrial buildings, hotels and office buildings. The easiest access to the property by car is via the roundabout junction of the D6 motorway on Chebska road. (This motorway, when fully completed, will provide a direct link between Prague-Karlovy Vary-Cheb and neighbouring Germany) Public transport to the property is possible from the 'Tesco' bus stop directly adjacent to the property or by local bus services from the nearby 'V Aleji' bus stop. The 'Karlovy Vary' train station is located approximately 3.7 km northeast of the property. |
| **TOTAL** | | 324,500 | |

## Environmental protection and investment

The SPP Group has a legal, financial, market and reputational responsibility to public authorities, as well as to consumers, tenants, local communities and the natural environment, to manage environmental risks in its operations.

The SPP Group is committed to contributing to the fight against climate change through the investment and operation of its real estate portfolio. Real estate makes a significant contribution to greenhouse gas emissions during its life cycle, and it is necessary to take this objective into account during both operation and renovation and demolition works.

The focus of the SPP Group's ESG strategy is to reduce carbon emissions in line with the principles of the Paris Agreement and other international sustainability frameworks.

In addition to reducing carbon emissions over the lifetime of buildings, the ESG strategy also places a strong emphasis on the following elements that contribute to sustainability:

- a 30% reduction in the energy consumption of the real estate portfolio compared to the level at the time of purchase
- use of renewable energy
- creating sustainable infrastructure
- obtaining at least "very good" certification for all properties under the BREEAM rating system
- use of "green" lease clauses
- use of recycled building materials and rainwater

The SPP Group aims to make its real estate investments resilient to the volatility of utility costs, while reducing adverse environmental impacts and creating long-term value for its investors. Energy efficiency and other investments and measures outlined above will help to achieve these objectives.

In line with its ESG strategy, the SPP Group aims to obtain green building certification for all elements of its retail park portfolio. The Shopland retail parks in Opava and Chrudim, as well as the properties owned by the Company in Érd, Szeged and Székesfehérvár, have been awarded BREEAM In-Use "Very Good" certification. The Karlovy Vary and Ostrava properties are in the process of being certified and the results are expected in the first quarter of 2025. In line with the SPP Group's objectives, the certification of all properties not yet certified has started, with the remaining 11 Hungarian Shopland retail parks expected to achieve BREEAM In-Use V6 certification by Q4 2025, with a "Very Good" rating level as previously.

Based on the consumption data of Hungarian retail parks, the solar power plant sizing was completed in Q4 2024. The project team met with a number of companies with good references in advance, following which the *"Indicative Call for Tender for the Installation of a Photovoltaic Solar Power Plant and Industrial-Scale Electricity Storage"* was sent out in January 2025.

As a result of energy efficiency improvements, the replacement of outdoor parking lot lighting systems in retail parks with new energy efficient LED lighting was successfully completed for all locations in Hungary in Q4 2024.

In the common areas of the retail parks, the replacement of the indoor lighting fixtures with energy efficient LED lighting has already been done in several retail parks (Budaörs, Székesfehérvár, Budapest Váci út, Miskolc Szentpéteri, Eger) and will continue in the other retail parks in 2025.

In order to reduce operating costs and carbon footprint, the replacement of the roof lane and overhead lighting canopies in the Székesfehérvár retail park has been completed, while in Váci út (Gács utca) in Budapest it will be completed in early Q2 2025, weather permitting.

For the retail parks in the Czech Republic, a call for tenders for a new BMS (building management system) designed at tender documentation level (to properly monitor the consumption of mechanical equipment and main electrical systems and increase the possibilities for intervention, thereby reducing the primary energy consumption of the buildings) has been sent out. The evaluation of the bids and the search for further specialized companies is currently under way.

The installation of high-capacity (DC) electric car chargers, already contracted with several suppliers, is expected in 2025. In addition to the ongoing contracts, the Company has signed contracts for additional sites in Hungary (5) and the Czech Republic (1), which will result in the deployment in the retail parks by the end of 2025 and 2026, depending on the capacity of the electricity suppliers. The total investment will be covered by the service providers.

A complete renovation of the public bathrooms, including the replacement of all the architectural elements (tiling, enclosures) and porcelain, the installation of low water consumption taps and other sanitary fittings (ensuring hot water produced locally with less energy consumption): HMV), and energy-saving LED lights - for the Váci út (Gács utca), Eger and Nyíregyháza retail parks in Budapest, have been completed in 2024. For the retail parks Kishegyesi in Debrecen and Szentpéteri in Miskolc, planning has started and works are expected to be completed by Q2 2025. The functional renovation of the public water points in the other retail parks will continue in 2025.

In the Székesfehérvár retail park, following the tendering of the new gate air curtains, the works are expected to be completed by Q1 2025.

The scheduled waterproofing works on the main building and roof of the Kishegyes retail park in Debrecen were completed on schedule in Q4 2024. The tendering of phases 2 and 3 will continue in Q1 2025, in order to renew the entire waterproofing.

Following the tendering and contracting of the thermal insulation works for the central heating installations of the retail parks in the Company's Hungarian portfolio (14 retail parks), in order to improve the energy efficiency, the works were completed in Q4 2024.

## Financing

The SPP Group's strategic objective is to finance its activities while maintaining a leverage (debt / real estate value) of around 50-60%. This leverage is in line with the relevant legal requirements and provides a favorable return to the owners with a moderate level of risk.

**Bank loans for Hungarian and Czech real estate**

The SPP Group financed the acquisition of the Hungarian properties and the ownership of the Czech subsidiaries partly through a bank loan. Shopper Park Plus Plc and its 100% owned subsidiary, Gradevel Ltd., as borrowers, and the lenders entered into a loan agreement on 8 April 2022, under which ERSTE Group Bank AG, ERSTE BANK MAGYARORSZÁG Zrt. and OTP Bank Nyrt. as lenders provided financing to the borrowers on the following material terms:

| | |
|---|---|
| Maturity of the loan: | 31 March 2027 |
| Credit limit amount: | MEUR 150 |

| | |
|---|---|
| Loan amount | MEUR 150 |
| Loan capital balance on 31.12.2024: | MEUR 134.6 |
| Interest rate: | The interest rate on each loan for each interest period is the annual percentage rate, which is the sum of:<br>- an interest rate premium of 2.5%, and<br>- 3-month EURIBOR preceding the interest period in question, with a minimum of zero for the 3 months preceding the interest period in question, with a minimum rate of zero. |
| Interest period: | 3 months |
| Schedule of repayments: | at the end of calendar quarter |
| Amortization | The loan has a 20-year amortization period with 80% repayment at maturity. In addition, the credit agreement provides for the possibility to draw up to MEUR 30 of additional uncommitted credit over the remaining term of the Credit Agreement, subject to the achievement of certain performance indicators, in excess of the principal repayments to be made over the remaining term, excluding the final repayment. |

**Bank loan related to Slovak real estate**

No drawdowns have been made at the balance sheet date.

**Hedging transactions and collateral**

*Hedge of interest rate risk*

The SPP Group has covered the variable interest rate bank loan agreement up to 70% of the principal amount for the period from 1 January 2023 until the maturity of the bank loan on 31 March 2027. The hedge is an interest rate cap (so-called CAP) transaction with a 3-month EURIBOR capped at 2.4% as the interest rate base. The collateral for the hedge is identical to the collateral for the bank loan agreement.

*Expanded collaterals*

**Portfolio in Hungary and in the Czech Republic**

In the context of the bank loan agreement, collateral typical of such transactions has been created in favour of the creditors, covering the assets of the Parent Company and its subsidiaries, as well as the shares in these companies.

In respect of the parent company and Gradevel Ltd., collateral contracts under Hungarian law have been concluded on the usual market terms and conditions, on the basis of which:

(i) the Parent Company's 100% shareholdings in Gradevel Ltd. was pledged,
(ii) the Hungarian properties were mortgaged and pledged,
(iii) the movable assets, rights and claims of the Parent Company and Gradevel Ltd. were pledged,
(iv) the bank accounts of the Parent Company and Gradevel Ltd. have been pledged or secured by a lien or security,

(v) the ordinary shares and preference shares issued by the Parent Company and owned by PENTA CEE Holding Plc. have been pledged; and
(vi) the Penta Fund, PENTA CEE Holding Plc., the Parent Company and Gradevel Ltd. have entered into a subordination, sponsorship and ownership commitment agreement.

The relevant security agreements under Hungarian law contain restrictions on the disposal and encumbrance of the assets concerned.

Collateral agreements under Czech law have been concluded for the Czech subsidiaries and their assets, under which a pledge has been created:

- receivables arising from the lease contracts of the Czech subsidiaries,
- shares in Czech subsidiaries,
- bank account receivables of the Czech subsidiaries and Gradevel Ltd,
- Czech real estate,
- insurance claims of the Czech subsidiaries, and
- the assets of the Czech subsidiaries ("*enterprise pledge*").

To redeem the advances on the electricity supply contracts, the Parent Company entered into a bank guarantee agreement with the account holder's bank on 26 September 2023 for a total amount of MEUR 5. In connection with the provision of the guarantee, a second ranking lien will be created in favour of the account bank in respect of the property in Budaörs and a prohibition of alienation and encumbrance will be established to secure this lien.

**Portfolio in Slovakia**

In the context of the bank loan agreement, collateral typical of such transactions has been created in favour of the creditors, covering the assets of the Slovak subsidiary and the shares in the Slovakian subsidiary.

## Events after the balance sheet date

**Acquisition of Slovakian retail parks**
On 6 March 2025, SPP Plc. announced that its subsidiary Shopping Malls SVK s.r.o., a majority-owned subsidiary of Skradevel Holding Ltd.., registered in Slovakia, has been acquired by using a bank loan from UniCredit Bank Czech Republic and Slovakia a.s , as well as cash received from owners via previous capital increase., fulfilled its purchase price payment obligation to the seller and, as a result of parallel Slovak land registry proceedings, acquired the ownership of four retail parks previously part of the Slovak Tesco portfolio.

**Interest rate swap transaction**
On 7 April 2025, the Group entered into an interest rate swap transaction whereby the Group will pay a fixed interest rate of 2.04% on 30% of the principal amount of the loan instead of the 3-month EURIBOR, which is the floating interest rate base of the loan agreement. Together with an interest margin of 2.5%, this means that the Group will pay a fixed interest rate of 4.54% on 30% of the principal amount of the loan. The terms of the interest rate cap transaction, which is fixed at 70% of the principal amount of the loan, remain unchanged.

## Other information

- The SPP Group does not carry out research and experimental development.

- The SPP Group had 4 employees as of 31.12.2024, while prior to 2024 there were no employees in the Group. The recruitment was in the areas of financial analysts, marketing and process development. The expansion in these three areas is intended o support future business acquisitions, enhance the Group's presence and market recognition and increase its overall internal efficiency, in line with the Group's strategy.

## Owners and ownership rights

**Listing and presentation of owners of more than 5% (at the end of the period)**

For the series(s) introduced:

| Name | Residency | Activity | Quantity (pieces) | Ratio (%) | Voting right (%) |
|---|---|---|---|---|---|
| PENTA CEE Holding Plc. | Domestic | Company | 4 815 196 | 35.67% | 35.67% |
| Adventum PENTA Co-Investment SCSp | Foreign | Institutional | 2 176 351 | 16.12% | 16.12% |
| PortfoLion Partner Magántőkealap | Domestic | Institutional | 1 532 160 | 11.35% | 11.35% |
| Note: PENTA CEE Holding Zrt. and Adventum PENTA Co-Investment SCSp vote together through their final decision maker, Kristóf Péter Bárány. | | | | | |
| Kristóf Péter Bárány | | | | | 51.80% |

Regarding the total share capital:

| Name | Residency | Activity | Quantity (pieces) | Ratio (%) | Voting right (%) |
|---|---|---|---|---|---|
| PENTA CEE Holding Plc. | Domestic | Company | 6 315 196 | 42.11% | 42.11% |
| Adventum PENTA Co-Investment SCSp | Foreign | Institutional | 2 176 351 | 14.51% | 14.51% |
| PortfoLion Partner Magántőkealap | Domestic | Institutional | 1 532 160 | 10.22% | 10.22% |
| Note: PENTA CEE Holding Zrt. and Adventum PENTA Co-Investment SCSp vote together through their final decision maker, Kristóf Péter Bárány. | | | | | |
| Kristóf Péter Bárány | | | | | 56.62% |

With respect to the total share capital, in relation to the shares with preferential voting rights:

| Name | Residency | Activity | Quantity (pieces) | Ratio (%) | Voting right (%) |
|---|---|---|---|---|---|
| PENTA CEE Holding Plc. | Domestic | Company | 6 315 196 | 42.11% | 69.53% |
| Adventum PENTA Co- Investment SCSp | Foreign | Institutional | 2 176 351 | 14.51% | 7.64% |
| PortfoLion Partner Magántőkealap | Domestic | Institutional | 1 532 160 | 10.22% | 5.38% |
| Note: PENTA CEE Holding Zrt. and Adventum PENTA Co-Investment SCSp vote together through their final decision maker, Kristóf Péter Bárány. | | | | | |
| Kristóf Péter Bárány | | | | | 77.17% |

## Additional information to be published required by § 95/A of Act C of 2000 on Accounting ("Accounting Act")

***a)*** **the composition of the registered capital, including those issued shares whose stock exchange trading is not permitted on the recognized (regulated) market (stock exchange) of a member state of the European Union, in the case of a joint-stock company, broken down by type of share, indicating the proportion of these types within the subscribed capital, as well as the related rights and obligations.**

| Series of shares | ISIN code | Nominal value (EUR) | Issued quantity (pieces) | Noun value (EUR) | Ratio within registered capital |
|---|---|---|---|---|---|
| Common stock | HU0000192786 | 0.1 | 13 497 618 | 1 349 761,8 | 90.0% |
| Voting Preference Share | HU0000198684 | 0.1 | 1 500 000 | 150 000 | 10.0% |
| Total share capital: | | | 14 977 618 | 1 497 761,8 | |

There are not any different rights to the Common stocks.

The Voting Preference Share shall be associated with a 10-fold (tenfold) voting right in the following decisions within the competence of the General Meeting: (i) the election of 3 (three) members of the Board of Directors and the removal of members elected under such decision-making order; and (ii) the election of 2 (two) members of the Supervisory Board and the removal of members elected under such decision-making rules. The decision of the General Meeting to elect a member of the Board of Directors or Supervisory Board shall clearly indicate whether the decision on the candidate will be taken as the member affected by the multiplication of votes. In the election (and removal) of 3 (three) members of the Board of Directors (member 1, member 2 and member 3), the Voting Preference Shares grant voting rights ten times (10 times) their nominal value, while during the election (and removal) of the remaining 2 (two) members of the Board of Directors (members 4 and 5), the Voting Preference Shares do not have a voting preference right and are also entitled to vote proportional to their nominal value. In order to enforce this decision-making mechanism, when electing board members, it must be made clear to shareholders (the General Meeting) in the proposed resolution that the candidate for that membership must be decided as a 1st or 3rd member, and thus the Voting Preference Shares entitle to multiple votes, or be decided as 4th or 5th member, and thus the Voting Preference Shares do not entitle to multiple votes on the issue. Similarly, if a decision to remove a member of the Board of Directors is placed on the agenda of the General Meeting, the proposal for a resolution should clarify whether that member was elected as a 1st or 3rd member and thus the Voting Preference Shares are entitled to multiple votes in the decision on the removal or whether that member was elected as the 4th or 5th member, so that the Voting Preference Shares do not entitle to multiple votes in the decision on recall.

The Company's shares (collectively, the "**Shares**") carry the following rights:

**Right to participate in the General Meeting, the right to vote**

The shareholder is entitled to participate in the General Meeting, to request information within the framework set out in the Civil Code and the current Articles of Association, as well as to make comments and motions and vote.

However, when calculating voting rights, the following restrictions under Act CII of 2011 on Regulated Real Estate Investment Companies (hereinafter: "**SZIT Act**") must be considered:

Pursuant to Section 3 (3)(ha) of the SZIT Act, if the Company – with the exception of preference shares – holds only shares admitted to trading on a regulated market, then at the time of registration as SZIT the amount of shares whose owners individually own, directly or indirectly, not more than 5% (five percent) of the total nominal value of the total registered capital must amount to at least 25% (twenty-five percent).

The Company has admitted all of the Common Shares to trading on the BSE regulated market. Voting Preference Shares are not admitted to trading on the BSE regulated market. Consequently, once registered as a SZIT, the Company is no longer obliged to ensure that at least 25% (twenty-five percent) of its shares are held by owners who do not own, directly or indirectly, more than 5% (five percent) of the total nominal value of the subscribed capital.

Pursuant to Section 3 (3) (e) of the SZIT Act, insurance companies and credit institutions may jointly exercise up to 10% (ten percent) of the total voting rights in the Company directly. The Company meets this requirement. Should insurance companies and credit institutions nevertheless acquire a stake in the Company exceeding 10% (ten percent) of the Company's share capital, they shall not be able to exercise their voting rights in excess of the 10% (ten percent) limit.

At the request of the Board of Directors, the shareholder registered in the share register (depositary, proxy holder, joint representative in the case of jointly owned shares) must immediately declare how much influence he or she has in the Company as beneficial owner. If he fails to do so within the deadline, his voting rights shall be suspended until he has fulfilled his obligation to provide information.

Act CXX of 2001 on the Capital Market (hereinafter: "Tpt.") Pursuant to Section 61, shareholders are obliged to inform the Company and the Hungarian National Bank immediately, but no later than within two calendar days, if the proportion of their directly and indirectly held shares and voting rights reaches, exceeds or falls below the following levels: 5, 10, 15, 20, 25, 30, 35, 40, 45, 75, 80, 85, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99%.

A shareholder who has acquired 1% (one percent) of influence must notify the Board of Directors of the acquisition within 2 (two) days.

**Right to information, right to comment**

The Board of Directors shall provide all shareholders with the necessary information on matters placed on the agenda of the General Meeting upon written request submitted at least eight (8) days prior to the date of the General Meeting, no later than three (3) days before the date of the General Meeting. The Board of Directors may refuse to provide information only if, in its opinion, it would infringe the business secrets of the Company. In this case, the provision of information shall be obligatory if the Board of Directors is obliged to do so by a decision of the General Meeting. The provision of information which does not contain trade secrets shall not be restricted. The shareholder shall not have access to the Company's books or other business documents.

**Dividend right**

The shareholder shall be entitled to receive from the Company the following in accordance with the provisions of the Civil Code. 3:261 (1) of the Articles of Association and distributed by the General Meeting of Shareholders, provided that it is entered in the share register on the basis of the ownership correspondence determined by the Board of Directors and carried out on the record date announced in the dividend payment notice. The exact date and procedure for the payment of the dividend will be determined by the Board of Directors, taking into account the procedures of the KELER, and will be announced to the shareholders. The shareholder is entitled to the dividend on the basis of the contribution already made.

The Company shall pay the dividend in the form of a cash distribution.

On the basis of its articles of association, the Company in the submission of the management shall propose at the annual General Meeting to approve dividends at least equal to the expected dividends, which, if accepted, shall be paid within 30 (thirty) trading days of the approval of the accounting report, provided that in the event that the amount of free funds of the regulated real estate investment company does not reach the expected amount of dividends, then the management proposes to pay at least 90% (ninety percent) of the amount of free funds as dividends.

Pursuant to Section 2(7) of the SZIT Act, demand and fixed-term bank deposits (excluding funds over which the regulated real estate investment company, regulated real estate investment pre-company or their project company has limited right of disposal), government securities issued by States party to the Agreement on the European Economic Area or a Member State of the Organisation for Economic Cooperation and Development may be considered free funds, the value of debt securities issued by an international financial institution and securities admitted to trading on a recognized capital market as shown in the balance sheet of the annual accounts of the regulated real estate investment company, the regulated real estate investment precursor and, in the case of their project company, the project company.

The Board of Directors may decide to pay an advance dividend between the adoption of two successive accounts if the legal conditions for doing so are met. The decision to pay an interim dividend may be taken on the basis of a proposal from the Board of Directors and the approval of the Supervisory Board. If it is established from the annual accounts prepared after the payment of the interim dividend that dividends cannot be paid, the shareholders shall repay the interim dividend upon the Company's request.

Pursuant to Section 6:22 of the Civil Code, the entitlement to dividends as a claim expires within 5 (five) years, unless otherwise provided by law. The limitation period begins when the claim falls due, i.e. on the specified starting date for the payment of dividends. If the shareholder was unable to enforce the claim for excusable reasons, the limitation period is suspended, in which case the claim may be enforced within a period of 1 year from the termination of the obstacle, even if the limitation period has already expired or less than one year remains. If the claim for dividends is time-barred, this does not affect the Company's obligation to pay dividends, but the dividend cannot be enforced in legal proceedings.

**Right to liquidation share**

In the event of dissolution of the Company without a legal successor, the assets remaining after the debts of the Company have been settled and available for distribution shall be vested in the shareholders in proportion to the nominal value of their shares in relation to the share capital.

**Right to petition**

If shareholders owning at least 1% of the shares communicate to the Board of Directors a proposal for supplementing the agenda of the General Meeting in accordance with the rules on itemisation of the agenda, or a draft resolution relating to an item on the agenda or to be included on the agenda, within 8 (eight) days of the publication of the notice convening the General Meeting, the Board of Directors shall communicate the supplemented agenda, publish a notice of draft decisions after communication of the proposal to it. The item indicated in the notice shall be deemed to be placed on the agenda.

**Priority note**

In the event of an increase in share capital by consideration in cash, shareholders and, in particular, shareholders holding shares in the same series as the shares put out for sale shall have a preferential right to receive the shares.

The Board of Directors shall inform shareholders in the manner laid down in Chapter 17 of the Articles of Association of the nominal value or issue value of the shares to be acquired, the starting and closing dates of the period for exercising the right and the way the right may be exercised.

A shareholder who is a shareholder of the Company on the date of priority determined by the Board of Directors and the General Meeting on the basis of the entry in the share register is entitled to exercise the right of preference. The General Meeting may, on the basis of a written proposal by the Board of Directors, restrict or exclude the exercise of the subscription preference right, or authorize the Board of Directors in its decision authorizing the increase in share capital to restrict or exclude the exercise of the subscription preference right for the duration of the authorization to increase the capital. In that case, the Board of Directors shall set out in the submission the reasons for the motion to restrict or exclude the right of priority of subscription.

***b)*** **any restrictions on the transfer of shares issued representing registered capital (including restrictions on the acquisition or the requirement for the consent of the company or other holders of the shares issued)**

The Company's consent is not required for the transfer of shares.

The transfer of shares shall be governed by the provisions of the Civil Code, the Act on Capital Market and other relevant laws. The transfer of shares is made by crediting the acquirer's securities account.

Penta CEE Holding Plc holds 4,554,678 ordinary shares with a par value of 0.1 eurocent each and 1,500,000 multiple voting preference shares with a par value of 0.1 eurocent each (and, if applicable, substitute shares issued in lieu thereof, including, but not limited to, shares issued in dematerialized form or issued by Shopper Park Plus Plc. shares issued following the cancellation and reissue of such shares as a result of the conversion of the accounting currency and share capital of Shopper Park Plus Plc into another currency), OTP Bank Plc. (seat: 1051 Budapest, Nádor u.16., company registration number: 01-10-041585) as pledgee and pledgee trustee in favour of Penta CEE Holding Plc. on 14 April 2022 and in favour of Penta CEE Holding Zrt. in favour of the additional 86,957 ordinary shares with a nominal value of 0.1 eurocent each (or, if applicable, any substitute shares issued in lieu thereof, including but not limited to shares issued in dematerialized form or issued in the form of a substitute share or shares of Shopper Park Plus Plc. shares issued following the cancellation and reissue of such shares as a result of the conversion of the accounting currency and share capital of Shopper Park Plus Plc into another currency), OTP Bank Plc. (seat: 1051 Budapest, Nádor u.16., company registration number: 01-10-041585), as pledgee, on 17 February 2025.

**c) investors who have significant direct or indirect holdings in the equity capital of the entrepreneur (including pyramid structures and cross-shareholdings), even if the shares are held by means of certificates representing shares**

| Name | Residency | Activity | Quantity (pieces) | Ratio (%) | Voting right (%) |
|---|---|---|---|---|---|
| PENTA CEE Holding Plc. | Domestic | Company | 6 315 196 | 42.11% | 69.53% |

**d) holders of shares issued conferring special control rights and those rights**

1,500,000 registered Series B Voting Preference Shares with a nominal value of EUR 0.1 (i.e. ten euro cents) were issued by the Company on a dematerialized way. The Voting Preference Shares are owned by Penta CEE Holding Plc.

The Voting Preference Share shall be associated with a 10-fold (tenfold) voting right in the following decisions within the competence of the General Meeting: (i) the election of 3 (three) members of the Board of Directors and the removal of members elected under such decision-making order; and (ii) the election of 2 (two) members of the Supervisory Board and the removal of members elected under such decision-making rules. The decision of the General Meeting to elect a member of the Board of Directors or Supervisory Board shall clearly indicate whether the decision on the candidate will be taken as the member affected by the multiplication of votes. In the election (and removal) of 3 (three) members of the Board of Directors (member 1, member 2 and member 3), the Voting Preference Shares grant voting rights ten times (10 times) their nominal value, while during the election (and removal) of the remaining 2 (two) members of the Board of Directors (members 4 and 5), the Voting Preference Shares do not have a voting preference right and are also entitled to vote proportional to their nominal value. In order to enforce this decision-making mechanism, when electing board members, it must be made clear to shareholders (the General Meeting) in the proposed resolution that the candidate for that membership must be decided as a 1st or 3rd member, and thus the Voting Preference Shares entitle to multiple votes, or be decided as 4th or 5th member, and thus the Voting Preference Shares do not entitle to multiple votes on the issue. Similarly, if a decision to remove a member of the Board of Directors is placed on the agenda of the General Meeting, the proposal for a resolution should clarify whether that member was elected as a 1st or 3rd member and thus the Voting Preference Shares are entitled to multiple votes in the decision on the removal or whether that member was elected as the 4th or 5th member, so that the Voting Preference Shares do not entitle to multiple votes in the decision on recall.

**e) governance mechanism provided for by any employee shareholding system in which control rights are not exercised directly by employees**

There is no employee shareholding system.

**f) any restriction of voting rights (in particular restrictions on voting rights linked to a specified share or number of votes, time limits for exercising voting rights and schemes whereby the financial benefits attaching to shares are separated, in cooperation with the entrepreneur, from the holding of shares issued)**

There is no such right.

**g) any agreement between owners of which the entrepreneur is aware and which may result in restrictions on the shares issued or on the transfer of voting rights**

Penta CEE Holding Plc. and PortfoLion Partner Magántőkealap entered into an agreement establishing a so-called tag-along right on 9 May 2022, according to which if any person makes a purchase offer for part or all of Penta CEE Holding Plc.'s shares in the Company, which Penta CEE Holding Plc. wishes to accept, PortfoLion Partner Magántőkealap will be entitled to sell the shares he owns (or, if the offer relates to a part of the shares of Penta CEE Holding Plc., their proportional share) together with Penta CEE Holding Plc. to the person making the bid on the same terms.

***h)*** **rules on the appointment and removal of senior officials and amendments to the articles of association**

**Rules on the appointment and removal of senior officials**

The following matters shall have the exclusive competence of the General Meeting and shall be decided by a decision taken by a majority of more than 75% of the votes cast by those present:

- appointment and removal of 3 (three) members of the Board of Directors (members 1, 2 and 3) in respect of which Voting Preference Shares confer a voting preference right, in accordance with Article 9.3 of the Articles of Association.

The Voting Preference Share shall be associated with a 10-fold (tenfold) voting right in the following decisions within the competence of the General Meeting: (i) the election of 3 (three) members of the Board of Directors and the removal of members elected under such decision-making order; and (ii) the election of 2 (two) members of the Supervisory Board and the removal of members elected under such decision-making rules. The decision of the General Meeting to elect a member of the Board of Directors or Supervisory Board shall clearly indicate whether the decision on the candidate will be taken as the member affected by the multiplication of votes. In the election (and removal) of 3 (three) members of the Board of Directors (member 1, member 2 and member 3), the Voting Preference Shares grant voting rights ten times (10 times) their nominal value, while during the election (and removal) of the remaining 2 (two) members of the Board of Directors (members 4 and 5), the Voting Preference Shares do not have a voting preference right and are also entitled to vote proportional to their nominal value. In order to enforce this decision-making mechanism, when electing board members, it must be made clear to shareholders (the General Meeting) in the proposed resolution that the candidate for that membership must be decided as a 1st or 3rd member, and thus the Voting Preference Shares entitle to multiple votes, or be decided as 4th or 5th member, and thus the Voting Preference Shares do not entitle to multiple votes on the issue. Similarly, if a decision to remove a member of the Board of Directors is placed on the agenda of the General Meeting, the proposal for a resolution should clarify whether that member was elected as a 1st or 3rd member and thus the Voting Preference Shares are entitled to multiple votes in the decision on the removal or whether that member was elected as the 4th or 5th member, so that the Voting Preference Shares do not entitle to multiple votes in the decision on recall.

The General Meeting shall have exclusive competence to decide on the following matters and shall take decisions on such matters by a decision taken by a majority of more than 80% of the votes cast by those present:

- appointment and removal two members of the Board of Directors (members 4 and 5) in respect of which Voting Preference Shares do not confer a voting preference right, in accordance with Article 9.3 of the Articles of Association, and the appointment and removal of members of the Company's supervisory board and Audit Committee;
- determining the remuneration of members of the Board of Directors, the Supervisory Board and the Audit Committee.

**Rules on the amendments of Articles of Association**

The General Meeting shall have exclusive competence to decide on the following matters and shall be decided by a decision taken by a majority of more than 50% of the votes cast by those present:

- change of the company name, registered office, permanent establishments, branches of the Company and the related amendment of the Articles of Association.

The General Meeting shall have exclusive competence to decide on the following matters and shall be decided by a decision taken by a majority of more than 80% of the votes cast by those present:

- adoption or amendment of the Company's Articles of Association (unless the Board of Directors is also entitled to do so under the Articles of Association);
- appointment of the Company's auditor, approval of its terms and conditions and related amendments to the Articles of Association.

The Board of Directors is entitled to decide on amendments to the Articles of Association that become necessary in connection with a decision made in a matter within its jurisdiction.

***i)* rights of directors, in particular their rights to issue and buy back shares**

The management of the Company is carried out by the Board of Directors.

**The rights of the Board of Directors to issue and buy back shares:**

The General Meeting may authorize the Board of Directors to increase the share capital. The authorization shall specify the maximum amount for which the Board of Directors may increase the share capital of the Corporation and the maximum period of five years during which such increase in share capital may take place.

The Board of Directors shall inform shareholders on the way described in Chapter 17 of the Articles of Association of the nominal value or issue value of the shares to be acquired, the starting and closing dates of the period for exercising the right and the manner in which the right may be exercised.

A shareholder who is a shareholder of the Company on the date of priority determined by the Board of Directors and the General Meeting on the basis of the entry in the share register is entitled to exercise the right of preference. The General Meeting may, based on a written proposal by the Board of Directors, restrict or exclude the exercise of the subscription preference right, or authorize the Board of Directors in its decision authorizing the increase in share capital to restrict or exclude the exercise of the subscription preference right for the duration of the authorization to increase the capital. In that case, the Board of Directors shall set out in the submission the reasons for the motion to restrict or exclude the right of priority of subscription.

If the Board of Directors is authorized to increase the share capital, the Board of Directors shall also decide on matters relating to the increase in share capital which otherwise fall within the competence of the General Meeting.

The General Meeting of the Company may authorize the Board of Directors to acquire its own shares by a decision taken by a majority of more than 80% of the votes cast by those present, in which case the Board of Directors may decide on the matter by a decision taken by a majority of 4/5 of the votes cast by those present.

**The rights of the Board of Directors specified in the Articles of Association are:**

The Board of Directors has exclusive competence to make decisions on the following matters, and the Board Directors may take decisions on these matters by a majority of 4/5 of the votes cast, provided that the quorum for decisions on these matters is only achieved if at least 4 executive board members are present at the meeting (at least 4 executive board members participate in decision-making without holding a meeting):

- approval and amendment of the Company's business plan for OPEX and/or CAPEX expenditures with an aggregate deviation exceeding EUR 2,000,000, i.e. EUR two million (provided that if a new business plan is not approved by 31 December of the previous year, the business plan for the previous year shall be duly applicable after indexation);
- prior approval of the business plan of the subsidiaries of the Company (provided that if a new business plan is not approved by 31 December of the previous year, the business plan for the previous year shall be duly applicable after indexation);
- prior approval in the event of deviations from the approved business plan of more than EUR 2,000,000 for OPEX and/or CAPEX expenditure, i.e. EUR two million;
- acquisition of assets with a value exceeding 10% of the balance sheet total;
- making decisions relating to the financing of the Company and its subsidiaries above a threshold of EUR 5,000,000, i.e. EUR five million, such as taking out loans, granting loans, providing collateral, issuing debt securities or drawing down loan(s) amounts on the basis of previously concluded loan(s);
- foundation or dissolution of subsidiaries, the acquisition or disposal of shares in subsidiary undertakings;
- entering into, modifying or terminating a contract not included in the business plan or entering into an obligation by the Company or a subsidiary, the aggregate value of which in the given financial year amounts to EUR 1,000,000, i.e. EUR one million, and differs from the retail park profile;
- deciding on the disposal or reduction of shares in another company owned by the Company and on investments (foundation, capital increase, purchase of shares) leading to the acquisition of such shares (in another company) if their cost or market value exceeds EUR 5,000,000, i.e. EUR five million;
- granting prior approval for the sale, encumbrance or reduction of ownership of tangible property, assets or real estate owned by the Company (or another subsidiary owned by the Company), provided that tangible property is defined as one whose cost or market value exceeds EUR 5,000,000, i.e. EUR five million;
- approval of the conclusion of a contract exceeding EUR 500,000, i.e. five hundred thousand euros, concluded by a shareholder, executive officer or CEO of the Company who has achieved a 5% (five percent) shareholding (Section 8.1 (1) of the Civil Code), his partner, or any shareholder who has reached a 5% (five percent) shareholding, or by any shareholder reaching 5% (five percent) with a managed company,
- approval the rules of organization and operation of the Company and all internal rules, including remuneration policies, and amendments thereto (except accounting policies);
- decisions on the basis of the authorization granted to the Board of Directors by the General Meeting (e.g. capital increase, exclusion of subscription preference rights, acquisition or disposal of own shares, adoption of interim balance sheets, issues relating to redeemable shares and convertible bonds);
- conclusion of contracts with intercompanies, modification and termination of contracts with such intercompanies;
- selection of the Company's real estate appraiser and approval of his terms of contract;
- approval of the Company's regulations on property valuation.
- a decision under point 15.2 of the Statutes.

The Board of Directors shall have exclusive competence to take decisions on the following matters by a decision taken by a majority of more than 50% of the votes cast:

- decision on any issue which does not fall within the competence of the General Meeting and in respect of which at least 2 (two) members of the Board of Directors initiate discussion of the matter in the college and the decision of the college.

The Board of Directors shall be entitled to decide on any amendment in the Articles of Association which becomes necessary in connection with a decision taken in a matter falling within its competence.

All issues and matters that do not fall within the competence of the General Meeting either by the Articles of Association or by law, and which have not been mentioned above as the competence of the Board of Directors, shall be dealt with by the operational managers of the Company, including, but not limited to, the following cases:

- making decisions on entries in the share register;
- convocation of a General Meeting;
- submission of the report on corporate governance to the General Meeting;
- granting representative rights for the Company's employees;
- decision to submit annual accounts to the General Meeting;
- approval of a proposal by the General Meeting concerning interim dividends;
- approval, amendment of accounting policies;
- deciding on any other issue where legislation refers the decision on a specific (not in general terms, but precisely) to the management.

The operative managers of the Company are those members of the Board of Directors who have the right of representation. As operational managers, the framework of their actions is aligned with their right of representation (joint or autonomous).

The Company is represented and thus registered by the 1st member, the 2nd member and the 3rd member from the board members, while the 4th member and the 5th member have no right of representation.

Board members with representation rights have joint representation and registration rights. Employees authorized by the Board of Directors to sign t can have joint right only.

***j)*** **any material agreements in which the contractor participates which take effect, are amended or terminated following a takeover bid due to a change in the contractor's control and the effects of those events, unless disclosure of such information would be seriously prejudicial to the contractor's equitable commercial interests, provided that it is not required to disclose it under other laws**

There is not such an agreement.

***k)*** **any agreement concluded between the contractor and its executive officer or employee providing for compensation in the event of the resignation of the executive officer or termination by the employee, the termination of the employment relationship of the executive officer or employee or the termination of the legal relationship due to a takeover bid**

There is not such an agreement.

**Corporate governance**

The Company makes the following statements according to Section 95/B of Act on Accounting:

1. The corporate governance rules applicable to the Company are regulated by Act V of 2013 on the Civil Code, the SZIT Act and other Hungarian and European Union legislation governing the operation of the Company. The Company's corporate governance practices are in line with the requirements of the Budapest Stock Exchange and the currently valid capital market regulations, within the framework of which the Company publishes a Corporate Governance

Report in accordance with the Corporate Governance Recommendations published by Budapest Stock Exchange Plc. In the Corporate Governance Report, the Company summarizes its current information on corporate governance on an annual basis. In addition to the mandatory requirements, the voluntarily applied corporate governance rules are contained in the Company's Articles of Association, which are available on the Company's website.
If there is a significant change in corporate governance, the Company will publish a notice to that effect.

2. With regard to Section 95/B (2) (c) of Act C of 2000: The Company shall publish with the annual report a corporate governance report, which shall describe any deviations from the law in accordance with the law, and, if there is a significant relevant change in corporate governance, the Company shall publish a notice.
3. With regard to Article 95/B (2) (d) of Act C of 2000: The company shall publish a corporate governance report together with the annual report, including the reasons for any failure to apply any of the provisions of the rules referred to in point 1.
4. The Company has not yet set up a risk management system.
5. The Company established an internal independent audit function during 2024. The purpose of operating the internal audit function is to assist the Company in protecting the interests of the Company's shareholders, customers, business partners and other stakeholders:
   - The efficiency and effectiveness of the Company's operations;
   - the reliability, completeness and timeliness of financial and management information;
   - effective management of risks threats the Company's objectives;
   - the protection of the Company's assets and property.

   The internal audit function reports to the Supervisory Board, which reports to it as required, but at least annually.

   Internal Audit has unrestricted access to all information necessary for its investigations.

   Shareholders are informed at least annually of the functioning of the system of internal controls.
6. The information pursuant to § 95/A c), d), f), h) and i) of the Act on Accounting is contained in the previous chapter.
7. With regard to Section 95/B (h) of the Act on Accounting: the company shall declare its diversity policy as part of the sustainability report.

**8. With regard to Section 95/B (2) g) of Act C of 2000: Information on the composition and functioning of the supreme governing (management) body, the executive body and the supervisory board and their committees:**

**Board of directors:**

Members:

| **Name** | **Role** | **Mandatory** | |
|---|---|---|---|
| | | **starting date** | **ending date** |
| Kristóf Péter Bárány | Member of the Board of Directors (President of the Board of Directors) (1st member) | 02.12.2021 | indefinite |

| | | | |
|---|---|---|---|
| András Marton | Member of the Board of Directors (2nd member) | 02.12.2021. | indefinite |
| Gábor Németh | Member of the Board of Directors (3th member) | 02.12.2021. | indefinite |
| András Molnár | Member of the Board of Directors (4th member) | 23.05.2022 | indefinite |
| Balázs Sándor Deim [1] | Member of the Board of Directors | 27.10.2023 | 22.01.2024 |
| Michelle Sharon Small | Member of the Board of Directors (5th member) | 22.01.2024. | indefinite |

The Board of Directors is responsible for the management of the Company. The Board of Directors is composed of five members and its chairman is elected by the Board itself from its members. Members 1 to 4 of the Board of Directors perform their duties without remuneration. The 5th member shall be remunerated.

Operation:

The responsibilities of the Board of Members were described in the previous chapter. The Board of Members shall not have committees.

The members of the Board of Directors shall act with the utmost diligence and shall give priority to the interests of the Company. The members of the Board of Directors shall be liable to the Company for damages caused by the breach of contract in accordance with the Civil Code and other legislation, the Articles of Association, resolutions made by the General Meeting and the rules of liability for damages caused by breach of contract against the Company.

The Board of Directors shall act in accordance with these Statutes and its own Rules of Procedure, which rules of procedure shall be established at its own discretion, provided that the Board of Directors shall have a quorum if at least 3 (three) members are present or participate in the decision at the meeting, and in the subjects listed in Section 8.4 of the Articles of Association if at least 4 (four) members are present or participate in the decision.

**Supervisory Board/Audit Committee:**

Members:

| **Name** | **Role** | **Mandatory starting date** | **Mandatory ending date** |
|---|---|---|---|
| Dr. Gergely Szűcs | Member of Supervisory Board (President), member of Audit Committee | 27.10.2023 | indefinite |

[1] Balázs Sándor Deim resigned from his position as a member of the Board of Directors due to other commitments in his resignation statement dated 19 December 2023 and published on 20 December 2023. Her resignation in view of Section 3:25 (4) of the Civil Code became effective on 22 January 2024, when the General Meeting of the Company decided on the appointment of Michele Sharon Small as a member of the Board of Directors.

| | | | |
|---|---|---|---|
| Dr. József Berecz | Member of Supervisory Board, member of Audit Committee | 27.10.2023 | indefinite |
| Sándor Makra | Member of Supervisory Board, member of Audit Committee | 27.10.2023. | indefinite |

Operation of the Supervisory Board:

The Company does not have an executive supervisory board.

The Supervisory Board supervises the management of the Company for the supreme body of the Company, within which it may inspect the Company's documents, accounting records and books, request information from the company's executive officers and employees, examine the Company's payment account, cash register, stock of securities and commodities and contracts and have it examined by an expert.

The Supervisory Board consists of 3 (three) members, acts as a collegiate body, elects a president from among its members. The term of office of members of the Supervisory Board shall be indefinite.

The Supervisory Board shall establish its own rules of procedure.

The members of the Supervisory Board are independent of the management of the Company and cannot be instructed in the course of their activities. A member of the Supervisory Board shall not be considered independent if:

- an employee or former employee of the Company for a period of five years from the date of termination of that relationship;
- performs activities for and for the benefit of the Company or Board of Directors on the basis of an expert or other agency relationship;
- a shareholder of the Corporation who directly or indirectly holds thirty per cent or more of the votes cast, or who is a close relative or partner of such a person;
- is a close relative or partner of a non-independent executive officer or senior employee of the Company;
- in the event of successful operation of the public limited liability company, it is entitled to financial benefits by virtue of its membership of the supervisory board or receives any remuneration from the Company or from an undertaking affiliated to the Company other than the fee for membership of the Supervisory Board;
- has a legal relationship with a member of the Board of Directors in another company on the basis of which the member has the right of management and control;
- an auditor of the Company or a member or employee of the firm of auditors for a period of three years from the date of termination of that relationship;
- a senior executive or senior employee in a company of which the member of the Supervisory Board is also a senior executive of the Company.

The tasks and competences, organization and operation of the Supervisory Board shall be governed by the provisions of the Civil Code.

In particular, but not exclusively, the rights and responsibilities of the Supervisory Board include:

- if, according to the Supervisory Board, the activities of the management are contrary to law or Articles of Association, contrary to the decisions of the General Meeting or

otherwise prejudicial to the interests of the Company, the Supervisory Board shall be entitled to convene a meeting of the General Meeting in order to consider the matter and to take the necessary decisions;
- the General Meeting may decide on the financial statements and the use of profit after tax in accordance with the Act on Accounting only after obtaining a written report from the Supervisory Board;
- the Board of Directors may decide on the payment of interim dividends only with the approval of the Supervisory Board;
- the acquisition by the Company of assets with a value exceeding 10% of the total balance sheet is possible only after prior approval by the Supervisory Board;
- the Supervisory Board shall examine all major proposals submitted to the General Meeting or the Board of Directors and present its position thereon at a meeting of the General Meeting or the Board of Directors;
- a member of the Supervisory Board may apply to the court to set aside a decision taken by the General Meeting and other organs of the Company if the decision is unlawful or contrary to the Articles of Association;
- If a decision taken by the General Meeting or other organs of the Company were challenged by a senior executive of the Company and there were no other executive officer of the Company who could represent the Company, the Company shall be represented in the suit by a member of the Supervisory Board appointed by the Supervisory Board.

Operation of Audit Committee

The Company has 3 (three) members Audit Committee. The Audit Committee shall act as a body and elect a president from among its members. The Audit Committee may share its audit tasks among its members on a permanent basis or on the basis of ad hoc decisions. The term of office of members of the Audit Committee shall be indefinite.

The members of the Audit Committee are elected by the General Meeting from among the members of the Supervisory Board. The president of the Audit Committee shall be elected by the members of the Audit Committee from among their number.

The Audit Committee shall establish its own rules of procedure.

The members of the Audit Committee shall perform their activities without remuneration.

The Audit Committee shall assist the Supervisory Board in auditing the financial reporting system, selecting the auditor and cooperating with the auditor. The Audit Committee shall have the competence of all matters assigned to it by law or by virtue of its authority by these Statutes. The functions of the Audit Committee shall be:

- monitor the effectiveness of the Company's internal control and risk management systems, as well as the financial reporting process and, if necessary, make recommendations;
- monitor the statutory audit of the annual accounts, taking into account the findings and conclusions of the quality control procedure conducted by the Public Audit Authority pursuant to Act LXXV of 2007 on the Chamber of Hungarian Auditors, Audit Activities and Public Audit Supervision;
- review and monitor the independence of the auditor or audit firm, in particular with regard to compliance with Article 5 of Regulation (EU) No 537/2014 of the European

Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC.

The Audit Committee shall provide the General Meeting with a written report on its findings on matters falling within its remit at least 21 (twenty-one) days prior to the Annual General Meeting.

The General Meeting may decide on the accounts and the use of profit after tax only after obtaining a written report from the Audit Committee.

The Audit Committee may review the Company's files, accounting records and books, may request information from the Company's executive officers and employees, may examine the Company's payment account, cash register, stock of securities and commodities and contracts may be examined and examined by an expert.

**Statement of disclaimer in relation to financial statements**

Shopper Park Plus Plc. declares that the consolidated annual accounts, prepared to the best of its knowledge on the basis of applicable accounting regulations, give a true and fair view of the assets, liabilities, financial position, profit and loss of Shopper Park Plus Plc. and the companies included in the consolidation, furthermore, the consolidated annual report gives a reliable picture of Shopper Park Plus Plc. and the companies involved in the consolidation its situation, development and performance, describing the main risks and uncertainties.

Budapest, 08.04.2025

Board Member Board Member

# Shopper Park Plus Plc.

## Consolidated financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union

for the financial year ending 31.12.2024

## List of contents

## Consolidated statement of comprehensive income

| Data in EUR | Note | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|---|
| Rental income | 4 | 24 179 949 | 22 197 068 |
| Operating fees and other revenue | 5 | 10 718 598 | 25 994 052 |
| Operating and other property-related expenses | 5 | (12 950 241) | (28 898 239) |
| **Gross result** | | **21 948 306** | **19 292 881** |
| Gain from revaluation of investments properties | 9 | 13 700 858 | 5 890 179 |
| Impairment | 7 | (197 474) | (171 673) |
| Administrative expenses | 6 | (3 438 626) | (2 791 876) |
| Other income | 8 | 616 033 | 0 |
| **Operating result** | | **32 629 097** | **22 219 511** |
| Financial income | 10 | 881 938 | 2 122 548 |
| Financial expenses | 10 | (9 493 120) | (11 553 287) |
| **Profit before tax** | | **24 017 915** | **12 788 772** |
| Income tax (gain / (loss)) | 11 | 191 845 | (1 298 720) |
| **Profit for the year** | | **24 209 760** | **11 490 052** |
| Of which attributable to non-controlling interest | | (16 181) | 0 |
| Of which attributable to owners of the parent company | | 24 225 941 | 11 490 052 |
| *Other comprehensive income to be reclassified to profit or loss for the period* | | | |
| Cash-flow hedge period end valuation difference | 14 | (515 674) | (1 431 590) |
| Foreign currency translation reserve | | (9 134) | 0 |
| *Other comprehensive income not to be reclassified to profit or loss for the period:* | | | |
| Result on financial instruments measured against other comprehensive income | | 0 | 0 |
| **Other comprehensive income for the year** | | **(524 808)** | **(1 431 590)** |
| **Total comprehensive income for the year** | | **23 684 952** | **10 058 462** |
| Of which attributable to non-controlling interest | | (16 181) | 0 |
| Of which attributable to owners of the parent company | | 23 701 133 | 10 058 462 |
| Earnings per share | 25 | 1,85 | 1,12 |
| Basic EPS for share type A | 25 | 1,85 | 1,12 |
| Diluted EPS for share type A | 25 | 1,85 | 1,12 |
| Basic EPS for share type B | 25 | 1,85 | 1,12 |
| Diluted EPS for share type B | 25 | 1,85 | 1,12 |

## Consolidated statement of financial position (balance sheet)

| Data in EUR | Note | 31.12.2024 | 31.12.2023 |
|---|---|---|---|
| Assets | | | |
| Non-current assets | | 309 625 541 | 288 659 065 |
| Investment properties | 12 | 309 620 000 | 288 650 000 |
| Other non-current assets | | 5 541 | 9 065 |
| | | | |
| Current assets | | 62 034 498 | 49 389 451 |
| Lease and other accounts receivable | 15 | 5 510 203 | 6 014 227 |
| Current income tax receivable | 15 | 308 452 | 354 962 |
| Other receivables | 15 | 3 853 428 | 3 449 003 |
| Restricted cash | 13 | 43 001 515 | 9 932 613 |
| Cash and cash equivalents | 16 | 9 360 900 | 29 638 646 |
| | | | |
| Total assets | | 371 660 039 | 338 048 516 |
| | | | |
| Equity and liabilities | | | |
| Equity | | 200 781 865 | 160 884 261 |
| Share capital | 17 | 1 499 762 | 1 307 762 |
| Capital reserve | 17 | 152 188 510 | 130 521 762 |
| Cash-flow hedge | 17 | (1 684 466) | (1 168 792) |
| Foreign currency translation reserve | 17 | (9 134) | 0 |
| Retained earnings | 17 | 44 480 623 | 30 223 529 |
| Non-controlling interest | 2 | 4 306 570 | 0 |
| | | | |
| Non-current liabilities | | 150 248 217 | 145 740 650 |
| Long-term loans and borrowings | 18 | 138 071 145 | 134 091 701 |
| Tenant deposits | 19 | 6 756 237 | 6 454 241 |
| Deferred tax liabilities | 20 | 5 390 284 | 4 646 884 |
| Other non-current liabilities | 21 | 30 551 | 547 824 |
| | | | |
| Current liabilities | | 20 629 957 | 31 423 605 |
| Short-term loans and borrowings | 18 | 6 281 360 | 5 906 250 |
| Accounts payable | 22 | 2 138 665 | 397 457 |
| Current income tax liabilities | 22 | 182 280 | 204 006 |
| Negative fair value of cash flow hedging derivatives | 14 | 1 684 467 | 1 168 792 |
| Other current liabilities | 22 | 10 343 185 | 23 747 100 |
| Total liabilities | | 170 878 174 | 177 164 255 |
| | | | |
| Total equity and liabilities | | 371 660 039 | 338 048 516 |

# Consolidated statement of changes in equity

| Data in EUR | Note | Share capital | Capital reserve | Cash-flow hedge | Foreign currency translation reserve | Retained earnings | Equity attributable to equity holders of the parent | Non-controlling interest | Total |
|---|---|---|---|---|---|---|---|---|---|
| Balance on 01.01.2023 | | 963 200 | 95 356 800 | 262 797 | 0 | 22 586 275 | 119 169 072 | 0 | 119 169 072 |
| Total comprehensive income for the year | 17 | 0 | 0 | 0 | 0 | 11 490 052 | 11 490 052 | 0 | 11 490 052 |
| Total other comprehensive income for the year | 17 | 0 | 0 | (1 431 590) | 0 | 0 | (1 431 589) | 0 | (1 431 590) |
| Dividends paid to shareholders of the parent company | 17 | 0 | 0 | 0 | 0 | (3 852 798) | (3 852 800) | 0 | (3 852 800) |
| Transaction cost related to the issue of share capital | 24 | 0 | (1 703 151) | 0 | 0 | 0 | (1 703 150) | 0 | (1 703 150) |
| Increase in share capital and capital reserve | 17 | 344 562 | 36 868 113 | 0 | 0 | 0 | 37 212 674 | 0 | 37 212 674 |
| Balance on 31.12.2023 | | 1 307 762 | 130 521 762 | (1 168 792) | 0 | 30 223 529 | 160 884 261 | 0 | 160 884 261 |
| Total comprehensive income for the year | 17 | 0 | 0 | 0 | 0 | 24 225 941 | 24 225 941 | (16 181) | 24 209 760 |
| Total other comprehensive income for the year | 17 | 0 | 0 | (515 674) | (9 134) | 0 | (524 808) | 0 | (524 808) |
| Dividends paid to shareholders of the parent company | 17 | 0 | 0 | 0 | 0 | (9 968 847) | (9 968 847) | 0 | (9 968 847) |
| Transaction cost related to the issue of share capital | 24 | 0 | (221 252) | 0 | 0 | 0 | (221 252) | 0 | (221 252) |
| Increase in share capital and capital reserve | 17 | 192 000 | 21 888 000 | 0 | 0 | 0 | 22 080 000 | 0 | 22 080 000 |
| Non-controlling interest value related to the period at purchase acquisition | 2 | 0 | 0 | 0 | 0 | 0 | 0 | 4 322 751 | 4 322 751 |
| Balance on 31.12.2024 | | 1 499 762 | 152 188 510 | (1 684 466) | (9 134) | 44 480 623 | 196 475 295 | 4 306 570 | 200 781 865 |

# Consolidated statement of Cash Flow

| Data in EUR | Note | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|---|
| *Cash flow from operating activities:* | | | |
| Profit before tax | | 24 017 915 | 12 788 772 |
| Adjustments to reconcile profit before tax to net cash flows: | | | |
| Gain from revaluation of investment property | 9 | (13 700 858) | (5 890 179) |
| Gain /(Loss) on Foreign exchange differences | | 81 871 | (41 196) |
| Increase / decrease of provisions | 22 | 0 | (154 662) |
| Other corrections of the result (mainly from interests) | 10 | 8 155 495 | 8 288 461 |
| Changes in accounts receivable and other receivables | 15 | (73 428) | 7 481 052 |
| Increase / decrease in deposits and tenant deposits | 19 | 301 996 | 505 540 |
| Increase / decrease in restricted cash balances | 13 | (33 068 902) | (483 046) |
| Decrease/increase in accounts payable and other current liabilities | 22 | (11 264 294) | (6 351 119) |
| Income tax paid | 11 | 44 343 | (168 884) |
| Net cash flows from operating activities | | (25 505 862) | 15 974 739 |
| | | | |
| *Cash flow from investing activities* | | | |
| Acquisition of investment properties | 12 | (7 269 142) | (3 114 821) |
| Purchase of other fixed asset | | 0 | (8 967) |
| Net cash flow from the acquisition of a subsidiary | 2 | 4 973 472 | 0 |
| Net cash flows used in investing activities | | (2 295 670) | (3 123 788) |
| | | | |
| *Cash flow from financing activities* | | | |
| Repayment of loans/borrowings to 3rd parties | 18 | (5 906 250) | (5 531 250) |
| Drawdown of loans / borrowings from 3rd parties | 18 | 10 424 698 | 0 |
| Drawdown of loans from related parties outside the group | 18 | 12 840 000 | 5 006 000 |
| Repayment of loans / borrowings to related parties outside the group | 18 | (12 840 000) | (10 016 959) |
| Transaction costs of issuing equity intruments | 24 | (221 252) | (1 703 150) |
| Capital increase | 17 | 22 080 000 | 37 212 674 |
| Subsidiary capital increase of minority shareholder | 17 | 4 322 751 | 0 |
| Interest paid | 10 | (8 802 692) | (8 859 809) |
| Dividends paid | 17 | (9 968 847) | (3 852 800) |
| Net cash flow from financing activities | | 7 605 657 | 12 254 707 |
| | | | |
| Net change in cash and cash equivalents | | (20 195 875) | 25 105 657 |
| | | | |
| Cash and cash equivalents at the beginning of the year | 16 | 29 638 646 | 4 491 793 |
| Exchange rate gains/ (losses) on cash and cash equivalents | 10 | (81 871) | 41 196 |
| Cash and cash equivalents at the end of the year | 16 | 9 360 900 | 29 638 646 |

# Notes to the Consolidated financial statements

## 1. General background

| | |
|---|---|
| Name of the parent company: | Shopper Park Plus Plc. |
| Tax number: | 27033498-2-44 |
| Registered seat: | 1015. Budapest, Batthyány street 3. ground floor 1. |
| Company registration number: | 01-10-140433 |
| Website: | www.shopperparkplus.hu |

Shopper Park Plus Plc. (hereinafter "SPP", "Parent Company" or the "Company") was incorporated on 9. July 2019 as Graduw Ltd. The name of the Company was changed to Shopper Park Plus Private Limited Company. on 23 January 2023. The Company was transformed into a Public Limited Company on 27 October 2023, and its common shares are listed in the Premium category of the Budapest Stock Exchange. Its share capital is 1,499,762 EUR. There have been no changes in the name or other identifying information of the Company since the previous reporting period.

The majority shareholder of the Parent Company is Penta CEE Holding Ltd. from 20 December 2021, with its registered office at 1015. Budapest, Batthyány street 3. ground floor 1, Hungary. The ultimate parent company of the Company is Adventum Penta Fund SCA SICAV-RAIF.

As of December 31, 2024, the Company's share capital consisted of 13,497,618 dematerialized common shares of series "A," each with a nominal value of 0.1 EUR, representing equal and identical shareholder rights, and 1,500,000 dematerialized voting preference shares of series "B," each with a nominal value of 0.1 EUR, also representing equal and identical shareholder rights. The series "B" voting preference shares provide ten times the voting rights compared to the series "A" shares in certain decisions. Convertible or exchangeable shares were not issued during the reporting period or in previous fiscal years. No transactions aimed at acquiring own shares occurred either in the year 2024 or in previous financial years.

Registered principal activity of the Company: 6810 Sale of own real estate (according to TEÁOR'08 in force on 31 December 2024).

For a detailed description of the Parent Company's subsidiaries see note 2.3. The Group (Shopper Park Plus Plc. and it's subsidiaries) is active in the development, management and renovation of commercial real estate. The group develops its current properties with an intention to letting them on the basis of operating leases. However, this does not exclude the possibility of selling them in the future as part of the group's ongoing business activities.

Significant transactions in the year:

In FY 2024, SPP Group acquired three companies:
SPP decided to partially restructure its real estate portfolio, through the acquisition of Shopper Retail Park Ltd. from Adventum Trium Zártkörű Ingatlan Befektetési Alap and the sale of two retail parks to the company for further operation in December 2024. There were no changes in the property portfolio on a consolidated level.

In order to set up the corporate structure necessary to complete the acquisition of four retail parks operated by Tesco in Slovakia (the "Transaction"), SPP acquired Skradevel Holding Ltd. from Penta CEE Holding Plc. which acquired a Slovak project company, Shopping Malls SVK s.r.o., and subsequently completed a capital increase with co-investors, resulting in Skradevel Holding Ltd. holding a 60% stake. SPP through Skradevel Holding Ltd. and the co-investors provided additional loans to the Slovak company to partially secure the financing needs of the Transaction. SPP used the funds raised in its share capital increase (see 17. Equity), which was completed in December 2024, for this purpose. The additional capital contributions and loans provided to Shopping Mall SVK s.r.o. to finance the Transaction is presented below:

| Investor | Capital | Loan | Total | Shares % |
|---|---|---|---|---|
| Skradevel Holding Ltd. | 6 480 000 | 15 120 000 | 21 600 000* | 60,00% |
| Unity SK Holding Plc. (NCI) | 2 850 000 | 6 650 000 | 9 500 000 | 26,39% |
| TSP Partner Hungary Plc. (NCI) | 1 470 000 | 3 430 000 | 4 900 000 | 13,61% |
| Total | 10 800 000 | 25 200 000 | 36 000 000 | 100% |

**Eliminated on consolidation*

On 18 December 2024, Shopping Malls SVK s.r.o, as borrower, entered into a loan agreement and related security agreements with UniCredit Bank Czech Republic and Slovakia, a.s., as lender, for a maximum amount of EUR 46 million to provide bank financing for the Transaction, and on the same day entered into a sale and purchase agreement for real estate with TESCO STORES SR, as, for the Transaction. No drawings were made under the credit facility in 2024. The transaction closed in 2025, further information is disclosed in the note 28. Events after the balance sheet date. This will enable the Group to significantly expand its business and strengthen its market presence in the region. The acquisitions will contribute to the company's growth strategy and create additional business opportunities.

Representatives of the Company:

| | | |
|---|---|---|
| Kristóf Péter Bárány | András Marton | Gábor Németh |
| 1011 Budapest | 1126 Budapest | 1118 Budapest |
| Ponty street 6. | Fodor street 9/a. ground floor 2. | Radóc street 10. |
| Joint representation right | Joint representation right | Joint representation right |

### Transformation into a regulated real estate investment company

The Company was registered by the National Tax and Customs Administration on 8 January 2022, with effect from 1 January 2022, as a Regulated Real Estate Investment Pre-Company. On 12 January 2024, with effect from 26 October 2023 the Company was registered as Regulated Real Estate Investment Company.

Shopper Park Plus Plc., as a Regulated Real Estate Investment Company, is exempt from corporate tax and local business tax obligations.

Among the companies owned directly or indirectly by the Company, Shopper Retail Park Ltd. is registered as a regulated real estate investment project company.

### Financing and financial result

Shopper Park Plus Group partially financed the acquisition of the Hungarian retail parks and the companies owning the Czech retail parks from a bank loan. The loan agreement for the bank loan was concluded on 8 April 2022 and the loan was drawn down on 15 June 2022 in amount of MEUR 150.

Information on auditing and accounting

The Group is subject to audit. The auditor fee of the consolidated and individual financial statements is EUR 135,500 + VAT.

The Group's selected auditor provided the following audit and no non-audit services provided with Shopper Park Plus Plc. in the financial year from 1 January 2024 to 31 December 2024:

Shopper Park Plus - annual audit - individual financial statements: EUR 61,855
Shopper Park Plus - annual audit - consolidated financial statements: EUR 73,645

Auditor of the Group:
Attila Kujbus
Auditor registration number: 007370
Ernst & Young Audit Limited Liability Company
1132 Budapest, Váci street 20.

BPiON Services Ltd. (tax number: 26193616-2-41) is responsible for the financial records, as the Company's accounting service provider. The Financial Statements were compiled by: Kornélia Bálint (registration number: 202804).

## 2. Summary of material accounting policies

The material accounting policies applied in the preparation of the Consolidated financial statements are set out below. The Group has applied the accounting policies set out here consistently for all the years presented, and any deviations are marked separately.

### 2.1 Basis of the financial statement's preparation

The consolidated financial statements of Shopper Park Plus Plc. have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and interpretations of the Interpretations Committee of the International Financial Reporting Interpretations Committee (IFRS IC) on a going concern basis. The consolidated financial statements have been prepared on a historical cost basis, except for investment properties and derivative financial instruments that have been measured at fair value. The preparation of consolidated financial statements in line with IFRS requires the use of certain critical accounting estimates. Management must also select the accounting policies to be applied. Matters requiring more in-depth consideration or that are more complex, and those for which assumptions and estimates are significant to the financial statements, are disclosed in note 3.

### 2.2 Application of new and amended standards

For the reporting period ended 31 December 2024, the Group has prepared its financial statements in accordance with the provisions of all standards and interpretations that have become effective.

The accounting policies of the Group are consistent with the policies applied in previous years except for the following amended IFRS which have been adopted by the Company as at January 1, 2024:

The following standards and interpretations (including amendments) became effective in 2024:

- IFRS 16 Leases: Lease Liability in a Sale and Leaseback (Amendments) (issued 22 September 2022, effective for annual periods beginning on or after 1 January 2024)
- IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (Amendments) (issued on 31 October 2022, effective for financial years beginning on or after 1 January 2024)
- IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosures - Supplier Finance Arrangements (Amendments) (issued on 25 May 2023, effective for financial years starting from 1 January 2024)

The adoption of the above amendments had no material impact on the Group's consolidated financial statements.

New and amended standards and interpretations issued by the IASB and adopted by the EU but not yet effective:

- IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments) (issued 15 August 2023, effective for annual periods beginning on or after 1 January 2025)
- IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments (Amendments) (effective for annual periods beginning on or after 1 January 2026)

- IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity (Amendments) (effective for annual periods beginning on or after 1 January 2026)
- IFRS 18 Presentation and disclosure of financial statements (effective for annual periods beginning on or after 1 January 2027)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for annual periods beginning on or after 1 January 2027)

The Group plans to adopt the abovementioned new and amended standards on their respective effective date. The Group is in process of assessing the effect of these amendments on the Group's financial statements and disclosures.

In 2024, the Group applies all IFRS standards, amendments and interpretations effective from 1 January 2024 that are relevant to the Group's operations.

### 2.3 Consolidation

The consolidated financial statements include the financial statement of Shopper Park Plus Plc. as the parent company and its subsidiaries, which are collectively referred to as the "Group". Subsidiaries are those entities over which the parent company exercises control, i.e. where the parent company is exposed, or has rights to variable returns from its investments and has the ability to affect those returns by directing the relevant activities of the controlled entity.

The acquisition method of accounting is applied to acquired businesses that are considered as business combinations, based on the fair value of assets and liabilities at the acquisition date, i.e. the date on which control is obtained. The cost of acquisition is the sum of consideration and the non-controlling interest's share in the acquired business. Companies acquired or disposed of during the year are included in the consolidated financial statements from the date of the transaction or up to the date of the transaction.

Transactions, balances and results of transactions between companies included in the consolidation, as well as unrealized results, are eliminated, unless such losses refer to the impairment loss of related assets. During the preparation of the consolidated financial statements, similar transactions and events are recorded following consistent accounting principles.

The equity and profit or loss attributable to non-controlling interests are shown as separate line items in the consolidated statement of financial position and consolidated statements of comprehensive income. For business combinations, non-controlling interests are measured either at fair value or at the non-controlling interests' share of the fair value of the net assets of the acquired company. The choice of valuation method is made individually for each business combination. Following an acquisition, the non-controlling interest is the amount initially recognized, adjusted by the amount of any changes in the equity of the acquiree attributable to non-controlling interests. Non-controlling interests also benefit from total comprehensive income for the period if this results in a negative balance of their interest.

Changes in the Group's ownership shares in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The Group's shares and those of non-controlling interests are adjusted to reflect changes in their interests in subsidiaries. The amount by which the non-controlling interests' shares are adjusted and the difference between the consideration received or paid is recognized in equity as a value attributable to equity holders of the company.

Accounting of the asset acquisitions

The Group recognizes the individually identifiable assets acquired (including assets that meet the definition and recognition criteria of intangible assets according to IAS 38 Intangible Assets) and liabilities assumed. The group allocates cost between individually identifiable assets and liabilities based on their relative fair values at the date of acquisition. Such transaction or event does not create goodwill or negative goodwill, the difference is recognized in the PnL.

As of December 31, 2024 and during the years 2024 and 2023 the Company had the following subsidiaries:

| Name | Country of registration and place of activity | Nature of business activity | Date of consolidation | Percentage of ordinary shares held directly by the company (%) on 31 December 2024 and 31 December 2023. | |
|---|---|---|---|---|---|
| | | | | 2024 | 2023 |
| Gradevel Ltd. | Hungary | Real estate development project company | 14.12.2021 | 100% | 100% |
| Shopping Mall Ostrava s.r.o. | Czech Republic | Real estate development project company | 15.06.2022 | 100% | 100% |
| Shopping Mall Opava s.r.o. | Czech Republic | Real estate development project company | 15.06.2022 | 100% | 100% |
| Shopping Mall Karlovy Vary s.r.o. | Czech Republic | Real estate development project company | 15.06.2022 | 100% | 100% |
| Shopping Mall Chrudim s.r.o. | Czech Republic | Real estate development project company | 15.06.2022 | 100% | 100% |
| Skradevel Holding Ltd. | Hungary | Real estate development project company | 13.12.2024 | 100% | 0% |
| Shopper Retail Park Ltd. | Hungary | Real estate development project company | 13.12.2024 | 100% | 0% |
| Shopping Malls SVK s.r.o. | Slovakia | Real estate development project company | 05.12.2024 | 60% | 0% |

The Group acquired control of the subsidiaries from the dates described above and they are included in the consolidated financial statements from those dates.

Gradevel Ltd. has a share capital of EUR 42,000 and its registered seat is at Batthyány street 3, ground floor, 1. door.

The Czech companies each has a share capital of CZK 100,000 and their registered seats are Londýnská 730/59, Vinohrady (Praha 2), 120 00 Praha.

Skradevel Holding Ltd. has a registered capital of EUR 20,000, its registered seat is at Batthyány street 3, ground, floor. 1. door. The parent company acquired all shares of Skradevel Holding Ltd. for a cash consideration of EUR 10,000. At the time of purchase, the company had no major assets and its share capital was EUR 10,000.

Shopper Park Retail Ltd. has a registered capital of EUR 9,900, its registered seat is at Batthyány street 3, ground floor, door 1. The parent company acquired all shares of Shopper Retail Park Ltd. for a cash consideration of EUR 9,500,000. At the date of the acquisition, the company acquiree's assets consistent entirely of cash and cash equivalents amounting of EUR 10,146,822.

Shopping Malls SVK s.r.o. has a registered capital of EUR 10,000 and its registered seat is at Haanova 46A, Bratislava - mestská časť Petržalka 851 04. Skradevel Holding Ltd. acquired 85% of the shares in the company in exchange for a cash consideration of EUR 1,105 in the first round. For a cash contribution, both the parent company and the minority shareholder subsequently increased their capital, resulting in a 60% stake.

In 2021, Gradevel Ltd. was included in the Group by incorporation, and its subsidiaries were acquired by Gradevel Ltd. on 15 June 2022. Three subsidiaries were consolidated in 2024. All of them were acquired by purchase. The two Hungarian subsidiaries (Shopper Retail Park Kft. and Skradevel Holding Kft.) are directly 100% owned by the Parent Company. Skradevel Holding Kft. holds a 60% stake in the Slovakian company at the end of 2024, which acquisition was accounted for in several stages during the year as a result of capital increases, but as one transaction. Accordingly, two non-Group companies have a 40% non-controlling interest in the Slovak company, valued at EUR 4 322 751 at acquisition, the remaining 60%, EUR 6 482 855, being provided by the Group. The Group uses the net asset value method to determine the non-controlling interest. The Parent Company acquired an interest in each of these companies for cash.

The acquisition of the subsidiaries is in line with the Group's strategy to significantly expand its business and strengthen its market presence in the region.

The Group has accounted for the acquisition of stakes in all subsidiaries using the asset purchase method.

Gradevel Ltd., Skradevel Holding Ltd. and Shopper Park Retail Ltd. prepare their individual financial statements with a balance sheet date of 31 December in accordance with Act C. of 2000 on Hungarian Accounting. The Czech subsidiaries prepare their individual financial statements under the Czech Accounting Act. The Slovakian subsidiary prepares its separate financial statements in accordance with the Slovak Accounting Act.

The accounting policies of the companies included in the consolidation have been harmonized prior to consolidation, and any differences between Czech and Slovak GAAP and IFRS and between the Hungarian GAAP and IFRS have been recognised.

### 2.4 Foreign currency conversions

(a) Functional and reporting currency

The currency of the primary operating environment of Shopper Park Plus Plc. and the other companies constituting the Group, i.e. its functional currency is the euro, and the reporting currency of the consolidated financial statements is the euro.

(b) Transactions and balances

Foreign currency transactions are converted into the functional currency at the Hungarian National Bank's exchange rate on the valuation date in the case of a transaction or revaluation. Foreign exchange gains and losses resulting from the settlement of such transactions or from the year-end revaluation of financial assets and liabilities denominated in foreign currencies are recognized in the profit and loss statement under 'Financial income' or 'Financial expenses'. Foreign exchange gains and losses on loans and on cash and cash equivalents are presented in the profit and loss statement under 'Financial income' or 'Financial expenses'. Other exchange gains and losses are also presented in the profit and loss statement under 'Financial income' or 'Financial expenses'.

### 2.5 Investment properties

Property is recorded as investment property if it is held to earn rental or capital gains, or both, and not for the purpose of producing a product or providing a service, or for the conduct of a business.

Mixed-use properties (properties partly used by the Group and partly held for rental or capital increase purposes) shall be shared and the components accounted for separately if those components are available for sale separately.

Investment properties are primarily retail properties that are not used by the Group or in the course of the Group's activities or for sale in the ordinary course of business but are used primarily for rental income and capital increase purposes.

Investment properties are initially measured at cost, including transaction costs. Transaction costs include transfer duties, professional fees for legal services, borrowing costs and initial leasing commissions to bring the property to the condition necessary for it to be operational.
After initial recognition, investment properties are recorded at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the continuing use of investment properties are included in the profit and loss statement in the period in which they arise, including the related tax effect. Initial costs associated with the acquisition of operating leases and lease incentives are capitalized at the value of the related investment property.

Transfers to or from investment property are made only when there is evidence of a change in use (such as the commencement of development or the commencement of operations for another party). In case of transfers from investment property to inventories, the assumed cost is the fair value at the date of the change in use. When a property held in inventories becomes investment property, the difference between the fair value of the property at the date of transfer and the former book values is recognized in the profit and loss. The Group considers as evidence the commencement of development for sale (in the case of a transfer from investment property to inventories) or the commencement of an operating lease to another party (in the case of a transfer from inventories to investment property).

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from the disposal. The difference between the net disposal income and the book value of the asset is recognized in the result of the period when the disposal happened. When calculating the amount of consideration to be included in the profit or loss from the disposal of the investment properties, the group takes into account the effects of the variable consideration, the existence of a significant financing component, the non-monetary consideration, and the consideration to be paid to the buyer, if any, in accordance with the requirements of IFRS 15 on the requirements for determining the transaction price.

The estimated fair value of investment properties and related assumptions are included in Note 12.

## 2.6 Accounting of revenue

The Group's income is derived from rental income and operating and other income related to the real estate rental.

Revenue from contract with customers is recognized when the conditions of the contracts are met. Sales revenue excludes value added tax. All income and expenses are recognized in the appropriate period based on the accrual principle.

Revenue is recognized in an amount that reflects the consideration to which the Group is expected to be entitled in exchange for the products or services. Sales revenue is recognized if it is probable that the company will realize the economic benefit related to the transaction, and its amount can be properly measured. Revenue is recognized when control of the goods and services is transferred to the customer.

The main elements of the Group's revenue are:

- Income from real estate rental, which is mostly reported to its tenants on a monthly basis, is based on the amount of rent established in the contract, in accordance with the requirements of the IFRS 16 standard.
- Operating fees: the Company invoices the tenants in addition to the rent. Operating fees include overhead costs, maintenance, cleaning and security costs in accordance with the requirements of the IFRS 15 standard.
- Rentals on a pro rata basis: in addition to the above, depending on the turnover of the tenants, the rentals are charged at the intervals specified in each contract.

Property rental income: Rental income comes from operating leases. The Group generates its income from the sale of real estate by renting out commercial properties. The sales revenue is accounted for on a straight-line basis, from the moment the right to collect rents is granted upon the use of the properties. Rental fees are settled linearly during the term.

Operating fees and other income: Operating fees and other income represent the portion of operating costs that are recharged and reimbursed by the tenants. The Group presented operating expenses and related income on a gross basis in the 2023 financial statements, as the management had assessed that the Company acted as principal based on criteria included in IFRS 15.. From 2024 onwards, considering the Group established measurement systems that allows the precise measurement of tenants' consumption of certain utilities (energy, water and sewerage) and full recharge of actual consumption to the tenants, the Group reassessed relevant IFRS 15 criteria, and concluded that the Group acts as agent with respect to these utilities recharges, and present the relevant costs and fees on a net basis. The assessment indicated that the Group continued to act as principal with respect to all other property-related expenses..

Income realized on other financial assets: Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of the income can be measured reliably. Interest income is recognized on a time proportion basis over the expected life of the financial asset, using the effective interest rate, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the net book value of the financial asset at the time of initial recognition.

### 2.7 Leasing

#### The Group as lessee

The Group has no leased assets.

#### The Group as lessor

The Group has operating lease type rental agreements. An operating lease is a transaction that does not transfer substantially all the risks and benefits of ownership arising from the asset. This is usually a simple, short-term lease arrangement (operating lease), where the incoming rent appears in the income statement.
Real estate leased under operating leases are presented under investment properties, rental income is recognized in revenue.

### 2.8 Borrowing costs

Borrowing costs may include interest and other costs related to the borrowing of funds, such as:
- interest on overdrafts and loans;
- finance charges related to leases (under IFRS 16);
- exchange differences on foreign currency borrowings, if these can be considered as an adjustment to interest costs. It shall not exceed the amount that would have been incurred if the loan had been denominated in local currency.

Borrowing costs incurred to acquire, construct or produce a directly qualifying asset shall be capitalised as part of the cost of that asset, and all other borrowing costs shall be expensed as incurred. Interest shall not be capitalised on assets that are ready for use or sale when acquired or on inventories whose production is expected to take a short period of time.

In 2022, the Group incurred borrowing costs of EUR 788,813 for the bank loan of EUR 150M, which were capitalised on the cost of the loans to be released on a pro rata basis each year over the life of the loan. In 2024, borrowing costs amounting of EUR 163,894 were released.

The Group does not borrow for investments.

### 2.9 Financial assets and liabilities

The Group's financial assets typically comprise cash and cash equivalents, account receivables and other long-term receivables, which the Group measures at fair value through profit or loss, or at amortized cost. All financial instruments are recognized on the trade date.

Financial liabilities generally arise from the need to repay money and other financial assets. They mainly include other financial liabilities, account payables, liabilities to banks and related companies, and derivative financial liabilities.

All financial instruments should be initially recognized at fair value adjusted with transaction costs, except for instruments classified as FVTPL, where transaction costs should be recognized immediately in profit or loss.

The Group's financial assets are classified at initial valuation according to their nature and purpose. To determine the category of a financial asset, it is first necessary to clarify whether the financial asset is a debt instrument or an equity investment. Investments in equity are measured at fair value through profit or loss; however, a company may decide, on initial valuation, to measure investments in equity that are not held for trading at fair value through other comprehensive income. If the financial asset is a debt instrument, the following points should be considered in determining classification:

*Amortized cost*
Debt instruments shall be measured at amortized cost if they are held under a business model that is designed to hold financial assets to collect contractual cash flows and the contractual terms of the financial asset give rise, at specified dates, to cash flows that are solely payments of capital and interest on the outstanding capital.

*Fair Value Through Other Comprehensive Income (FVTOCI)*
Financial assets at fair value through other comprehensive income are financial assets held under a business model that achieves its objective by collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise to cash flows at specified dates that are solely payments of capital and interest on the outstanding capital.

*Fair Value Through Profit or Loss (FVTPL)*
The category of financial assets at fair value through PnL includes financial assets that do not fall into either of the above two categories of financial assets or were designated upon initial valuation as assets at fair value through PnL.
When the SPPI requirement is met, the Group assesses whether the cash flows arising from the contract are consistent with the underlying loan agreements in the denominated currency of the financial instrument.

To assess whether contractual cash flows include only capital and interest, the Group examines the contractual terms of the financial instrument. The assessment also considers whether the financial instrument contains contractual terms that would cause the amount or timing of the contractual cash flows to change such that the financial instrument no longer meets the SPPI requirement.

The Group uses Level 3 in the fair value hierarchy for the fair value measurement of financial assets and liabilities.

To assess whether contractual cash flows comprise only principal and interest, the Group examines the contractual terms of the financial instrument. The assessment also considers whether the financial instrument contains contractual terms that would cause the amount or timing of the contractual cash flows to change such that the financial instrument no longer meets the SPPI requirement.

All other debt instruments are measured at fair value through profit or loss (FVTPL).

For debt instruments, certain assets are required to be classified as FVOCI or amortised cost if the fair value option is not selected (which is an irrevocable choice).

When classifying financial assets into a valuation group, financial assets must be classified according to two criteria at the same time:
1. examine the nature of the cash flows associated with the financial asset; and

2. the business model of the company related to the financial instrument.

In the case of financial assets, reclassification between FVTPL, FVOCI and amortized cost is required only if and when changes in the business model justify it and the conclusions from previous business model measurement are no longer relevant.

All equity instruments are measured at fair value in the balance sheet and the effect of changes in fair value is recognized directly in profit or loss, except for those equity instruments where the enterprise has selected the Other Comprehensive Income (FVOCI) option.

Where an investment in an equity instrument is held by the Group for a non-trading purpose, there is an option to recognize the asset at FVOCI on a non-recourse basis (for example a share is purchased for long-term holding).

For financial liabilities there are two valid classifications: FVTPL and amortized cost. Financial liabilities held for trading are measured at FVTPL (except for fair value changes arising from own credit risk, which are recognized in equity) and all other financial liabilities are measured at amortized cost, unless the fair value option is used. The Group does not use the fair value option, however, if the transaction is included in a cash flow hedge, the hedge is measured at fair value through other comprehensive income if it is effective.

The categories of financial liabilities are as follows:
1. liabilities at fair value through profit or loss
2. liabilities measured at amortised cost

The Group offsets financial assets and financial liabilities and recognizes a net amount in the balance sheet when, and only when, the Group has a legally enforceable right to set off the amounts and intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### 2.10 Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments to hedge its exposure to interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date the derivative contract is entered into and are subsequently remeasured at fair value, which is Level 3 in the fair value hierarchy. Derivatives are recorded as financial assets if the fair value is positive and as financial liabilities if the fair value is negative. For hedge accounting purposes, these hedges are classified as cash flow hedges. The effective portion of the hedge is recorded in equity under the cash flow hedging reserve line.

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At the commencement of the hedging relationship, the Group formally designates and documents the hedging relationship to which hedge accounting will be applied and the risk management objectives and strategy for the hedge.

The documentation shall include identification of the hedging instrument, the hedged item, the nature of the hedged risk and how the Group will assess whether the hedging relationship meets the hedge effectiveness criteria (including an analysis of the sources of hedge ineffectiveness and how the hedge ratio will be determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness criteria:

- there is an economic connection between the hedged item and the hedging instrument,
- the effect of credit risk does not dominate in the changes in value resulting from the economic relationship,
- the hedge ratio of the hedging relationship is equal to the ratio of the amount of the hedged item actually hedged by the Group to the amount of the hedging instrument actually used by the Group to hedge that amount of the hedged item.

Hedging transactions that meet all the conditions for hedge accounting are accounted for as follows:

Cash flow hedges

For cash flow hedge accounting purposes, hedges are cash flow hedges if they hedge exposure to variability in cash flow that is attributable either to a specific risk associated with a recognized asset or liability or to a highly probable forecasted transaction.

The effective portion of the gain or loss on the hedging instrument is recognized in the cash flow hedging reserve through the other comprehensive income, while the ineffective portion is recognized immediately in the PnL. The cash flow hedge reserve is adjusted by the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in the fair value of the hedged item. The amount accumulated in equity is reclassified to the PnL as a reclassification adjustment in the same period or periods in which the hedged cash flows affect profit or loss, for example, when the hedged financial income or financial expense is recognized.

If cash flow hedge accounting is discontinued, the amount accumulated in the hedging reserve within equity remains in the accumulated hedging reserve if the hedged future cash flows are expected to continue to occur. Otherwise, the amount is immediately reclassified to profit or loss as a reclassification adjustment. After termination, as soon as the hedged cash flow occurs, the amount remaining in the cumulative hedging reserve is recognized as a reclassification adjustment in the PnL.

## 2.11 Impairment of financial assets

The IFRS 9 impairment model is based on the expected credit loss principle.

Receivables are stated at nominal value less an appropriate allowance for estimated impairment. The Group uses the simplified approach to calculate impairment losses on account receivables, contract assets and lease receivables.

The simplified impairment model is a provision matrix that takes into account the past 2 years of non-payment experience rates and provides a forward-looking calculation of expected impairment during the lifetime. Further impairment is recognized (e.g. probability of insolvency or significant financial difficulties of the debtor) when there is an indication that the Group will not be able to collect the full amount due according to the original terms of the invoice. A written-off receivable is derecognized when it is considered uncollectible.

A receivable is considered uncollectible, if at the end of the enforcement, liquidation, or debt settlement procedure against the debtor, there is no cover for the receivable, or the receivable cannot be effectively collected.

| late payment days | condition | impairment |
|---|---|---|

| | | |
|---|---|---|
| 0-180 days | the partner is reliable, has a contract with us, no history of non-payment | 2% |
| 180-360 days | the partner is reliable, has a contract with us, no history of non-payment | 50% |
| Above 360 days | - | 100% |

In the case of claims overdue between 0 and 360 days, an individual assessment shall be made if:

- the partner terminated the contract, or the contract has been terminated by us
- partner is under liquidation, being wound up or is bankrupt
- the customer does not accept the claim.

The amount available and enforceable as security deposit shall be deducted from the basis of impairment.

### 2.12 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash and bank deposits. The Group has limited customer deposits and illiquid security deposits, which are presented in the financial statements under the line “Tenant deposit”.

### 2.13 Equity

Share capital
Share capital includes ordinary shares issued at nominal value for which the company receives cash when issued.

Capital reserve
Capital reserve includes ordinary shares issued above nominal value. Costs of issuing shares are deducted from the capital reserve.

Cash-flow hedging reserve
This heading includes the difference recognized in the fair value measurement of interest rate cap transactions related to the Group's bank loans.

Foreign exchange translation reserve
This item is used to record the exchange differences arising on the translation of foreign currency on consolidation.

### 2.14 Accounts payable

Accounts payable include amounts payable for goods and services received from suppliers in the ordinary course of business. Accounts payable are classified as current liabilities if they are due within one year. Otherwise, they are presented as non-current liabilities.

### 2.15 Loans and interest expense

Loans/borrowings are initially recognized at fair value with less transaction costs. Subsequently, loans/borrowings are recorded at amortized cost; the difference between the amount borrowed (less transaction costs) and the amount to be repaid is recognized in the income statement over the period of the loan using the effective interest method. Interest expense is recognised when it is probable that an outflow of economic benefits will flow from the Company and the amount of the expense can be measured reliably. Interest expense is recognised on a time proportion basis using the effective interest method, taking into account the principal outstanding.

### 2.16 Dividend payment

Dividends payable to Group shareholders are recognized as a liability in the financial statements in the period in which the dividends are approved by the shareholders. The dividend solvency of the parent company, Shopper Park Plus Plc. is relevant to the Group's ability to pay dividends to its shareholders, and the compliance of the REIT regulation. Section 114/A point 17 of the Hungarian Accounting Act (2000. C) applies to the parent company (as an entity preparing financial statements in accordance with IFRSs) when determining the dividend payout limit. The adjustments relevant to the parent entity in determining the dividend payout limit are as follows: the amount of retained earnings available for dividend payment is the amount of retained earnings, including the profit after tax of the last closed financial year for which the financial statements are presented, less the amount of any cumulative unrealized gain on the increase in the fair value of investment property recognized in accordance with IAS 40 Investment Property. The amount of the retained earnings shall not include other comprehensive income as defined in IAS 1 Presentation of Financial Statements, except for reclassification adjustments. The parent company shall present in its financial statements a reconciliation table of equity, including a reconciliation of retained earnings available for dividends.

### 2.17 Fair value

Fair value measurement refers to an asset or a liability. In determining fair value, the Group considers the characteristics of the asset or liability if market participants take those characteristics into account in pricing the asset or liability at the measurement date. The unit of account for the asset or liability shall be determined in accordance with the IFRS that requires or permits fair value measurement.

The fair value is the price that would be received when selling an asset or paid when transferring liability in a regular transaction between market participants at the time of valuation, regardless of whether the given price is directly observable or estimated using another valuation technique.

According to the IFRS 13 "Fair Value Valuation" standard, companies must classify fair value valuations in accordance with a fair value hierarchy that reflects the importance of the basic data used in the valuations.

Fair value hierarchy

Financial instruments measured at fair value are classified into a three-level fair value hierarchy for disclosure. The levels within the hierarchy reflect the significance of the inputs used in determining fair value:

- 1. level: quoted prices found in active markets for identical assets or liabilities.
- 2. level: inputs other than quoted prices belonging to level 1, inputs that can be directly or indirectly observed in relation to the asset or liability, which are not observable inputs on the market.
- 3. level: inputs based on unobservable market data

The Group uses level 3 assessment for fair value except for cash-flow hedge, where the determination is on level 2.

The Group recognises loans and receivables as well as financial liabilities at amortized cost and discloses their fair value in the notes to the financial statements. The fair value of these assets and liabilities is determined based on level 3 information, except for cash flow hedges, whose fair value is determined based on level 2 information.

### 2.18 Related parties

An enterprise is affiliated if it has a subsidiary, associate, joint venture, a key manager in the enterprise or parent enterprise, a close relative of any of the above individuals, a subsidiary, associate, joint venture owned by the individual or his/her close relative.

Related party transactions are any transactions between affiliated parties, whether or not a price is charged.

In preparing its financial statements for each balance sheet date, the Group identifies related parties.. It identifies the amounts receivable from and payable to the identified related parties in its records and discloses them in the notes to the financial statements.

### 2.19 Provisions

The Group recognizes provisions for obligations (legal or assumed) as a result of past events that are expected to be settled by the Group and where the amount of the obligation can be measured reliably.

The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties specific to the obligation. If the expected cash flows required to settle the present obligation are used to measure the provision, the book value of the provision is the present value of those cash flows.
If some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the receivable is recognized as an asset if it is virtually certain that the entity will receive reimbursement, and the amount of the receivable can be measured reliably.

Existing commitments arising from unfavorable contracts are recognized as provisions. The Group classifies a contract as an unfavorable contract when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected from it.

A provision for restructuring is recognized when the Group has prepared a detailed formal plan for the restructuring and, by commencing implementation of the plan or by announcing the main features of the plan to stakeholders, has created a legitimate expectation that it will carry out the restructuring. A provision for restructuring includes only direct costs incurred in connection with the restructuring that are necessarily incidental to the restructuring and not related to the ongoing business operation of the entity.

### 2.20 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

### 2.21 Income taxes

The amount of income tax is based on the tax liability determined by law, adjusted by the deferred tax. The Group has identified corporate tax, local business tax and innovation contribution as income taxes based on a taxable profit. The corporate tax liability includes current and deferred tax elements.

The tax liability for the current year is determined on the basis of the taxable profit for the current year. The taxable profit differs from the profit before tax shown in the consolidated accounts because of non-taxable gains and losses and items that are included in the taxable profit of other years. The Group's current tax liability is determined by using the tax rate in effect or published (where publishment is equivalent to the effective date) at the balance sheet date. Deferred tax is calculated using the liability method.

Deferred tax arises when there is a timing difference between the recognition of an item in the consolidated financial statements and its recognition under the Tax Act. Deferred tax assets and liabilities are measured using the tax rates applicable to taxable income for the years in which the timing differences are expected to reverse. The amount of the deferred tax liability and asset reflects the Group's assessment at the balance sheet date of how the tax assets and liabilities will be recovered or settled.

A deferred tax asset is recognized for deductible temporary differences, carry forward tax discounts and tax loss carry forwards only to the extent that it is probable that future taxable profit will be available against which the deferred tax asset can be utilized.

At each balance sheet date, the Group determines deferred tax assets not recognized in the balance sheet and book value of recognized tax assets. It recognizes the portion of receivables not previously recognized in the balance sheet that is expected to be recoverable through a reduction in future income taxes. Conversely, the Group reduces its deferred tax assets to the extent that no taxable profit is expected to be available to recover the amount.

Current and deferred tax is charged or credited directly to equity when it relates to items that were also charged or credited to equity in the same or a different period.

Deferred tax assets and liabilities may be offset when a company has a legally enforceable right to set off its current tax assets and liabilities against each other for the same tax authority and the Group intends to settle those assets and liabilities on a net basis.

### 2.22 Segment information

Segments are defined on the basis of the geographical breakdown of the Group's properties in Hungary, and Czech Republic.

The segment allocation in 2024 is as follows:

| Data in EUR | Hungary | Czech Republic | Group level expenses and incomes | Total |
|---|---|---|---|---|
| Rental income | 18 309 019 | 5 870 930 | 0 | 24 179 949 |
| Operating fees and other revenue | 8 223 776 | 2 494 822 | 0 | 10 718 598 |
| Operating and other property-related expenses | (9 664 059) | (3 286 183) | 0 | (12 950 241) |
| **Gross result** | **16 868 735** | **5 079 570** | **0** | **21 948 306** |
| Gain from revaluation of investments properties | 11 017 628 | 2 683 229 | 0 | 13 700 858 |
| Impairment | (145 558) | (51 917) | 0 | (197 474) |
| Administrative expenses | | | (3 438 626) | (3 438 626) |
| Other income | 616 033 | 0 | 0 | 616 033 |
| **Operating result** | **28 356 839** | **7 710 883** | **(3 438 626)** | **32 629 097** |
| Financial income | | | 881 938 | 881 938 |
| Financial expenses | | | (9 493 120) | (9 493 120) |
| **Profit before tax** | **28 356 839** | **7 710 883** | **(12 049 808)** | **24 017 915** |
| Income tax | 607 962 | (416 116) | 0 | 191 845 |
| **Profit for the year** | **28 964 801** | **7 294 766** | **(12 049 808)** | **24 209 760** |
| | | | | |
| Assets allocated to segments | | | | |
| Investment properties | 235 740 000 | 73 880 000 | 0 | 309 620 000 |
| Lease and other accounts receivable | 5 117 766 | 392 437 | 0 | 5 510 203 |
| Current income tax receivable | 0 | 308 452 | 0 | 308 452 |
| Other receivables | 2 606 828 | 1 242 350 | 4 250 | 3 853 428 |
| Cash and cash equivalents | 5 695 884 | 1 070 639 | 2 594 376 | 9 360 900 |
| | | | | |
| Liabilities allocated to segments | | | | |
| Tenant deposits | 6 036 389 | 719 848 | 0 | 6 756 237 |
| Deferred tax liabilities | 0 | 5 390 284 | 0 | 5 390 284 |
| Accounts payable | 1 644 454 | 494 210 | 0 | 2 138 665 |
| Current income tax liabilities | 182 280 | 0 | 0 | 182 280 |

The distribution in 2023 was as follows:

| Data in EUR | Hungary | Czech Republic | Group level expenses and incomes | Total |
|---|---|---|---|---|
| Rental income | 16 917 241 | 5 279 827 | 0 | 22 197 068 |
| Operating fees and other revenue | 21 736 720 | 4 257 331 | 0 | 25 994 052 |
| Operating and other property-related expenses | (23 269 070) | (5 629 169) | 0 | (28 898 239) |
| **Gross result** | **15 384 892** | **3 907 989** | **0** | **19 292 881** |
| Fair valuation gains on investment properties | 6 402 143 | (511 964) | 0 | 5 890 179 |
| Impairment | (176 822) | 5 149 | 0 | (171 673) |
| Administrative expenses | 0 | 0 | (2 791 876) | (2 791 876) |
| **Operating result** | **21 610 213** | **3 401 174** | **(2 791 876)** | **22 219 511** |
| Financial income | 0 | 0 | 2 122 548 | 2 122 548 |
| Financial expenses | 0 | 0 | (11 553 287) | (11 553 287) |
| **Profit before tax** | **21 610 213** | **3 401 174** | **(12 222 615)** | **12 788 772** |
| Income tax | (242 141) | (1 056 579) | 0 | (1 298 720) |
| **Profit for the year** | **21 368 072** | **2 344 595** | **(12 222 615)** | **11 490 052** |
| | | | | |
| Assets allocated to segments | | | | |
| Investment properties | 218 310 000 | 70 340 000 | 0 | 288 650 000 |
| Lease and other accounts receivable | 5 713 204 | 301 023 | 0 | 6 014 227 |
| Current income tax receivable | 0 | 354 962 | 0 | 354 962 |
| Other receivables | 2 977 878 | 471 125 | 0 | 3 449 003 |
| Cash and cash equivalents | 28 750 892 | 887 754 | 0 | 29 638 646 |
| | | | | |
| Liabilities allocated to segments | | | | |
| Tenant deposits | 5 844 176 | 610 065 | 0 | 6 454 241 |
| Deferred tax liabilities | 0 | 4 646 884 | 0 | 4 646 884 |
| Accounts payable | 116 754 | 280 704 | 0 | 397 457 |
| Current income tax liabilities | 204 006 | 0 | 0 | 204 006 |

Revenues from the TESCO Group were 19% of the total rental income in 2024 (20% in 2023). The Group has no other tenants in excess of 10% of rental revenue.

## 3. Significant accounting judgement and estimates

In preparing financial statements under IFRS, management is sometimes required to make significant estimates and assumptions. These significant estimates and assumptions affect the reported amounts of assets and liabilities, income and expenses in the financial statements and the disclosure of contingent assets and liabilities in the notes. The Group applies to the IFRS that is specific to the particular transaction, event or circumstance. Actual results may differ from those estimates.

Estimates and baseline assumptions should be reviewed regularly. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only the current year, and in the period of the revision and future periods if the revision affects both current and future years.

The Group uses significant estimates in two areas, the fair value measurement of properties and the valuation of contingent purchase prices.

*(a) Fair value measurement of investment property*

When determining the fair value of properties, the Group has engaged an independent valuer of real estate, CBRE Ltd. The fair value determined by the independent valuer for all properties is the same as the value stated in the financial statements.

The valuation methods used, and their application are in line with approaches commonly used in national and international practice. In determining the market value of the properties, estimates of market rents have been derived from a comparison of recent rental of the properties with rents paid by tenants of similar profile in similar properties.

The net annual income calculated using the above has been capitalized with the expected return on the property market on the balance sheet date. The valuation is based on the so-called "Hardcore and Top Slice" methodology.

*(b) Valuation of contingent purchase prices*

The Group acquired the investment properties during 2022, whereby the purchase agreement has determined significant future purchase prices payable, which are recognized in other non-current and other current liabilities, respectively, according to the maturity classification. The contingent purchase prices are determined at a future payment date based on the future business conditions and events specified in the purchase agreement and are payable by the Group to the seller. In closing the accounts for a financial year, the Group considers all information available at that date to make a realistic estimate of the amount and maturity (within or beyond one year) of the contingent purchase price that it expects to pay in the future. In accordance with this accounting estimate, the Group adjusts the amount of contingent purchase price liabilities recognized in the accounts based on the available information, with any differences being charged or credited to financial profit or loss, so that the amounts of contingent purchase price liabilities recognized in the current period approximate, as closely as possible, the amounts expected to be recognized in the future.

Compared to the end of 2023, the agreed purchase price retentions at the end of 2024 have decreased significantly from EUR 13 262 945 to EUR 1 353 024, as most of the payments were made in 2024. The remaining payments will be made in 2025. As a result, all liabilities arising from purchase price retention are recognised under other current liabilities.

By category, the purchase price retention based on turnover-based rents amounted to EUR 133,148; the purchase price retention for the redemption of space used by TESCO amounted to EUR 825,628; the purchase price retention for vacant space amounted to EUR 394,248 at the end of 2024.

## 4. Rental income

The Group has rental incomes from the investment properties, its amounts were as follows:

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Rental income | 24 179 949 | 22 197 068 |

The future minimum rental income for fixed-term leases (excluding lease payments for optional period) on 31 December 2024 is as follows:

| Data in EUR | within 1 year | within 1-5 years | after 5 years |
|---|---|---|---|
| Minimum rental income | 18 828 429 | 51 834 863 | 51 792 288 |

The future minimum rental income for fixed-term leases (excluding lease payments for optional periods) was as follows on 31 December 2023:

| Data in EUR | within 1 year | within 1-5 years | after 5 years |
|---|---|---|---|
| Minimum rental income | 15 778 429 | 43 092 828 | 48 244 385 |

## 5. Net service result

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Operating fees and other revenue | 10 718 598 | 25 994 052 |
| Operating and other property-related expenses | (12 950 241) | (28 898 239) |
| *Net service result* | (2 231 643) | (2 904 187) |

From 2024 onwards, the SPP Group will present sub-billed energy, water and sewerage costs on a net basis, refer to Note 2.6. Therefore, both revenues and costs decreased significantly in 2024. The overall service result shows an improvement.

## 6. Administrative expenses

The breakdown of administrative expenses is shown in the table below:

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Accounting and financial services | 528 211 | 482 722 |
| Legal fees | 519 771 | 415 811 |
| Management fee | 1 974 175 | 1 546 252 |
| Other administrative expenses | 416 468 | 347 092 |
| Total | 3 438 626 | 2 791 876 |

The audit assignments for 2024 amount to 148,300 EUR for the Group as a whole.

## 7. Impairment on leases and other trade receivables

The impairment on leases and other trade receivables changed the following way:

Amounts are in EUR

| | |
|---|---|
| Balance on 1 January 2023 | 209 502 |
| Recognition of provision | 704 372 |
| Reversal of provision | 530 675 |
| Balance on 31 December 2023 | 383 199 |
| Recognition of provision | 502 775 |
| Reversal of provision | 305 301 |
| Balance on 31 December 2024 | 580 674 |

In 2024, the result of the recognition and reversal of impairment was EUR 197,474.

## 8. Other income

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Other income | 616 033 | 0 |

The other income is mainly due to the contractual lapse of a liability amounted to EUR 609 thousand accrued in 2022 related to the operating activity.

## 9. Results of fair valuation of investment properties

The Group has engaged an independent valuer, CBRE Ltd., to determine the fair value of the properties. The value determined by the independent valuer is the same as the values in the financial statements for all properties.

The analysis prepared by CBRE Ltd. is as follows:

The valuation reflects the amount that would be included in a hypothetical sales contract at the valuation date. The result of the valuation is not adjusted for any taxes, other than transfer tax, that may be payable on the sale.

The valuation methods used, and their application are in line with approaches commonly used in national and international practice. In determining the market value of the properties, estimates of market rents have been derived from a comparison of recent rentals of the properties with rents paid by tenants of similar profile in similar properties.

In valuations, it is generally assumed that after 9 months of vacancy following the expiry of current leases, new 5-year leases will be signed. In the case of the Hungarian portfolio, the assumption is that Tesco leased space will be let on a new 10-year lease after 6 months of vacancy. For the vacant space at the valuation date of 31.12.2024, an initial vacancy of 12 months is assumed for all properties.

For the valuation of Investment Properties, the net annual return is discounted at the expected return on the property market at the reporting date for the property sector, which for the Group's investment properties ranged from 7% to 8.1%. The valuation is based on the so-called "Hardcore and Top Slice" methodology.

The valuation methodology used was in line with the valuation techniques described in IFRS 13.

Sensitivity analysis: If the value of real estate is analyzed for the assumed shift in the yield, the following value would be obtained with yield changes of 0.5% in 2024:

| Yield sensitivity | -0,50% | 0% | 0,50% |
|---|---|---|---|
| Change in fair value (EUR) | 333 930 000 | 309 620 000 | 288 550 000 |

The sensitivity analysis was as follows in 2023:

| Yield sensitivity | -0,50% | 0% | 0,50% |
|---|---|---|---|
| Change in fair value (EUR) | 311 890 000 | 288 650 000 | 268 502 000 |

## 10. Financial results

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Change in the contingent purchase price of investment properties | 11 165 | 811 074 |
| Foreign exchange gains | 304 440 | 931 741 |
| Other financial income | 566 334 | 379 733 |
| **Total financial income** | **881 938** | **2 122 548** |
| | | |
| Change in the contingent purchase price of investment properties | 87 163 | 1 550 191 |
| Bank loan interest | 8 377 277 | 8 335 744 |
| Foreign exchange losses | 454 760 | 755 104 |
| Foreign revaluation losses | 7 760 | 73 851 |
| Other financial charges | 566 160 | 838 396 |
| **Total financial expenses** | **9 493 120** | **11 553 287** |
| **Financial result** | **(8 611 182)** | **(9 430 739)** |

Note 3 “Significant accounting judgement and estimates” discloses the contingent purchase price to be paid in the future, as defined in the purchase agreement, upon the acquisition of investment property and its valuation. The contingent purchase prices were determined using accounting estimates based on available information at the time of acquisition of investment properties acquired during 2022 and are recognized in the accounts. At the close of the accounting for the year ended 31 December 2024, the Company reperformed the estimate and based on the information available at the new date.

Other financial income includes financial income that does not fall into any of the above categories. These are typically bank deposit interest.
Other financial charges include financial charges that do not fall into any of the above categories. These are typically direct legal and bank charges on the bank loan.

## 11. Income taxes

Due to its Regulated Real Estate Investment Company status, the Parent Company is not liable for corporate tax, only for the innovation contribution, which is presented in income taxes.

Income taxes include a deferred tax expense which, due to the Parent Company's corporate tax exemption, only arises for Czech real estate.

The changes in IAS 12 Income Taxes - the introduction of a global minimum tax - do not affect the Group's tax liability, as the Group's consolidated revenue is below EUR 750 million.

Income taxes include corporate income tax (9% tax rate), local business tax (2% tax rate), innovation levy (0.3% tax rate) for Hungarian companies; corporate income tax (21% tax rate) for Czech companies; corporate income tax (21% tax rate) for Slovak companies; and deferred tax. The effective tax rate is -0.8%. In 2023 the effective tax rate was 10.2%.

In Czech companies, the Group does not recognize deferred tax on the carry-forward of losses because there is a question mark over the utilization of the losses. The tax asset from the accumulated losses as at 31.12.2024 would be EUR 3,018,494 (31.12.2023: EUR 542,574). The accumulated losses can be rolled over for 5 years according to the Czech tax law and there is no limit on the amount.

Shopper Park Plus Plc, the parent company of the Group, was registered by the Hungarian Tax Authority as a Regulated Real Estate Investment Holding Company with effect from 1 January 2022 and as a Regulated Real Estate Investment Company on 27 October 2023 and therefore is not liable for corporate and business tax. Shopper Retail Park Ltd. was granted the status of Regulated Real Estate Investment Project Company after its inclusion in the group, which means that it is also not liable to pay corporate and business tax.

The amount of tax expenditure per year is as follows:

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Current income tax expenditure (gain)/((loss)) | (19 560) | 242 141 |
| Deferred tax expense (gain)/((loss)) | (172 286) | 1 056 579 |
| **Total** | **(191 845)** | **1 298 720** |

The tax expenditure reconciliation is as follows:

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Profit before tax | 24 017 915 | 12 788 772 |
| Income tax expected at the corporate tax rate of the parent company (9%) | 2 161 612 | 1 150 989 |
| Tax effect of expenses that are not deductible under tax law | 3 072 601 | 4 264 898 |
| Tax effect of non-taxable income | (5 002 917) | (5 243 916) |
| Effect of Czech tax rate change (from 19% to 21%) | 0 | 442 560 |
| Effect of other income taxes (deferred tax, innovation contribution) | (423 142) | 684 188 |
| Tax expense reported in a consolidated comprehensive income statement | (191 845) | 1 298 720 |

## 12. Investment properties

| Data in EUR | Total |
|---|---|
| **Fair value on 1 January 2023** | **279 645 000** |
| Purchase of investment property | 0 |
| Capitalised costs | 3 114 821 |
| Gain from revaluation of investment properties | 5 890 179 |
| **Fair value on 31 December 2023** | **288 650 000** |
| Purchase of investment property | 0 |
| Capitalised costs | 7 269 142 |
| Gain from revaluation of investment properties | 13 700 858 |
| **Fair value on 31 December 2024** | **309 620 000** |

Under IFRS 13, the fair values of the properties presented are in the third level of the fair value hierarchy. The fair value hierarchy is explained in note 2.16.

Income from the leasing of investment properties is set out in Note 4, the operating income and costs, and other property related income, and costs are set out in Note 5.

In 2022, the Group purchased 18 investment properties, which are currently owned by the Group

Investments

In the year 2024, the development costs for properties amounted to EUR 7,269,142. There were no individual exceptional items among the investments. These expenses mainly included the renovation of technical rooms, installation of alarm systems, improvement of lightning protection, project management fees related to expansion, and leasing fees associated with new lease agreements.

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Amounts capitalized to Investment properties: | 7 269 142 | 3 114 821 |
| - of which commission fee total: | 649 080 | 369 646 |

## 13. Financial instruments and risk management

### 13.1 Financial instruments

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| *Financial instruments measured at amortised cost* | | |
| Total long-term financial assets | 0 | 0 |
| Current financial assets | | |
| Lease and other account receivables | 5 510 203 | 6 014 227 |
| Other financial instruments within other receivables | 2 970 255 | 2 996 456 |
| Restricted cash | 43 001 515 | 9 932 613 |
| Cash and cash equivalents | 9 360 900 | 29 638 646 |
| **Total current financial assets** | **60 842 873** | **48 581 942** |
| Total financial assets in the balance sheet | 60 842 873 | 48 581 942 |
| | | |
| Non-current financial liabilities | | |
| Long-term loans and borrowings | 138 071 145 | 134 091 701 |
| **Total non-current financial liabilities** | **138 071 145** | **134 091 701** |
| | | |
| Current financial liabilities | | |
| The current portion of Long-term loans and borrowings: | 6 281 360 | 5 906 250 |
| Other current liabilities | 6 281 360 | 5 906 250 |
| Accounts payables | 2 138 665 | 397 457 |
| Other short-term liabilities Intra-financial instruments | 8 718 621 | 9 193 084 |
| Total current financial liabilities | 27 235 446 | 15 496 791 |
| Total financial liabilities on the balance sheet | 165 306 591 | 149 588 492 |
| *Financial instruments at fair value* | | |

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Non-current financial liabilities | | |
| Other non-current liabilities | 30 551 | 547 824 |
| Total other non-current liabilities | 30 551 | 547 824 |
| Current financial liabilities | | |
| Fair value of cash flow hedging derivatives | 1 684 467 | 1 168 792 |
| Other current financial liabilities | 1 353 024 | 13 262 945 |
| **Total current financial liabilities** | **3 037 491** | **14 431 737** |
| **Total financial liabilities on the balance sheet** | **3 068 042** | **14 979 561** |

Other current financial liabilities include deferred income and accrued expenses.

The balance of restricted cash increased to a larger extent as Shopping Malls SVK s.r.o deposited an amount of EUR 33,410,628 in an escrow account based on the real estate sale and purchase agreement signed for the acquisition of four TESCO retail parks in Slovakia (see 1. General background / Significant transactions during the year). The remaining balance is restricted cash related to covenant compliance and loans.

For all financial instruments that are not measured at fair value, fair value and amortised value are well approximated. In the case of lease receivables, the Group monitors expected credit losses on an ongoing basis and recognizes these receivables at net realizable value. For other receivables, trade and other current payables, the maturity is very short and no difference to fair value arises. For loans, there is no significant deviation from fair value due to variable interest rates and credit risk spreads that do not change significantly in the year 2024.

13.2 Financial risk factors

The Group's activities expose it to the following financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

(a) Market risk

The Group sets consistent, predictable and competitive rental rates for its tenants. The current rental rates are in line with the environment and the quality of the properties. However, given the current global economic environment and the supply and demand conditions in the real estate market, there is no certainty that current rental rates and conditions will be sustainable in the future.

The Group's management is constantly monitoring the impact of the Russian Ukrainian war, with rising inflation being tracked by rents, so the indirect impact does not pose a significant risk to the Group.

(i) Exchange rate risk

Exchange rate risk may arise from future commercial transactions, assets and liabilities recognized in the balance sheet.

Exchange rate risk arises when future commercial transactions and recognised assets and liabilities are denominated in currencies other than the euro. Based on the rental contracts as at 31.12.2024, 84% of the rental income from rental contracts is denominated in EUR, 13% is denominated in HUF and 3% is denominated in CZK. In 2024, a 1% strengthening of the Hungarian forint against the euro would have increased rental income by approximately EUR 30 thousand, while a 1% weakening of the Hungarian forint against the euro would have decreased it by EUR 30 thousand.

Revenues generated in different currencies hedge the exchange rate risk in the sense that the outgoing cash flow is also generated in these different currencies. They can be predominantly paired on the income and expenditure side. The additional foreign exchange risk is not considered to be significant.

(ii) Interest rate risk

The Group's interest rate risk arises from its long-term debt. The interest rate base of the bank loan taken out by the Group is the 3-month Euribor, which means a variable interest rate. Due to this variable rate the Group is exposed to rate risk. The Group mitigates rate risk through interest rate ceiling hedging, significantly reducing its exposure to rate risk. See Note 14.

A 50-basis point move in the 3-month Euribor would result in the following change in the Group's profitability for 2024. 0% is the data of real interest expense for the current year:

| | Change of 3 months Euribor | | |
|---|---|---|---|
| Data in EUR | (0,5%) | 0% | 0,5% |
| Group interest expense | 8 095 642 | 8 752 531 | 9 509 741 |
| Net balance of cap transaction | 120 930 | (375 255) | (868 940) |
| Group interest expense on cap transaction | 8 216 572 | 8 377 276 | 8 640 802 |

(b) Credit risk

Credit risk arises from accounts receivable and deposits with banks and financial institutions. A contractual credit relationship is based on both parties performing under the terms and conditions agreed. The risk element may arise from the counterparty's failure to perform as agreed.

The carrying amount of financial assets represents the maximum risk exposure. The table below shows the Group's maximum credit risk exposure as of 31 December 2024.

| Maximum exposure to receivables (data in EUR) | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Lease and other receivables | 5 510 203 | 6 014 227 |
| Other current receivables | 882 042 | 1 116 091 |
| Accruals | 2 886 881 | 2 332 911 |
| Restricted cash | 43 001 515 | 9 932 613 |
| Cash and cash equivalents | 9 360 900 | 29 638 646 |
| Tenant deposits | (6 756 237) | (6 454 241) |

The Group's credit risk exposure increased from the previous year, but the credit risk of financial instruments has not increased significantly since initial recognition and financial instruments are classified by the Group as low credit risk. In the case of trade receivables, from a crediting point of view, one customer is considered significant, there is no other significant concentration of customers.

The Group covers non-payment risks or damages arising from trade receivables through tenant deposits, monitors non-paying buyers and, if necessary, terminates the contract. The credit risk for trade receivables is reduced by the associated tenant deposit.

(c) Liquidity risk

Liquidity means continuous compliance, the ability of a business to meet its payment obligations on time, every time. The risk arises from the fact that the realization of the funds needed to finance liabilities may be delayed, with the result that the company is unable to meet its commitments on time.

An analysis of the Group's financial liabilities by their respective maturity groupings based on the remaining contractual maturity at the balance sheet date is presented in the table below. The amounts shown in the table represent the contractual undiscounted cash flows. For information on the Group's borrowings, see note 18 Loans.

Amounts are in EUR

| On 31 December 2023 | Book value | Due in less than 3 months | Due within 3 months to 1 year | Due within 1 to 2 years | Due within 2 to 5 years | Due in more than 5 years |
|---|---|---|---|---|---|---|
| Bank loan | 139 997 951 | 3 663 533 | 10 992 006 | 10 975 698 | 133 875 044 | 0 |
| Loan received from other company | 0 | 0 | 0 | 0 | 0 | 0 |
| Accounts payable and other liabilities | 24 144 557 | 24 144 557 | 0 | 0 | 0 | 0 |

| On 31 December 2024 | Book value | Due in less than 3 months | Due within 3 months to 1 year | Due within 1 to 2 years | Due within 2 to 5 years | Due in more than 5 years |
|---|---|---|---|---|---|---|
| Bank loan | 134 255 705 | 3 128 963 | 9 339 672 | 12 433 498 | 123 095 729 | 0 |
| Loan received from other company | 10 080 000 | 0 | 18 4640 | 0 | 0 | 14 673 400 |
| Accounts payable and other liabilities | 12 481 850 | 12 481 850 | 0 | 0 | 0 | 0 |

(d) Equity management

The Group may adjust dividends paid to shareholders, repay the principal to shareholders or issue new shares or sell assets to reduce debt in order to maintain or correct the capital structure. Management confirms that all Group companies comply with their respective capital requirements. In assessing this, the Group monitors the provisions of Act V of 2013 on the Civil Code. Equity and its ratio to subscribed capital are shown in the table below. Equity capital is positive and significantly exceeds the registered capital in all years.

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Registered capital | 1 499 762 | 1 307 762 |
| Total equity | 200 781 865 | 160 884 261 |

## 14. Receivable / Payable related to fair value or cash flow hedging derivatives

The Group borrowed where the interest rate base is the 3-month EURIBOR, which means variable rate. In accordance with the terms of the loan agreement, the Group mitigated its risk by entering into interest rate cap transactions. On 28 June 2022, the Group entered into an interest rate cap option on the three-month EURIBOR (as the underlying) with a strike price of 2.4%, for an amount equal to 70% of the principal amount of the loan. When the 3-month EURIBOR rises above 2.4%, the Group is covered by the interest rate cap transaction for the part above 2.4%, so the actual interest rate base payable for this 70% cannot exceed the 2.4% cap.

On 7 April 2025, the Group entered into an interest rate swap transaction whereby the Group will pay a fixed interest rate of 2.04% on 30% of the principal amount of the loan instead of the 3-month EURIBOR, which is the floating interest rate base of the loan agreement. Together with an interest margin of 2.5%, this means that the Group will pay a fixed interest rate of 4.54% on 30% of the principal amount of the loan. The terms of the interest rate cap transaction, which is fixed at 70% of the principal amount of the loan, remain unchanged.

*Interest rate risk management strategy*

The Group is subject to interest rate risk in respect of interest-bearing debt. The Group entered into interest rate cap options to reduce its exposure to interest rate risk.
. The start of the hedge is 28 June 2022. The cap transaction matures on 31 March 2027, the hedge covers the interest rate exposure of 70% of the capital amount of the loan between 1 January 2023 and 31 March 2027. The repayment of the capital of the loan is followed by hedge coverage - 70% of the capital is covered at any given time. The fixing date - when the EURIBOR as base of the cap transaction is set - is the same as the interest fixing date of the loan contract.

*Identification of the hedged item*

| | |
|---|---|
| Transaction: | Bank loan in the amount of EUR 150 million |
| The covered item: | 3-month EURIBOR + 2.5% loan interest rate bank loan of EUR 150 million and the interest cash flow of 70% of the principal amount of the bank loan at all times above the interest rate of 2.4%. Interest is paid quarterly on March 31, June 30, September 30 and December 31. The loan was drawn on June 15, 2022, and the loan maturity is March 31, 2027. |

*Identification of the hedging instrument*

Interest rate cap transactions with creditor banks. The strike price is 2.4%. The hedging instrument represents 70% of the current principal amount for interest payments between 1 January 2023 and 31 March 2027. The transaction date is June 28, 2022. Based on interest rate cap transactions, if the 3-month Euribor serving as the interest rate base for the next quarter is higher than 2.4%, the portion above 2.4% (the difference between the current 3-month Euribor and 2.4%) will be reimbursed to the Group under the interest rate cap option. The differential compensation under the interest rate ceiling shall be made at the end of the quarter at the time of payment of interest on 31 March, 30 June, 30 September and 31 December. On the same days, the payment for the interest rate cap is also received. The interest rate cap spread and the interest rate hedge fee are also included in interest expense in the accounts.

*Impact of credit risk*

The credit risk arises from the credit rating of the Group and the contracting parties entering into interest-rate cap transactions with the Group, the creditor banks. The Group considers the risks associated with the Group and its banks to be minimal and will revalue interest rate cap transactions in the event of a significant change in the circumstances of either party.

*Coverage ratio and hedging efficiency*

To comply with the risk management policy, the coverage ratio is based on an initial loan of EUR 150 million, for which the Group pays quarterly variable interest based on 3-month EURIBOR, covered by a 3-month EURIBOR transaction with an interest rate cap of 2.4% of 70% of the outstanding principal amount. In the case of the hedging transaction efficiency exists, because the date of the payments is the same as the payment dates of the hedging transaction, the hedging instrument does not exceed the amount of the hedged item. The coverage ratio is therefore 1:1 or 100%, there is no margin inefficiency.

*Frequency of hedging efficiency assessment*

Hedging efficiency is assessed at the start of the hedging transaction at each reporting date and when there is a significant change in circumstances affecting hedging efficiency requirements.

*Sources of inefficiency*

Possible sources of inefficiency include:

- Change in credit risk of Group or interest rate cap counterparties.
- Reduction or modification of the covered item (e.g. debt repayment).
- The time value of the option.

The change in the internal value of the hedging instrument is recognized through other comprehensive income (and then in the cash flow hedging reserve in equity) and is released to the income statement over the life of the cash flow hedge.

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Negative fair value of cash flow hedging derivatives | 1 684 467 | 1 168 792 |

## 15. Lease and other accounts receivables; other receivables

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Lease and other accounts receivables | | |
| Leases and other trade receivables at cost | 6 090 877 | 6 397 426 |
| Impairment of lease and other receivables | (580 674) | (383 199) |
| Total Lease and other accounts receivables | 5 510 203 | 6 014 227 |
| | | |
| Current tax receivables | 308 452 | 354 962 |
| | | |
| *Other receivables* | | |
| Accruals and deferred income | 2 665 278 | 2 046 824 |

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Accrued charges for expenses | 221 603 | 329 421 |
| Sundry other receivables | 83 374 | 813 |
| **Financial instruments within other receivables** | **2 970 255** | **2 377 057** |
| Advances to suppliers | 788 195 | 429 252 |
| VAT receivable | 10 473 | 23 296 |
| Reclassification of trade receivables | 84 505 | 619 399 |
| **Other non-financial instruments within receivables** | **883 173** | **1 071 946** |
| **Total other receivables** | **3 853 428** | **3 449 003** |

Lease receivables of the Group related to the investment properties shown in Note 12.

Accrued income includes utility charges not invoiced but relating to the current period.

The Group's allowance for expected credit loss balance at the end of 2024 was 580,674, which was recognised for lease and other accounts receivables, compared to 383,199 EUR in 2023.

## 16. Cash and cash equivalents

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Cash | 9 360 900 | 29 638 646 |
| **Cash and cash equivalents** | **9 360 900** | **29 638 646** |

## 17. Equity

As of 1 January 2022, the Company's share capital was 16,200 EUR, represented by 162,000 registered dematerialized ordinary shares with a nominal value of 0.1 EUR each.

On 1 April 2022, Penta CEE Holding decided to increase the share capital through the issuance of new common shares, thereby raising the Company's share capital by 120,000 EUR. During this capital increase 1,200,000 new dematerialized common shares with a nominal value of 0.1 EUR and an issuance value of 10 EUR were issued. Penta CEE Holding was the sole participant in the capital increase. The portion of the share issuance value exceeding the nominal value, which is 11,880,000 EUR (committed to be transferred permanently to the Company by Penta CEE Holding based on Section 36 (1) b) of the Accounting Act), was transferred to the Company by Penta CEE Holding on April 7, 2022, through a bank transfer to the Company's bank account.

Following the implementation of the capital increase on 1 April 2022, the Company's share capital amounted to 136,200 EUR, represented by 1,362,000 registered dematerialized ordinary shares with a nominal value of 0.1 EUR each.

Subsequently, on 23 May 2022, Penta CEE Holding decided to increase the Company's share capital by 827,000 EUR through the issuance of new shares. This was achieved by issuing 6,770,000 dematerialized common shares of series "A" with a nominal value of 0.1 EUR and an issuance value of 10 EUR each, as well as 1,500,000 dematerialized preference shares of series "B" with a nominal value of 0.1 EUR and an issuance value of 10 EUR each, providing multiple voting rights. In addition to the Majority Shareholders, three minority shareholders participated in the capital increase. The portion of the share issuance value exceeding the nominal value, which is 81,873,000 EUR, was committed by the shareholders to be permanently transferred to the Company based on Section 36 (1) b) of the Accounting Act. This amount was thus allocated to the Company's capital reserve. The shareholders fulfilled their financial contributions as described in this paragraph by 13 July 2022, through a bank transfer to the Company's bank account.

After the capital increase on 23 May 2022, and as of December 31, 2022, the Company's share capital amounted to 963,200 EUR.

In October 2023, Shopper Park Plus Plc. conducted an initial public offering and subsequently became a public limited company. As of 21 November 2023, the common shares of Shopper Park Plus Plc. are listed in the Premium category of the Budapest Stock Exchange. During the public offering, 3,445,618 shares were issued at a subscription price of 10.8 EUR per share. Consequently, the registered capital increased by 344,562 EUR. The total capital raised through the stock offering, before deducting associated costs, amounted to 37,212,674 EUR. The issuance costs for the capital instruments totaled 1,703,150 EUR.

9,632,000 shares of the Company were issued with a nominal value of EUR 0.1 and a share price of EUR 9.90. In addition, 3 445 618 shares with a nominal value of EUR 0.1 and a share price of EUR 10.7 were issued in 2023. The premium is presented in the accounts as a capital reserve, from which the costs related to the public share issue have been deducted. In 31.12.2023 the total balance of the Capital Reserve is therefore EUR 130,521,762.

The Company's share capital as of 31 December 2023 is EUR 1,307,762, which consists of

- 11,577,618 Series A dematerialized ordinary shares with a nominal value of EUR 0.1 each, and.
- 1,500,000 registered Series B dematerialized voting preference shares with a nominal value of EUR 0,1 each.

The total issue value of all shares of the Company has been made available to the Corporation by the shareholders of the Company.

On 6 December 2024, the Company issued 1,920,000 shares with a nominal value of EUR 0.1 and a premium of EUR 11.4 by way of a private placement. The purpose of the capital increase is to partially secure the financing needs related to the acquisition of four TESCO retail parks in Slovakia (see 1. General background / Significant transactions during the year). The premium is presented in the financial statements as Capital reserve, from which the costs related to the public share issue have been deducted. The total balance of the Capital Reserve is therefore EUR 152,237,810.

The share capital of the Company as at 31.12.2024 was EUR 1,499,762, which consists of

- 13,497,618 Series A dematerialized ordinary shares with a nominal value of EUR 0.1 each, and
- 1,500,000 registered Series B dematerialized voting preference shares with a nominal value of EUR 0,1 each

Amounts are in EUR:

| | |
|---|---|
| Share capital | |
| 01.01.2023 | 963 200 |
| Increase in capital | 344 562 |
| 31.12.2023 | 1 307 762 |
| Increase in capital | 192 000 |
| 31.12.2024 | 1 499 762 |
| | |
| *Capital reserve* | |
| 01.01.2023 | 95 356 800 |
| Increase in capital | 35 164 962 |
| 31.12.2023 | 130 521 762 |
| Increase in capital | 21 666 748 |
| 31.12.2024 | 152 188 510 |
| | |
| *Cash-flow hedging reserve* | |
| 01.01.2023 | 262 797 |
| Change in fair value of cash flow hedging reserve | (1 431 590) |
| 31.12.2023 | (1 168 792) |
| Change in fair value of cash flow hedging reserve | (515 674) |
| 31.12.2024 | (1 684 466) |
| | |
| *Foreign exchange translation reserve* | |
| 01.01.2023 | 0 |
| Currency translation reserve fair value changes | 0 |
| 31.12.2023 | 0 |
| Currency translation reserve fair value changes | (9 134) |
| 31.12.2024 | (9 134) |
| | |
| *Retained earnings* | |
| 01.01.2023 | 22 586 275 |
| Result for the year | 11 490 052 |
| Dividends | (3 852 800) |
| 31.12.2023 | 30 223 529 |
| Result for the year | 24 225 941 |
| Dividends | (9 968 847) |
| 31.12.2024 | 44 480 623 |

## 18. Borrowings

On 8 April 2022, the Group signed a loan agreement under which on 15 June 2022, the Group obtained a syndicated loan of EUR 150 million from OTP Bank Nyrt., Erste Bank AG and Erste Bank Hungary Zrt. for the purchase of investment properties and Czech investments. The loan matures on 31. March 2027.

To partially hedge the interest rate risk, an interest rate cap has been entered into to cover 70% of the outstanding capital, which has been measured at fair value in accordance with the accounting policy (see paragraph 2.8).

On 13 December 2024, SPP signed a loan agreement with Penta CEE Holding Plc. for a loan of EUR 12,840,000. SPP has repaid the principal in full in the same year, only the interest is outstanding, with a balance of EUR 18,464.

Within the Group, Shopping Malls SVK s.r.o. signed a loan agreement on 20 December 2024 with the two non-controlling shareholders for a total loan of EUR 10,080,000. The remaining debt at the year-end is EUR 10,096,800, which includes interest. The purpose of the loan agreements is to partially secure the financing needs related to the acquisition of four TESCO retail parks in Slovakia (see 1. General background / Significant transactions during the year).

The financial liabilities are measured at amortized cost, their carrying amount approximates their fair value as there has been no significant movement in credit risk since the borrowing.

## 19. Tenant deposits

The table below shows the changes of tenant deposits:

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Tenant deposits | 6 756 237 | 6 454 241 |

## 20. Deferred tax liabilities

Deferred tax liabilities arise from the different valuation of investment property in the Czech subsidiaries. The deferred tax liabilities are shown in the income tax line in the accounts together with corporate tax and innovation levy. Deferred tax income of EUR 915,686 was also incurred in relation to the newly acquired Shopper Retail Park Ltd., resulting in a total income tax balance for the Group of EUR 191,845.

The changes in the deferred tax liability are presented in the table below:

| Data in EUR | Deferred tax | Total |
|---|---|---|
| **01.01.2023 (liabilities)** | **3 590 305** | **3 590 305** |
| (Expenditure) recognized in the profit and loss account | 1 056 579 | 1 056 579 |
| **31.12.2023 (liabilities)** | **4 646 884** | **4 646 884** |
| (Expenditure) recognized in the profit and loss account | 743 400 | 743 400 |
| **31.12.2024 (liabilities)** | **5 390 284** | **5 390 284** |

## 21. Other non-current liabilities

In 2022, the Group purchased investment properties and acquired Czech investments. A contingent purchase price was established at the time of the acquisition, of which EUR 13,810,769 was recognized in the balance sheet on 31 December 2023: EUR 547,824 under Other non-current liabilities and EUR 13,262,945 under Other current liabilities (note 22).

As of 31.12.2024, no contingent purchase price was recognized under other non-current liabilities, as all such items will be settled in 2025. Thus, only the short-term contingent purchase price has a balance.

## 22. Accounts payable and other liabilities

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Suppliers | 2 138 665 | 397 457 |
| Current income tax liabilities | 182 280 | 204 006 |
| Other current liabilities | | |
| Deferred income | 3 667 187 | 2 736 289 |
| Accrued expenses and deferred charges | 4 637 377 | 5 560 215 |
| Other accrued expenses and deferred income | 19 346 | 50 162 |
| Sundry other current liabilities | 394 710 | 846 418 |
| Financial instruments within other current liabilities | 8 718 621 | 9 193 084 |
| Contingent purchase price of investment property | 1 353 024 | 13 262 945 |
| Other non-financial instruments | 271 541 | 1 291 070 |
| Other non-financial instruments within other current liabilities | 1 624 565 | 14 554 016 |
| Total other current liabilities | 10 343 185 | 23 747 100 |

The main reason for the increase in suppliers is the late receipt of some supplier invoices which were not settled by the end of the year.

The outstanding purchase price balance decreased significantly as payments were made continuously in 2024. All these liabilities will be settled in 2025.

The miscellaneous other current liabilities line decreased mainly due to the contractual lapse of a liability of EUR 609 thousand accrued in 2022 related to the operating activity.

The other non-financial instruments category includes in its entirety the Group's VAT and innovation levy liabilities.

## 23. Related parties

The turnover of transactions with related parties was as follows (in EUR):

| Name of the partner | Transaction type | Financial year ended 31.12.2024 | Financial year ended 31.12.2023 |
|---|---|---|---|
| *Transactions with related parties via the parent company* | | | |
| Adventum Trium Private Real Estate Investment Fund | Purchase of shares | 9 500 000 | 0 |
| Penta CEE Holding Plc. | Purchase of shares | 10 000 | 0 |
| Penta CEE Holding Plc. | Borrowed loan | 12 840 000 | 5 008 767 |
| Portfolion Partner Magántőkealap | Borrowed loan | 0 | 2 192 |
| Penta CEE Holding Plc. | Loan interest | 18 464 | 503 566 |
| Portfolion Partner Magántőkealap | Loan interest | 0 | 76 661 |
| *Total transactions with related parties via the parent company* | | *22 368 464* | *5 591 185* |
| | | | |

| Name of the partner | Transaction type | Financial year ended 31.12.2024 | Financial year ended 31.12.2023 |
|---|---|---|---|
| *Transactions with related parties through key management person* | | | |
| Adventum Property Services Ltd.. | Management fee | 1 974 175 | 1 603 486 |
| Grw Invest Ltd. | Accounting and financial advice | 84 648 | 6 731 |
| MARTIG Ltd. | Legal and financial services | 459 | 560 |
| Hümpfner Ügyvédi Iroda | Legal and financial services | 615 996 | 555 042 |
| *Total transactions with related parties through key management person* | | *2 675 279* | *2 165 818* |

The year-end balances of transactions with related parties are as follows (in EUR):

| Name of the partner | Balance sheet line | 31.12.2024 | 31.12.2023 |
|---|---|---|---|
| Balances with related parties via the parent company | | | |
| Penta CEE Holding Plc. | Other current liabilities | 18 464 | 0 |
| Total balances due from related parties through the parent company | | *18 464* | *0* |
| | | | |
| Balances with related parties through key management person | | | |
| Adventum Property Services Ltd. | Other current liabilities | 0 | 437 672 |
| Grw Invest Ltd. | Suppliers | 0 | 6 731 |
| Total balances with related parties through key management person | | *0* | *444 403* |

The Group considers members of the Management Board and Supervisory Board as key management personn, they don't receive any renumeration. The related parties were identified by the Company based on the IAS 24, the relationship was established by persons in key positions.

Adventum Property Services Ltd. provides management services to the Group in exchange for a management fee.

The Group does not have any component that would significantly restrict access to or use of its assets or to settle any of its liabilities.

## 24. Expenses related to issuing of own shares

The Group recorded expenses related to private placementin the fourth quarter of 2024 (registration and regulatory fees, fees paid to legal, accounting and other professional advisors, printing costs, duties) as a deduction from equity in accordance with IAS 32. As at 31.12.2024, the balance of these costs is EUR 221,252.

## 25. Consolidated earnings per share

The calculation of basic and diluted earnings per share is described in Note 2.19.

Neither in current year, nor in the previous year the Group did not have any potential dilutive ordinary shares that would adjust basic EPS.

| EPS (basic and diluted) | 31.12.2024 | 31.12.2023 |
|---|---|---|
| „A" and „B" share classes | | |
| Profit attributable to the parent | 24 225 941 | 11 490 052 |
| Weighted Average number of shares | 13 124 831 | 10 255 043 |
| Earnings per share | 1,85 | 1,12 |

## 26. Contingent assets, contingent liabilities and commitments

### Contingent assets

A contingent asset is a possible asset that arises from past events, but the existence of which is uncertain and is not dependent on future events within the control of the Group. These assets do not appear on the balance sheet. The Group has no contingent assets for which an inflow of economic benefits is probable and significant.

### Contingent liabilities

The Group has no contingent liabilities for which an outflow of economic benefits is probable and significant.

## 27. Off-balance sheet items

Success fee

Shopper Park Plus Plc. under its management contract with Adventum Property Services Ltd., Shopper Park Plus Plc. would have to pay a success fee to Adventum Property Services Ltd. if certain conditions were met. In order for the success fee payment obligation to be triggered, exit events must occur in addition to the fulfilment of the internal rate of return indicators. Such an exit event is when the Issuer sells all of its properties or changes the majority ownership. The Issuer's management currently considers both exit events, separately and in combination, to be less than 50% probable in the future, so the Issuer does not recognize the success fee payment as a liability and expense, does not defer it, but recognizes it as an off-balance sheet item. If the exit event had occurred on the balance sheet date at the property values entered in the property valuation as sales prices, Shopper Park Plus Plc would have had a success fee liability of EUR 7.1 million.

Securities

Appropriate security has been created in favour of the creditors in connection with the loan agreement, covering the assets of all the members of the Group and their shareholdings in these companies.

Collateral contracts under Hungarian law have been concluded in respect of Shopper Park Plus Plc. and Gradevel Ltd., under which:

1. The Parent Company's 100% stake in the Hungarian subsidiary was pledged,
2. Hungarian properties were mortgaged and encumbered with a right to purchase,
3. the movable assets, rights and claims of SPP and Gradevel were pledged,
4. the bank accounts of Hungarian companies were pledged and secured by a pledge or a guarantee,
5. the existing ordinary shares and preference shares issued by SPP and held by Penta CEE Holding were bailed in, and
6. the Penta Fund, Penta CEE Holding, SPP, and Gradevel have entered into a subordination, sponsorship and ownership commitment agreement.

The relevant security agreements under Hungarian law contain restrictions on the disposal and encumbrance of the assets concerned.

Collateral contracts under Czech law have been concluded for the Czech subsidiaries and their assets, under which a pledge has been created:

1. receivables arising from the lease contracts of Czech subsidiaries,
2. shares in Czech subsidiaries,
3. for bank account receivables of Czech subsidiaries and the Hungarian Subsidiary,
4. on Czech real estate,
5. insurance claims of Czech subsidiaries, and
6. on the assets of Czech subsidiaries ("enterprise pledge")

To replace the advances paid related to the electricity supply contracts, SPP concluded a bank guarantee agreement on 26 September 2023 in an amount of EUR 5 million. In connection with the bank guarantee, a second rank mortgage and restraint on alienation and encumbrance have been registered for the Bank on the Group’s property in Budaörs .

## 28. Events after the balance sheet date

Purchase of Slovak retail parks

On 6 March 2025, SPP Plc. announced that its subsidiary Shopping Malls SVK s.r.o., a majority-owned subsidiary of Skradevel Holding Ltd.., registered in Slovakia, has acquired by using a bank loan from UniCredit Bank Czech Republic and Slovakia a.s , as well as cash received from owners via previous capital increase., fulfilled its purchase price payment obligation to the seller and, as a result of parallel Slovak land registry proceedings, acquired the ownership of four retail parks previously part of the Slovak Tesco portfolio.

New interest rate swap

On 7 April 2025, the Group entered into an interest rate swap under which the Group will pay a fixed interest rate of 2.04% on 30% of the principal amount of the loan instead of the 3-month EURIBOR, which is the floating interest rate base of the loan agreement. Together with an interest margin of 2.5%, this means that the Group will pay a fixed interest rate of 4.54% on 30% of the principal amount of the loan. The terms of the interest rate cap transaction, which is fixed at 70% of the principal amount of the loan, remain unchanged.

## 29. Approval of the financial statements

The report was approved by the Board of Directors on 8 April 2025 and submitted to the General Assembly for adoption. Simultaneously with the approval of the annual accounts, the Board of Directors proposes to approve a total dividend of EUR 12,597,999, which represents €0.84 per share for shareholders.. The General Meeting of Shareholders is entitled to approve the report and may request amendments before its adoption.

Budapest, 8 April 2025.

Member of the Board of Directors Member of the Board of Directors

SHOPPER PARK PLUS PLC
SEPARATE ANNUAL BUSINESS REPORT 2024

## Financial and operational summary

| Performance | Unit of measurement | Data | Comment | 2024 | 2023 |
|---|---|---|---|---|---|
| Rental income | MEUR | i | E1 | 18.3 | 16.9 |
| Operating result | MEUR | i | E2 | (1.4) | (1.5) |
| Gross result | MEUR | i | E3 | 16.9 | 15.4 |
| Administrative costs | MEUR | i | E4 | (2.8) | (2.0) |
| Revaluation gain | MEUR | i | E5 | 11.0 | 6.4 |
| Net financial result | MEUR | i | E6 | (3.5) | (5.5) |
| Profit for the year | MEUR | i | E7 | 22.5 | 14.1 |
| **Share information** | | | | | |
| Earnings per share | EUR | z | R1 | 1.69 | 1.38 |
| Number of shares | pieces | z | R2 | 14 997 618 | 13 077 618 |
| **Financial position** | | | | | |
| Value of investment properties | MEUR | z | P1 | 225.1 | 218.3 |
| Own capital | MEUR | z | | 181.8 | 147.8 |
| Loans | MEUR | z | P2 | 100.5 | 104.5 |
| Leverage (loan/property value) | % | z | | 45% | 48% |
| **Operational data** | | | | | |
| Rentable area | thousand sqm | z | M1 | 262 | 261 |
| Occupancy | % | z | M2 | 93.4% | 95.8% |
| WAULT | year | z | M3 | 6.2 | 6.0 |

## Detailed report:

| | Performance | Comment |
|---|---|---|
| E1 | Rental income | Rental income for 2024 shows an increase of 8.2% compared to 2023. The increase is supported by the high inflationary environment of the previous year through rent indexation as an environmental effect. |
| E2 | Operating result | The operating result was loss-making in both periods, in line with the characteristics of the industry. The operating loss as a percentage of rental income improved from -8.9% in 2023 to -7.9% in 2024. With energy costs decreasing, property operation and maintenance costs increased compared to the comparative period. |
| E3 | Gross result | The gross result for 2024 shows an increase of 9.5% compared to the same period last year. The increase is also driven by higher rental income and a decrease in operating loss. |
| E4 | Administrative costs | The revaluation gain in 2024 was EUR 11 MEUR, EUR 4.6 MEUR higher than in the previous year. The revaluation gain was supported by new leases in downsize areas and the increase in rents according to indexation. |
| E5 | Revaluation gain | Administrative costs increased by 40.7%, or 0.8 MEUR in 2024 compared to the previous year. The increase in administrative costs is due to an increase in management fees (asset management, controlling and salary costs related to administrative tasks). |
| E6 | Net financial result | The net financial loss in 2024 was 3.5 MEUR, 1.9 MEUR lower than in the same period of the previous year. The decrease in loss is mainly due to the fact that the valuation of purchase price retentions in 2023 resulted in a net loss of 1.1 MEUR, while in 2024 this net loss amounted to 0.1 MEUR. The increase in dividend income reduced the loss by 0.7 MEUR. |
| E7 | Profit for the year | Profit after tax in 2024 is 59.7% better than the previous year. The profit after tax in the period was again mainly driven by revaluation gains, but the increase was also significantly boosted by an increase in gross profit and a decrease in net financial loss. |

| | Financial position | |
|---|---|---|
| P1 | Value of investment properties | During the year, 2 properties were sold for the subsidiary, but the decrease was offset by higher property valuations, mainly due to new leases in downsize areas and an increase in rents in line with indexation. |
| P2 | Loans | The reduction in the stock of loans is due to the repayment of bank loans. |

| | Operational data | |
|---|---|---|
| M1 | Rentable area | The withdrawal of the areas covered by the call option has reduced the expenditure. |
| M2 | WAULT | SPP Plc. measures the current quality of its tenant portfolio using a well-established indicator in the international commercial real estate market, the weighted average unexpired lease term (WAULT). The calculated value does not consider any termination options that tenants may exercise, nor does it include any extension options that tenants may exercise. For leases with an indefinite term, a term of one year is included in the calculations. |

## Presentation of properties

| Properties | Address |
|---|---|
| Budaörs | Kinizsi út 1-3., 2040 Budaörs, Hungary |
| Debrecen Extra | Kishegyesi út 1-13., 4031 Debrecen, Hungary |
| Eger | Rákóczi Ferenc utca 100., 3300 Eger, Hungary |
| Érd | Budafoki út 2., 2030 Érd, Hungary |
| Kecskemét | Talfája köz 1., 6000 Kecskemét, Hungary |
| Miskolc Extra | Szentpéteri kapu utca 103., 3527 Miskolc, Hungary |
| Nyíregyháza | Pazonyi út 36., 4400 Nyíregyháza, Hungary |
| Pécs | Makay István út 5., 7634 Pécs, Hungary |
| Sopron | Ipari krt. 30., 9400 Sopron, Hungary |
| Szeged | Rókus krt. 42-64., 6724 Szeged, Hungary |
| Székesfehérvár | Aszalvölgyi utca 1., 8000 Székesfehérvár, Hungary |
| Váci út - Budapest | Gács utca 3., 1138 Budapest, Hungary |

The properties of Debrecen Airport and Miskolc Avas retail parks were sold by SPP Plc to its wholly owned subsidiary, Shopper Retail Park Kft. on 31.12.2024.

## Environmental protection

SPP Plc. has a legal, financial, market and reputational responsibility to public authorities, as well as to consumers, tenants, local communities and the natural environment, to manage environmental risks in its operations.

SPP Plc is committed to contributing to the fight against climate change through the investment and operation of its real estate portfolio. Real estate makes a significant contribution to greenhouse gas emissions during its life cycle, and it is necessary to take this objective into account during both operation and renovation and demolition works.

The focus of the SPP Plc's ESG strategy is to reduce carbon emissions in line with the principles of the Paris Agreement and other international sustainability frameworks.

In addition to reducing carbon emissions over the lifetime of buildings, the ESG strategy also places a strong emphasis on the following elements that contribute to sustainability:

- a 30% reduction in the energy consumption of the real estate portfolio compared to the level at the time of purchase
- use of renewable energy
- creating sustainable infrastructure
- obtaining at least "very good" certification for all properties under the BREEAM rating system
- use of "green" lease clauses
- use of recycled building materials and rainwater

SPP Plc’s aims to make its real estate investments resilient to the volatility of utility costs, while reducing adverse environmental impacts and creating long-term value for its investors. Energy efficiency and other investments and measures outlined above will help to achieve these objectives.

Based on the consumption data of Hungarian retail parks, the solar power plant sizing was completed in Q4 2024. The project team met a number of companies with good references in advance, after which the "Indicative Call for Tender for the Installation of a Photovoltaic Solar Power Plant and Industrial-Scale Electricity Storage" was sent out in January 2025.

As a result of energy efficiency improvements, the replacement of outdoor parking lot lighting systems in retail parks with new energy efficient LED lighting was successfully completed in 2024Q4 for all locations in Hungary.

In the common areas of the retail parks, the replacement of the indoor lighting fixtures with energy efficient LED lighting has already been done in several retail parks (Budaörs, Székesfehérvár, Váci út-Gács utca, Miskolc Szentpéteri, Eger) and will continue in the other retail parks in 2025.

In order to reduce operating costs and carbon footprint, the replacement of the bar and overhead lighting domes on the roof in the Székesfehérvár retail park has been completed, while in Váci út (Gács utca) it will be completed in early Q2 2025, weather permitting.

The installation of high-capacity (DC) electric car chargers, already contracted with several operators, is expected in 2025. In addition to the ongoing contracts, Shopper Park Plus Plc has signed contracts for another 5 sites, which will result in deployment at the retails parks in late 2025 or 2026, depending on the capacity of the electricity providers. The total investment will be financed by the service providers.

A complete renovation of the public bathrooms, including the replacement of all architectural elements (tiles, cubicles) and porcelain, the installation of low water consumption taps and other sanitary ware (ensuring the local, energy-saving LED lights will be installed in the Váci út (Gács utca), Eger and Nyíregyháza retail parks, which will be completed in 2024. For the retail parks in Debrecen Kishegyesi and Miskolc Szentpéteri, planning has started and the works are expected to be completed in Q2 2025. The functional renovation of the public water points in the other retail parks will continue in 2025.

In the property of retail park in Székesfehérvár, following the tendering of the new gate air curtains, works are expected to be completed by Q1 2025.

The scheduled waterproofing works on the main building and roof of the Kishegyes retail park in Debrecen were completed on schedule in Q4 2024. The tendering of phases 2 and 3 will continue in Q1 2025, in order to renew the entire waterproofing.

In order to increase the energy efficiency of the retail parks in the Shopper Park Plus Plc portfolio in Hungary, the works were completed in Q4 2024, following the tendering of the thermal insulation works for the central heating installations and the contracting of the contractor.

**Bank loan**

SPP Plc financed the acquisition of the properties in part through a bank loan, with ERSTE Group Bank AG, ERSTE BANK MAGYARORSZÁG Zrt. and OTP Bank Nyrt. as lenders:

**Hedging transactions and collateral**

*Hedge of interest rate risk*

SPP Plc has covered the variable interest rate bank loan agreement up to 70% of the principal amount for the period from 1 January 2023 until the maturity of the bank loan on 31 March 2027. The hedge is an interest rate cap (so-called CAP) transaction with a 3-month EURIBOR capped at 2.4% as the interest rate base. The collateral for the hedge is identical to the collateral for the bank loan agreement.

*Expanded collaterals*

In the context of the bank loan agreement, collateral typical of such transactions has been created in favour of the creditors, covering the assets of the parent company and its subsidiaries, as well as the shares in these companies.

To redeem the advances on the electricity supply contracts, SPP Plc entered into a bank guarantee agreement with the account holder's bank on 26 September 2023 for a total amount of MEUR 5. In connection with the provision of the guarantee, a second ranking lien will be created in favour of the account bank in respect of the property in Budaörs and a prohibition of alienation and encumbrance will be established to secure this lien.

## Events after the balance sheet date

**Acquisition of Slovak retail parks**
On 6 March 2025, SPP Plc. announced that its subsidiary Shopping Malls SVK s.r.o., a majority-owned subsidiary of SKRADEVEL Holding Ltd.., registered in Slovakia, has been acquired by UniCredit Bank Czech Republic and Slovakia a.s. has fulfilled its purchase price payment obligation to the seller using a credit line maintained by the lender and the equity and drawn down loan previously raised as capital and has acquired the ownership of four retail parks previously part of the Slovak Tesco portfolio as a result of parallel Slovak land registry proceedings

**Dividend payment of Shopper Retail Park Ltd.**
The Company's wholly-owned subsidiary Shopper Retail Park Ltd. decided to pay a dividend of EUR 7,597,671 from its 2024 profit to the Company on 31 March 2025.

**Dividend payment of Gradevel Ltd.**
The Company's wholly-owned subsidiary Gradevel Ltd. decided on 3 April 2025 to pay a dividend of EUR 2,315,789 from its 2024 profit to the Company.

**Interest rate swap transaction**
On 7 April 2025, the Company entered into an interest rate swap transaction whereby the Company will pay a fixed interest rate of 2.04% on 30% of the principal amount of the loan instead of the 3-month EURIBOR, which is the floating interest rate base of the loan agreement. Together with an interest margin of 2.5%, this means that the Group will pay a fixed interest rate of 4.54% on 30% of the principal amount of the loan. The terms of the interest rate cap transaction, which is fixed at 70% of the principal amount of the loan, remain unchanged.

## Other information

- SPP Plc does not carry out research and experimental development.
- As of 31.12.2024, SPP Plc had 4 employees, while in 2024 it had no employees. Resources were recruited in the areas of financial analysis, marketing and process development. The expansion in these three areas is intended to support future business acquisitions, enhance the Group’s presence and market recognition awareness, and increase its overall internal efficiency, in line with the company's strategy.

- SPP Plc risks are covered by the risks listed in the SPP consolidated annual business report.

## Owners and ownership rights

**Listing and presentation of owners of more than 5% (at the end of the period)**

For the series(s) introduced:

| Name | Residency | Activity | Quantity (pieces) | Ratio (%) | Voting right (%) |
|---|---|---|---|---|---|
| PENTA CEE Holding Plc. | Domestic | Company | 4 815 196 | 35.67% | 35.67% |
| Adventum PENTA Co-Investment SCSp | Foreign | Institutional | 2 176 351 | 16.12% | 16.12% |
| PortfoLion Partner Magántőkealap | Domestic | Institutional | 1 532 160 | 11.35% | 11.35% |
| Note: PENTA CEE Holding Plc. and Adventum PENTA Co-Investment SCSp vote together through their final decision maker, Kristóf Péter Bárány. | | | | | |
| Kristóf Péter Bárány | | | | | 51.80% |

Regarding the total share capital:

| Name | Residency | Activity | Quantity (pieces) | Ratio (%) | Voting right (%) |
|---|---|---|---|---|---|
| PENTA CEE Holding Plc. | Domestic | Company | 6 315 196 | 42.11% | 42.11% |
| Adventum PENTA Co-Investment SCSp | Foreign | Institutional | 2 176 351 | 14.51% | 14.51% |
| PortfoLion Partner Magántőkealap | Domestic | Institutional | 1 532 160 | 10.22% | 10.22% |
| Note: PENTA CEE Holding Plc. and Adventum PENTA Co-Investment SCSp vote together through their final decision maker, Kristóf Péter Bárány. | | | | | |
| Kristóf Péter Bárány | | | | | 56.62% |

With respect to the total share capital, in relation to the shares with preferential voting rights:

| Name | Residency | Activity | Quantity (pieces) | Ratio (%) | Voting right (%) |
|---|---|---|---|---|---|
| PENTA CEE Holding Zrt. | Domestic | Company | 6 315 196 | 42.11% | 69.53% |
| Adventum PENTA Co- Investment SCSp | Foreign | Institutional | 2 176 351 | 14.51% | 7.64% |
| PortfoLion Partner Magántőkealap | Domestic | Institutional | 1 532 160 | 10.22% | 5.38% |
| Note: PENTA CEE Holding Plc. and Adventum PENTA Co-Investment SCSp vote together through their final decision maker, Kristóf Péter Bárány. | | | | | |
| Kristóf Péter Bárány | | | | | 77.17% |

**Statement of disclaimer in relation to annual accounts**

Shopper Park Plus Plc. declares that the separate annual accounts, prepared to the best of its knowledge on the basis of applicable accounting regulations, give a true and fair view of the assets, liabilities, financial position, profit and loss of Shopper Park Plus Plc. the separate annual business report gives a reliable picture of Shopper Park Plus Plc. its situation, development and performance, describing the main risks and uncertainties.

Budapest, 08.04.2025

Board Member Board Member

# Shopper Park Plus Plc.

## Separate financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union

for the financial year ending 31.12.2024

## Agenda

## Comprehensive income

| Amounts are in EUR | Note | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|---|
| Rental income | 4 | 18 309 019 | 16 917 241 |
| Operating fees and other revenue | 5 | 8 223 776 | 21 759 893 |
| Operating and other property-related expenses | 5 | (9 664 059) | (23 269 070) |
| **Gross result** | | **16 868 735** | **15 408 064** |
| Gain from revaluation of investment properties | 9 | 11 017 628 | 6 402 143 |
| Impairment | 7 | (2 198 901) | (176 822) |
| Administrative expenses | 6 | (2 781 555) | (1 976 481) |
| Other income | 8 | 3 266 033 | 0 |
| **Operating result** | | **26 171 941** | **19 656 904** |
| Financial incomes | 10 | 3 468 004 | 3 630 025 |
| Financial expenses | 10 | (7 016 174) | (9 099 744) |
| **Profit before tax** | | **22 623 771** | **14 187 185** |
| Income tax ((gain) / loss) | 11 | (76 425) | (70 036) |
| **Profit for the year** | | **22 547 346** | **14 117 149** |
| *Other comprehensive income to be reclassified to profit or loss for the period* | | | |
| Cash-flow hedge period end valuation difference | 15 | (390 173) | (1 073 661) |
| *Other comprehensive income not to be reclassified to profit or loss for the period:* | | | |
| Result on financial instruments measured against other comprehensive income | | 0 | 0 |
| **Other comprehensive income for the year** | | **(390 173)** | **(1 073 661)** |
| **Total comprehensive income for the year** | | **22 157 173** | **13 043 488** |
| Earnings per share | 24 | 1,69 | 1,38 |

# Financial position (balance sheet)

| Amounts are in EUR | Note | 31.12.2024 | 31.12.2023 |
|---|---|---|---|
| Assets | | | |
| **Non-current assets** | | **273 536 050** | **232 742 917** |
| Investment properties | 12 | 225 050 000 | 218 310 000 |
| Shares | 13 | 48 480 509 | 14 423 852 |
| Other non-current assets | | 5 541 | 9 065 |
| | | | |
| **Current assets** | | **26 099 030** | **47 305 441** |
| Lease and other accounts receivable | 16 | 5 117 766 | 5 739 342 |
| Other receivable | 16 | 5 944 833 | 2 971 076 |
| Restricted cash | 17 | 9 589 427 | 9 931 153 |
| Cash and cash equivalents | 17 | 5 447 004 | 28 663 870 |
| | | | |
| **Total assets** | | **299 635 080** | **280 048 358** |
| | | | |
| **Equity and liabilities** | | | |
| **Equity** | | **184 035 251** | **147 789 276** |
| Share capital | 18 | 1 499 762 | 1 307 762 |
| Capital reserve | 18 | 152 188 510 | 130 521 762 |
| Cash-flow hedge reserve | 18 | (1 245 403) | (855 230) |
| Retained earnings | 18 | 6 846 135 | 2 697 833 |
| Profit of the year | 18 | 22 547 346 | 14 117 149 |
| | | | |
| **Non-current liabilities** | | **101 177 338** | **106 344 649** |
| Long-term loans and borrowings | 19 | 95 549 701 | 100 115 578 |
| Tenant deposits | 21 | 5 597 087 | 5 844 176 |
| Other non-current liabilities | 20 | 30 551 | 384 895 |
| | | | |
| **Current liabilities** | | **16 621 391** | **25 914 433** |
| Short-term loans and borrowings | 19 | 4 985 193 | 4 410 000 |
| Accounts payable | 22 | 1 637 599 | 116 208 |
| Current income tax liabilities | 22 | 44 573 | 45 113 |
| Negative fair value of cash-flow hedging derivatives | 15 | 1 245 403 | 855 230 |
| Other current liabilities | 22 | 8 708 623 | 20 487 882 |
| **Total liabilities** | | **117 798 730** | **132 259 082** |
| | | | |
| **Total equity and liabilities** | | **299 635 080** | **280 048 358** |

# Statement of changes in equity

| Amounts are in EUR | Note | Share capital | Capital reserve | Cash-flow hedge | Retained earnings | Profit of the current year | Total |
|---|---|---|---|---|---|---|---|
| **Balance on 01.01.2023** | | **963 200** | **95 356 800** | **218 431** | **(327 699)** | **6 878 332** | **103 089 064** |
| Total comprehensive income for the year | 18 | 0 | 0 | (1 073 661) | 0 | 0 | (1 073 661) |
| Total other comprehensive income for the year | 18 | 0 | 0 | 0 | 0 | 14 117 149 | 14 117 149 |
| Transfer of previous year's profit to retained earnings | 18 | 0 | 0 | 0 | 6 878 332 | (6 878 332) | 0 |
| Dividends paid | 18 | 0 | 0 | 0 | (3 852 800) | 0 | (3 852 800) |
| Transaction cost related to the issue of share capital | 18 | 0 | (1 703 151) | 0 | 0 | 0 | (1 703 151) |
| Increase in share capital and capital reserve | 18 | 344 562 | 36 868 113 | 0 | 0 | 0 | 37 212 675 |
| **Balance on 31.12.2023** | | **1 307 762** | **130 521 762** | **(855 230)** | **2 697 833** | **14 117 149** | **147 789 276** |
| Total comprehensive income for the year | 18 | 0 | 0 | 0 | 0 | 22 547 346 | 24 746 246 |
| Total other comprehensive income for the year | 18 | 0 | 0 | (390 173) | 0 | 0 | (390 173) |
| Transfer of previous year's profit to retained earnings | 18 | 0 | 0 | 0 | 14 117 149 | (14 117 149) | 0 |
| Dividends paid | 18 | 0 | 0 | 0 | (9 968 847) | 0 | (9 968 847) |
| Transaction cost related to the issue of share capital | 18 | 0 | (221 252) | 0 | 0 | 0 | (221 252) |
| Increase in share capital and capital reserve | 18 | 192 000 | 21 888 000 | 0 | 0 | 0 | 22 080 000 |
| **Balance on 31.12.2024** | | **1 499 762** | **152 188 510** | **(1 245 403)** | **6 846 135** | **23 547 346** | **181 836 350** |

# Statement of Cash Flow

| Amounts are in EUR | Note | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|---|
| Cash flow from operating activities: | | | |
| Profit before tax | | 22 623 771 | 14 187 185 |
| Adjustments to reconcile profit before tax to net cash flows: | | | |
| Gain from revaluation of investment property | 12 | (11 017 628) | (6 402 143) |
| Gain/(Loss) on Foreign exchange differences | 10 | 81 871 | (41 186) |
| Other corrections of the result (mainly from interest) | 10 | (3 294 857) | (2 035 014) |
| Interest paid | 24 | 6 572 677 | 6 647 462 |
| Changes in accounts receivable and other receivable | 16 | (2 866 482) | 6 889 546 |
| Increase / decrease in deposits and tenant deposits | 21 | (247 089) | 523 503 |
| Increase / decrease in restricted cash balances | 14 | 341 726 | (483 046) |
| Decrease / increase in account payable and other current liabilities | 22 | (10 175 033) | (6 954 556) |
| Income tax paid | 11 | (76 965) | (24 923) |
| Net cash flows used in investing activities | | 1 941 991 | 12 306 828 |
| | | | |
| Cash flows from investing activities | | | |
| Acquisition of investment properties | 12 | (6 412 372) | (2 377 857) |
| Sale of investment properties | 12 | 13 340 000 | 0 |
| Purchase of other fixed asset | | 0 | (8 967) |
| Consideration paid for acquisition | 13 | (36 110 000) | (3 200 000) |
| Dividends received | 10 | 2 701 724 | 2 037 889 |
| Net cash flow from investing activities | | (26 480 647) | (3 548 935) |
| | | | |
| Cash flow from financing activities | | | |
| Repayment of loans / borrowings to 3rd parties | 19 | (4 410 000) | (4 130 000) |
| Drawdown of loans / borrowings from 3rd parties | 19 | 248 361 | 0 |
| Drawdown of loans from related parties outside the group | 19 | 14 120 000 | 2 000 000 |
| Repayment of loans / borrowings to related parties outside the group | 19 | (13 824 918) | (7 010 959) |
| Transaction costs of issuing equity instruments | 18 | (221 252) | (1 703 150) |
| Capital increase | 18 | 22 080 000 | 37 212 674 |
| Interest paid | 10 | (6 619 684) | (6 647 462) |
| Dividends paid | 20 | (9 968 847) | (3 852 800) |
| Net cash flow from financing activities | | 1 403 660 | 15 868 303 |
| | | | |
| Net change in cash and cash equivalents | | (23 134 996) | 24 626 196 |
| | | | |
| Cash and cash equivalents at the beginning of the year | 17 | 28 663 870 | 3 996 488 |
| Exchange rate gains/ (losses) on foreign cash and cash equivalents | 10 | (81 871) | 41 196 |
| Cash and cash equivalents at the end of the year | 17 | 5 447 004 | 28 663 870 |

# Notes to the Separate financial statements

## 1. General background

| | |
|---|---|
| Name of the parent company: | Shopper Park Plus Plc. |
| Tax number: | 27033498-2-44 |
| Registered seat: | 1015. Budapest, Batthyány street 3. ground floor 1. |
| Company registration number: | 01-10-140433 |
| Webpage: | www.shopperparkplus.hu |

Shopper Park Plus Plc. (hereinafter the "Company" or the "Parent Company") was incorporated on 9. July 2019 as Graduw Ltd. The Metropolitan Court of Budapest, as the Company Court, registered the Company on 8 August 2019. The Company transformed into a Public Limited Company on 27 October 2023, and its common shares are listed in the Premium category of the Budapest Stock Exchange. Its share capital is EUR 1,499,762.

The majority shareholder of the Parent Company is Penta CEE Holding Ltd. from 20 December 2021, with its registered office at 1015. Budapest, Batthyány street 3. ground floor 1, Hungary. The ultimate Parent company of the Company is Adventum Penta Fund SCA SICAV-RAIF.

As of 31 December 2024, the Company's share capital consisted of 13,497,618 dematerialized common shares of series "A," each with a nominal value of EUR 0.1, representing equal and identical shareholder rights, and 1,500,000 dematerialized voting preference shares of series "B" each with a nominal value of EUR 0.1, also representing equal and identical shareholder rights. The series "B" voting preference shares provide ten times the voting rights compared to the series "A" shares in certain decisions. Convertible or exchangeable shares were not issued during the reporting period or in previous fiscal years. There were no transactions to acquire treasury shares in the period under review or in previous financial years.

Significant transactions in the year:

Three companies were added to the SPP group in the 2024 financial year:
SPP decided to partially restructure its real estate portfolio by acquiring Shopper Retail Park Ltd. from Adventum Trium Private Real Estate Investment Fund and sold two retail pakrs to the company for further operation in December 2024.

In order to set up the corporate structure necessary to complete the acquisition of four retail parks operated by Tesco in Slovakia (the "Transaction"), SPP acquired Skradevel Holding Ltd. from Penta CEE Holding Plc.., which acquired a Slovak project company, Shopping Malls SVK s.r.o., and subsequently completed a capital increase with co-investors, resulting in Skradevel Holding Ltd. holding a 60% stake. SPP through Skradevel Holding Ltd. and the co-investors provided additional loans to the Slovak company to partially secure the financing needs of the Transaction. SPP used the funds raised in its share capital increase (see 18. Equity), which was completed in December 2024, for this purpose. The additional capital contributions and loans provided to Shopping Mall SVK s.r.o. to finance the Transaction is presented below:

| Investor | Capital stock | Loan | Total | Share % |
|---|---|---|---|---|
| Skradevel Holding Ltd. | 6 480 000 | 15 120 000 | 21 600 000 | 60,00% |
| Unity SK Holding Plc.* | 2 850 000 | 6 650 000 | 9 500 000 | 26,39% |
| TSP Partner Hungary Ltd.* | 1 470 000 | 3 430 000 | 4 900 000 | 13,61% |
| Total | 10 800 000 | 25 200 000 | 36 000 000 | 100% |

* *These transactions are recorded in the books of Shopping Malls SVK s.r.o.*

On 18 December 2024, Shopping Malls SVK s.r.o, as borrower, entered into a loan agreement and related security agreements with UniCredit Bank Czech Republic and Slovakia, a.s., as lender, for a maximum amount of EUR 46 million to provide bank financing for the Transaction, and on the same day entered into a sale and purchase agreement for real estate with TESCO STORES SR, as, for the Transaction. There were no drawdowns from the credit facility in 2024. The transaction closed in 2025, further information is provided in the note "Events after the 28th balance sheet date". This will enable the Group to significantly expand its business and strengthen its market presence in the region. The acquisitions contribute to the company's growth strategy and create additional business opportunities

The registered principal activity of the Company is: 6810 Sale and purchase of own real estate (according to TEÁOR'08 in force on 31 December 2024).

Representatives of the Company:

| | | |
|---|---|---|
| Kristóf Péter Bárány | András Marton | Gábor Németh |
| 1011 Budapest | 1126 Budapest | 1118 Budapest |
| Ponty street 6. | Fodor street 9/A ground fl./2. | Radóc street 10. |
| Joint representation right | Joint representation right | Joint representation right |

## Transformation into a regulated real estate investment company

The Company was registered by the National Tax and Customs Administration on 8 January 2022, with effect from 1 January 2022, as a Regulated Real Estate Investment Pre-Company. On 12 January 2024, with effect from 26 October 2023 the Company was registered as Regulated Real Estate Investment Company.

Shopper Park Plus Plc., as a Regulated Real Estate Investment Company is exempt from corporate tax and local business tax obligations. Due to the status of the regulated real estate investment pre-company, the Company was obliged to pay a uniform 2% property acquisition duty on the properties purchased in 2022, contrary to the general rules.

There are no regulated real estate investment project companies among the companies directly or indirectly owned by the Company.

## Financing and financial result

Shopper Park Plus Plc. partially financed the acquisition of the Hungarian retail parks by a bank loan. The loan agreement for the bank loan was concluded on 8 April 2022 and the loan was drawn down on

15 June 2022 in amount of MEUR 112.

Information on auditing and accounting

The Company is subject to an audit. The auditor fee of the consolidated and separate financial statements is EUR 61,855 + VAT.

The Company's selected auditor did not provide any non-audit services to Shopper Park Plus Plc. in the financial year from 1 January 2024 to 31 December 2024.

Auditor of the Company:
Attila Kujbus
Auditor registration number: 007370
Ernst & Young Audit Limited Liability Company
1132 Budapest, Váci street 20.

BPiON Services Ltd. (tax number: 26193616-2-41) is responsible for the financial records, as the Company's accounting service provider. The Financial Statements were compiled by: Bálint Kornélia (registration number: 202804).

## 2. Summary of material accounting policies

The relevant accounting policies applied in the preparation of the separate financial statements are set out below. The Company has applied the accounting policies set out here consistently for all years presented, any deviations are marked separately.

### 2.1 Basis of the financial statement's preparation

The financial statements of Shopper Park Plus Plc. have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and interpretations of the Interpretations Committee of the International Financial Reporting Interpretations Committee (IFRS IC) on a going concern basis. The Company has applied the cost method in the preparation of its consolidated financial statements, except for investment property derivatives where the fair value method has been applied. The preparation of consolidated financial statements in line with IFRS requires the use of certain critical accounting estimates. Management must also select the accounting policies to be applied. Matters requiring more in-depth consideration or that are more complex, and those for which assumptions and estimates are significant to the financial statements, are disclosed in note 3.

The Company prepares its accounts in accordance with IFRS and IAS 27 and, in addition to preparing these separate financial statements, the Company also prepares consolidated financial statements in accordance with IFRS.

### 2.2 Application of new and amended standards

For the reporting period ended 31 December 2024, the Company has prepared its financial statements in accordance with the provisions of all standards and interpretations that have become effective.

The accounting policies of the Company are consistent with the policies applied in previous years.

The following standards and interpretations (including amendments) became effective in 2024:

- IFRS 16 Leases: Lease Liability in a Sale and Leaseback (Amendments) (issued on 22 September 2022, effective for financial years starting from 1 January 2024)
- IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (Amendments) (issued on 31 October 2022, effective for financial years starting from 1 January 2024)
- IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosures - Supplier Finance Arrangements (issued on 25 May 2023, effective for financial years starting from 1 January 2024)

The adoption of the above amendments did not have a material impact on the Company's financial statements.

New and amended standards and interpretations issued by the IASB and adopted by the EU but not yet effective:

- IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments) (issued 15 August 2023, effective for annual periods beginning on or after 1 January 2025)
- IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments (Amendments) (effective for annual periods beginning on or after 1 January 2026)
- IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity (Amendments). (effective for annual periods beginning on or after 1 January 2026)
- IFRS 18 Presentation and disclosure in financial statements (effective for annual periods beginning on or after 1 January 2027)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for annual periods beginning on or after 1 January 2027)

The Company will apply the new and revised standards above when they become effective, and will not make use of earlier application in either case. The Company is currently assessing the impact of the adoption of the above amendments on its financial statements

In 2024, the Company applies all IFRS standards, amendments, and interpretations effective from 1 January 2024 that are relevant to the Company's operations.

### 2.3 Foreign currency conversions

(a) Functional and reporting currency

The currency of the primary operating environment of Shopper Park Plus Plc., i.e. its functional currency is the euro, and the reporting currency of the consolidated financial statements is the euro.

(b) Transactions and balances

Foreign currency transactions are converted into the functional currency at the Hungarian National Bank's exchange rate on the valuation date in the case of a transaction or revaluation. Foreign exchange gains and losses resulting from the settlement of such transactions or from the year-end revaluation of financial assets and liabilities denominated in foreign currencies are recognized in the profit and loss statement under 'Financial income' or 'Financial expenses'. Foreign exchange gains and losses on loans and on cash and cash equivalents are presented in the profit and loss statement under 'Financial income' or 'Financial expenses'. Other exchange gains and losses are also presented in the profit and loss statement under 'Financial income' or 'Financial expenses'.

## 2.4 Investment properties

Property is recorded as investment property if it is held to earn rental or capital gains, or both, and not for the purpose of a future sales transaction, producing a product or providing a service, or for the conduct of a business.

Mixed-use properties (properties partly used by the Company and partly held for rental or capital increase purposes) shall be shared and the components accounted for separately if those components are available for sale separately.

Investment properties are primarily retail properties that are not used by the Company or in the course of the Company's activities or for sale in the ordinary course of business but are used primarily for rental income and capital increase purposes.

Investment properties are initially measured at cost, including transaction costs. Transaction costs include transfer duties, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be operational.

After initial recognition, investment properties are recorded at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the continuing use of investment properties are included in the profit and loss statement in the period in which they arise, including the related tax effect. Initial costs associated with the acquisition of operating leases and lease incentives are capitalized at the value of the related investment property.

Transfers to or from investment property are made only when there is evidence of a change in use (such as the commencement of development or the commencement of operations for another party). In case of transfers from investment property to inventories, the assumed cost is the fair value at the date of the change in use. When a property held in inventories becomes investment property, the difference between the fair value of the property at the date of transfer and the former book values is recognized in the profit and loss. The Company considers as evidence the commencement of development for sale (in the case of a transfer from investment property to inventories) or the commencement of an operating lease to another party (in the case of a transfer from inventories to investment property).
Investment properties are derecognized either when they have been disposed or when they are permanently withdrawn from use and no future economic benefit is expected from the disposal. The difference between the net disposal income and the book value of the asset is recognized in the result of the period when the disposal happened. When calculating the amount of consideration to be included in the profit or loss from the disposal of the investment properties, the Company takes into account the effects of the variable consideration, the existence of a significant financing component,

the non-monetary consideration, and the consideration to be paid to the buyer, if any, in accordance with the requirements of IFRS 15 on the requirements for determining the transaction price.

The estimated fair value of investment properties and related assumptions are included in Note 9.

### 2.5 Shareholdings

An enterprise has three options for measuring and presenting investments in separate financial statements.

- cost value,
- fair value in accordance with IFRS 9 Financial Instruments,
- or the equity method as described in IAS 28 Investments in associates and joint ventures.

The Company shall apply the same accounting for each category of investment.

The Company applies the cost model. The Company carries investments at cost in accordance with IAS 27 paragraph 10. It calculates and records the amount of impairment required based on the information at the balance sheet date.

The calculation of impairment requires an estimate of the recoverable amount of the cash-generating units. Value in use is generally determined based on expected discounted future cash flows.

An impairment test should be carried out for an investment in a subsidiary if there are indications of potential impairment. If there is an indication of impairment, the recoverable amount of the investment should be determined and compared with the net carrying amount of the investment. If the recoverable amount of an investment is less than its net asset value, an impairment loss is recognised.

A company that prepares its separate financial statements in accordance with IFRSs tests the value of subsidiaries (investments) against the equity value of the investments. The Company considers the net equity value of subsidiaries to be their market value. The dominant (often only material asset) of subsidiaries is an investment asset as defined in IAS 40, which is carried at a price adjusted for changes in market prices and yields. Other non-current assets of subsidiaries are not significant (tangible assets), receivable and payable are carried at amortised cost, and foreign currency items are revalued at the balance sheet date. Where the capital value of investments is less than the value recorded by the enterprise, the Company recognizes an impairment loss on the investment concerned. If a difference between expected future and historical equity values can be reliably estimated due to management's future planned contracts, an investment valuation model is used to value the investments, which forms the basis for the valuation of the investment.

### 2.6 Accounting of revenue

Revenue from contract with customers is recognized when the conditions of the contracts are met. Sales revenue excludes value added tax. All income and expenses are recognized in the appropriate period based on the accrual principle.

Revenue is recognized in an amount that reflects the consideration to which the Company is expected to be entitled in exchange for the products or services. Sales revenue is recognized if it is probable that the company will realize the economic benefit related to the transaction, and its amount can be properly measured. Revenue is recognized when control of the goods and services is transferred to the customer.

The main elements of the Company's revenue are:

- Rental income from the rental of real estate, which is mostly recognised monthly to tenants, based on the contractually agreed rental rate, in accordance with IFRS 16.
- Operating fees: the Company invoices the tenants in addition to the rent. Operating fees include overhead costs, maintenance, cleaning and security costs in accordance with the requirements of the IFRS 15 standard.
- Rentals on a pro rata basis: in addition to the above, depending on the turnover of the tenants, the following are invoiced at the intervals specified in each contract.

Property rental income: rental income comes from operating leases. The Company generates its income from the sale of real estate through the rental of commercial property. The sales revenue is accounted on a straight-line basis, from the moment the right to collect rent arises when property is occupied. Rental fees are settled linearly during the term.

Operating fees and other income: Operating charges and other revenue include the re-invoicing of operating costs that are reimbursed by tenants. The Company has grossed up these operating costs and related revenues transactions in the 2023 financial statements as it has determined that it is acting as principal in these cases based on the criteria of IFRS 15. From 2024 onwards, sub-billed energy, water and sewerage costs are presented on a net basis as the sub-billing of utility services has become substantially complete by 2024 with the installation of a sub-metering system to measure the consumption of utilities by tenants, following which the Company reassessed the IFRS 15 criteria and considered that the provision of utility services had become an agency activity, thus requiring the recognition of revenues and costs on a net basis under IFRS 15. Based on the review, the Company continues to act as principal for operating fees related to other property.

Dividend income: dividends from investments are recognized when the right to receive payment is established (provided that it is probable that the benefits will flow to the Company and the amount of income can be measured reliably).

Income realized on other financial assets: interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of the income can be measured reliably. Interest income is recognized on a time proportion basis over the expected life of the financial asset, using the effective interest rate, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the net book value of the financial asset at the time of initial recognition.

## 2.7 Leasing

The Company as lessee: The Company has no leased assets.

The Company as lessor: The Company has operating lease type rental agreements. An operating lease is a transaction that does not transfer substantially all the risks and benefits of ownership arising from

the asset. This is usually a simple, short-term lease arrangement (operating lease), where the incoming rent appears in the income statement.
Real estate properties leased under operating leases are presented under investment properties, rental income is recognized in revenue.

## 2.8 Borrowing costs

Borrowing costs may include interest and other costs associated with borrowing funds, such as:

- interest on overdrafts and other loans;
- finance charges related to leases (under IFRS 16);
- exchange differences on borrowings in foreign currencies, to the extent that they can be considered as adjustments to interest expense. It shall not exceed the amount that would have been incurred if the loan had been denominated in local currency.

as adjustments to interest expense. It shall not exceed the amount that would have been incurred if the loan had been denominated in local currency.
Borrowing costs incurred to acquire, construct or produce a directly qualifying asset shall be capitalised as part of the cost of that asset, and all other borrowing costs shall be expensed as incurred. For those assets that are ready for use or sale when acquired or inventories whose production is expected to take a short period of time are not capitalised.

In 2022, SPP identified borrowing costs of EUR 620,273 in relation to the bank borrowing and capitalised them to the cost of the borrowings to be released on a pro rata basis over the life of the loan each year. In 2024, a total of EUR 124,123 in borrowing costs have been cancelled.

The Group does not borrow for investments.

## 2.9 Financial assets and liabilities

The Company's financial assets typically comprise cash and cash equivalents, account receivable and other long-term receivable, which the Company measures at fair value through profit or loss, or at amortized cost. All financial instruments are recognized on the trade date.

Financial liabilities generally arise from the need to repay money and other financial assets. They mainly include other financial liabilities, account payable, liabilities to banks and related companies, and derivative financial liabilities.

All financial instruments should be initially recognized at fair value adjusted with transaction costs, except for instruments classified as FVTPL, where transaction costs should be recognized immediately in profit or loss.

The Company's financial assets are classified at initial valuation according to their nature and purpose. To determine the category of a financial asset, it is first necessary to clarify whether the financial asset is a debt instrument or an equity investment. Investments in equity are not classified as subsidiaries, associates or jointly controlled entities should be measured at fair value through profit or loss; however, a company may decide, on initial valuation, to measure investments in equity that are not held for trading at fair value through other comprehensive income. If the financial asset is a debt instrument, the following points should be considered in determining classification.

*Amortized cost*

Debt instruments shall be measured at amortized cost if they are held under a business model that is designed to hold financial assets to collect contractual cash flows and the contractual terms of the financial asset give rise, at specified dates, to cash flows that are solely payments of capital and interest on the outstanding capital.

*Fair Value Through Other Comprehensive Income (FVTOCI)*
Financial assets at fair value through other comprehensive income are financial assets held under a business model that achieves its objective by collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise to cash flows at specified dates that are solely payments of capital and interest on the outstanding capital.

*Fair Value Through Profit or Loss (FVTPL)*
The category of financial assets at fair value through PnL includes financial assets that do not fall into either of the above two categories of financial assets or were designated upon initial valuation as assets at fair value through PnL. When the SPPI requirement is met, the Company assesses whether the cash flows arising from the contract are consistent with the underlying loan agreements in the denominated currency of the financial instrument.

The Company uses Level 3 in the fair value hierarchy for the fair value measurement of financial assets and liabilities.

To assess whether contractual cash flows include only capital and interest, the Company examines the contractual terms of the financial instrument. The assessment also considers whether the financial instrument contains contractual terms that would cause the amount or timing of the contractual cash flows to change such that the financial instrument no longer meets the SPPI requirement.

All other debt instruments are measured at fair value through profit or loss (FVTPL).

For debt instruments, certain assets are required to be classified as FVOCI or amortized cost if the fair value option is not chosen (which is an irrevocable choice). The Company does not exercise the fair value option.

Financial assets are classified on initial recognition when the company becomes a contracting party to the instrument. Under certain conditions, it may be necessary to change/reclassify the classification of the assets retrospectively.

When classifying financial assets into a valuation group, financial assets must be classified according to two criteria at the same time:
1. examine the nature of the cash flows associated with the financial asset; and
2. the business model of the company related to the financial instrument.

In the case of financial assets, reclassification between FVTPL, FVOCI and amortized cost is required only if and when changes in the business model justify it and the conclusions from previous business model measurement are no longer relevant.

All equity instruments are measured at fair value in the balance sheet and the effect of changes in fair value is recognized directly in profit or loss, except for those equity instruments where the enterprise has selected the Other Comprehensive Income (FVOCI) option.

Where an investment in an equity instrument is held by the Company for a non-trading purpose, there is an option to recognize the asset at FVOCI on a non-recourse basis (for example, a share is purchased for long-term holding). The Company does not exercise the option.

For financial liabilities there are two valid classifications: FVTPL and amortized cost. Financial liabilities held for trading are measured at FVTPL (except for fair value changes arising from own credit risk, which are recognized in equity) and all other financial liabilities are measured at amortized cost, unless the fair value option is used. The Company does not use the fair value option, however, if the transaction is included in a cash flow hedge, the hedge is measured at fair value through other comprehensive income if it is effective.

The categories of financial liabilities are as follows:

1. liabilities at fair value against the PnL
2. liabilities valued at amortized cost

The Company offsets financial assets and financial liabilities and recognizes a net amount in the balance sheet only when the Company has a legally enforceable right to set off the amounts and intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### 2.10 Derivative financial instruments and hedge accounting

Initial recognition and subsequent mesurement

The Company uses derivative financial instruments to hedge interest rate risks. Such derivative financial instruments are initially recognized at fair value on the contract date and are subsequently remeasured at fair value, which is level 3 in the fair value hierarchy. Derivatives are recorded as financial assets if the fair value is positive and as financial liabilities if the fair value is negative. For hedge accounting purposes, these hedges are classified as cash flow hedges. The effective portion of the hedge is recorded in equity under Cash flow hedge reserve line.

At the commencement of the hedging relationship, the Company formally designates and documents the hedging relationship to which hedge accounting will be applied and the risk management objectives and strategy for the hedge.

The documentation shall include identification of the hedging instrument, the hedged item, the nature of the hedged risk and how the Company will assess whether the hedging relationship meets the hedge effectiveness criteria (including an analysis of the sources of hedge ineffectiveness and how the hedge ratio will be determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness criteria:

- there is an economic connection between the hedged item and the hedging instrument,
- the effect of credit risk does not dominate in the changes in value resulting from the economic relationship,
- the hedge ratio of the hedging relationship is equal to the ratio of the amount of the hedged item actually hedged by the Company to the amount of the hedging instrument actually used by the Company to hedge that amount of the hedged item.

Hedging transactions that meet all the conditions for hedge accounting are accounted for as follows:

Cash flow hedges

For cash flow hedge accounting purposes, hedges are cash flow hedges if they hedge exposure to variability in cash flow that is attributable either to a specific risk associated with a recognized asset or liability or to a highly probable forecasted transaction.

The effective portion of the gain or loss on the hedging instrument is recognized in the cash flow hedging reserve through the other comprehensive income, while the ineffective portion is recognized immediately in the PnL. The cash flow hedge reserve is adjusted by the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in the fair value of the hedged item. The amount accumulated in equity is reclassified to the PnL as a reclassification adjustment in the same period or periods in which the hedged cash flows affect profit or loss, for example, when the hedged financial income or financial expense is recognized.

If cash flow hedge accounting is discontinued, the amount accumulated in the hedging reserve within equity remains in the accumulated hedging reserve if the hedged future cash flows are expected to continue to occur. Otherwise, the amount is immediately reclassified to profit or loss as a reclassification adjustment. After termination, as soon as the hedged cash flow occurs, the amount remaining in the cumulative hedging reserve is recognized as a reclassification adjustment in the PnL.

## 2.11 Impairment of financial assets

The IFRS 9 impairment model is based on the expected credit loss principle.

Receivable are stated at nominal value less an appropriate allowance for estimated impairment. The Company uses the simplified approach to calculate impairment losses on account receivable, contract assets and lease receivable. The simplified impairment model is a provision matrix that takes into account the past 2 years of non-payment experience rates and provides a forward-looking calculation of expected impairment during the lifetime. Further impairment is recognized (e.g. probability of insolvency or significant financial difficulties of the debtor) when there is an indication that the Company will not be able to collect the full amount due according to the original terms of the invoice. A written-off receivable is derecognized when it is considered uncollectible.

The Company has developed an impairment matrix (ageing list) for the valuation of trade receivable and lease payments, based on historical experience of credit losses, adjusted for forward-looking factors specific to the obligors and the economic environment.

| late payment days | condition | impairment |
|---|---|---|
| 0-180 days | the partner is reliable, has a contract with us, no history of non-payment | 2% |
| 180-360 days | the partner is reliable, has a contract with us, no history of non-payment | 50% |
| above 360 days | - | 100% |

In the case of claims overdue between 0 and 360 days, an individual assessment shall be made if:

- the partner terminated the contract, or the contract has been terminated by us
- partner is under liquidation, being wound up or is bankrupt

- the customer does not admit the claim.

The amount available and enforceable as security deposit shall be deducted from the basis of impairment.

## 2.12 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash and bank deposits. The Company has limited customer deposits and illiquid security deposits, which are presented in the financial statements under the line "Tenant deposit".

## 2.13 Equity

Share capital
Share capital includes ordinary shares issued at nominal value for which the company received cash when issued.

Capital reserve
Capital reserve includes ordinary shares issued above nominal value. Costs of issuing shares are deducted from the capital reserve.

Cash-flow hedge reserve
This item includes the difference recognized on the fair value measurement of interest rate cap related to the Company's bank loans.

## 2.14 Accounts payable

Account payable include amounts payable for goods and services received from suppliers in the ordinary course of business. Account payable are classified as current liabilities if they are due within one year. Otherwise, they are presented as non-current liabilities.

## 2.15 Loans and interest liabilities

Loans/borrowings are initially recognized at fair value less transaction costs. Subsequently, loans/borrowings are recorded at amortized cost; the difference between the amount borrowed (less transaction costs) and the amount to be repaid is recognized in the income statement over the period of the loan using the effective interest method. Interest expense is recognized when it is probable that economic benefits will flow from the Company and the amount of the expense can be measured reliably. Interest expense is recognized on a time proportion basis, taking into account the principal outstanding using the effective interest method.

## 2.16 Dividend payment

Dividends payable to Company shareholders are recognized as a liability in the financial statements in the period in which the dividends are approved by the shareholders, and the compliance of the REIT regulation. Paragraph 114/A § 17 of the Hungarian Accounting Act (2000 C) 114/A § 17 applies to the parent company as an entity preparing separate financial statements under IFRS when determining the dividend payout limit. The relevant adjusting items for the parent company in determining the dividend limit are as follows. The adjustments relevant to the parent entity in determining the dividend payout limit are as follows: the amount of retained earnings available for dividend payment is the amount of retained earnings, including the profit after tax of the last closed financial year for which the financial statements are presented, less the amount of any cumulative unrealized gain on the increase in the fair value of investment property recognized in accordance with IAS 40 Investment Property. The amount of the retained earnings shall not include other comprehensive income as defined in IAS 1 Presentation of Financial Statements, except for reclassification adjustments. In the parent company's accounts, it prepares an equity reconciliation table, which includes a statement of the retained earnings available for dividend payments and compliance with the requirements of the SIT Act.

## 2.17 Fair value

Fair value measurement refers to an asset or liability. In determining fair value, the Company considers the characteristics of the asset or liability if market participants take those characteristics into account in pricing the asset or liability at the measurement date. The unit of account for the asset or liability shall be determined in accordance with the IFRS that requires or permits fair value measurement.

The fair value is the price that would be received when selling an asset or paid when transferring liability in a regular transaction between market participants at the time of valuation, regardless of whether the given price is directly observable or estimated using another valuation technique.

According to the IFRS 13 "Fair Value Valuation" standard, companies must classify fair value valuations in accordance with a fair value hierarchy that reflects the importance of the basic data used in the valuations.

Fair value hierarchy

Financial instruments measured at fair value are classified into a three-level fair value hierarchy for disclosure. The levels within the hierarchy reflect the significance of the inputs used in determining the fair value:

- level 1: quoted prices found in active markets for identical assets or liabilities.
- level 2: inputs other than quoted prices belonging to level 1, inputs that can be directly or indirectly observed in relation to the asset or liability, which are not observable inputs on the market.
- level 3: inputs based on unobservable market data

The Company uses level 3 assessment for fair value except of cash-flow hedge, where the determination is on level 2.

The Company recognises loans and receivable as well as financial liabilities at amortized cost and discloses their fair value in the notes to the financial statements.

## 2.18 Related parties

An enterprise is affiliated if it has a subsidiary, associate, joint venture, a key manager in the enterprise or parent enterprise, a close relative of any of the above individuals, a subsidiary, associate, joint venture owned by the individual or his/her close relative.

Related party transactions are any transactions between affiliated parties, regardless any price is charged or not.

In preparing its financial statements for each balance sheet date, the Company identifies related parties. It identifies the amounts receivable from and payable to the identified related parties in its records and discloses them in the notes to the financial statements.

### 2.19 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

### 2.20 Income taxes

The amount of income tax is based on the tax liability determined by law, adjusted by the deferred tax. The Company has identified corporate tax, local business tax and innovation contribution as income taxes based on a taxable profit. As a regulated real estate investment trust or company, Shopper Park Plus Plc is exempt from corporation tax and local business tax and therefore recognizes the innovation contribution as income tax in its accounts.

### 2.21 Segment information

The Company does not separate its activities into segments.

## 3. Significant accounting judgement and estimates

In preparing financial statements under IFRS, management is sometimes required to make significant estimates and assumptions. These significant estimates and assumptions affect the reported amounts of assets and liabilities, income and expenses in the financial statements and the disclosure of contingent assets and liabilities in the notes. The Company applies the IFRS that is specific to the particular transaction, event or circumstance. Actual results may differ from those estimates.

Estimates and baseline assumptions should be reviewed regularly. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only the current year, and in the period of the revision and future periods if the revision affects both current and future years.

The Company uses significant estimates in two areas, the fair value measurement of properties and the valuation of contingent purchase prices.

*(a) Fair value measurement of investment property*

When determining the fair value of properties, the Company has engaged an independent valuer of real estate, CBRE Ltd. The fair value determined by the independent valuer for all properties is the same as the value stated in the financial statements.

The valuation methods used, and their application are in line with approaches commonly used in national and international practice. In determining the market value of the properties, estimates of market rents have been derived from a comparison of recent rental of the properties with rents paid by tenants of similar profile in similar properties.

The net annual income calculated using the above has been capitalized with the expected return on the property market on the balance sheet date. The valuation is based on the so-called "Hardcore and Top Slice" methodology.

*(b) Valuation of contingent purchase prices*

The Company acquired the investment properties during 2022, whereby the purchase agreement has determined significant future purchase prices payable, which are recognized in other non-current and other current liabilities, respectively, according to the maturity classification. The contingent purchase prices are determined at a future payment date based on the future business conditions and events specified in the purchase agreement and are payable by the Company to the seller. In closing the accounts for a financial year, the Company considers all information available at that date to make a realistic estimate of the amount and maturity (within or beyond one year) of the contingent purchase price that it expects to pay in the future. In accordance with this accounting estimate, the Company adjusts the amount of contingent purchase price liabilities recognized in the accounts based on the available information, with any differences being charged or credited to financial profit or loss, so that the amounts of contingent purchase price liabilities recognized in the current period approximate, as closely as possible, the amounts expected to be recognized in the future.

Compared to the end of 2023, the agreed purchase price retentions at the end of 2024 have decreased significantly from EUR 11,571,178 to EUR 1,219,876, as most of the payments were made in 2024. The remaining payments will be made in 2025. As a result, all liabilities arising from purchase price retention are recognised under other current liabilities.

By category, the purchase price retention for the redemption of land used by TESCO was EUR 825,628; the purchase price retention for vacant land was EUR 394,248 at year-end 2024.

## 4. Rental income

The Company has rental incomes its amounts were as follows:

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Rental income | 18 309 019 | 16 917 241 |

The future minimum rental income for fixed-term leases (excluding the leasing fees of optional periods) on 31 December 2024 is as follows:

| Data in EUR | within 1 year | within 1-5 years | after 5 years |
|---|---|---|---|
| Minimum rental income | 13 220 871 | 39 049 969 | 45 669 657 |

## 5. Net service result

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Operating fees and other revenue | 8 223 776 | 21 759 893 |
| Operating and other property-related expenses | (9 664 059) | (23 269 070) |
| Net service result | *(1 440 283)* | *(1 509 177)* |

From 2024 onwards, the Company reports the recharged energy, water and sewerage costs on a net basis, see note 2.6. Therefore, both revenues and costs decreased significantly in 2024. The overall service result shows an improvement.

## 6. Administrative expenses

The breakdown of administrative expenses is shown in the table below:

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Audit expenses | 490 794 | 359 448 |
| Accounting and financial services | 365 297 | 197 448 |
| Legal fees | 457 024 | 321 643 |
| Management fee | 1 498 455 | 1 132 296 |
| Other administrative expenses | 335 282 | 163 094 |
| Total | 2 781 555 | 1 976 481 |

## 7. Impairment on leases and other trade receivables

The changes in impairment losses on leasing and other receivable are shown in the table below:

Amounts are in EUR

| | |
|---|---|
| Balance on 1 January 2023 | 198 172 |
| Recognition of provision | 702 349 |
| Reversal of provision | 525 527 |
| Balance on 31 December 2023 | 374 994 |
| Recognition of provision | 450 859 |
| Reversal of provision | 305 301 |
| Balance on 31 December 2024 | 520 552 |

In 2024, the result of the recognition and reversal of impairment was EUR 145,558.
In addition, the Company recognised an impairment loss of EUR 2,053,343 on its investment in Shopper Retail Park Ltd. For the calculation, see note 13 Investments.

## 8. Other income

| Amounts are in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Proceeds from sale of property | 2 650 000 | 0 |
| Miscellaneous other income | 616 033 | 0 |
| Other income | 3 266 033 | 0 |

The other revenue line is composed of two major items: other revenue due to the contractual lapse of EUR 609 thousand of liability accrued in 2022 related to the operating activity. In addition, the Company sold two properties to its subsidiary Shopper Retail Park Ltd. This sale resulted in a gain of EUR 2,650,000 for the Company.

## 9. Results of fair valuation of investment properties

The Company has engaged an independent valuer, CBRE Ltd., to determine the fair value of the properties. The value determined by the independent valuer is the same as the values in the financial statements for all properties.

The analysis prepared by CBRE Ltd. is as follows:

The valuation reflects the amount that would be included in a hypothetical sales contract at the valuation date. The result of the valuation is not adjusted for any taxes, other than transfer tax, that may be payable on the sale.

The applied valuation methods are in line with approaches commonly used in national and international practice. In determining the market value of the properties, estimates of market rents have been derived from a comparison of recent rentals of the properties with rents paid by tenants of similar profile in similar properties.

In valuations, it is generally assumed that after 9 months of vacancy following the expiry of current leases, new 5-year leases will be signed. And in the case of Tesco leased space, after 6 months of vacancy, a new 10-year lease will be let. For the sites vacant at the valuation date of 31.12.2024, an initial vacancy of 12 months is assumed for all properties on a uniform basis.

During the valuation of the Investment properties, the net annual income on the real estate market was discounted with the yield typical for the given real estate sector, which was between 7% and 8.1% in case of the Company's investment properties. The valuation is based on the so-called "Hardcore and Top Slice" methodology.

The valuation methodology used was in line with the valuation techniques described in IFRS 13.

Sensitivity analysis: If the value of real estate is analyzed for the assumed shift in the yield, the following value would be obtained with yield changes of 0.5% for 2024:

| Yield change sensitivity | -0,50% | 0% | 0,50% |
|---|---|---|---|
| Change in fair value (EUR) | 242 220 000 | 225 050 000 | 210 110 000 |

The sensitivity analysis was as follows in 2023:

| Yield change sensitivity | -0,50% | 0% | 0,50% |
|---|---|---|---|
| Change in fair value (EUR) | 235 310 000 | 218 310 000 | 203 500 000 |

## 10. Financial result

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Change in the contingent purchase price of investment properties | 0 | 412 266 |
| Dividends received | 2 701 724 | 2 037 889 |
| Foreign exchange gains | 211 847 | 836 604 |
| Other financial income | 554 433 | 343 266 |
| **Total financial income** | **3 468 004** | **3 630 025** |
| Change in the contingent purchase price of investment properties | 94 991 | 1 550 191 |
| Bank loan interest | 6 249 633 | 6 224 023 |
| Foreign exchange losses | 368 069 | 603 260 |
| Foreign revaluation losses | 74 213 | 22 385 |
| Other financial charges | 229 270 | 699 885 |
| **Total financial expenses** | **7 016 174** | **9 099 744** |
| **Financial result** | **(3 548 170)** | **(5 469 719)** |

Shopper Park Plus Plc. received dividends from Gradevel Ltd. in 2024.

Note 3 "Significant estimates" presents the contingent purchase prices and their valuation to be paid in the future on the acquisition of investment property, as defined in the purchase agreement. Contingent purchase prices have been estimated using accounting estimates based on available information at the time of acquisition of investment properties acquired during 2022 and have been recognised in the accounts. At the close of the accounting for the year ended December 31, 2024, the Company updated the estimate and adjusted it based on information then available.

In the financial year 2024, the Company has recognised a total financial expense of EUR 94,991 from changes in the estimate of the contingent purchase price.

Other financial income includes financial income that does not fall into any of the above categories. These are typically bank deposit interests.
Other financial expenses include financial expenses that do not fall into any of the above categories. These are typically direct legal and bank charges on the bank loan.

## 11. Income taxes

In 2024, the Company is not liable to pay corporate and business tax due to its status as an SZIT (see note 1). An innovation contribution expense is included in the income tax line.
Only innovation levy (0.3% tax rate) is included in income taxes. The effective tax rate is 0.34% in 2024 (0.49% in 2023).

The Company was registered by the Hungarian Tax Authority as a Regulated Real Estate Investment Holding Company with effect from 1 January 2022 and as a Regulated Real Estate Investment Company on 27 October 2023 and is therefore not liable for corporate and business tax for the financial year 2024.

The accounting for deferred tax is not relevant for the Company as no temporary differences are recognized.

The changes in IAS 12 Income Taxes - the introduction of a global minimum tax - do not affect the company's tax liability, as the consolidated income of the Company and the Group does not exceed EUR 750 million.

| Data in EUR | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|
| Profit before tax | 22 623 771 | 14 187 185 |
| Calculated corporate income tax (9%) | 2 036 139 | 1 276 847 |
| Tax exempted due to REIT status | (2 036 139) | (1 276 847) |
| Innovation contribution | 76 425 | 70 036 |
| Income taxes | 76 425 | 70 036 |

## 12. Investment properties

| Data in EUR | Total |
|---|---|
| Fair value on 1 January 2023 | 209 530 000 |
| Purchase of investment property | 0 |
| Capitalized costs | 2 377 857 |
| Gain from revaluation of investment property | 6 402 143 |
| Fair value on 31 December 2023 | 218 310 000 |
| Purchase of investment property | (10 690 000) |
| Capitalized costs | 6 412 372 |
| Gain from revaluation of investment property | 11 017 628 |
| Fair value on 31 December 2024 | 225 050 000 |

Under IFRS 13, the fair value of the property presented is on the 3rd level of the fair value hierarchy. The fair value hierarchy is explained in note 2.16.

In 2022, the Company purchased 14 investment properties. At the end of 2024, two of these properties - Miskolc Avas and Debrecen Airport - were sold to its subsidiary Shopping Retail Park Ltd. for a total consideration of EUR 13,340,000 (see note 8).

## 13. Shareholdings

At 31 December 2024, the Company holds a total of EUR 48,480,509 in three subsidiaries. Gradevel Ltd. remains a wholly owned subsidiary, which increased in value by EUR 5,000,000 due to a capital increase in the company of this amount. In 2024, the Company acquired shares in two additional companies (see 1. General background / Significant transactions for the year).
Gradevel Ltd. has a registered capital of EUR 42,000, its registered office is at Batthyány street 3, Ground floor. 1. door. Gradevel Ltd. was founded by SPP in 2021.

Skradevel Holding Ltd. has a registered capital of EUR 20,000, its registered office is at Batthyány street 3, Ground floor. 1. door. SPP purchased the shares for EUR 10,000 in full in exchange for a cash contribution. At the time of purchase, the company had no major assets and its share capital was EUR 10 000. Subsequently, SPP increased the company's capital by EUR 21,600,000 to partially secure the corporate structure and financing needs related to the acquisition of four TESCO retail parks in Slovakia (see 1. General background / Significant transactions during the year).
Shopper Retail Park Ltd. has a registered capital of EUR 9,900, its registered office is at Batthyány street 3, Ground floor. 1. door. SPP acquired the shares for EUR 9,500,000 in full in exchange for a cash contribution. At the time of the purchase, the company had almost exclusively cash assets totalling EUR 10,146,822.

The size of the shareholdings was as follows:

| Data in EUR | Shareholding ratio | 31.12.2024 | 31.12.2023 |
|---|---|---|---|
| Gradevel Ltd. | 100% | 19 423 852 | 14 423 852 |
| Shopper Retail Park Ltd.. | 100% | 9 500 000 | |
| Skradevel Holding Ltd. | 100% | 21 610 000 | |
| Total | | 50 533 852 | 14 423 852 |
| Impairment on investments | | 2 053 343 | |
| *Book value of investments in the Company* | | *48 480 509* | *14 423 852* |

Based on the impairment test performed for subsidiaries, an impairment loss should be recognised for Shopper Retail Park Ltd. The tables below show the book value of assets and liabilities, which already includes the fair value of the property.

Gradevel's impairment analyses:

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Assets | 56 667 998 | 55 274 747 |
| Liabilities | 34 731 953 | 37 821 538 |
| *Net asset value* | *21 936 046* | *17 453 208* |
| *Book value of the investment in the Company* | *19 423 852* | *14 423 852* |

SRP's impairment analyses:

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Assets | 10 836 731 | - |
| Liabilities | 3 390 073 | - |
| *Net asset value* | *7 446 657* | - |
| *Book value of the investment in the Company* | *9 500 000* | - |

The net asset value of the subsidiary is EUR 2,053,343 lower than the carrying amount of the holding (before impairment), therefore it is justified to recognize an impairment of the holding. The liabilities include mainly a loan from the parent company.

Skradevel Holdings's impairment analyses

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Assets | 21 643 628 | - |

| | | |
|---|---|---|
| Liabilities | 6 855 | - |
| *Net asset value* | *21 636 773* | - |
| *Book value of the investment in the Company* | *21 610 000* | - |

### Foreign indirect interests

Gradevel Ltd. has additional holdings in four Czech subsidiaries, which it owns 100%, each of which owns one investment property. The Czech subsidiaries, like the Company, value their properties at fair value under IFRS, which represent the vast majority of the value of Gradevel's investment holdings.

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Shopping Mall Chrudim s.r.o. | | |
| Net asset value | 2 379 524 | 2 160 200 |
| Book value of the investment in the Gradevel | 1 274 183 | 1 274 183 |
| Shopping Mall Karlovy Vary s.r.o. | | |
| Net asset value | 7 908 086 | 5 858 321 |
| Book value of the investment in the Gradevel | 3 405 633 | 3 405 633 |
| Shopping Mall Opava s.r.o. | | |
| Net asset value | 4 421 923 | 4 631 792 |
| Book value of the investment in the Gradevel | 1 549 982 | 1 549 982 |
| Shopping Mall Ostrava s.r.o. | | |
| Net asset value | 6 479 067 | 6 479 665 |
| Book value of the investment in the Gradevel | 2 834 552 | 2 834 552 |
| *Total net asset value* | *21 188 600* | *19 129 978* |
| *Book value of investments in the Company* | *9 064 351* | *9 064 351* |

Skradevel Holding Ltd. has additional shares in a Slovak subsidiary, which it owns 60%. The Slovak company has no investment property at the end of 2024.

### Shopping Malls SVK s.r.o.'s impairment analyses

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Assets | 36 009 254 | - |
| Liabilities | 25 244 100 | - |
| *Net asset value* | *10 765 154* | - |
| *Book value of the investment in the Skradevel* | *6 482 855* | - |

At year-end, Shopper Park Plus Plc performed an impairment test on its investments in its subsidiary and its subsidiaries. In accordance with IFRS accounting policies, the Company reviews the recorded asset value of its non-current financial assets at each balance sheet date to determine whether there is any indication of potential impairment. In doing so, both qualitative and quantitative factors are assessed. The assessment of qualitative factors (e.g. industry downturn or declining cash flows) did not indicate any indication of impairment, and based on current plans, no significant changes in the operations of the company and the subsidiary are forecast. For the quantitative factors, the Company has examined the relationship between the value of the holdings and the assets of the subsidiaries. As a result, an impairment loss was recognised for Shopper Retail Park.

## 14. Financial instruments and risk management

### 14.1 Financial instruments

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| *Financial instruments at amortised cost* | | |
| Financial assets registered at amortised cost | 0 | 0 |
| Current financial assets | | |
| Leases and other account receivable | 5 117 766 | 5 739 342 |
| Financial instruments within other receivable | 5 368 353 | 2 935 798 |
| Restricted cash | 9 589 427 | 9 931 153 |
| Cash and cash equivalents | 5 447 004 | 28 663 870 |
| Total current financial assets | 25 522 550 | 47 270 163 |
| Total financial assets in the balance sheet | 25 522 550 | 47 270 163 |
| | | |
| Non-current financial liabilities | | |
| Long-term loans and borrowings | 95 549 701 | 100 115 578 |
| Total non-current financial liabilities | 95 549 701 | 100 115 578 |
| | | |
| Current financial liabilities | | |
| Short-term loans and borrowings | 295 082 | 0 |
| Accounts payable | 47 006 | 0 |
| *Short-term financial debt (including debt instruments, but excluding the current portion of non-current financial debt)* | *342 089* | *0* |
| The current portion of Long-term loans and borrowings: | 4 985 193 | 4 410 000 |
| *Other current liabilities* | *5 327 282* | *4 410 000* |
| Accounts payable | 1 637 599 | 116 208 |
| Financial instruments within other current liabilities | 6 638 800 | 6 732 135 |
| Total current financial liabilities | 13 603 680 | 11 258 343 |
| Total financial liabilities on the balance sheet | 109 153 381 | 111 373 921 |
| *Financial instruments at fair value* | | |
| Non-current financial liabilities | | |
| Other non-current liabilities | 30 551 | 384 895 |
| Total other non-current liabilities | 30 551 | 384 895 |
| Current financial liabilities | | |
| Fair value of cash flow hedging derivatives | 1 245 403 | 855 230 |
| Other current financial liabilities | 1 219 876 | 11 571 178 |
| Total current financial liabilities | 2 465 279 | 12 426 408 |
| Total financial liabilities on the balance sheet | 2 495 830 | 12 811 303 |

Other current financial liabilities include deferred income and accrued expenses.

Restricted cash balance due to covenant compliance, restricted cash related to loans.

For all financial instruments not measured at fair value, the fair value and amortised value are closely approximated. In the case of lease receivable, the Company monitors expected credit losses on an ongoing basis and recognizes these receivable at net value. For other receivable, trade and other current payable, the maturity is very short and no difference to fair value arises. For loans, there are no significant differences from fair value due to variable interest rates and credit risk spreads that do not change significantly in 2024.

14.2 Financial risk factors

The Company's activities expose it to the following financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

(a) Market risk

The Company sets consistent, predictable, and competitive rental rates for its tenants. The current rental rates are in line with the environment and the quality of the properties. However, given the current global economic environment and the supply and demand conditions in the real estate market, there is no certainty that current rental rates and conditions will be sustainable in the future.

The Company's management is constantly monitoring the impact of the Russian-Ukrainian war, with rising inflation being tracked by rents, so the indirect impact does not pose a significant risk to the Company.

(i) Exchange rate risk

Exchange rate risk may arise from future commercial transactions, assets and liabilities recognized in the balance sheet.

Exchange rate risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency other than the Company's functional currency.

Based on the lease agreements as of 31.12.2024, 83% of the rental income from rental agreements is denominated in euros, 17% is denominated in Hungarian forints. In the current year, a 1% strengthening of the Hungarian forint against the euro would have increased rental income by around EUR 28,000, while a 1% weakening of the Hungarian forint against the euro would have reduced it by EUR 28,000.

Revenues generated in different currencies hedge the exchange rate risk in the sense that the outgoing cash flow is also generated in these different currencies. They can be predominantly paired on the income and expenditure side. The additional foreign exchange risk is not considered to be significant.

(ii) Interest rate risk

The Company's interest rate risk arises from its long-term debt. The Company is exposed to interest rate risk due to variable rate loans.

(b) Credit risk

Credit risk arises from accounts receivable and deposits with banks and financial institutions. A contractual credit relationship is based on both parties performing under the terms and conditions agreed. The risk element may arise from the counterparty's failure to perform as agreed.

The carrying amount of financial assets represents the maximum risk exposure. The table below shows the Company's maximum credit risk exposure as on 31 December 2024.

| Maximum receivable exposure (data in EUR) | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---:|---:|
| Lease and other accounts receivable | 5 117 766 | 5 739 342 |
| Other current receivable | 3 918 975 | 654 677 |
| Prepayments | 1 941 353 | 2 316 399 |
| Restricted cash | 9 589 427 | 9 931 153 |
| Cash and cash equivalents | 5 447 004 | 28 663 870 |
| Tenant deposits | (5 597 087) | (5 844 176) |

The Company's credit risk exposure increased from previous year, but the credit risk of financial instruments has not increased significantly since initial recognition and financial instruments are classified by the Company as low credit risk. In the case of trade receivable, from a crediting point of view, one customer is considered significant, there is no other significant concentration of customers.

The Company covers non-payment risks or damages arising from trade receivable through tenant deposits, monitors non-paying buyers and, if necessary, terminates the contract. The credit risk for trade receivable is reduced by the associated tenant deposit.

(c) Liquidity risk

Liquidity means continuous compliance, the ability of a business to meet its payment obligations on time, every time. The risk arises from the fact that the realization of the funds needed to finance liabilities may be delayed, with the result that the company is unable to meet its commitments on time.

An analysis of the Company's financial liabilities by their respective maturity groupings based on the remaining contractual maturity at the balance sheet date is presented in the table below. The amounts shown in the table represent the contractual undiscounted cash flows. For information on the Company's borrowings, see Note 19 Loans.

Amounts are in EUR

| On 31 December 2023 | Book value | Due in less than 3 months | Due within 3 months to 1 year | Due within 1 to 2 years | Due within 2 to 5 years | Due in more than 5 years |
|---|---|---|---|---|---|---|
| Bank loan | 104 525 578 | 2 735 438 | 8 207 364 | 8 195 188 | 99 960 033 | 0 |
| Loan received from related party | 0 | 0 | 0 | 0 | 0 | 0 |
| Accounts payable and other liabilities | 20 649 203 | 20 649 203 | 0 | 0 | 0 | 0 |

| On 31 December 2024 | Book value | Due in less than 3 months | Due within 3 months to 1 year | Due within 1 to 2 years | Due within 2 to 5 years | Due in more than 5 years |
|---|---|---|---|---|---|---|
| Bank loan | 100 239 811 | 2 336 292 | 6 973 622 | 9 283 678 | 91 911 477 | 0 |
| Loan received from related party | 295 082 | 0 | 314 428 | 0 | 0 | 0 |
| Accounts payable and other liabilities | 10 346 222 | 10 346 222 | 0 | 0 | 0 | 0 |

## 15. Receivable / Payable related to fair value or cash flow hedging derivatives

The Company borrowed where the interest rate base is the 3-month EURIBOR, which means variable rate. In accordance with the terms of the loan agreement, the Company mitigated its exposure to changes in the interest rate base by entering into interest rate cap transactions. On 28 June 2022, the Company entered into interest rate cap options on the three-month EURIBOR (as the underlying) with a strike price of 2.4%, for an amount equal to 70% of the principal amount of the loan. When the 3-month EURIBOR rises above 2.4%, the Company is covered by the interest rate cap transaction for the interest portion above 2.4%, so the interest base actually payable on this 70% cannot go above the 2.4% interest rate cap.

The fee for interest rate cap options is fixed in advance and payable quarterly in equal instalments over the life of the loan. The start of the hedge is 28 June 2022. The cap transaction matures on 31 March 2027, the hedge covers the interest rate exposure of 70% of the capital amount of the loan between 1 January 2023 and 31 March 2027. The repayment of the capital of the loan is followed by the hedge coverage - 70% of the capital is covered at any given time. The fixing date - when the EURIBOR as base of the cap transaction is set - is the same as the interest fixing date of the loan contract. The margin payment based on the interest rate cap and the interest rate hedge fee are also included in interest expense.

The cap transaction hedge ratio is 100%.

Possible sources of inefficiency include:
- Change in credit risk of Company or interest rate cap counterparties.
- Reduction or modification of the covered item (e.g. debt repayment).
- The time value of the option.

Hedging efficiency is assessed at the start of the hedging transaction at each reporting date and when there is a significant change in circumstances affecting hedging efficiency requirements.

The change in the internal value of the hedging instrument is recognized through other comprehensive income (and then in the cash flow hedging reserve in equity) and is released to the income statement over the life of the cash flow hedge.

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Negative fair value of cash-flow hedge | 1 245 403 | 855 230 |

On 7 April 2025, the Company entered into an interest rate swap transaction whereby the Company will pay a fixed interest rate of 2.04% on 30% of the principal amount of the loan instead of the 3-month EURIBOR, which is the floating interest rate base of the loan agreement. Together with an interest margin of 2.5%, this means that the Company will pay a fixed interest rate of 4.54% on 30% of the principal amount of the loan. The terms of the interest rate cap transaction for 70% of the principal amount of the loan have not changed.

## 16. Lease and other accounts receivable; other receivables

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Lease and other accounts receivable | | |
| Lease and other accounts receivable recognition value | 5 638 318 | 6 054 942 |
| Lease and other accounts receivable provision | (520 552) | (315 600) |
| Total lease and other accounts receivable | 5 117 766 | 5 739 342 |
| | | |
| *Other receivable* | | |
| Accrued income | 1 872 584 | 2 046 824 |
| Deferred expenses | 68 768 | 269 577 |
| Sundry other receivable | 3 427 000 | 0 |
| Financial instruments within other receivable | 5 368 353 | 2 316 401 |
| Advances to suppliers | 491 975 | 35 278 |
| Account payable with debit balance | 84 505 | 619 397 |
| Non-financial instruments within other receivable | 576 480 | 654 675 |
| Total other receivable | 5 944 832 | 2 971 076 |

Other receivable include a loan of EUR 3,340,000 granted to Shopper Retail Park Ltd.

The Company's lease receivable relate to its investment properties as disclosed in Note 12.

Accrued income includes utility charges not invoiced but relating to the current period.

The Company has an accumulated allowance of EUR 520,552 at the end of 2024, which was recognised for leasing and other trade receivable, compared to EUR 315,600 in 2023.

## 17. Cash and cash equivalents

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Cash | 5 447 004 | 28 663 870 |
| Cash and cash equivalents | 5 447 004 | 28 663 870 |

The balance of the Company's restricted bank accounts under the bank loan agreement is shown in the restricted cash accounts line.

## 18. Equity

The Company was incorporated on 19 July 2019 with a share capital of HUF 5 million, represented by 4,594 ordinary dematerialized registered shares with a nominal value of HUF 1,000 each and 406 preference shares with a nominal value of HUF 1,000 each, dematerialized registered shares with no right to vote at general meetings.

On 12 November 2021, Penta CEE Holding acquired all the shares of the Company by way of a share sale, thus becoming temporarily the sole shareholder of the Company, and on 2 December 2021, Penta CEE Holding decided to acquire 406 shares of 1. 000 HUF, dematerialized, in registered form, not entitled to vote at general meetings, and that, since the Company will keep its books in EUR from 1 January 2022, it has converted the Company's share capital to EUR 13,624 based on the EUR exchange rate of EUR 367 HUF, by adjusting the nominal value of the Company's ordinary shares to EUR 0.1. Subsequently, Penta CEE Holding decided to increase the Company's share capital by EUR 2,576 by issuing new ordinary shares by issuing 25,760 dematerialized ordinary shares with a nominal value of EUR 0.1 each and an issue value of EUR 10 each. Only Penta CEE Holding participated in the capital increase. Penta CEE Holding has agreed to definitively transfer to the Company the excess of the issue value of the ordinary shares to be issued over the nominal value, i.e. EUR 255,024, and an additional amount of EUR 1,348,776, which has been transferred to the Company's capital reserve. Penta CEE Holding made the cash contributions under this item on 22 December 2022 by transfer to the Company's bank account.

Following the implementation of the capital increase on 2 December 2021, the Company's share capital amounted to EUR 16,200, represented by 162,000 dematerialized ordinary shares with a nominal value of EUR 0.1 each.

On 1 April 2022, Penta CEE Holding decided to increase the share capital through the issuance of new common shares, thereby raising the Company's share capital by EUR 120,000. During this capital increase 1,200,000 new dematerialized common shares with a nominal value of 0.1 EUR and an issuance value of EUR 10 were issued. Penta CEE Holding was the sole participant in the capital increase. The portion of the share issuance value exceeding the nominal value, which is EUR 11,880,000 (committed to be transferred permanently to the Company by Penta CEE Holding based on Section 36 (1) b) of the

Accounting Act), was transferred to the Company by Penta CEE Holding on 7 April 2022, through a bank transfer to the Company's bank account.

Following the implementation of the capital increase on 1 April 2022, the Company's share capital amounted to EUR 136,200, represented by 1,362,000 registered dematerialized ordinary shares with a nominal value of EUR 0.1 each.

Subsequently, on 23 May 2022, Penta CEE Holding decided to increase the Company's share capital by EUR 827,000 through the issuance of new shares. This was achieved by issuing 6,770,000 dematerialized common shares of series "A" with a nominal value of EUR 0.1 and an issuance value of EUR 10 each, as well as 1,500,000 dematerialized preference shares of series "B" with a nominal value of 0.1 EUR and an issuance value of EUR 10 each, providing multiple voting rights. In addition to the Majority Shareholders, three minority shareholders participated in the capital increase. The portion of the share issuance value exceeding the nominal value, which is EUR 81,873,000, was committed by the shareholders to be permanently transferred to the Company based. The shareholders fulfilled their financial contributions as described in this paragraph by 13 July 2022, through a bank transfer to the Company's bank account. In October 2023, Shopper Park Plus Plc. conducted an initial public offering and subsequently became a public limited company. As of 21 November 2023, the common shares of Shopper Park Plus Plc. are listed in the Premium category of the Budapest Stock Exchange. During the public offering, 3,445,618 shares were issued at a subscription price of EUR 10.8 per share. Consequently, the registered capital increased by EUR 344,562. The total capital raised through the stock offering, before deducting associated costs, amounted to EUR 37,212,674. The issuance costs for the capital instruments totaled EUR 1,703,150.

9,632,000 shares of the Company were issued with a nominal value of EUR 0.1 and a price of EUR 9.90. In addition, 3,445,618 shares with a nominal value of EUR 0.1 and a share price of EUR 10.7 were issued in 2023. The premium is presented in the accounts as a capital reserve, from which the costs related to the public share issue have been deducted. The total balance of the Capital Reserve is therefore EUR 130,521,762 as of 31. December 2023..

The Company’s share capital as of 31 December 2023 is EUR 1,307,762, which consists of

- 11,577,618 Series A dematerialized ordinary shares with a nominal value of EUR 0.1 each, and
- 1,500,000 registered Series B dematerialized voting preference shares with a nominal value of EUR 0.1 each;

The total issue value of all shares of the Company has been made available to the Corporation by the shareholders of the Company.

On 6 December 2024, the Company issued 1,920,000 shares with a nominal value of EUR 0.1 and a dividend of EUR 11.4 by way of a private placement. The purpose of the capital increase is to partially cover the financing needs related to the acquisition of four TESCO retail parks in Slovakia (see 1. General background / Significant transactions during the year). The premium is presented in the financial statements as Capital reserve, from which the costs related to the public share issue have been deducted. The total balance of the Capital Reserve is therefore EUR 152,237,810.

The share capital of the Company as at 31.12.2024 was EUR 1,499,762, which was

- 13,497,618 dematerialised ordinary shares of Series A with a nominal value of EUR 0.1 each, and
- 1,500,000 dematerialised Series B multiple voting preference shares with a nominal value of EUR 0,1 each;

The total issue value of all shares of the Company has been made available to the Corporation by the shareholders of the Company.

Amounts are in EUR:

| *Share capital* | |
|---|---|
| 01.01.2023 | 963 200 |
| Increase in share capital | 344 562 |
| 31.12.2023 | 1 307 762 |
| Increase in share capital | 192 000 |
| 31.12.2024 | 1 499 762 |

| *Capital reserve* | |
|---|---|
| 01.01.2023 | 95 356 800 |
| Increase in capital reserve | 35 164 962 |
| 31.12.2023 | 130 521 762 |
| Increase in capital reserve | 21 666 748 |
| 31.12.2024 | 152 188 510 |

| *Cash-flow hedge* | |
|---|---|
| 01.01.2023 | 218 431 |
| Fair value change of cash-flow hedge | (1 073 661) |
| 31.12.2023 | (855 230) |
| Fair value change of cash-flow hedge | (390 173) |
| 31.12.2024 | (1 245 403) |

| *Retained earnings* | |
|---|---|
| 01.01.2023 | 6 550 633 |
| Profit of the current year | 14 117 149 |
| Dividend payment | (3 852 800) |
| 31.12.2023 | 16 814 982 |
| Profit of the current year | 22 547 346 |
| Dividend payment | (9 968 847) |
| 31.12.2024 | 29 393 481 |

Equity and its ratio to share capital are shown in the table below. Equity is positive and significantly exceeds subscribed capital in both years.

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Registered capital | 1 499 762 | 1 307 762 |
| Total equity | 181 836 350 | 147 789 276 |

Equity capital matching table

Pursuant to Article 114/B § of Act C of 2000 on Accounting, an entity preparing annual financial statements in accordance with IFRS shall prepare an equity reconciliation table for the reporting date:

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Balance of equity based on IFRS | 181 836 350 | 147 789 276 |
| **Adjusted equity balance** | **181 836 350** | **147 789 276** |
| Registered capital based on the articles of incorporation | 1 499 762 | 1 307 762 |
| Capital reserve | 152 188 510 | 130 521 762 |
| Valuation reserve | (1 245 403) | (855 230) |
| Retained earnings | 6 846 135 | 2 697 833 |
| Profit after tax | 22 547 346 | 14 117 149 |
| **Equity total** | **181 836 350** | **147 789 276** |

Pursuant to Act C of 2000 on Accounting 114/B § (5) b), the calculation of the available retained earnings available for dividend payment is as follows:

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Capital reserve | 6 846 135 | 2 697 833 |
| Profit after tax | 24 746 246 | 14 117 149 |
| Deducted: Cumulated not realized gains on investment properties | (20 565 487) | (9 547 859) |
| Retained earnings available for dividend distribution | 8 827 994 | 7 267 123 |

## 19. Borrowings

Financial liabilities are measured at amortised cost and their carrying amount approximates their fair value as there has been no significant shift in credit risk since their inception.

On 8 April 2022, the Company signed a loan agreement under which on 15 June 2022, the Company obtained a syndicated loan of EUR 112 million from OTP Bank Nyrt., Erste Bank AG and Erste Bank Hungary Plc. for the purchase of investment properties. The loan matures on 31 March 2027.

To partially cover the interest rate risk, a cash flow hedge covering 70% of the outstanding principal has been entered into, which has been measured at fair value in accordance with the accounting policy (see paragraph 2.8).

On 13 December 2024, the Company signed a loan agreement with Penta CEE Holding Ltd. for a loan of EUR 12,840,000. The SPP repaid the principal in full in the same year, only the interest is outstanding, with a balance of EUR 18,464.

On 24 September 2024, the Company signed a loan agreement with Gradevel Ltd. for a loan of EUR 1,280,000. SPP repaid most of the loan in the same year. The balance of the remaining debt at the end of the year is EUR 295,965.

## 20. Other non-current liabilities

In 2022, the Company purchased investment properties. A contingent purchase price was established at the time of the acquisition, of which an amount of EUR 12,569,770 was recognized in the balance sheet on 31 December 2022: EUR 9,188,423 under Other non-current liabilities and EUR 3,381,347 under Other current liabilities was recognized in the balance. As at 31 December 2024, the contingent purchase price liability totals EUR 1,219,876 and is included in its entirety in Other current liabilities (note 22).

## 21. Tenant deposits

The table below shows the changes of tenant deposits:

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Tenant deposits | 5 597 087 | 5 844 176 |

## 22. Accounts payable and other liabilities

| Data in EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Accounts payable | 1 637 599 | 116 208 |
| Current income tax liabilities | 44 573 | 45 113 |
| *Other current liabilities* | 0 | 0 |
| Deferred income | 3 195 821 | 2 824 175 |
| Accrued expenses | 3 423 633 | 2 763 821 |
| Other accrued charges | 19 346 | 1 097 937 |
| Financial instruments within other current liabilities | 6 638 800 | 6 685 933 |
| Contingent purchase price of investment property | 1 219 876 | 11 571 178 |
| Liabilities from property acquisition tax | 0 | 309 003 |
| Other current liabilities | 179 775 | 655 224 |
| Other, non-financial instruments | 230 871 | 1 266 544 |
| Other current liabilities with related party | 439 302 | 0 |
| Non-financial instruments within other current liabilities | 2 069 823 | 13 801 949 |
| Total other current liabilities | 8 708 623 | 20 487 882 |

The main reason for the increase in suppliers is the late receipt of some supplier invoices which were not settled by the end of the year.

The pending purchase price balance decreased significantly as payments were made continuously in 2024. All these liabilities will be settled in 2025.

The sundry other current liabilities line has decreased mainly due to the contractual lapse of a liability of EUR 609 thousand accrued in 2022 related to the operating activity.

The other non-financial instruments category includes in its entirety the company's VAT and innovation levy liabilities.

Liabilities to related parties include in full the balance of tenant deposits related to the two properties sold and not yet transferred at year-end.

## 23. Related parties

The turnovers of transactions with related parties were as follows:

Amounts are in EUR

| Name of the partner | Type of the transaction | Financial year ending 31.12.2024 | Financial year ending 31.12.2023 |
|---|---|---|---|
| *Turnovers made through parties related to the owner* | | | |
| Adventum Trium Zártkörű Ingatlan Befektetési Alap | Share purchase | 9 500 000 | 0 |
| Penta CEE Holding Plc.. | Share purchase | 10 000 | 0 |
| Penta CEE Holding Plc. | Borrowed | 12 840 000 | 2 008 767 |
| Portfolion Partner Magántőkealap | Borrowed | 0 | 2 192 |
| Penta CEE Holding Plc. | Loan interest | 18 464 | 384 232 |
| Portfolion Partner Magántőkealap | Loan interest | 0 | 163 099 |
| *Turnovers made through parties related to the owner total* | | *22 368 464* | *2 558 290* |
| | | | |
| *Turnovers made through parties related to subsidiary* | | | |
| Shopping Mall Chrudim s.r.o. | Expense recharges | 0 | 33 130 |
| Shopping Mall Karlovy Vary s.r.o. | Expense recharges | 0 | 81 982 |
| Shopping Mall Opava s.r.o. | Expense recharges | 0 | 40 159 |
| Shopping Mall Ostrava s.r.o. | Expense recharges | 0 | 85 508 |
| Gradevel Ltd. | Borrowed | 1 280 000 | 0 |
| Gradevel Ltd. | Loan interest | 28 543 | 0 |
| Shopper Retail Park Ltd. | Loan given | 3 340 000 | 0 |
| Shopper Retail Park Ltd. | Interest received | 8 785 | 0 |
| Shopper Retail Park Ltd.. | Tenant deposits | 439 302 | 0 |
| *Turnovers made through parties related to subsidiary total* | | *5 096 629* | *240 779* |
| | | | |
| *Turnovers made through parties related via key personnel* | | | |
| Adventum Property Services Ltd. | Management fee | 1 498 455 | 1 210 635 |
| Grw Invest Ltd. | Accounting and financial consultancy | 84 648 | 6 731 |
| MARTIG Ltd. | Legal and financial services | 459 | 158 |
| Hümpfner Legal | Legal and financial services | 615 996 | 555 042 |
| *Turnovers made through parties related via key personnel total* | | *2 199 559* | *1 772 566* |

The year-end balances of transactions with related parties were as follows:

Amounts are in EUR

| Name of the partner | Balance sheet line | 31.12.2024 | 31.12.2023 |
|---|---|---|---|
| *Balances outstanding through parties related to the owner* | | | |
| Penta CEE Holding Plc. | Other current liabilities | 18 464 | 0 |
| *Balances outstanding through parties related to the owner total* | | *18 464* | *0* |
| | | | |
| *Balances outstanding through parties related to subsidiary* | | | |
| Shopping Mall Chrudim s.r.o. | Lease and other accounts receivable | 0 | 26 138 |
| Gradevel Ltd. | Short-term loans and borrowings | 295 965 | 0 |
| Shopper Retail Park Ltd. | Other receivable | 3 348 785 | 0 |
| Shopper Retail Park Ltd. | Other current liabilities | 439 302 | 0 |
| *Balances outstanding through parties related to subsidiary total* | | *4 084 052* | *26 138* |
| | | | |
| *Balances outstanding through parties related via key personnel* | | | |
| Adventum Property Services Ltd. | Other current liabilities | 0 | 332 558 |
| Grw Invest Ltd. | Accounts payable | 0 | 6 731 |
| *Balances outstanding through parties related via key personnel total* | | *0* | *339 289* |

The Company considers members of the Management Board and Supervisory Board as key management personnel, they don't receive any renumeration. The related parties were identified by the Company based on the IAS 24, the relationship was established by persons in key positions.

Adventum Property Services Ltd. provides management services to the Company in exchange for a management fee.

The Company does not have any component in respect of which there is a significant restriction on access to or use of its assets or settlement of any of its liabilities.

## 24. Earnings per share and dividends

The calculation of basic and diluted earnings per share is described in Note 2.18.

As of 31 December 2024 the Company did not have any potentially dilutive common shares that would adjust basic EPS.

The share capital of the Company consists of 13,497,618 dematerialised ordinary shares of series A with a par value of EUR 0.1 each, representing equal and identical membership rights, and 1,500,000 dematerialised preference shares of series B with a par value of EUR 0.1 each, representing equal and identical membership rights. No convertible or exchangeable shares were issued during the period under review or in previous financial years. There were no transactions to acquire own shares in the reporting period or in previous financial years.

Amounts are in EUR

| EPS (basic and diluted) | 31.12.2024 | 31.12.2023 |
|---|---|---|
| Profit of the year | 22 157 173 | 14 117 149 |
| Average number of shares | 13 124 831 | 10 255 043 |
| Earnings per share | **1,69** | **1,38** |

At the time of the adoption of the annual accounts for 2023, the Company declared a dividend of EUR 9,968,847 on 29 April 2024, which was paid to its shareholders on 11 June 2024. The dividend per share was EUR 0,76.

## 25. Off balance sheet items

### Success fee

Shopper Park Plus Plc under its management contract with Adventum Property Services Ltd, Shopper Park Plus Plc would be required to pay a success fee to Adventum Property Services Ltd if certain conditions are met. In addition to the fulfilment of the internal rate of return ratios, the triggering of the success fee payment obligation also requires the occurrence of exit events. Such an exit event is when the Issuer sells all of its properties or changes the majority ownership. The Issuer's management currently considers both exit events, separately and in combination, to be less than 50% probable in the future, so the Issuer does not recognize the success fee payment as a liability and expense, does not defer it, but recognizes it as an off-balance sheet item. If the exit event had occurred on the balance sheet date at the property values entered in the property valuation as sales prices, Shopper Park Plus Plc would have had a success fee liability of EUR 7.1 million.

### Insurances

Appropriate security has been created in favour of the creditors in connection with the loan agreement, covering the assets of all the members of the Company and their shareholdings in these companies.

Collateral agreements under Hungarian law have been concluded in respect of Shopper Park Plus Plc. and Gradevel Ltd.:

1. the Parent Company's interest in the Hungarian subsidiary (100%) has been pledged,
2. the Hungarian properties were pledged and pledged with a right of purchase,
3. the movable assets, rights and claims of SPP and Gradevel were pledged,
4. the bank accounts of Hungarian companies were pledged and secured by a lien or security,
5. the existing ordinary shares and preference shares issued by SPP and owned by Penta CEE Holding were pledged; and
6. Penta Fund, Penta CEE Holding, SPP and Gradevel have entered into a subordination, sponsorship and ownership commitment agreement.

The relevant security agreements under Hungarian law contain restrictions on the disposal and encumbrance of the assets concerned.

In order to redeem the advances on the electricity supply contracts, SPP concluded a bank guarantee agreement with its account-holding bank on 26 September 2023 for an amount of EUR 5 million. In connection with the provision of the guarantee, a second ranking lien was created in favour of the account managing bank in respect of the Company's iProperty in Budaörs and a prohibition of alienation and encumbrance was established to secure this lien.

## 26. Events after the balance sheet date

Acquisition of Slovak retail parks
On 6 March 2025, SPP Plc. announced that its subsidiary Shopping Malls SVK s.r.o., a majority-owned subsidiary of SKRADEVEL Holding Ltd.., registered in Slovakia, has acquired by UniCredit Bank Czech Republic and Slovakia a.s. has fulfilled its purchase price payment obligation to the seller using a credit line maintained by the lender and the equity and drawn down loan previously raised as capital and has acquired the ownership of four retail parks previously part of the Slovak Tesco portfolio as a result of parallel Slovak land registry proceedings

Dividend payment of Gradevel Ltd.
The Company's wholly-owned subsidiary Gradevel Ltd. decided on 3 April 2025 to pay a dividend of EUR 2,315,789 from its 2024 profit to the Company.

Dividend payment of Shopper Retail Park Ltd.
The Company's wholly-owned subsidiary Shopper Retail Park Ltd. decided to pay a dividend of EUR 7,597,671 from its 2024 profit to the Company on 31 March 2025.

New interest rate swap
On 7 April 2025, the Group entered into an interest rate swap under which the Group will pay a fixed interest rate of 2.04% on 30% of the principal amount of the loan instead of the 3-month EURIBOR, which is the floating interest rate base of the loan agreement. Together with an interest margin of 2.5%, this means that the Group will pay a fixed interest rate of 4.54% on 30% of the principal amount of the loan. The terms of the interest rate cap transaction, which is fixed at 70% of the principal amount of the loan, remain unchanged.

## 27. Approval of the annual accounts

The report was approved by the Board of Directors on 8 April 2025 and submitted to the General Meeting for adoption. Simultaneously with the approval of the annual accounts, the Board of Directors proposes to approve a total dividend of EUR 12,597,999, which represents €0.84 per share for shareholders. The General Meeting is entitled to approve the accounts and may request amendments before their adoption.

Budapest, 8 April 2025

Board Member Board Member