

ANNUAL REPORT

Start of the reporting year: 01.01.2024

End of the reporting year: 31.12.2024

business name: Modena Estonia OÜ

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Activity report

Modena Estonia OÜ was founded on October 7, 2019 to offer payment services and purchase financing, which are designed to meet the wishes and preferences of the new smart generation.

Modena's vision is to provide merchants with an honest, transparent and long-term relationship-based product that focuses on user experience, design and brand with the goal of being "The Most Convenient Way to Shop." In the second quarter of 2020, Modena began operations by

offering merchants invoice factoring, which allows their customers to pay for their purchases 30 days later or in up to three equal monthly payments, without any additional fees to customers.

Paying later allows customers to optimize their spending over a longer period, which simplifies customer purchasing decisions and reduces the number of unfinished purchases. The merchant thereby increases their sales turnover and average shopping cart value.

In January 2021, Modena submitted an application for a creditor license with the aim of offering purchase financing through installment payments for longer periods. The Financial Supervision Authority approved the license in August 2021. Modena started offering credit products in December 2021. In order to mitigate the company's credit risks, the company follows all necessary responsible lending principles.

The macro environment in 2024 was affected by Russia's ongoing war in Ukraine and the high level of Euribor.

Both factors had a negative impact on Modena Estonia OÜ. High Euribor affects the cost of capital raised by Modena Estonia OÜ and also consumer confidence. Both the increase in Euribor and the war in Russia have reduced consumers' ability and desire to invest and consume. As a result, the retail market in Estonia was in a slump in 2024.

Despite the continued weakness of the market in 2024, Modena Estonia OÜ was able to finance over 121,195 purchases in 2024 and also offer credit in the amount of €3.2 million. The number of customers increased by 23,000 in 2024. Modena management is satisfied with the sales results.

In 2024, Modena continued to invest in software, including creating an environment where it is possible to resell Modena's receivables to investors. Modena intends to continue this in 2025.

The management of Modena Estonia OÜ expects an improvement in the macro environment and an increase in consumer and loan demand in 2025. The Euribor rate, which fell in 2025, will help reduce the company's cost of capital. The goals for 2025 are to increase the credit portfolio by 30% and increase the number of financed purchases by 15%.

The most important ratios:

Asset turnover ratio: 22.8% (in 2023: 15%)

Asset turnover ratio = (interest income + fee income) / total assets

Solvency ratio: 68% (in 2023: 502%)

Solvency ratio = current assets / current liabilities

Annual financial report

Balance sheet

(in euros)

	31.12.2024	31.12.2023	Lisa no.
Assets			
Current assets			
If	33 210	84 002	
Receivables and advances	2 490 433	3 007 214	2
Total current assets	2 523 643	3 091 216	
Fixed assets			
Receivables and advances	2 761 364	374 364	2
Tangible fixed assets	2 917	5 324	4
Intangible assets	758 019	642 287	5
Total fixed assets	3 522 300	1 021 975	
Total assets	6 045 943	4 113 191	
Liabilities and equity			
Obligations			
Current liabilities			
Loan commitments	2 470 000	0	6
Debts and advances	1 239 253	615 426	7
Total current liabilities	3 709 253	615 426	
Long-term liabilities			
Loan commitments	1 373 590	902 750	6
Total long-term liabilities	1 373 590	902 750	
Total liabilities	5 082 843	1 518 176	
Equity			
Share capital at nominal value	50 000	50 000	
Other reserves	1 580 813	3 580 813	
Retained earnings (loss) from previous periods	-1 035 798	-834 070	
Profit (loss) for the reporting year	368 085	-201 728	
Total equity	963 100	2 595 015	
Total liabilities and equity	6 045 943	4 113 191	

Income statement
(in euros)

	2024	2023	Lisa no.
Interest income	1 103 684	462 580	
Interest expenses	-225 345	-72 079	
Net interest income	878 339	390 501	
Service fee income	280 302	153 366	9
Service fee costs	-195 268	-191 945	
Net fee income	85 034	-38 579	
Other financial income and expenses	499	57	
Other operating income	287 524	180 793	8
Miscellaneous operating expenses	-281 204	-213 300	10
Labor costs	-510 314	-449 300	11
Depreciation and impairment of fixed assets	-91 720	-70 442	4,5
Other business expenses	-73	-1 458	
Profit (loss) before income tax	368 085	-201 728	
Profit (loss) for the reporting year	368 085	-201 728	

Notes to the annual financial statements

Note 1 Accounting principles

General information

The annual financial statements of Modena Estonia OÜ (until 16.08.2021 under the business name BuyPlan Estonia OÜ) are abridged annual financial statements of a small enterprise based on Estonian financial reporting standards, the purpose of which is to provide the user of the report with the information required by the Accounting Act regarding the financial position and performance of the reporting entity.

The income statement has been prepared based on the income statement format for financial institutions.

The annual financial statements are prepared in euros and financial data are presented to the nearest one (1) euro.

If

Cash and its approximations are recorded as cash on hand, current account balances (excluding overdrafts), term deposits of up to 3 months, and money market fund units in the balance sheet under the cash item.

Transactions in foreign currency and financial assets and liabilities denominated in foreign currency

Foreign currencies are considered to be all currencies other than the euro (i.e. the accounting currency of the parent company). Transactions in foreign currencies are recorded at the official exchange rates of the European Central Bank on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (receivables and loans payable in cash) are revalued into euros on the reporting date at the exchange rates of the European Central Bank on the reporting date. Exchange gains and losses arising from revaluation are presented in the income statement for the reporting period. Non-monetary assets and liabilities denominated in foreign currencies that are not measured at fair value are not revalued on the reporting date, but continue to be recorded at the exchange rates of the European Central Bank on the date of the transaction.

Receivables and advances

Trade receivables, accrued income and other short-term and long-term receivables (including loan receivables, deposits, receivables related to factoring) are recorded at amortized cost. The amortized cost of short-term receivables is generally equal to their nominal value (minus discounts), therefore short-term receivables are recorded in the balance sheet at the amount likely to be collected. To calculate the adjusted cost of long-term financial assets, the financial asset is initially recognized at the fair value of the consideration receivable, taking into account interest income in subsequent periods using the effective interest rate method.

At each reporting date, an assessment is made as to whether there is any indication that a financial asset or group of financial assets carried at amortised cost is impaired. If such an indication exists, financial assets carried at amortised cost are written down to the present value of the estimated future payments to be received from the financial asset (discounted using the effective interest rate applied at initial recognition of the financial asset) and financial assets carried at cost are written down to the amount that could reasonably be obtained if the financial asset were to be sold at the reporting date. Individually significant financial assets are assessed for impairment separately for each item. Financial assets that are not individually significant and for which there is no direct indication that they are impaired are assessed collectively for impairment. Any impairment losses arising from impairment are recognised as an expense in the income statement.

Factoring transactions are considered financing transactions in which the company finances its partners, sellers, by acquiring their proprietary rights to receivables. The company acquires a receivable from the seller in the future for amounts payable by the buyer under purchase and sale agreements. Factoring is the transfer (sale) of receivables, where, depending on the terms of the factoring agreement, the buyer has the right to sell the receivable back to the seller within a certain period of time (factoring with recourse) or there is no right of resale and all risks and revenues related to the receivable are essentially transferred from the seller to the buyer (factoring without recourse). Modena Estonia OÜ applies non-recourse factoring in its activities, which means that there is no repurchase obligation and control over the receivable and the risks and rewards related to it are transferred from the client to Modena Estonia OÜ at the moment of transfer of the receivable, and this transaction is recorded as the acquisition of the receivable. Acquired receivables are recorded at their fair value and are later recorded at adjusted acquisition cost. The claim against the buyer arises from the moment of factoring the purchase and sale agreement, i.e. the moment of acquisition of the claim.

Tangible and intangible fixed assets

Tangible fixed assets are assets used in the company's own economic activities with a useful life of more than one year and a cost of 640 euros or more. Assets with a useful life of more than 1 year but a cost of less than 640 euros are recorded as low-value inventory (in inventories) until they are put into use and are expensed when the asset is put into use. Expenses

Low-value inventories are accounted for off-balance sheet.

Tangible fixed assets are initially recognised at their acquisition cost, which consists of the purchase price (including customs duties and other non-refundable taxes) and directly attributable costs necessary to bring the asset to its working condition and location. Tangible fixed assets are recognised in the balance sheet at their acquisition cost, less accumulated depreciation and any impairment losses. Tangible fixed assets taken out under a finance lease are accounted for in a similar way to purchased fixed assets.

The straight-line method is used to calculate depreciation. The depreciation rate is determined separately for each fixed asset, depending on its useful life. If a fixed asset consists of distinct components with different useful lives, these components are recorded in the accounts as separate assets and are also determined according to their useful lives. separate depreciation rates.

Depreciation is calculated from the moment the asset is usable for the purpose planned by management and is discontinued when the residual value exceeds the carrying amount or until the asset is finally removed from use. The appropriateness of the depreciation rates, depreciation method and residual value used is assessed at each reporting date.

Minimum limit for recording fixed assets 640

Useful life by asset group (in years)

Fixed asset group name	Useful life
Computers and computer systems; Other intangible assets	5-10 years

At each reporting date, property, plant and equipment are assessed for any circumstances that may indicate that the value of the assets may be impaired. If such circumstances exist, the recoverable amount of the assets is estimated and compared with the carrying amount.

An impairment loss is recognised in the amount by which the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of an asset is the higher of the asset's fair value less costs to sell and its value in use. For the purpose of assessing impairment, the recoverable amount is assessed for either an individual asset or a smaller group of assets for which cash flows can be identified (cash-generating unit). Write-downs of assets are recognised as an expense in the reporting period.

For assets that have been written down once, an assessment is made at each subsequent balance sheet date as to whether it is probable that the asset's recoverable amount has increased in the meantime (except for goodwill, for which impairments are not reversed). If the result of the impairment test shows that the recoverable amount of an asset or group of assets (cash-generating units) has increased above its carrying amount, the previous impairment is reversed and the carrying amount of the assets is increased to the amount that would have been determined had normal depreciation been applied in the intervening years. The reversal of the impairment is recognised in the income statement of the annual report as a reduction in the impairment loss on non-current assets.

Rentals

A finance lease is a lease agreement in which all significant risks and rewards incidental to ownership of an asset are transferred to the company. Other leases are recorded as operating leases.

Finance leases are recognised in the balance sheet as an asset and a liability at the lower of the fair value of the leased asset or the present value of the minimum lease payments. Lease payments are allocated to finance costs (interest costs) and to reduce the residual value of the liability.

Operating lease payments made during the lease term are recognized as an expense evenly over the entire lease term, regardless of when the payments actually occur.

Financial liabilities

All financial liabilities (trade payables, loans taken, accrued liabilities, bonds issued and other short-term and long-term debt obligations) are initially recorded at their acquisition cost, which also includes all costs directly attributable to the acquisition.

Subsequent recognition is carried out using the amortized cost method (except for financial liabilities acquired for the purpose of resale and derivatives with negative fair value, which are recognized at their fair value).

The amortized cost of short-term financial liabilities is generally equal to their nominal value, which is why short-term financial liabilities are recognized in the balance sheet at the amount due. To calculate the amortized cost of long-term financial liabilities, they are initially recognized at the fair value of the consideration received (net of transaction costs), with interest expense on the liabilities in subsequent periods calculated using the effective interest rate method.

A financial liability is classified as current if its maturity is within twelve months of the reporting date; or the Group does not have an unconditional right to defer settlement of the liability for more than 12 months after the reporting date. Borrowings with a maturity of

are due within 12 months of the reporting date, but which are refinanced into long-term after the reporting date but before the approval of the annual report, are recognized as current. Also recognized as current are loan liabilities that the lender had the right to recall at the reporting date due to a breach of the terms and conditions set out in the loan agreement.

Revenue

Revenue from the sale of services is recognized when the service is provided. Interest income is calculated using the effective interest rate, except in cases where the collection of interest is uncertain. In such cases, interest income is calculated on a cash basis.

Costs

Expenses are recognized in the same period as the related revenue. If the revenue associated with a particular expense is not directly identifiable, approximate methods are used to recognize expenses. For example, expenses related to the acquisition of an item of property, plant and equipment are recognized as an expense over the useful life of the item (as depreciation expense). Expenses that are unlikely to generate revenue are recognized as an expense when incurred.

Taxation

According to the Income Tax Act, it is not the profits of companies that are taxed in Estonia, but the dividends paid out.

From 01.01.2018, companies were able to use a preferential tax rate of 14% for regularly paid dividends, which could be used for dividends paid from 01.01.2019, of which a preferential tax rate of 14% was applied to one third of the dividends paid in previous financial years, and a tax rate of 20% was applied to the excess portion of dividends paid. The 14% preferential tax rate could be used up to the average amount of dividends paid in the last three years.

From 01.01.2025, the income tax rate on dividends will be 22% and the preferential tax rate of 14% will disappear.

Since the object of income tax is dividends paid out instead of the company's profit, there are no differences between the tax accounting and balance sheet residual values of assets and liabilities, which would give rise to a deferred income tax asset or liability. The balance sheet does not reflect a potential income tax liability in relation to the company's unrestricted equity, which would arise from the payment of unrestricted equity as dividends. Income tax associated with the payment of dividends is recognized as an expense in the income statement at the time the dividends are declared.

Related parties

Parties are considered related if one party has either control over the other party or significant influence over the other party's business decisions.

Related parties are:

(a) Executive and senior management and significant individual owners, unless such persons are unable to exercise significant influence over the business decisions of the company;

(b) Close family members of the persons described in point (a) (i.e. family members who can be expected to have significant influence; for example, partners and children) and entities controlled by them or under their significant influence.

Events after the reporting date

The recognition of events occurring after the reporting date but before the approval of the annual report in the annual report depends on whether it is an adjusting or non-adjusting event. An adjusting event after the reporting date is an event that confirms circumstances that existed at the reporting date and its effect is reflected in the balance sheet and income statement for the year ended. A non-adjusting event after the reporting date is an event that does not provide evidence of circumstances that existed at the reporting date and its effect is not reflected in the balance sheet and income statement for the year ended but is disclosed in the notes.

Other reserves

According to the company's articles of association, other reserves may be formed based on a decision of the general meeting of shareholders. The balance of other reserves may be used to cover losses by a decision of the general meeting if it cannot be covered from the free equity of the private limited company (retained earnings from previous periods) and the mandatory reserve capital. Other reserves may also be used to increase the share capital by means of a fund issue. When forming other reserves recognised as equity, the contributor does not have a claim on the amount of the contribution, nor is he entitled to receive interest or other income on the basis of the contributions. Payments to shareholders may be made from other reserves only if this does not result in a decrease in net assets below the total amount of share capital and reserves, and in the event of a reduction in other reserves of the private limited company, the net assets of the private limited company must, after the aforementioned action, constitute at least half of the share capital and, in addition, the net assets after the reduction of reserves may not remain less than the minimum amount of share capital provided for in the Commercial Code. Payments may not be made from other reserves in preference to shareholders over other creditors. Upon liquidation of a private limited company, the balance of other reserves remaining after satisfying the claims of creditors is paid to one or more shareholders.

Note 2 Receivables and prepayments
(in euros)

	31.12.2024	Breakdown by remaining term		Lisa No.
		Within 12 months	Within 1 - 5 years	
Accounts receivable	21 697	21 697	0	
From buyers outstanding invoices	21 697	21 697	0	
Requirements related to against the parties	6 551	6 551	0	12
Tax advances and recoveries	68	68	0	3
Loan claims	3 348 533	891 848	2 456 685	
Other requirements	152 173	152 173	0	
Interest claims	152 173	152 173	0	
Advance payments	5 298	5 298	0	
Future period costs			0	
Other paid advances	5 298	5 298	0	
With factoring related requirements	1 301 806	1 301 806	0	
Unlikely receivables	-177 112	-177 112	0	
Other requirements against customers	592 783	288 104	304 679	
Total claims and advances	5 251 797	2 490 433	2 761 364	

	31.12.2023	Breakdown by remaining term		Lisa No.
		Within 12 months	Within 1 - 5 years	
Accounts receivable	21 280	21 280	0	
From buyers outstanding invoices	21 280	21 280	0	
Requirements related to against the parties	0	0	0	12
Tax advances and recoveries	2 037	2 037	0	3
Loan claims	2 495 760	2 121 396	374 364	
Other requirements	78 872	78 872	0	
Interest claims	78 872	78 872	0	
Advance payments	693	693	0	
Future period costs			0	
Other paid advances	693	693	0	
With factoring related requirements	792 392	792 392	0	
Unlikely receivables	-77 402	-77 402	0	
Other requirements against customers	67 946	67 946		
Total claims and advances	3 381 578	3 007 214	374 364	

Receivables from customers (loan receivables, factoring receivables and other receivables from customers) are established on the basis of a pledge agreement.
as collateral for the loan obligations of the parent company Modena OÜ.

Note 3 Tax advances and tax liabilities

(in euros)

	31.12.2024		31.12.2023	
	Advance payment	Tax debt	Advance payment	Tax debt
Corporate income tax	0	206	0	81
VAT	0	1 195	1 657	0
Individual income tax	0	6 195	0	5 180
Social tax	0	10 862	0	8 933
Mandatory funded pension	0	527	0	407
Unemployment insurance contributions	0	659	0	532
Prepayment account balance	68		380	
Total tax advances and tax debts	68	19 644	2 037	15 133

Note 4 Tangible fixed assets

(in euros)

			Total
	Computers and computer systems	Other material fixed assets	
31.12.2022			
Acquisition cost	5 030	5 465	10 495
Accumulated depreciation	-1 349	-1 129	-2 478
Residual value	3 681	4 336	8 017
Depreciation expense	-1 252	-1 441	-2 693
31.12.2023			
Acquisition cost	5 030	5 465	10 495
Accumulated depreciation	-2 601	-2 570	-5 171
Residual value	2 429	2 895	5 324
Depreciation expense	-1 216	-1 191	-2 407
31.12.2024			
Acquisition cost	5 030	5 465	10 495
Accumulated depreciation	-3 817	-3 761	-7 578
Residual value	1 213	1 704	2 917

Note 5 Intangible assets

(in euros)

		Total
	Computer software	
31.12.2022		
Acquisition cost	520 759	520 759
Accumulated depreciation	-47 415	-47 415
Residual value	473 344	473 344
Purchases and improvements	236 692	236 692
Depreciation expense	-67 749	-67 749
31.12.2023		
Acquisition cost	757 451	757 451
Accumulated depreciation	-115 164	-115 164
Residual value	642 287	642 287
Purchases and improvements	205 045	205 045
Depreciation expense	-89 313	-89 313
31.12.2024		
Acquisition cost	962 496	962 496
Accumulated depreciation	-204 477	-204 477
Residual value	758 019	758 019

This is a development of the company's own loan information system. See also Appendix 8 and 11.

Note 6 Loan commitments
(in euros)

	31.12.2024	Breakdown by remaining term			Interest rate	Base currency	Maturity	Note	No.
		12 main during	1 - 5 years during	over 5 years					
Short-term loans									
Loan from a company	40 000	40 000			12% - 12,5%	EUR	2025		
Loan from a related party	2 430 000	2 430 000			10% - 12%	EUR	2025	12	
Short-term loans total	2 470 000	2 470 000							
Long-term loans									
Loan from a company	20 000	0	20 000	0	12,5%	EUR	2027		
Loan from a related party	1 353 590	0	1 353 590	0	5% - 14%	EUR	2027	12	
Long-term loans total	1 373 590		1 373 590						
Loan commitments total	3 843 590	2 470 000	1 373 590	0					
	31.12.2023	Breakdown by remaining term			Interest rate	Base currency	Maturity	Note	No.
		12 main during	1 - 5 years during	over 5 years					
Short-term loans									
Loan from a company	0	0							
Loan from a related party	0	0						12	
Long-term loans									
Loan from a company	0	0	0	0					
Loan from a related party	902 750	0	902 750	0	13,5%	EUR	2025	12	
Long-term loans total	902 750	0	902 750	0					
Loan commitments total	902 750	0	902 750	0					

Modena Estonia OÜ's short-term liabilities as of 31.12.2024 amount to €2,470,000, of which the majority, or €2,000,000, are liabilities to the parent company. A loan agreement has been signed with the parent company, according to which the repayment term is more than 12 months after the balance sheet date. For Modena Estonia OÜ, the cost of capital raised in 2025 is significantly lower than in previous years and the company's management has therefore decided to refinance the parent company's loan with cheaper capital after the balance sheet date. Therefore, €1,389,600 for the principal amount of the loan, which was returned to the parent company after the balance sheet date, recognized among current liabilities.

Taking into account liabilities to the parent company, Modena Estonia OÜ's short-term liabilities as of 31.12.2024 exceeded current assets by 1 €185,610. Since the reporting date, Modena Estonia OÜ has partially refinanced its loan obligations and extended the repayment period. The company's management also estimates that it is capable of refinancing the remaining loan obligations or, if necessary, Therefore, management is confident that the company will be able to service all short-term liabilities shown in the balance sheet as of 31.12.2024.

Note 7 Payables and prepayments (in euros)

	31.12.2024	Within 12 months	Lisa no.
Accounts payable to suppliers	21 488	21 488	
Debts to contractors	74 035	74 035	
Payables to related parties	514 363	514 363	12
Tax debts	19 644	19 644	3
Other debts	30 573	30 573	
Interest debts	301	301	
Other accrued liabilities	30 272	30 272	
Factoring-related liabilities	579 150	579 150	
Total debts and advances	1 239 253	1 239 253	

	31.12.2023	Within 12 months	Lisa no.
Accounts payable to suppliers	15 625	15 625	
Debts to contractors	52 791	52 791	
Payables to related parties	270 889	270 889	12
Tax debts	15 133	15 133	3
Other debts	135	135	
Interest debts	135	135	
Other accrued liabilities	0	0	
Factoring-related liabilities	260 853	260 853	
Total debts and advances	615 426	615 426	

Note 8 Other operating income (in euros)

	2024	2023	Lisa no.
Fines, late payment interest and compensation	68 357	0	
Capitalized labor costs for own use in the manufacture of fixed assets	204 632	179 596	4,11
Other	14 535	1 197	
Total other operating income	287 524	180 793	

Note 9 Service fee income (in euros)

	2024	2023
Factoring service contract fee	241 370	109 953
Software rental	32 220	32 220
Reselling the payment initiation service	6 468	6 116
Other service fees	244	5 077
Total fee income	280 302	153 366

Note 10 Miscellaneous operating expenses
(in euros)

	2024	2023
Rent and lease	-14 526	-10 354
Miscellaneous office expenses	-13 894	-10 213
Training costs	-637	0
Expense for doubtful receivables	-67	-99
Purchased consultations	-34 308	-26 450
Marketing expenses	-908	-26 075
Legal costs	0	-5 388
Significant current asset write-downs	-171 321	-102 568
Servers for rent	-36 789	-27 431
Other	-8 754	-4 722
Total miscellaneous operating expenses	-281 204	-213 300

Note 11 Labor costs
(in euros)

	2024	2023
Salary expense	-381 951	-336 663
Social taxes	-128 363	-112 638
Total labor costs	-510 314	-449 301
Average number of employees in full-time equivalents	11	8
Average number of employees by type of employment:		
Person working under an employment contract	10	7
Member of the management or supervisory body of a legal person	1	1

The company capitalized labor costs for the production of fixed assets for its own use in 2024 in the amount of 204,632 euros, in 2023 in the amount of 179,596 euros, and in 2022. 46,287 euros in the year
(Appendix No. 4 and 8).

Note 12 Related parties
(in euros)

Name of the reporting entity's parent company	Modena OÜ
Country where the reporting entity's parent company is registered	Estonia

Balances with related parties by group

SHORT-TERM	31.12.2024	31.12.2023
Receivables and advances		
Owners of legal entities with a significant holding and undertakings under their control or significant influence	6 551	0
Total receivables and prepayments	6 551	0
Loan commitments		

Parent company	2 000 000	0
Owners of legal entities with a significant holding and undertakings under their control or significant influence	430 000	0
Total loan liabilities	2 430 000	0
Debts and advances		
Parent company	468 587	252 155
Owners of legal entities with a significant holding and undertakings under their control or significant influence	45 776	18 734
Total debts and advances	514 363	270 889

LONG-TERM	31.12.2024	31.12.2023
Loan commitments		
Parent company	1 342 590	902 750
Owners of legal entities with a significant holding and undertakings under their control or significant influence	11 000	0
Total loan liabilities	1 353 590	902 750

LOAN OBLIGATIONS	31.12.2022	Loans received	Loans received refunds	31.12.2023	Period considered interest
Parent company	169 000	2 036 930	44 200	902 750	71 848
With significant participation from legal individual owners and their under the dominant or significant influence existing entrepreneurs	10 000	0	10 000	0	231
Total loan liabilities	179 000	2 036 930	54 200	902 750	72 079

LOAN OBLIGATIONS	31.12.2023	Loans received	Loans received refunds	31.12.2024	Period considered interest
Parent company	902 750	761 140	321 300	3 342 590	216 432
With significant participation from legal individual owners and their under the dominant or significant influence existing entrepreneurs	0	441 000	0	441 000	8 383
Total loan liabilities	902 750	1 202 140	321 300	3 783 590	224 815

SOLD	2024			2023		
	Goods	Services	Fixed assets	Goods	Services	Fixed assets
Parent company	0	0	0	0	1 905	0
With significant participation from legal individual owners and their under the dominant or significant influence existing entrepreneurs	0	32 220	0	0	32 220	0
Total sold	0	32 220	0	0	34 125	0

PURCHASED	2024			2023		
	Goods	Services	Fixed assets	Goods	Services	Fixed assets
With significant participation from legal individual owners and their under the dominant or significant influence existing entrepreneurs	0	95 790	0	0	76 495	7 492
Total purchased	0	95 790	0	0	76 495	7 492

Remuneration and other benefits paid to executive and senior management significant discounts		
	2024	2023
Estimated fee	54 000	36 000

In 2024, a loan received from related parties in the amount of 2,000,000 euros was restored, which was allocated to other reserves of Modena Estonia OÜ.

The refinanced loan is not recognized as a loan received in this note.

In 2023, the loan and interest debt received from related parties in the total amount of 1,391,950 euros was transferred to Modena Estonia in accordance with the agreement. OÜ to other reserves.

In 2022, in accordance with the agreement, the loan and interest debt received from related parties in the total amount of 1,628,949 euros was transferred to Modena Estonia OÜ to other reserves.

In 2021, in accordance with the agreement of the parties, a loan received from a related party in the amount of 434,887 euros was redirected to other assets of Modena Estonia OÜ. to the reserves.

The loan allocated to other reserves is not reflected in this note as a loan repayment.

Digital signatures for reports

The report completion date is: 30.06.2025

The accuracy of the data in the annual report of Modena Estonia OÜ (registration code: 14820592) 01.01.2024 - 31.12.2024 has been digitally verified. confirmed by:

Signatory name	The role of the signatory	Signature time
OLIVER MATT	Board member	30.06.2025

Report shareholders' meeting approval status

Approved by the shareholders' meeting

INDEPENDENT AUDITOR'S REPORT

For Modena Estonia OÜ shareholders

Opinion

We have audited the annual financial statements of Modena Estonia OÜ (the company), which comprise the balance sheet as at 31.12.2024 and the income statement for the year then ended, and notes to the annual financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying annual financial statements present fairly, in all material respects, the financial position of the company as of 31.12.2024 and the financial performance of the company for the year then ended in accordance with Estonian Financial Reporting Standards.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (Estonia). Our responsibilities under those standards are further described in the "Responsibilities of the Statutory Auditor for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants (Estonia) (including the Independence Standards), and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the other information. The other information includes the management report, but does not include the annual financial statements or our auditor's report. Our opinion on the annual financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

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

If, based on the work we have performed, we conclude that other information is materially misstated, we are required to report that fact. We have no further matters to report in this regard.

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

Management is responsible for the preparation and fair presentation of the annual accounts in accordance with Estonian Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, management is required to assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the company's accounting reporting process.

Duties of a sworn auditor in connection with the audit of annual accounts

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

We exercise professional judgment in conducting our audit in accordance with International Standards on Auditing (Estonia) and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain sufficient appropriate audit evidence to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, omissions, misrepresentations, or the override of internal control; - obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but

not for the purpose of expressing an opinion on the effectiveness of the entity's internal control;

- evaluate the appropriateness of the accounting policies used and the reasonableness of management's accounting estimates and related disclosures;

- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cast doubt on the entity's ability to continue as a going concern; - evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other things, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during the audit.

/digitally signed/

Karel Villak

Certified public accountant number 649

AVAC Audit OÜ

Audit firm license number 286

Tartu mnt 82, Tallinn, Harju County, 10112

30.06.2025

Auditors' digital signatures

The auditor's report attached to the annual report of Modena Estonia OÜ (registration code: 14820592) for the period 01.01.2024 - 31.12.2024 is digitally available.
signed by:

Signatory name	The role of the signatory	Time of signature
KAREL VILLAS	Sworn auditor	30.06.2025

Loss coverage proposal

(in euros)

	31.12.2024
Retained earnings (loss) from previous periods	-1 035 798
Profit (loss) for the reporting year	368 085
Total	-667 713
Coating	
Retained earnings (losses) from previous periods distribution (covering)	-667 713
Total	-667 713

Sales revenue breakdown by business area

Field of activity	EMTAK code	EMTAK version	Sales revenue (EUR)	Sales revenue %	Main activity
Other activities auxiliary to financial services n.e.c., except insurance and pension funding	66199	EMTAK 2025 280302		100.00%	Yes