

# Consolidated Management Report

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# 2025



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## ABOUT MAXIMA GROUP

Letter from the CEO  
Who We Are Today  
Main Events  
Where We Operate  
Business Overview  
Intangible Assets  
Plans and Forecasts

**MAXIMA**  
See, mis vaja

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## Letter from the CEO

In 2025, businesses were still operating under conditions of uncertainty – the ongoing geopolitical tension remained a cause for concern. Retail trade, in particular, was affected by significant price increases for some food raw materials. Beef and eggs became more expensive; an increase in cocoa prices, which also drove up the price of chocolate bars, as well as increases in coffee and apple prices, began in 2024. The increase in the minimum monthly wage (MMW) in our countries of operation led to higher operating costs. Overall, the challenges in 2025 were similar to those in previous years.

Across the five countries in which the Group operated, the companies' revenues increased moderately in 2025 by 4.1%, reaching EUR 6.35 billion, while EBITDA profitability increased by 0.6 p.p. to 8.0%.

Significant changes occurred within the Maxima Group at the end of the year. As part of the group's restructuring, its sole shareholder, "Vilniaus prekyba", narrowed the scope of Maxima Group's business to the Baltic countries. The retail chains operating in our expansion markets ("Stokrotka" in Poland and "T Market" in Bulgaria) were sold to PARETAS B.V., a subsidiary of "Vilniaus prekyba".

Revenue in these markets reached EUR 2.28 billion in 2025, accounting for more than one-third of Maxima Group's total revenue. Revenue in Poland increased by 4.3% to EUR 1.97 billion, and in Bulgaria by 2.7% to EUR 302 million. Compared with previous years, the number of stores in Poland decreased by seven, while the number in Bulgaria increased by five. This slower-than-usual expansion was due to the process of refining the desired core store formats. Both markets remained countries of expansion. In Poland and Bulgaria combined, investments in 2025 exceeded EUR 80 million, closely in line with the previous year.

Before transferring our businesses in Poland and Bulgaria, we decided to redeem early the five-year bond issue, worth EUR 240 million, distributed by Maxima Group in 2022. The actual annual bond yield was 8.4%. In 2026, we plan to offer bonds to the market again.

The retail chains in the Baltic States that remain within Maxima Group are our strength. In 2025, Maxima Group generated 64% of its total revenue in the Baltic countries, exceeding EUR 4 billion for the first time. In these home markets, we aim to maintain Maxima's leadership position. Therefore, we will focus on improving operational efficiency, pursuing organic growth and continuing to strengthen the "Barbora" e-store.

Our retail chains emphasise providing high-quality products at the best prices for customers. Last year, we introduced several initiatives in the Baltic countries to consistently and transparently pursue this goal. One initiative was regularly disclosing statistics on how many suppliers and of which product categories approached us regarding price increases for the goods they supply and the reasons behind these increases. This allowed customers to better understand pricing trends, while also helping us to find solutions and offer low prices. The most important initiative was the "slashed prices" campaign, in which select product categories were sold at regular low prices every day with no promotions. We started with coffee beans in Latvia and Lithuania and are now applying this pricing model to a broader product assortment across all Baltic countries. Another important factor in offering high-quality products at low prices is our private-label products. We are consistently strengthening and expanding this range, which is highly appreciated by our customers – sales of private-label products have increased by an average of 13% annually over the past three years. Our efforts are further validated by independent experts who compare prices across retail chains. According to their data, Maxima consistently offers low prices on goods in all countries.

In 2025, we invested EUR 74 million in the Baltic countries. We reconstructed 13 stores, most of which were large-format stores, and we opened 3 new stores. At the same time, we continued our store standardisation project, which we launched in 2021 and is now in its final stage. In the Baltic countries, 94% of stores comply with the standardised format in terms of their assortments.

Sustainability remains an important direction of our operations, contributing to the reduction of environmental impact and strengthening the long-term resilience of our business. As one of the first companies to prepare reports in accordance with the new sustainability disclosure requirements, we consistently improve our data collection, assessment, and disclosure practices to ensure their reliability and transparency. During the reporting year, we updated our double materiality analysis based on the best market practices and identified areas where we have set specific, science-based climate change mitigation targets. One of the most significant targets is reducing greenhouse gas (GHG) emissions in our operations by 42% in Scopes 1 and 2 by 2030. By the end of 2025, we had reduced GHG emissions in these areas by 24.5%, compared to the base year of 2021. We are achieving these results by improving energy efficiency consistently and replacing refrigerants in refrigeration equipment with alternatives that have a lower global warming potential.

Reducing food waste remains an important preventive focus of our operations. Last year, we devoted significant attention to strengthening operational planning and inventory management to better identify the main causes of food loss and systematically apply preventive measures. We also continued our collaboration with food banks, providing edible yet unsold food products to support charitable organizations. Throughout the year, companies within the Maxima Group donated approximately 3.1 thousand tons of edible food products, contributing to the prevention of food waste and strengthening social support.

We look ahead to 2026 with cautious optimism. We are dedicated to ensuring that Maxima remains the most beloved retail chain for our customers in the Baltic countries.



Yours sincerely,  
**Jolanta Bivainytė**

MAXIMA GRUPĖ, UAB  
Chairwoman of the Board and CEO

## Who We Are Today

The MAXIMA Group of companies (hereinafter “the Group”), controlled by MAXIMA GRUPĖ, UAB, with headquarters in Vilnius (hereinafter “MAXIMA GRUPĖ” or “the Company”) manages one of the largest retail chains in the Baltics region. Up until the end of December 2025, the Group also operated retail businesses in Poland (the “Stokrotka” retail chain) and Bulgaria (the “T Market” retail chain). At the end of December 2025, they were transferred to a sister company, PARETAS B.V. (hereinafter “PARETAS”, see more details in the section “Main Events”, below). Following completion of the reorganisation, the Group continues its operations in the Baltic region by managing the “MAXIMA” retail chains and the e-commerce platform “Barbora”.

Up to the end of December 2025, the Group operated 1,610 stores in the three Baltic countries (Estonia, Latvia and Lithuania), Poland and Bulgaria. Following the reorganisation, the Group continues to operate in 498 stores in the Baltic countries, which are visited by approximately 0.9 million customers daily.

The Group also includes FRANMAX, UAB (hereinafter “FRANMAX”), which provides information technology (IT) development and support services for the Group, and MAXIMA International Sourcing, UAB (hereinafter “MAXIMA International Sourcing”), which provides the Group’s retail companies with centralised procurement and agency services for the purchase of food and household goods.

The Group is part of a larger corporate group controlled by UAB “Vilniaus prekyba” (hereinafter “Vilniaus prekyba”). In the Baltic states and in Sweden, Poland and Bulgaria, “Vilniaus prekyba” controls and manages a group of subsidiary companies that operate chains of retail stores (MAXIMA GRUPĖ and PARETAS), DIY stores (ERMI Group), pharmacies (Euroapothecca), and shopping centres and real-estate development (Akropolis Group), as well as commercial investments in real estate (NDX Group).

### Continuing operations: Baltic countries



Total number of stores

**498**



Number of employees

**21,595**



Daily customers

**0.9 m**



E-commerce orders

**2.5 m**



Total revenue

**€4,070 m**



EBITDA

**€375 m**

## Main Events

# Q1

### First quarter 2025

- In January 2025, liquidation proceedings were initiated for Barbora Polska, Sp. z o.o. (hereinafter “BARBORA Polska”).
- On 6 February 2025, MAXIMA LT, UAB (hereinafter “MAXIMA Lithuania”) purchased 100% of the SOLLO, UAB (hereinafter “SOLLO”) shares from “Vilniaus prekyba” and Vestodija, UAB.

# Q2

### Second quarter 2025

- On 15 April 2025, MAXIMA GRUPĖ announced that it had amended financing agreements with AB SEB bankas and Skandinaviska Enskilda Banken AB, and Swedbank, AB signed in 2023. Amendments included new financing of EUR 29 million, which reinstated amortised exposure of EUR 71 million back to the original total financing amount of EUR 100 million, i.e. EUR 50 million with AB SEB bankas and Skandinaviska Enskilda Banken AB and EUR 50 million with Swedbank, AB.

Financing is provided for the Company’s general business needs for a new period of five years and includes a new, flexible repayment schedule with close to 1/3 balloon repayment at maturity. Financing agreements remain fully unsecured.

# Q3

### Third quarter 2025

- On 31 July 2025, the international credit rating agency S&P Global Ratings conducted its annual review of the Group’s operations and financial results. Following the review, MAXIMA GRUPĖ’s credit rating remained unchanged

at BB+. The S&P Global Ratings report highlighted the Group’s growing revenue despite stiff competition, with strong private-label positioning, expansion of managed retail chains and good diversification of store formats.

# Q4

## Fourth quarter 2025

- In October 2025, MAXIMA GRUPĖ signed a short-term two-year financing agreement for a total amount of EUR 260 million with Skandinaviska Enskilda Banken AB, AB SEB bankas (together EUR 130 million) and ING Belgium SA/ NV (EUR 130 million). The funds received from the banks were used for the early redemption of MAXIMA GRUPĖ-issued long-term bonds and related expenses. The credit agreement arranged with the banks was not secured by performance guarantees or any other pledged assets.
- On 10 October 2025, "Vilniaus prekyba" announced its plans to restructure the group of companies it controlled, whereby its businesses operating in Poland, Sweden and Bulgaria would be separated into a new organisation and managed through a new holding company, PARETAS, based in the Netherlands. Businesses in the Baltic region would continue to be managed through "Vilniaus prekyba" and its subsidiaries in Lithuania. Consequently, MAXIMA GRUPĖ sold to PARETAS its shares in Maxima Bulgaria EOOD (hereinafter "MAXIMA Bulgaria" or "T MARKET"), which operates the "T Market" retail chain in Bulgaria, and its shares in Emperia Holding Sp. z o.o. (hereinafter - EMPERIA HOLDING), which operates the "Stokrotka" retail chain in Poland. The sale of MAXIMA Bulgaria shares was completed on 19 December 2025, and the sale of EMPERIA HOLDING shares was completed on 22 December 2025.
- On 13 October 2025, Jolanta Bivainytė was appointed as CEO of MAXIMA GRUPĖ, succeeding Manfredas Dargužis, who was appointed as the Head of Expansion of "Vilniaus prekyba" and continued to serve as a member of the Board of "Vilniaus prekyba" as well as a member of the Board of MAXIMA GRUPĖ.  
  
Kristupas Buzys was appointed as CEO of MAXIMA Lithuania, succeeding Jolanta Bivainytė.  
  
Tomas Bazys was appointed as CEO of FRANMAX, succeeding Manfredas Dargužis.
- On 20 October 2025, UAB "Vilniaus prekyba" elected the MAXIMA GRUPĖ Audit Committee for a new four-year term. The Audit Committee for the new term consists of three members: Vytenis Lazauskas (chairman, independent member), Eglė Čiužaitė (independent member) and Vaidotas Neniškis (member nominated by UAB „Vilniaus prekyba“).
- On 27 October 2025, MAXIMA GRUPĖ exercised its early redemption right and redeemed from the bondholders all bonds, which were issued on 12 July 2022, with a nominal value of EUR 240 million and a fixed annual coupon of 6.25%. Following the decision to redeem the bonds early, the actual annual yield on the bonds was 8.40%. On 27 October 2025, the bonds were delisted from the Nasdaq Vilnius Debt Securities and Euronext Dublin Stock Exchange.
- On 12 November 2025, upon registration of the new version of the Articles of Association of MAXIMA Lithuania, all members of the Board were dismissed in corpore and a new Board of Directors was formed. The following were elected as members of the company's Board for a new four-year term: Jolanta Bivainytė, Vilius Rimkus, Marius Tilmantas and Kristupas Buzys.
- On 1 December 2025, "Vilniaus prekyba", the sole shareholder of MAXIMA GRUPĖ, appointed a new Board of the Company for a four-year term. Jolanta Bivainytė was elected Chairwoman of the Board. The new Board of MAXIMA GRUPĖ consists of eight members: Jolanta Bivainytė, the Company's CEO (Chairwoman of the Board); Tomas Bazys, FRANMAX Director; Kristupas Buzys, MAXIMA Lithuania CEO; Diana Gegelytė, Head of MAXIMA Eesti OÜ (hereinafter "MAXIMA Estonia"); Lauryna Šaltinė, the Company's CFO; Povilas Šulys, UAB "Barbora" CEO; Agnė Voverė, MAXIMA International Sourcing CEO; and Karolina Zygmantaitė, MAXIMA Latvija SIA (hereinafter "MAXIMA Latvia") CEO.
- On 12 December 2025, the international credit rating agency S&P Global Ratings affirmed MAXIMA GRUPĖ's BB+ credit rating after assessing the impact of spinning off the Group's operations in Poland and Bulgaria. The agency noted that the Group would remain the market leader in the Baltic States and forecast that following the divestment of Polish and Bulgarian businesses, the Group's financial leverage, as per S&P Global Ratings' methodology, would improve to 1.9x.

## Events After the Reporting Period

# Q1

## First quarter 2026

- On 15 January 2026, MAXIMA Latvia signed a share purchase agreement for the acquisition of 100% of the shares in "Irbis A," a company operating owned real estate. On 6 March 2026, the transaction was approved by the Competition Council of Latvia. Management expects the transaction to be completed and ownership and control to be transferred within the second quarter of 2026.
- In February and March 2026, MAXIMA GRUPĖ disbursed EUR 23.9 million pursuant to the loan agreements renewed on April 11, 2025, with AB SEB bankas and Skandinaviska Enskilda Banken AB, and Swedbank, AB. The remaining undisbursed loan balance amounted to EUR 5 million.
- In March 2026, MAXIMA Lithuania concluded EUR 40 million loan agreement with Swedbank, AB for general business purposes, and in April 2026 other EUR 40 million loan agreement with Skandinaviska Enskilda Banken AB and AB SEB bankas for the general financing, capital and expansionary investments.

## Where We Operate



Total number of stores in the Baltics

# 498



**MAXIMA BARBORA**



(including 78 franchise stores to 22 December 2025)



to 19 December 2025



## Business Overview

Incorporation by reference of data point SBM-1 40 (a, b, c)

### Continuing operations

The Group's revenue in the Baltics increased by 4.0% year-on-year and exceeded EUR 4 billion in 2025. However, retail trade performance across countries was mixed, reflecting differences in market conditions and consumer trends. Lithuania remained the strongest-performing market in the region, with consumer spending increasing and retail turnover trends remaining broadly positive throughout the year. In Latvia and Estonia, the grocery retail trade recorded only modest growth, as low consumer confidence and heightened price sensitivity continued to shape customer purchasing behaviour.

Against this backdrop, Maxima focused on strengthening its price communication through both promotional campaigns and reductions in regular prices. In Latvia and Lithuania, the Group took the first steps to reduce the share of promotional sales in food and beverage categories and replace them with stable but lower regular shelf prices. These actions were supported by large-scale communication campaigns aimed at reinforcing Maxima's position as the price leader in everyday shopping.

In addition, Maxima expanded its private-label sales, particularly under the "Well Done" and "Well Done Premium" brands. In 2025, retail turnover of "Well Done" products across Maxima stores increased by 40% compared with 2024, while the share of private-label sales rose by 1.8 p.p., to 24.0%.

The Group's revenue growth was driven by LFL stores, where sales increased by 3.5% year-on-year. In Latvia, additional growth was generated by two new stores that opened in 2024, along with double-digit growth in e-commerce sales. However, in Lithuania and Estonia, store reconstructions and closures led to a lower overall increase in sales compared with LFL performance.



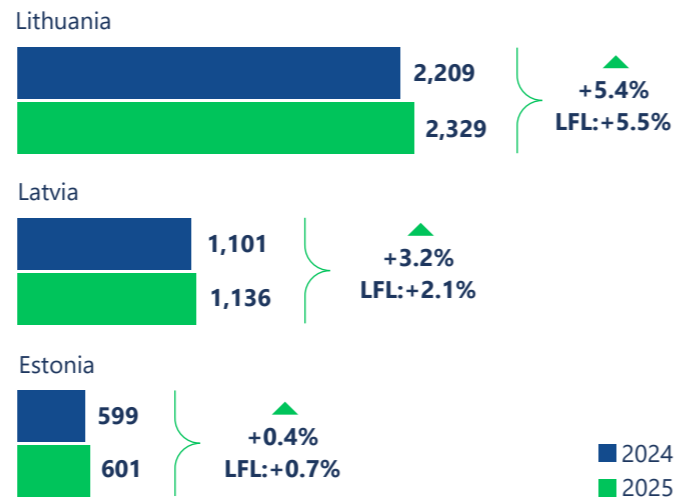
#### CONSOLIDATED REVENUE

Continuing operations, € million



#### RETAIL OPERATORS' REVENUE BY COUNTRY

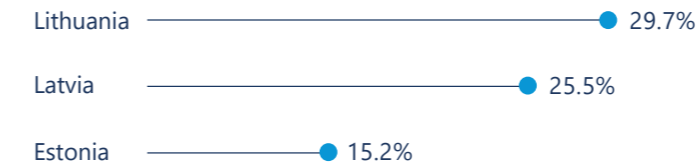
Continuing operations, € million



In 2025, the Group opened two new stores in Lithuania and one in Estonia, while it closed one store in Lithuania and one in Latvia, resulting in a net increase of one store across the Baltics by the end of the year. The relatively limited network expansion compared with competitors led to a reduction in the market share in terms of trade area, which in turn contributed to a slight decrease in the market share by sales. However, the Group maintained its market positions as the number one retailer in Lithuania and Latvia and ranked among the top three players in Estonia.

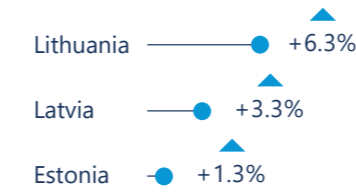
#### RETAIL OPERATORS' MARKET SHARE

2025



#### MARKET GROWTH

2025



Gross sales through the "Barbora" e-shop in the Baltics reached EUR 152.9 million, accounting for 3.8% of total retail turnover and representing year-on-year growth of 3.1%. In 2025, "Barbora" implemented profitability-focused initiatives, including a revision of its service fee structure and a reduction in its geographic footprint in less-populated regions. These actions shifted the business towards larger basket sizes and helped reduce transportation and operational costs; however, they also negatively impacted "Barbora's" order growth.

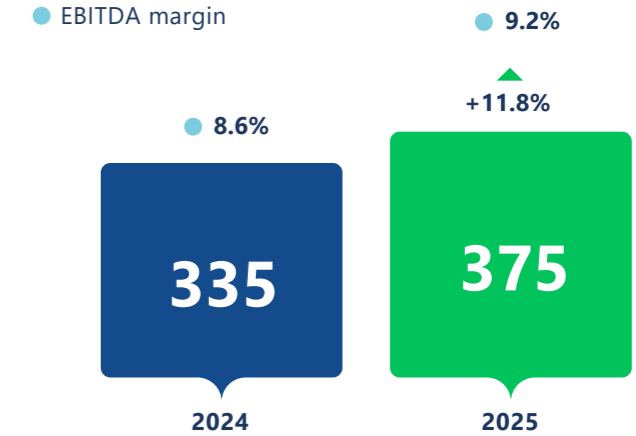
Nevertheless, "Barbora's" gross sales increased, primarily driven by strong performance in Latvia. The Latvian e-commerce market grew significantly in 2025. This, combined with BARBORA's active sales promotion activities, enabled BARBORA to expand its customer base and achieve a 14% surge in gross turnover in the country. Overall, "Barbora" Baltics succeeded in maintaining its active customer base and increasing the average basket size, while reducing EBITDA-level losses by 28%<sup>1</sup>.

In 2025, the Group's EBITDA from continuing operations reached EUR 375 million, representing a 9.2% margin. Compared with the previous year, EBITDA increased by EUR 39.5 million and the

EBITDA margin improved by 0.6 percentage points. These results reflect improvements both in sales margin and operational efficiency, with the most pronounced improvement recorded in Estonia, where EBITDA increased by 33%, i.e. EUR 12.2 million.

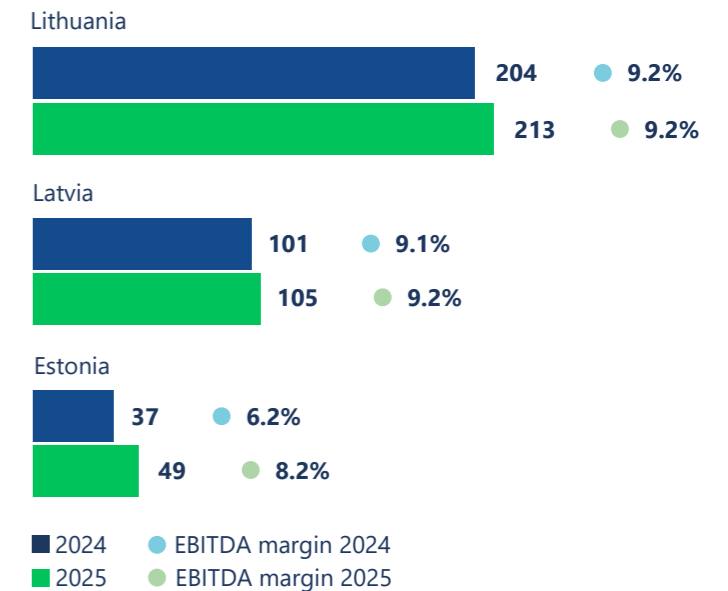
#### CONSOLIDATED EBITDA

Continuing operations, € million



#### RETAIL OPERATORS' EBITDA BY COUNTRY

Continuing operations, € million



Opportunities for the Group to improve sales margins remained constrained by intense price competition in the market. Nevertheless, the Group achieved gross margin improvements through consolidated purchases, increased share of direct purchases from producers or growers, and balancing the depth of promotional discounts.

<sup>1</sup> In the "Segment information" note in the financial statements, the e-commerce segment is reported together with the result of BARBORA Polska, which discontinued operations as of 3 March 2024. Net revenue is reported, which comprised commission, service fees and other income of "Barbora" Baltics (EUR 33,802 thousand in 2025 and EUR 32,614 thousand in 2024) and sales of goods and other income of BARBORA Polska (EUR 0.5 thousand in 2025 and EUR 5,426 thousand in 2024). The reported segment EBITDA, excluding BARBORA Polska, was equal to EUR -7,474 thousand in 2025 and EUR -10,436 thousand in 2024, while EBITDA of BARBORA Polska was EUR -343 thousand in 2025 and EUR -5,268 thousand in 2024.

Standardised store formats across the region enabled the Group to further improve operational efficiency, particularly through more effective management of store personnel working hours. Operational performance was also supported by stable utility costs and lower transportation expenses in Latvia and Estonia. However, in Lithuania, logistics costs increased due to the transition to a new logistics centre in the first half of the year, resulting in a higher level of operating costs in the country.

In 2025, the Group invested EUR 74.3 million in fixed assets in the Baltics, representing 1.8% of revenue. Total investments decreased by EUR 35.5 million compared with 2024, primarily due to the prior year's investments in the logistics centre in Lithuania and the one-off acquisitions of real estate of existing stores.

In 2025, investment levels in new store openings and reconstructions remained in line with 2024. In addition to opening 3 new stores, the Group reconstructed 13 stores during the year, including 3 major XXX stores in Vilnius, Kaunas and Parnu.

**INVESTMENT IN FIXED ASSETS**  
Continuing operations, € million



\*Excluding the investment in the Dauga shopping centre, which was sold during the same year

At the date of reporting, the Group's net debt of continuing operations stood at EUR 557.1 million, including EUR 410.1 million of lease liabilities. Net debt decreased by EUR 63.8 million compared with the end of 2024. The Group's financial leverage also improved, with the net debt to EBITDA ratio reaching 1.5 by year's end. This improvement was driven by both lower net debt and stronger EBITDA performance. The decrease in net debt reflected reductions in both borrowings and lease liabilities relative to the previous year.

**CONSOLIDATED NET DEBT TO EBITDA**  
(including lease liabilities)

Continuing operations



**Discontinued operations**

In 2025, the Group's revenue in Poland and Bulgaria increased by 4.3% and 2.7%, respectively. Sales in LFL stores in Poland, at constant exchange rates, grew by 1.9%, while in Bulgaria they declined by 0.5%.

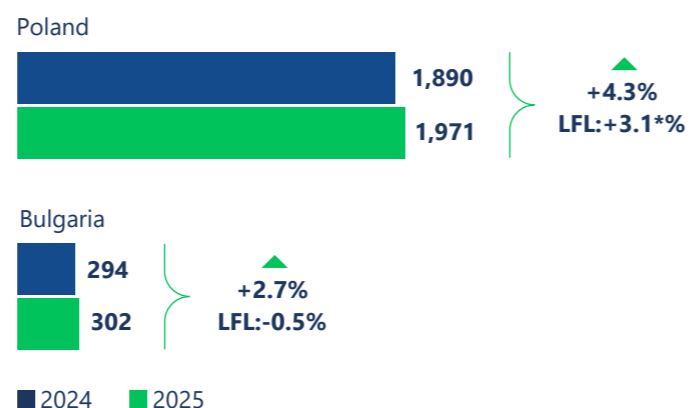
In Poland, revenue growth was achieved despite ongoing market challenges and Stokrotka Sp. z o.o.'s (hereinafter "STOKROTKA") store portfolio optimisation. During the year, STOKROTKA focused on store format refinement and made the decision to close 27 inefficient stores while opening 23 new locations. The number of franchise stores also decreased by three. Sales growth was supported by effective promotional campaigns and competitive pricing, which helped sustain customer traffic and drove average basket growth above inflation.

In 2025, Polish operations delivered EUR 18.3 million EBITDA growth, with a 0.7 p.p. improvement in EBITDA margin. This was primarily driven by more efficient management of promotional activities, improved store ordering and replenishment solutions that reduced product write-offs and disciplined control of operating costs growth, despite continued pressure from rising wage levels in the market.

In Bulgaria, seven new stores were opened, and two locations were closed during the year. Store openings in both 2025 and the previous year supported topline growth, while LFL sales declined amid store format changes. In 2025, T MARKET launched a comprehensive store format standardisation project to boost store performance, particularly in the major urban areas. However, the store reformatting process required temporary store closures for layout modifications, resulting in sales fluctuations before and after the format changes.

EBITDA in Bulgaria declined by EUR 3.8 million, primarily due to the ongoing store standardisation process. In addition, intensified promotional activity in the market increased the pressure on sales margins and, together with rising labour costs, contributed to the decline in profitability.

**RETAIL OPERATORS' REVENUE BY COUNTRY**  
Discontinued operations, € million



\*At constant exchange rates: growth +2.7%, LFL +1.9%

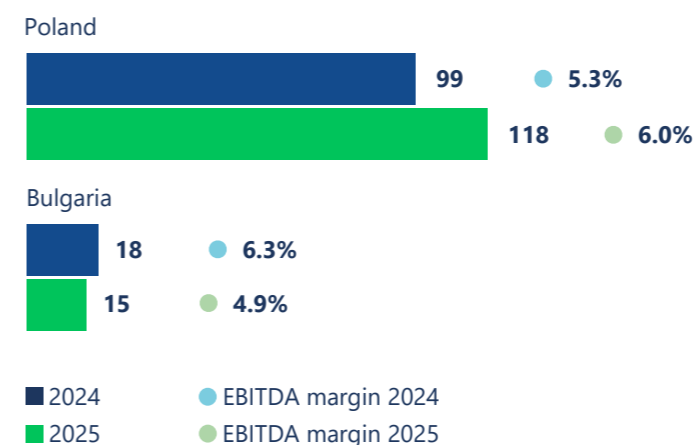
**RETAIL OPERATORS' MARKET SHARE**  
2025



**MARKET GROWTH**  
2025

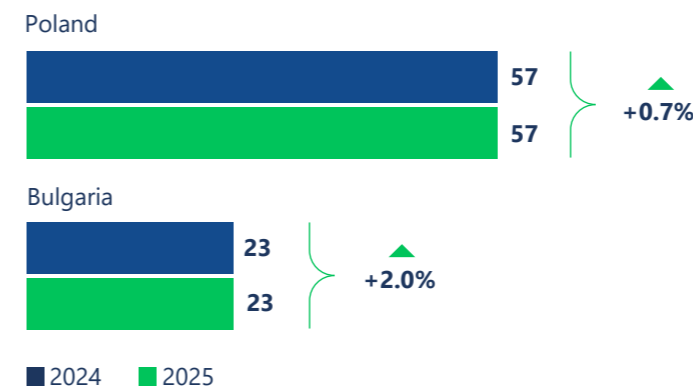


**RETAIL OPERATORS' EBITDA BY COUNTRY**  
Discontinued operations, € million



In 2025, the Group's investments in Poland and Bulgaria amounted to EUR 57.0 million and EUR 23.3 million, respectively. In Poland, investment amounts were similar compared with 2024. In Bulgaria, capital expenditure rose by EUR 0.4 million year-on-year and was largely reallocated from expansion towards the store format standardisation project.

**INVESTMENT IN FIXED ASSETS**  
Discontinued operations, € million

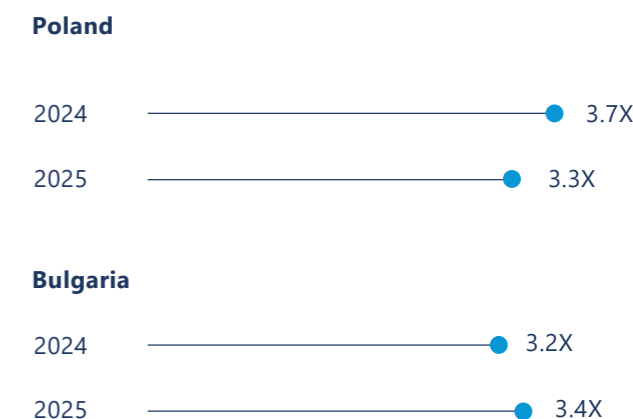


At the end of 2025, the net debt of the Group's Polish operations amounted to EUR 388.8 million, including EUR 316.1 million of lease liabilities, and increased by EUR 24.8 million compared with the end of 2024. In Bulgaria, net debt decreased by EUR 8.7 million to EUR 49.6 million, of which EUR 43.6 million related to lease liabilities. These amounts exclude shareholder loans for comparability purposes. At December 31 2025, the net debt of Polish and Bulgarian operations was not reflected in the Group's consolidated balance sheet due to the separation of these businesses.

Changes in leverage ratios were driven primarily by EBITDA performance. In Poland, the leverage ratio improved by 0.4, mainly reflecting higher EBITDA. In Bulgaria, despite the decrease in the net debt, the leverage ratio increased by 0.2 due to a decline in EBITDA.

**CONSOLIDATED NET DEBT TO EBITDA**  
(including lease liabilities)

Discontinued operations  
Excluding shareholder loans



## Intangible Assets

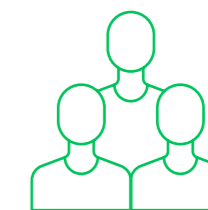
Key intangible assets that contribute to the Group's value creation are outlined below.

**Brand.** The Group's brand image and reputation are essential drivers of success across the Baltic region. "Maxima" is one of the most recognised and trusted brands in all Baltic countries, consistently ranking among the top brands in regional brand surveys and employer reputation indices. The retail chain is also widely associated with good value for money. It has consistently ranked highest in consumer surveys for the lowest average cost of a grocery basket and has received retail industry awards for its quality-to-price ratio and affordability.

Over many years, the Group has built a broad portfolio of well-known and trusted private label brands. Maxima International Sourcing, which oversees private label development within the Group, manages around 140 private labels comprising approximately 6,000 unique stock-keeping units. In 2023, it introduced "Well Done", an umbrella brand for food and beverage categories, which has since been expanded to more than 800 different products. It has also added the "Well Done Premium" product line. "Master's Quality", the private label for the culinary and confectionery assortment, is also among the top-selling private labels and has been strongly associated with "Maxima" for several years. Overall, private labels account for more than one quarter of sales in the Baltics and are a strong driver of customer loyalty and the Group's long-term competitiveness.



**Human resources.** Employees form a critical part of the value creation chain, from ensuring the journey of products from our warehouses to store shelves, to creating a positive customer experience. The Group's retail operators are among the largest employers in their respective countries, and the Group employs more than 21,000 people across the Baltics and 14,000 in Poland and Bulgaria. The Group's organisational culture is a key pillar in uniting this large and diverse workforce and in fostering openness, teamwork, self-confidence and responsibility. More detailed information on the Group's employees is provided in the Sustainability Report, section "S1 Own Workforce".



**Relationships with suppliers.** As the largest retail chain in the Baltics, the Group plays a key role in setting standards for cooperation with suppliers. The Group applies a "one-window" principle in supplier communication, whereby a single designated representative negotiates with suppliers on behalf of the company (either Maxima International Sourcing or the retailer). This approach streamlines communication and enables faster, more efficient decision-making between business units and partners.

The Group's retail companies, FRANMAX and MAXIMA GRUPĖ, have adopted a Supplier Code of Conduct, applicable to all suppliers and subcontractors. The Code sets out clear requirements regarding ethical and responsible business conduct, respect for human rights, environmental responsibility and fair labour practices. More detailed information is provided in the Sustainability Report, section "G1-2 Management of Relationships with Suppliers".

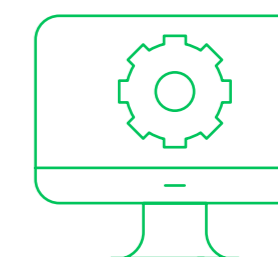


**Relationships with customers.** Strong customer relationships and a positive shopping experience are central to the success of the Group's retail operations. The value of such relationships is well reflected by Maxima's loyalty programme, "Thank You". More than 4 million customers across the Baltics use "Thank You" loyalty cards, and over 90% of retail turnover is generated by loyalty card users.

The Group's retailers and e-commerce businesses continuously seek to enhance the quality of customer service and have established standards and policies for managing customers' access to information, safety, data protection and equal treatment. More information on the Group's approach to customer relationships is provided in the Sustainability Report, section "S4 Consumers and End-Users".



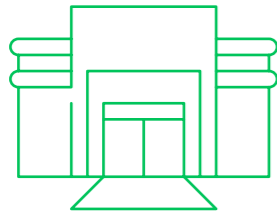
**Software.** The Group continuously invests in technological solutions and relies on a wide range of IT systems to support its operations. The Group's company FRANMAX develops, implements and maintains IT systems and infrastructure, as well as ensuring IT security on a continuous basis. The Group uses SAP as its core business management system, covering key processes such as purchasing, stock management, product data and finance. The Group's e-commerce companies operate a proprietary online sales platform and use specialised solutions for efficient order picking and delivery management. Together, these systems form a scalable and secure digital backbone for the Group's business operations.



## Plans and Forecasts

The Group anticipates that market conditions in the upcoming years will remain broadly stable. In this environment, the Group will focus on strengthening its competitive position in the Baltics, with a particular emphasis on pricing strategy and more effective promotion management.

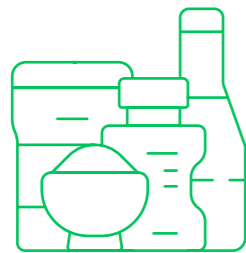
The expansion and modernisation of the store network will remain a strategic priority. The Group plans to continue renewing its stores in the Baltic countries, while also advancing its long-term expansion plan through to 2030. This plan foresees the opening or enlarging of more than 80 stores with a total of over 100,000 square metres of trade area, most of them located in the largest urban areas. The investments are designed to strengthen the Group's position in primary locations and ensure the best outreach to customers in the long-term.



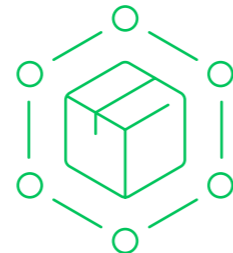
Digital transformation will continue to play a central role in improving operational efficiency and supporting scalable growth. The Group plans to invest in cloud-based solutions to modernise its IT infrastructure and enhance system resilience. Simultaneously, "Barbora" is set to upgrade its online shop and mobile app with a more advanced product search algorithm, alongside ongoing enhancements to its order management tools.



Enhancing the product range will remain an important focus area. The Group plans to introduce the "Well Done Premium" line into its regular assortment and to further strengthen its private label portfolio by improving the quality and variety of products produced in-house. To support this ambition, the Group seeks to implement centralisation initiatives for food production units in Latvia and Lithuania, enabling greater efficiency, consistency and quality across stores.



To reinforce its long-term competitiveness, the Group will continue consolidating its purchases through Maxima International Sourcing, aiming to buy more goods directly from growers and producers and to expand its international supplier base. These efforts will be supported by further optimisation of the supply chain, including improved demand forecasting, store replenishment and transport management solutions.



# CONSOLIDATED FINANCIAL STATEMENTS

- Independent Auditor's Report
- Consolidated Statement of Financial Position
- Consolidated Statement of Comprehensive Income
- Consolidated Statement of Changes in Equity
- Consolidated Statement of Cash Flows
- Notes to the Consolidated Financial Statements



## Independent auditor's report

To the shareholder of MAXIMA GRUPĖ, UAB

### Report on the audit of the consolidated financial statements

#### Our opinion

In our opinion, the consolidated financial statements, give a true and fair view of the consolidated financial position of MAXIMA GRUPĖ, UAB (the "Company") and its subsidiaries (together - the "Group") as at 31 December 2025, and of the Group's consolidated financial performance and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

#### What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2025;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report.

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

#### Independence

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

#### Our audit approach

##### Overview



Overall Group materiality: EUR 20 million

We conducted audit work at 14 reporting units, located in Bulgaria, Estonia, Latvia, Lithuania and Poland.

Our audit addressed 81% of the Group's total assets and 94% of the Group's total revenues (including discontinued operations).

- Goodwill impairment assessment
- Property, plant and equipment and right-of-use assets impairment assessment
- Lease term determination and application of discount rate

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

#### Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, if any, both individually and in aggregate on the consolidated financial statements as a whole.

<b>Overall Group materiality</b>	EUR 20 million
<b>How we determined it</b>	0,5% of Group's total revenues from continuing operations
<b>Rationale for the materiality benchmark applied</b>	<p>We chose total revenues as the benchmark because total revenues are one of the Group's key performance indicators analysed by the management and communicated to the shareholder and, in our view, it is an appropriate measure of the size of the Group. Total revenues are also a more stable measure compared to profitability ratio.</p> <p>We chose the threshold of 0,5%, which is within the range of acceptable quantitative materiality thresholds for this benchmark.</p>

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above EUR 1,250 thousand, as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p><b>Property, plant and equipment and right-of-use assets impairment assessment</b></p> <p><i>Refer to accounting policy on impairment testing in note 2.6 "Impairment of non-financial assets (except for goodwill)", accounting estimates and assessments in note 3.2 "Key sources of estimation uncertainty", note 5 "Property, plant and equipment and investment property" and note 6 "Right-of-use assets".</i></p>	<p>We obtained an understanding of the management's procedures in relation to the impairment assessment of the property, plant and equipment and right-of-use assets.</p> <p>Our audit procedures also included challenging the management on the appropriateness of the impairment model and reasonableness of the assumptions used, by performing the following:</p> <ul style="list-style-type: none"> <li>- Assessing reliability of the cash flow forecasts, by checking the actual past performance and comparing it against the previous forecasts, and by inspecting the internal documents, such as projections for 2026–2030.</li> </ul>

The Group's property, plant and equipment and right-of-use assets amounted to EUR 616 782 thousand and EUR 347 778 thousand, respectively, thereby representing around 56% of total assets reported in the Group's consolidated statement of financial position as at 31 December 2025. The Group assessed existence of impairment indicators for property, plant and equipment and right-of-use assets as at 31 December 2025.

The Group performed the impairment test for those assets, for which impairment indicators were identified as at 31 December 2025. The test was based on the estimated recoverable amounts (based on value in use) of the Group's cash-generating units (individual stores). The annual impairment test involves the management's judgments regarding the assumptions used in the underlying cash flow forecasts covering the management's estimate of key value driver inputs and external market indicators: inflation rate, revenue growth rate, competition, capital expenditures, and discount rates applied.

For property, plant and equipment and right-of-use assets, the Group recognised additional impairment charges of EUR 4 847 thousand for continuing operations and EUR 1 949 thousand for discontinued operations and EUR 6 224 thousand for continuing operations and EUR 4 173 thousand for discontinued operations, respectively, and reversals of impairment charges of EUR 1 832 thousand for continuing operations and EUR 507 thousand for discontinued operations and EUR 4 229 thousand for continuing operations and EUR 1 229 thousand for discontinued operations, respectively, in 2025.

Based on the above, we considered it to be a key audit matter.

### Goodwill impairment assessment

*Refer to accounting policy on impairment testing in note 2.3 "Goodwill", accounting estimates and assessments in note 3.2 "Key sources of estimation uncertainty" and note 8 "Goodwill".*

The Group's goodwill balance amounted to EUR 171 354 thousand as at 31 December 2025. During the year EUR 43 523 thousand of goodwill was disposed.

Goodwill has to be tested for impairment at least annually. When determining the recoverable amount (higher of value in use and fair value less costs to sell) management is required to use judgment in identifying the relevant cash-generating units or groups of cash generating units and determining their recoverable amounts, which are based on the cash flow forecasts.

The cash flow forecasts to determine recoverable amount based on the value in use covers the management's estimate of key value driver inputs and external market indicators: inflation rate, revenue growth rate, competition, capital expenditures, and discount rates applied.

- Benchmarking the market-related assumptions, such as discount rates and long-term growth rates against the external data. Where it was considered necessary, we involved our valuation experts.

- Testing the mathematical accuracy of the model and sensitivity of the impairment test to the key inputs.

- Among other procedures, we involved a valuation expert to assist us with the review of the management's impairment model structure and composition, as well as the discount rates used by the management in the impairment test.

- We also considered the key assumptions used by the management when estimating the cash flow forecasts, including the projected trends in the level of revenue, costs, and capital expenditures by comparing them against the historical performance levels and the management's planned changes in the future.

- We reperformed sensitivity analysis of the available headroom by considering whether a reasonably possible shift in assumptions might cause the carrying amount of the cash-generating unit to exceed its recoverable amount.

- We have also assessed the historical accuracy of the management's forecast.

- We have considered the adequacy of disclosures in Notes 2.6, 3.2, 5 and 6.

We obtained an understanding of the management's process over the goodwill impairment testing. We evaluated the way in which the management identified the Group's groups of cash-generating units to which goodwill was allocated.

Our audit procedures also included challenging the management on the appropriateness of the impairment model and reasonableness of the assumptions used, by performing the following:

- Assessing reliability of the cash flow forecasts, by checking the actual past performance and comparing it against the previous forecasts, and by inspecting the internal documents, such as projections for 2026–2030.

- Benchmarking the market-related assumptions, such as discount rates and long-term growth rates against the external data. Where it was considered necessary, we involved our valuation experts.

- Testing the mathematical accuracy of the model and sensitivity of the impairment test to the key inputs.

- Among other procedures, we involved a valuation expert to assist us with the review of the management's impairment model structure and composition, as well as the discount rates used by the management in the impairment test.

- We also considered the key assumptions used by the management when estimating the cash flow forecasts, including the projected trends in the level of revenue, costs, and capital expenditures by

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No impairment was recognised in the current reporting period as the recoverable amounts of the relevant groups of cash-generating units were higher than their carrying amounts. Disposed goodwill related to Poland and Bulgaria CGUs.

We focused on this area because the balance of goodwill was material, and the impairment assessment involved the management's significant judgements about the future results and the discount rates used in the cash flow forecast.

comparing them against the historical performance levels and the management's planned changes in the future.

- We reperformed sensitivity analysis of the available headroom by considering whether a reasonably possible shift in assumptions might cause the carrying amount of the cash-generating unit to exceed its recoverable amount.

- We have also assessed the historical accuracy of the management's forecast.

- We have considered the adequacy of disclosures in Notes 2.3, 3.2 and 8.

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#### **Lease term determination and determination of discount rates**

*Refer to accounting policy on lease liabilities and subleases in note 2.16 "Leases", accounting estimates and assessments in note 3.1 "Critical judgments in applying the accounting policy" and note 6 "Right-of-use assets".*

As at 31 December 2025, the Group's right-of-use assets amounted to EUR 347 778 thousand, net investment in lease amounted to EUR 10 440 thousand, and lease liabilities amounted to EUR 410 141 thousand.

We focused on this area because the reported balances were material, the process for identifying and reporting all relevant lease-related data (including IT software and controls) was complex, and the measurement of the right-of-use assets and lease liabilities involved the use of assumptions to determine the discount rates and the lease terms, including the termination and renewal options.

For some of the lease contracts the Group uses interest rate implicit in the lease as a discount rate. The Group's management needs to obtain reliable and supportable information regarding the fair value of the assets being leased, their residual values at the end of the lease, and the lessor's initial direct costs to determine such discount rates.

We focused on this area due to the significant level of management judgement involved and the complexity of the underlying assumptions used to derive the estimate.

We analysed completeness and accuracy of new, modified or remeasured lease contracts that were identified and recorded in the lease accounting system during 2025; assessed whether it was reasonably certain that the lease extension options would be exercised; assessed the discount rates used; and on a sample basis recalculated the right-of-use assets and lease liabilities as listed below:

- We obtained an understanding of the internal processes around the identification of leases and obtained the related lease data from the lease contracts on a sample basis.

- We read the policy listing the factors, such as economic incentives, geographical location of a store, leasehold improvements and other, to be considered in determining the lease term, including the extension options. We tested the management's assessment of those factors and whether it was reasonably certain that the lease extension options would be exercised, by reviewing the contractual terms, business plans, and other relevant information.

- For the lease contracts where the management used the incremental borrowing rate as a discount rate, we reviewed the methodology and assumptions used by the management and compared them against the borrowing rates confirmed by the AB SEB bankas.

- For the lease contracts where the management used the interest rate implicit in the lease as a discount rate, we tested the key assumptions, including the fair value determined for the leased asset at the commencement and termination dates of the lease.

- We involved a valuation expert to assist us with the review of the management's assumptions to determine the interest rate implicit in the lease.

- We assessed completeness and accuracy of the input data used in the calculation of interest rate implicit in the lease by reconciling the inputs to the lease contracts and third-party valuation reports for the leased assets and tested these calculations on a sample basis.

- We recalculated, on a sample basis, the right-of-use asset and the lease liability for the selected lease contracts using the data from the lease contracts and verified the mathematical accuracy of the calculation.

- For the same sample of lease contracts, we tested the lease payments with bank statements, recalculated interest and amortisation charges recognised during the period.

- We have considered the adequacy of disclosures in Notes 2.16, 3.1 and 6.

#### **How we tailored our Group audit scope**

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operate.

During the year the Group comprised of a number of subsidiaries operating in Bulgaria, Estonia, Latvia, Lithuania and Poland (refer to Note 1 of the consolidated financial statements). Based on our risk and materiality assessment we determined that a full scope audit was required for fourteen of the Group's subsidiaries.

For real estate entities of the Group, the Group engagement team carried out audit work on the selected balances and transactions, which were assessed by us as material from the Group audit perspective. For the remaining components we performed analytical review at the Group level. This together with additional procedures performed at the Group level, including testing of consolidation journals and intercompany eliminations, gave us the evidence we needed for our opinion on the Group's consolidated financial statements as a whole.

#### **Reporting on other information including the consolidated management report**

Management is responsible for the other information. The other information comprises the consolidated management report, including the information on corporate governance matters, remuneration and consolidated sustainability matters (but does not include the consolidated financial statements and our auditor's report thereon).

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

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

With respect to the consolidated management report, including the information on corporate governance matters and remuneration and excluding the information on consolidated sustainability matters on which the separate assurance report on consolidated sustainability reporting is issued by us on 7 April 2026, we considered whether it includes the disclosures required by the Law of the Republic of Lithuania on Reporting by Undertakings and by Groups of Undertakings.

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

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

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

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

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

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

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

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

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

On behalf of Uždaroji akcinė bendrovė „PricewaterhouseCoopers”

**Jurgita Krikščiūnienė**

Partner

Auditor's Certificate No. 000495

Vilnius, Republic of Lithuania

7 April 2026

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

## Consolidated statement of financial position

	Notes	At 31 December	
		2025	2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	616 782	987 662
Right-of-use assets	6	347 778	721 547
Investment properties	5	-	16 479
Intangible assets (except for goodwill)	7	21 288	50 389
Goodwill	8	171 354	212 433
Non-current receivables and prepayments	9	9 826	19 767
Deferred tax assets	10	3 189	9 894
		<b>1 170 217</b>	<b>2 018 171</b>
<b>Current assets</b>			
Inventories	11	255 153	452 294
Trade and other receivables, prepayments and other short-term financial assets	12, 25	40 078	92 210
Cash and cash equivalents	13	260 247	264 140
		<b>555 478</b>	<b>808 644</b>
<b>TOTAL ASSETS</b>		<b>1 725 695</b>	<b>2 826 815</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	14	1 019 263	1 019 263
Share premium		41 352	41 352
Legal reserve	15	76 806	71 626
Reverse acquisition reserve	15	(1 430 271)	(1 430 271)
Other reserves		(12)	(163)
Foreign currency translation reserve		-	(11 244)
Retained earnings	24	555 714	882 351
<b>Total equity</b>		<b>262 852</b>	<b>572 914</b>
<b>Non-current liabilities</b>			
Borrowings (except for lease liabilities)	16, 25	370 114	432 614
Lease liabilities	6, 27	356 660	663 381
Deferred tax liabilities	10	26 320	26 283
Other non-current liabilities		-	8 599
		<b>753 094</b>	<b>1 130 877</b>
<b>Current liabilities</b>			
Borrowings (except for lease liabilities)	16, 25	37 048	81 371
Lease liabilities	6, 27	53 481	129 879
Current income tax liabilities		13 812	2 375
Trade and other payables	17, 25	605 408	909 399
		<b>709 749</b>	<b>1 123 024</b>
<b>Total liabilities</b>		<b>1 462 843</b>	<b>2 253 901</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1 725 695</b>	<b>2 826 815</b>

Jolanta Bivainytė  
CEO

Lauryna Šaltinė  
CFO

The consolidated financial statements have been approved and signed electronically on 7 April 2026.

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

## Consolidated statement of comprehensive income

Continuing operations	Notes	Year ended 31 December	
		2025	2024*
Revenue	4, 18	4 069 658	3 911 308
Cost of sales	4, 19	(3 654 054)	(3 532 031)
<b>Gross profit</b>		<b>415 604</b>	<b>379 277</b>
General and administrative expenses	19, 20	(162 046)	(158 054)
Other gains		407	1 859
<b>Profit from operations</b>		<b>253 965</b>	<b>223 082</b>
Finance income	21	3 237	5 122
Finance costs	21	(58 771)	(41 460)
Finance costs, net		<b>(55 534)</b>	<b>(36 338)</b>
<b>Profit before tax</b>		<b>198 431</b>	<b>186 744</b>
Income tax expense	22	(49 007)	(26 361)
<b>Net profit from continuing operations</b>		<b>149 424</b>	<b>160 383</b>
Profit (loss) from discontinued operation	4, 23	59 319	(24 644)
<b>Net profit for the period</b>	4	<b>208 743</b>	<b>135 739</b>
<b>Net profit attributable to:</b>			
Equity holders of the parent		208 743	135 739
		<b>208 743</b>	<b>135 739</b>
<b>Other comprehensive income:</b>			
<i>Items that will not be subsequently reclassified to profit or loss</i>		-	-
<i>Items that may be subsequently reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations		6 636	5 296
Net gain (loss) on cash flow hedges		151	160
<b>Other comprehensive income</b>		<b>6 787</b>	<b>5 456</b>
<b>Total comprehensive income for the period attributable to Equity holders of the parent from:</b>			
Continuing operations		149 575	160 543
Discontinued operations		65 955	(19 348)
		<b>215 530</b>	<b>141 195</b>
<b>Total comprehensive income attributable to:</b>			
Equity holders of the parent		215 530	141 195
		<b>215 530</b>	<b>141 195</b>

\*Comparative information for 2024 has been restated due to the classification of certain operations as discontinued in 2025. As a result, the corresponding figures in the statement of comprehensive income have been re-presented to reflect the results of discontinued operations separately from continuing operations.

## Consolidated statement of changes in equity

Notes	Share capital	Share premium	Legal reserve	Reverse acquisition reserve	Other reserves	Foreign currency translation reserve	Retained earnings	Total equity
<b>At 1 January 2024</b>	<b>1 019 263</b>	<b>41 352</b>	<b>68 194</b>	<b>(1 430 271)</b>	<b>(323)</b>	<b>(16 540)</b>	<b>873 044</b>	<b>554 719</b>
Profit for the year	-	-	-	-	-	-	135 739	135 739
Other comprehensive income	-	-	-	-	160	5 296	-	5 456
<i>Total comprehensive income for the year</i>	-	-	-	-	160	5 296	135 739	141 195
Transfer to legal reserve	15	-	3 432	-	-	-	(3 432)	-
Dividends	24	-	-	-	-	-	(123 000)	(123 000)
<i>Total transactions with shareholders recognised directly in equity</i>	-	-	3 432	-	-	-	(126 432)	(123 000)
<b>At 31 December 2024</b>	<b>1 019 263</b>	<b>41 352</b>	<b>71 626</b>	<b>(1 430 271)</b>	<b>(163)</b>	<b>(11 244)</b>	<b>882 351</b>	<b>572 914</b>
<b>At 1 January 2025</b>	<b>1 019 263</b>	<b>41 352</b>	<b>71 626</b>	<b>(1 430 271)</b>	<b>(163)</b>	<b>(11 244)</b>	<b>882 351</b>	<b>572 914</b>
Profit for the year	-	-	-	-	-	-	208 743	208 743
Reclassification of foreign currency translation reserve to profit or loss on disposal of discontinued operation (Note 23)	23	-	-	-	-	4 608	-	4 608
Other comprehensive income	-	-	-	-	151	6 636	-	6 787
<i>Total comprehensive income for the year</i>	-	-	-	-	151	11 244	208 743	220 138
Transfer to legal reserve	15	-	5 180	-	-	-	(5 180)	-
Dividends	24	-	-	-	-	-	(530 200)	(530 200)
<i>Total transactions with shareholders recognised directly in equity</i>	-	-	5 180	-	-	-	(535 380)	(530 200)
<b>At 31 December 2025</b>	<b>1 019 263</b>	<b>41 352</b>	<b>76 806</b>	<b>(1 430 271)</b>	<b>(12)</b>	<b>-</b>	<b>555 714</b>	<b>262 852</b>

## Consolidated statement of cash flows

Notes	Year ended 31 December		
	2025	2024	
<b>OPERATING ACTIVITIES</b>			
<b>Net profit/(loss)</b>			
Continuing operations	149 424	160 383	
Discontinued operations	59 319	(24 644)	
<b>Profit including discontinued operations</b>	<b>208 743</b>	<b>135 739</b>	
<b>Adjustments for non-cash items of expenses/(income) and other adjustments</b>			
Depreciation	5, 6	217 275	202 508
Amortisation	7	10 313	8 209
Property, plant & equipment, intangible assets, right-of-use assets impairment charge (reversal)	20, 23	9 200	12 000
Loss / (profit) on disposal of property, plant and equipment and intangible assets	5,7	260	665
(Profit) on disposal of subsidiaries	23	(77 576)	-
Income tax expense	22, 23	48 586	26 806
Interest expenses	21, 23	96 733	77 175
Interest and other finance income	21	(4 015)	(5 978)
<b>Changes in working capital</b>			
- trade and other receivables		2 509	12 194
- inventories		8 231	(13 325)
- reverse factoring arrangements	17	(5 084)	160
- trade and other payables		464	26 894
<b>Cash generated from operations</b>		<b>515 639</b>	<b>483 047</b>
Income tax paid		(28 694)	(38 835)
<b>Net cash generated from operating activities</b>		<b>486 945</b>	<b>444 212</b>
<b>INVESTING ACTIVITIES</b>			
Purchases of property, plant and equipment, intangible assets and investment properties	5, 7	(173 413)	(227 700)
Proceeds from disposal of property, plant and equipment		3 542	24 213
Acquisition of subsidiaries, net of cash acquired		(1 863)	-
Proceeds (outflow) from disposal of subsidiaries, net of cash disposed	23	384 572	-
Loans granted		-	(228)
Proceeds from repayment of loans granted		62	483
Interest received		4 015	4 537
Finance sublease receivable collected		7 119	4 365
<b>Net cash generated from (used in) investing activities</b>		<b>224 034</b>	<b>(194 330)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from borrowings	27	425 175	84 069
Repayment of borrowings	27	(392 129)	(82 370)
Payment of principal portion on lease liabilities	27	(113 049)	(110 077)
Dividends paid	24	(530 200)	(123 000)
Interest paid, including interest on leases	27	(101 401)	(76 459)
<b>Net cash (used in) financing activities</b>		<b>(711 604)</b>	<b>(307 837)</b>
<b>Net (decrease) in cash and cash equivalents</b>		<b>(625)</b>	<b>(57 955)</b>
<b>CASH AND CASH EQUIVALENTS, LESS OVERDRAFTS, AT THE BEGINNING OF THE YEAR</b>			
		<b>260 872</b>	<b>318 827</b>
<b>CASH AND CASH EQUIVALENTS, LESS OVERDRAFTS, AT THE END OF THE YEAR</b>			
		<b>260 247</b>	<b>260 872</b>
Non-cash financing and investing activities	27		
Cash flows of discontinued operation	23		

# Notes to the consolidated financial statements

## 1. General information

MAXIMA GRUPĖ, UAB (hereinafter “the Company”) was incorporated and commenced its operations on 27 August 2007. The Company’s registered address is Ozo st. 25, Vilnius, Lithuania. The Company’s legal status - private limited liability company, entity code 301066547.

The sole shareholder of the Company is uždaroji akcinė bendrovė „Vilniaus prekyba” incorporated in Lithuania. The ultimate shareholder is METODIKA B.V., incorporated in the Netherlands.

The consolidated group is comprised of the Company and its subsidiary undertakings (hereinafter collectively referred to as “the Group”). In 2025 and 2024, the Group’s main subsidiaries are listed in the table below. Other subsidiaries not listed below are mainly involved in real estate management. The Group owns 100% of shares in all subsidiaries.

In 2025 the Company sold the shares Maxima Bulgaria EOOD, which operates “T Market” retail chain in Bulgaria, and of Emperia Holding Sp. z o.o., which operates “Stokrotka” retail chain in Poland. The sale of Maxima Bulgaria EOOD shares was completed on 19 December 2025, and of Emperia Holding Sp. z o.o. on 22 December 2025. See Note 23 for more details.

On 27 October 2025, the Company exercised its early redemption right and redeemed from the bondholders all bonds, which were issued on 12 July 2022, with a nominal value of EUR 240 million and a fixed annual coupon of 6.25%. On 27 October 2025, the bonds were delisted from the Nasdaq Vilnius Debt Securities and Euronext Dublin Stock Exchange.

Significant subsidiary	Country of incorporation	% held by the Group (on 31 December)		Principal business activities
		2025	2024	
MAXIMA LT, UAB	Lithuania	100%	100%	Retail in food and consumables
MAXIMA Latvija SIA	Latvia	100%	100%	Retail in food and consumables
MAXIMA Eesti OU	Estonia	100%	100%	Retail in food and consumables
Maxima Bulgaria EOOD	Bulgaria	-	100%	Retail in food and consumables
Stokrotka Sp. z o.o.	Poland	-	100%	Retail in food and consumables
UAB „Barbora”	Lithuania	100%	100%	E-trade
PATRIKA SIA	Latvia	100%	100%	E-trade
SUPERSA OU	Estonia	100%	100%	E-trade
Barbora Polska Sp. z o.o.	Poland	100%	100%	E-trade (In liquidation)
FRANMAX, UAB	Lithuania	100%	100%	IT development, maintenance and consulting services
MAXIMA International Sourcing, UAB	Lithuania	100%	100%	Procurement and agency services of food and consumables

For more details about the sale transactions refer to Note 23 – discontinued operations.

The Group’s principal business activity is retail and e-trade in food and consumables.

As of 31 December 2025, the Group employed 21.6 thousand employees. Total remuneration related costs from continuing operations amounted to EUR 406 million in 2025.

The average number of employees during 2025 amounted to 30.8 thousand. Total remuneration related costs from continuing and discontinued operations amounted to EUR 691million. In 2024, the average number of employees amounted to 31.6 thousand, and remuneration-related costs, including discontinued operations, amounted to EUR 657 million.

The Company’s management authorized these consolidated financial statements on 7 April 2026. The Company’s shareholders have a statutory right to approve or not to approve these consolidated financial statements and to require the preparation of a new set of consolidated financial statements.

## 2. Material accounting policies

The accounting policies applied in the preparation of these consolidated financial statements are set out below. The accounting policies adopted are consistent with those of the previous financial year, except for the below amended IFRSs which have been adopted by the Group as of 1 January 2025.

### 2.1. Basis of preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (hereinafter “IFRS”), as adopted by the European Union (hereinafter “the EU”). These consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments that have been measured at fair value.

All amounts in these consolidated financial statements are presented in euros, the functional currency of the Company and presentation currency of the Group, and they have been rounded to the nearest thousand (in thousand EUR), unless otherwise stated. Due to rounding the numbers in these consolidated financial statements may not sum up.

### 2.2. Adoption of new and/or revised IFRSs and Interpretations of the International Financial Reporting Interpretations Committee (IFRIC)

#### New standards, amendments and interpretations adopted by the Group

#### **Amendments to IAS 21 Lack of Exchangeability (Issued on 15 August 2023 and effective for annual periods beginning on or after 1 January 2025).**

In August 2023, the IASB issued amendments to IAS 21 to help entities assess exchangeability between two currencies and determine the spot exchange rate, when exchangeability is lacking. An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. The amendments to IAS 21 do not provide detailed requirements on how to estimate the spot exchange rate. Instead, they set out a framework under which an entity can determine the spot exchange rate at the measurement date. When applying the new requirements, it is not permitted to restate comparative information. It is required to translate the affected amounts at estimated spot exchange rates at the date of initial application, with an adjustment to retained earnings or to the reserve for cumulative translation differences.

The Group assessed the new standard and amendments effective from 2025 and concluded that they do not result in any changes to the Group’s accounting policies and have no material impact on the financial statements.

Several other amendments apply for the first time in 2025, but do not have an impact on the financial statements of the Group for the year ended 31 December 2025.

#### IFRSs issued but not yet effective

#### **IFRS 18 Presentation and Disclosure in Financial Statements (Issued on 9 April 2024 and effective for annual periods beginning on or after 1 January 2027).**

In April 2024, the IASB has issued IFRS 18, the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to:

- the structure of the statement of profit or loss;
- required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity’s financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

IFRS 18 will replace IAS 1; many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its ‘operating profit or loss’. IFRS 18 will apply for reporting periods beginning on or after 1 January 2027 and also applies to comparative information.

The Group is currently assessing the impact of the amendments on its financial statements.

**Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7 (issued on 30 May 2024 and effective for annual periods beginning on or after 1 January 2026).**

On 30 May 2024, the IASB issued amendments to IFRS 9 and IFRS 7 to:

- a) clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- b) clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- c) add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and
- d) update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The Group is currently assessing the impact of the amendments on its financial statements.

**Annual Improvements to IFRS Accounting Standards (Issued in July 2024 and effective from 1 January 2026).**

IFRS 1 was clarified that a hedge should be discontinued upon transition to IFRS Accounting Standards if it does not meet the 'qualifying criteria', rather than 'conditions' for hedge accounting, in order to resolve a potential confusion arising from an inconsistency between the wording in IFRS 1 and the requirements for hedge accounting in IFRS 9. IFRS 7 requires disclosures about a gain or loss on derecognition relating to financial assets in which the entity has a continuing involvement, including whether fair value measurements included 'significant unobservable inputs'. This new phrase replaced reference to 'significant inputs that were not based on observable market data'. The amendment makes the wording consistent with IFRS 13. In addition, certain IFRS 7 implementation guidance examples were clarified and text added that the examples do not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 7. IFRS 16 was amended to clarify that when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply IFRS 9 guidance to recognise any resulting gain or loss in profit or loss. This clarification applies to lease liabilities that are extinguished on or after the beginning of the annual reporting period in which the entity first applies that amendment. In order to resolve an inconsistency between IFRS 9 and IFRS 15, trade receivables are now required to be initially recognised at 'the amount determined by applying IFRS 15' instead of at 'their transaction price (as defined in IFRS 15)'. IFRS 10 was amended to use less conclusive language when an entity is a 'de-facto agent' and to clarify that the relationship described in paragraph B74 of IFRS 10 is just one example of a circumstance in which judgement is required to determine whether a party is acting as a de-facto agent. IAS 7 was corrected to delete references to 'cost method' that was removed from IFRS Accounting Standards in May 2008 when the IASB issued amendment 'Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate'.

The Group is currently assessing the impact of the amendments on its financial statements.

**Contracts Referencing Nature-dependent Electricity Amendments to IFRS 9 and IFRS 7 (Issued on 18 December 2024 and effective from 1 January 2026).**

The IASB has issued amendments to help companies better report the financial effects of nature-dependent electricity contracts, which are often structured as power purchase agreements (PPAs). Current accounting requirements may not adequately capture how these contracts affect a company's performance. To allow companies to better reflect these contracts in the financial statements, the IASB has made targeted amendments to IFRS 9, Financial Instruments, and IFRS 7, Financial Instruments: Disclosures. The amendments include: (a) clarifying the application of the 'own-use' requirements; (b) relaxing certain hedge accounting requirements if these contracts are used as hedging instruments; and (c) adding new disclosure requirements to enable investors to understand the effect of these contracts on financial performance and cash flows.

The Group has assessed the amendments and concluded that they are not applicable, as the Group does not have any PPA contracts.

**Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency (issued on 13 November 2025 and effective from 1 January 2027).**

The International Accounting Standards Board (IASB) has issued amendments that clarify how companies should translate financial statements from a non-hyperinflationary currency into a hyperinflationary one.

These narrow-scope amendments aim to improve the usefulness of the resulting information in a cost-effective manner. Developed in response to stakeholder feedback, these amendments are expected to reduce diversity in practice and provide a clearer basis for reporting in a hyperinflationary currency.

The amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates are effective for annual periods beginning on or after 1 January 2027. Companies can choose to apply them earlier.

Management does not expect IFRS 19 to be relevant to the Group.

There are no other IFRSs, IAS amendments or IFRIC interpretations that are not yet effective that would be expected to have an impact on the Group.

The Group plans to adopt the above mentioned standards and interpretations on their effective dates provided they are endorsed by the EU.

## 2.3. Goodwill

The excess of the:

- a) consideration transferred,
- b) amount of any non-controlling interest in the acquired entity, and
- c) acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in statement of comprehensive income as a bargain purchase gain.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or their groups i.e. retail stores) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. For key assumptions and sensitivities used in impairment testing of goodwill see Note 3.2.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

## 2.4. Property, plant and equipment

Property, plant and equipment are stated at acquisition cost less accumulated depreciation and accumulated impairment losses. Depreciation is calculated using the straight-line method to allocate the cost of assets to their residual values over their estimated useful lives, as follows:

Buildings	2 – 37 years
Equipment and other assets	2 – 12 years
Vehicles	2 – 4 years

Buildings average residual useful live as of the reporting date is 24 years.

Leasehold improvements are depreciated on a straight-line basis over the shorter of the estimated useful life of the improvement and the term of the lease.

Properties in the course of construction for operations or for administrative purposes are carried at cost, less any recognised impairment loss. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation of property, plant and equipment is recognised in statement of comprehensive income. Depreciation of property, plant and equipment directly related to sales of goods and services is recognised in cost of sales and depreciation of other property, plant and equipment is recognised in general and administrative expenses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to statement of comprehensive income during the period in which they are incurred.

A gain or loss arising on the disposal of an asset is recognised in statement of comprehensive income.

## 2.5. Intangible assets with finite useful lives

Intangible assets expected to provide economic benefits in future periods are measured at acquisition cost less subsequent accumulated amortisation and accumulated impairment losses, if any. Amortisation is calculated on the straight-line method to write off the cost of each asset over their estimated useful lives.

Intangible assets acquired in a business combination (trademarks, customer contracts) are recognised at fair value at the acquisition date. They have finite useful life and are carried at cost (being fair value if acquired in a business combination) less accumulated amortisation and impairment losses, if any.

All amortisation of intangible assets is recognised in statement of comprehensive income as general and administrative expenses unless it relates to operation of warehouses or retail outlets when it is recognised as cost of sales. The Group amortises intangible assets over the following periods:

Software	2 - 5 years
Brands and trademarks	5 - 15 years
Customer contracts	15 years
Other intangible assets	2 - 5 years

## 2.6. Impairment of non-financial assets (except for goodwill)

At each financial year end, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is determined in order to determine the extent of the impairment loss, if any. For key assumptions and sensitivities used in impairment testing of store CGUs, see Note 3.2.

## 2.7. Inventories

Inventories are stated at the lower of weighted average cost and net realisable value. Net realisable value represents the estimated selling price less all estimated costs necessary to be incurred in selling. The cost of inventories is calculated by using weighted average cost method: weighted average inventory unit cost = total cost of units for particular item / number of units of particular item.

The cost of inventories is net of volume discounts and rebates received from suppliers during the reporting period but applicable to the inventories still held in stock. Warehousing of inventory and logistics costs incurred for transportation of inventory between different locations of retail operators are accounted for as cost of sales in the relevant accounting period.

## 2.8. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### 2.8.1. Financial assets

#### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, except for derivative instruments. Derivative financial instruments are measured at fair value through profit or loss (see Note 2.10).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade and other receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures financial assets at fair values plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade and other receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under *IFRS 15 Revenue from contracts with customers*. Refer to the accounting policies in Note 2.12.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset.

#### *Subsequent measurement: Financial assets at amortised cost*

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding amount.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in statement of comprehensive income when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost include trade and other receivables, cash and cash equivalents, time deposits and loans granted.

*Impairment of financial assets – credit loss allowance for expected credit losses*

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade and other receivables (including net investment in the lease) the Group applies a simplified approach in calculating ECLs. The Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience. In addition, the Group reviews individual significant trade and other receivables and recognises individual loss allowances if needed.

The Group considers a financial asset in default when contractual payments are past due. The default rates are calculated for the following aging intervals: 1) 1 – 30 days, 2) 31 – 90 days, 3) more than 90 days.

In certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

## 2.8.2. Financial liabilities

*Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as follows:

- a) financial liabilities at fair value through profit or loss,
- b) financial liabilities at amortised cost,
- c) derivatives designated as hedging instruments in an effective hedge.

All financial liabilities are recognised initially at fair value and, in case of financial liabilities at amortised cost, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, borrowings including bank overdrafts and bonds, and derivative financial instruments. For judgement applied in classifying liabilities under supplier financing arrangements (reverse factoring), see Note 3.1.

*Subsequent measurement*

The measurement of financial liabilities depends on their classification, as described below:

- a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of selling in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9 Financial Instruments.

Gains or losses on liabilities held for trading are recognised in statement of comprehensive income.

Financial liabilities are designated upon initial recognition at fair value through profit or loss if the criteria in IFRS 9 for such a designation are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

## b) Financial liabilities at amortised cost

After initial recognition financial liabilities at amortised cost are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of comprehensive income when the liabilities are derecognised as well as through the EIR unwinding process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR unwinding is included in statement of comprehensive income as finance costs.

This category generally applies to interest-bearing borrowings, including bank overdrafts and issued bonds, and trade and other payables.

c) *Derecognition*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in statement of comprehensive income.

## 2.9. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalized. All other borrowing costs are expensed in the period they occur.

## 2.10. Derivative financial instruments and hedging activities

The Group engages in derivative financial instruments transactions, such as forwards, to hedge purchase and sale price fluctuation risk, and interest rate swaps to hedge cash flows fluctuation risk of EURIBOR on the loans taken from banks, i. e. effectively switching the interest into a fixed rate.

On the agreement date and subsequently derivative financial instruments are accounted for at fair value. Fair value is derived from quoted market prices for forwards (level 1) and using valuation models for interest rate swaps (level 2 and 3). The estimated fair values of these contracts are reported in the statement of financial position as assets for contracts having a positive fair value and liabilities for contracts with a negative fair value. Gain or losses from changes in the fair value of derivative financial instruments are recognised in statement of comprehensive income.

For the purposes of hedge accounting, hedges are classified into two categories:

- a) fair value hedges which hedge the exposure to changes in the fair value of a recognised asset or liability or a firm commitment (fair value hedges); and
- b) cash flow hedges which hedge exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a forecasted transaction.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

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

- a) There is 'an economic relationship' between the hedged item and the hedging instrument;
- b) The effect of credit risk does not 'dominate the value changes' that result from that economic relationship;
- c) The hedge ratio of the hedge relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

#### Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income in the other reserves, while any ineffective portion is recognised immediately in statement of comprehensive income.

The amounts accumulated in other comprehensive income are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in other comprehensive income is removed from other reserves and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in other comprehensive income for the period.

For any other cash flow hedges, the amount accumulated in other comprehensive income is reclassified to profit or loss as a reclassification adjustment in the same period during which the hedged cash flows affect profit or loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss on the hedging instrument recognised in equity remains in equity until the forecasted transaction occurs. Where the hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in other comprehensive income is transferred to the statement of comprehensive income (profit or loss).

## 2.11. Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

## 2.12. Revenue from contracts with customers

#### Retail revenue

The Group recognises revenue from its retail customers as it satisfies its performance obligations at the point of check out in its retail stores. Payment of the transaction price is due immediately when the customer purchases the goods.

Revenue from online sales is recognised upon delivery of goods, i.e. upon transfer of control of goods to customer. Online customers pay either at the time of order of goods online using the electronic means of payment or at the time of delivery of goods in cash or by using bank cards. Contract liability is recognised for the payments received before goods are delivered to the customer.

The Group sells gift cards that can be purchased in stores and can later be used to pay for goods in the Group's retail stores. The client pays for the gift card at the time of purchase of gift card. A contract liability for the sold gift cards is recognised at the time of the sale transaction. Revenue is recognised when the gift cards are redeemed by the retail customer or expire, whichever event occurs earlier.

The Group operates a loyalty program, which allows customers to accumulate points when they purchase goods in the Group's retail stores and online. The points can be redeemed for payment of part of next purchase. A contract liability for the loyalty points is recognised at the time of the original sale transaction under contract liabilities in trade and other payables. Revenue is recognised at the earlier of when the points are redeemed or when they expire.

Retail revenue is recognised at a point in time.

#### Commission income

For certain products and services, e.g. lottery tickets, collection of payments for utilities on behalf of utility service providers from retail customers, etc., the Group acts as an agent and recognises commission income in its revenue when the related goods are sold in retail stores. A commission income from the principle is recognised as revenue at a point in time. At this time the consideration is unconditional because only the passage of time is required before the payment is due.

#### Wholesale revenue

The Group sells goods to franchisees and other retailers. Revenue is recognised when control of the sold goods has been transferred to the wholesale client in accordance with the terms of delivery. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. Wholesale revenue is recognised at a point in time.

#### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to the customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional on the acceptance of the goods and services by the customer.

#### Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Note 2.9.1.

#### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

## 2.13. Cost of sales

Cost of sales consists of cost of inventory, net of supplier discounts, and other costs attributable to sales of goods, including warehousing, logistics and retail operations.

Cost of sales are reduced by slotting fees and advertising income earned in accordance with written agreements with suppliers that the Group will be paid for promotional activities, including various advertising and market development efforts in the retail stores. Cost of sales are also shown net of fines and penalties received from suppliers for, e.g. late delivery or poor quality of goods. See Note 3.1 for critical judgements applied.

As at the year-end supplier discounts are allocated to the carrying value of inventory based on the amount of inventory sold and remaining in inventory.

## 2.14. Income tax

The income tax expense comprises of current tax expenses and changes in deferred tax.

#### Current income tax

The current income tax expenses are based on taxable profit for the year. The income tax for the Group is calculated according to the laws of the country in which respective Group's entity operates.

The main corporate income tax rates that have been applied in calculation of current income tax in respective countries:

	<b>2025</b>	<b>2024</b>
Lithuania	16%	15%
Latvia*	20/80	20/80
Estonia*	22/78	20/80 (14/86 for regular profit distribution amount)
Poland	19%	19%
Bulgaria	10%	10%

\* the taxation of income of subsidiaries operating in Latvia and Estonia is delayed till the moment of earnings distribution, i.e. till the moment of payment of dividends.

Starting from 2025, Estonia's corporate income tax (CIT) rate increased by 2 percentage points to 22%. Additionally, from 2026 to 2028, an extra temporary corporate tax of 2% will be applied to companies' annual profits as part of the new defence tax package. Reduced CIT rate for regular profit distribution is no longer applicable.

In Lithuania, the CIT rate at 16% applied for the 2025 tax year. From 2026 onwards, the rate will increase to 17%.

#### *Deferred income tax*

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

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

The Group recognises deferred tax liabilities in respect of taxable temporary differences stemming from investments in subsidiaries only to the extent that the Group expects reversals of those temporary differences in the foreseeable future. As the object of taxation in Latvia and Estonia is dividends, not profit, there are no differences between the carrying amounts and tax bases of assets and liabilities which could give rise to deferred tax assets or liabilities. In the consolidated financial statements the Group recognises deferred tax liabilities in respect of taxable temporary differences from investments in Latvian and Estonian subsidiaries for the taxes payable on the estimated dividend to be distributed in the foreseeable future from the retained earnings.

#### *Pillar II*

May 2023, the IASB issued narrow-scope amendments to IAS 12, 'Income Taxes'. The amendments provide a temporary exception from the requirement to recognise and disclose deferred taxes arising from enacted or substantively enacted tax law that implements the Pillar Two model rules. These amendments were introduced in response to the imminent implementation of the Pillar Two model rules released in December 2021 by the Organisation for Economic Co-operation and Development's (OECD) as a result of international tax reform. The primary objective of these regulations is to guarantee that large multinational enterprises, specifically those with global revenues surpassing EUR 750 million, are subject to a minimum effective tax rate (hereinafter ETR) of 15%. These rules need to be incorporated into the national laws of the countries that choose to adopt them. In accordance with IASB effective date, the companies may apply the exception immediately, but disclosure requirements are required for annual periods commencing on or after 1 January 2023.

The Group operates in jurisdictions where the implementation of the Pillar Two model rules has either been delayed or recently enacted. Within all jurisdictions where the Group operates. Poland and Bulgaria adopted a new law on 31 December 2023, implementing the Global Minimum Tax, which came into effect on 1 January 2024. During the transitional period, the Group intends to apply the Transitional Country-by-Country (CbCR) Safe Harbour (hereinafter TCSH), which allows for simplified compliance measures under the Pillar Two framework. The transitional period refers to the initial years following the implementation of these rules, during which TCSH is available to reduce the administrative burden for multinational enterprises (MNEs).

The Group applies the IAS 12 temporary exception for deferred taxes arising from Pillar Two rules. Accordingly, no deferred tax assets or liabilities are recognised for temporary differences arising from the implementation of Pillar Two rules. Current tax expense related to Pillar Two is recognised in the period in which it is incurred. The Group monitors developments in jurisdictions where it operates and assesses potential exposure to top-up tax. Where relevant, qualitative and quantitative information about the Group's exposure to Pillar Two income taxes is disclosed in the financial statements. Pillar 2 implications are further explained in Note 22.

## 2.15. Employee benefits

### *Social security contributions*

The Group pays social security contributions to the state Social Security Funds (hereinafter - the Fund) on behalf of its employees based on the defined contribution plans in accordance with the local legal requirements in respective countries. A defined contribution plan is a plan under which the Group pays fixed contributions into the Fund and will have no legal or constructive obligations to pay further contributions if the Fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. Social security contributions are recognised as expenses on an accrual basis in the statement of comprehensive income.

### *Bonus plans*

The Group recognises a liability and an expense for employee bonuses which are based on performance of an employee. The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration various financial and individual performance targets. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation. Remeasurements of liabilities are recognised immediately in profit or loss.

## 2.16. Leases

The determination of whether a contract is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### 2.16.1. The Group as a lessee

As a lessee the Group recognises a right-of-use asset, representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments.

#### *Right-of-use assets*

The Group recognises right-of-use assets at the commencement date of the lease, i.e. the date the underlying asset is available for use. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Recognised right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful life and the lease term. The right-of-use assets are subject to impairment, see Note 2.6.

#### *Lease liabilities*

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period when they occur.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. For explanation of how discount rate for discounting of lease payments is determined see Note 3.1. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. Interest on lease liabilities is presented within finance costs. In addition, the lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable, or if the Group changes its assessment of whether it will exercise a purchase, extension, or termination option. When lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment and other equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

## 2.16.2. The Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income are accounted for on a straight-line basis over the lease term and are included in profit or loss in revenue.

## 2.16.3. Sublease

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the classification of a sublease as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. When subleases are classified as finance leases the Group derecognises the right-of-use asset relating to the head lease that it transfers to the sublessee and presents the net investment in the sublease under current receivables for amounts to be settled within 12 months and non-current receivables and prepayments in the statement of financial position. During the term of the sublease the Group recognises finance income on sublease based on pattern reflecting a constant period rate of return on the net investment in the lease.

For subleases classified as operating lease, the Group recognises the lease income on a straight-line basis over the lease term and includes them in profit or loss in revenue. Modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

## 2.17. Foreign currencies

### *Functional and presentation currency*

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements are presented in EUR, which is functional currency of the Company, and the presentation currency for the consolidated financial statements.

### *Transactions and balances*

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the exchange rates prevailing on the dates of those transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

### *Group companies*

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in EUR using exchange rates prevailing on the reporting date.

Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used.

All resulting exchange differences are recognised in other comprehensive income and foreign currency translation reserve in equity. Such translation differences are recognised as profit or loss in the period in which the foreign operation is disposed of.

## 2.18. Discontinued operations

Discontinued operations represent components of the Group that have been disposed of and that represent a separate major line of business and geographical area of operations in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

During the reporting period, the Group has completed the sale of two companies to PARETAS B.V., which belongs to the "Vilniaus prekyba" group. The transactions included shares of Emperia Holding Sp. z o.o., which operates "Stokrotka" retail chain in Poland, and Maxima Bulgaria EOOD, which operates "T Market" retail chain in Bulgaria. These operations met the criteria to be presented as discontinued operations as they represented a separate major geographical area of operations.

The results of discontinued operations are presented separately in the consolidated statement of comprehensive income as a single amount below profit from continuing operations. This amount comprises the post-tax profit or loss of the discontinued operations, and the post-tax gain or loss recognised on the disposal of the related businesses.

Cash flows from discontinued operations are included within the statement of cash flows together with cash flows from continuing operations. In accordance with IFRS requirements, the net cash flows attributable to operating, investing and financing activities of discontinued operations are disclosed separately in Note 23.

Comparative information in the consolidated statement of comprehensive income is re-presented so that the results relating to the operations disposed of during the current reporting period are presented as discontinued operations for all periods presented.

Upon disposal of a foreign operation, the cumulative amount of exchange differences relating to that operation previously recognised in other comprehensive income and accumulated in the foreign currency translation reserve is reclassified to profit or loss as part of the gain or loss on disposal.

Any gain or loss arising on disposal of the discontinued operations is recognised within the result from discontinued operations in the period in which the disposal occurs.

## 2.19. Subsequent events

Subsequent events that provide additional information about the Group's position at the statement of financial position date (adjusting events) are reflected in the consolidated financial statements. Subsequent events that are not adjusting events are disclosed in the notes when material.

## 3. Critical accounting judgements and key sources of estimation uncertainty

### 3.1. Critical judgments in applying the accounting policy

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

#### *Critical judgement in classifying income from various advertising and market development services*

The Group receives slotting fees for the product placements in stores and various advertising income from suppliers in cases when the retailer and the supplier have entered into written agreement that it will be paid for additional arrangement of the goods in the special places or for promotional activities, including various advertising and market development efforts. The product placement and advertising services cannot be sold separately from the supply of goods and the supplier would not obtain any rights or receive any benefit without selling products to the retailer. Therefore the Group concluded that such income should be recognised as a reduction of cost of sales.

#### *Significant judgement in determining the lease term of contracts with renewal options*

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases (buildings and land), to lease the assets for additional term of five to thirty years. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to extend the lease term. It considers all relevant factors that create an economic incentive for it to exercise the renewal option (e.g., lease term, geographical location of the store, leasehold improvements, etc). The Group included the renewal period as part of the lease term for leases of buildings leased for retail operations where after considering a number of relevant factors the Group concluded that it is reasonably certain that the Group will exercise an extension option.

Potential future cash flows that have not been included in the lease liability for extension options which realisation is not reasonably certain are disclosed in Note 6.

After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew.

*Classification of reverse factoring arrangements (supply chain financing arrangements)*

Supplier financing arrangement is a reverse factoring arrangement, where a financial institution (the Factor) agrees to pay amounts the Group owes to the suppliers and the Group agrees to pay the financial institution at the same date as, or a date later than, suppliers are paid. Based on the agreements the Group authorises, the Factor to repay the invoices to the supplier. If the Factor would repay the invoice, the Group assumes an unconditional obligation to repay to the Factor. This represents a change of the creditor with a written consent of the Group. The moment of legal release of a debtor under obligation which is being assigned by way of factoring transaction is defined by Article 6.909, part 3, of the Lithuanian Civil Code. It establishes that in the case of factoring, only the payment of outstanding monetary claim releases the original debtor from its obligations towards the supplier. Therefore, while the factored amounts are still unpaid and remain on the Group's statement of financial position, the Group is not legally released from its obligations towards the original suppliers, even if they have transferred those amounts to a Factor (third party) by way of factoring transaction. Based on the above, the Group continues recognising liabilities until it is unconditionally and legally released from obligations towards the original suppliers.

The Group presents liabilities that are part of a reverse factoring arrangement as part of trade payables only when those liabilities have a similar nature and function to trade payables. However, these liabilities are presented separately when the size, nature or function of those liabilities makes separate presentation relevant to an understanding of the Group's financial position. In assessing whether it is required to present such liabilities separately, the Group considers the amounts, nature and timing of those liabilities. As of 31 December 2025 and 2024 the Group's liabilities under supplier financing arrangements are presented within trade and other payables (Note 17). As the supplier financing arrangement is closely related to operating purchasing activities of the Group, the Group presents cash outflows to settle the liability as arising from operating activities in its consolidated statement of cash flows.

*Determination of discount rate for discounting of lease payments*

At the commencement date of the lease contract, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. In 2025, the Group estimated interest rates implicit in the lease using the following inputs provided by the independent valuers for each specific lease contract:

- a) estimated property yield at the lease commencement and at the end of the lease;
- b) an estimate of lessor's initial direct costs (incremental costs of obtaining a lease that would not have been incurred if the lease had not been obtained);
- c) an estimate of property purchaser's costs.

*Electronic payments*

Cash and cash equivalents includes credit card and debit card payments made by customers in stores. Customers have no ability to withdraw, stop or cancel payment once the payment is made. Electronic payments are normally received during 1-2 days. Electronic payments are classified as cash equivalent because they are received during short period, are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

### 3.2. Key sources of estimation uncertainty

The preparation of financial statements in conformity with International Financial Reporting Standards as adopted by the EU requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

The estimates and underlining assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, as well as in the future periods if the revision affects future periods.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

*Impairment of goodwill*

The Group conducts an impairment test annually to assess whether goodwill has suffered any impairment. In this assessment, the Group compares the carrying amount of the cash-generating unit groups to which goodwill is allocated (see Note 8) with their recoverable amounts, determined using the value in use approach. The value in use is calculated from cash flow projections for five years using data from the Group's internal forecasts as well as the terminal value estimate. The key assumptions for the value in use calculations are discount rates, growth rates used to extrapolate cash flow projections beyond the period of five years, revenue growth rates and EBITDA (for the definition of EBITDA see Note 4) margins.

Cash flow projections are based on the Group's subsidiaries' next year budgets followed by an extrapolation of expected cash flows for the next five years using growth rates that are determined by management based on available external macroeconomic and retail market growth forecasts. Annual average revenue growth rates used for cash flow extrapolation are presented in table below.

<b>Annual average revenue growth rates</b>	<b>Lithuania</b>	<b>Latvia</b>	<b>Estonia</b>
2025	2.0% - 5.4%	2.5% - 3.6%	2.2% - 4.8%
2024	1.3% - 6.0%	2.5% - 4.2%	1.7% - 2.0%

EBITDA margins are based on on the Group's subsidiaries' next year budgets followed by stable or gradually improving EBITDA margins for the next five years, where margin improvements are projected due to increased economies of scale or execution of certain known enhancements of operational efficiency. The expected annual EBITDA margin increases over this five-year period are presented in the table below.

<b>EBITDA margin increases over the forecasted five-year period</b>	<b>Lithuania</b>	<b>Latvia</b>	<b>Estonia</b>
2025	0.3%	0.3%	0.0%
2024	0.4%	0.4%	0.9%

Management estimates discount rates using rates that reflect current market assessment of the time value of money and the risks specific to the cash-generating units. The pre-tax and post-tax discount rates and terminal growth rates are presented in table below. These discount rates are derived from the Group's post-tax weighted average cost of capital as adjusted for the specific risks relating to each geographical region. Changes in revenue and costs, and, consequently, EBITDA, are based on historical trends and expectations of future developments in the markets the Group operates. The increase in discount rates by 0.5 percentage points and decrease in terminal growth rates by 0.5 percentage points would not result in goodwill impairment. More information about goodwill is disclosed in Note 8.

	<b>Lithuania</b>	<b>Latvia</b>	<b>Estonia</b>
<b>Post-tax discount rates</b>			
2025	7.3%	7.6%	8.5%
2024	6.5%	6.4%	7.8%
<b>Pre-tax discount rates</b>			
2025	7.6%	8.0%	8.9%
2024	6.6%	6.6%	8.0%
<b>Terminal growth rate</b>			
2025	1.0%	1.0%	1.0%
2024	1.0%	1.0%	1.0%

*Impairment of property, plant and equipment, intangible assets and right-of-use assets*

For the purposes of assessing impairment, the Group's property, plant and equipment, intangible assets and right-of-use assets are grouped and evaluated for impairment at the cash generating unit level. Within the Group, individual retail stores are identified as cash generating units, as they generate independent cash inflows and are separately monitored and assessed by management. Costs and assets that cannot be directly attributed to stores, e.g. related to warehouses, administration, marketing activities, etc. are allocated to stores based on store revenue. Due to the Group's operational model, where e-commerce orders are picked and distributed from specific retail stores rather than separate distribution centers, e-commerce revenue is directly linked to the respective store. As a result, e-commerce revenue is included in the cash inflows of the corresponding retail store.

The Group considers both qualitative and quantitative factors when determining whether a cash generating unit may be impaired. An indication of impairment is identified when the cash generating unit's revenue or profitability for the financial period falls significantly below the benchmarks determined by the management, based on historical retail chain performance and industry averages. The circumstances leading to impairment indication include the decrease in store customer traffic, openings of competitors' stores in proximity or an increase in operational costs related to a particular store. Conversely, impairment reversal is considered when the store's profitability improves following management's actions to enhance store operations or favorable market conditions, provided that such improvement is expected to be sustained in the future financial periods.

An impairment is recognised when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flow model does not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

Recoverable amounts for cash-generating units are based on value in use, which is calculated from cash flow projections for five years using data from the Group's latest internal forecasts as well as the terminal value estimate. The key assumptions for the value in use calculations are discount rates, revenue growth rates, EBITDA margins and expected future cash inflows. Cash flow projections are based on the Group's subsidiaries' next year budgets followed by an extrapolation of expected cash flows for the next five years using growth rates that are determined by management based on available external macroeconomic and retail market growth forecasts. The terminal growth rate is in line with average retail market growth trends. Management estimates discount rates using post-tax rates that reflect the current market assessment of the time value of money and the risks specific to the cash-generating units. Post-tax discount rates are used to discount post-tax estimated cash flows. Post-tax rates do not include adjustments related to Pillar Two. Management estimates that Pillar Two implementation will not have material effect on post-tax cash flows as Group's effective tax rate in 2025 is 24.7 percent (2024: 15 percent).

The post-tax discount rates used to calculate value in use range from 7.6 to 8.9 percent (2024: 6.6 to 9.6 percent), annual average revenue growth rates used for cash flow extrapolation range from 2.0 to 3.7 percent (2024: 1.8 to 2.6 percent), and terminal growth rates range from 1.0 to 3.0 percent (2024: 1.0 to 1.5 percent) depending on the specific country conditions in which each store operates. Pre-tax discount rates were in the range from 7.6 to 8.7 percent (2024: 6.6 to 9.5 percent).

Impairment charge and reversal amounts are disclosed in Notes 5 and 6.

## 4. Segment information

The Group's Board is the Chief Operating Decision Maker in the Group. Segments are defined based on how the Board monitors operating results of the separate Group's business units for the purpose of making decisions about resource allocation and performance assessment. The Group's operations are organised and monitored by the Board by two segments, i.e. retail operations and real estate management. Retail operations are further examined by the Board from the geographical perspective.

Retail segment consists of the Group's retail operations in Lithuania, Latvia, Estonia, Poland and Bulgaria and e-commerce operations. Poland and Bulgaria was discontinued during financial year 2025, for more details refer to Note 23. Real estate segment leases commercial premises to the customers within the Group and externally.

Segment performance is evaluated based on revenue, cost of sales, EBITDA and net profit. EBITDA is non-IFRS measure. EBITDA is calculated by adjusting net profit by income tax expenses, depreciation and amortisation, finance income and costs, impairment of property, plant and equipment, investment properties, intangible assets and right-of-use assets, and profit from disposal of subsidiaries (Note 23). The Board does not analyse assets and liabilities by segments. Accounting policies used for segments are the same as the accounting policies used in the preparation of the consolidated financial statements. Inter-segment transactions are eliminated upon consolidation and are reflected in the "Consolidation adjustments" column in the segment information below.

In column "Other segments" in the segment information below are included results of mostly intragroup wholesale, IT services, corporate headquarters and other intermediary holdings in the Group.

Continuing operations	2025				
	Retail				Total Retail
	Lithuania	Latvia	Estonia	E-commerce	
Revenue	2 328 765	1 136 001	600 899	33 802	<b>4 099 468</b>
<i>incl. from external customers</i>	<i>2 321 684</i>	<i>1 135 548</i>	<i>600 720</i>	<i>6 778</i>	<b>4 064 730</b>
<i>incl. inter-segment</i>	<i>7 082</i>	<i>454</i>	<i>179</i>	<i>27 024</i>	<b>34 738</b>
Cost of sales	(2 131 969)	(1 031 641)	(552 174)	(27 233)	<b>(3 743 017)</b>
<b>EBITDA</b>	<b>213 379</b>	<b>104 613</b>	<b>49 097</b>	<b>(7 817)</b>	<b>359 273</b>
Interest expenses	(29 170)	(9 743)	(5 126)	(349)	<b>(44 388)</b>
Depreciation and amortisation	(85 131)	(36 079)	(24 532)	(1 807)	<b>(147 549)</b>
<b>Net profit (loss)</b>	<b>152 707</b>	<b>50 154</b>	<b>15 797</b>	<b>(9 799)</b>	<b>208 858</b>

Continuing operations	2025					
	Total Retail	Real estate	Other segments	Total reported segments	Cons. adjustments	Total
Revenue	<b>4 099 468</b>	67 128	322 357	<b>4 488 953</b>	(419 295)	<b>4 069 658</b>
<i>incl. from external customers</i>	<b>4 064 730</b>	386	4 542	<b>4 069 658</b>	-	<b>4 069 658</b>
<i>incl. inter-segment</i>	<b>34 738</b>	66 742	317 815	<b>419 295</b>	(419 295)	-
Cost of sales	<b>(3 743 017)</b>	(19 499)	(273 439)	<b>(4 035 955)</b>	381 901	<b>(3 654 054)</b>
<b>EBITDA</b>	<b>359 273</b>	<b>65 392</b>	<b>15 390</b>	<b>440 055</b>	<b>(65 082)</b>	<b>374 973</b>
Interest expenses	<b>(44 388)</b>	(5 541)	(35 296)	<b>(85 225)</b>	24 022	<b>(61 203)</b>
Depreciation and amortisation	<b>(147 549)</b>	(20 217)	(2 194)	<b>(169 960)</b>	55 275	<b>(114 685)</b>
<b>Net profit (loss)</b>	<b>208 858</b>	<b>36 931</b>	<b>159 952</b>	<b>405 741</b>	<b>(256 318)</b>	<b>149 424</b>

Discontinued operations	2025							
	Retail		Total Retail	Real estate	Other segments	Total reported segments	Cons. adjustments	Total
	Poland	Bulgaria						
Revenue	1 970 669	301 616	<b>2 272 285</b>	26 084	2 540	<b>2 300 909</b>	(21 989)	<b>2 278 920</b>
<i>incl. from external customers</i>	<i>1 967 821</i>	<i>301 588</i>	<b>2 269 409</b>	8 805	705	<b>2 278 920</b>	-	<b>2 278 920</b>
<i>incl. inter-segment</i>	<i>2 847</i>	<i>28</i>	<b>2 876</b>	17 279	1 835	<b>21 989</b>	(21 989)	-
Cost of sales	<b>(1 914 862)</b>	<b>(284 710)</b>	<b>(2 199 572)</b>	<b>(4 886)</b>	<b>(430)</b>	<b>(2 204 888)</b>	<b>16 368</b>	<b>(2 188 520)</b>
<b>EBITDA</b>	<b>117 757</b>	<b>14 646</b>	<b>132 403</b>	<b>21 991</b>	<b>1 800</b>	<b>156 193</b>	<b>(21 443)</b>	<b>134 749</b>
Interest expenses	(36 830)	(4 155)	<b>(40 986)</b>	(7 631)	(41)	<b>(48 658)</b>	13 130	<b>(35 528)</b>
Depreciation and amortisation	(98 126)	(17 886)	<b>(116 012)</b>	(6 211)	(506)	<b>(122 729)</b>	9 825	<b>(112 904)</b>
<b>Net profit (loss)</b>	<b>(16 972)</b>	<b>(8 048)</b>	<b>(25 020)</b>	<b>10 449</b>	<b>1 509</b>	<b>(13 061)</b>	<b>72 380</b>	<b>59 319</b>

Continuing operations	2024				
	Retail				Total Retail
	Lithuania	Latvia	Estonia	E-commerce	
Revenue	2 208 938	1 101 195	598 702	38 040	<b>3 946 875</b>
<i>incl. from external customers</i>	<i>2 202 507</i>	<i>1 100 847</i>	<i>598 585</i>	<i>8 103</i>	<b>3 910 042</b>
<i>incl. inter-segment</i>	<i>6 431</i>	<i>349</i>	<i>116</i>	<i>29 937</i>	<b>36 833</b>
<i>Cost of sales</i>	<i>(2 020 556)</i>	<i>(1 005 692)</i>	<i>(560 424)</i>	<i>(35 916)</i>	<b>(3 622 587)</b>
<b>EBITDA</b>	<b>204 282</b>	<b>100 732</b>	<b>36 918</b>	<b>(15 704)</b>	<b>326 228</b>
Interest expenses	(25 775)	(5 898)	(5 357)	(514)	<b>(37 544)</b>
Depreciation and amortisation	(86 132)	(43 174)	(25 159)	(1 139)	<b>(155 604)</b>
<b>Net profit (loss)</b>	<b>123 930</b>	<b>50 775</b>	<b>7 294</b>	<b>(21 946)</b>	<b>160 053</b>

Continuing operations	2024					
	Total Retail	Real estate	Other segments	Total reported segments	Cons. adjustments	Total
	Revenue	<b>3 946 875</b>	60 762	245 400	<b>4 253 037</b>	(341 729)
<i>incl. from external customers</i>	<b>3 910 042</b>	462	804	<b>3 911 308</b>	-	<b>3 911 308</b>
<i>incl. inter-segment</i>	<b>36 833</b>	<i>60 300</i>	<i>244 596</i>	<b>341 729</b>	<i>(341 729)</i>	-
<i>Cost of sales</i>	<b>(3 622 587)</b>	<i>(16 625)</i>	<i>(202 622)</i>	<b>(3 841 835)</b>	309 804	<b>(3 532 031)</b>
<b>EBITDA</b>	<b>326 228</b>	<b>61 260</b>	<b>12 907</b>	<b>400 394</b>	<b>(64 946)</b>	<b>335 449</b>
Interest expenses	<b>(37 544)</b>	(6 719)	(21 283)	<b>(65 547)</b>	22 665	<b>(42 882)</b>
Depreciation and amortisation	<b>(155 604)</b>	(16 987)	(3 539)	<b>(176 130)</b>	67 172	<b>(108 958)</b>
<b>Net profit (loss)</b>	<b>160 053</b>	<b>37 905</b>	<b>113 444</b>	<b>311 402</b>	<b>(151 019)</b>	<b>160 383</b>

Discontinued operations	2024							
	Retail		Total Retail	Real estate	Other segments	Total reported segments	Cons. adjustments	Total
	Poland	Bulgaria						
Revenue	1 889 714	293 553	<b>2 183 267</b>	24 233	2 529	<b>2 210 029</b>	(23 567)	<b>2 186 463</b>
<i>incl. from external customers</i>	<i>1 885 961</i>	<i>293 517</i>	<b>2 179 478</b>	6 299	686	<b>2 186 463</b>	-	<b>2 186 463</b>
<i>incl. inter-segment</i>	<i>3 753</i>	<i>36</i>	<b>3 789</b>	<i>17 935</i>	<i>1 843</i>	<b>23 567</b>	<i>(23 567)</i>	-
<i>Cost of sales</i>	<i>(1 852 513)</i>	<i>(272 836)</i>	<b>(2 125 349)</b>	<i>(4 876)</i>	<i>(455)</i>	<b>(2 130 679)</b>	17 236	<b>(2 113 443)</b>
<b>EBITDA</b>	<b>99 428</b>	<b>18 447</b>	<b>117 875</b>	<b>18 589</b>	<b>1 567</b>	<b>138 031</b>	<b>(17 924)</b>	<b>120 108</b>
Interest expenses	(34 869)	(4 043)	<b>(38 911)</b>	(5 304)	(411)	<b>(44 626)</b>	10 334	<b>(34 292)</b>
Depreciation and amortisation	(93 835)	(16 378)	<b>(110 213)</b>	(5 811)	(500)	<b>(116 525)</b>	14 767	<b>(101 758)</b>
<b>Net profit (loss)</b>	<b>(31 741)</b>	<b>(1 247)</b>	<b>(32 988)</b>	<b>8 195</b>	<b>917</b>	<b>(23 876)</b>	<b>(768)</b>	<b>(24 644)</b>

Segments' net profit (loss) includes dividends received from directly controlled subsidiaries. During the year ended 31 December 2025 dividends included in the Lithuania segment's net profit (loss) amounted to EUR 247,470 thousand (2024: EUR 37,842 thousand), in Latvia segment's net profit (loss) amounted to EUR 7,455 thousand (2024: EUR 350 thousand) and in Estonia segment's there was no dividends income under net profit (loss) during 2025 (2024: EUR 1,250 thousand).

The Company is domiciled in Lithuania. The amount of the Group's revenue from external customers broken down by countries is shown below:

	2025	2024
<b>Continuing operations</b>		
Lithuania	2 331 419	2 204 840
Latvia	1 136 767	1 101 904
Estonia	601 472	599 488
Poland	-	5 076
	<b>4 069 658</b>	<b>3 911 308</b>
<b>Discontinued operations</b>		
Poland	1 977 332	1 892 946
Bulgaria	301 588	293 517
	<b>2 278 920</b>	<b>2 186 463</b>
<b>Total revenue from external customers</b>	<b>6 348 578</b>	<b>6 097 771</b>

Non-current assets other than financial instruments and deferred tax assets, broken down by location of assets, are shown below:

	2025	2024
<b>Continuing operations</b>		
Lithuania	561 228	555 722
Latvia	416 759	424 076
Estonia	179 215	181 684
	<b>1 157 202</b>	<b>1 161 482</b>
<b>Discontinued operations</b>		
Poland	735 050	723 415
Bulgaria	123 607	103 613
	<b>858 657</b>	<b>827 028</b>
<b>Total non-current assets</b>	<b>2 015 859</b>	<b>1 988 510</b>

The reconciliation of EBITDA to net profit is as follows:

	2025	2024
<b>Continuing operations</b>		
Net profit	149 424	160 383
Profit tax	49 007	26 361
Finance cost net	55 534	36 338
Depreciation	109 033	97 505
Amortisation	5 651	5 922
Property, plant & equipment, intangible assets, right-of-use assets impairment (reversal)	6 324	8 940
<b>EBITDA</b>	<b>374 973</b>	<b>335 449</b>
<b>Discontinued operations</b>		
Net profit	59 319	(24 644)
Profit tax	(421)	445
Finance cost net	36 056	32 557
Depreciation	108 243	105 002
Amortisation	4 661	2 287
Property, plant & equipment, intangible assets, right-of-use assets impairment (reversal)	4 468	4 461
Profit from disposal of subsidiaries (Note 23)	(77 577)	-
<b>EBITDA</b>	<b>134 749</b>	<b>120 108</b>

## 5. Property, plant and equipment and investment property

	Land and buildings	Equipment and other assets	Vehicles	Construction in progress, prepayments	Investment property	Total
<b>Cost</b>						
<b>At 1 January 2024</b>	<b>994 988</b>	<b>700 545</b>	<b>1 822</b>	<b>75 903</b>	<b>13 542</b>	<b>1 786 800</b>
Additions	31 677	66 898	146	102 707	92	<b>201 520</b>
Disposals and write-offs	(15 306)	(27 609)	(1 877)	(2 988)	-	<b>(47 780)</b>
Acquisition of subsidiaries	341	-	-	-	-	<b>341</b>
Exchange differences	3 861	4 966	72	737	930	<b>10 566</b>
Reclassifications (to) from other assets	(6 834)	(581)	666	(2 916)	4 884	<b>(4 781)</b>
Reclassifications	96 301	29 029	1	(125 331)	-	-
<b>At 31 December 2024</b>	<b>1 105 028</b>	<b>773 248</b>	<b>831</b>	<b>48 111</b>	<b>19 448</b>	<b>1 946 666</b>
Additions	32 195	74 604	135	45 251	2 406	<b>154 591</b>
Acquisition of subsidiaries	-	21	-	141	-	<b>162</b>
Disposals and write-offs	(4 813)	(31 138)	(712)	(185)	(2 815)	<b>(39 663)</b>
Disposal of subsidiaries (Note 23)	(286 933)	(419 010)	(274)	(12 099)	(17 426)	<b>(735 742)</b>
Exchange differences	1 809	2 894	19	103	195	<b>5 020</b>
Reclassifications (to) from other assets	(1 118)	(100)	-	(415)	-	<b>(1 633)</b>
Reclassifications	18 891	33 418	1	(50 502)	(1 808)	-
<b>At 31 December 2025</b>	<b>865 059</b>	<b>433 937</b>	<b>-</b>	<b>30 405</b>	<b>-</b>	<b>1 329 401</b>
<b>Accumulated depreciation and impairment</b>						
<b>At 1 January 2024</b>	<b>492 130</b>	<b>380 271</b>	<b>1 214</b>	<b>5 224</b>	<b>1 532</b>	<b>880 371</b>
Depreciation	19 723	62 283	325	-	276	<b>82 607</b>
Impairment charge (reversal)	2 720	720	-	(6)	-	<b>3 434</b>
Disposals and write-offs	(1 746)	(24 199)	(1 715)	-	-	<b>(27 660)</b>
Exchange differences	(3 159)	6 449	44	-	86	<b>3 420</b>
Reclassifications (to) from other assets	(1 280)	(82)	640	-	1 075	<b>353</b>
<b>At 31 December 2024</b>	<b>508 388</b>	<b>425 442</b>	<b>508</b>	<b>5 218</b>	<b>2 969</b>	<b>942 525</b>
Depreciation	22 170	68 745	209	892	454	<b>92 470</b>
Accumulated depreciation of subsidiaries acquired	-	18	-	-	-	<b>18</b>
Impairment charge (reversal)	(181)	4 638	-	-	-	<b>4 457</b>
Disposals and write-offs	(3 950)	(25 550)	(646)	-	(1 043)	<b>(31 189)</b>
Disposal of subsidiaries (Note 23)	(65 860)	(224 824)	(55)	(64)	(2 515)	<b>(293 318)</b>
Exchange differences	(382)	(1 502)	(16)	(390)	(54)	<b>(2 344)</b>
Reclassifications (to) from other assets	-	-	-	-	-	-
Reclassifications	(186)	(3)	-	-	189	-
<b>At 31 December 2025</b>	<b>459 999</b>	<b>246 964</b>	<b>-</b>	<b>5 656</b>	<b>-</b>	<b>712 619</b>
<b>Carrying amount</b>						
<b>At 31 December 2025</b>	<b>405 060</b>	<b>186 973</b>	<b>-</b>	<b>24 749</b>	<b>-</b>	<b>616 782</b>
<b>At 31 December 2024</b>	<b>596 640</b>	<b>347 806</b>	<b>323</b>	<b>42 893</b>	<b>16 479</b>	<b>1 004 141</b>

In 2025, major part of depreciation of property, plant and equipment was accounted for as cost of sales. Out of them EUR 49,941 thousand was accounted for continuing operations (2024: EUR 43,248 thousand), in relation to discontinued operations EUR 38,660 thousand (2024: EUR 36,034 thousand). Remaining part is accounted for as general and administrative expenses.

### Pledged property, plant and equipment

The Group has pledged property, plant and equipment with the total carrying value of EUR 170,259 thousand (2024: EUR 262,711 thousand) to secure banking facilities granted to the Group (Note 16).

## 6. Right-of-use assets

### 6.1. The Group as a lessee

	Land	Buildings	Vehicles	Total
<b>At 1 January 2024</b>	<b>18 851</b>	<b>685 295</b>	<b>19 241</b>	<b>723 387</b>
Additions	5 798	105 495	3 290	<b>114 583</b>
Lease modifications	(4 212)	10 351	14 290	<b>20 429</b>
Depreciation	(668)	(110 295)	(8 937)	<b>(119 900)</b>
Impairment (charge) reversal	-	(8 713)	-	<b>(8 713)</b>
Exchange differences	(589)	(6 882)	(768)	<b>(8 239)</b>
<b>At 31 December 2024</b>	<b>19 180</b>	<b>675 251</b>	<b>27 116</b>	<b>721 547</b>
Acquisition cost	22 833	1 271 436	51 065	<b>1 345 334</b>
Accumulated depreciation	(3 653)	(596 185)	(23 949)	<b>(623 787)</b>
<b>At 31 December 2024</b>	<b>19 180</b>	<b>675 251</b>	<b>27 116</b>	<b>721 547</b>
<b>At 1 January 2025</b>	<b>19 180</b>	<b>675 251</b>	<b>27 116</b>	<b>721 547</b>
Additions	6 142	45 825	3 485	<b>55 452</b>
Lease modifications	(169)	32 594	-	<b>32 425</b>
Depreciation	(770)	(115 547)	(8 488)	<b>(124 805)</b>
Impairment (charge) reversal	-	(4 939)	-	<b>(4 939)</b>
Disposal of subsidiaries (Note 23)	(20 359)	(301 164)	(13 991)	<b>(335 514)</b>
Exchange differences	154	3 253	205	<b>3 612</b>
<b>At 31 December 2025</b>	<b>4 178</b>	<b>335 273</b>	<b>8 327</b>	<b>347 778</b>
Acquisition cost	5 069	734 735	24 016	<b>763 820</b>
Accumulated depreciation	(891)	(399 462)	(15 689)	<b>(416 042)</b>
<b>At 31 December 2025</b>	<b>4 178</b>	<b>335 273</b>	<b>8 327</b>	<b>347 778</b>

The Group has lease contracts for land, buildings and vehicles used in its operations. Leases of buildings generally have lease terms between 2 and 40 years, while vehicles generally have lease terms between 2 and 7 years. Land is leased for a period between 2 and 100 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. There are lease contracts that include extension options, which are further discussed below.

There is no leases not yet commenced to which the lessee is committed.

The Group also has certain leases of equipment with lease terms of 12 months or less and leases of office and other equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

In 2025 and 2024 the Group has no pledged lease contracts.

Interest expenses on lease liabilities are disclosed in Note 21. In 2025 expenses relating to short-term leases amounted to EUR 761 thousand (2024: EUR 605 thousand) and expenses of leases of low-value assets amounted to EUR 3,520 thousand (2024: EUR 3,395 thousand).

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. In addition, the Group has an ability to re-negotiate terms of lease contracts with the property owners which also contributes to the Group's flexibility. As of 31 December 2025, potential future cash outflows of EUR 99,943 thousand (2024: EUR 156,979 thousand) have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated).

The Group leases and subleases retail and administrative premises to various tenants. These leases have terms between 1 and 28 years.

## Finance leases

	2025	2024
<b>Balance at 1 January</b>	<b>793 260</b>	<b>768 470</b>
New leases	55 452	114 583
Interest charged	51 185	46 931
Interest paid	(51 185)	(46 931)
Lease payments	(113 049)	(110 077)
Effect of lease modifications	34 177	20 284
Disposal of subsidiaries (Note 23)	(359 699)	-
<b>Balance at 31 December</b>	<b>410 141</b>	<b>793 260</b>

The Group recognises net investment in the lease for leases classified as finance leases. Interest income on the net investment in a lease is disclosed in Note 21.

## 6.2. The Group as a lessor

A maturity analysis of the undiscounted lease payments receivable is provided below:

	2025	2024
In the first year	2 851	4 273
In the second year	2 489	3 617
In the third year	2 071	3 201
In the fourth year	1 945	2 664
In the fifth year	1 871	2 040
After 5 years	4 556	5 797
	<b>15 783</b>	<b>21 592</b>
Unearned finance income	(5 343)	(4 214)
<b>Net investment in the lease</b>	<b>10 440</b>	<b>17 378</b>

## Operating leases

Rental income recognized by the Group during the year is disclosed in Note 18. Future minimum lease payments receivable under non-cancellable operating leases are as follows:

	2025	2024
Not later than 1 year	24 048	25 192
Later than 1 year and no later than 5 years	42 315	43 637
Later than 5 years	7 613	11 627
	<b>73 976</b>	<b>80 456</b>

## 7. Intangible assets (except for goodwill)

	Software	Brands and trademarks	Contracts with customers	Other intangible assets	Total
<b>Cost</b>					
<b>At 1 January 2024</b>	<b>39 388</b>	<b>59 145</b>	<b>1 575</b>	<b>7 582</b>	<b>107 690</b>
Additions	17 624	-	-	465	18 089
Disposals and write-offs	(7 474)	-	-	(323)	(7 797)
Exchange differences	290	667	27	(1 327)	(343)
Reclassifications from (to) other assets	357	-	-	427	784
<b>At 31 December 2024</b>	<b>50 185</b>	<b>59 812</b>	<b>1 602</b>	<b>6 824</b>	<b>118 423</b>
Additions	18 235	-	-	588	18 823
Intangible asset of subsidiaries acquired	478	-	-	-	478
Disposals and write-offs	(1 008)	-	-	-	(1 008)
Exchange differences	183	363	15	(374)	187
Disposal of subsidiaries (Note 23)	(32 494)	(36 657)	-	-	(69 151)
Reclassifications from (to) other assets	-	-	-	-	-
<b>At 31 December 2025</b>	<b>35 579</b>	<b>23 518</b>	<b>1 617</b>	<b>7 038</b>	<b>67 752</b>
<b>Accumulated amortization</b>					
<b>At 1 January 2024</b>	<b>17 144</b>	<b>39 484</b>	<b>317</b>	<b>6 031</b>	<b>62 976</b>
Amortisation	3 760	2 614	10	1 825	8 209
Impairment charge (reversal)	45	-	-	(192)	(147)
Disposals and write-offs	(2 809)	-	-	(428)	(3 237)
Exchange differences	354	300	16	1 468	2 138
Reclassifications from (to) other assets	-	-	-	(1 905)	(1 905)
<b>At 31 December 2024</b>	<b>18 494</b>	<b>42 398</b>	<b>343</b>	<b>6 799</b>	<b>68 034</b>
Amortisation	7 145	2 138	631	399	10 313
Impairment charge (reversal)	-	-	-	(349)	(349)
Intangible asset of subsidiaries acquired	478	-	-	-	478
Disposals and write-offs	-	-	-	-	-
Exchange differences	(53)	(181)	(3)	180	(57)
Disposal of subsidiaries (Note 23)	(11 118)	(20 837)	-	-	(31 955)
Reclassifications from (to) other assets	-	-	-	-	-
<b>At 31 December 2025</b>	<b>14 946</b>	<b>23 518</b>	<b>971</b>	<b>7 029</b>	<b>46 464</b>
<b>Carrying amount</b>					
At 31 December 2025	<b>20 633</b>	<b>-</b>	<b>646</b>	<b>9</b>	<b>21 288</b>
At 31 December 2024	<b>31 691</b>	<b>17 414</b>	<b>1 259</b>	<b>25</b>	<b>50 389</b>

Part of amortisation of intangible assets is accounted for as costs of sales. Out of them EUR 248 thousand in 2025 (2024: EUR 166 thousand) accounted under continuing operations and EUR 150 thousand (2024: EUR 134 thousand) under discontinued. Remaining part is accounted for as general and administrative expenses.

Under the brands and trademarks the Group accounted for Stokrotka brand acquired in a business combination in 2018. Its carrying amount was EUR 17,232 thousand as of 31 December 2024 and it is amortised over the remaining useful life of 8 years. By end of 2025 all Polish business segment was sold including Stokrotka brand. For more detail refer to Note 23.

## 8. Goodwill

At 1 January 2024	211 162
Exchange differences	1 271
At 31 December 2024	212 433
Discontinued operations (Note 23)	(43 523)
Acquisition of subsidiaries	1 752
Exchange differences	692
At 31 December 2025	171 354

For the purpose of impairment testing, the goodwill as of 31 December 2025 and 2024 was allocated to the below listed groups of cash generating units which are also operating as reportable segments. Goodwill was allocated to groups of cash generating units that are expected to benefit from the synergies of the business combination.

	2025	2024
Retail – Lithuania	23 291	21 498
Retail – Latvia	135 296	135 040
Retail – Estonia	12 767	12 743
Retail – Poland (discontinued – Note 23)	-	42 999
Retail – Bulgaria (discontinued – Note 23)	-	153
	<b>171 354</b>	<b>212 433</b>

Goodwill is reviewed for impairment on an annual basis or more frequently if there are indications that goodwill may be impaired. Goodwill acquired in a business combination is allocated to groups of cash-generating units according to the level at which management monitors that goodwill. In 2024 and 2025 impairment tests did not result in additional goodwill impairment. For key assumptions and sensitivities used in impairment testing of goodwill see Note 3.2.

## 9. Non-current receivables and prepayments

	2025	2024
Net investment in the lease	8 721	14 007
Prepayments	1 105	5 760
	<b>9 826</b>	<b>19 767</b>

## 10. Deferred income tax

The following are the major deferred tax assets and liabilities recognised by the Group, and the movements thereof, during the current and prior reporting periods (before offsetting):

	Accrued expenses	Contract liability	Tax losses	Impairment of assets	Different depreciation and amortisation rates	Other	Total
<b>Deferred tax assets</b>							
<b>At 1 January 2024</b>	<b>3 664</b>	<b>499</b>	<b>6</b>	<b>3 019</b>	<b>3 722</b>	<b>11 319</b>	<b>22 229</b>
(Charged) / credited to statement of comprehensive income	223	(114)	2	275	(1 067)	3 807	3 126
Effect of tax rate change	135	26	-	-	50	261	472
Exchange differences	44	-	-	158	1	111	314
Other	-	-	6	-	-	194	200
<b>At 31 December 2024</b>	<b>4 066</b>	<b>411</b>	<b>14</b>	<b>3 452</b>	<b>2 706</b>	<b>15 692</b>	<b>26 341</b>
(Charged) / credited to statement of comprehensive income	(237)	(22)	-	(332)	1 406	2 698	<b>3 513</b>
Effect of tax rate change	(151)	(27)	-	(9)	(64)	(315)	<b>(566)</b>
Discontinued operations (Note 23)	(3)	-	-	-	(87)	(6 750)	<b>(6 840)</b>
Exchange differences	-	-	-	-	(202)	(408)	<b>(610)</b>
Other	-	-	-	-	-	-	-
<b>At 31 December 2025</b>	<b>3 675</b>	<b>362</b>	<b>14</b>	<b>3 111</b>	<b>3 759</b>	<b>10 917</b>	<b>21 838</b>

	2025	2024
<b>Deferred tax assets</b>		
Accrued expenses	3 675	4 066
Impairment of assets	3 111	3 452
Different amortisation rates	3 759	2 706
Contract liability	362	411
Other	10 931	15 706
<b>Total deferred tax assets</b>	<b>21 838</b>	<b>26 341</b>
Set-off of deferred tax liabilities pursuant to set-off provisions	(18 649)	(16 447)
<b>Net deferred tax assets</b>	<b>3 189</b>	<b>9 894</b>

Deferred tax liabilities	Different depreciation and amortisation rates	Fair value adjustments arising on acquisition (PPA)	Investments in subsidiaries	Total
<b>At 1 January 2024</b>	<b>19 612</b>	<b>8 995</b>	<b>8 931</b>	<b>37 538</b>
Charged / (credited) to statement of comprehensive income	2 265	(1 141)	3 069	4 193
Effect of tax rate change	636	-	-	636
Exchange differences	218	145	-	363
<b>At 31 December 2024</b>	<b>22 731</b>	<b>8 000</b>	<b>12 000</b>	<b>42 730</b>
Charged / (credited) to statement of comprehensive income	3 253	(1 025)	6 226	8 454
Effect of tax rate change	689	-	102	791
Discontinued operations (Note 23)	(32)	(6 980)	-	(7 012)
Exchange differences	1	5	0	6
<b>At 31 December 2025</b>	<b>26 642</b>	<b>-</b>	<b>18 328</b>	<b>44 969</b>

Deferred tax liabilities	2025	2024
Different amortisation rates	26 641	22 730
Investment in subsidiaries	18 328	12 000
Fair value adjustments arising on acquisition (PPA)	-	8 000
<b>Total deferred tax liabilities</b>	<b>44 969</b>	<b>42 730</b>
Set-off of deferred tax liabilities pursuant to set-off provisions	(18 649)	(16 447)
<b>Net deferred tax liabilities</b>	<b>26 320</b>	<b>26 283</b>

Fair value adjustments in deferred tax liabilities are related to acquired business in Poland.

As of 31 December 2025 all deferred tax assets to be realised within one year amounted to EUR 4,726 thousand and deferred tax liabilities to be settled within one year amounted to EUR 21,526 thousand.

As of 31 December 2024 all deferred tax assets to be realised within one year amounted to EUR 12,579 thousand and deferred tax liabilities to be settled within one year amounted to EUR 16,470 thousand.

Deferred tax assets and liabilities have been offset when there was a legally enforceable right to set off current tax assets against current tax liabilities and when they related to income taxes levied by the same taxation authority and the Group intended to settle its current tax assets and liabilities on a net basis.

#### *Taxable temporary differences on investments in subsidiaries*

Temporary differences associated with investments in subsidiaries for which deferred tax liabilities have not been recognised amounted to EUR 155,889 thousand as of 31 December 2025 (2024: EUR 246,278 thousand).

#### *Tax losses*

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. As of 31 December 2025 the Group did not recognise deferred income tax assets of EUR 1 371 thousand (2024: EUR 4,109 thousand) in respect of tax losses amounting to EUR 8 069 thousand (2024: EUR 22,894 thousand) that can be carried forward against future taxable income. The expiry dates of tax losses for which no deferred tax asset was recognised are provided below:

	2025	2024
Within 1 year	-	-
Within 2 years	-	83
Within 3 years	-	2
Within 4 years	-	369
Within 5 years	-	14 392
Indefinitely	8 069	8 048
<b>Total</b>	<b>8 069</b>	<b>22 894</b>

## 11. Inventories

	2025	2024
Goods for resale	245 039	429 248
Goods in transit	6 573	19 263
Materials	3 541	3 783
	<b>255 153</b>	<b>452 294</b>

The allowances for net realisable value of inventories comprise EUR 11,485 thousand (2024: EUR 22,684 thousand). The change in allowance for inventory is accounted for in cost of sales. In 2025, increase in allowance for continuing operations amounting to EUR 362 thousand was included in cost of sales (2024: increase of EUR 397 thousand).

Inventories recognised as an expense during the year ended 31 December 2025 amounted to EUR 3,197,720 thousand (2024: EUR 3,209,271 thousand) and write-offs amounted to EUR 69,340 thousand (2024: EUR 67,591 thousand). These expenses were included in cost of sales.

The Group has pledged inventories with the total carrying value of EUR 20,000 thousand (in 2024: EUR 20,000 thousand) to secure banking facilities granted to the Group (Note 16).

## 12. Trade and other receivables, prepayments and other short-term financial assets

	2025	2024
Trade receivables	6 977	12 352
Other receivables	19 289	60 079
<i>Less: allowances for trade receivables</i>	<i>(102)</i>	<i>(2 904)</i>
<i>Less: allowances for other receivables</i>	<i>(168)</i>	<i>(812)</i>
<b>Trade and other receivables, net</b>	<b>25 996</b>	<b>68 715</b>
Current year portion of net investment in the lease	1 719	3 371
Contract assets	2 668	2 848
Derivative financial instruments	-	655
Short-term loans granted	-	49
<b>Short-term financial assets</b>	<b>30 383</b>	<b>75 638</b>
Deferred charges	7 038	8 748
Prepaid income tax	1 659	5 791
VAT receivable	470	1 638
Other prepaid taxes	528	395
<b>Total</b>	<b>40 078</b>	<b>92 210</b>

Other receivables mainly relate to receivables for sold property, plant and equipment and advertising and other services provided to the Group's suppliers (see Note 2.12. for accounting policy).

Contract assets are assets recognised for services performed to the Group's customers before the end of the year, but for which invoices have not been issued at that date. After invoice is issued, which reflects the unconditional right to payment, contract assets are transferred to trade receivables.

Trade receivables and other receivables are non-interest bearing and generally have payment terms of 10 to 45 days (2024: 10 to 45 days).

Movements of the Group's allowance for expected credit losses of trade receivables and other receivables are as follows:

	2025	2024
At 1 January	<b>3 716</b>	<b>3 314</b>
Impairment losses	1 169	127
Write-off of impairment loss due to receivables write-off	(986)	(249)
Discontinued operations (Note 23)	(3 634)	355
Other	5	169
At 31 December	<b>270</b>	<b>3 716</b>

The amount of allowances for trade and other receivables expenses is recognized as general and administrative expenses.

## 13. Cash and cash equivalents

	2025	2024
Cash at bank	206 062	194 522
Cash in transit	25 656	32 109
Cash on hand	14 781	23 261
Short-term bank deposits	13 748	14 248
	<b>260 247</b>	<b>264 140</b>

Cash on hand is comprised of cash in the cash registers of the stores not yet collected for encashment.

Cash in transit comprised of cash collected for encashment but not delivered to the bank yet, as well as bank transfers made at the year-end (including payments for customers purchased goods by debit or credit cards), which have not yet reached their destination before the year end. Cash in transit reaches the Group's bank accounts in several days after the year end.

Bank deposits are short-term with original maturity of three months or less.

Cash in certain bank accounts and future cash inflows into these accounts amounting to EUR 54 957 thousand (2024: EUR 31,270 thousand) were pledged to the banks as security for credit facilities granted (Note 16).

In the consolidated statement of cash flows cash and cash equivalents, less overdrafts, comprise of the following:

	2025	2024
Cash and cash equivalents	260 247	264 140
Bank overdrafts (Note 16)	-	(3 268)
	<b>260 247</b>	<b>260 872</b>

## 14. Share capital and share premium

	2025	2024
Number of shares (in thousands)	3 514 699	3 514 699
Par value of one share	0.29	0.29
Total share capital	<b>1 019 263</b>	<b>1 019 263</b>

Ordinary shares entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.

In 2025 and 2024 there were no changes in the Company's share capital.

### Share premium

Share premium was recognised for the difference between the proceeds received on share issue and par value of the shares issued.

## 15. Reserves

### Legal reserve

Legal reserve is a compulsory reserve under the Lithuanian legislation. Legal reserve is made up by transfers from retained earnings. The reserve should comprise 10% of a company's share capital and could be used to cover losses of the company. Annual transfers of 5% of the company's net profit are compulsory until the reserve reaches 10% of the company's share capital. As of 31 December 2025, legal reserve amounted to EUR 76,806 thousand (2024: EUR 71,626 thousand).

### Reverse acquisition reserve

The reverse acquisition reserve arose from a Group restructuring transaction in 2007 and primarily reflects pre-acquisition reserves and consolidation adjustments recognised at that time.

## 16. Borrowings (except for lease liabilities)

	2025	2024
<i>Non-current</i>		
Bank loans	370 114	194 958
Bonds	-	237 656
	<b>370 114</b>	<b>432 614</b>
<i>Current</i>		
Bank loans	37 048	71 087
Bank overdrafts	-	3 268
Bonds	-	7 016
	<b>37 048</b>	<b>81 371</b>
	<b>407 162</b>	<b>513 985</b>

In July 2022, the Group issued EUR 240 million nominal value fixed 6.25% interest rate 5-year unsecured bonds. Until October 27 2025, bonds were traded at Euronext Dublin (Ireland) and Nasdaq Vilnius (Lithuania) stock exchanges. The fair value of bonds amounted to EUR 249,166 thousand as of 31 December 2024. On October 27 2025, the Group exercised its early redemption right and redeemed all bonds with a nominal value of EUR 240 million from bondholders.

In October 2025, the Company signed a short-term, two-year financing agreement totaling EUR 260 million to finance the redemption of bonds. The financing was provided by Skandinaviska Enskilda Banken AB and AB SEB bankas (together EUR 130 million) and ING Belgium SA/NV (EUR 130 million). The credit agreement concluded with the banks is not secured by performance guarantees or any other pledged assets.

In 2024 Group signed several new financing agreements for EUR 53 million, of which effective interests rate range was 3.3% - 7.6%. Financing is provided for periods from 5 to 10 years.

The bank loans as of 31 December 2025 and 2024 are secured by cash in certain bank accounts (Note 13), property, plant and equipment (Note 5) and right-of-use assets (Note 6).

As of 31 December, the carrying amounts of the borrowings are denominated in the following currencies:

	2025	2024
EUR	407 162	446 744
PLN	-	65 536
BGN	-	1 705
	<b>407 162</b>	<b>513 985</b>

The weighted average effective interest rates as of 31 December were as follows:

	2025	2024
Bank loans	3.03%	4.89%
Bonds	-	6.68%
	<b>3.03%</b>	<b>5.74%</b>

Non-current borrowings (except for lease liabilities) are repayable as follows:

	2025	2024
In the second year	292 910	63 891
In the third to fifth years (inclusive)	66 896	349 094
After five years	10 308	19 629
	<b>370 114</b>	<b>432 614</b>

For undiscounted contractual future cash outflows see Note 25.1.

The undrawn borrowing facilities were as follows:

	2025	2024
Expiring within one year	-	69 358
Expiring beyond one year	-	44 000
	-	<b>113 358</b>

As of 31 December 2025, the Group complied with all of the covenants in relation to financing agreements and has no indication that it will have difficulty complying with these covenants. The Group must comply with several covenants that are evaluated based on Group consolidated financial statements, including consolidated secured leverage ratio, consolidated net leverage ratio, fixed charge coverage ratio, restricted subsidiary financial debt and capital ratios.

The Group's subsidiaries are also required to comply with various loan covenants under their agreements with banks, including the net debt-to-EBITDA ratio, equity-to-assets ratio, and others. As of 31 December 2025, the Group's subsidiaries were in compliance with all of the covenants.

As of 31 December 2024, all covenants were fully met, except for the following: MMS Projects EOOD, a subsidiary of MAXIMA Bulgaria EOOD, was not in compliance with a debt service coverage ratio under an agreement with UniCredit Bank. However, on 13 March 2025, MMS Projects EOOD signed an amendment to the agreement, modifying the calculation of this ratio for both the previous period and future periods. Consequently, MMS Projects EOOD was compliant with this covenant as of the date of issuance of the financial statements. Due to the non-compliance as of 31 December 2024, the carrying amount of the loan of EUR 4,076 thousand was reclassified from non-current to current borrowings.

## 17. Trade and other payables

	2025	2024
Trade payables	453 668	713 479
Liabilities under reverse factoring arrangements	13 749	18 833
Other amounts payable	4 981	9 174
Accrued expenses	6 854	12 126
	<b>479 252</b>	<b>753 612</b>
Remuneration, social security and other related taxes	61 413	89 216
Payable taxes, other than corporate income tax	37 925	40 894
Contract liabilities	23 910	22 821
Advances received	2 908	2 856
	<b>605 408</b>	<b>909 399</b>

The Group is involved in reverse factoring arrangements with banks under which the banks agree to pay amounts the Group owes to the Group's suppliers and the Group agrees to pay the banks at a date later than suppliers are paid. Payment terms with suppliers participating in the Supply chain financing program remain largely unchanged. In instances where amendments are agreed, the new terms will not deviate significantly from industry standards for the specific product category. Liabilities under reverse factoring arrangement have a similar nature and function to trade payables, as they are part of the working capital used in the Group's normal operating cycle.

Payables to the banks under reverse factoring arrangement were as follows:

	2025	2024
<i>Carrying amount of liabilities</i>		
Presented within trade and other payables	13 749	18 833
Of which suppliers have received payment	10 181	17 179
Presented within finance payables	-	-
Of which suppliers have received payment	-	-
<i>Range of payment due dates</i>		
Liabilities that are part of the arrangement	30-155	20 - 120
Comparable trade payables that are not part of an arrangement	26-70	10 - 180
Non-cash changes	-	-

The carrying amounts of liabilities under the supplier financing arrangement are considered to be reasonable approximations of their fair values, due to their short-term nature.

Contract liabilities represent the Group's liability to customers to transfer goods or services for the loyalty points received and gift cards. They also include prepayments for goods and services received from the Group's customers.

In 2025, the Group recognised EUR 37,883 thousand (of which EUR 5,925 thousand loyalty points) revenue that was included in the contract liability balance (2024: EUR 31,126 thousand (of which EUR 5,978 thousand loyalty points)).

## 18. Revenue

	2025	2024
<i>Revenue from contracts with customers from continuing operations</i>		
Retail revenue	3 999 522	3 848 091
Commission income	11 010	10 083
Other	27 243	26 083
	<b>4 037 775</b>	<b>3 884 257</b>
<i>Other revenue from continuing operations</i>		
Rental income from sublease	28 541	26 334
Other income	3 342	717
	31 883	27 051
	<b>4 069 658</b>	<b>3 911 308</b>

All revenue from contracts with customers during the year were recognised at a point of time.

## 19. Expenses by nature

Breakdown of expenses by nature included in the comprehensive income statement:

	2025	2024
Cost of goods for resale	3 076 717	2 973 113
Rent, maintenance and utilities	109 892	116 061
Depreciation and amortisation	114 685	108 958
Property, plant and equipment, intangible assets, ROU assets impairment charge	4 663	6 469
Employee remuneration and related taxes	405 597	385 337
Other	104 547	100 147
	<b>3 816 100</b>	<b>3 690 085</b>

## 20. General and administrative expenses

	2025	2024
Employee remuneration and related taxes	71 406	65 306
Transportation services	739	803
Property, plant and equipment, intangible assets, ROU assets impairment charge	4 663	6 469
Depreciation and amortization	18 229	18 308
Advertising	30 646	30 892
Rental expenses	234	133
Utilities	4 509	4 897
Taxes (except for income tax)	6 576	4 419
Repair and maintenance	8 330	10 796
Consulting and other professional services	3 642	3 155
Other	13 072	12 876
	<b>162 046</b>	<b>158 054</b>

## 21. Finance costs, net

	2025	2024
<i>Finance costs</i>		
Interest expenses		
Bank borrowings	(7 167)	(8 480)
Bonds	(30 099)	(15 828)
Lease	(24 412)	(21 034)
Other	475	2 460
	<b>(61 203)</b>	<b>(42 882)</b>
Other	(7)	1 650
Net foreign exchange gain/(loss)	2 439	(227)
	<b>(58 771)</b>	<b>(41 460)</b>
<i>Finance income</i>		
Interest income on net investment in the lease	658	911
Bank interest income	2 579	4 123
Other income	-	88
	<b>3 237</b>	<b>5 122</b>
Finance costs, net	<b>(55 534)</b>	<b>(36 338)</b>

## 22. Income tax expense

	2025	2024
Current tax	39 285	22 547
Adjustments for current tax of prior periods	(86)	(12)
Deferred tax (Note 10)	9 808	3 825
<b>Income tax expense</b>	<b>49 007</b>	<b>26 361</b>

The total income tax charge can be reconciled to the accounting profit before tax as follows:

	2025	2024
<b>Profit before income tax</b>	<b>198 431</b>	<b>186 744</b>
Tax at domestic tax rate of 16% (2024: 15%)	31 749	28 012
Income not subject to tax	(38)	(1 299)
Expenses not deductible for tax purposes	467	317
Tax effect of expenses recognized only in tax accounting	11 218	2 705
Tax incentives (charity, etc)	(1 583)	(4 798)
Adjustments in respect of prior year	(86)	(47)
Effect of different tax rates of foreign subsidiaries	4 632	1 607
Other	2 648	(136)
<b>Income tax expense</b>	<b>49 007</b>	<b>26 361</b>
Effective income tax rate	24,70%	14,14%

### Pillar Two

As a lower-tier parent company, the Group acknowledges the applicability of the Pillar Two rules and their associated compliance requirements. The Group submits the necessary assessments and relevant data to its ultimate parent company, which evaluates the Group's potential exposure to top-up-tax tax obligations for all jurisdictions, where the Group operates, respectively. The ultimate parent company is responsible for assessing the Group's ETR (ETR - effective tax rate is calculated for each jurisdiction as adjusted covered taxes divided by Global Anti-Base Erosion income and is used to assess whether the minimum 15% tax threshold is met) and, where applicable, for settling any top-up tax liabilities that may arise at the consolidated level, except for Bulgaria, where the top-up tax liabilities should be settled by the subsidiaries.

The ultimate parent company has performed an assessment of the potential exposure to Pillar Two income taxes based on the 2025 country-by-country reporting and 2025 financial information for the constituent entities in the MNE Group. In all jurisdictions where the Group operates either the Pillar Two effective tax rate exceeds 15% or the Routine Profits Test is met.

Consequently, no top-up-up tax liabilities or deferred tax assets or liabilities arising from the Pillar Two model rules have been recognized in the Group's consolidated financial statements.

## 23. Discontinued operations

On 10 October 2025, UAB „Vilniaus prekyba“ announced its plans to restructure the group of its controlled companies, whereby its businesses operating in Poland, Sweden, and Bulgaria would be separated into a new organization and managed through a new holding company PARETAS B.V., based in the Netherlands, while businesses in the Baltic region would continue to be managed through UAB „Vilniaus prekyba“ and its subsidiaries in Lithuania. Consequently, the Company sold to PARETAS B.V. the shares of Maxima Bulgaria EOOD, which operates “T Market” retail chain in Bulgaria, and of Emperia Holding Sp. z o.o., which operates “Stokrotka” retail chain in Poland. The sale of Maxima Bulgaria EOOD shares was completed on the 19th of December, and of Emperia Holding Sp. z o.o. on the 22nd of December 2025.

Actual transfer of control is aligned with the transaction dates, as from those dates PARETAS B.V. obtained both (i) power over the relevant activities of the subsidiaries and (ii) exposure to variable returns:

- Decision-making rights, including voting rights and the ability to direct the relevant activities, were transferred to PARETAS B.V. on the closing date, upon completion of the transactions and after all conditions precedent had been satisfied. The transactions were notarised, and ownership was legally transferred once the purchase–sale agreements were confirmed by a competent notary in Poland or Bulgaria.
- The payments for the share purchase price were made in cash on the dates of the respective transactions (December 19 and December 22 2025).
- From that date, PARETAS B.V. became entitled to the economic benefits of the subsidiaries and exposed to their variable returns.
- The Group no longer retained substantive rights or ability to influence the relevant activities after the transfer date.

The results of the disposed subsidiaries are included in discontinued operations for the full financial year ended 31 December 2025, despite the disposals occurring prior to year-end. Management concluded that this presentation is appropriate and does not materially misstate the Group's financial statements, based on the following considerations:

- The disposals occurred very close to the reporting date, with only 9 and 12 days, respectively, between the disposal dates and 31 December 2025.
- The financial performance and cash flows of the discontinued operations during the period between the disposal dates and year-end were not material, both individually and in aggregate.
- There were no significant transactions, unusual items, or balance sheet movements within the discontinued operations during the period between the disposal dates and year-end.
- The use of full-year results provides a faithful representation of the discontinued operations and avoids the use of complex cut-off calculations that would not enhance the relevance of the information for users of the financial statements.

This transaction is reported in the current period as a discontinued operation. Financial information relating to the discontinued operation for the period to the date of disposal is set out below.

	2025	2024
Revenue	2 278 920	2 186 463
Cost of sales	(2 188 520)	(2 113 443)
General and administrative expenses	(72 900)	(63 539)
Other gains (losses)	77 454	(1 124)
<b>Profit from operations</b>	<b>94 954</b>	<b>8 358</b>
Finance income	778	856
Finance costs	(36 834)	(33 412)
<b>Finance costs, net</b>	<b>(36 056)</b>	<b>(32 557)</b>
<b>Profit before tax</b>	<b>58 898</b>	<b>(24 199)</b>
Income tax expense	421	(445)
<b>Net profit from discontinued operations</b>	<b>59 319</b>	<b>(24 644)</b>

Details of the sale of the subsidiaries is as follows:

Total consideration	423 899
Carrying amount of net assets sold	(341 714)
Currency translation reserve write-off	(4 608)
<b>Gain on sale before income tax</b>	<b>77 577</b>
Income tax expense on gain	-
<b>Gain on sale after income tax</b>	<b>77 577</b>

The carrying amounts of discontinued assets and liabilities as at the date of sale were:

	Notes	31 December 2025
Goodwill	8	43 523
Other intangible assets	7	37 196
Property, plant and equipment and investment property	5	442 424
Right of use asset	6	335 514
Other non-current assets	10	17 548
Inventory		189 825
Trade receivables and other current assets		48 489
Cash and cash equivalents		39 327
<b>Total assets</b>		<b>1 153 846</b>
Borrowings		134 987
Lease liabilities		359 699
Other non-current liabilities		16 144
Trade payables and other current liabilities		301 302
<b>Total liabilities</b>		<b>812 132</b>
<b>Net assets</b>		<b>341 714</b>

	2025	2024
<b>Cash flows</b>		
Net cash inflow from operating activities	106 625	129 795
Net cash inflow/(outflow) from investing activities	(83 349)	(73 742)
Net cash (outflow) from financing activities	(14 905)	(62 813)
<b>Net increase/(decrease) in cash generated by the subsidiaries</b>	<b>8 371</b>	<b>(6 760)</b>

## 24. Dividends per share

Dividends declared in 2025 amounted to EUR 530,200 thousand (EUR 0.151 per share), of which EUR 106,300 was approved and paid in April 2025 following the Annual General Meeting, while EUR 423,900 thousand was paid as interim dividends in December 2025.

In 2024, a total amount of EUR 123,000 thousand (EUR 0.035 per share) was declared and paid as dividends.

## 25. Financial risk management

### 25.1. Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

#### Market risk

##### Foreign currency exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures primarily with respect to USD due to purchasing of goods in foreign countries while income is mostly denominated in local currencies. The potential adverse effect from foreign exchange risk is substantially diminished, because the Group companies use foreign currency policies for the management of open currency exposure by currency acquisitions. In 2025 and 2024, the Group was using derivative financial instruments to be able to hedge its risks arising from foreign currency fluctuations ("forwards").

Carrying amounts of borrowings by currencies are disclosed in Note 16.

#### Interest rate risk

The Group's interest rate risk arises from long-term borrowings. The Group is exposed to cash flow interest rate risk as some of the Group's borrowings are subject to floating interest rates related to EURIBOR.

The Group manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps or borrowing at fixed rates directly. Interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates. Under the interest rate swaps, the Group agrees with other parties to exchange, at specified intervals (primarily quarterly), the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional amounts.

The Group's borrowings with variable interest rates by end of financial year 2025 amounted to EUR 381,284 thousand as of (2024: EUR 254,362 thousand) with repricing periods between 1 - 6 months (2024: 1 - 6 months). Remaining EUR 26,228 thousand borrowings were with fixed interest rate.

On 31 December 2024 part of the borrowings was with fixed interest rates as The Group on 12 July 2022 distributed a five-year bond with a nominal value of EUR 240 million and a fixed annual interest rate of 6.25% (6.50% annual yield). Fair value of bonds as of 31 December 2024 was EUR 243.2 million. On 27 October 2025, The Group exercised its early redemption right and redeemed all bonds with a nominal value of EUR 240 million from bondholders. Following the decision to redeem the bonds early, the actual annual yield on the bonds amounted to 8.40% and additional 15.4 million of premium was distributed. For more details about finance costs disclosed in Note 21.

Fair value of other than bonds borrowings interest rate is EUR 24,952 thousand (2024: EUR 15,021 thousand). Accounting value of borrowings with fixed interest rate is EUR 26,228 thousand as of 31 December 2025 (31 December 2024: EUR 14,951 thousand).

The Group estimates that the increase of variable interest rates by 100 basis points, applied to exposed amounts as of 31 December 2025 and with all other variables held constant, would result in an increase in interest expense of EUR 3,809 thousand (2024: EUR 2,544 thousand).

#### Credit risk

The Group's credit risk arises from its trade and other receivable, contract assets, cash and cash equivalents and loans granted. Management considers that the Group's maximum exposure to credit risk is reflected by the carrying amount of the financial assets at the reporting date.

The credit risk of liquid funds (cash and cash equivalents) is limited because the counterparties are banks with high credit ratings assigned by international credit-ratings agencies or subsidiaries of such banks. Sales to retail customers are settled in cash or using credit cards. Management does not expect any material losses from non-performance of the Group's counterparties.

The Group monitors creditworthiness of debtors by using controls that include credit approvals, limits, prepayment requirements and other monitoring procedures. Each Group's entity is responsible for managing and analysing credit risk for each of its new clients. There is no significant concentration of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

The amounts presented in the consolidated statement of financial position are net of estimated allowances for doubtful amounts. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, type of service, collateral received). Some of the Group's trade and other receivables are secured by pledged real estate and bank guarantees and insurance. A loss allowance has not been recognized for the amount of trade and other receivables covered by collateral. Collateral obtained by the Group has not affected the expected credit losses as of 31 December 2025 (2024: has not affected the expected credit losses).

Set out below is the information about the credit risk exposure on the Group's trade and other receivables and contract assets using provision matrix:

**31 December 2025**

	Current	1-30 days past due	31-90 days past due	>90 days past due	Total
Expected credit loss rate	0.1%-1%	0.5%-8%	7%	100%	
Gross carrying amount - trade and other receivables from non-related parties (incl. net investment in the lease)	20 093	4 765	592	96	25 546
Gross carrying amount - trade and other receivables from related parties (incl. net investment in the lease)	1 567	-	-	-	1 567
Net investments in the lease	8 721	-	-	-	8 721
Contract assets	2 668				2 668
Expected credit loss	(49)	(45)	(80)	(96)	(270)
	<b>33 000</b>	<b>4 720</b>	<b>511</b>	<b>-</b>	<b>38 232</b>

**31 December 2024**

	Current	1-30 days past due	31-90 days past due	>90 days past due	Total
Expected credit loss rate	0.1%-1%	0.5%-8%	7%	100%	
Gross carrying amount - trade and other receivables from non-related parties (incl. net investment in the lease)	66 790	6 223	1 187	4 505	78 705
Gross carrying amount - trade and other receivables from related parties (incl. net investment in the lease)	11 104	-	-	-	11 104
Net investments into lease	14 007	-	-	-	14 007
Contract assets	2 848				2 848
Expected credit loss	(104)	(63)	(161)	(3 389)	(3 717)
	<b>94 694</b>	<b>6 160</b>	<b>1 026</b>	<b>1 116</b>	<b>102 996</b>

*Concentration of credit risk*

Credit risk is managed on a Group basis. The Group determines concentrations of credit risk based on the type of counterparty, geographical location and the nature of financial instruments.

For retail operations, sales are predominantly settled in cash or via major payment cards, which significantly removed exposure to credit risk from customers. Accordingly, there are no significant concentrations of credit risk in relation to individual retail customers, industry sectors or geographic regions.

The Group's primary exposure to credit risk arises from cash and cash equivalents held with financial institutions. As a result, credit risk concentration is identified based on exposure to banking counterparties. The shared characteristic of this concentration is the placement of funds with a limited number of banks.

The Group mitigates this concentration risk by only placing funds with independently rated financial institutions with an adequate credit history and high credit ratings. Group continuously monitors their creditworthiness.

The maximum exposure to credit risk related to cash and cash equivalents corresponds to their carrying amount as disclosed in table below. While cash balances are held with a limited number of counterparties, management does not consider the resulting concentration to be significant due to the high credit quality of the institutions.

The credit quality of cash at banks (including short-term bank deposits) is assessed by reference to external credit ratings and is as follows:

	2025	2024
A1 (Moody's)	979	1 079
A2 (Moody's)	9 146	102
A3 (Moody's)	-	1 803
A- (S&P)	26 510	24 712
Aa2 (Moody's)	43 359	-
Aa3 (Moody's)	138 605	162 186
Baa1 (Moody's)	1 011	659
Baa2 (Moody's)	-	-
BBB (Fitch)	-	18 186
Other	200	43
	<b>219 810</b>	<b>208 770</b>

*Liquidity risk*

The Group is exposed to liquidity risk due to different maturity profiles of receivables and payables. Major amount of operating cash is collected from retail customers, therefore the Group does not have significant amount of trade receivables while payables to suppliers outstanding as of 31 December 2025 had weighted average payment term of 41 days (2024: 41 days).

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding. Management believes that the Group will have sufficient cash resources through earning cash from operating activities and utilising undrawn credit facilities from various banks. In order to manage short term liquidity risks the Group targets to increase average credit portfolio maturity with longer term credit agreements.

The following is the contractual maturity analysis of the Group's non-derivative financial liabilities. The analysis is based on undiscounted cash flows, accounting for the earliest date on which the Group can be required to pay. Floating interest rates are estimated using the prevailing interest rates at the reporting date.

	2025			Total
	Borrowings from banks and bonds	Lease liabilities	Other financial liabilities	
In the first year	49 149	75 964	479 252	604 365
In the second year	307 914	69 862	-	377 776
In the third year	26 179	63 178	-	89 357
In the fourth year	22 230	54 691	-	76 921
In the fifth year	19 174	47 401	-	66 575
After five years	10 624	175 215	-	185 839
<b>Undiscounted cash flow</b>	<b>435 270</b>	<b>486 311</b>	<b>479 252</b>	<b>1 400 833</b>
<b>Carrying amount</b>	<b>407 162</b>	<b>410 141</b>	<b>479 252</b>	<b>1 296 555</b>

	2024			Total
	Borrowings from banks and bonds	Lease liabilities	Other financial liabilities	
In the first year	93 716	155 353	753 612	1 002 681
In the second year	81 745	145 314	-	227 059
In the third year	316 767	135 248	-	452 015
In the fourth year	31 612	121 630	-	153 242
In the fifth year	12 791	103 318	-	116 109
After five years	18 461	347 852	-	366 313
<b>Undiscounted cash flow</b>	<b>555 092</b>	<b>1 008 715</b>	<b>753 612</b>	<b>2 317 419</b>
<b>Carrying amount</b>	<b>513 985</b>	<b>793 260</b>	<b>753 612</b>	<b>2 060 857</b>

## 25.2. Derivatives

### Foreign currency forwards

Foreign exchange forward contracts are designated as hedging instruments in cash flow hedges of forecast purchases in USD. These forecast transactions are highly probable. The foreign exchange forward contract balances vary with the level of expected foreign currency purchases and changes in foreign exchange forward rates.

For hedges of foreign currency purchases, the Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item (i.e. notional amount and expected payment date). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the foreign exchange forward contracts are identical to the hedged risk components. To test the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

In hedges of foreign currency purchases, ineffectiveness may arise from the differences in the timing or forecasted amount of the cash flows of the hedged items and the hedging instruments, or if there are changes in the credit risk of the derivative counterparty.

The impact of the hedge accounting on the consolidated statement of changes in equity is disclosed under "other reserves" line item.

### Interest rate swaps

As of 31 December 2024, the Group had an interest rate swap agreement in place, in which it agreed to exchange the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. Interest rate swaps are not designated as hedging instruments in hedge relationships by the Group.

As of 31 December 2025, the Group had no interest rate swap agreements in place. Following the redemption of its fixed-rate bond in October 2025, management is currently evaluating options to re-finance floating rate loans to fixed rate ones or to enter into interest rate swap arrangements, with the objective of maintaining approximately 50% of the financial debt portfolio at a fixed interest rate.

## 25.3. Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Group considers total capital under management to be equity plus net debt:

	2025	2024
Cash and cash equivalents	(260 247)	(264 140)
Borrowings	407 162	513 985
Lease liabilities	410 141	793 260
Equity	262 852	572 914
	<b>819 908</b>	<b>1 616 019</b>

The capital management strategy aims to continually optimise its financial structure by maintaining an optimum balance between net debt and EBITDA, equity and total assets. It aims at minimising the cost of capital and maintaining the Group's credit rating at a level that allows it to access a wide range of financing sources and instruments. Management's focus is to ensure the Group companies have sufficient equity capital to comply with capital adequacy ratios, the minimum capital rules set by local legislation and meet covenants set in bank credit agreements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders.

As of 31 December 2025, net debt was EUR 557,056 thousand and EBITDA was EUR 374,973 resulting in net debt/EBITDA ratio from continuing operation of 1.49.

As of 31 December 2024, net debt from continuing operations was 620,849 thousand and EBITDA was EUR 335,449 resulting in net debt/EBITDA ratio from continuing operation of 1.85.

## 25.4. Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Valuations are performed by the Group's management at each reporting date. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of asset or liability and the level of the fair value hierarchy as explained above.

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

- The carrying amount of current trade and other receivables, contract assets, current trade and other payables, approximates their fair value.
- The fair value of current and non-current debt, except for bonds, is based on the quoted market price for the same or similar instruments or on the current rates available for debt with the same maturity profile (Note 16).
- The carrying amount of current and non-current borrowings with variable interest rates approximates their fair value (level 3).

There were no transfers between level 1 and level 2 during 2025 and 2024.

## 26. Related party transactions

Related parties below include the Group's parent UAB „Vilniaus prekyba“ and other related parties that are entities controlled by the Group's ultimate controlling party. The ultimate controlling party of the Group is Mr. N. Numa.

### a) Sales and purchases of goods and services and property, plant and equipment

		Sales of goods and services	Sublease income	Purchases of goods and services	Sales of property, plant and equipment	Purchases of property, plant and equipment
Parent company	2025	2		1 048	-	-
	2024	-		708	-	-
Other related parties	2025	4 487	6 755	16 890	149	36
	2024	4 794	7 862	15 996	13 208	206
<b>Total</b>	<b>2025</b>	<b>4 489</b>	<b>6 755</b>	<b>17 938</b>	<b>149</b>	<b>36</b>
	<b>2024</b>	<b>4 794</b>	<b>7 862</b>	<b>16 704</b>	<b>13 208</b>	<b>206</b>

Sales of services to related parties include mostly sales of goods, leases and commission income. Purchases of goods and services from related parties include mostly purchased goods for resale and consulting services.

### b) Year-end balances arising from sales/purchases of goods/services and rent of real estate

		Net investment in the lease – long-term	Net investment in the lease – short-term	Trade and other receivables	Trade and other payables
Parent company	2025	-	-	-	164
	2024	-	-	-	110
Other related parties	2025	8 103	1 719	1 570	1 243
	2024	8 587	1 693	824	3 119
<b>Total</b>	<b>2025</b>	<b>8 103</b>	<b>1 719</b>	<b>1 570</b>	<b>1 407</b>
	<b>2024</b>	<b>8 587</b>	<b>1 693</b>	<b>824</b>	<b>3 229</b>

In 2025, interest income earned on net investment in the lease to other related parties amounted to EUR 592 thousand (2024: EUR 712 thousand).

### c) Lease liabilities

		Lease liabilities– long-term	Lease liabilities– short-term	Interest expenses on lease liabilities
Parent company	2025	-	-	-
	2024	-	-	-
Other related parties	2025	110 099	13 018	5 802
	2024	110 317	12 382	8 119
<b>Total</b>	<b>2025</b>	<b>110 099</b>	<b>13 018</b>	<b>5 802</b>
	<b>2024</b>	<b>110 317</b>	<b>12 382</b>	<b>8 119</b>

These leases have terms between 1 and 28 years.

### Key management compensation

	2025	2024
Salaries including related taxes	1 230	1 053
Termination benefits	-	-

The Group considers C-level executives of the Company as key management. In 2025, the average number of key management employees was 7 (2024: 7).

During the year, the Group disposed of its investments in subsidiaries operating in Poland and Bulgaria to a related party. The transactions were conducted under common control and at terms determined based on valuations performed by independent external valuers. As a result of these disposals, the Group recognised a gain of EUR 77,577 thousand in profit from discontinued operations. The consideration received and the resulting gain are disclosed in Note 23.

## 27. Cash flow information

### 27.1. Non-cash investing and financing activities

Non-cash investing and financing activities in 2025 and 2024 are provided below:

- a) Additions to right-of-use assets and lease liabilities amounted to EUR 55,452 thousand (Note 6) (2024: EUR 114,583).
- b) Lease liability remeasurements and decrease in lease liability due to lease contract terminations, including effect of foreign exchange rate changes, amounted to EUR 34,177 thousand (2024: EUR 20,284 thousand).

### 27.2. Changes in liabilities arising from financing activities

The below table summarises changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes during the year ended 31 December 2025 and 2024:

	2025			2024		
	Borrowings, excl. bank overdrafts	Lease liabilities	Dividend payable	Borrowings, excl. Bank overdrafts	Lease liabilities	Dividend payable
<b>Balance at 1 January</b>	<b>510 717</b>	<b>793 260</b>	-	<b>507 484</b>	<b>768 470</b>	-
Dividends declared	-	-	530 200	-	-	123 000
Cash received	425 175	-	-	84 069	-	-
Cash paid	(392 129)	(113 049)	(530 200)	(82 370)	(110 077)	(123 000)
Increase in lease liabilities*	-	87 877	-	-	131 148	-
Interest expenses	45 548	51 185	-	30 244	46 931	-
Interest paid	(50 216)	(51 185)	-	(29 528)	(46 931)	-
Sale of subsidiary	(134 987)	(359 699)	-	-	-	-
Other**	3 054	1 752	-	818	3 719	-
<b>Balance at 31 December</b>	<b>407 162</b>	<b>410 141</b>	-	<b>510 717</b>	<b>793 260</b>	-

\* Increase in lease liabilities includes additions of EUR 55,452 thousand and other changes of EUR 32,425 thousand (2024: EUR 114,583 thousand and EUR 16,565 thousand, respectively).

\*\* Majority part is forex effect.

## 28. Audit and non-audit services

In 2025, remuneration of the Group's auditors (PricewaterhouseCoopers network member firms) for audit services and non-audit services amounted to EUR 521 thousand and EUR 72 thousand respectively (2024: EUR 379 thousand and EUR 66 thousand). Management expects the transaction to be completed and ownership and control to be transferred within the second quarter of 2026.

## 29. Significant events after the reporting period

On 15 January 2026, MAXIMA Latvija SIA signed a share purchase agreement for the acquisition of 100% of the shares in "Irbis A" a company operating owned real estate. On 6 March 2026, the transaction was approved by the Competition Council of Latvia. Management expects the transaction to be completed and ownership and control to be transferred within the second quarter of 2026.

In February and March 2026, the Company disbursed EUR 23.9 million pursuant to the loan agreements renewed on April 11, 2025, with AB SEB bankas and Skandinaviska Enskilda Banken AB, and Swedbank, AB. The remaining undisbursed loan balance amounted to EUR 5 million.

In March 2026, MAXIMA LT, UAB concluded EUR 40 million loan agreement with Swedbank, AB for general business purposes, and in April 2026 other EUR 40 million loan agreement with Skandinaviska Enskilda Banken AB and AB SEB bankas for the general financing, capital and expansionary investments.

There have been no other significant events after the reporting period.

# GOVERNANCE

- Corporate Governance
- The General Meeting of the Shareholders
- Audit Committee
- Management Board
- Chief Executive Officer (General Manager)
- Information on Remuneration of Management and Supervisory Bodies
- Internal Audit
- Control Framework for the Preparation of Consolidated Financial Statements
- Risk Management
- Information on Compliance with the Corporate Governance Code



## Corporate Governance

The Company seeks transparent and effective corporate governance that aligns with international best practices and serves as a basis for success and long-term value creation for our stakeholders.

The corporate governance framework is primarily established in the Company's Articles of Association, with the current version approved by the sole shareholder on 24 October 2024.

The Articles of Association of the Company are available on the Company's website.

### Corporate Governance System

#### General Meeting of Shareholders

The highest governing body, which is responsible for strategic supervision and high-level governance of the Company.

#### Management Board

The collegial body responsible for strategic management and the implementation of the Group's business objectives.

#### Audit Committee

A specialised committee primarily responsible for overseeing the preparation and audit of financial statements, as well as the sustainability reporting and assurance processes.

#### CEO (General Manager)

The sole management body of the Company, responsible for managing day-to-day operations and acting as the primary representative of the Company in its relations with third parties.

## The General Meeting of the Shareholders

The Company has a sole shareholder, "Vilniaus prekyba".

The competence of the General Meeting of Shareholders is the same as prescribed by the Law on Companies of the Republic of Lithuania, with the additional competence to appoint and remove members of the Audit Committee and to approve the Regulations of the Audit Committee. During the reporting period, the Company's sole shareholder decided to:

- approve the set of consolidated and Company financial statements for 2024 and adopt the decision on profit distribution;
- for the period 2025-2027, select PricewaterhouseCoopers, UAB as the auditor for the financial statements and the assurance provider for the sustainability statement, and to establish its remuneration;
- elect the members of the Audit Committee for a new term of 4 years;
- select PricewaterhouseCoopers, UAB as the auditor for the interim financial statements for the 9-month period ending 30 September 2025 and to set its remuneration;
- appoint the members of the Management Board for a new term of 4 years;
- approve the Company's interim financial statements for the 9-month period ending 30 September 2025 and adopt the decision on profit distribution.

## Audit Committee

The Audit Committee consists of three members elected by the General Meeting of Shareholders for a 4-year term of office. There are two independent members on the Audit Committee (the Chair is one of the independent members). The continuous term of office of a member of the Audit Committee cannot exceed two full consecutive terms and, in any event, cannot exceed 8 consecutive years. The Audit Committee's functions are established by legal acts of the Republic of Lithuania, and by the Audit Committee Regulations approved by the General Meeting of Shareholders.

On 20 October 2025, the Audit Committee was elected for a 4-year term.

At the end of the reporting period, the Audit Committee consisted of three members: Vytenis Lazauskas (Chair of the Audit Committee and an independent member), Eglė Čiužaitė (an independent member) and Vaidotas Neniškis (a member nominated by the sole shareholder of the Company). Irena Petruškevičienė (Chair of the Audit Committee and an independent member) and Matas Kasperavičius (a member nominated by the Company's sole shareholder) served on the Audit Committee until 20 October 2025. At the end of the reporting period, the Audit Committee comprised individuals of both genders (67% men and 33% women).

The main functions of the Audit Committee are to monitor the process of the preparation and audit of the consolidated financial statements and sustainability statement of the Group's companies, to monitor the independence of the external auditors and to monitor the effectiveness of internal controls related to the reliability of the financial statements.

In 2025, the Audit Committee held eight meetings. All Audit Committee members participated in all eight meetings.

### About the Audit Committee Members

**Vytenis Lazauskas** is the Chair of the Audit Committee and an independent member with more than 20 years of experience in financial auditing, consulting and finance. For more than 15 years, he held various positions at the international auditing and consulting firm PricewaterhouseCoopers, UAB. He currently works within the "INVL Group", where from July 2018 until July 2024, he held the position of CFO, and since July 2024, he has served as the Head of Group Risk Management. He is also an independent member of the Audit Committee of UAB "EPSO-G".

**Eglė Čiužaitė** is an independent member of the Audit Committee with more than 20 years of leadership experience in finance and business management. She serves as an independent member of the Board and Chair of the Audit Committee at AB "Miesto Gijos", an independent member of the Board and Chair of the Audit and Risk Committee at Lithuanian Airports, an independent member of the Audit Committee at AKROPOLIS GROUP, UAB and a Board member at VšĮ "Jaunimo linija". Previously, she held various management and Board positions at Ignitis Group (mainly AB "Ignitis gamyba").

**Vaidotas Neniškis** is a member of the Audit Committee (nominated by the Company's sole shareholder) with more than 20 years of work experience in the field of finance. From 2002 to 2021, he worked for the "Vilniaus prekyba" group of companies and other companies related to the group, where he has held various finance-related management positions since 2013. From 2021 to 2025, he worked as a project manager at "Kilo Health" and a project partner at "FO Consulting Group". Currently, he serves as the CFO at "Vilniaus prekyba" and an Audit Committee member at AKROPOLIS GROUP, UAB.

The main matters discussed during the meetings included:

- a review of the activities and results of the Company and its subsidiaries;
- monitoring the process of preparing financial statements and the sustainability statement;
- a review of the independent auditor's work programme and monitoring of the audit of the financial statements and the sustainability statement assurance processes performed by the independent auditor;
- approval of the Internal Audit Plan for the year 2025 and review of internal audit reports;
- approval of the recommendation for the selection of PricewaterhouseCoopers, UAB as the auditor for the financial statement audit and sustainability statement assurance for 2025-2027;
- monitoring of the nature and scale of non-audit services and approval of the acquisition of specific non-audit services from the Company's auditor.

## Management Board

### Incorporation by reference of data point GOV-1 21 (a, b, d, e)

The Management Board is a collegial management body composed of eight members elected by the General Meeting of Shareholders for a 4-year term of office. The Management Board elects its Chair from among its members.

On 1 December 2025<sup>2</sup>, in view of the contemplated changes to the Group's corporate structure related to the transfer of the businesses in Poland and Bulgaria, a new Management Board was elected for a 4-year term. At the end of the reporting period, the Management Board comprised eight executive members. There were no non-executive members, and there were also no independent Board members. The Management Board of the Company mainly comprises CEOs of companies within the Group. This has been the Group's usual practice, as it enables the consolidation of experience, the sharing of best practices and know-how and the efficient implementation of strategic decisions. The Management Board does not include dedicated representatives of employees or other members of worker groups.

The Chair of the Management Board is also the Company's CEO. Combining the CEO and Chair positions ensures strong leadership and supports effective decision-making by the Management Board, as well as enabling the rapid and efficient implementation of any adopted decisions. It also ensures that the Management Board receives complete and accurate information on all matters being discussed.

The Company takes additional measures to prevent and mitigate any conflicts of interest of members of the Management Board. These include (i) the regular collection and updating of data regarding other positions held by the members of the Management Board; and (ii) each member of the Management Board having loyalty obligations, with each member also required to clearly declare any conflicts of interest and abstain from voting if such a situation occurs (including in cases where the performance of the CEO or any other matter that may cause potential conflicts of interest are discussed, when the CEO abstains from voting as the Chair of the Management Board). Potential conflicts of interest of Management Board members, such as cross-board memberships, cross-shareholding with suppliers or other stakeholders, or the existence of controlling shareholders (if any), are disclosed in this current management report.

<sup>2</sup> Until 30 November 2025, Manfredas Dargužis, Arūnas Zimnickas and Petar Petrov Pavlov were members of the Management Board; on 1 December 2025 they were replaced by Kristupas Buzys, Tomas Bazys, Povilas Šulys and Diana Gegelytė.



At the end of the reporting period, the Management Board comprised the following members:



**Jolanta Bivainytė**

Chairwoman  
since 13 October 2025

CEO of MAXIMA  
GRUPĖ, UAB



**Tomas Bazys**

Board Member  
since 1 Dec 2025

CEO of FRANMAX, UAB



**Kristupas Buzys**

Board Member  
since 1 Dec 2025

CEO of MAXIMA LT, UAB



**Diana Gegelytė**

Board Member  
since 1 Dec 2025

CEO of MAXIMA Eesti, OÜ



**Lauryna Šaltinė**

Board Member  
since 1 Feb 2023

CFO of MAXIMA GRUPĖ, UAB



**Povilas Šulys**

Board Member  
since 1 Dec 2025

CEO of RADAS, UAB



**Agnė Voverė**

Board Member  
since 24 Nov 2022

CEO of MAXIMA International  
Sourcing, UAB



**Karolina Zygmantaitė**

Board Member  
since 3 Mar 2022

CEO of MAXIMA LATVIJA SIA

At the end of the reporting period, the Management Board comprised individuals of both genders. The average for 2025 was 59% women and 41% men; the average for 2024 was 57% women and 43% men.

The competence of the Management Board is the same as prescribed by the Law on Companies of the Republic of Lithuania, except that the Management Board adopts decisions to issue bonds, i.e. the Management Board has the competence to adopt material management decisions, to approve certain transactions, to assess financial statements, to approve the business strategy, to oversee the implementation of the business strategy and to execute other functions prescribed by legal acts.

The Management Board also performs additional roles related to business conduct, as follows:

oversight of material risks related to the Group companies' business;

oversight of ethics and compliance, including approval of the Supplier Code of Conduct, the Anti-Corruption Policy and related policies;

oversight of sustainability, including commitment to and monitoring of achievement of agreed sustainability goals and evaluation of the consolidated sustainability statement;

monitoring of material internal investigations, i.e. the Management Board is informed of the results of material internal investigations related to breaches of business conduct, fraud or unethical practices.

Collectively, the Management Board possesses substantial expertise in matters of business conduct. This combined experience primarily encompasses corporate governance best practices, risk management and internal controls expertise, and sector-specific expertise related to competition law compliance and marketing practices regulatory compliance. This expertise has been accumulated through extensive practical experience managing various retail companies and participation in internal training within the Group's companies.



Management Board meetings are held weekly. Additional ad hoc meetings are held if necessary. During the reporting period, the Management Board addressed the following key areas and adopted the following principal decisions:

- approved the Consolidated Management Report for 2024 and submitted it to the General Meeting of Shareholders;
- evaluated the consolidated annual financial statements for 2024, draft of the allocation of profit (loss) and provided comments to the General Meeting of Shareholders;
- evaluated the execution of the business strategy and submitted it to the General Meeting of Shareholders;
- periodically evaluated financial results and the development of activities;
- approved the Sustainability Policy and the list of material topics as a result of a double materiality assessment;
- approved the premature redemption of EUR 240,000,000 bonds issued on 12 July 2022;
- resolved to revoke Manfredas Dargužis as the Company's CEO and to appoint Jolanta Bivainytė as the new CEO and elect her as the new Chair of the Management Board of the Company;
- approved the sale of all shares of MAXIMA Bulgaria and EMPERIA HOLDING to the related party, PARETAS;
- approved the updated structure of units of the Company and the list of employee positions;
- evaluated the Company's interim financial statements for the 9-month period ending 30 September 2025 and provided comments to the General Meeting of Shareholders on a draft of the decision on profit distribution.

There is no approved Company procedure for evaluating the performance of the Management Board.

## Positions of the Members of the Management Board

### Incorporation by reference of data point GOV-1 21 (c)

Management Board member	Position	Legal entity code
<b>Jolanta Bivainytė</b>	CEO at MAXIMA GRUPĖ, UAB (main workplace)	301066547
	Chairwoman of the Management Board at MAXIMA LT, UAB	123033512
	Member of the Management Board at RADAS, UAB	303053737
	Chairwoman of the Management Board at Stichting Novitus	60599499
	Chairwoman of the Management Board at Stichting Trivalis	58595988
	<b>Experience</b> Diverse management positions at "Vilnius prekyba" Group companies and related companies, mostly in the retail sector	
<b>Education</b> Finance, Vilnius University		
<b>Agnė Voverė</b>	CEO at MAXIMA International Sourcing, UAB (main workplace)	305005100
	<b>Experience</b> Managerial positions at various "Vilnius prekyba" Group companies, mostly related to the retail sector	
	<b>Education</b> Strategic Management, Marketing Strategy and Management, Leadership, ISM University of Management and Economics Classics and Classical Languages, Literatures, and Linguistics, Vilnius University	
<b>Kristupas Buzys</b>	CEO and Board member of the Management Board at MAXIMA LT, UAB (main workplace)	123033512
	<b>Experience</b> Diverse experience in sales, marketing and project management at MAXIMA LT, UAB and its related companies	
	<b>Education</b> Business Management and Analytics, ISM University of Management and Economics	
<b>Karolina Zygmantaitė</b>	CEO (sole member of the Management Board) at MAXIMA Latvija SIA (main workplace)	40003520643
	<b>Experience</b> Financial, administrative and management experience at diverse companies, including audit firm	
	<b>Education</b> Accounting, Audit, Business/Management, Vilnius University	
<b>Lauryna Šaltinė</b>	CFO at MAXIMA GRUPĖ, UAB (main workplace)	301066547
	<b>Experience</b> Experience in corporate finance at advisory firms, public sector consultancies and various finance positions at MAXIMA LT, UAB	
<b>Education</b> Economics and Business, Stockholm School of Economics in Riga		
<b>Diana Gegelytė</b>	CEO (sole member of the Management Board) at Maxima Eesti OÜ (main workplace)	10765896
	<b>Experience</b> Experience in security, retail, food production, supply chain and logistics operations management, as well as sales and marketing management.	
<b>Education</b> Public Administration, Mykolas Romeris University		
<b>Povilas Šulys</b>	CEO and the Chairman of the Management Board at UAB "Barbora" (main workplace)	302908069
	CEO at RADAS, UAB	303053737
	<b>Experience</b> Experience in finance and management within manufacturing, logistics and retail sector companies.	
<b>Education</b> Economics, International Marketing and Management, ISM University of Management and Economics.		
<b>Tomas Bazys</b>	CEO at FRANMAX, UAB (main workplace)	302670810
	Chairman at Association "Dargužių gatvės bendruomenė"	305397605
	<b>Experience</b> Experience in IT systems development, IT operations management and IT leadership within the banking and retail sectors	
	<b>Education</b> Programming, Internet Technologies and Database Design, Vilnius Business College	

## Chief Executive Officer (General Manager)

The Chief Executive Officer (CEO) of the Company is appointed by the Management Board.

The current CEO, Jolanta Bivainytė, was elected as of 13 October 2025.

The competence of the CEO does not differ from the competence of the head of the Company established by the Law on Companies, i.e. the CEO organises the implementation of the business strategy, other decisions of the Company's corporate bodies, represents the Company in its relationships with third parties, etc.



## Information on Remuneration for Members of Management and Supervisory Bodies

The Company has neither an approved remuneration policy nor principles governing the variable remuneration component of compensation for members of the management bodies. Legal acts do not impose such an obligation on the Company.

No agreements have been entered into with Board members regarding their activities within the Company, and no remuneration for Board services was paid during the reporting period, except for one Board member. As of the end of the reporting period, two out of the eight Board members were employees of the Company, holding executive management positions and receiving remuneration under employment contracts with the Company. The remaining Board members were CEOs of subsidiaries of the Company, receiving remuneration under contracts with their respective subsidiary companies.

Independent members of the Company's Audit Committee receive remuneration approved by the General Meeting of Shareholders. No remuneration is paid to Audit Committee members delegated by the sole shareholder. The Company has entered into agreements with all members of the Audit Committee regarding their activities as members of the Audit Committee.

During the reporting period, no remuneration in the form of Company shares was granted to members of the management or supervisory bodies, no stock option agreements were entered into with them, and there was no possibility to recover the variable part of the remuneration established or exercised.

Information regarding the remuneration of members of the management and supervisory bodies is provided in the tables below.

Remuneration for the Company's CEO, Board members, and Audit Committee members for the full calendar year, unless otherwise specified (in EUR thousand, gross/before taxes).

Position	Reporting period	Fixed remuneration component <sup>3</sup>	Variable remuneration component <sup>4</sup>	Other payments <sup>5</sup>	Other benefits <sup>6</sup>	Total remuneration received from the Group	Of which remuneration was received from the Company's subsidiaries	Ratio of fixed to variable and other remuneration, %
CEO, Chairman of the Board	2025	253.8	446.2	7.4	3.8	711.3	111.7	55.5%
	2024	197.9	260.9	9.0	3.2	470.9	85.0	72.5%
Board Member 1	2025	308.5	511.8	0.0	1.1	821.5	821.5	60.1%
	2024	287.5	330.6	-	0.5	618.6	618.6	86.8%
Board Member 2	2025	201.2	270.0	12.6	39.5	523.3	523.3	62.5%
	2024	183.9	194.6	13.0	34.5	426.0	426.0	75.9%
Board Member 3, until 30 November 2025	2025	383.2	-	-	145.8	529.0	473.0	262.8%
	2024	407.7	-	-	148.1	555.8	494.7	275.2%
Board Member 4, until 30 November 2025	2025	152.9	459.1	-	14.7	626.8	626.8	32.3%
	2024	140.9	200.0	-	14.7	355.6	355.6	65.6%
Board Member 5	2025	137.5	24.8	14.6	3.2	180.1	-	322.9%
	2024	134.3	12.4	11.6	2.7	161.0	-	503.0%
Board Member 6	2025	192.0	68.2	14.0	3.9	278.1	278.1	222.9%
	2024	183.5	49.6	11.1	3.9	248.1	248.1	284.1%
Board Member 7, from 1 December 2025	2025	14.1	112.8	-	1.4	128.3	128.3	12.3%
Board Member 8, from 1 December 2025	2025	18.3	65.6	-	0.4	84.3	84.3	27.8%
Board Member 9, from 1 December 2025	2025	16.5	-	-	0.3	16.9	16.9	4,727.3%
Chair of the Audit Committee, independent member	2025	6.4	-	-	-	6.4	-	-
	2024	11.0	-	-	-	11.0	-	-
Independent member of the Audit Committee	2025	3.8	-	-	-	3.8	-	-
	2024	5.1	-	-	-	5.1	-	-

- 3 Fixed remuneration component – the monthly salary stipulated in the employment or services contract or, in the case of Audit Committee members, the remuneration calculated at a fixed hourly rate in accordance with the agreement on Audit Committee member activities.
- 4 Variable remuneration component – annual or other periodic bonuses added to the individual's salary, awarded and paid as a motivational incentive. Please note that variable remuneration is not linked to the activities of the Board members; it is determined and granted under individual agreements in accordance with their positions within the Group's subsidiaries.
- 5 Other payments – other payments awarded for additional work or the performance of additional functions, as well as severance pay.
- 6 Other benefits – other potential benefits provided to employees and considered part of remuneration (e.g. use of a company car, employee catering, etc.).

Changes in annual remuneration disclosed in the report and their comparison with Group results and average employee remuneration

Remuneration of members of the management and supervisory bodies, EUR thousand	2021	2022	2023	2024	2025
CEO, Chairman of the Board	276.4	478.8	235.8	470.9	711.3
Board Member 1	408.4	273.6	355.7	618.6	821.5
Board Member 2	247.6	346.7	276.1	426.0	523.3
Board Member 3	491.6	544.6	1,028.3	555.8	529.0*
Board Member 4	177.7	153.5	155.0	355.6	626.8*
Board Member 5	-	-	188.1**	161.0	180.1
Board Member 6	-	-	108.6***	248.1	278.1
Board Member 7	228.6	135.0	170.3****	-	128.3*****
Board Member 8	-	-	-	-	84.3*****
Board Member 9	-	-	-	-	16.9*****
Chair of the Audit Committee, independent member	14.0	8.4	8.1	11.0	6.4
Independent member of the Audit Committee	7.6	4.2	0.5	5.1	3.8
Revenue, EUR thousand <sup>7</sup>	4,484,771	5,153,712	5,844,538	6,097,771	6,348,578
Net profit, EUR thousand	135,381	104,397	184,672	135,739	208,743
Average annual remuneration of Group employees <sup>8</sup> , EUR thousand	12.4	13.5	15.2	17.3	18.7

- \* Until 30 November 2025
- \*\* From 1 February 2023
- \*\*\* From 2 June 2023
- \*\*\*\* Until 31 January 2023
- \*\*\*\*\* From 1 December 2025
- 7 In 2024 and 2025, revenue from both continuing and discontinued operations.
- 8 Average annual gross remuneration of all Group employees working on a full-time basis, including variable remuneration, other payments and other benefits considered part of remuneration.

## Internal Audit

The Company has an internal audit team that reports periodically to the Audit Committee, the Management Board and the CEO. The internal audit provides assurance on the effectiveness of the internal controls system, governance, compliance with corporate policies, efficiency of processes and other risk management activities. It is responsible for the internal audit of the Group companies, providing recommendations for potential improvements, and tracking the implementation of action plans developed following internal audits.

## Control Framework for the Preparation of Consolidated Financial Statements

Group is managed on an integrated basis, with centralised financial reporting and internal controls related to the preparation of consolidated financial statements. MAXIMA GRUPE sets accounting policies and reporting procedures that must be followed by the Group's entities. All subsidiaries report their financial results to the Company on a monthly basis. Reported numbers are analysed by Company employees to identify any accounting or reporting errors.

All Group entities, except for RADAS and its subsidiaries, use SAP ERP software for financial accounting and reporting. The common system ensures consistent accounting and reporting and data comparability. A specialised SAP consolidation module is used to prepare consolidated financial statements.

The Company follows all changes to International Financial Reporting Standards as adopted by the European Union (EU). The Company evaluates the potential impact on consolidated and stand-alone financial statements, prepares plans for implementing new standards and controls their implementation, ensuring that new standards are appropriately implemented across the Group.



# Risk Management

Group, like any global business, faces various risks that could lead to unforeseen circumstances in its Group's companies. To ensure operational continuity, the Group's management endeavours to anticipate and promptly respond to risks, to prevent them from impeding the Group's primary objectives. The management's aim is to cultivate a work culture that prioritises a proactive stance towards risk management, enabling the management team to fulfil the expectations of the Group's stakeholders.

The following summary of the Group's risk management outlines the key risks as of year-end and ongoing measures taken to mitigate them. For each principal risk, Group companies take specific measures to manage the underlying causes and minimise potential consequences.

PRINCIPAL RISK	MITIGATION
<b>Credit risk</b>	
The Group's credit risk comes from trade and other receivables, contract assets, cash and cash equivalents and loans granted. The management considers that the Group's maximum exposure to credit risk is reflected by the carrying amount of financial assets.	<ul style="list-style-type: none"> <li>• Retail sales are settled in cash or by credit cards.</li> <li>• Monitoring the creditworthiness of debtors by using controls that include credit approvals, limits, prepayment requirements and other monitoring procedures.</li> <li>• Exposure is spread over a number of counterparties and customers.</li> <li>• Funds in banks are diversified among numerous banks or their subsidiaries, with investment grade ratings assigned by international credit-ratings agencies.</li> </ul>
<b>Restrictive covenants in long-term debt arrangements</b>	
The agreements governing the Group's long-term debt include certain restrictive covenants. Failure to comply with any of these covenants could constitute an event of default, which could result in the immediate or accelerated repayment of its debt, lead to cross-default under its other debt arrangements or limit or reduce its ability to implement and execute its key strategies, which could in turn have a material adverse effect on its business, results of operations and financial condition.	<ul style="list-style-type: none"> <li>• Continuous monitoring of leverage ratios and other covenants.</li> <li>• Risk management-related ratios and limits are set out in the Treasury and financial risk management policy, which is communicated across the Group and is regularly reviewed by the Management Board and competent employees.</li> </ul>
<b>Funding and liquidity risks</b>	
The Group is exposed to liquidity risk due to different maturity profiles of receivables and payables. The majority of the Group's operating cash is collected from retail customers; therefore, the Group does not have significant trade receivables.	<ul style="list-style-type: none"> <li>• Sufficient levels of available cash and cash equivalents.</li> <li>• Liquidity levels and sources of cash are regularly reviewed, and the Group maintains access to committed credit facilities and debt capital markets.</li> <li>• Arranging funding ahead of demand.</li> <li>• Our Treasury and Financial Risk Management Policy is communicated across the Group and is regularly reviewed by the Management Board and competent employees.</li> </ul>
<b>Foreign currency exchange rates</b>	
The Group acquires some of its goods and services in foreign currencies, principally the US dollar, while its income is mainly denominated in euro. The impact of such currency risk cannot be reliably predicted.	<ul style="list-style-type: none"> <li>• The Group uses derivative financial instruments (forward contracts) to hedge its risks arising from foreign currency fluctuations.</li> </ul>
<b>Interest rates</b>	
The Group's interest rate risk arises from long-term borrowings. The Group is exposed to cash-flow interest rate risk as some of the Group's borrowings are subject to floating interest rates related to Euribor.	<ul style="list-style-type: none"> <li>• Enter into borrowing contracts with fixed interest rates.</li> <li>• Application of derivative financial instruments to hedge the risk arising from interest rate fluctuations.</li> </ul>

PRINCIPAL RISK	MITIGATION
<b>Strategy risk</b>	
There is a risk that the Group may be unable to execute its strategy or that its plans may not deliver the expected benefits or prove ineffective. Several factors could impede the delivery of the Group's key strategic priorities. These risks include the incapacity to prioritise resources to deliver competing change activities and/or not having the correct skills, capabilities and culture in place to implement and integrate the necessary changes within the specified time frames.	<ul style="list-style-type: none"> <li>• The Group's management team is focused on strategy implementation.</li> <li>• Business continuity strategic guidelines and tactical policy.</li> <li>• Business continuity management plans.</li> </ul>
<b>Reputation and brand image risks</b>	
The Group believes that its strong brand is among its most valuable assets and that its brand image and reputation have contributed significantly to its business success. The Group's continued success depends on its ability to maintain, promote and grow its brand image and reputation.	<ul style="list-style-type: none"> <li>• Permanent improvement of internal control systems.</li> <li>• Training employees and developing the corporate culture to ensure unethical behaviour is seen as unacceptable.</li> <li>• Using the expertise of specialist external agencies and our in-house marketing team to maximise the value and image of our brand.</li> <li>• The Group implements initiatives in areas that are known to be material to its business brand reputation.</li> </ul>
<b>Country and geopolitical risks</b>	
Political, economic, social and legal factors could impact the Group's operations, profitability and reputation in its countries of operation. Country risk management involves implementing measures to mitigate identified risks, such as diversifying operations, establishing local partnerships and securing appropriate insurance coverage. Geopolitical tensions have intensified in recent years, in particular following the military invasion of Ukraine by the Russian Federation in February 2022. Although difficult to predict, the mounting geopolitical tensions and the likelihood of further escalation of the conflict could have a major influence on trade policies, production, duty and taxation on a global scale.	<ul style="list-style-type: none"> <li>• The Group is present in various countries with different specific risks.</li> <li>• Knowledge and awareness of the business, economic and legal environment in countries where the Group has a presence.</li> <li>• Monitoring, reviewing and reporting on changes in the political, financial, social or economic situation in countries where the Group has a presence.</li> <li>• Incorporation of the impacts of political and regulatory changes in our strategic planning and policies.</li> <li>• Engagement of leadership, structured action and communication plans to manage this risk area.</li> </ul>
<b>Regulatory risk</b>	
A pattern of increasing regulation, coupled with enforcement measures, is evident across all sectors of the Group's business. This increases the likelihood of non-compliance, introduces additional expenses to comply with these regulations and adds complexity to business processes.	<ul style="list-style-type: none"> <li>• The Group has a presence in various countries with different regulatory frameworks, which enables the diversification of risk.</li> <li>• Knowledge and awareness of regulations in countries where the Group has a presence.</li> <li>• Monitoring, reviewing and reporting on any changes in regulations in countries where the Group has a presence.</li> </ul>
<b>Competitive environment, economic conditions and risk of unforeseen increases in cost structure</b>	
The Group faces stiff competition from numerous regional and global brick-and-mortar and online retailers in a variety of critical aspects such as customers, employees, digital prominence, products and services. The Group competes through multiple means, including pricing, product selection and availability, customer services, locations, store hours, in-store amenities, and shopping convenience and experience. Failure to react adequately to competitive forces or market shifts could have a significant adverse impact on the Group's financial performance.	<ul style="list-style-type: none"> <li>• Research and monitoring of consumer behaviour.</li> <li>• Analysis of economic development.</li> <li>• Price benchmarking of the competition.</li> <li>• Strengthening of own brands.</li> <li>• Developing a more personalised customer relationship.</li> <li>• Continuous improvement of internal control systems.</li> <li>• Managing the product mix and pricing policy.</li> <li>• Multi-format model to meet changing customer needs.</li> <li>• Effective and unified processes.</li> </ul>
<b>Risks related to real-estate development</b>	
The Group may encounter difficulties renewing relevant leases on existing terms (or at all) or may be adversely affected if a lessor exercises their contractual termination rights. Additionally, when the Group seeks to identify premises for purchase, it may be difficult to obtain suitable sites at commercially reasonable prices due to sector-wide competition, thereby increasing land acquisition costs. Any such difficulty may impact the Group's profitability and the results of operations. Furthermore, difficulty acquiring suitable premises, either for purchase or lease, may adversely affect the Group's ability to expand its operations.	<ul style="list-style-type: none"> <li>• Research and monitoring of possibilities to develop real estate in various regions.</li> <li>• Maintaining mergers &amp; acquisitions and property management competences.</li> <li>• Due diligence reviews.</li> <li>• Balanced structure of owned and leased real-estate properties.</li> </ul>

PRINCIPAL RISK	MITIGATION
<p><b>Risks related to information technology performance, data security and data privacy</b></p> <p>Maintaining the security of confidential data related to customers, employees and the Group is crucial. Any major breach in information security could have severe negative consequences for the Group's finances and reputation. The risk landscape has become more challenging as cybercrime continues to increase, with deliberate attacks targeting all markets. This trend increases the risk exposure for broader business disruption and data breaches.</p>	<ul style="list-style-type: none"> <li>• Continuous improvement of internal control systems.</li> <li>• Engaging the best internal IT experts.</li> <li>• Using effective outsourcing practices with service-level agreements and monitoring compliance.</li> <li>• Ensuring sufficient reliability of centralised IT infrastructure.</li> <li>• Cybersecurity insurance.</li> <li>• Policies and procedures to ensure cybersecurity.</li> <li>• Established team and information systems to detect atypical behaviour in the corporate network and report and respond to any security incidents.</li> <li>• Specialised hardware and software for protection against malicious software, spam, external and internal cyberattacks and data leaks.</li> <li>• Training and communication to help prevent data security and privacy-related incidents, including regular induction and refresher courses for the Group's employees.</li> </ul>
<p><b>Crime and security risks</b></p> <p>The Group promotes the security and safety of customers and employees in its stores, warehouses and other facilities. However, due to their high visibility and the presence of large numbers of people, particularly in the Group's large-format stores, the Group's properties may be targets for crime, including thefts, break-ins, robberies and other forms of violence. Any threats, whether genuine or not, can lead to a decline in visitor numbers at the affected properties.</p>	<ul style="list-style-type: none"> <li>• Continuous improvement of internal control systems.</li> <li>• Policies and procedures to ensure safety.</li> <li>• Outsourced security service providers.</li> </ul>
<p><b>Retail operations and supply and inventory management risks</b></p> <p>Efficiently managing inventory and ensuring availability are crucial for the Group's success. Inadequate inventory management or stock shortages could lead to lost sales and harm the Group's competitive position and financial condition.</p>	<ul style="list-style-type: none"> <li>• Optimal level of decentralisation for operational business processes and supply chains.</li> <li>• Logistics strategy for managing and diversifying supply chains within the existing network to avoid the concentration of supply from certain regions or countries.</li> <li>• Efficient management of inventory stocks.</li> <li>• Increased direct centralised global sourcing, as well as reduced shrinkage and efficiency improvements.</li> </ul>
<p><b>Human resources, strikes or other labour disruption</b></p> <p>The Group faces the risk of employee fraud and misconduct, including failure to comply with regulations, inaccurate reporting, theft, and improper use of information or inventory. The Group has policies to deter such conduct, but detecting and preventing it may not always be possible. Such activities could result in fines or sanctions and harm the Group's reputation. Some of the Group's employees are unionised, and any future strikes or work stoppages could hinder cost reduction and efficiency efforts, potentially harming the Group's business and financial condition.</p>	<ul style="list-style-type: none"> <li>• Monitoring the labour market and providing employee benefits in line with the market.</li> <li>• Processes in place for employee onboarding, training and development.</li> <li>• Developing a corporate culture based on open communication and employees' involvement in decision-making.</li> <li>• Trust line for employees.</li> <li>• Corruption prevention policies adopted and regular training on their content.</li> </ul>
<p><b>Unforeseen taxes, tax penalties and sanctions</b></p> <p>The imposition of tax amendments in the markets in which the Group operates, or changes in the interpretation or application of tax regulations by tax authorities, and the possible imposition of penalties and other sanctions due to unpaid tax liabilities, may result in additional amounts payable by the Group. This could have an adverse effect on its business, results of operations and financial condition.</p>	<ul style="list-style-type: none"> <li>• Monitoring of draft laws and timely initiation of internal projects to prepare for any legislative changes.</li> <li>• Open collaboration and long-term cooperation with tax authorities in all countries where the Group operates.</li> <li>• An approach to tax risk that is conservative.</li> <li>• Intra-group transactions within the Group are performed following the arm's length principle.</li> </ul>

PRINCIPAL RISK	MITIGATION
<p><b>Compliance with current legislation</b></p> <p>The Group is subject to the laws of Lithuania and those of other countries and jurisdictions, including Latvia, Estonia and the EU, as well as the regulations of the regulatory agencies of countries in which it operates. These laws and regulations affect many aspects of the Group's business and, in many respects, determine the manner in which the Group conducts its business and the standards applicable to its products and services.</p>	<ul style="list-style-type: none"> <li>• Continuous improvement of internal control systems.</li> <li>• Monitoring of draft laws and timely initiation of internal projects to prepare for any legislative changes.</li> <li>• Legal support, audit of contracts, development and use of contract templates.</li> </ul>
<p><b>Product safety and liability risks</b></p> <p>Failure to manage safety risks for both food and non-food products could lead to injury or loss of life, a breach of regulations and/or reputational damage. If any products sold by the Group are defective, contaminated or adulterated, this may lead to the risk of exposure to product liability claims and adverse publicity. Concerns about the safety of food and non-food products could cause customers to avoid purchasing certain products from the Group or to seek alternative sources of supply, even if the basis of the concerns is beyond the business's control.</p>	<ul style="list-style-type: none"> <li>• Product safety policies.</li> <li>• Control standards for food and non-food products.</li> <li>• Standard operating procedures.</li> <li>• Tracing of product origins and conditions of production.</li> <li>• Third-party certification.</li> <li>• Laboratory testing of product samples.</li> <li>• Complying with approved rules for product transportation, storage and sale.</li> <li>• Complying with sanitation rules.</li> <li>• Providing training for employees, including in quality assurance.</li> </ul>
<p><b>Environment and sustainability risks</b></p> <p>The Group faces risks relating to reducing the environmental impact of its business, in particular with regards to reducing packaging and implementing new methods of reducing waste and energy usage across stores, warehouses and offices. As a large retailer of food and perishable products, the Group may be required to comply with strict environmental, health and safety laws or enforcement policies or become involved in claims and lawsuits relating to health and safety matters.</p>	<ul style="list-style-type: none"> <li>• Reducing packaging.</li> <li>• Implementing new methods to increase energy efficiency across stores and warehouses.</li> <li>• Implementing methods to reduce waste throughout the entire value chain.</li> <li>• Setting targets for energy efficiency and water, plastic and waste management.</li> <li>• Established metrics with appropriate management oversight and governance mechanisms to enable the Group's management to monitor progress.</li> </ul>
<p><b>Occupational health and safety risks</b></p> <p>Occupational health and safety risks may lead to workplace accidents that impact the Group's business operations. The Group employs personnel in some locations with inherently dangerous working environments (including warehouses and distribution facilities), where the use of machinery and the presence of heavy loads pose a risk of accidents or injuries. In addition, safety hazards may arise for employees, contractors and the public on the Group's premises.</p>	<ul style="list-style-type: none"> <li>• Safe and comfortable working environment.</li> <li>• Compliance with employees' working hours and holiday schedules.</li> <li>• Regular medical examinations and health screening for employees.</li> <li>• Regular training of employees.</li> </ul>

## Information on Compliance with the Corporate Governance Code

As of the end of the reporting period, the Company's securities were not listed on Nasdaq Vilnius. However, the Company voluntarily discloses its compliance with the Corporate Governance Code for the Companies Listed on Nasdaq Vilnius (the "Code"), including its specific provisions and recommendations.

In cases of non-compliance with the provisions or recommendations of this Code, the Company specifies the non-compliance and the reasons for it. In addition, other explanatory information is provided.

The Company's governance bodies are:

the General Meeting of Shareholders;

the Audit Committee;

the Management Board;

the Chief Executive Officer (General Manager).

Detailed information about the Company's governance, including the activities of the Management Board and the Audit Committee, the composition of the Management Board, internal control and risk management systems and other essential matters related to the Company's governance, is provided above at the beginning of this chapter.



Structured table for the compliance of the Code

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
<b>Principle 1: General meeting of shareholders, equitable treatment of shareholders and shareholders' rights</b>		
The corporate governance framework should ensure the equitable treatment of all shareholders. The corporate governance framework should protect shareholders' rights.		
1.1. All shareholders should be provided with access to the information and/or documents established in the legal acts on equal terms. All shareholders should be furnished with equal opportunity to participate in the decision-making process where significant corporate matters are discussed.	Not applicable	The Company has the sole shareholder.
1.2. It is recommended that the company's capital should consist only of the shares that grant the same rights to voting, ownership, dividend and other rights to all of their holders.	Yes	All the Company's shares are ordinary registered shares, granting the same rights.
1.3. It is recommended that investors should have access in advance to information concerning the rights attached to the shares of any new issue or those issued earlier, i.e. before they purchase shares.	Not applicable	The Company's shares are not publicly offered.
1.4. Exclusive transactions that are of particular importance to the company, such as the transfer of all or almost all assets of the company, which in principle would mean the transfer of the company, should be subject to the approval of the general meeting of shareholders.	No	The Company's General Meeting of Shareholders has the competence envisaged in the Law on Companies of the Republic of Lithuania. Additional competence referred to in this paragraph is not included in the Articles of Association. As the Company has the sole shareholder, granting such competence to the General Meeting of Shareholders is not relevant.
1.5. Procedures for convening and conducting a general meeting of shareholders should provide shareholders with equal opportunities to participate in the general meeting of shareholders and should not prejudice the rights and interests of shareholders. The chosen venue, date and time of the general meeting of shareholders should not prevent active participation of shareholders at the general meeting. In the notice of the general meeting of shareholders being convened, the company should specify the last day on which the proposed draft decisions should be submitted at the latest.	Not applicable	The Company has the sole shareholder.
1.6. With a view to ensuring the right of shareholders living abroad to access the information, it is recommended, where possible, that documents prepared in advance for the general meeting of shareholders should be announced publicly not only in the Lithuanian language but also in English and/or other foreign languages in advance. It is recommended that the minutes of the general meeting of shareholders, after any decisions are adopted and the signing thereof, should be made publicly available, not only in the Lithuanian language but also in English and/or other foreign languages. It is recommended that this information be published on the company website. Such documents may be published to the extent that their public disclosure is not detrimental to the company or the company's commercial secrets are not revealed.	Not applicable	The Company has the sole shareholder, and there are no shareholders living abroad.
1.7. Shareholders who are entitled to vote should be furnished with the opportunity to vote at the general meeting of shareholders, either in person or in absentia. Shareholders should not be prevented from voting in advance in writing by completing the general voting ballot.	Yes	The sole shareholder may vote in writing.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
1.8. With a view to increasing the shareholders' opportunities to participate effectively at general meetings of shareholders, it is recommended that companies should apply modern technologies on a wider scale and thus provide shareholders with the conditions to participate and vote in general meetings of shareholders via electronic means of communication. In such cases, the security of any transmitted information must be ensured, and it must be possible to identify the participating and voting person.	Not applicable	The Company has the sole shareholder.
1.9. It is recommended that the notice on any draft decisions of the general meeting of shareholders being convened should specify new candidatures of members of the collegial body, their proposed remuneration and the proposed audit company if these issues are included on the agenda of the general meeting of shareholders. If it is proposed to elect a new member of the collegial body, it is recommended that the information about his or her educational background, work experience and other managerial positions held (or proposed) should be provided.	Yes	Every candidate must declare what positions they hold and how their other activities are related to the Company and to other persons associated with the Company, as well as their educational background and work experience.  Information on any proposed audit company is also provided to the shareholder prior to the adoption of the sole shareholder's decision.
1.10. Members of the company's collegial management body, heads of administration and other competent persons related to the company who can provide information related to the agenda of the general meeting of shareholders should take part in the general meeting of shareholders. Candidates proposed to become members of the collegial body should also participate in the general meeting of shareholders in case the election of new members is included on the agenda of the general meeting of shareholders.	Yes	When needed, members of the Company's collegial body, heads of administration and other competent persons related to the Company who can provide information related to the agenda of the General Meeting of Shareholders.
<b>Principle 2: Supervisory Board</b> <b>2.1. Functions and liability of the supervisory board</b> The supervisory board of the company should ensure representation of the interests of the company and its shareholders, accountability of this body to the shareholders and objective monitoring of the company's operations and its management bodies, as well as continuously providing recommendations to the management bodies of the company. The supervisory board should ensure the integrity and transparency of the company's financial accounting and control system.		
2.1.1. Members of the supervisory board should act in good faith, with care and responsibility for the benefit of and in the interests of the company and its shareholders and represent their interests, having regard for the interests of employees and public welfare.	Not applicable	There is no Supervisory Board within the Company.
2.1.2. Where decisions of the supervisory board may have a different effect on the interests of the company's shareholders, the supervisory board should treat all shareholders impartially and fairly. It should ensure that shareholders are properly informed about the company's strategy, risk management and control, and resolution of conflicts of interest.	Not applicable	There is no Supervisory Board within the Company.
2.1.3. The supervisory board should be impartial in passing decisions that are significant for the company's operations and strategy. Members of the supervisory board should act and pass decisions without any external influence from the persons who elected them.	Not applicable	There is no Supervisory Board within the Company.
2.1.4. Members of the supervisory board should clearly voice their objections in cases when they believe that a decision of the supervisory board is against the interests of the company. Independent members of the supervisory board should: a) maintain independence of their analysis and decision-making; and b) not seek or accept any unjustified privileges that might compromise their independence.	Not applicable	There is no Supervisory Board within the Company.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
2.1.5. The supervisory board should oversee that the company's tax planning strategies are designed and implemented in accordance with the legal acts in order to avoid faulty practice that is not related to the long-term interests of the company and its shareholders, which may give rise to reputational, legal or other risks.	Not applicable	There is no Supervisory Board within the Company.
2.1.6. The company should ensure that the supervisory board is provided with sufficient resources (including financial ones) to discharge its duties, including the right to obtain all of the necessary information or to seek independent professional advice from external legal, accounting or other experts on matters pertaining to the competence of the supervisory board and its committees.	Not applicable	There is no Supervisory Board within the Company.
<b>2.2. Formation of the supervisory board</b> The procedure for forming a supervisory board should ensure proper resolution of any conflicts of interest and effective, fair corporate governance.		
2.2.1. The members of the supervisory board elected by the general meeting of shareholders should collectively ensure a diversity of qualifications, professional experience and competences and seek gender equality. With a view to maintaining an appropriate balance of qualifications of the members of the supervisory board, it should be ensured that members of the supervisory board, as a whole, should have diverse knowledge, opinions and experience to duly perform their tasks.	Not applicable	There is no Supervisory Board within the Company.
2.2.2. Members of the supervisory board should be appointed for a specific term, subject to individual re-election for a new term in office in order to ensure the development of relevant professional experience.	Not applicable	There is no Supervisory Board within the Company.
2.2.3. The chair of the supervisory board should be an individual whose current or past positions constitute no obstacle to carry out their activities impartially. A former manager or member of the company's management board should not be immediately appointed as chair of the supervisory board either. If a company decides to depart from these recommendations, it should provide information on the measures it has taken to ensure the impartiality of the supervision.	Not applicable	There is no Supervisory Board within the Company.
2.2.4. Each member should devote sufficient time and attention to perform her or his duties as a member of the supervisory board. Each member of the supervisory board should undertake to limit her or his other professional obligations (particularly with regards to management positions in other companies) so that they do not interfere with the proper performance of the duties of a member of the supervisory board. Should a member of the supervisory board attend fewer than half of the meetings of the supervisory board throughout the company's financial year, the shareholders of the company should be notified thereof.	Not applicable	There is no Supervisory Board within the Company.
2.2.5. When it is proposed to appoint a member of the supervisory board, it should be announced which members of the supervisory board are deemed to be independent. The supervisory board may decide that, despite the fact that a particular member meets all the criteria of independence, he or she cannot be considered independent due to special personal or company-related circumstances.	Not applicable	There is no Supervisory Board within the Company.
2.2.6. The amount of remuneration to members of the supervisory board for their activity and participation in meetings of the supervisory board should be approved by the general meeting of shareholders.	Not applicable	There is no Supervisory Board within the Company.
2.2.7. Every year, the supervisory board should carry out an assessment of its activities. This should include an evaluation of the structure of the supervisory board, its work organisation and its ability to act as a group; an evaluation of the competence and work efficiency of each member of the supervisory board; and an evaluation of whether the supervisory board has achieved its objectives. At least once a year, the supervisory board should make public relevant information about its internal structure and working procedures.	Not applicable	There is no Supervisory Board within the Company.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
<b>Principle 3: Management Board</b>		
<b>3.1. Functions and liability of the management board</b>		
The management board should ensure the implementation of the company's strategy and good corporate governance with due regard to the interests of its shareholders, employees and other interest groups.		
3.1.1. The management board should ensure the implementation of the company's strategy, approved by the supervisory board if the latter has been formed at the company. In such cases where a supervisory board is not formed, the management board is also responsible for the approval of the company's strategy.	Yes	The implementation of the Company's strategy is ensured by the Company's Management Board and CEO.
3.1.2. As a collegial management body of the company, the management board performs the functions assigned to it by the Law and in the articles of association of the company, and in such cases where the supervisory board is not formed in the company, it performs <i>inter alia</i> the supervisory functions established in the Law. By performing the functions assigned to it, the management board should take into account the needs of the company's shareholders, employees and other interest groups by respectively striving to achieve sustainable business development.	Yes	The Management Board performs the functions assigned to it by the Law on Companies of the Republic of Lithuania and by the Company's Articles of Association. The Management Board takes into account the needs of the Company's shareholder, employees and other interest groups, striving to achieve sustainable business development.
3.1.3. The management board should ensure compliance with the laws and the internal policy of the company applicable to the company or group of companies to which this company belongs. It should also establish the relevant risk management and control measures aimed at ensuring managers' regular and direct liability.	Yes	The Management Board ensures compliance with applicable laws and the Group's internal policy. It also establishes risk management and control measures to ensure the regular and direct accountability of the CEO.
3.1.4. Moreover, the management board should ensure that the measures included in the OECD Good Practice Guidance on Internal Controls, Ethics and Compliance are applied at the company in order to ensure adherence to the applicable laws, rules and standards.	Yes	The Company has various instruments in place to ensure a high level of internal controls, ethics and compliance management measures, such as: <ul style="list-style-type: none"> <li>• internal audit is accountable to the Audit Committee;</li> <li>• the majority of the Audit Committee comprises independent members;</li> <li>• the Company has implemented the Code of Ethics and a Supplier Code of Conduct;</li> <li>• the Company has implemented the Corruption Prevention Policy.</li> </ul>
3.1.5. When appointing the manager of the company, the management board should take into account the appropriate balance between the candidate's qualifications, experience and competence.	Yes	The Management Board adopts the decision to appoint the CEO after proper examination of the candidates' qualifications, experience and competence.
<b>3.2. Formation of the management board</b>		
3.2.1. The members of the management board elected by the supervisory board or, if the supervisory board is not formed, by the general meeting of shareholders, should collectively ensure the required diversity of qualifications, professional experience and competences and seek gender equality. With a view to maintaining a proper balance in terms of the current qualifications possessed by the members of the management board, it should be ensured that the members of the management board have, as a whole, diverse knowledge, opinions and experience to duly perform their tasks.	Yes	Collectively, the members of the Management Board have broad experience, qualifications, knowledge and competences. The representation of both genders on the Management Board is ensured to the extent possible. More detailed information about the experience and qualifications of the members of the Management Board is provided in the Company's Consolidated Management Report.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
3.2.2. Names and surnames of the candidates to become members of the management board, information on their educational background, qualifications, professional experience, current positions, other important professional obligations and any potential conflicts of interest should be disclosed without violating the requirements of the legal acts regulating the handling of personal data at the meeting of the supervisory board in which the management board or individual members of the management board are elected. In the event that a supervisory board is not formed, the information specified in this paragraph should be submitted to the general meeting of shareholders. The management board should, on a yearly basis, collect the data on its members referred to in this paragraph and disclose it in the company's annual report.	Yes	Information about candidates for the Management Board is provided in advance to the sole shareholder of the Company. Information about the members of the Management Board is provided in the Company's Consolidated Management Report.
3.2.3. All new members of the management board should be familiarised with their duties and the structure and operations of the company.	Yes	New members of the Management Board are acquainted with the most important information about the Company, including their duties and the Company's structure and operations.
3.2.4. Members of the management board should be appointed for a specific term, subject to individual re-election for a new term in office, to ensure the necessary development of professional experience and sufficiently frequent reconfirmation of their status.	Yes	Members of the Management Board are elected for a 4-year term and are eligible for re-election. New members of the Management Board appointed during a term of the Management Board are appointed for the remaining term of the Management Board.
3.2.5. Chair of the management board should be a person whose current or past positions constitute no obstacle to carry out impartial activity. Where the supervisory board is not formed, the former manager of the company should not be immediately appointed as chair of the management board. When a company decides to depart from these recommendations, it should furnish information on the measures it has taken to ensure the impartiality of supervision.	Yes	The current and past positions held by the Chair of the Management Board do not constitute an obstacle for her to act impartially. Information about other positions held by the Chair of the Management Board is included in the Company's Consolidated Management Report.
3.2.6. Each member should devote sufficient time and attention to perform her or his duties as a member of the management board. Should a member of the management board attend fewer than half of the meetings of the management board throughout the financial year of the company, the supervisory board of the company or, if a supervisory board is not formed at the company, the general meeting of shareholders should be notified thereof.	Yes	Every member of the Management Board devotes sufficient time to the performance of their duties.
3.2.7. In the event that the management board is elected in the cases established by the Law where a supervisory board is not formed at the company, and some of its members are independent, it should be announced which members of the management board are deemed to be independent. The management board may decide that, despite the fact that a particular member meets all the criteria of independence established by the Law, he or she cannot be considered independent due to special personal or company-related circumstances.	Not applicable	Members of the Company's Management Board are not subject to the requirements of independence.
3.2.8. The general meeting of shareholders of the company should approve the amount of remuneration to the members of the management board for their activity and participation in the meetings of the management board.	Yes	The General Meeting of Shareholders of the Company has the competence to approve the amount of remuneration to the members of the Management Board for their activity and participation in the meetings of the Management Board.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
3.2.9. The members of the management board should act in good faith, with care and responsibility for the benefit and the interests of the company and its shareholders with due regard to other stakeholders. When adopting decisions, they should not act in their personal interest; they should be subject to no-compete agreements and they should not use business information or opportunities related to the company's operations in violation of the company's interests.	Yes	To the best of the Company's knowledge, all of the members of the Management Board act in good faith, with care and responsibility for the benefit of the Company and its shareholder, and represent their interests with due regard to other stakeholders. The members of the Management Board are subject to confidentiality obligations.
3.2.10. Every year the management board should carry out an assessment of its activities. It should include an evaluation of the structure of the management board, its work organisation and ability to act as a group; an evaluation of the competence and work efficiency of each member of the management board; and an evaluation of whether the management board has achieved its objectives. The management board should, at least once a year, make public respective information about its internal structure and working procedures in observance of the legal acts regulating the processing of personal data.	No	There is no formal practice for the Management Board to assess its own activities.
<b>Principle 4: Rules of procedure of the supervisory board and the management board of the company</b> The rules of procedure of the supervisory board, if it is formed at the company, and of the management board should ensure efficient operation and decision-making of these bodies and promote active cooperation between the company's management bodies.		
4.1. The management board and the supervisory board, if the latter is formed at the company, should act in close cooperation in order to attain benefit for the company and its shareholders. Good corporate governance requires an open discussion between the management board and the supervisory board. The management board should regularly and, where necessary, immediately inform the supervisory board about any matters significant to the company that are related to planning, business development, risk management and control, and compliance with the obligations of the company. The management board should inform the supervisory board about any derogations in its business development from the previously formulated plans and objectives and specify the reasons for this.	Not applicable	There is no Supervisory Board within the Company.
4.2. It is recommended that meetings of the company's collegial bodies should be held at regular intervals, according to a pre-approved schedule. Each company is free to decide how often meetings of the collegial bodies should be convened, but it is recommended that these meetings should be convened at such intervals that uninterrupted resolution of essential corporate governance issues would be ensured. Meetings of the company's collegial bodies should be convened at least once per quarter.	Yes	Meetings of the Management Board are held regularly and at intervals that ensure the uninterrupted resolution of essential matters.
4.3. Members of a collegial body should be notified of a meeting being convened in advance so that they would have sufficient time for proper preparation for the issues to be considered at the meeting, so that a fruitful discussion can be held and appropriate decisions can be adopted. Along with the notice of a meeting being convened, all materials relevant to the issues on the agenda of the meeting should be submitted to the members of the collegial body. The agenda of a meeting should not be changed or supplemented during the meeting, unless all members of the collegial body present at the meeting agree with such changes or supplements to the agenda or there are certain issues that are important to the company and require immediate resolution.	Yes	Members of the Company's collegial bodies are informed in advance of any meetings convened and have sufficient time to become familiar with the relevant materials.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
4.4. In order to coordinate the activities of the company's collegial bodies and ensure effective decision-making processes, the chairs of the company's collegial supervision and management bodies should mutually agree on the dates and agendas of the meetings and closely cooperate in resolving other matters related to corporate governance. Meetings of the company's supervisory board should be open to members of the management board, particularly in such cases where issues concerning the removal of management board members, their responsibility or their remuneration are discussed.	Not applicable	There is no Supervisory Board within the Company.
<b>Principle 5: Nomination, remuneration and audit committees</b> <b>5.1. Purpose and formation of committees</b> The committees formed at the company should increase the work efficiency of the supervisory board or, where the supervisory board is not formed, of the management board, which performs the supervisory functions by ensuring that decisions are based on due consideration and helps organise its work in such a way that the decisions it takes would be free of material conflicts of interest. Committees should exercise independent judgement and integrity when performing their functions and provide the collegial body with recommendations concerning the decisions of the collegial body. However, the final decision should be adopted by the collegial body.		
5.1.1. Taking due account of the company-related circumstances and the chosen corporate governance structure, the supervisory board of the company or, in cases where a supervisory board is not formed, the management board that performs the supervisory functions, establishes committees. It is recommended that the collegial body should form the nomination, remuneration and audit committees.	Yes/No	The Company has formed an Audit Committee. Nomination and remuneration committees are not formed as the Management Board or the sole shareholder itself performs these functions as necessary, and it was decided not to form such committees.
5.1.2. Companies may decide to set up less than three committees. In such cases, companies should explain in detail why they have chosen the alternative approach and how the chosen approach corresponds with the objectives set for the three different committees.	No	Given the small number of managerial positions in the Company, it was decided not to form three separate committees; these functions are performed by the sole shareholder, as necessary, in accordance with their respective competences, as prescribed by law.
5.1.3. In cases established by the legal acts, the functions assigned to the committees formed at companies may be performed by the collegial body itself. In such cases, the provisions of this Code pertaining to the committees (particularly those related to their role, operation and transparency) should apply, where relevant, to the collegial body as a whole.	Yes	When necessary, the Company's Management Board, or the sole shareholder, performs the functions that would be assigned to nomination and remuneration committees.
5.1.4. Committees established by the collegial body should normally be composed of at least three members. Subject to the requirements of the legal acts, committees may also comprise just two members. Members of each committee should be selected on the basis of their competences and by giving priority to independent members of the collegial body. The chair of the management board should not serve as the chair of committees.	Yes	The Audit Committee is composed of three members, two of whom are independent. These members were selected based on their competences.
5.1.5. The authority of each committee formed should be determined by the collegial body itself. Committees should perform their duties according to the authority delegated to them and regularly inform the collegial body of their activities and performance. The authority of each committee, defining its role and specifying its rights and duties, should be made public at least once a year (as part of the information disclosed by the company about its governance structure and practice on an annual basis). In compliance with the legal acts regulating the processing of personal data, companies should also include in their annual reports statements from existing committees about their composition, the number of meetings and attendance over the year, as well as the main directions of their activities and performance.	Yes	The Audit Committee's regulations have been approved by the sole shareholder in accordance with the Bank of Lithuania's applicable regulations. However, the Audit Committee approves its own annual plan, which outlines the main directions of its activities. The Audit Committee submits its activity reports to the sole shareholder. Information about the composition, activities and functions of the Audit Committee is published in the Company's Consolidated Management Report.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
5.1.6. With a view to ensure the independence and impartiality of the committees, the members of the collegial body who are not members of the committees should normally have a right to participate in a committee's meeting only if invited by the committee. A committee may invite or request that certain employees of the company or experts participate in a meeting. Each committee chair should have the ability to maintain direct communication with the shareholders. Cases in which such practice is to be applied should be specified in the rules regulating the activities of the committee.	Yes	The Audit Committee may invite selected persons to its meetings. The Chair of the Audit Committee can communicate directly with the sole shareholder, if necessary.
<b>5.2. Nomination committee</b>		
5.2.1. The key functions of the nomination committee should be as follows: 1) to select candidates to fill vacancies in the membership of supervisory and management bodies and the administration and recommend that the collegial body approve them. The nomination committee should evaluate the balance of skills, knowledge and experience in the management body, prepare a description of the functions and capabilities required to assume a particular position and assess the time commitment expected; 2) to assess, on a regular basis, the structure, size and composition of the supervisory and management bodies as well as the skills, knowledge and activity of their members, and provide the collegial body with recommendations on how any required changes should be achieved; 3) to devote the attention necessary to ensure succession planning.	Not applicable	This committee is not formed in the Company. These functions are performed by the sole shareholder of the Company, where applicable.
5.2.2. When dealing with issues related to members of the collegial body who have employment relationships with the company or the heads of the administration, the manager of the company should be consulted and granted the right to submit proposals to the Nomination Committee.	Not applicable	This committee is not formed in the Company. These functions are performed by the sole shareholder of the Company when necessary.
<b>5.3. Remuneration committee</b>		
5.3.1. The main functions of the remuneration committee should be as follows: 1) to submit to the collegial body for approval proposals on the remuneration policy applied to members of the supervisory and management bodies and the heads of the administration. Such a policy should include all forms of remuneration, including fixed-rate remuneration, performance-based remuneration, financial incentive schemes, pension arrangements and termination payments, as well as conditions that would allow the company to recover the amounts or suspend the payments by specifying the circumstances under which it would be expedient to do so; 2) to submit to the collegial body proposals regarding individual remuneration for members of the collegial bodies and the heads of the administration to ensure that they are consistent with the company's remuneration policy and the evaluation of the performance of the persons concerned; 3) to review, on a regular basis, the remuneration policy and its implementation.	Not applicable	This committee is not formed in the Company. These functions are performed by the sole shareholder of the Company when necessary.
<b>5.4. Audit committee</b>		
5.4.1. The key functions of the audit committee are defined in the legal acts regulating the activities of the audit committee.	Yes	The Audit Committee performs the functions that the Company's legal acts prescribe for it.
5.4.2. All members of the committee should be provided with detailed information about specific issues regarding the company's accounting system, finances and operations. The heads of the company's administration should inform the audit committee about the methods of accounting for significant and unusual transactions where the accounting may be subject to different approaches.	Yes	The representatives of the Company's administration regularly attend the Audit Committee's meetings and provide detailed information regarding any relevant issues.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
5.4.3. The audit committee should decide whether the participation of the chair of the management board, the manager of the company, the chief finance officer (or senior employees responsible for finance and accounting), and internal and external auditors in its meetings is required (and, if required, when). The committee should be entitled, when needed, to meet the relevant persons without members of the management bodies present.	Yes	As needed, the Audit Committee can and does invite any representative of the Company and external auditors to its meetings.
5.4.4. The audit committee should be informed about the internal auditor's work programme and should be furnished with internal audit reports or periodic summaries. The audit committee should also be informed about the work programme of external auditors and should receive from the audit firm a report describing all relationships between the independent audit firm and the company and its group.	Yes	The Audit Committee meets with the internal auditors and receives information about internal audit results, recommendations and their implementation, as well as approving the work plan for the internal audit. The Audit Committee also regularly holds meetings with external auditors and receives information about audit status and results, and about any relationships between the Company, the Group and the external auditor.
5.4.5. The audit committee should examine whether the company complies with the applicable provisions regulating the possibility of lodging a complaint or reporting anonymously any suspicions of potential violations committed at the company and should also ensure that there is a procedure in place for proportionate and independent investigation of such issues and appropriate follow-up actions.	Yes	The Audit Committee is informed of any complaints and anonymous reports regarding suspected violations received via the whistleblowing channel, including the progress of any investigations and the final results.
5.4.6. The audit committee should submit to the supervisory board or, where the supervisory board is not formed, to the management board its activity report at least once every six months, at the time that annual and half-yearly reports are approved.	Yes	The Company's Audit Committee submits its activity report to the sole shareholder at least once a year, at the time when annual financial statements are approved, and at other times at the request of the sole shareholder or whenever the Audit Committee deems necessary.
<b>Principle 6: Prevention and disclosure of conflicts of interest</b> The corporate governance framework should encourage members of the company's supervisory and management bodies to avoid conflicts of interest and ensure a transparent and effective mechanism of disclosure of conflicts of interest related to members of the supervisory and management bodies.		
Any member of the company's supervisory and management body should avoid a situation where his/her personal interests are or may be in conflict with the company's interests. If such a situation did occur, a member of the company's supervisory or management body should, within a reasonable period of time, notify other members of the same body or the body of the company which elected him/her or the company's shareholders of the conflict of interest, indicate the nature of the interests and, where possible, their value.	Yes	The members of the Company's Audit Committee, the Management Board and the CEO have a duty to avoid conflicts of interest situations. If such a situation occurs, the individual involved must notify other members of the same body or the body of the Company that elected him/her or the Company's sole shareholder of the conflict of interest, indicate the nature of the interests and, where possible, their value.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
<b>Principle 7: Remuneration policy of the company</b>		
The remuneration policy and the procedure for review and disclosure of such policy established at the company should prevent potential conflicts of interest and abuse in determining the remuneration of members of the collegial bodies and heads of the administration, in addition it should ensure the publicity and transparency of the company's remuneration policy and its long-term strategy.		
7.1. The company should approve and post its remuneration policy on the company's website; such policy should be reviewed on a regular basis and be consistent with the company's long-term strategy.	No	The Company does not have an approved remuneration policy for determining the remuneration of members of the governance bodies. However, the Company has approved a Remuneration Policy applicable to all its employees.
7.2. The remuneration policy should include all forms of remuneration, including fixed-rate remuneration, performance-based remuneration, financial incentive schemes, pension arrangements and termination payments, as well as the conditions specifying the cases where the company can recover the disbursed amounts or suspend the payments.	No	The Company does not have an approved remuneration policy for determining the remuneration of members of the governance bodies. The Remuneration Policy for employees defines the regulation of different forms of remuneration.
7.3. With a view to avoid potential conflicts of interest, the remuneration policy should provide that the members of collegial bodies that perform supervisory functions should not receive remuneration based on the company's performance.	No	The Company does not have an approved remuneration policy for determining the remuneration of members of the governance bodies.
7.4. The remuneration policy should provide sufficient information on the policy regarding termination payments. Termination payments should not exceed a fixed amount or a fixed number of annual wages and, in general, should not be higher than the non-variable component of remuneration for two years or the equivalent thereof. Termination payments should not be paid if a contract is terminated due to inadequate performance.	No	The Company does not have an approved remuneration policy for determining the remuneration of members of the governance bodies.
7.5. In the event that a financial incentive scheme is applied at the company, the remuneration policy should contain sufficient information about the retention of shares after the award thereof. Where remuneration is based on the award of shares, shares should not be vested for at least three years after the award thereof. After vesting, members of the collegial bodies and heads of the administration should retain a certain number of shares until the end of their term in office, subject to the need to compensate them for any costs related to the acquisition of shares.	Not applicable	No financial incentive scheme is applied in the Company.
7.6. The company should publish information about the implementation of its remuneration policy on its website, with a key focus on the remuneration policy with respect to the collegial bodies and managers in the next and, where relevant, subsequent financial years. It should also contain a review of how the remuneration policy was implemented during the previous financial year. Any information of this nature should not include any details that have commercial value. Particular attention should be paid to any major changes in the company's remuneration policy compared with the previous financial year.	No	The Company does not have an approved remuneration policy for determining the remuneration of members of the governance bodies.
7.7. It is recommended that the remuneration policy or any major changes to the policy should be included on the agenda of the general meeting of shareholders. The schemes under which members and employees of a collegial body receive remuneration in shares or share options should be approved by the general meeting of shareholders.	No	The Company does not have an approved remuneration policy for determining the remuneration of members of the governance bodies.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
<b>Principle 8: Role of stakeholders in corporate governance</b>		
The corporate governance framework should recognise the rights of stakeholders entrenched in law or mutual agreements and encourage active cooperation between companies and stakeholders in creating the company value, jobs and financial sustainability. In the context of this principle, the concept of "stakeholders" includes investors, employees, creditors, suppliers, clients, the local community and other individuals who have certain interests in the company concerned.		
8.1. The corporate governance framework should ensure that the rights and lawful interests of stakeholders are protected.	Yes	The Company ensures that the rights and lawful interests of stakeholders are protected.
8.2. The corporate governance framework should create conditions for stakeholders to participate in corporate governance in the manner prescribed by law. Examples of participation by stakeholders in corporate governance include the participation of employees or their representatives in the adoption of decisions that are important for the company, consultations with employees or their representatives on corporate governance and other important matters, participation of employees in the company's authorised capital, and involvement of creditors in corporate governance in the case of a company's insolvency.	Yes	Stakeholders participate in the corporate governance of the Company in the manner established by law.
8.3. Where stakeholders participate in the corporate governance process, they should have access to relevant information.	Yes	Stakeholders are provided with relevant information in the manner established by law.
8.4. Stakeholders should be provided with the possibility of reporting confidentially any illegal or unethical practices to the collegial body performing the supervisory function.	Yes	Contact details for the whistleblowing channels are published on the Group companies' websites. Individuals can report illegal or unethical conduct by executives or employees, and information regarding material reports is presented to the Audit Committee.
<b>Principle 9: Disclosure of information</b>		
The corporate governance framework should ensure the timely and accurate disclosure of all material corporate issues, including the financial situation, operations and governance of the company.		
9.1. In accordance with the company's procedures regarding confidential information and commercial secrets and the legal acts regulating the processing of personal data, the information publicly disclosed by the company should include, but not be limited to, the following:		
9.1.1. operating and financial results of the company;	Yes	This information is published in the Company's consolidated financial statements and Consolidated Management Report.
9.1.2. objectives and non-financial information of the company;	Yes	This information is published in the Company's Consolidated Management Report.
9.1.3. persons holding a stake in the company or controlling it directly and/or indirectly and/or together with related persons, as well as the structure of the group of companies and their relationships, by specifying the final beneficiary;	Yes	This information is disclosed within the Consolidated Management Report and is also available on the Company's website.
9.1.4. members of the company's supervisory and management bodies who are deemed independent, the manager of the company, the shares or votes held by them at the company, participation in corporate governance of other companies, their competences and their remuneration;	Yes	This information is disclosed within the Consolidated Management Report and is also available on the Company's website.
9.1.5. reports of the existing committees, including their composition, number of meetings and attendance by members during the past year, as well as the main directions and results of their activities;	Yes	This information is published in the Company's Consolidated Management Report.
9.1.6. potential key risk factors, the company's risk management and supervision policy;	Yes	This information is published in the Company's Consolidated Management Report.

PRINCIPLES/RECOMMENDATIONS	YES/NO/NOT APPLICABLE	COMMENTS
9.1.7. the company's transactions with related parties;	Yes	This information is published in the Company's consolidated financial statements.
9.1.8. main issues related to employees and other stakeholders (for instance, human resource policy, participation of employees in corporate governance, award of the company's shares or share options as incentives, relationships with creditors, suppliers, local community, etc.);	Yes	The relevant information is published in the Company's Consolidated Management Report.
9.1.9. structure and strategy of corporate governance;	Yes	This information is published in the Company's Consolidated Management Report.
9.1.10. initiatives and measures relating to the social responsibility policy and anti-corruption initiatives, and significant current or planned investment projects. This list is deemed to be the minimum and companies are encouraged not to restrict themselves to the disclosure of information included in this list. This principle of the Code does not exempt companies from their obligation to disclose information as provided for in the applicable legal acts.	Yes	This information is disclosed in the Company's Consolidated Management Report.
9.2. When disclosing the information specified in paragraph 9.1.1 of recommendation 9.1, it is recommended that a company that is a parent company in respect of other companies should disclose information about the consolidated results of the whole group of companies.	Yes	This information is disclosed in the Company's Consolidated Management Report.
9.3. When disclosing the information specified in paragraph 9.1.4 of recommendation 9.1, it is recommended that information about the professional experience and qualifications of members of the company's supervisory and management bodies and the manager of the company, as well as potential conflicts of interest that could affect their decisions, should be provided. It is further recommended that the remuneration or other income of members of the company's supervisory and management bodies and the manager of the company should be disclosed, as provided for in greater detail in Principle 7.	Yes	Information about the professional experience, qualifications and potential conflicts of interest, if any, of the members of the Company's supervisory and management bodies and the Chief Executive Officer is disclosed. The remuneration to the members of the Company's supervisory and management bodies is disclosed within the Company's Consolidated Management Report.
9.4. Information should be disclosed in such a manner that no shareholders or investors are discriminated against in terms of the method of receipt and scope of information. Information should be disclosed to all parties concerned at the same time.	Yes	Until the Company's bond redemption the information relevant to investors was disclosed through securities exchanges in Lithuania and Ireland. Also, it is available on the Company's website.
<b>Principle 10: Selection of the company's audit firm</b> The company's audit firm selection mechanism should ensure the independence of the report and opinion of the audit firm.		
10.1. With a view to obtain an objective opinion about the company's financial condition and financial results, the company's annual financial statements and the financial information provided in its annual report should be audited by an independent audit firm.	Yes	The Company's and the Group's annual financial statements and the information provided in the Consolidated Management Report are audited.
10.2. It is recommended that the audit firm would be proposed to the general meeting of shareholders by the supervisory board or, if a supervisory board is not formed at the company, by the management board of the company.	Yes	The Company's auditor is selected through a tender procedure. The Audit Committee supervises the tender procedure. Regarding the opinion of the Audit Committee, the Management Board proposes an audit firm to the sole shareholder.
10.3. In the event that the audit firm has received remuneration from the company for non-audit services provided, the company should disclose this publicly. This information should also be available to the supervisory board or, if a supervisory board is not formed at the company, by the management board of the company when considering which audit firm should be proposed to the general meeting of shareholders.	Yes	The Company discloses information about the amounts it has paid the auditor for non-audit services in its Consolidated Management Report.



# SUSTAINABILITY STATEMENT

Independent Practitioner's Limited Assurance Report On MAXIMA GRUPĖ, UAB Consolidated Sustainability Statement

General Information

Environmental Information

Social Information

Governance Information

Additional Information



# Independent practitioner's limited assurance report on MAXIMA GRUPĖ, UAB's consolidated Sustainability Statement

To the shareholder of MAXIMA GRUPĖ, UAB

## Limited assurance conclusion

We have conducted a limited assurance engagement on the consolidated sustainability statement of MAXIMA GRUPĖ, UAB (the "Company"), included in consolidated Sustainability Statement of the Consolidated Management Report (the "consolidated Sustainability Statement"), as at 31 December 2025 and for the year then ended.

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the consolidated Sustainability Statement is not prepared, in all material respects, in accordance with the Law of the Republic of Lithuania on Reporting by Undertakings and by Groups of Undertakings Articles 21 and 22 and Article 2 Paragraph 7 implementing Article 29(a) of EU Directive 2013/34/EU, including:

- compliance with the European Sustainability Reporting Standards (ESRS), including that the process carried out by the Company to identify the information reported in the consolidated Sustainability Statement (the "Process") is in accordance with the description set out in subsection IRO-1 – Materiality Assessment; and
- compliance of the disclosures in subsection Disclosures Pursuant to Article 8 of Regulation 2020/852 (Taxonomy Regulation) within the Environmental Information section of the consolidated Sustainability Statement with Article 8 of EU Regulation 2020/852 (the "Taxonomy Regulation").

## Basis for conclusion

We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance engagements other than audits or reviews*

*of historical financial information* ("ISAE 3000 (Revised)"), issued by the International Auditing and Assurance Standards Board.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion. Our responsibilities under this standard are further described in the Practitioner's responsibilities section of our report.

## Our independence and quality management

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the Law of the Republic of Lithuania on the Audit of Financial Statements and Other Assurance Services that are relevant to our sustainability assurance services in the Republic of Lithuania.

The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

## Other matter

The comparative information included in the consolidated Sustainability Statement of the Company as at 31 December 2021, 31 December 2022 and 31 December 2023 and for the years then ended was not subject to an assurance engagement. Our conclusion is not modified in respect of this matter.

## Responsibilities for the consolidated Sustainability Statement

Management of the Company is responsible for designing and implementing a process to identify the information reported in the consolidated Sustainability Statement in accordance with the ESRS and for disclosing this Process in subsection IRO-1 – Materiality Assessment of the consolidated Sustainability Statement. This responsibility includes:

- understanding the context in which the Group's activities and business relationships take place and developing an understanding of its affected stakeholders;
- the identification of the actual and potential impacts (both negative and positive) related to sustainability matters, as well as risks and opportunities that affect, or could reasonably be expected to affect, the Group's financial position, financial performance, cash flows, access to finance or cost of capital over the short-, medium-, or long-term;
- the assessment of the materiality of the identified impacts, risks and opportunities related to sustainability matters by selecting and applying appropriate thresholds; and

Uždaroji akcinė bendrovė "PricewaterhouseCoopers"

Company code 111473315  
Lvivo st. 21-101, LT-09309 Vilnius, Lithuania  
Registered with the Register of Legal Entities of the Republic of  
Lithuania  
+370 (5) 239 2300, lt\_vilnius@pwc.com

- making assumptions that are reasonable in the circumstances.

Management of the Company is further responsible for the preparation of the consolidated Sustainability Statement, in accordance with the Law of the Republic of Lithuania on Reporting by Undertakings and by Groups of Undertakings Articles 21 and 22 and Article 2 Paragraph 7 implementing Article 29(a) of EU Directive 2013/34/EU, including:

- compliance with the ESRS;
- preparing the disclosures in subsection Disclosures Pursuant to Article 8 of Regulation 2020/852 (Taxonomy Regulation) within the Environmental Information section of the consolidated Sustainability Statement, in compliance with Article 8 of EU Regulation 2020/852 (the “Taxonomy Regulation”);
- designing, implementing and maintaining such internal control that management determines is necessary to enable the preparation of the consolidated Sustainability Statement that is free from material misstatement, whether due to fraud or error; and
- the selection and application of appropriate sustainability reporting methods and making assumptions and estimates that are reasonable in the circumstances.

Those charged with governance are responsible for overseeing the Group’s sustainability reporting process.

#### **Inherent limitations in preparing the consolidated Sustainability Statement**

As discussed in subsection BP-2 – Specific Circumstances within General Information section of the consolidated Sustainability Statement, greenhouse gas emissions quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gases.

In reporting forward-looking information in accordance with ESRS, management of the Company is required to prepare the forward-looking information on the basis of disclosed assumptions about events that may occur in the future and possible future actions by the Group. Actual outcomes are likely to be different since anticipated events frequently do not occur as expected.

#### **Practitioner’s responsibilities**

Our responsibility is to plan and perform the assurance engagement to obtain limited assurance about whether the consolidated Sustainability Statement is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence decisions of users taken on the basis of the consolidated Sustainability Statement as a whole.

As part of a limited assurance engagement in accordance with ISAE 3000 (Revised) we exercise professional judgement and maintain professional scepticism throughout the engagement.

Our responsibilities in respect of the consolidated Sustainability Statement, in relation to the Process, include:

- Obtaining an understanding of the Process, but not for the purpose of providing a conclusion on the effectiveness of the Process, including the outcome of the Process;
- Considering whether the information identified addresses the applicable disclosure requirements of the ESRS; and
- Designing and performing procedures to evaluate whether the Process is consistent with the Company’s description of its Process set out in subsection IRO-1 – Materiality Assessment.

Our other responsibilities in respect of the consolidated Sustainability Statement include:

- Identifying where material misstatements are likely to arise, whether due to fraud or error; and
- Designing and performing procedures responsive to where material misstatements are likely to arise in the consolidated Sustainability Statement. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

#### **Summary of the work performed**

A limited assurance engagement involves performing procedures to obtain evidence about the consolidated Sustainability Statement. The procedures in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

The nature, timing and extent of procedures selected depend on professional judgement, including the identification of disclosures where material misstatements are likely to arise in the consolidated Sustainability Statement, whether due to fraud or error.

In conducting our limited assurance engagement, with respect to the Process, we:

- Obtained an understanding of the Process by:
  - performing inquiries with the Company and its subsidiaries’ representatives to understand the sources of the information used by management (e.g., stakeholder engagement, business plans and strategy documents); and
  - reviewing the Group’s internal documentation of its Process.

- Evaluated whether the evidence obtained from our procedures with respect to the Process implemented by the Company was consistent with the description of the Process set out in subsection IRO-1 – Materiality Assessment.

In conducting our limited assurance engagement, with respect to the consolidated Sustainability Statement, we:

- Obtained an understanding of the Group’s reporting processes relevant to the preparation of its consolidated Sustainability Statement by:
  - obtaining an understanding of the Group’s control environment, processes and information system relevant to the preparation of the consolidated Sustainability Statement, but not for the purpose of providing a conclusion on the effectiveness of the Group’s internal control.
  - obtaining an understanding of the roles and responsibilities in the preparation of the consolidated Sustainability Statement, including communication within the Group and between management and those charged with governance.
- Evaluated whether the information identified by the Process is included in the consolidated Sustainability Statement.
- Evaluated whether the structure and the presentation of the consolidated Sustainability Statement is in accordance with the ESRS.
- Performed inquiries of relevant personnel and analytical procedures on selected information in the consolidated Sustainability Statement.
- Performed substantive assurance procedures on selected information in the consolidated Sustainability Statement.
- Where applicable, compared disclosures in the consolidated Sustainability Statement with the corresponding disclosures in the financial statements and Consolidated Management Report.
- Evaluated the methods, assumptions and data for developing estimates and forward-looking information.
- Obtained an understanding of the Company’s process to identify taxonomy-eligible and taxonomy-aligned economic activities and the corresponding disclosures in the consolidated Sustainability Statement.

On behalf of Uždaroji akcinė bendrovė „PricewaterhouseCoopers”

Jurgita Krikščiūnienė

Partner

Sustainability reporting assurance specialists’ registration No. T000116

Vilnius, Republic of Lithuania

7 April 2026

The sustainability reporting assurance specialists’ electronic signature is used herein to sign only the Independent practitioner’s limited assurance report.

# General Information

## BP-1 Basis for Preparation

This sustainability statement has been prepared on a consolidated basis. The scope of consolidation is the same as for the financial statements. None of the subsidiary entities included in the consolidation are obligated to prepare individual or consolidated sustainability reporting pursuant to Articles 19a(9) or 29a(8) of Directive 2013/34/EU. The Group has not applied the exemption from disclosure of impending developments or matters in the course of negotiation, as provided for in Articles 19a(3) and 29a(3) of Directive 2013/34/EU.

This sustainability statement has been prepared on a voluntary basis. Notwithstanding its voluntary nature, the Group has prepared the statement in accordance with the European Sustainability Reporting Standards (ESRS) and includes the disclosures required under the Regulation (EU) 2020/852 of the European Parliament and of the Council and related Delegated Acts (EU Taxonomy) and other relevant legal data points, to the extent applicable to the Group's activities and the scope of this report.

The statement has limited coverage of the upstream and downstream value chain. A double materiality assessment has incorporated an evaluation of both the organisation's own and value chain operations, with more detailed information provided alongside the assessment results. Where relevant, value chain impacts are considered in the assessment of material topics and further described within the respective topical disclosures. Certain Group policies set expectations applicable to business partners across the value chain, while policies, actions and targets otherwise primarily relate to the Group's own operations. The inclusion of upstream and downstream value chain data in the reported metrics is limited to Scope 3 greenhouse gas (GHG) indicators, for which the related climate impacts have been evaluated. The remaining indicators do not include value chain data.



## BP-2 Specific Circumstances

During the reporting period, the Group completed one acquisition and disposed of two subsidiaries at year-end. On 6 February 2025, MAXIMA Lithuania acquired SOLLO, a company that provide money transfer services through intermediary retail locations. Considering the nature, scale and activities of the acquired entity, the transaction is not considered material in the context of the Sustainability Statement and therefore does not significantly affect the Group's sustainability disclosures.

In December 2025, the Group completed the sale of EMPERIA HOLDING, the parent company of the STOKROTKA retail chain operating in Poland (on 22 December 2025), and MAXIMA Bulgaria, which comprised the Group's entire operations in Bulgaria (on 19 December 2025). These disposals represented the sale of the Group's entire operations in Poland and its entire operations in Bulgaria, respectively.

As both entities operated for almost the entire reporting year and were disposed of only in December 2025, disclosures based on full-year activity or annual averages generally include their full-year 2025 data. In the Social disclosures, figures presented as at the end of the reporting period reflect the Group perimeter as of 31 December 2025 and therefore exclude the disposed operations in Poland and Bulgaria.

In the metrics section, comparative 2024 data is presented alongside consolidated reporting year figures. To enhance comparability in future reporting periods, selected metrics are additionally presented for continuing operations, providing clearer insight into the Group's ongoing activities following the disposal.

Further information regarding the discontinued operations, including details of the transaction and its financial effects, is provided in Note 23 of the Group's consolidated financial statements.

No other material changes occurred in the definition of the reporting entity or its value chain during the reporting period.

The time horizons used in the sustainability statement are in line with the definitions set out in the European Sustainability Reporting Standards, ESRS 1:

- a) The short-term horizon corresponds to the reporting period of our financial statements (the calendar year);
- b) The medium-term horizon is the five-year perspective beyond the short-term reporting period;
- c) The long-term horizon is beyond the five-year perspective.

The sustainability statement has been compiled in accordance with ESRS, the metrics provided are comparable with those in our previous report, which were calculated (or estimated) using the same methodologies.

Metrics that include value chain information were estimated using indirect sources. Additional details on the sources and proxies used, along with the associated levels of uncertainty, are also provided.

Information on quantitative metrics and monetary amounts subject to a high level of measurement uncertainty is presented alongside such disclosures, including information about the sources of such uncertainty and the assumptions, approximations and judgements made. This applies in particular to greenhouse gas emissions quantification, which is subject to inherent uncertainty due to the use of emission factors derived from external expert assessments and publicly available databases, which may not fully reflect the Company's specific operational conditions. Additional uncertainty arises from incomplete scientific knowledge used to determine such emission factors and the values needed to combine emissions of different gases, as well as from the use of estimated activity data where precise measurements are not available.

All forward-looking information provided in the report is considered to be uncertain, and users of the information should exercise their own judgement, conduct additional research and not place undue reliance on these statements when making any decisions or taking any actions.

Through a double materiality assessment, as described in more detail in the Materiality Assessment chapter, we have identified that certain sustainability-related matters are also important in the value chain. The majority of impacts are expected to materialise beyond our Tier-1 suppliers. Data availability in the value chain is currently limited for several reasons, including the phased-in application of the Corporate Sustainability Reporting Directive (CSRD) for companies, the phased-in provisions for value chain information, and the limitations on data collection arising from the disclosure scope set by the Voluntary Sustainability Reporting Standard for non-listed small and medium enterprises (VSME). As our downstream value chain consists of natural persons, we are also subject to applicable laws on data collection, which limit our ability to collect sustainability-related data of appropriate quality. For these reasons, we have relied on transitional provisions for value chain information, as stipulated by ERSR.

To address some of these challenges, our Supplier Code of Conduct conveys our expectations that our upstream business partners will manage environmental, social and governance issues with due care. In addition, our complaint mechanisms developed under due diligence processes enable stakeholders to report adverse impacts in the upstream value chain when existing processes do not capture them.

Only the Scope 3 GHG emissions metrics in the report include value chain data, the remaining indicators only include data on the organisation's own operations. More information on the uncertainties related to these data is provided alongside the reported figures.

Disclosure requirements or data points that have been incorporated by reference, omitted or are subject to phase-in provisions are listed in the Additional Information chapter, sub-chapter IRO-2 – ERSR Disclosure Requirements Index. The list includes reasons for omission.

Unless stated otherwise, data for disclosures were collected through the internal systems of Group companies, and, where applicable, are based on invoiced amounts, statements of works performed, reports by service providers. Unless stated otherwise, the data points were not validated by an external body. Unless stated otherwise, the data points are not estimates, established using proxies, or assumptions.

The Group has not prepared any dedicated action plans for sustainability-related actions. We disclose information only on material actions implemented or in the process of implementation by relevant Group companies during the reporting period. Unless stated otherwise, the disclosed actions were completed during the reporting period, and the maintenance of achieved positive results is anticipated in the future. If a given impact, risk or opportunity has no dedicated action, policy or target presented in the sustainability statement, it means that no actions, policy or target materials for reporting have been implemented during the reporting period.

Sustainability statement does not include information stemming from other legislation which requires the undertaking to disclose sustainability information or from generally accepted sustainability reporting standards and frameworks, apart from EU Taxonomy regulation.

Due to the rounding of certain intermediate values used in quantitative calculations, immaterial differences may arise between the sum of individual components and the reported total in numerical tables and charts presented in this report.

## GOV-1 Sustainability Governance

Detailed information on the composition, diversity, roles and sustainability-related expertise of the Administrative, Management and Supervisory Bodies (including the Management Board and Audit Committee) is provided in the Governance Report (pages 41-43). Information on the gender ratio of the administrative, management and supervisory bodies is provided in sub-chapter S1-9 Diversity (pages 88).

The administrative, management and supervisory bodies oversee impacts, risks and opportunities via approval and monitoring activities. The Management Board reviews the Group's sustainability policies and goals, approves the annual sustainability statement and oversees the implementation of the sustainability strategy through annual and ad hoc updates.

The responsibilities of the administrative, management and supervisory bodies in terms of sustainability-related impacts, risks and opportunities are set out in the Sustainability Policy, established in 2025. Comprehensive information on this policy is provided in chapter G1-1 Business Conduct Policies and Corporate Culture pages 93.

MAXIMA GRUPE, UAB

**The Board**

- Approves Group-wide sustainability targets
- Approves Group-wide sustainability policies
- Approves Double Materiality Assessment (DMA) outcomes
- Approves the annual report
- Oversees the implementation of the sustainability targets (semi-annual and annual reports)

**Audit Committee**

- Oversees the sustainability reporting process, the independence of the assurance provider

**CEO**

- Ensures implementation of sustainability targets, policies and actions

**Legal and Sustainability Department**

**Sustainability targets**

- Develops Group-wide sustainability targets, submits to the Board for review
- Conducts and periodically reviews the Double Materiality Assessment (DMA) results
- Oversees / coordinates the implementation of the Group-wide sustainability targets
- Provides the Board with a semi-annual and annual report on the progress of sustainability targets

**Consolidated Sustainability Statement**

- Establishes a unified framework for sustainability reporting and data control
- Prepares annual Consolidated Sustainability Statement
- Performs limited verification of the quantitative ESG data submitted by the Group companies

**Compliance coordination**

- Coordinates compliance with key sustainability-related requirements across the Group

**Finance Department**

**Consolidated Sustainability Report**

- The CFO oversees the preparation of the Sustainability Report as part of the financial reporting package
- Head of Accounting and Financial Control prepares the Taxonomy Report
- Provides limited verification of the quantitative ESG data provided by the Group companies

**Internal Audit**

**Internal control**

- Evaluates the effectiveness of internal controls relevant to sustainability reporting

**Sustainability targets are:**

- Group-wide – relevant to all Group companies, coordinated by MAXIMA GRUPE, UAB
- individual sustainability initiatives - which are carried out at the level of individual Group companies and are not coordinated by MAXIMA GRUPE, UAB.

Group companies

**Responsibilities of the Group companies**

**Sustainability actions and targets**

- Develop own sustainability targets, share information with Head of Sustainability at MAXIMA GRUPE, UAB
- Ensure that necessary actions are taken to meet sustainability targets at the company level

**Consolidated Sustainability Statement**

- Verify the data (ESG controller function)
- Submit ESG data to Head of Sustainability at MAXIMA GRUPE, UAB

**Compliance**

- Ensure compliance with sustainability requirements at company level

Each company is independently responsible for meeting its own targets and implementation of sustainability requirements

The Management Board and the Audit Committee also oversee business conduct matters, drawing on support and expertise from Legal, Compliance and other relevant functions.

The management of sustainability related impacts, risks and opportunities is supported by dedicated controls and procedures embedded in the Group’s governance and reporting framework. These include standardised data collection templates, ESG data validation and review controls, documented reporting and data processing procedures, defined ownership and segregation of duties, and internal control activities relevant to sustainability reporting. These controls and procedures are operated across the Legal and Sustainability Department, Finance Department, Internal Audit and other relevant functions, and are overseen by the Management Board and the Audit Committee through regular and ad hoc reporting.

The administrative, management and supervisory bodies comprise individuals with diverse skills and the expertise necessary to ensure an appropriate level of governance. Members of these bodies can leverage sustainability-related expertise through the network of sustainability professionals, practitioners and subject-matter experts in their own workforce and dedicated training, as well as external consultancy when deemed necessary.

Internally available expertise covers various areas of sustainability matters, material to the Group:

General sustainability matters and good governance practices – Sustainability units, designated sustainability roles within relevant departments and Legal departments [sustainability matters under G1].

Energy- and climate-related matters – Real estate departments and Sustainability units [sustainability matters under E1].

Pollution prevention, waste management and packaging-related matters – Sustainability units [sustainability matters under E2, E3, E5].

Own workforce-related sustainability matters, including, but not limited to, health and safety, social dialogue, diversity and equality, and privacy – Human resources departments, Legal departments and Sustainability units [sustainability matters under S1].

Supply chain-specific sustainability matters, including, but not limited to, ensuring human rights and safe working conditions in the supply chain – Legal departments and Sustainability units [sustainability matters under S2].

Consumer-related sustainability matters, including, but not limited to, privacy, health and safety, accessibility, and responsible marketing practices – Communications departments, Legal departments and Sustainability units [sustainability matters under S4].

**GOV-2**

**Sustainability Matters Addressed by Management**

Reporting lines are structured to ensure effective communication that aligns with the undertaking’s operating and subordination principles, enabling sustainability-related topics to be addressed when required at the frequency listed in the table below.

Rapporteur	Sustainability oversight body	Frequency	Topics	Decisions
Head of Sustainability	Management Board	Annually (once in 2025)	<ul style="list-style-type: none"> <li>Annual Sustainability Statement</li> <li>Key sustainability metrics and progress towards sustainability goals, including progress towards meeting science-based targets</li> </ul>	<ul style="list-style-type: none"> <li>Approved the Annual Sustainability Statement 2024</li> <li>Become acquainted with sustainability metrics and progress towards sustainability goals (no formal decision was made)</li> </ul>
Head of Sustainability	Management Board	Ad hoc (twice in 2025)	<ul style="list-style-type: none"> <li>Setting of the Group Sustainability Policy</li> <li>Presented the results of reviewed double materiality assessment. Feedback of the Management Board on the updated results</li> </ul>	<ul style="list-style-type: none"> <li>Approved the Sustainability Policy</li> <li>Approved the List of Material Topics resulting from the updated double materiality assessment</li> </ul>
Head of Sustainability	Audit Committee	At least three times per year (three times in 2025)	<ul style="list-style-type: none"> <li>Oversee the sustainability reporting process and the independence of the assurance provider</li> </ul>	<ul style="list-style-type: none"> <li>Become acquainted with the processes and plan for preparing the sustainability statement and plan for sustainability statement assurance services (no formal decision was made)</li> <li>Evaluated the interim results and preliminary findings from the sustainability assurance services report (no formal decision was made)</li> <li>Reviewed the final sustainability statement and the results of the limited assurance engagement (no formal decision was made)</li> </ul>
Head of Sustainability	Audit Committee	Ad hoc (twice in 2025)	<ul style="list-style-type: none"> <li>Oversee the development of internal controls for sustainability reporting</li> <li>Monitor the progress made on enhancing data-collection traceability and reliability</li> </ul>	<ul style="list-style-type: none"> <li>Reviewed the double materiality methodology applied and the assessment results (no formal decision was made)</li> <li>Reviewed the improvement actions for internal controls, focusing on the traceability and reliability of environmental, social and governance (ESG) data collection (no formal decision was made)</li> <li>Assessed the implementation status of recommendations provided by the assurance service provider (no formal decision was adopted)</li> </ul>
Head of Sustainability Head of Legal	CEO	Quarterly (four times in 2025)	<ul style="list-style-type: none"> <li>Setting sustainability work priorities for the year and approving action plans</li> <li>Setting goals for compliance with regulations on sustainability reporting</li> <li>Setting quarterly goals for sustainability</li> <li>Presenting the results of stakeholder engagement</li> </ul>	No formal decision was made
Internal Audit team	Audit Committee Management Board	Ad hoc (did not take place in 2025)	<ul style="list-style-type: none"> <li>Evaluating the effectiveness of sustainability reporting processes and internal controls</li> </ul>	

The Management Board takes into considers the broader implications of strategic decisions on sustainability matters through its approach to risk management. Risk tolerance is

assessed in light of the principle that the company’s financial stability or reputation is not exposed to intolerable threats or potentially unacceptable drawbacks.

## GOV-3 Incentive Schemes

The Group does not have any incentive schemes or remuneration policies linked to sustainability matters among members of the administrative and management bodies. Climate-related considerations are not factored into the remuneration of members of the administrative, management and supervisory bodies. This means that 0% of remuneration recognised in the current period is linked to climate-related considerations as well as it was in 2024.

## GOV-4 Statement on Due Diligence

Group companies followed the United Nations Guiding Principles on Business and Human Rights (UNGP) and the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises on Responsible Business Conduct in establishing the sustainability due diligence processes.

Core elements of due diligence	Paragraphs in the sustainability statement
a) Embedding due diligence in governance, strategy and the business model	<b>GOV-1</b> Sustainability governance
	<b>GOV-2</b> Sustainability matters addressed by management
	<b>GOV-3</b> Incentive schemes
	<b>SBM-3</b> Impacts, risks and opportunities
b) Engaging with affected stakeholders in all key steps of due diligence	<b>GOV-2</b> Sustainability matters addressed by management
	<b>SBM-2</b> Interests and views of stakeholders
	<b>IRO-1</b> Materiality assessment
c) Identifying and assessing adverse impacts	<b>IRO-1</b> Materiality assessment
	<b>SBM-3</b> Impacts, risks and opportunities
d) Taking actions to address any adverse impacts	Actions under topical disclosures: <b>E1-3</b> <b>E2-2</b> <b>E3-2</b> <b>E4-3</b> <b>E5-2</b> <b>S1-4</b> <b>S2-4</b> <b>S4-4</b>
	Targets under topical disclosures: <b>E1-4</b> <b>E5-3</b> <b>S1-5</b> Metrics under topical disclosures: <b>E1-6</b> <b>E2-3</b> <b>E3-3</b> <b>E5-5</b> <b>S1-14</b> <b>S1-16</b> <b>S1-17</b> <b>S2-5</b> <b>S4-5</b> <b>G1-4</b>
e) Tracking the effectiveness of these efforts and communicating	

## GOV-5 Risk Management and Internal Controls Over Sustainability Reporting

The Group's framework for reporting on risk management and internal controls over sustainability includes the use of standardised data collection templates to ensure consistency and accuracy across subsidiaries. There are also validation rules and checks for both manual and software-assisted verification of data completeness and accuracy. Continuous training programmes ensure that employees understand reporting requirements and best practices. Comprehensive documentation of data sources and methodologies ensures traceability, while role-based access and segregation of duties prevent conflicts of interest and errors.

The Group's systematic approach to risk assessment involves identifying potential issues through document reviews, stakeholder consultations, process mapping and external benchmarking. Each risk is assessed for its severity and likelihood, then scored and prioritised into high, medium and low categories to streamline management. The risk management framework is reviewed annually, incorporating feedback from internal audits (if any take place) and stakeholders to ensure continuous improvement.

In 2025, the main risks remained consistent with those identified in the previous year, including inaccurate or incomplete data, insufficient controls to prevent data manipulation and fraud, delayed data availability, technological failures, non-compliance with methodology, and the lack of an information trail. Mitigation strategies for these risks continue to involve, validation rules, clear policies and procedures, defined time frames, robust data management systems, enhanced training and ensuring the traceability and documentation of processes. The integration of risk assessment findings and internal controls into internal functions is achieved through regular reviews and updating of processes, ongoing training programmes for employees, and governance and oversight by the Audit Committee. The Validation Protocol mandates data owners to confirm the reliability of their submissions and environmental, social, governance (ESG) data controllers to perform random checks, integrating these findings into the overall quality-reporting process.

Periodic reporting to the administrative, management and supervisory bodies include presenting sustainability reports to the Board for review, regular oversight by the Audit Committee, and internal quality control feedback from various departments. The Validation Protocol also requires the documentation of data-validation results and corrective actions, ensuring that any issues identified during the process are systematically addressed.

### Sustainability Reporting Procedure

The document outlines a standardised procedure for preparing an annual sustainability statement for MAXIMA GRUPĚ, compliant with Directive (EU) 2022/2464. It details principles for data consolidation, risk management, internal controls and the sustainability reporting cycle. Key elements include double materiality assessment, data collection and validation, risk mitigation, internal controls and continuous improvement. The document emphasises transparency, accuracy and stakeholder communication, with a structured approach to data aggregation, report compilation and quality assurance.

### ESG Data Validation Protocol

The ESG Data Validation Protocol establishes a systematic approach for validating ESG data for annual sustainability statements. It defines principles, includes checklists for minimum validation processes, and provides methodological support for data quality assurance. The protocol applies to all activities under the control of the MAXIMA GRUPĚ, including guidelines for data ownership, source verification, and completeness and accuracy checks, as well as detailed checklists for ESG data to ensure consistency and reliability.

### ESG Data Processing Procedures

The Company's set of six documented procedures outlines a standardised approach for the disclosure of ESG data in an annual sustainability statement. The procedures cover energy-related disclosures, the preparation of GHG Inventory, water-related disclosures, waste-related disclosures, disclosures involving the organisation's own workforce, and governance-related disclosures.

The procedures define the scope, methodologies and procedures for quantifying indicators, ensuring accuracy and compliance with ESRS. The document details roles and responsibilities, data collection methods, and the compilation of various indicators and reporting tables.

## SBM-1 Strategy and Business Model

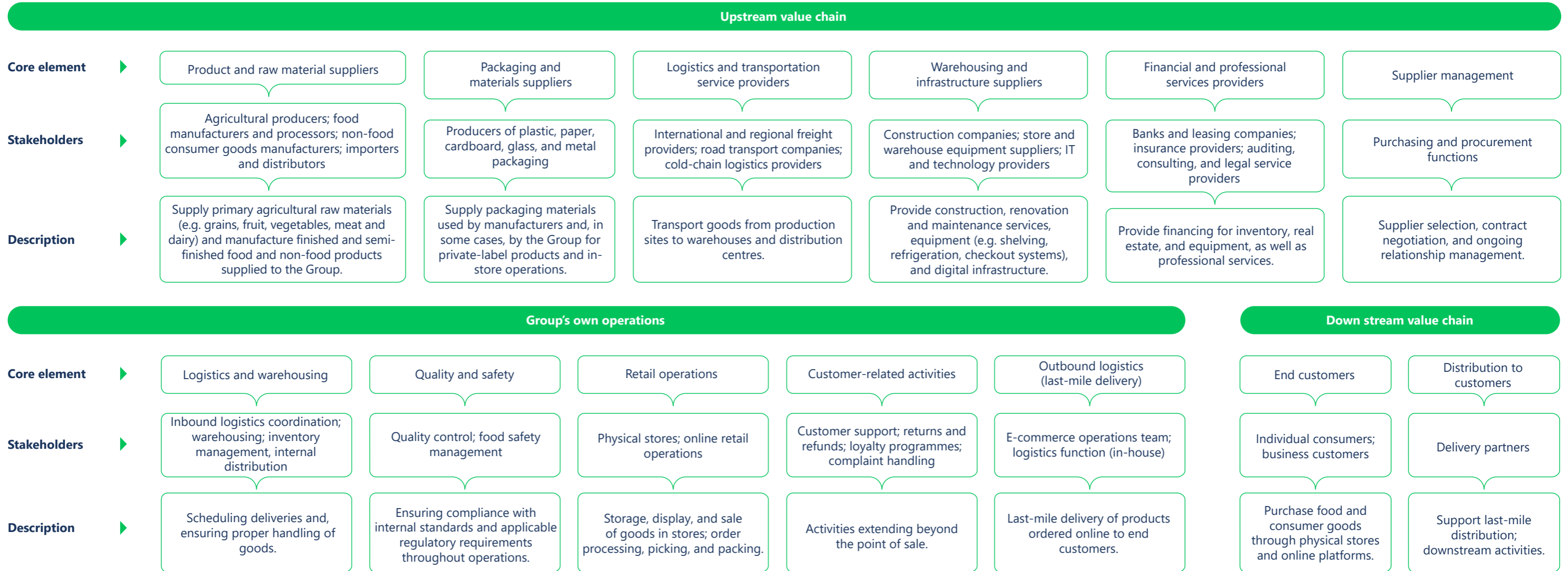
Information on the Group's principal business activities, products offered, major markets and employee headcount can be found on pages 3-10 of chapter About MAXIMA Group of the Management Report.

Group companies are not active in the fossil fuel (coal, oil and gas) sector, chemical production, controversial weapons, nor cultivation and production of tobacco, with no revenues gained from such activities during the reporting period. None of the products and services provided by the Group's companies are banned in the markets in which they operate.

## Value Chain

Our value chain involves all stages of delivering products to customers, starting from upstream activities such as production by suppliers (including agriculture for food products), through to our own operations, covering inbound logistics, store operations, outbound logistics and customer services, and extending downstream to end customers.

The following table provides a more detailed breakdown of the core elements of the upstream value chain, our own operations and the downstream value chain:



The upstream value chain primarily consists of producers, manufacturers and distributors supplying food and consumer goods, as well as raw material suppliers operating further upstream. This includes agricultural producers, such as farmers, who provide raw materials that form the basis of food products sold by the Group, manufacturers that process these materials into finished goods, packaging and materials suppliers, financial and other professional service providers, and warehousing and infrastructure suppliers that provide construction and maintenance services. Distributors and logistics partners support the transportation of goods from production sites to the Group's warehouses and distribution centres. The key upstream activities include the sourcing and purchasing of finished goods and, indirectly, raw materials. These activities are supported by the purchasing departments of the Group's companies, which manage supplier selection, contract negotiations and ongoing supplier relationships. Long-term cooperation with suppliers ensures the continuity of supply and supports operational stability.

The Group's own operations include inbound logistics, warehousing, inventory management, quality control, retail operations and internal distribution. Inbound logistics involve receiving goods from suppliers and ensuring appropriate handling, including temperature control for perishable products. Warehousing and inventory management are focused on maintaining product availability and minimising losses. Retail operations are carried out through a network of stores, where goods are stored, displayed and sold to customers, the Group also operates online retail services. Quality and food safety checks are performed throughout these processes to ensure compliance with internal standards and regulatory requirements. Our responsibility to our customers does not end at the point of sale, but extends to offering customer support, handling returns and refunds, and nurturing customer relationships. We manage customer loyalty programmes to reward frequent shoppers and make every effort to address customer feedback or complaints promptly and effectively. The Group's own operations also cover

outbound logistics, including last-mile delivery of products to customers who shop online.

The downstream value chain primarily comprises individual consumers and business customers who purchase goods through physical stores and online platforms and includes last-mile delivery to customers.

The Group's own operations are mainly located in the Baltic States and other selected markets where the Group operates retail stores, warehouses and logistics facilities. The upstream value chain is geographically diverse, including local, regional and international suppliers and producers. Agricultural raw materials are sourced from multiple countries depending on product type and seasonality. The downstream value chain is primarily concentrated in the same countries where the Group's retail operations and customer base are located.

The Group maintains contractual relationships with its partners across the value chain. These relationships are primarily contractual and often long-term.

These core activities are all underpinned by numerous supporting processes that each play a vital role in the management of different types of resources, or "capitals". These include financial (monetary), manufactured (physical assets), intellectual (knowledge), human (our people), social and relationship resources (relationships with stakeholders), and natural (environmental assets) capitals. By effectively managing these capitals, we can ensure smooth operations across our value chain.

WHAT WE RELY ON		HOW WE DISCLOSE IT	WE CREATE VALUE FOR STAKEHOLDERS THROUGH	
<b>Human capital</b>	Our employees, their skills, engagement, safety and wellbeing	Diversity <span>S1-9</span>  Remuneration and adequate wages <span>S1-10</span> <span>S1-16</span>  Health and safety <span>S1-5</span> <span>S1-14</span>  Engagement <span>S1-2</span>	<b>Shareholders and investors</b>	Financial growth and orientation to sustainable operations
<b>Intellectual capital</b>	Accumulated know-how and knowledge  Talents and innovators, who are fully committed to driving our progress	Training and skills development <span>S1-4</span>	<b>Suppliers and business partners</b>	Long term partnerships, sharing insights and feedback through engagement practices
<b>Social relationships</b>	Our clients, who visit our stores and enjoy the convenience that we create  Our long-term partners, committed to respect, trust and transparency  Our communities that are our neighbours, who shop in our stores and provide localised employees	Product safety and quality Affordability Engaging customers <span>S4-2</span>  Relationships with suppliers <span>G1-2</span>	<b>Employees</b>	Diversity and equal opportunities, learning and development, reward and remuneration
<b>Natural capital</b>	Renewable and non-renewable resources that we use in daily operation and that are a part of products we sell  Ecosystem services that enable food production	Climate change <span>E1-3</span> <span>E1-4</span>  <span>E1-6</span>  Products and materials <span>E5-5</span>  Waste <span>E5-5</span>  Deforestation risk management <span>E4-3</span>	<b>Customers</b>	Proximity and convenience, shopping experience, quality assurance and affordability, access to services
<b>Manufactured capital</b>	Our points of sale: brick and mortar stores and e-commerce  Technology and logistics that enables movement of goods	Climate change <span>E1-3</span> <span>E1-5</span>  Digitalisation and better shopping experience	<b>Local communities</b>	Employment opportunities, collaboration on enhancing the proximities
<b>Financial capital</b>	Financial resources and access to capital  Our capital structure and economic performance	Our financial statements	<b>Environment</b>	Science-based targets to reduce climate impact, embedding circularity approaches, assuring deforestation prevention for critical commodities

## SBM-2 Our Stakeholders

We define stakeholders as a diverse array of individuals, groups and organisations that either have the capacity to influence or are themselves influenced, whether directly or indirectly, by our business operations, strategic decisions and overall actions. This comprehensive definition underscores the multifaceted nature of our stakeholder relationships, encompassing a broad spectrum of interests and interactions.

To systematically identify and categorise these stakeholders, we employ Mendelow's Matrix, a robust stakeholder identification framework. This matrix serves as a tool that segments stakeholders based on two key dimensions: their level of power and their level of interest. The list of key stakeholders identified through this process is outlined in more detail in this chapter.

Further refining our stakeholder analysis, we categorise them into two types:

**Affected stakeholders:** this group encompasses those who are, or have the potential to be, impacted by our business activities. The impact, can be either positive or negative and, encompasses a wide range of dimensions, including economic, social and environmental aspects.

**Users of sustainability statements:** this category includes stakeholders that primarily engage with our organisation through the analysis and use of our sustainability reports and financial statements. These documents are instrumental in helping them to understand and evaluate our commitment to sustainable practices and financial health, as well as our strategic direction.

It is important to note that some stakeholder groups may be assigned to both categories, with the overlap reflecting the intricate and sometimes interconnected nature of stakeholder interests. By recognising and addressing the unique needs and concerns of each stakeholder group, we aim to foster robust, transparent and mutually beneficial relationships that support our commitment to sustainable and responsible business practices.

Effective two-way communication enabled through diverse channels is essential for understanding stakeholders' perspectives, concerns and aspirations. These insights are crucial for several reasons, including supporting the informed prioritisation of sustainability efforts and ensuring efficient resource allocation. It also enables a swift responses to emerging issues and fosters innovation by leveraging stakeholder feedback to aid the piloting of new products and services.

More than simply enabling information exchange, robust two-way communication is a strategic tool that enhances clarity, agility and innovation in sustainability efforts. The insights obtained are used by the relevant departments to refine processes, develop new offerings and prevent misconduct.

The following table maps out our types of stakeholders, their main concerns and the communication channels we use to ensure the flow of information with each of them.

Stakeholder group	Stakeholder type	Areas of concern	How we communicate and engage
<b>Shareholders and investors</b>	Users of sustainability statements	Financial stability and performance, sustainable performance, continuity of activities, risk management, ethics and transparency	Corporate website, individual meetings, email, phone communication, annual reports, interim financial statements, market news announcements
<b>Suppliers and business partners (workers in the value chain)</b>	Affected stakeholders Users of sustainability statements	Delivery terms and conditions, fair payment terms, fair treatment, trustworthiness, ethics and transparency	Corporate website, individual meetings, supplier surveys and audits, email, phone communication, annual supplier events
<b>Employees (own workforce)</b>	Affected stakeholders	Working conditions, well-being, benefits, professional development, career opportunities, availability of information, equal opportunities, safety measures	Intranet, employee surveys, feedback channels, internal magazines and other documents, training, company events, continuous communication through internal meetings
<b>Customers and end-users</b>	Affected stakeholders	Products (quality, availability, safety, assortment), affordable prices, sustainability, shopping experience, possibility of addressing claims, data protection	Corporate website, social media, promotional magazines, customer surveys, newsletters, customer loyalty programmes, feedback, claims channels, direct marketing in stores, TV, radio and outdoor advertising
<b>Local communities (affected communities)</b>	Affected stakeholders	Food waste, impact on environment, social initiatives, investments in infrastructure, local suppliers, ethics and transparency	Corporate website, regular face-to-face communication, various events, social media, TV, radio and outdoor advertising
<b>Media</b>	Users of sustainability statements Affected stakeholders	Open dialogue, timely presentation of relevant information, ethics and transparency	Corporate website, corporate publications, press releases, social media, annual reports, sustainability statements, email and phone communication
<b>Authorities and public administration</b>	Affected stakeholders	Taxes, reporting, compliance, ethics and transparency	Corporate website, individual meetings, email and phone communication, annual reports and sustainability statements
<b>Non-governmental organisations (NGOs)</b>	Users of sustainability statements Affected stakeholders	Environmental and health impacts, social inclusion and accessibility, animal welfare, ethics and anti-corruption	Corporate website, corporate publications, social media, annual reports and sustainability statements, email and phone communication

## Stakeholder Engagement

In 2024, to better understand stakeholder perspectives we conducted an online survey. The survey was accessible to all stakeholders for two weeks across all countries where the Group operates. We ensured the questions were consistent across stakeholder groups to maintain comparability.

Survey participants were asked to rate the importance of 15 sustainability topics on a scale of 1 to 5. These topics have varying levels of materiality, as determined by our double materiality assessment process. The objective of the survey was to assist us in identifying key focus areas for our medium-term strategy. By collecting and analysing the feedback, we aim to better align our sustainability initiatives with stakeholder expectations and prioritise the areas that matter most to them.

A total of 2,289 respondents completed the survey, with the scores compared against threshold value equating to the average score for three categories of issues into which the 15 sustainability topics were grouped: Environmental (4.44), Social (4.54), and Governance and Economic Prosperity (4.49). Topics with scores exceeding this threshold were considered most important to stakeholders. The results were communicated to the CEO of MAXIMA GRUPE, who is also Chair of the Board.



The number shown in each chart represents the average stakeholder score for the respective sustainability topic on a scale from 1 to 5. The black marker indicates the threshold value for the relevant topic category, calculated as the average score of all topics within that category. Topics with scores above the relevant category threshold were identified as primary stakeholder focus areas.

To ensure a focused approach, we established a rule that no more than half of the topics in each group should be designated as primary focus areas, resulting in seven being classified as such.

In the Environmental category, two topics emerged as top priorities for improving environmental sustainability and minimising the ecological footprint: "Reduction of waste" and "Circular economy".

In the Social category, four topics stood out as essential: "Ensuring appropriate working conditions", "Ensuring human rights", "Product safety and quality management" and "Food waste prevention". These topics reflect stakeholder concerns about ensuring employee well-being, fair compensation, product quality and safety, and food waste prevention (food waste is a socioenvironmental issue for which the social aspect was rated in the survey).

In the Governance and Economic Prosperity category, one topic was highlighted: "Business ethics and anti-corruption". This indicates a strong stakeholder emphasis on ethical business practices, and the importance of maintaining integrity and transparency across all operations.

Based on these insights, we re-evaluated our sustainability goals and targets, placing greater emphasis on the areas most important to our stakeholders. The remaining topics not shortlisted as primary focus areas will nevertheless continue to be managed on a daily basis to ensure no significant harm is done to people or the environment. We will establish specific goals and targets in these areas as we further develop sustainable business practices within the Group.

The insights, interests and views of stakeholders communicated to us through a variety of channels influence our strategy and business model by shaping the decisions taken. The recent survey did not identify any areas that would contradict our business strategy or require amendments.

A stakeholder survey was not conducted in 2025. The results of the survey carried out in 2024 were reviewed and determined to remain valid and representative for the current reporting period.

## Interests and Views of Key Groups of Affected Stakeholders

### Own workforce

Our own workforce is a key affected stakeholders group with whom we communicate through channels established throughout the organisation. Any employee can express their concerns, grievances or proposals. This engagement helps us understand how best to establish appropriate, safe working conditions and the strong and transparent business ethics needed to create an environment that respects human rights. As all these topics are of utmost concern for our employees, we integrate these interests into our strategy and business model by implementing appropriate procedures and establishing good practices.

Group companies have implemented policies and procedures for the prevention of discrimination and harassment, as well as bias-free considerations when hiring and promoting staff and the provision of equal opportunities. We respect our employees' right to organise and participate in collective bargaining, while Group companies provide the means for a collective voice to communicate concerns through works councils and trade unions.

### Workers in the value chain

Workers in the value chain comprise a key group of stakeholders who can be impacted by the business relationships of Group companies with their direct and indirect suppliers. Business ethics, appropriate and safe working conditions, and human rights due diligence are the key areas on which these stakeholders expect us to focus. All these concerns are evaluated and shape the procedures we implement in our daily operations.

To promote our approach to responsible business practices, we have developed a Supplier Code of Conduct that, outlines the main ethical principles we expect from our suppliers. Introduced in 2019, the code has been updated during the reporting year to better reflect evolving expectations relating to business ethics, human rights and labour standards, environmental responsibility in the supply chain, and supplier cooperation in meeting relevant due diligence requirements, including those related to deforestation. Group companies reserve the right to withdraw from the agreement if Supplier Code of Conduct is violated and the supplier refuses to initiate remediation actions.

The European Union (EU) Deforestation-free Products Regulation (EUDR) has highlighted critical commodities associated not only with deforestation but also with human rights violations. As a result, our companies are developing comprehensive due diligence procedures to support more focused preventive actions, ensuring that human rights are not violated along the supply chain of the relevant commodities. We anticipate the scope will broaden as implementation practices increases and new commodities are included. Additionally, the upcoming regulation prohibiting the market entry of products created using forced labour will give us greater leverage to collect data on Tier-N suppliers.

Workers in the value chain, along with other internal and external stakeholders, can use the channels established by Group companies to report instances of misconduct.

## Affected communities

When analysing our own operations and value chain, we have established that affected communities are concentrated in Tier-N of the upstream supply chain, particularly in locations where raw materials are harvested. EUDR regulations have identified the critical commodities at the greatest risk of human rights and third-party rights violations that are most relevant for the affected communities as stakeholders. By implementing these regulations, we are establishing more robust mechanisms to ensure that respect for the rights of affected communities is upheld. These processes are reshaping supply chain management in our business model.

In line with the implementation of the Supplier Code of Conduct, we expect our suppliers to have adequate human rights due diligence processes in place, enabling the identification of adverse impacts, the means for the submission of concerns and access to remediation.

The grievance channels established by Group companies for external stakeholders are also available for affected communities to raise concerns. Group companies reserve the right to initiate audits and third-party assessments to ensure that suppliers comply with human rights standards.

## Consumers and end-users

Consumers and end users comprise the largest group of stakeholders with whom we interact on a daily basis. Through engagement, we get a better understanding of the importance of food quality and safety, the prevention of food waste, business ethics and respect for human rights. Additionally, many of our customers highlight the importance of packaging recyclability. We integrate these interests into our strategy and business model through the implementation of appropriate procedures and the establishment of good practices, including but not limited to setting goals to reduce of food waste and pursuing high levels of recyclability for private-label ready-to-eat and ready-to-heat products.

As we respect the rights of our customers, Group companies have established appropriate channels for them to raise concerns and access high quality information. These include whistleblower and grievance channels, as well as quality information lines, while customers can also reach us via social media. Group companies have established personal data protection mechanisms to ensure the safety of our customers' personal information, and we respond to and remediate any substantiated complaints regarding human rights, product quality or any other concerns they may raise.

We regularly review consumer feedback and assess our performance to ensure continuous improvements in addressing the concerns and rights of our customers and end users.

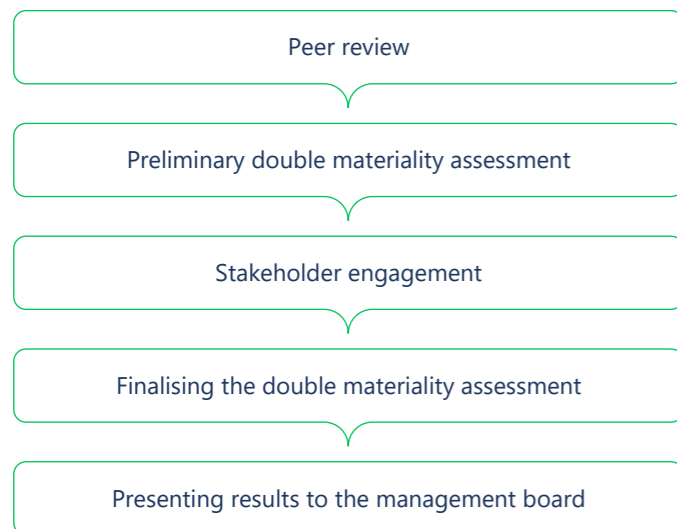
## IRO-1 Materiality Assessment

In 2024 we conducted a double materiality assessment (DMA) for the first time to determine the sustainability topics that are material for reporting. Previously, the materiality of sustainability-related topics was evaluated based on stakeholder views and impact materiality, in line with Global Reporting Initiative (GRI) standards. Although there were no fundamental changes compared with the topics deemed material in previous reporting periods, and the majority of issues identified using the double materiality process coincided with previous materiality assessments, the DMA was further refined in 2025 to enhance clarity on where material impacts, risks and opportunities arise and are significant across the value chain. This refinement reflects a more detailed assessment of the Group's business model and value chain.

The 2025 refinement also included a reassessment of the entity-specific sustainability matters identified in the earlier assessment. Following this review, the previously identified entity-specific matters were not assessed as material for disclosure in the current reporting period. The refinement did not materially alter the list of material sustainability matters identified in the 2024 assessment, but improved the clarity of how the related impacts, risks and opportunities are described and presented in the 2025 sustainability statement. Accordingly, the 2024 DMA outcome was not retrospectively revised.

### Double Materiality Assessment Process

To identify and evaluate material adverse impacts, risks and opportunities, we carried out a thorough DMA under strict adherence to the standards established by the ESRS. To develop the methodology for this, we referred to the European Financial Reporting Advisory Group's (EFRAG's) implementation guidance documents.



The assessment considered both sector-agnostic topics, as outlined in the ESRS, and sector-specific matters, ensuring a balanced evaluation across all relevant areas. Using a DMA expands the undertaking's risk register, further exploring sustainability- and regulatory-related risks to the business.

Sustainability related risks identified through the DMA are incorporated into the Group's broader risk landscape and considered alongside other business risks when determining priorities for management attention and mitigation. The results of the DMA are used as an input to the Group's broader risk identification and management processes and support the evaluation of the overall risk profile. Identified sustainability related opportunities are considered by the relevant functions in shaping operational priorities, improvement measures and longer-term strategic development.

At the time we conducted the DMA, there were no ESRS sector-specific standards tailored for the retail sector. Therefore, we turned to the Sustainability Accounting Standards Board (SASB) standards for retail and e-commerce, as well as the results of the peer reviews we conduct, to help us identify topics specific to our industry.

To identify unique sustainability-related matters relevant to our Group, we leveraged the collective expertise of our internal working group, complemented by valuable stakeholder insights. This inclusive approach provided a well-rounded perspective, capturing the particular complexities of our organisation, with the materiality assessment spanning all business operations. When we conduct such evaluations, we carry out a more detailed sector-specific review if an initial assessment deems a sustainability topic non-material at the overall business level.

The materiality assessment is reviewed in full at least every three years. The results are approved by the Management Board, with critical impacts, risks and opportunities presented to the relevant functional units within subsidiary companies, initiating internal improvement and mitigation processes.

### Identification of Impacts, Risks and Opportunities for Environmental and Governance Matters

#### Environmental

The Group's business model climate resilience is assessed and disclosed in the ESRS E1 section, including scenario-based considerations of climate-related physical and transition risks.

In identifying pollution-driven, water-related and circular economy-related impacts, risks and opportunities, we reviewed the location of all physical sites and the activities taking place. To do this, we applied elements of the LEAP approach (Locate, Evaluate, Assess, Prepare and report), a methodology introduced by the Taskforce on Nature-Related Financial Disclosures (TNFD). In the process, we relied on publicly available and industry-accepted benchmarks and proxies. When analysing the upstream value chain, we did not have sufficient information to identify physical locations, nor were we able to consult affected communities due to limited visibility down to Tier N (i.e. suppliers beyond direct suppliers (Tier 1), including Tier 2 and lower tiers), we relied on proxies to assess materiality in this context.

We also applied elements of the LEAP method in the assessment of biodiversity-related impacts, risks, dependencies and opportunities, while relying on proxies to establish materiality levels. With the assistance of benchmarks and proxies, we established that our own operations are not dependent on biodiversity and ecosystems, while our upstream value chains are highly dependent on the state of natural capital, especially at the level of raw agricultural materials.

In evaluating the risks, we considered supply chain disruptions, increased production costs, regulatory and reputational risks, and those risks related to climate change adaptation and ecosystem dependence.

Some of our physical stores and warehouses are in urbanised locations in or near biodiversity-sensitive areas. None of these sites negatively affect the surrounding areas by contributing to the deterioration of natural habitats and the habitats of species or by disturbing species for which a protected area has been designated. Based on our evaluation, we concluded that it is not necessary to implement any biodiversity mitigation measures for such sites.

#### Governance

To identify impacts related to business conduct matters, we evaluated the geographies of our operations, with a particular focus on areas of heightened regulatory scrutiny or known business conduct challenges. We reviewed the data available through CSR Risk Check (more details are provided later in the report) and the Worldwide Governance Indicators to increase our knowledge and understanding. In addition, we reviewed where our supply chains operate down to Tier 2. Business activities, such as sourcing and procurement and supplier relationships, and sector-specific matters, including payment practices, fair competition and marketing, were assessed to capture the entire scope of business practices.

### Our Approach to Impact Materiality Assessment – Social and Governance Topics

When evaluating the materiality of a sustainability impact, we used its level of severity as our primary guiding principle. The level of severity is a comprehensive measure that takes into account three dimensions: scale, scope and irremediable character. In the case of positive impacts the irremediable character is not assessed.

**Scale:** this dimension reflects the gravity or seriousness of the impact. It asks the question, how intense or damaging is the impact?

**Scope:** this dimension considers the breadth or reach of the impact. It questions how widely dispersed or far-reaching is the impact?

**Irremediable character:** this dimension evaluates the potential for reversal or remedy of the impact. It asks, can the impact be mitigated or reversed? And if so, to what extent?

Each dimension, which can be thought of as a separate evaluation category, was assigned a numerical score from 0 to 5. The severity of an impact was determined from the total of its scores. We simplified this by defining five severity levels based on score ranges. A topic was considered material if its total score was 8 or more, meaning it was of major importance or had considerable adverse impacts.

We also introduced an exception: if any dimension (scale, scope or irremediability) received the maximum score of 5, the impact was automatically classified as material, even if the total score was less than 8. This ensured that no critical aspects were overlooked.

For potential impacts (both positive and negative), we assessed their likelihood, i.e. we estimated how probable they were.

While adverse impacts were scored across three dimensions and positive impacts across two dimensions (as irremediability was not applicable for positive impacts), a separate materiality threshold was applied to positive impacts ( $\geq 4$ ) versus adverse impacts ( $\geq 8$ ), ensuring that material positive contributions could still be recognised as material despite the different scoring structure.

Reflecting our strong commitment to human rights, potential negative impacts on human rights, were given a greater weighting than likelihood. If a potential impact scored 8 or more for severity, it was deemed material regardless of its likelihood.

### Our Approach to the Impact Materiality Assessment. Climate Change Topics

To assess the severity of impacts related to climate change, we used the previously described approach, evaluating severity across three dimensions: scale, scope and irremediability. Some climate change and energy-use-related impacts were irreversible. For example, once burned fossil fuels are depleted forever, while the resulting carbon emissions persist in the atmosphere for decades. Due to this irreversibility, we assigned the highest score of 5 to this category, making the impacts material in our evaluation.

### Our Approach to the Impact Materiality Assessment – Environmental Topics, Other than Climate Change

The process for assessing the materiality of environmental topics was conducted in line with the ESRS Application Requirements. In doing this, we used the guidance provided in the LEAP approach.

In the Locate phase of our assessment, we carefully identified and evaluated the geographical locations where our operations interact with nature and have, or may have, environmental impacts. Our physical stores, which are direct points of interaction with nature, are distributed across countries where we have operations, covering a wide geography, and all are located in urbanised territories. This means that our direct environmental footprint is spread across multiple urban areas, reflecting the scope of our operations.

Most of our Tier 1 suppliers, which directly provide goods and services, are based in the EU, so much of our supply chain's environmental impact occurs there. However, Tier N suppliers (providers of raw materials) are globally distributed, extending the impact of our value chain beyond the EU.

We applied elements of the Evaluate and Assess phases of the LEAP approach in combination with proxies (indicators or measurements), to weight the materiality level of our dependencies and on their environmental impacts. The proxies on which we relied were sourced through the Science Based Targets for Nature (SBTN) framework, the ENCORE (Exploring Natural Capital Opportunities, Risks and Exposure) tool and the WWF Risk Filter Suite tool developed by the World Wildlife Fund (WWF).

These proxies were used to consider impacts that were not only the result of our own operations, but also the result of business relationships.

## Our Approach to the Financial Materiality Assessment

In 2024, we conducted a financial materiality assessment for the first time, evaluating sustainability-related risks and opportunities based on an outside-in perspective. In this process, the full list of ESRS sustainability topics and sub-topics was assessed to determine their potential financial significance for the Group, taking into account the outcomes of the impact materiality assessment.

As early adopters of this process, we approached the task of assessing financial materiality in the way we believe to be most appropriate given limited market practice. We focused on assessing the triggers, or factors, that could lead to financial effects. These typically belong to one of two groups:

1. Factors relating to our organisation's ongoing use of or access to resources. These can include raw materials, equipment, software and financial capital.
2. Factors relating to our organisation's reliance on various relationships. These can be relationships with suppliers, customers, employees, investors or other stakeholders.

To help us evaluate these factors, we have adopted the concept of "capitals" as defined by the International Integrated Reporting Council (IIRC) in its Integrated Reporting Framework. The concept of capitals helps us capture the range of resources and relationships that our organisation uses and affects. The capitals are divided into six categories: financial, manufactured, intellectual, human, social and relationship, and natural.

Just as in the impact materiality assessment, we used a qualitative approach and assigned a numerical score, this time from 0 to 4, for each trigger under the relevant capital. We determined financial materiality based on the highest score assigned to the trigger of the financial effect, either associated with the continued use of resources or reliance on relationships. In addition, we considered the likelihood of occurrence alongside the trigger score when determining whether a risk or opportunity was material, based on a combination of likelihood of occurrence and the potential magnitude of financial effects. The likelihood of occurrence was qualitatively assessed based on

management judgement and available information. Financially material triggers were defined as those with a score of 2 or more and a probability of occurrence of more than 50%.

The scoring and threshold values used for the financial materiality assessment under ESRS were not intended to reflect materiality thresholds applied in the preparation of the Group's financial statements.

## Use of Benchmarks and Proxies

To strengthen our process for evaluating materiality, we used the online tool CSR Risk Check, which was developed and owned by the non-governmental organisation (NGO) MVO Nederland. The tool is an online solution designed to identify and assess potential risks to a company's supply chain operations in specific countries. It helps businesses understand the risks they face and their sources.

## Sustainability Matters

We assessed 92 sustainability matters that are universally applicable across sectors (sector-agnostic) and explicitly defined in the ESRS.

Our internal working group, comprising sustainability managers at Group retail companies, drew on its collective knowledge and expertise to identify an additional six sustainability matters specific to our organisation (entity-specific). These were also included in the assessment process, however, based on the assessment outcome, they were not assessed as material for disclosure in the current reporting period.

The resulting material impacts, risks and opportunities were aggregated to the level of the sustainability matter to which they related. Based on our previous experience, a clearer understanding of the methodology, best market practices, and the specific characteristics of the retail sector, we reviewed and refined the material sustainability matters. The following table summarises the material sustainability matters and the parts of the value chain in which the related material impacts, risks and opportunities are concentrated.

The material sustainability matters summarised in following table are consistent with the outcome of the 2024 DMA, as the 2025 refinement did not materially alter the list of material sustainability matters.

The material impacts, risks and opportunities identified are disclosed in more detail in subsequent-sections that cover different aspects of ESG information. For impacts, we provide additional information on time horizons. Such forward-looking information is based on collective knowledge, market trends and other sources, and is associated with a high level of uncertainty.

In deciding which material information to include in the sustainability statement, we evaluated its relevance to the material sustainability matters we identified and whether it met either the decision-making needs of users or the interests of affected stakeholders, whose main concern comprises impacts relating to Group companies. We also considered the sustainability-related information needs of financial market participants and benchmarking organisations.

Material sustainability matter	Materiality type	Relevant topical standard	Upstream value chain	Own operations	Downstream value chain
<b>Sector-agnostic</b>					
Climate change management	Double	E1			
Control of air and water pollution	Impact	E2			
Water and marine resources management	Impact	E3			
Impacts and dependencies on biodiversity and ecosystems	Double	E4			
Circular economy and waste	Double	E5			
Own workforce	Double	S1			
Workers in the value chain	Double	S2			
Our consumers and end-users	Double	S4			
Responsible business conduct	Double	G1			

A list of data points derived from other EU legislation, along with their location in the sustainability statement, is provided in the Additional Information section.

A list of the ESRS Disclosure Requirements we complied with in preparing the sustainability statement following the outcome of the materiality assessment is also provided in the Additional Information section.

### SBM-3

## Material Impacts, Risks and Opportunities and Their Interaction with Strategy and the Business Model

The results of the DMA show that Group's material sustainability topics are linked to its retail business model.

Climate change is linked with energy-intensive store operations, logistics and refrigeration, which are exposed to energy price volatility and regulatory developments. These factors influence operating costs and capital allocation decisions, while energy efficiency and decarbonisation initiatives create opportunities to reduce long-term operating expenses, protect asset values and enhance resilience.

Resource efficiency, circular economy and food waste management interact with the business model through the high volumes of products sold and the Group's private-label portfolio. Initiatives for waste reduction, packaging optimisation and food loss prevention should support operational efficiency, reduce disposal costs and mitigate regulatory and reputational risks.

Supply chain sustainability and responsible sourcing are strategically important due to the Group's reliance on a broad supplier base, including agricultural producers and manufacturers. Environmental and social risks in the supply chain may affect product availability, pricing and compliance. Strengthening supplier standards and their monitoring increases short-term costs but reduces the risk of supply disruptions,

product withdrawals and revenue losses, thereby supporting business continuity and long-term value creation.

Workforce-related topics are material given the labour-intensive nature of retail operations. Employee availability, working conditions and health and safety directly affect productivity, service quality and operational efficiency.

Customer health, safety and trust are central to the Group's value proposition, particularly in relation to food safety and private-label products.

Business conduct and compliance are material due to the Group's operations across multiple jurisdictions and the regulatory scrutiny associated with the retail sector. Robust governance, compliance controls and ethical business practices increase administrative costs but significantly reduce the risk of reputational damage.

Overall, the identified material impacts, risks and opportunities influence the Group's cost structure, capital expenditure, risk profile and long-term competitiveness. While several sustainability topics require increased short-term investments and operating costs, they are expected to contribute to greater operational resilience, revenue protection and more stable financial performance over the medium and long term.

In response to these effects, the Group incorporates the identified material sustainability matters into its operational priorities, supplier requirements, efficiency initiatives, compliance processes and risk management activities, as further described in the relevant topical sections of this sustainability statement. At the reporting date, the current financial effects of the Group's material sustainability-related risks and opportunities are mainly reflected in operating costs, capital expenditure and compliance-related administrative expenses. No separate material effects on the carrying amounts of assets and liabilities were identified for the purposes of disclosure in this sustainability statement.

The table below summarises all material impacts, risks and opportunities identified through the DMA and indicates the parts of the value chain where they are most relevant and significant.

Relevant topical standard	Material sustainability matter	Associated material impacts, risks and opportunities				
E1	Climate change management	Impact	 upstream value chain  own operations	Negative	Actual	Non-renewable energy consumption results in GHG emissions into the atmosphere that increase the pace of climate change [E1_MI-1]
		Impact	 upstream value chain	Negative	Actual	Substantial contribution of food systems to global GHG emissions and depletion of non-renewable energy resources [E1_VCMI-1]
		Risk	 upstream value chain  own operations			Risks of negative impacts from climate change on infrastructure that may disturb normal operations, including acute climate effects that prevent a building from being entered or cause damage to property, frost that impacts road infrastructure., and acute and chronic hazards that impact the agricultural sector, reducing the availability of goods [E1_MR-1]
		Risk	 upstream value chain  own operations			Spikes in energy prices, carbon taxes on energy-inefficient assets, risk of stranded assets [E1_MR-2]
E2	Control of air and water pollution	Impact	 upstream value chain  own operations	Negative	Potential	Pollution of ambient air, and water bodies from stationary or mobile sources and agricultural practices causes adverse impacts on nature and human health [E2_MI-1]
	Control over intentionally added chemicals	Impact	 upstream value chain	Negative	Actual	Intentional addition of substances of concern and very high concern, as well as microplastics, leads to adverse impacts on health and ecosystems [E2_VCMI-2]
E3	Water and marine resource management	Impact	 own operations	Negative	Actual	The withdrawal and inefficient use of water in our own operations in regions vulnerable to water stress, droughts and quality-related challenges put stress on ecosystems and/or local communities [E3_MI-1]
		Impact	 upstream value chain	Negative	Actual	Food systems put pressure on water resources and marine capital through high levels of withdrawal and consumption, as well as overextraction [E3_VCMI-1]
E4	Impacts and dependencies on biodiversity and ecosystems	Impact	 upstream value chain	Negative	Potential	Pollution of the environment, having adverse impacts on biodiversity [E4_VCMI-1]
		Impact	 upstream value chain	Negative	Actual	Food systems (agriculture, manufacturing) contribute to global GHG emissions and land-use and water-use change, driving loss of biodiversity [E4_VCMI-2]
E5	Circular economy and waste	Impact	 upstream value chain  own operations  downstream value chain	Negative	Actual	Placing products on the market that are packed in non-recyclable packaging reduces the rate of recycling and increases landfill and incineration demand [E5_MI-1]
		Impact	 upstream value chain  own operations  downstream value chain	Negative	Actual	Generating non-recyclable waste streams increases pressure on the environment [E5_MI-2]
		Risk	 upstream value chain  own operations			Regulatory risks relating to increased taxes for waste management [E5_MR-1]
		Impact	 upstream value chain  own operations	Negative	Potential	Depletion of natural resources is driven by high use of virgin materials in packaging, while unmanaged demand results in excessive waste [E5_VCMI-1]
		Impact	 upstream value chain  own operations  downstream value chain	Negative	Actual	Non-recyclable food packaging creates pressure on waste management systems on the consumer side [E5_VCMI-2]
		Impact	 own operations	Negative	Actual	Food waste contributes to environmental impacts arising from waste handling and the production of goods [E5_MI-3]
		Opportunity	 own operations			Opportunities to reduce food waste in own operations through improved inventory management, handling and food donation practices [E5_MO-1]

Relevant topical standard	Material sustainability matter	Associated material impacts, risks and opportunities				
S1	Own workforce	Impact	own operations	Negative	Potential	Unsafe working conditions may cause death or serious harm to health [S1_MI-1]
		Impact	own operations	Negative	Potential	Adverse impact on human and labour rights, violating salient and fundamental rights [S1_MI-2]
		Risk	own operations			Minimum wage increases and competitor actions impose risks to operational costs, employee retention and attraction [S1_MR-1]
S2	Workers in the value chain	Risk	upstream value chain own operations			Reputational risks related to the material matters identified arising from relationships with businesses that do not adhere to good practices and laws in the field of human and labour rights [S2_MR-1]
		Impact	upstream value chain own operations	Negative	Potential	Suppliers that do not enforce work-related rights recognised by international standards, nor ensure human rights in the upstream value chain, contribute to severe violations of human and labour rights among value-chain employees [S2_VCMI-1]
S4	Our customers	Impact	own operations downstream value chain	Negative	Potential	Personal data breaches resulting in leaks of personal information [S4_MI-1]
		Impact	own operations downstream value chain	Negative	Actual	Discriminatory practices that have a negative impact on an individual, including those arising from biases or limited accessibility for people with disabilities [S4_MI-2]
		Risk	own operations			Reputational damage and fines in the event of irresponsible marketing practices [S4_MR-1]
		Impact	own operations downstream value chain	Negative	Potential	Without access to (quality) information, customers may use products incorrectly, acquiring products to which they are allergic [S4_VCMI-1]
		Impact	own operations downstream value chain	Negative	Potential	Food offerings that are not safe or are of low quality have negative impacts on the health of consumers [S4_VCMI-2]
G1	Responsible business conduct	Impact	upstream value chain own operations	Negative	Potential	A poor corporate culture impacts human and labour rights through possible violations of international treaties and responsible business practices [G1_MI-1]
		Impact	upstream value chain own operations	Negative	Potential	Inappropriate payment practices have a substantial impact on the business continuity of suppliers, particularly SMEs, due to cash flow shortages [G1_MI-2]
		Risk	upstream value chain own operations			Regulatory risks or lost market access due to corruption scandals or political and social instability [G1_MR-1]
		Impact	upstream value chain own operations	Negative	Potential	Inappropriate business conduct practices by actors in the value chain can have adverse impacts on people and nature [G1_VCMI-1]

## Environmental Information

As a retailer, we recognise the importance of monitoring and acting in the field of environmental risks, opportunities and impacts. The sector in which we operate is considered a high climate impact sector under the definitions set out in the Sustainable Finance Disclosure Regulation (SFDR), meaning that many regulations arising from the EU Green Deal already affect our operations and business model, or will do so in the near future.

Climate action is an umbrella topic that covers our energy- and emissions-intensive activities, which we are managing through near-term science-based targets aligned with the Paris Agreement. Due to the specifics of our sector, topics related to circularity are monitored across food- and non-food-related issues. In addition, we make a reasonable contribution to the use of materials through packaging solutions, particularly in our own private-label products, so we are putting additional efforts into addressing package-related waste.

### Disclosures Pursuant to Article 8 of Regulation 2020/852 (Taxonomy Regulation)

Under EU Taxonomy, Group is required to disclose information to the public about the extent to which its activities are associated with environmentally sustainable economic activities. The Group is engaged in comprehensive sustainability efforts, with sustainability integral to its business activities.

The main economic activity of the Group is retail trade in food and consumables. This activity currently is not included in the EU Taxonomy's list of eligible activities. Therefore, the main activity of the Group is out of the scope of the current EU Taxonomy reporting. However, the Group is involved in secondary economic activities that support retail activities, such as transportation of goods, owning and leasing out buildings, renovating buildings and investing in energy efficiency equipment and infrastructure for personal mobility. These economic activities are EU Taxonomy-eligible activities under the EU Taxonomy legislation.

In 2025 and 2024, the Group reported the share of its turnover, capital expenditure and operating expenditure in activities that were EU Taxonomy-eligible. It also reported how much of its turnover, capital expenditure and operating expenditure from EU Taxonomy-eligible activities were EU Taxonomy-aligned. EU Taxonomy-aligned economic activities are activities that contribute substantially to one or more of the environmental objectives set out in the EU Taxonomy, do not significantly harm any of the environmental objectives, are carried out in compliance with the minimum social safeguards and comply with technical screening criteria that have been established by the EU Taxonomy. A list of the Group's identified EU Taxonomy-eligible activities is provided in the following table:

<b>CCM 6.5</b>	Transport by motorbikes, passenger cars and light commercial vehicles
<b>CCM 6.6</b>	Freight transport services by road
<b>CCM 7.1</b>	Construction of new buildings
<b>CCM 7.2</b>	Renovation of existing buildings
<b>CCM 7.3</b>	Installation, maintenance and repair of energy efficiency equipment
<b>CCM 7.6</b>	Installation, maintenance and repair of renewable energy technologies
<b>CCM 7.7</b>	Acquisition and ownership of buildings
<b>WTR 2.2</b>	Urban waste water treatment

The Group examined all of the above-listed EU Taxonomy-eligible activities to determine how they align with the EU Taxonomy's technical screening criteria and whether they substantially contribute to climate change mitigation and climate change adaptation. For each eligible activity, the assessment covered the applicable technical screening criteria by verifying compliance with the relevant technical requirements set out in the EU Taxonomy Delegated Acts, including performance thresholds and qualitative criteria, as applicable to the specific activity. After conducting the assessment, we did not identify any taxonomy-aligned activities that contribute to multiple environmental objectives and meet all the technical screening criteria, so no cases of this type of double counting occurred. When assessing substantial contribution to the environmental objective of climate change adaptation, we did not identify economic activities that have significant physical climate change risks, which would require the implementation of adaptation measures. Furthermore, the Group assessed compliance with "do no significant harm" (DNSH) criteria. As part of the DNSH assessment, a physical climate risk assessment was performed for the relevant activities (including activities 7.3, 7.5 and 7.6) to assess potential climate-related physical risks in line with the climate change adaptation requirements. The assessment did not identify material physical climate risks requiring additional adaptation measures. Activity CCM 7.3 failed to meet all the DNSH requirements, thus has been deemed not aligned. When checking for compliance with substantial contribution criteria for CCM 7.6, we concluded that only activities listed under the substantial contribution criteria are compliant, and only those activities have been included in the numerator of alignment KPIs. The Group also verified compliance with the minimum social safeguards. In this context, the Group considered the decision adopted by the Latvian Competition Council on 31 October 2025 in relation to MAXIMA Latvija. Since the decision was appealed to court on 5 December 2025 and was not final as at the reporting date, it was not considered a conclusive basis for determining non-compliance with the minimum social

safeguards. The Equal Opportunities and Diversity Policy, the Anti-Corruption Policy and the Code of Business Ethics lay the foundation for ensuring that the Group complies with the minimum social safeguards defined in the EU Taxonomy.

### Accounting Policies

#### Turnover

The Group's total turnover corresponds to revenue, including both continuing and discontinued operations, reported in the Group's consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU.

The turnover key performance indicator (KPI) indicates the percentage of the Group's revenue derived from the lease of buildings and from e-commerce transportation services. Accounting policy for revenue recognition is disclosed in the consolidated financial statements of the Group.

During the reporting period, changes in the turnover KPI were mainly driven by shifts in the relative contribution of revenue streams. Variations in demand for e-commerce transportation services and changes in occupancy levels and rental income from leased buildings affected the proportion of Taxonomy-eligible activities within total revenue. In addition, overall changes in the Group's revenue base influenced the KPI, as the share of eligible turnover is sensitive to both the performance of Taxonomy-aligned activities and movements in total turnover.

#### Capital expenditure (Capex)

During the reporting period, total Capex represents the acquisition of property, plant and equipment, intangible assets, investment property and additions to right-of-use assets.

The EU Taxonomy applies to the Group's owned buildings, owned and leased vehicles and investments in energy efficiency equipment and infrastructure for personal mobility. Group installs and maintains a variety of energy-efficiency related equipment, including lighting and heating systems, located in stores and warehouses. The Group transports goods to e-commerce customers using either owned or leased vehicles. No Capex was invested in coal-, oil- or gas-related activities during the reporting year 2025 and 2024.

Capex KPI indicates the proportion of Group's investments in the aforementioned assets relative to the Group's total Capex (including additions to right-of-use assets) over the reporting period.

#### Operating expenditure (Opex)

Total Opex is defined as direct, non-capitalised costs associated with the day-to-day servicing of property, plant and equipment that are necessary to ensure the continued and effective functioning of such assets. The Group incurs costs associated with the installation, repair and maintenance of assets, and costs related to transportation services. The Opex KPI indicates the proportion of the aforementioned operating costs relative to the Group's total costs.

During the reporting period, changes in the Opex KPI were primarily driven by fluctuations in maintenance and repair activities, reflecting the timing and scope of asset servicing programmes, as well as variations in transportation-related costs. In addition, movements in total operating costs of the Group impacted the relative proportion of eligible Opex. The combined effect of these factors resulted in changes in the Opex KPI compared to the prior period.

Early-adopted EU Taxonomy disclosures for the 2025 reporting period were prepared in accordance with Commission Delegated Regulation (EU) 2021/2178, as amended by Commission Delegated Regulation (EU) 2026/73, under Regulation (EU) 2020/852. The amendments introduced by Regulation (EU) 2026/73 were applied in advance of their mandatory effective date in order to align the disclosures with the most recent regulatory requirements, enhance consistency with updated KPI definitions and templates, and improve comparability and transparency of the Group's Taxonomy-aligned activities.

The Group ensures that no double counting arises in the calculation of turnover, Capex and Opex KPIs by applying a clear allocation methodology across economic activities. Each eligible activity is assessed and mapped to a single Taxonomy activity, and related revenues and expenditures are assigned on a mutually exclusive basis.

Turnover is allocated based on the primary activity generating the revenue stream, ensuring that each revenue component is included only once in the numerator. Capex and Opex are allocated based on the nature and purpose of the underlying asset or expense, with costs attributed to the activity to which they directly relate. Where expenditures could relate to multiple activities, allocation keys are applied to ensure a consistent and non-overlapping distribution.

Internal controls and review procedures are in place to verify that the same revenue or expenditure item is not attributed to more than one economic activity, thereby preventing double counting across all KPIs.

Financial Key  
Performance Indicators

Financial year 2025		Breakdown by environmental objectives of Taxonomy aligned activities													
KPI	Total	Proportion of Taxonomy eligible activities	Taxonomy aligned activities	Proportion of Taxonomy aligned activities	Climate change adaptation					Circular Economy			Biodiversity		
					Climate change mitigation	Water	Pollution	Proportion of enabling activities	Proportion of transitional activities	Not assessed activities considered nonmaterial	Taxonomy aligned activities in previous financial year (N-1)	Proportion of Taxonomy aligned activities in previous financial year (N-1)			
Turnover	6,348,578	0.68%	-	0.00%	0.00%	-	-	-	-	-	0.00%	0.00%	0.00%	-	0.00%
Capex	227,893	27.71%	2,408	1.06%	1.06%	-	-	-	-	-	1.06%	0.00%	3.81%	1,745	0.54%
Opex	192,291	13.35%	302	0.16%	0.16%	-	-	-	-	-	0.16%	0.00%	1.17%	163	0.08%

Proportion of turnover from products or services associated with EU Taxonomy-aligned economic activities – disclosure covering year 2025

Reported KPI: Turnover Financial year 2025		Environmental objective of Taxonomy-aligned activities														
Economic activities	Code(s)	Taxonomy-eligible KPI (Proportion of Taxonomy-eligible Turnover)	Taxonomy-aligned KPI (monetary value of Turnover)	Taxonomy-aligned KPI (Proportion of Taxonomy-aligned Turnover)	Climate change adaptation					Circular Economy		Biodiversity		Enabling activity	Transitional activity	Proportion of Taxonomy-aligned in Taxonomy-eligible
					Climate change mitigation	Water	Pollution	Proportion of enabling activities	Proportion of transitional activities	Not assessed activities considered nonmaterial	Taxonomy aligned activities in previous financial year (N-1)	Proportion of Taxonomy aligned activities in previous financial year (N-1)				
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	0.03%	0	0.00%	-	-	-	-	-	-	-	-	-	-	-	0.00%
Acquisition and ownership of buildings	CCM 7.7	0.65%	0	0.00%	-	-	-	-	-	-	-	-	-	-	-	0.00%
<b>Sum of alignment per objective</b>					-	-	-	-	-	-	-	-	-	-	-	
<b>Total KPI (Turnover)</b>		0.68%	0	0.00%	-	-	-	-	-	-	-	-	-	-	-	0.00%

Proportion of Capex from products or services associated with EU Taxonomy-aligned economic activities – disclosure covering year 2025

Reported KPI: CAPEX Financial year 2025		Environmental objective of Taxonomy-aligned activities														
Economic activities	Code(s)	Taxonomy-eligible KPI (Proportion of Taxonomy-eligible Capex)	Taxonomy-aligned KPI (monetary value of Capex)	Taxonomy-aligned KPI (Proportion of Taxonomy-aligned Capex)	Climate change adaptation					Circular Economy		Biodiversity		Enabling activity	Transitional activity	Proportion of Taxonomy-aligned in Taxonomy-eligible
					Climate change mitigation	Water	Pollution	Proportion of enabling activities	Proportion of transitional activities	Not assessed activities considered nonmaterial	Taxonomy aligned activities in previous financial year (N-1)	Proportion of Taxonomy aligned activities in previous financial year (N-1)				
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	1.06%	2,408	1.06%	1.06%	-	-	-	-	-	-	-	-	E	-	100%
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	0.53%	0	0.00%	-	-	-	-	-	-	-	-	-	-	-	0.00%
Construction of new buildings	CCM 7.1	0.14%	0	0.00%	-	-	-	-	-	-	-	-	-	-	-	0.00%
Renovation of existing buildings	CCM 7.2	7.90%	0	0.00%	-	-	-	-	-	-	-	-	-	-	-	0.00%
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	2.74%	0	0.00%	-	-	-	-	-	-	-	-	-	-	-	0.00%
Acquisition and ownership of buildings	CCM 7.7	15.34%	0	0.00%	-	-	-	-	-	-	-	-	-	-	-	0.00%
<b>Sum of alignment per objective</b>					1.06%	-	-	-	-	-	-	-	-	-	-	
<b>Total KPI (Capex)</b>		27.71%	2,408	1.06%	1.06%	-	-	-	-	-	-	-	-	1.06%	-	3.81%

All elements included in the numerator of Capex KPI were acquired into property, plant and equipment, to internally generated intangible assets and to capitalised right-of-use assets through additions.

No expenses were included through business acquisitions or as a part of a Capex plan.

## Proportion of Opex from products or services associated with EU Taxonomy-aligned economic activities – disclosure covering year 2025

Reported KPI: OPEX Financial year 2025		Environmental objective of Taxonomy-aligned activities												
Economic activities	Code(s)	Taxonomy-eligible KPI (Proportion of Taxonomy-eligible Opex)	Taxonomy-aligned KPI (monetary value of Opex)	Taxonomy-aligned KPI (Proportion of Taxonomy-aligned Opex)	Climate change mitigation					Climate change adaptation		Enabling activity	Transitional activity	Proportion of Taxonomy-aligned in Taxonomy-eligible
					Water	Pollution	Circular Economy	Biodiversity						
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	0.16%	302	0.16%	0.16%	-	-	-	-	-	-	E	-	100%
Urban Waste Water Treatment	WTR 2.2	0.30%	-	0.00%	-	-	-	-	-	-	-	-	-	0.00%
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	8.68%	-	0.00%	-	-	-	-	-	-	-	-	-	0.00%
Freight transport services by road	CCM 6.6	1.95%	-	0.00%	-	-	-	-	-	-	-	-	-	0.00%
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	2.26%	-	0.00%	-	-	-	-	-	-	-	-	-	0.00%
<b>Sum of alignment per objective</b>					0.16%	-	-	-	-	-	-			
<b>Total KPI (Opex)</b>		13.35%	302	0.16%	0.16%	-	-	-	-	-	-	0.16%	-	1.17%

Turnover and capital expenditure KPIs disclosed in accordance with the EU Taxonomy Regulation (EU) 2020/852 are reconciled to the respective line items presented in the Group's financial statements, notes 18 and 23 for turnover, notes 5, 6, 7 for Capex and notes 20, 23 for Opex. Turnover is linked to revenue recognised in the statement of comprehensive income, while capital expenditure is reconciled to additions to non-current assets as disclosed in the notes to the financial statements.

### E1 Climate Change

In 2025, the Group's companies continued their efforts in climate change management, focusing on reducing GHG emissions from their own operations in alignment with science-based targets. A detailed overview of ongoing processes and actions is provided throughout this chapter, highlighting key actions implemented during the year.

### E1 IRO-1 Climate Risks

During the reporting period, the Group conducted a climate change resilience analysis covering its own operations (including stores, warehouses and logistics infrastructure) in Lithuania, Latvia, Estonia, Poland and Bulgaria. The analysis focused on climate-related physical and transition risks relevant to the Group's retail business model and geographical footprint. It primarily covered the Group's own operations, while transition risks were also considered in relation to upstream value chains through suppliers, logistics and packaging. The analysis did not extend to a detailed downstream value chain assessment or asset-specific analysis. The assessment addressed both chronic and acute physical climate hazards and climate-related transition risks over medium-term (to 2030) and long-term (to 2050) time horizons. This was a qualitative scenario analysis conducted during the reporting period. Physical climate risks were assessed based on publicly available national-level and, where available, more localised climate risk and vulnerability assessments, including the Eighth National Communications to the United Nations Framework Convention on Climate Change (UNFCCC) and data from the European Climate Adaptation Platform (Climate-ADAPT). The assessment applied a high-emissions climate scenario broadly aligned

with the Intergovernmental Panel on Climate Change (IPCC) Representative Concentration Pathway (RCP) 8.5 assumptions. Transition risks were assessed using two qualitative scenarios: an orderly transition scenario, aligned with EU climate-neutrality objectives by 2050, and a delayed transition scenario, reflecting limited and fragmented climate policy action (a "hot world" pathway). The orderly transition scenario assumed the timely implementation of existing and announced EU climate and sustainability policies, including strengthening carbon pricing mechanisms, progressively stricter regulatory requirements on packaging, waste, circularity, supply-chain due diligence and environmental claims, and the gradual deployment of commercially available low-carbon technologies. The hot world scenario assumed delayed and fragmented policy action, slower technology deployment, continued reliance on carbon-intensive energy systems and technologies, and greater long-term market volatility, disruption and reputational risk.

The resilience analysis was qualitative in nature and did not include a separate quantification of anticipated financial effects. Its results were considered together with the Group's broader climate-related risk management and mitigation planning processes.

The analysis identified exposure to a range of climate-related physical risks, including heatwaves, heavy precipitation, floods and temperature variability, which may affect operations across the Group's countries of operation. These risks were assessed as manageable within existing operational controls, with no physical climate risks identified as having a high likelihood of causing material financial or operational disruption within the assessed time horizons. Low and moderate risks were considered manageable within business-as-usual controls and not reasonably likely to result in material financial or operational impacts. As no physical risks were assessed as having both a high likelihood and a potentially material impact on operations, no further detailed impact assessment was performed at this stage.

Transition risks were identified primarily in relation to energy costs, refrigeration systems, regulatory developments and upstream supply chains. These risks are expected to materialise over the medium- to long-term time horizons and are monitored as part of the Group's ongoing risk management processes. No material climate-related transition risks were identified over a one-year time horizon, given that the key regulatory, market and technology drivers are expected to materialise over medium- to long-term timeframes. The qualitative transition risk assessment considered policy and legal, market, technology and reputational risks. The medium-term horizon to 2030 focused on implementation and cost pass-through risks, while the long-term horizon to 2050 addressed structural business model alignment and competitiveness in a low-carbon economy.








The climate resilience analysis did not identify any assets or business activities as incompatible with a transition to a climate-neutral economy. However, certain operational areas, including refrigeration, energy use, logistics and packaging, were identified as requiring continued transition efforts in response to evolving regulatory, market and technology expectations.

The analysis is subject to uncertainty inherent in long-term climate projections and qualitative scenario analysis, particularly where the assessment of risks to own operations was based on national and, in some cases, subnational climate risk information rather than asset-specific analysis.

The climate change resilience analysis did not identify any material climate-related risks that had not already been captured through the DMA.

### SBM-3 Impacts, Risks and Opportunities

Upon reviewing the technical documentation for the SBTN framework and the WWF Risk Filter Suite, we did not identify any material issues with regard to climate change in the downstream value chain of our business that would be associated with the products and services we provide. The resulting material impacts, risks and opportunities are described further in this chapter.

Associated material impacts, risks and opportunities	Value chain location
Negative impact/ Actual: Non-renewable energy consumption results in GHG emissions into the atmosphere that increase the pace of climate change [E1_MI-1]	 upstream value chain  own operations
Negative impact/ Actual: Substantial contribution of food systems to global GHG emissions and depletion of non-renewable energy resources [E1_VCMI-1]	 upstream value chain
Risk: Risks of negative impacts from climate change on infrastructure that may disturb normal operations, including acute climate effects that prevent a building from being entered or cause damage to property, frost that impacts road infrastructure, and acute and chronic hazards that impact the agricultural sector, reducing the availability of goods [E1_MR-1]	 upstream value chain  own operations
Risk: Spikes in energy prices, carbon taxes on energy-inefficient assets, risk of stranded assets [E1_MR-2]	 upstream value chain  own operations

The effects of impacts, risks and opportunities relating to climate change are acknowledged by the Group and managed through implementation practices and measures that contribute to the reduction of energy consumption and GHG emissions. When deemed necessary, Group assets important to business activities are insured against climate-change-driven physical risks, and additional adaptation measures might be introduced to ensure long-term resilience. Supply chains are diversified to build resilience against disruptions in the availability of agricultural products due to low harvests.

Impact on people and the environment	Link to strategy and business model	Time horizon	Nature of involvement
E1_MI-1 Group GHG emissions contribute to global warming, affecting the environment through extreme weather events and rising sea levels. This in turn harms people and food systems.	Emissions stem from logistics, store operations and refrigeration systems, which are essential to the business model.	Impacts are expected to intensify in the long term (5 - 15 years) if supply chain actors do not undertake mitigation efforts. The Group's own operations are expected to reduce impacts through the pursuit of set targets.	The Group is directly responsible through its own operations and indirectly through the upstream value chain.
E1_VCM1-1 Together agriculture, land-use change and food production make a significant contribution to global GHG emissions. High emissions from deforestation, methane from livestock, and nitrous oxide from fertiliser use accelerate climate change, impacting global ecosystems, human health and economies.	Without the introducing an emissions-based sourcing strategy, the value chain will remain carbon-heavy.	Impacts are expected to intensify in the long term (5 - 15 years) without mitigation efforts taken by supply chain actors.	The Group is indirectly involved through its procurement activities.



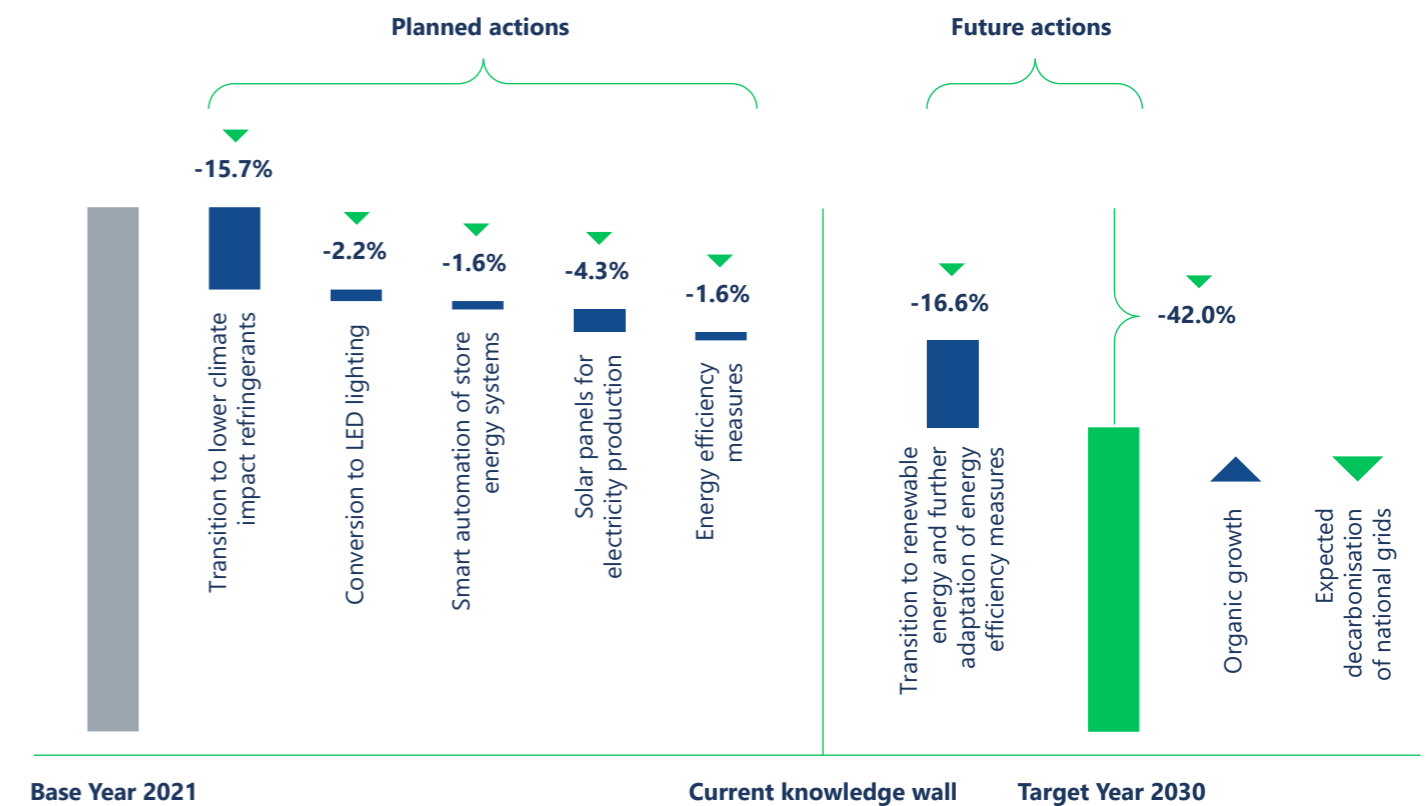
## E1-1 Transition Plan for Climate Change Mitigation

The Group has begun developing a transition plan for climate change mitigation, with completion anticipated no earlier than 2026. The plan is being developed based on GHG emission reduction targets verified by the Science Based Targets initiative (SBTi) in alignment with the goal of the Paris Agreement to limit global warming to 1.5 °C. More information is available in the Targets section of the E1 Climate Change chapter.

The diagram below shows our decarbonisation levers and key actions to achieve the Scope 1 and 2 science-based targets. It should be noted that the Group has set Scope 3 engagement targets thus no decarbonisation levers are presented in the graph. We have a "current knowledge wall" in our plan that splits our target achievement plan into two parts: actions already planned and future actions that we have not yet explicitly planned, as our current knowledge is insufficient to foresee future technological developments and market conditions. However, we foresee that measures

will focus on the transition to renewable energy and further adaptation of energy-efficiency solutions. We also expect that any increase in GHG emissions due to our Group companies' organic growth will be balanced by the pace at which national power grids will become greener. This is based on CRREM (Carbon Risk Real Estate Monitor) models that, are tailored for real estate assets.

In 2023, we assessed the preliminary investment needed to achieve our science-based targets pertaining to Scope 1 and 2 emissions. These investments are projected to amount to approximately EUR 100 million between 2023 and 2030. A reasonable share is expected to be Taxonomy-eligible and to fall under the Climate Change Mitigation environmental objective. The total amount of Taxonomy-eligible Capex under Climate change mitigation objective during the 2023-2025 period has amounted to EUR 59 million (excluding CCM7.1 and CCM 7.7 as these two activities do not contribute to investment's to achieve SBTi goals). At the time of publishing the sustainability statement, we had not conducted any estimations on the potential alignment of future Capex and Opex with the Taxonomy.



The Group does not fall under the definition for exclusion from the EU Paris-aligned Benchmarks as laid down in Article 12 of Commission Delegated Regulation (EU) 2020/1818. During the reporting period, the Group made no significant Capex investments in coal-, oil- or gas-related economic activities.

**E1-2** Policies

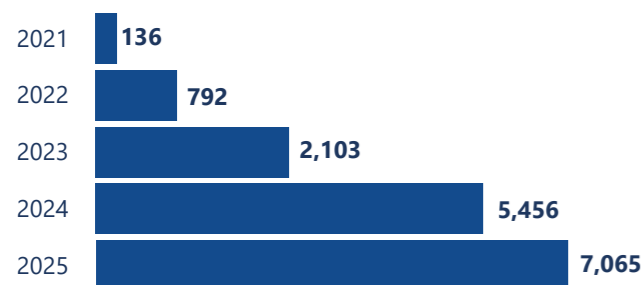
The Group has not adopted any policies relating to climate change mitigation and adaptation, energy efficiency, renewable energy deployment or other climate change-related topics, with the relevant policies set to be developed no earlier than 2026. The delay relates to the complexity of implementing such policies within the Group due to different contexts, markets and regulatory environments in the countries of operation.

**E1-3** Actions

Although there are no climate-related written policies at present, Group companies are actively implementing measures that address energy consumption, renewable energy generation and the reduction of GHG emissions. The Group's total GHG footprint amounted to 5,120,815 tCO<sub>2</sub>e in 2025 (5,167,645 tCO<sub>2</sub>e in previous year), with the biggest share of emissions coming from the value chain for the production of acquired goods (detailed information is provided in the Metrics sub-chapter). During the reporting period, actions related to climate-related physical risks focused primarily on insurance coverage.

Our monitoring of investments in carbon reduction measures is conducted through the EU Taxonomy Regulation framework. We acknowledge that all investments that align with the EU Taxonomy climate change mitigation objective contribute significantly to the reduction of GHG emissions. Additionally, mitigation measures that occur in routine business activities other than hard investments and contribute to GHG emission reduction are reflected in our GHG inventory through their impact on emissions. However, the specific monetary values of these measures are not explicitly quantified. Based on data on eligibility under the EU Taxonomy climate change mitigation objective, a total of EUR 77.0 million in Taxonomy-eligible Capex and EUR 25.1 million in Taxonomy-eligible Opex was directed towards reduction of climate impacts throughout the whole Group in 2025 (compared with EUR 71.9 million in Taxonomy-eligible Capex and EUR 14.5 million in Taxonomy-eligible Opex in 2024).

**TOTAL RENEWABLE ELECTRICITY GENERATION FROM SOLAR POWER, MWh**



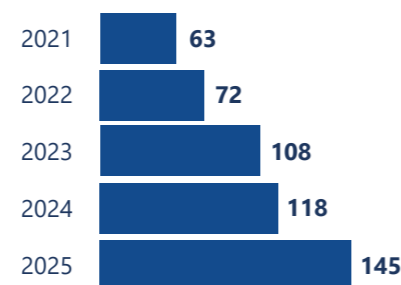
At the end of the reporting period, a 24.5% reduction in Scope 1 and Scope 2 GHG emissions had been achieved compared to base year 2021. Progress towards engagement goals is assessed by evaluating the maturity of climate action at the supplier level, which is discussed in more detail in the sub-chapter on that subject. At the end of the reporting period 19.0% of our suppliers, by emissions covering purchased goods and services, had science-based targets according to publicly available information from the Science Based Targets initiative (SBTi) Target Dashboard.

**Renewable energy development**

In 2025, MAXIMA Lithuania installed one new 50 kW solar power station, increasing the total installed renewable energy capacity from 266 kW to 316 kW during the reporting year, reflecting the continued expansion of on-site renewable energy generation. During the same period, STOKROTKA expanded its photovoltaic installations by installing 15 new systems with a total nominal capacity of 787.98 kW. By the end of 2025, a total of 122 photovoltaic installations were in operation, reaching a combined nominal capacity of 5,807.33 kW.

In tackling the reduction of purchased energy consumption, we increased the amount of renewable energy we generate to more than 7.1 GWh (compared to 5.4 GWh in the previous year), of which we consumed 95% directly on-site, with the rest exported to the grid. In addition, our own generation of renewable energy enabled us to avoid emissions of 2,837 tCO<sub>2</sub>e (2,257 tCO<sub>2</sub>e in previous year).

**NUMBER OF STORES WITH NATURAL REFRIGERANTS (CO<sub>2</sub>, WL)**



**Transitioning to lower-impact refrigerants**

The use of refrigerants is another area in which our engineering teams are taking steps to lower the climate impact of existing systems. GHG emissions arising from refrigerant leakage reached 45,893 tCO<sub>2</sub>e in 2025 (compared with 66,993 tCO<sub>2</sub>e in 2024). This reduction reflects the continued transition from high GWP refrigerants to lower impact refrigeration technologies and ongoing equipment modernisation. We are steadily increasing the number of stores with natural refrigerants to reduce impacts that arise from such leakages. In 2025, STOKROTKA installed its first CO<sub>2</sub> based refrigeration systems refrigeration systems based on natural refrigerants in four stores, and all newly opened stores will be equipped with such systems going forward. At the end of 2025 we had 145 stores with water-loop or carbon dioxide-based refrigeration systems (118 in 2024), of which 122 were located in the Baltic States.

**Energy efficiency**

Energy efficiency improvements are implemented across the Group through various operational and technological measures, including LED lighting upgrades and energy management initiatives. The examples below highlight selected actions implemented by Group companies during the reporting period. In MAXIMA Lithuania, heat recovery solutions from refrigeration systems have been implemented, enabling recovered thermal energy to be reused for space heating and hot water preparation in stores. In 2025, the solution was expanded to 6 additional stores, bringing the total number of sites equipped with heat recovery systems to 70. During the year, these projects enabled the recovery of 3,015 MWh of thermal energy, reducing the need for externally supplied heating energy. Based on preliminary estimates, this corresponds to approximately 510 tCO<sub>2</sub>e of avoided emissions, depending on the replaced energy source.

When it comes to our fleet, 99.7% of our owned and operated vehicles are EURO 6 standard for tailpipe emissions (99.9% at the end of 2024). For passenger cars, we have been transitioning away from diesel-run vehicles, with 79% of passenger cars being petrol and hybrid at the end of 2025 (69% at the end of 2024).

MAXIMA Lithuania has started a process in 2024 to update the current logistics management module to ensure that product deliveries are optimised, resulting in reduced travel distances and improved loading efficiency of delivery trucks. During 2025, the project progressed through the evaluation and selection phase, including assessment of potential solutions, expected benefits and implementation planning. The implementation phase is planned to continue in 2026.

Since 2016, MAXIMA Latvia has been using an ISO 50001-certified energy management system to improve efficiency across stores, logistics warehouses and offices, ensuring compliance with European and Latvian regulations. In 2025, the company continued implementing energy efficiency measures identified through this system, including lighting modernisation, optimisation of refrigeration and heating, ventilation and air conditioning (HVAC) systems, deployment of building management and automation solutions, and other operational energy optimisation initiatives aimed at reducing overall energy consumption.

**E1-4** Targets

In March 2023, the Group committed to setting science-based targets validated by SBTi, a decision unrelated to any internal policy objective. We chose this approach because we believe it aligns with best practices for setting climate mitigation goals. By adhering to guidelines set by the SBTi cross-sector pathway and corporate near-term criteria and using an absolute contraction approach, we aim to ensure that our climate mitigation goals are not only ambitious, but also scientifically grounded and aligned with the objectives of the Paris Agreement. We also seek to ensure that they incorporate the entire value chain, including upstream and downstream activities, as well as our own operations. Internal stakeholders, including the Management Board, have been involved throughout the process of setting targets and assessing implementation measures. Official approval was granted at the end of 2023, with SBTi classifying our Scope 1 and 2 target ambitions as being in line with a 1.5 oC trajectory. Scope 1 and 2 target is an absolute reduction target, and Scope 2 was calculated following the market-based approach. The Scope 3 target is an engagement target.

**MAXIMA GRUPĖ is committed to reducing absolute Scope 1 and 2 GHG emissions 42.0% by 2030 from the 2021 base year. MAXIMA GRUPĖ also commits that 78.3% of its suppliers by emissions covering purchased goods and services, will have science-based targets by 2027.**

Following the disposal of the Group's operations in Poland and Bulgaria in 2025, the suitability and feasibility of this Scope 3 engagement target will be reviewed in 2026. Targets were set using the same organisational and operational boundaries as in the GHG inventory, ensuring consistency with the indicators used for tracking progress. Following SBTi methodology, Scope 1 and 2 targets cover 100% of Scope 1 and 2 emissions, while the Scope 3 engagement target covers two-thirds of Scope 3 emissions. In accordance with SBTi criteria, we will review and, if necessary, recalculate and revalidate our targets in line with the most recent criteria at least every five years. Additionally, we have set a 5% significance threshold for the recalculations of emission. No reviews of the baseline were performed during the reporting year.

Breakdown of absolute GHG reduction targets for the period from 2021 to 2030	Target value
Absolute value of Scope 1 and 2 (market-based) GHG emission reductions, tCO <sub>2</sub> e	117,626
Percentage value of Scope 1 and 2 (market-based) GHG emission reduction in GHG emission (compared with emissions in the base year)	42%

tCO<sub>2</sub>e, tonnes of carbon dioxide equivalent

Our selection of 2021 as our baseline year was scrutinised by SBTi during the target validation process and deemed appropriate given our business-specific circumstances. At the time we submitted our targets for validation, our 2022 inventory had not been completed. Meanwhile, although we had reliable input data for the 2020 GHG inventory calculation, that year was significantly impacted by the COVID-19 pandemic and thus does not accurately represent our business operations. Using earlier years as a baseline would lead to substantial discrepancies, given the major changes and developments in our operations since then.

Progress is monitored annually, with results presented to the Management Board. Other stakeholders receive progress updates through annual sustainability statements which are presented alongside annual financial statements, with progress measured by comparing Scope 1 and 2 emissions in the reporting year with those in the baseline year.

Decarbonisation levers are further described in sub-chapter E1-1 – Transition plan for climate change mitigation.

## Metrics

### Climate impact at a supplier level

As is evident from our GHG inventory shows, the goods we offer through our stores and e-commerce business have the greatest GHG impact on our organisational footprint. Diving deeper into this category, we allocated our emissions to our suppliers based on the amounts of their products sold.

To understand how our suppliers are addressing the impacts associated with their goods and products, we performed a

detailed analysis of publicly available information for the initial classification of our largest suppliers in terms of associated GHG emissions based on the maturity of their climate impact

management. We established that suppliers that already have science-based targets (either SBTi-approved or in line with the 1.5 °C ambition) cover 17.3% of our total Scope 3 GHG emissions and, 19.0% of Scope 3 Category 1 emissions.

Breakdown of goods and product suppliers by maturity of climate action	As of Total GHG Scope 3		Coverage, %	
	Coverage in 2024, %	Coverage in 2025, %	Coverage in 2024, %	Coverage in 2025, %
Have SBTi-approved targets	14.1%	17.3%	16.0%	19.0%
Have committed to setting targets under the SBTi	3.6%	3.5%	4.0%	3.8%
Have targets in line with the 1.5 °C ambition	0.0%	0.0%	0.0%	0.0%
Have GHG reduction targets	0.8%	0.4%	1.0%	0.4%
Do not have GHG targets, but have related activities (energy efficiency measures, tracking GHG emissions)	12.3%	12.7%	13.9%	13.9%
Have no targets	16.1%	16.8%	18.2%	18.5%
Not classified at the current stage	53.1%	49.3%	47.0%	44.3%

### Land and agriculture impacts

During the reporting period, we continued to improve our calculation methods for agriculture-related (so-called FLAG – forest, land and agriculture) emissions in our Scope 3. We used updated emission factors from the Agribalyse database and introduced new ones sourced from the CarbonCloud database to achieve more accurate estimates. The resulting uncertainty was considered moderate to high due to the absence of supplier-specific emission factors.

The totals presented in this table relate only to purchased goods included in the Food and Beverages and Non-Food categories. The total Scope 3 Category 1 emissions disclosed in the GHG inventory also include purchased services, which explains the difference between the two disclosures.

For the second consecutive year, we estimated FLAG emissions broken down into land-use change (LUC) and land management components. The following table shows that approximately 19% of emissions were related to land-use change, a driver of biodiversity-related impacts.

FLAG emissions r, tCO <sub>2</sub> e	Comparative, 2024			Reporting year, 2025		
	Total Cat 1 emissions	FLAG Cat 1 emissions	Non-FLAG Cat 1 emissions	Total Cat 1 emissions	FLAG Cat 1 emissions	Non-FLAG Cat 1 emissions
Food and Beverages	3,927,449	1,912,214	2,015,235	3,880,022	1,856,261	2,023,762
Non-Food	336,678	Not estimated	Not estimated	492,201	Not estimated	Not estimated

FLAG, forest, land and agriculture;  
tCO<sub>2</sub>e, tonnes of carbon dioxide equivalent

FLAG breakdown, tCO <sub>2</sub> e	Comparative, 2024			Reporting year, 2025		
	FLAG Cat 1 emissions	LUC Cat 1 emissions	Land management Cat 1 emissions	FLAG Cat 1 emissions	LUC Cat 1 emissions	Land management Cat 1 emissions
Food and Beverages	1,912,214	355,696	1,556,518	1,856,261	344,697	1,511,563

FLAG, forest, land and agriculture  
LUC, land-use change;  
tCO<sub>2</sub>e, tonnes of carbon dioxide equivalent.

### E1-5 Energy consumption and mix

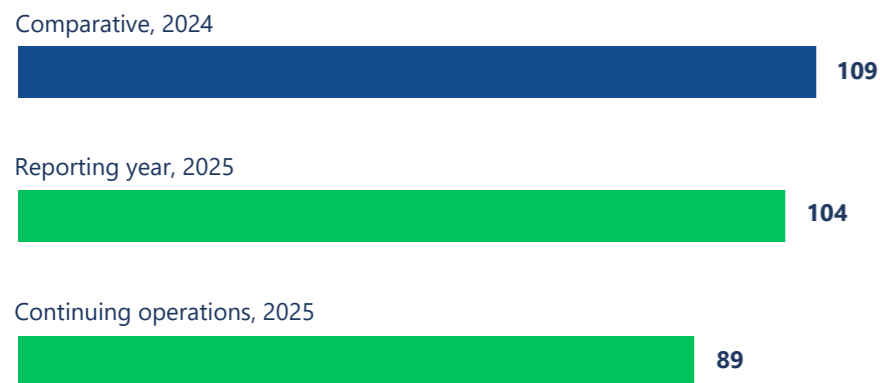
We adopted a conservative approach to reporting the proportion of our energy use that comprised renewables, in line with the provisions of ESRS E1-5. We included only renewable energy for which Guarantees of Origin were attributed. When we consumed purchased electricity, we did not account for any additional renewable energy share that was in the country's power grid unless it was explicitly claimed through market instruments.

We also did not consider the proportion of renewable fuel used in road transport, even though the countries in which we operate have legal obligations to blend biofuel with diesel and petrol. We took the same approach for district heating, and did not calculate the proportion from renewable sources when we lacked attribution certificates.

Energy consumption and mix for our own operations <sup>9</sup> , MWh	Comparative, 2024	Reporting year, 2025	Continuing operations, 2025
Fuel consumption from coal and coal products	0	0	0
Fuel consumption from crude oil and petroleum products	56,876	56,253	13,185
Fuel consumption from natural gas	47,216	50,165	30,233
Fuel consumption from other fossil sources	0	0	0
Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources	386,935	372,762	170,047
<b>Total fossil energy consumption</b>	<b>491,028</b>	<b>479,179</b>	<b>213,465</b>
<b>Share of fossil sources in total energy consumption (%)</b>	<b>74.1%</b>	<b>72.9%</b>	<b>58.8%</b>
<b>Consumption from nuclear sources</b>	<b>30,904</b>	<b>38,341</b>	<b>14,981</b>
<b>Share of consumption from nuclear sources in total energy consumption (%)</b>	<b>4.7%</b>	<b>5.8%</b>	<b>4.1%</b>
Fuel consumption from renewable sources	136	137	137
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources	136,080	132,742	132,742
The consumption of self-generated non-fuel renewable energy	4,862	6,721	1,730
<b>Total renewable and low carbon energy consumption</b>	<b>141,078</b>	<b>139,601</b>	<b>134,610</b>
<b>Share of renewable and low carbon sources in total energy consumption (%)</b>	<b>21.3%</b>	<b>21.2%</b>	<b>37.1%</b>
<b>Total energy consumption</b>	<b>663,009</b>	<b>657,122</b>	<b>363,057</b>

<sup>9</sup> Energy-related information is reported as final energy consumption in net calorific value. Default conversion factors were sourced from the UK's Department for Environment, Food & Rural Affairs (DEFRA), while consumption from nuclear sources was estimated based on AIB (Association of Issuing Bodies) data on the residual mix of electricity in the respective country of operation for the years 2022 and 2023.

**Energy intensity per net revenue<sup>10</sup>**



**In high climate impact sectors<sup>11</sup>  
(MWh/M EUR)**



The high share of renewable and low-carbon energy in continuing operations is explained by the fact that the energy mix of the discontinued operations in Poland and Bulgaria was predominantly composed of non-renewable energy sources, while the recognised renewable and low-carbon energy in those operations was limited to approximately 5 GWh and related mainly to on-site generated electricity.

**E1-6**

**Gross Scopes 1, 2, 3 and total GHG emissions**

We continue to calculate our GHG emissions inventory in accordance with the GHG Protocol Corporate Standard. The scope of this inventory matches our financial reporting boundaries and uses the operational control consolidation approach. The Group does not have investees (such as associates, joint ventures or unconsolidated subsidiaries) or contractual agreements that are joint arrangements not structured through an entity for which the Group would have operational control. None of our Group companies are subject to the EU Emissions Trading System, meaning that none of our GHG emissions are regulated.

Our inventory includes all greenhouse gases specified in the scope of the GHG Protocol: CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, HFCs, PFCs, SF<sub>6</sub> and NF<sub>3</sub>. We report biogenic CO<sub>2</sub> emissions from the combustion of biomass (wood pellets) separately from Scope 1 emissions. For Scope 1, we assumed that all fuels apart from wooden pellets used during the reporting period were 100% fossil fuels. For Scope 2, the applied emissions factors did not include CH<sub>4</sub> or N<sub>2</sub>O, nor did they specify the biogenic emission from the combustion and biodegradation of biomass. Meanwhile, in the case of Scope 3, the applied emissions factors did not specify the biogenic emissions from the combustion and biodegradation of biomass. In addition, our Scope 3 inventory did not account for any removals, purchases, sales or transfers of carbon credits or other GHG allowances. We consider the uncertainty level of GHG emissions in Scope 1 and 2 to be low to medium, due to uncertainties associated with the emission factors.

In calculating our market-based Scope 2 emissions, we applied a zero-GHG emissions factor to electricity that had attributed Guarantees of Origin, representing 28% of our electricity consumption the same share as in 2024. This market mechanism accounts for 100% of the contractual instruments considered in our Scope 2 calculations.

We have calculated our Scope 3 emissions in line with the GHG Protocol Corporate Value Chain Standard, encompassing all categories present in our value chain. We did not exclude any Scope 3 categories, with the complete list available in the table below. Notably, 0% of our Scope 3 emissions inventory was calculated from primary data obtained directly from suppliers or other actors in our value chain, so we consider the results to have a high level of uncertainty.

The thoroughness of our Scope 3 calculations was guided by the materiality of each category, which was assessed based on its proportionate weight relative to our total gross Scope 3 emissions. More detailed information on the methodologies is provided in the next sub-chapter. We used more than 2,000 emission factors sourced from reliable, publicly accessible and licensed databases and data providers, including ADEME, Agribalyse, AIB, DEFRA, CarbonCloud, EXIOBASE and IEA.

GHG inventory, tCO <sub>2</sub> e (in the table, NO means not occurring)	Retrospective			
	Base year, 2021	Comparative, 2024	Reporting year, 2025	YoY
<b>Scope 1 GHG Emissions</b>				
Gross Scope 1 GHG emissions	96,724	91,793	71,121	-22,5%
Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)	0%	0%	0%	0%
<b>Scope 2 GHG Emissions</b>				
Gross location-based Scope 2 GHG emissions	213,259	171,938	156,128	-9.2%
Gross market-based Scope 2 GHG emissions	183,339	151,368	140,364	-7.3%
<b>Significant Scope 3 GHG Emissions</b>				
Total Gross indirect (Scope 3) GHG emissions	4,228,889	4,924,483	4,909,330	-0.3%
Category 1. Purchased goods and services	3,621,985	4,358,712	4,465,805	+2.5%
Category 2. Capital goods	75,742	235,239	117,571	-50.0%
Category 3. Fuel and energy-related activities	69,717	49,545	49,381	-0.3%
Category 4. Upstream transportation and distribution	253,161	155,459	175,549	+12.9%
Category 5. Waste generated in operations	1,511	13,120	9,383	-28.5%
Category 6. Business travels	169	138	115	-16.9%
Category 7. Employee commuting	20,768	18,570	18,182	-2.1%
Category 8. Upstream leased assets	NO	NO	NO	NO
Category 9. Downstream transportation	NO	NO	NO	NO
Category 10. Processing of sold products	NO	NO	NO	NO
Category 11. Use of sold products	157,327	78,504	58,555	-25.4%
Category 12. End-of-life treatment of sold products	3,516	1,056	765	-27.5%
Category 13. Downstream leased assets	20,032	8,870	8,914	+0.5%
Category 14. Franchises	4,962	5,270	5,111	-3.0%
Category 15. Financial investments	NO	NO	NO	NO
Total upstream Scope 3 emissions	4,043,052	4,830,783	4,835,986	+0.1%
Total downstream Scope 3 emissions	185,837	93,700	73,345	-21.7%
<b>Total GHG Emissions</b>				
Total GHG emissions (location-based)	4,538,872	5,188,215	5,136,580	-1.0%
Total GHG emissions (market-based)	4,508,951	5,167,645	5,120,815	-0.9%

Despite the overall decrease in total GHG emissions, certain Scope 3 categories increased in 2025 due to changes in sourcing and logistics patterns. In particular, upstream transportation and distribution emissions rose because a higher share of goods was sourced through Maxima International Sourcing, which provides centralised procurement for the Group, resulting in longer transport distances.

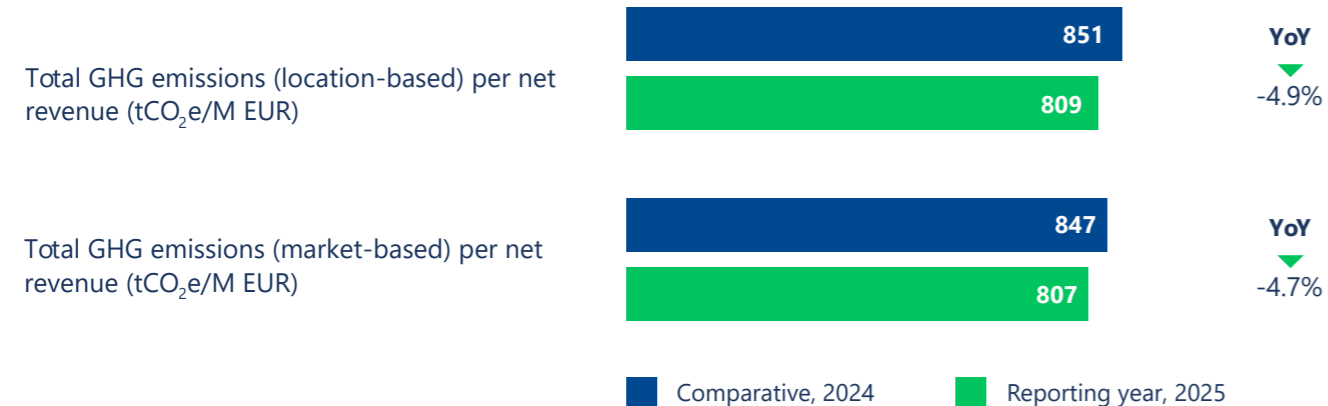
The baseline-year data on Waste generated in operations were incomplete due to limitations in data availability and scope. Data for the reporting period and 2024 reflect improved data collection and provide a more accurate representation. Therefore, comparability with the baseline year is limited for this indicator.

Other GHG emissions	Comparative, 2024	Reporting year, 2025
Scope 1 – Biogenic emissions	48tCO <sub>2</sub> e	48tCO <sub>2</sub> e
Scope 2 – Biogenic emissions	Not available	Not available
Scope 3 – Biogenic emissions	Not available	Not available

<sup>10</sup> The energy intensity per net revenue for the year 2024 was calculated using the total net revenue from Note 19 of the consolidated financial statements for the year ending 31 December 2024 as the denominator. The energy intensity per net revenue for the year 2025 was calculated using the total net revenue from Notes 18 and 23 of the Consolidated financial statements for the year ended 31 December 2025 as the denominator. The total energy consumption was used as the numerator.

<sup>11</sup> Total energy consumption from activities in high climate impact sectors (NACE sections relevant for the Group: Section G – Wholesale and Retail Trade and Section L – Real Estate Activities) per net revenue from activities in high climate impact sectors.

**GHG intensity per net revenue<sup>12</sup>**



To enhance comparability following the disposal of operations in Poland and Bulgaria, supplementary information on Scope 1 and Scope 2 greenhouse gas emissions relating to continuing operations is presented below. This information complements the consolidated GHG inventory and provides additional insight into emissions associated with the Group's ongoing operations.

The methods used to calculate the Scope 3 GHG inventory were in line with the GHG Protocol Corporate Value Chain Standard. Higher-tier methods were used for material categories, with materiality evaluated based on the weight of a relevant category in the Scope 3 inventory, setting a base line materiality threshold of 5 % of the total.

GHG inventory, tCO <sub>2</sub> e		Continuing operations, 2025	
<b>Scope 1 GHG emissions</b>			
Gross Scope 1 GHG emissions			32,520
Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)			0%
<b>Scope 2 GHG Emissions</b>			
Gross location-based Scope 2 GHG emissions			52,834
Gross market-based Scope 2 GHG emissions			37,070

Due to the integrated nature of procurement and supply chain arrangements across Group entities during the reporting period, Scope 3 greenhouse gas emissions cannot be reliably separated between continuing and discontinued operations for the reporting year without retrospectively changing the calculation boundary and methodology applied in the Group's GHG inventory to comply with GHG protocol. Scope 3 emissions are therefore presented only on a consolidated basis for 2025.

To provide additional context, the discontinued operations accounted for approximately 44% of Scope 3 Category 1 – Purchased goods and services emissions during the reporting year. Category 1 represents the majority of the Group's Scope 3 emissions. This information is provided for indicative purposes only and does not represent a separate calculation of Scope 3 emissions for continuing operations.



**E1-6** GHG calculation methods

The global warming potential (GWP) values used in the calculations were based on Intergovernmental Panel on Climate Change (IPCC) AR4, AR5 or AR6 assessment reports, depending on the availability of emission factors provided by the respective database providers.

Scope 3 category	Materiality	Calculation method	Calculation boundaries
Category 1. Purchased goods	Material	Average-data method	Covers GHG emissions associated with the goods that have been sold in physical stores and via e-commerce outlets during the reporting year (cradle-to-gate).
Category 1. Purchased services	Not material	Spend-based method	Covers GHG emissions associated with the services purchased during the reporting year.
Category 2. Capital goods	Not material	Spend-based method	Covers GHG emissions associated with the capital expenditure for the reporting year.
Category 3. Fuel and energy-related activities	Not material	Average-data method	Covers GHG emissions related to well-to-tank (WTT) and transmission and distribution (T&D) losses associated with fuel and energy consumption.
Category 4. Upstream transportation and distribution	Not material	Distance-based method	Covers GHG emissions from the transportation of goods sold from manufacturers to distribution centres, and from distribution centres to physical stores. Calculations include WTT emissions.
Category 5. Waste generated during operations	Not material	Waste-type-specific method	Covers GHG emissions from waste generated during the organisation's own operations.
Category 6. Business travel	Not material	Spend-based method	Covers GHG emissions associated with business travel, excluding travel accounted for in Scope 1 and 2.
Category 7. Employee commuting	Not material	Average-data method	Covers GHG emissions of employees commuting to and from work.
Category 8. Upstream leased assets	Not occurring	Not occurring	Not occurring.
Category 9. Downstream transportation	Not occurring	Not occurring	Not occurring.
Category 10. Processing of sold products	Not occurring	Not occurring	Not occurring.
Category 11. Use of sold products	Not material	Direct use-phase emissions	Covers GHG emissions associated with the use of products that directly use electricity (electrical/electronic equipment).
Category 12. End-of-life treatment of sold products	Not material	Waste-type-specific method	Covers GHG emissions from processing/landfilling of discarded retail packaging for sold goods.
Category 13. Downstream leased assets	Not material	Asset-specific method	Covers GHG emissions from energy consumption in subleased areas.
Category 14. Franchises	Not material	Average-data method	Covers GHG emissions arising from energy consumption in franchised stores.
Category 15. Financial investments	Not occurring	Not occurring	Not occurring.

Inventory for Category 1, the sole material category within Scope 3 emissions, was compiled using industry-average emission factors applied at the product category level, with categories defined as per our internal business intelligence systems. We plan to further refine the granularity of the calculations for the GHG inventory using indirect sources of information before transitioning to direct sources.




<sup>12</sup> The GHG intensity per net revenue for the year 2024 was calculated using the revenue line value from the consolidated financial statements for the year ended 31 December 2024 (Note 19) as the denominator. The GHG intensity per net revenue for the year 2025 was calculated using the revenue line value from consolidated financial statements for the year ending 31 December 2025 (Note 18 and 23) as the denominator.

## E2 Pollution

During the reporting period, there were no major developments in the field of pollution-related matters. Group companies, which continued pollution prevention and control activities, did not encounter any material pollution-related incidents requiring remedial action in 2025. Our internal audits, training

### SBM-3 Impacts, Risks and Opportunities

Upon reviewing the technical documentation for the SBTN framework and WWF Risk Filter Suite, we did not identify any pollution issues in the downstream value chain of our business associated with the products and services we provide. The resulting material impacts, risks and opportunities are described further in this chapter.

Associated material impacts, risks and opportunities	Value chain location
Negative impact/ Potential: Pollution of ambient air, or water bodies from stationary or mobile sources and agricultural practices causes adverse impacts on nature and human health [E2_MI-1], [E2_VCMI-1]	 upstream value chain  own operations
Negative impact/ Actual: Intentional addition of substances of concern and very high concern, as well as microplastics, leads to adverse impacts on health and ecosystems [E2_VCMI-2]	 upstream value chain

Acknowledging the contribution to air pollution from both stationary and mobile sources and recognising the potential for water pollution from parking lot runoff, we are ensuring appropriate maintenance of oil traps to prevent contamination.

Impact on people and the environment	Link to strategy and business model	Time horizon	Nature of involvement
E2_MI-1 Emissions to air and water from transportation contribute to the reduced quality of air and water bodies, negatively affecting public health, particularly in densely populated areas.	Air and water pollution are connected to store infrastructure and logistics, which are integral parts of the business model.	Negative impacts are ongoing and expected to persist over the 5- to -10-year time horizon.	The Group is involved through its direct operations, particularly through its fleet and parking lot infrastructure.
E2_VCMI-1 Excess fertiliser runoff pollutes waterways, harming aquatic life, ecosystem health and communities that rely on clean water.	The business model for non-specialised food retail provides a higher share of conventional agricultural products that rely on the use of fertilisers.	Impacts occur now and persist long-term as nutrients accumulate and ecosystems are degraded.	The Group is indirectly involved through its procurement activities.
E2_VCMI-2 Unsafe materials, substances of concern and microplastics can harm users' health and damage ecosystems.	No link to business model or strategy identified.	Negative effects are both immediate and long-term, as harmful substances persist in the environment and supply chains.	The Group is indirectly involved through its procurement activities.

## E2-1 Policies

Although air and water pollution were assessed as being material within our operations, the Group has not yet adopted dedicated policies to manage these impacts and risks. The primary sources of pollution in our operations are associated with transport (tailpipe emissions) and refrigerant leakage. The latter is addressed under our climate change mitigation efforts, while tailpipe emissions are managed by selecting the highest-available EURO standard when renewing our fleet.

We also identified several pollution-related topics that were significant in the upstream value chain. However, due to limited visibility into Tier-N suppliers, we were unable to prioritise the development of dedicated policies in these areas. Most impacts are expected to materialise beyond our Tier-1 suppliers. To address some of these challenges, our revised Supplier Code of Conduct conveys our expectations that our upstream business partners will manage environmental issues with due care. Embedding the reviewed code and subsequent enforcement of compliance are the main actions to be taken to manage pollution-related matters in the value chain. The Supplier Code of Conduct is presented in more detail in chapter G1-2 – Management of relationships with suppliers.

In addition, Group companies have complaint mechanisms that enable stakeholders to report adverse environmental impacts in the upstream value chain that may not have been identified through existing processes.

## E2-2 Actions

### Environmental management system

MAXIMA Lithuania has maintained an ISO 14001 - certified environmental management system since 2009, supporting a structured approach to pollution prevention and environmental risk management. In March 2025, the company successfully completed the ISO 14001 recertification process, extending the certification validity for an additional three-year period and confirming the continued effectiveness of its environmental management practices.

During the reporting year, 64 internal environmental audits were carried out by MAXIMA Lithuania across retail stores, distribution centres and administrative offices. The audits focused on chemical management, spill-prevention measures related to technical oils and similar hazardous liquids, and the implementation of environmental protection controls. Identified findings were addressed through corrective and preventive actions integrated into operational processes.

Environmental training forms part of the environmental management system. All newly hired employees complete EMS e-learning training, while existing employees repeat training every three years, supporting pollution prevention and environmental risk awareness. In addition, the company monitors emissions from stationary combustion equipment

and wastewater management processes to ensure compliance with applicable environmental requirements. Air emission measurements are performed periodically by accredited laboratories, while internal controls ensure proper operation of equipment. Wastewater and surface water discharges are monitored through regular laboratory testing to ensure compliance with environmental requirements, and appropriate treatment and pollution prevention measures are applied to prevent contaminants from entering the environment.

### Control over intentionally added chemicals

Regarding intentionally added substances of concern/ very high concern, including but not limited to microplastics – as outlined in Regulation (EC) 1907/2006 (REACH regulation) – we include requirements in supply contracts to comply with the applicable regulations, including but not limited to REACH regulation. If contamination above permissible levels is identified through active internal or external testing, the products concerned are recalled.

In addition, for selected textile products under private label brands managed by Maxima International Sourcing and manufactured in third countries, certification schemes such as OEKO-TEX® are applied as an additional control mechanism to ensure compliance with chemical safety requirements and restrictions on harmful substances. In 2025, 128 out of 870 textile stock keeping units (SKUs) traded during the reporting period (approximately 15%) were certified under OEKO-TEX®. Most of these certified SKUs related to products sourced from third countries.

Recognizing the need for access to information, we provide our customers with the option to inquire about the composition of products and the presence of these substances by contacting our customer support or quality hotlines. This ensures that our customers are well-informed about the products they purchase.

## E2-3 Targets

As the priority level of this topic is low, no measurable outcome-oriented targets were set or implemented by the Group during the reporting period. While elements of pollution prevention and control are monitored locally through entity-level procedures and controls, including ISO 14001 where implemented and in accordance with applicable regulatory requirements, the effectiveness of policies and actions is not systematically measured or consolidated at the Group level through standardised performance indicators.

## Metrics

The Group assesses air pollution from its own operations, in particular from its transport fleet, with a focus on non-GHG air pollutants such as nitrogen oxides (NO<sub>2</sub>), sulphur oxides (SO<sub>2</sub>) and particulate matter (PM). As an entity-specific performance indicator, the Group uses the EURO emission standard of the vehicles that comprise the fleet as a proxy for the level of these pollutants. At the time of reporting, approximately 99.7% of the operated fleet complied with the EURO 6 standard for tailpipe emissions (99.9% in previous year), which sets stringent regulatory limits for key air pollutants.

The Group did not collect information or evaluate any metrics for material pollution-related impacts concentrated in the value chain. We applied phased-in provisions for value-chain information. Limitations on data gathering arising from the disclosure scope set by the VSME standards is putting additional constraints on the information we can access in the upstream value chain. Once these standards have been approved, we will be able to identify what information we can gather without putting an unreasonable burden on actors in the value chain.

## E3 Water and Marine Resources

As a retail business, the Group recognises the role that water plays in supporting daily operations. While our activities do not encompass resource-intensive manufacturing processes and our water consumption is primarily confined to the essential needs of our stores, distribution centres and offices, we make efforts to reduce water use. No major developments in water-related matters occurred during the reporting year.

### SBM-3 Impacts, Risks and Opportunities

Upon reviewing the technical documentation for the SBTN framework and the WWF Risk Filter Suite, we were unable to identify any sustainability-related concerns regarding water or marine resources in the downstream value chain of our business associated with the products and services that we provide or make available. The resulting material impacts, risks and opportunities are described further in this chapter.

Associated material impacts, risks and opportunities	Value chain location
Negative impact/ Actual: The withdrawal and inefficient use of water by our own operations in regions vulnerable to water stress, drought and quality-related challenges put stress on ecosystems and/or local communities [E3_MI-1], [E2_VCMI-1]	own operations
Negative impact/ Actual: Food systems put pressure on water resources and marine capital through high levels of withdrawal and consumption, as well as overextraction [E3_VCMI-1]	upstream value chain

The business strategy of primarily relying on municipal networks for water withdrawal and wastewater treatment enables a managed approach to this shared resource. Municipal water management enables a high level of control over impacts and risks in the region that may affect the local population and ecosystems.



	Impact on people and the environment	Link to strategy and business model	Time horizon	Nature of involvement
E3_MI-1	Water withdrawal and inefficient store operations in water-stressed regions contribute to local water scarcity. This can strain ecosystems and reduce water availability.	The Group's need for water usage is linked to the aim of maintaining hygienic conditions.	Water stress impacts are anticipated to persist in the short to medium term.	The Group is directly involved through its operations in areas at risk.
E3_VCMI-1	Intensive water use in agriculture and food processing puts a strain on local water supplies, affecting community access to clean water and degrading aquatic ecosystems.	No link to the business model or strategy identified.	Impacts are ongoing and anticipated to intensify as climate change alters water availability over the medium to long-term (5 - 20 years).	The Group is indirectly involved through its procurement activities.

### E3-1 Policies

The Group has not adopted any dedicated policies for the management of material impacts, risks and opportunities related to water and marine resources. The Group's companies rely on municipal water supplies for both sourcing and discharging water at nearly all sites across its countries of operation. This approach ensures that our water usage does not interfere with the needs of local communities and ecosystems in a way that deviates from established best practices in urban freshwater management. Given this, we have determined that developing a dedicated water and marine resources policy for our operations is not a high priority.

The Group has not adopted policies or practices related to sustainable oceans and seas. The topic has material impacts and risks arising from upstream value chains, but we were unable to assign a high priority level to developing such policies due to limited Tier-N visibility.

### E3-2 Actions

No Group-wide action plans were adopted during the reporting period regarding water and marine resources. The Group did not implement any dedicated actions with regards to areas at water risk, including in areas of high-water stress, for its own operations or in the value chain. The Group plans to reevaluate the priority of this topic within no more than three years.

### E3-3 Targets

No measurable outcome-oriented targets were set or implemented by the Group during the reporting period. The Group does not track the effectiveness of policies or actions in the management of water and marine resources.

### Metrics

#### E3-4 Water consumption

In our operations, we do not directly meter water consumption. In most of our stores, we only meter water withdrawals and have separate metering for water effluents. In stores where there is no metering of effluents, the volumes are assumed to be equal to the volume of water withdrawn. The water consumption is then estimated from the difference between withdrawals and effluents. A total of 99.9% of water withdrawal data was obtained from direct measurements or invoices, with the remaining amount estimated.



Water-related information	Comparative, 2024	Reporting year, 2025	Continuing operations, 2025
Total water consumption, m <sup>3</sup>	9,055	9,139	5,325
<i>Of which in areas at water risk, including areas of high-water stress, m<sup>3</sup></i>	0	187	0
Water consumption intensity <sup>13</sup> , m <sup>3</sup> /M EUR	1.5	1.4	1.3
Total water withdrawals, m <sup>3</sup>	850,334	811,961	542,776
Total water effluents, m <sup>3</sup>	841,278	802,822	537,451

**E4**

**Biodiversity and Ecosystems**

Biodiversity and ecosystems are essential components of natural capital, forming the foundation of all food systems. For Group companies operating in the food retail sector, this places a significant focus on biodiversity and ecosystem-related issues within the upstream value chain.

**E4-1**

**Consideration of Biodiversity and Ecosystems in the Strategy and the Business Model**

The resilience of the strategy and business model regarding biodiversity and ecosystems was not comprehensively assessed during the reporting period. The decision to postpone a more detailed assessment was based on the fact that our own operations are not dependent on ecosystem services and that there are no material impacts from our own operations with regards to biodiversity and ecosystems, apart from pollution-related impacts that have already been addressed through sustainability matters in disclosures presented in chapter E2 Pollution. At the same time, material biodiversity- and ecosystem-related impacts have been identified in the upstream value chain. Due to limited information availability, the assessment of how these upstream impacts and dependencies may affect the resilience of the Group's strategy and business model will require more detailed planning for execution and will be considered in later reporting periods.

**SBM-3**

**Impacts, Risks and Opportunities**

Upon reviewing the technical documentation for the SBTN framework and the WWF Risk Filter Suite, we were unable to identify any material impacts, risks or opportunities with regards to biodiversity and ecosystems in the downstream value chain of our business that are associated with the products and services we offer.

In our own operations, interaction with biodiversity and ecosystems is concentrated at physical locations, comprising our brick-and-mortar stores and warehouses. Due to the nature of operations, the influence is limited. Some of our physical stores and warehouses are in or near areas considered sensitive in terms of biodiversity and ecosystems (such as NATURA 2000 sites). However, these locations are in urbanised areas, meaning the sites are not considered to have a negative impact on sensitive areas by leading to the deterioration of natural habitats and habitats of species, or by disturbing species for which protected areas have been designated. Drawing upon these arguments, no sites were considered material in terms of impacts on biodiversity and ecosystems. Based on our evaluation, we concluded that it was not necessary to implement mitigation measures for biodiversity-related impacts in our own operations.

In the broader value chain, various upstream organisations interact with biodiversity and ecosystems at different levels. However, we did not conduct a detailed mapping of these companies' operational locations when preparing this report. Due to the fact that in our business model, biodiversity- and ecosystem-related matters are material in the upstream value chain, transitional and physical risks and opportunities related to biodiversity and ecosystems were not assessed, and systemic risks were not explicitly considered. For the same reasons, we were unable to conduct consultations with the affected communities in the value chain.

We used the ENCORE tool and WWF Risk Filter Suite to assess our dependencies and impacts on nature in terms of biodiversity and ecosystems. For our own operations, the ENCORE tool identified only a very low materiality level of dependencies for the topics under consideration. Based on that tool and the technical documentation for the SBTN framework, the impact of pollution in our own operations is material. The resulting material impacts, risks and opportunities are described further in this chapter.

**Associated material impacts, risks and opportunities**

**Value chain location**

Negative impact/ Potential: Pollution of the environment, having adverse impacts on biodiversity [E4_VCMI-1]	↑ upstream value chain
Negative impact/ Actual: Food systems (agriculture, manufacturing) contribute to global GHG emissions, land-use and water-use change, driving loss of biodiversity [E4_VCMI-2]	↑ upstream value chain

Only pollution-related matters were deemed material for the upstream value chain, with these matters addressed in more detail under the disclosures presented in chapter E2 Pollution. The impacts are detailed further in the table below.

**Impact on people and the environment**

**Link to strategy and business model**

**Time horizon**

**Nature of involvement**

E4_VCMI-1	Pollutants can degrade natural habitats and disrupt ecosystems. This loss of biodiversity reduces ecosystem services such as pollination, water purification and climate regulation, which are vital for human well-being and environmental health.	Pollution originates from operational activities integral to the company's retail business model.	Impacts will persist in the long term, with proper environmental management essential for mitigation.	Indirect involvement also occurs through business relationships with suppliers and logistics partners, whose practices may contribute to environmental pollution.
E4_VCMI-2	Upstream food supply chain emissions, land- and water-use change, and deforestation accelerate climate change, leading to habitat loss and altered ecosystems, and driving biodiversity loss. In turn, this decline affects ecosystem services essential for human well-being.	The business strategy is to offer a wide variety of food products to meet consumer demand, sourcing from suppliers with practices that may not prioritise reductions in emissions.	The negative impacts are ongoing and anticipated to intensify over the medium term if current practices persist, potentially leading to irreversible biodiversity loss.	The Group is indirectly involved through its business relationships with suppliers in the agricultural and manufacturing sectors.

**E4-2**

**Policies**

We determined that all biodiversity- and ecosystem-related sustainability topics, apart from invasive alien species, were highly material in the upstream value chain. The management of pollution-related impacts, risks and opportunities in our own operations has been addressed in chapter E2 Pollution.

The majority of impacts are expected to materialise beyond our Tier-1 suppliers. Therefore, due to limited Tier-N visibility, we were unable to prioritise the development of dedicated policies for biodiversity and ecosystems. Currently, data availability in the value chain is limited for a variety of reasons, including the phased-in application of the CSRD by companies and provisions for value-chain information, as well as the limitations on data collection arising from the disclosure scope set by the draft LSME.

To address some of these challenges, our Supplier Code of Conduct conveys our expectations that our upstream business partners will manage environmental issues with due care. In addition, our complaint mechanisms, developed under due diligence processes, enable stakeholders to report adverse environmental impacts in the upstream value chain that may not have been identified by existing processes.

For the reasons outlined, the Group did not adopt Biodiversity and Ecosystem Protection, Sustainable Land and Agriculture or Sustainable Oceans and Seas Policies. However, Group companies have drafted or already adopted a Deforestation-free Policy.

<sup>13</sup> Water consumption intensity per net revenue for the year 2024 was calculated using the total net revenue from Note 19 of the consolidated financial statements for the year ending 31 December 2024 as the denominator. Water consumption per net revenue for the year 2025 was calculated using the revenue line value from consolidated financial statements for the year ending 31 December 2025 (Note 18 and Note 23) as the denominator. Water consumption volume was used as the numerator.

## Deforestation-free Policy

### Group companies that have adopted the policy

In 2024: MAXIMA Lithuania,

In 2025: MAXIMA Latvia; MAXIMA Estonia; MAXIMA Bulgaria; MAXIMA International Sourcing

### Key contents of the policy

General objective: The primary goal of the policy is to ensure that all products associated with deforestation and forest degradation made available on the market by the company are sourced sustainably and legally.

Material matters covered: The policy covers a wide range of sustainable-sourcing-related matters, including direct impact drivers of biodiversity loss through deforestation-induced land-use change, land-use rights, environmental protection, third-party rights, human rights protected under international law, free, prior and informed consent (in particular, with regard to Indigenous people), adherence to tax laws and anti-corruption measures.

### Scope of the policy and exclusions

Activities: The policy covers sourcing and procurement, supply chain management, and risk assessment and mitigation activities for relevant commodities and products.

Value chain: The policy covers the entire upstream value chain, the organisation's own operations and the downstream value chain to the extent of application of the EUDR regulation (concerning legal entities that directly purchase relevant commodities or relevant products from the Group's companies).

Geographies: The policy applies to all actors in the value chain regardless of geography.

Affected stakeholder groups: The primary stakeholders affected by this policy are our own employees, as well as business partners and suppliers.

### Most senior members of the organisation accountable for implementation

Senior management<sup>14</sup> is ultimately responsible for ensuring that the policy is implemented and enforced.

### Third-party standards or initiatives respected

The policy aligns with the European Union's Regulation (EU) 2023/1115 and references the Accountability Framework Initiative.

### Considerations given to the interests of key stakeholders

The primary stakeholders considered are affected communities, workers in the upstream value chain and nature as a silent stakeholder.

### Availability of the policy

The policy is publicly available on the website of relevant subsidiaries and communicated to suppliers and stakeholders.

### Additional considerations

The policy is directed towards prevention of deforestation, thus addressing material dependencies on forest ecosystems. Its implementation establishes a mechanism for the traceability of relevant products and commodities through the upstream value chain up to the sourcing of raw materials, ensuring negligible risks from deforestation and the violation of legal requirements. In addition, it addresses the social consequences of harvesting practices on communities and Indigenous people. Furthermore, the policy prioritises certification systems that ensure the segregation of supply chains, thereby enabling traceability of the origins of raw materials. It also sets out commitments to prioritising relevant products certified under internationally recognised responsible management standards to ensure that raw materials are sourced from responsibly managed land plots or, in the case of cattle, from responsibly managed farms, and comply with relevant legal requirements.

As the Deforestation-free Policy is directly linked to EUDR, it focuses on implementing of measures to prevent deforestation – a direct driver of biodiversity loss – and addresses the upstream value chain, where the impacts are concentrated. The regulatory requirements embedded in the policy support traceability throughout the entire supply chain down to the geolocation of production of relevant raw materials through to the collection of traceability data. Compliance with legal requirements addresses the prevention of social consequences of agricultural expansion and deforestation through the prohibition of placement and making available relevant product on the market.

## E4-3 Actions

### Regulation on Deforestation-free products

EUDR has become a cornerstone in driving action to protect biodiversity while addressing a broad range of critical issues within supply chains. Beyond combating deforestation, the regulation introduced legality requirements that promote respect for human, labour and third-party rights, as well as the

rights of Indigenous peoples. It emphasises the importance of free, prior and informed consent, environmental compliance and tackling other pressing challenges that impact sustainability and fairness in global supply chains.

The regulation targets seven commodities – cattle, cocoa, coffee, palm oil, soya, rubber and wood – and prohibits their placement on the market unless proven deforestation-free and legally produced. Non-SME traders must establish due diligence systems to ensure compliance. Initially set for December 2024, enforcement was postponed until December 2026, providing additional time for companies and competent authorities to finalise implementation frameworks and practical guidance.

During the reporting year, the Group focused on preparing for EUDR implementation by establishing core due diligence processes and implementing dedicated IT solutions to support traceability and risk assessment. In 2025, the Group deployed specialised software to support EUDR compliance, with total operational expenditures amounting to EUR 314 thousand, including software licences and internally allocated implementation costs. The system has been configured, key processes defined and supplier engagement initiated in a testing phase.

To ensure a clear, proportionate and practically implementable approach, further supplier onboarding and operational rollout were temporarily paused pending additional regulatory clarifications following updates to implementation requirements. The Group continues preparing to ensure compliance from the date the regulation becomes applicable.

The implementation of EUDR requirements also supports the development of broader due diligence capabilities within the Group, strengthening preparedness for upcoming regulatory frameworks such as the Forced Labour Products Regulation (FLPR) and Corporate Sustainability Due Diligence Directive (CSDDD).

The management of pollution-related impacts, risks and opportunities in our own operations has been addressed in chapter E2 Pollution.

It should be noted that no biodiversity offsets were used during the reporting year.

### Certified sourcing in private label products

As part of biodiversity risk mitigation within agricultural supply chains, sourcing practices for the private label products managed through MAXIMA International Sourcing and sold across the Group's markets, increasingly promote the use of certified raw materials associated with higher deforestation risks, such as cocoa and palm oil. Within the confectionery category, 29 out of 126 stock keeping units (SKUs) were certified in 2025, including products containing Rainforest Alliance-certified cocoa (17 SKUs) and RSPO-certified palm oil (12 SKUs). These certification schemes support more sustainable sourcing practices aimed at reducing deforestation and biodiversity loss risks.

## E4-4 Targets

No measurable outcome-oriented targets were set or implemented by the Group during the reporting period, and the effectiveness of policies and actions regarding biodiversity and ecosystem management was not tracked. Potential targets in this area will be assessed by Group companies in 2026 and 2027 as part of the implementation and continuous improvement of EUDR-related processes.

## Metrics

### E4-5 Impact metrics related to biodiversity and ecosystem change

We consider land-use change (LUC) associated with the food products we offer in our stores to be the primary metric for measuring the impact on biodiversity and ecosystems. Group companies are indirectly involved through business relationships with suppliers and producers of agricultural products, with the impacts concentrated in the upstream value chain.

LUC is expressed in tCO<sub>2</sub>e, which is emitted from land-use change and measured indirectly by applying emission factors. The same factors are used to estimate GHG FLAG emissions, applying SBTi and GHG Protocol methodologies, using statistical LUC and levelling deforestation emissions using linear discounting over a 20-year period following a deforestation event.

LUC associated with food products sold totalled 344,697 tCO<sub>2</sub>e in 2025, compared with 355,696 tCO<sub>2</sub>e in 2024. More details are available in the Metrics sub-chapter of E1 Climate Change.

## E5 Circular Economy














Group companies are active in the retail sector, with waste management and the efficient use of packaging materials among the most important areas for mitigating environmental impact. As food products account for a significant proportion of the goods offered in our stores, we track both food and non-food waste generation and handling, and consider this approach to be sector-specific. In chapter E5, we provide total and non-food waste-related information, while in further sector-specific disclosures, we present food waste-related information.

### SBM-3 Impacts, Risks and Opportunities

Upon reviewing the technical documentation for the SBTN framework and the WWF Risk Filter Suite, we were unable to identify circular economy issues concentrated in the downstream value chain of our business that were associated with the products and services we provide and that were not already captured in identified impacts, risk and opportunities in our own operations or upstream value chain, apart from waste. Based on

<sup>14</sup> We define senior management as the CEO, and individuals who report directly to the CEO and manage other individuals

the stakeholder survey, we concluded that packaging and waste handling are the most important concerns for stakeholders. The resulting material impacts, risks and opportunities are described further in this chapter.

Associated material impacts, risks and opportunities	Value chain location
Negative impact/ Actual: Placing products that are packed in non-recyclable packaging on the market reduces the lever of recycling and increases landfill and incineration demand [E5_MI-1]	<ul style="list-style-type: none"> <li> upstream value chain</li> <li> own operations</li> <li> downstream value chain</li> </ul>
Negative impact/ Actual: Generating non-recyclable waste streams thus increases pressure on the environment [E5_MI-2]	<ul style="list-style-type: none"> <li> upstream value chain</li> <li> own operations</li> <li> downstream value chain</li> </ul>
Risk: Regulatory risks relating to increased taxes for waste management [E5_MR-1]	<ul style="list-style-type: none"> <li> upstream value chain</li> <li> own operations</li> </ul>
Negative impact/ Potential: Depletion of natural resources driven by high use of virgin materials in packaging, while unmanaged demand results in excessive waste [E5_VCMI-1]	<ul style="list-style-type: none"> <li> upstream value chain</li> <li> own operations</li> </ul>
Negative impact/ Actual: Non-recyclable food packaging creates pressure on waste management systems on the consumer side [E5_VCMI-2]	<ul style="list-style-type: none"> <li> upstream value chain</li> <li> own operations</li> <li> downstream value chain</li> </ul>
Negative impact/ Actual: Food waste contributes to environmental impacts arising from waste handling and the production of goods. [E5_MI-3]	<ul style="list-style-type: none"> <li> own operations</li> </ul>
Opportunity: Opportunities to reduce food waste in own operations through improved inventory management, handling and food donation practices. [E5_MO-1]	<ul style="list-style-type: none"> <li> own operations</li> </ul>

The Group acknowledges the environmental impact of placing products with non-recyclable packaging on the market, particularly those that are private-label products. Additionally, we track legislative developments in the field of packaging related to the circular economy. All of this information is considered in the strategy and business model-driven decisions.

Impact on people and the environment	Link to strategy and business model	Time horizon	Nature of involvement
E5_VCMI-1 Products packaged using non-recyclable materials contribute to increased waste that cannot be processed through recycling systems. The accumulation of non-recyclable waste harms ecosystems, contaminates soil and water, and negatively affects human health.	This impact stems from the private-label product packaging strategies used by the Group's companies.	The negative impacts are ongoing, with the potential to worsen over the medium term if sustainable packaging practices are not adopted.	The Group is directly involved through its activities by making non-recyclable packaged products available on the market.

Impact on people and the environment	Link to strategy and business model	Time horizon	Nature of involvement
E5_MI-2 Our own operations generate waste flows that, if not managed with circularity in mind, could lead to increased waste streams. This would increase landfill use and GHG emissions from waste decomposition or incineration.	The impact is connected to the business model and is heavily dependent on food safety regulations affecting contact materials.	The negative impacts are present and are anticipated to increase over the medium term.	The Group is directly involved through private-label product packaging and indirectly through making products available on the market.
E5_VCMI-1 The extraction of virgin materials contributes to the depletion of finite resources, thereby undermining their availability for other applications.	The food retail business model is directly linked to the use of packaging materials that align with food safety regulations.	The negative impacts are ongoing and anticipated to escalate over the medium term if reliance on virgin materials continues.	The Group is indirectly involved through its business relationships with suppliers that use virgin materials for packaging.
E5_VCMI-2 The use of non-recyclable or excessive packaging increases pressure on waste management systems and the environment on the consumer side.	The food retail business model is directly linked to the use of packaging materials that align with food safety regulations.	The negative impacts are ongoing and anticipated to escalate over the medium term if reliance on non-circular packaging persists.	The Group is indirectly involved through its business relationships.
E5_MI-3 Food waste increases unnecessary resource use and GHG emissions associated with producing unsold goods and treating food waste.	The impact is directly linked to the Group's food retail and distribution model, where products can remain unsold due to shelf-life constraints and demand variability.	The negative impacts are present and are anticipated to increase over the medium term without further food waste prevention measures	The Group is directly involved through food waste generated in its own operations and indirectly through upstream sourcing and downstream consumer behaviour influencing waste volumes.
E5_MO-1 Food waste prevention and donation initiatives reduce resource use and emissions linked to unsold food and waste treatment.	Supports the Group's retail efficiency and loss-reduction efforts by minimising write-offs and improving management of unsold products.	Opportunity is anticipated to increase over the medium term as food waste prevention requirements and stakeholder expectations intensify	The Group is directly involved in implementing operational food waste prevention measures and where feasible, in redistribution or donation processes.

## E5-1 Policies

Group companies have not adopted any policies relating to the circular economy. Amendments to the Packaging and Packaging Waste Regulation (PPWR) are key drivers of future developments in packaging circularity, which we consider to be the most important aspect for the retail sector. The amended regulation was approved at the end of 2024. Therefore, we now plan to review the direction agreed by European policymakers and will determine whether the Group's companies should develop dedicated circular economy policies.

## E5-2 Actions

### Deposit system development in Poland

STOKROTKA continued the rollout of reverse vending machines and other preparations for the implementation of the deposit-refund system in Poland throughout 2025. During the year, 117 stores were equipped with reverse vending machines. In 2025, the Company incurred capital expenditure of EUR 2.4 million related to reverse vending machines. These activities formed part of the company's preparations for the implementation of the deposit-refund system in Poland with the goal of enhancing recycling efforts and reducing environmental impact.

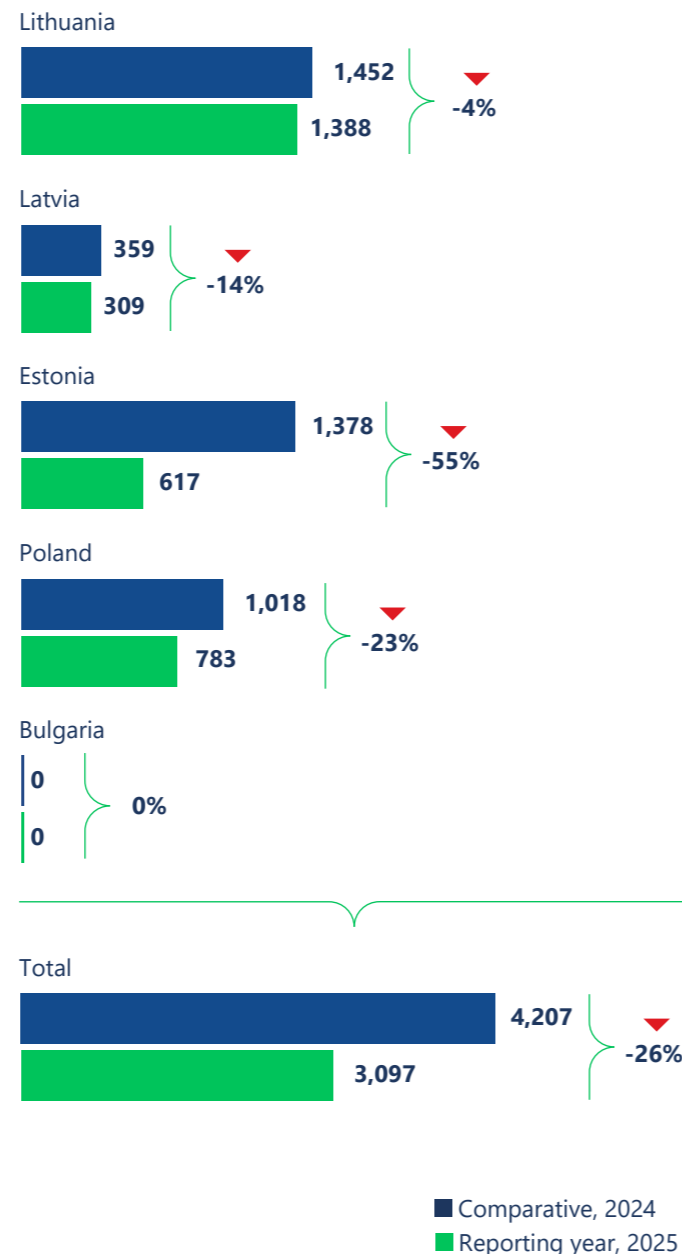
### Food donations

A portion of unsold food products that are safe for consumption are donated to charitable organisations, with Group companies working with partners in their respective countries on this activity. In 2025, 231 MAXIMA Lithuania stores participated in this process. Food is donated every day and later distributed by the charity organisations to vulnerable individuals in need of support and assistance. Donations include not only dry food items, but also fresh food such as vegetables, meat and dairy products. In addition, during 2025, food donation practices were expanded to include products from the temperature-controlled distribution warehouse, where food products no longer suitable for sale but still safe for consumption began to be redirected to charitable organisations in order to further reduce food disposal volumes.

In 2024, MAXIMA Latvia introduced a clear framework for donating food products labelled "Best Before" after the recommended date, ensuring that surplus food that is nonetheless safe and healthy is directed to those in need. This initiative is carried out in compliance with national regulations and involves collaboration with charities, municipal social services and other registered social care providers. The project continued in 2025, with the number of participating stores expanding beyond the 74 stores operating at the end of 2024. By the end of 2025, four additional agreements had been signed covering 31 more stores that will begin food donations in early 2026. With these additions, food donations will be carried out in a total of 109 stores, further supporting food waste reduction through redistribution of surplus food.

In Estonia, regular food donations to the Estonian Food Bank continued in 2025 from both stores and warehouses. Donated products include non-perishable food products past their "best before" date, as well as products that are no longer suitable for sale due to quality, labelling or minor packaging issues, but remain safe for consumption. Compared to 2024, the volume of donated food decreased mainly due to changes in the operational process, whereby products approaching the end of shelf life were identified and discounted for sale at an earlier stage.

### FOOD DONATIONS, TONS



To provide additional context, the accounting value of food donations to food banks during the reporting year amounted to approximately EUR 6.3 million.

### Responsible planning

When managing inventory, close attention is paid to customer purchasing patterns, helping to determine appropriate order quantities and reduce surplus stock. In 2024, the Group started

implementing a unified demand forecasting tool (SAP UDF) across retail operations in the Baltics and Bulgaria, improving demand forecasting accuracy and supporting more data-driven inventory planning compared to previously used forecasting approaches. During 2025, the rollout of SAP UDF was completed across the Group's retail operations in Lithuania, Latvia, Estonia and Bulgaria. The tool allows more accurate estimation of the impact of promotions, seasonal fluctuations and historical sales trends, supporting improved stock level management and order planning decisions.

The implementation required total expenditures of approximately EUR 548 thousand during the reporting year, comprising EUR 459 thousand in capital expenditures (Capex) and EUR 89 thousand in operational expenditures (Opex) related to system deployment, configuration, user adoption, and license support.

Through improved forecasting accuracy and inventory planning, the Group aims to reduce out-of-stock situations, inventory write-offs and food waste generation in own operations.

## E5-3 Targets

Drawing on the draft proposal for the renewal of PPWR, some Group companies decided to set circular economy-related targets corresponding to the draft regulation. The scope of the targets comprises the private-label "Master's Quality" products, which comprise ready-to-eat and ready-to-heat offerings for our customers. Both targets relate to the recycling lever of the waste hierarchy, and align with the consensus of scientific research<sup>15</sup> and the opinions of stakeholders expressed through a survey highlighting the importance of recyclable packaging. These targets will contribute to the increased use of circular design for packaging to enable recyclability and the use of circular materials.

In the Baltics, our retail companies in Lithuania, Latvia and Estonia have set a target of ensuring that 100% of "Master's Quality" packaging is recyclable by 2030.

MAXIMA Lithuania and MAXIMA Latvia have set a target to have at least 30% recycled content in "Master's Quality" PET packaging and at least 10% recycled content in other plastic packaging by 2030.

During the reporting period, the Group focused on establishing internal data collection and monitoring practices required to track progress against the packaging targets. Implementation activities primarily related to preparing packaging-related data structures and aligning internal processes to enable consistent measurement of recyclability and recycled content indicators. Given that packaging changes are typically implemented through supplier engagement and scheduled product updates,

which require technical validation and phased implementation, measurable progress is expected to occur gradually over upcoming reporting periods.

Acknowledging the importance of food waste reduction in our own operations and taking into account the views of internal stakeholders highlighting the importance of focusing on this matter, our retail companies in the Baltics have set a target to reduce food waste in their operations. This target relates to the prevention lever of the waste hierarchy. In addition, a broad scientific consensus from leading international bodies, including the UN Sustainable Development Goals, strongly affirms that reducing food waste yields meaningful environmental, economic, and social benefits.

In Baltics our retail companies in Lithuania, Latvia and Estonia set a target to reduce food waste in own operations by 30% from a 2023 base year by 2030.

Progress towards the target is monitored annually, with the results publicly communicated via the sustainability report. To date, the food waste produced by the Group's retail companies in the Baltics has increased by 15% compared with the baseline; more details are provided in the following sub-chapters.

### Food waste generation in our own operations, tons

Retail companies in the Baltics



■ Base year, 2023  
■ Reporting year, 2025  
■ Comparative, 2024

The increase in reported food waste in 2025 primarily reflects expanded biowaste sorting practices and more comprehensive capture of waste streams within operations in Latvia, including waste flows that were not previously fully reflected in reporting. The increase also reflects, to some extent, higher food write-offs. Accordingly, the reported change was driven by both improvements in operational coverage and data capture and changes in underlying waste generation. Looking ahead, the Group will continue to monitor progress against this target annually, taking into account improved data coverage and the observed trends in food waste generation.

<sup>15</sup> The scientific consensus leans towards 100% recyclable packaging being a net positive action under well-managed conditions, although the magnitude and reliability of those positive impacts are situation-specific rather than universally guaranteed. There is substantial scientific and regulatory consensus that when proper controls are in place, the use of recycled plastic in food-contact applications can be safe and environmentally beneficial.

## Metrics

### E5-5

#### Resource outflows – products and materials

We consider the packaging for “Master’s Quality” products to be the key outflow. We have set targets for this and will evaluate the recyclable content rate, which we plan to track for plastic and paper/cardboard packaging. As the targets were introduced recently, the relevant Group companies have started establishing and refining appropriate data collection workflows to enable consistent tracking and reporting of progress in future reporting periods.

Assessment of packaging recyclability is currently based on applicable national regulatory requirements and established market practices in the countries of operation. As the detailed methodological criteria under the Packaging and Packaging Waste Regulation (PPWR) remain subject to the adoption of delegated acts, the definition and measurement of recyclability may evolve in future reporting periods. Based on currently applicable regulatory criteria, 98.5% of “Master’s Quality” plastic packaging and 98.8% of paper/cardboard packaging are classified as recyclable, representing the primary packaging materials used within the product range.



### E5-5

#### Resource outflows – Waste

A considerable amount of our non-food waste comes from various packaging materials. These can range from the wrapping and containers our products come in to the materials used during maintenance or small-scale repair work. Additionally, we deal with operational waste, which includes materials such as used cleaning supply containers, an assortment of paper waste and other miscellaneous waste generated during our daily operations. We do not generate any radioactive waste during our operations.

Our food waste predominantly consists of items that are no longer fit for sale or consumption. This includes products that have expired, fruit and vegetables that have perished or become spoiled and waste generated from trimming and preparing food.

The waste related data we collect cover our own operations, with the quantity of waste generated in our value chain not included in the figures we disclose.

In 2025, 5.6 % of the waste volume was estimated to have been due to a lack of information about actual waste streams.

Furthermore we provide a summary of waste information, tailored to the needs of financial market participants, subject to Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector.

The basis used to determine non-recycled waste changed in 2025. In 2024, non-recycled waste was presented on the basis of waste directed to disposal only. In 2025, following the EFRAG clarification of the ESRS methodology, the non-recycled waste figure was derived using a broader waste flow equation that also takes into account prepared for reuse and other recovery operations. Accordingly, the 2024 and 2025 figures for non-recycled waste are not fully comparable and should be interpreted with this methodological difference in mind.

The table below summarises the total waste generated, including food and non-food components, by combining the separate data of each.

Waste generation and disposal, tons	Comparative, 2024	Reporting year, 2025	Continuing operations, 2025
<b>Total amount of waste generated</b>	123,507	123,777	74,657
<b>Total amount by weight diverted from disposal:</b>	91,132	104,740	68,833
<b>Hazardous waste:</b>	74	103	48
preparation for reuse	0	-	-
recycling	16	76	21
other recovery operations	57	27	27
<b>Non-hazardous waste:</b>	91,058	104,637	68,785
preparation for reuse	853	2,071	2,071
recycling	85,465	89,995	59,956
other recovery operations	4,740	12,570	6,757
<b>Directed to disposal:</b>	32,375	19,037	5,824
<b>Hazardous waste:</b>	7	2	2
incineration	1	-	-
landfill	5	2	2
other disposal operations	0	0	0
<b>Non-hazardous waste:</b>	32,369	19,034	5,821
incineration	40	22	8
landfill	30,499	16,325	5,787
other disposal operations	1,829	2,687	26
<b>Total amount of non-recycled waste</b>	32,375	31,634	12,608
<b>Share of non-recycled waste</b>	26.2 %	25.6%	16.9%

Total amount of waste generated (food and non-food), tons	Comparative, 2024	Reporting year, 2025	YoY, %	Continuing operations, 2025
Total amount of non-recycled waste	32,375	31,634	-2%	12,608
Total amount of waste diverted from disposal	91,132	104,740	+15%	68,833
Total amount of waste generated	123,507	123,777	0%	74,657
Total amount of hazardous waste	80	106	+32%	51
Total amount of radioactive waste	0	0	0	0

## Non-food waste management

We collect information about both hazardous and non-hazardous non-food waste using our internal business systems. We currently have detailed information from waste management companies and tracking systems on how approximately 69% of total non-food waste is handled, while the remainder was estimated using Eurostat data for each country in which we operate. We do not include the movement of beverage deposit packaging or reusable packaging such as EURO pallets in the numbers we report. Similarly, we do not include any data on electronic waste collected from customers in our stores.

In this disclosure, own operations refer to waste generated in the Group's directly controlled retail, logistics and administrative operations and exclude waste generated by tenants and other third parties.

The data on quantities of non-food waste were collected from the internal waste accounting systems of the Group's companies. The estimated proportion of non-food waste in the reporting period amounted to 5.1% of the non-food total.

When assessing the quantities of non-food waste by disposal and treatment methods, the most recent official Eurostat data for each country of operation were used. More granular operation-specific information was not available at the time this report was prepared.

### Food waste management

Food waste generated during our operations is managed to minimise its environmental impact. Food waste unsuitable for human consumption is either given to farmers or used for energy recovery, including the production of biogas, biofuels and energy. The remainder is directed towards safe utilisation by food waste management service providers. A total of 7.8% of reported food waste quantities in 2025 was estimated due to a lack of data.

The gross weight of food waste is reported, thus the provider values include the packaging weight.

Food waste generated (own operations), tons	Comparative, 2024	Reporting year, 2025	Continuing operations, 2025
<b>Total amount of food waste</b>	28,213	24,902	14,228
<b>Total amount of food waste given to farmers:</b>	853	735	735
<i>of which food waste of animal origin</i>	407	353	353
<i>of which fat waste of animal origin</i>	4	4	4
<i>of which food waste of non-animal origin</i>	442	379	379
<b>Total amount of food waste sent for energy recovery (biogas, biofuels and energy)</b>	18,534	21,678	13,166
<i>of which food waste of animal origin</i>	8,614	8,242	3,321
<i>of which fat waste of animal origin</i>	268	262	262
<i>of which food waste of non-animal origin</i>	9,481	12,959	9,394
<i>of which cooking oil waste</i>	171	215	188
<b>Total amount of food waste sent for disposal (not for energy recovery)</b>	8,826	2,488	327

Non-food waste generated in our own operations, tons	Comparative, 2024	Reporting year, 2025	Continuing operations, 2025
<b>Total amount of non-food waste generated</b>	95,293	98,875	60,429
<b>Total amount by weight diverted from disposal:</b>	71,744	82,327	54,932
<b>Hazardous non-food waste:</b>	74	103	48
<i>preparation for reuse</i>	0	-	-
<i>recycling</i>	16	76	21
<i>other recovery operations</i>	57	27	27
<b>Non-hazardous non-food waste:</b>	71,670	82,223	54,884
<i>preparation for reuse</i>	-	1,336	1,336
<i>recycling</i>	66,930	68,317	46,791
<i>other recovery operations</i>	4,740	12,570	6,757
<b>Directed to disposal:</b>	23,549	16,548	5,497
<b>Hazardous non-food waste:</b>	7	2	2
<i>incineration</i>	1	-	-
<i>landfill</i>	5	2	2
<i>other disposal operations</i>	0	0	0
<b>Non-hazardous non-food waste:</b>	23,543	16,546	5,495
<i>incineration</i>	14	22	8
<i>landfill</i>	22,166	14,427	5,460
<i>other disposal operations</i>	1,363	2,096	26
<b>Total amount of non-recycled non-food waste</b>	23,549	29,146	12,281
<b>Share of non-recycled non-food waste</b>	24.7%	29.5%	20.3%



# Social Information

## S1 Own Workforce

Our Group deeply values its employees, recognising them as the cornerstone of our success. We are committed to nurturing a positive and dynamic workplace culture that inspires motivation, encourages engagement and fosters teamwork. At the heart of our organisational culture lie three fundamental values: awareness, responsibility and self-belief. The culture is designed to celebrate the diverse backgrounds and unique contributions of each individual, and we place a high priority on nurturing personal freedom and individuality within our team. This approach not only creates a more inclusive work environment, but also drives innovation and creativity.

Furthermore, we believe that the skills required for a role extend beyond just technical and professional competencies, with emotional intelligence being equally crucial. We therefore encourage and support our team members in their journey to develop and enhance their emotional intelligence. Our aim is to not just to succeed in our business endeavours, but to do so in a manner that is enriching and fulfilling for every member of our team.

Our own workforce includes the categories of employees that could be materially affected by impacts arising from the Group's own operations. These include permanent and fixed-term employees working on full-time or part-time basis across our physical stores, warehouses, e-commerce operations and administrative functions. The Group's own workforce also includes individuals who are not directly employed by the Group, such as temporary workers. Staffing occurs in our stores and warehouses, but also in cleaning offices, warehouses and stores. The principal workforce groups include:

**Store employees** – employees who work in retail locations, including cashiers, aisle staff and customer service representatives.

**Warehouse employees** – employees who work in warehouses and distribution centres, who are responsible for activities such as inventory management and logistics.

**Administrative employees** – individuals who work at our headquarters, including those in marketing, finance and human resources, as well as the management teams.

**Other employees**, including e-commerce pickers and couriers.

## SBM-3 Impacts, Risks and Opportunities

The materiality of matters relating to our own workforce was assessed in line with the general methodology. Impacts, risks and opportunities were only examined for our own operations according to the nature of the topic. We used the CSR Risk Check tool to review the risks associated with the countries of operation, as identified by organisations in various studies. Our evaluation covered sustainability matters established under ESRs 1.

No impacts were identified arising from transition plans to reduce negative effects on the environment and achieve greener climate-neutral operations.

Based on CSR Risk Check information, our own operations are not exposed to forced labour, human trafficking, or child labour risks.

The resulting material impacts, risks and opportunities are described further in this chapter.

Associated material impacts, risks and opportunities	Value chain location
Negative impact/ Potential: Unsafe working conditions may cause death or serious harm to health [S1_MI-1]	own operations
Negative impact/ Potential: Adverse impacts on human and labour rights, violating salient and fundamental rights [S1_MI-2]	own operations
Risk: Minimum wage increases, and competitor actions impose risks to operational costs and, employee retention and attraction [S1_MR-1]	own operations

Group companies prioritise social responsibility in employment practices, ensuring fair treatment, proper compensation and safe working conditions, all of – which are key aspects of fundamental labour rights. Business processes are established in accordance with national regulations and good practices, ensuring proper management of work-related adverse impacts. Appropriate policies and procedures are implemented in daily operations, shaping the business model to foster a safe and tolerant culture.

	Impact on people and the environment	Link to strategy and business model	Time horizon	Nature of involvement
S1_MI-1	Inadequate safety measures can result in workplace accidents, causing serious injuries or fatalities and adversely affecting employees' physical health.	Directly linked to the business model through the approach to occupational health and safety (OHS) management.	The negative impacts are current and expected to persist over the medium term without proper management.	Direct involvement through OHS management practices.
S1_MI-2	Actions that violate salient and fundamental human and labour rights lead to social harm and ethical breaches.	Directly linked to the business model through the corporate culture and approach to human capital management.	The negative impacts are current and expected to escalate over the medium term without proper management.	Direct involvement through corporate culture.

The impacts identified help shape and refine our strategy and business model. We benchmark our wages against industry standards and do not use zero-hour contracting in our employment practices. In response to impacts related to workloads, rest periods, and occupational health and safety (OHS) measures, we continuously reassess staffing levels, dedicate resources to training and professional development, and upgrade safety protocols. These operational changes help prevent occupational injuries and reduce absenteeism. Similarly, concerns over discriminatory pay practices, harassment and inequality inform our business functions in terms of conducting pay equity reviews and making amendments to remuneration setting practices. These workforce insights not only inform adjustments to internal policies and operating procedures, but also shape broader strategic directions. By embedding workforce considerations in our processes, we ensure that human capital factors are integral to the company's overarching strategic direction.

We identified key workforce-related risks and opportunities linked to our business model. Labour market fluctuations challenge talent retention, but drive improvements in wages, training and career growth; Health and safety compliance reduces the risk of lost work hours, fines and reputational damage while enhancing productivity. Addressing pay equity and non-discrimination builds trust, loyalty and workforce cohesion. Skills development mitigates quality and attrition risks while fostering efficiency and innovation. Finally, strict data privacy compliance safeguards against financial and reputational harm, reinforcing stakeholder trust and operational integrity.

We classify human and labour rights impacts as widespread due to the Group's extensive retail presence, while health and safety impacts are linked to individual incidents concentrated at operational sites.

During the assessment, we identified that employees working in e-commerce, warehouses and food production units were at higher risk of negative impacts related to health and safety inherent to the nature of the operational activity. These specific activities are inherently exposed to a wider variety of factors that influence OHS.

## S1-1 Policies

In Group companies, human rights are respected and ethical business conduct is established through our Equal Opportunities and Diversity Policy and our shareholders' "Vilniaus prekyba" Code of Business Ethics (described in more detail in the G1 Business Conduct chapters).

The Group has not established any dedicated policies that explicitly address human trafficking, forced or compulsory labour, or child labour. Issues involving human trafficking and child labour are not material for our own operations, while issues of forced and compulsory labour that are material in the form of modern slavery are addressed in the "Vilniaus prekyba" Code of Business Ethics (described in more detail in the G1 Business Conduct chapters) through fair employment practices and non-discrimination clauses, as well as a general stance against unethical practices that includes opposition to labour exploitation. These provisions also express the principle of respect for human rights.

The grievance and whistleblower<sup>16</sup> channels established by the Group's companies are made available for our own employees to report any instances of misconduct. They also enable us to monitor compliance with the fundamental rights established under the UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work, and OECD Guidelines for Multinational Enterprises on Responsible Business Conduct.

Our Equal Opportunities and Diversity Policy is specifically aimed at eliminating discrimination including harassment, promoting equal opportunities and advancing diversity and inclusion, and fostering respect for human rights. The policy does not make any commitments regarding inclusion or positive action for individuals who belong to groups at particular risk of vulnerability in our own workforce.

<sup>16</sup> More information about whistle-blower mechanisms is available in chapter G-1 Business Conduct.

## Equal Opportunities and Diversity Policy

### Group Companies that have adopted the policy

MAXIMA International Sourcing; MAXIMA GRUPĖ; FRANMAX; All Group retail companies.

### Key contents of the policy

General objective: to outline key principles for gender equality and non-discrimination, and promote high standards for responsible business conduct.

### Scope of the policy and exclusions

Activities: The policy applies to all activities within the Group's companies, including all aspects of employment such as hiring, working conditions, professional development, performance evaluation and dismissal. It ensures non-discrimination and equal opportunities across all job functions and positions.

Value chain: The policy specifically focuses on the internal operations of Group companies, and does not cover the upstream or downstream value chain.

Geographies: The policy applies to all Group companies that have adopted it, irrespective of their geographical location.

Affected stakeholder groups: The primary stakeholders affected by this policy are employees of the Group's companies.

Grounds for discrimination specifically covered in the policy: racial and ethnic origin, colour (covered through racial and ethnic origin), sex, sexual orientation, gender identity (covered indirectly through general non-discrimination), disability, age, religion, political opinion, national extraction or social origin, language, membership of associations, and intention to have children.

### Most senior members of the organisation accountable for implementation

CEO of the respective Group company.

### Third-party standards or initiatives respected

The policy references the Ten Principles of the UN Global Compact.

### Considerations given to the interests of key stakeholders

The policy is fundamentally designed to protect and promote the interests of all Group employees.

### Policy availability

The policy is available on the intranet and the corporate websites of some of the Group companies.

### Policy implementation

The policy is implemented through internal procedures and training that address the prevention of discrimination.

Group companies have established management systems for workplace accident prevention that enable proper procedures for implementing of health and safety measures in the workplace. More details about the systems are available in chapter S1-14 Health and safety metrics.

## S1-2

### Engaging with Our Own Workforce and Workers' Representatives

The Group engages with its own workforce at various stages of its management and decision-making processes. Engagement takes place at key moments such as updates to internal people-related policies and procedures (including ethics and conduct requirements), changes to working conditions and operational practices, and annual planning of workforce-related initiatives. Engagement includes the regular sharing of information through internal communication channels.

Across the Group's companies, employee dialogue and engagement channels vary based on local and national

circumstances. Where trade unions or workers' councils are present, the Group upholds employees' right to legal representation without fear of retaliation. Additionally, internal communication channels are available for employees to raise concerns and engage in dialogue. Throughout the Group, the Head of Human Resources or the company's is ultimately responsible for engagement.

MAXIMA Latvia and STOKROTKA conduct annual engagement and satisfaction surveys to further strengthen engagement. Meanwhile, MAXIMA Lithuania conducts an annual psychosocial risk assessment in which employees can anonymously express how they feel at work.

HR departments conduct interviews and surveys to better understand the obstacles experienced by vulnerable employee groups and solutions that can be implemented to overcome them. For example, Ukrainian refugees employed by the Group's companies are considered more vulnerable due to their personal circumstances. To help them integrate more easily, the companies ensure these individuals receive work-related information in an understandable language.

The effectiveness of the engagement process is assessed through surveys, feedback sessions and turnover trends, by monitoring indicators such as the number and nature of grievances raised and resolved.

## S1-3

### Processes for Remediation and Channels to Raise Concerns

Employees can raise concerns through a variety of channels available to them. These include hotlines, email channels for reporting grievances, email addresses for whistleblowing, representatives of trade unions or works councils, and reporting to their direct supervisors. Responsible individuals evaluate whether employees are aware of and trust the channels through ad hoc surveys, interviews and the feedback they receive.

Investigating a complaint involves analysing its content, verifying the information it contains, interviewing employees who are still working at the company or have left or have been dismissed, interviewing heads of departments, asking security staff to check video footage to verify certain details, trying to identify the people responsible and setting up a complaints investigation committee if deemed necessary. If a report of possible violence and/or harassment is received, a committee of at least three people is established to examine the content of the report, investigate the circumstances of the incident and decide on the appropriate action to be taken.

In instances in which a Group company identifies through investigation that a situation has caused or contributed to a material negative impact on its own employees, the relevant unit manager, to the extent of their authorisation, should immediately take action to ensure the timely provision of mediation and remediation. If the remediation actions require participation of a higher level of company management, the appropriate individuals are informed and participate in the processes. Meanwhile, appointed employees monitor the implementation of such remediation measures.

When submitting grievances, employees may choose to stay anonymous. In addition, Group companies have implemented whistleblower mechanisms and processes to prevent retaliation against employees who raise concerns. These are described in more detail in chapter G1-1 Business Conduct policies and corporate culture.

## S1-4

### Actions

Group companies identify a particular actual or potential negative impact that requires a response through employee surveys, consultations with stakeholders and employee representatives (such as workers' councils and trade unions), grievance mechanisms and internal audits to gather insights into areas of concern. The actions are then developed by relevant departments, allocating human and financial resources with the aim of providing proper management of identified

negative or positive impacts. In response to labour market pressures, including minimum wage increases and risks related to employee attraction and retention, Group companies implement workforce-related measures such as remuneration reviews, employee engagement initiatives and actions aimed at maintaining attractive working conditions. Group companies are guided by the "Vilniaus prekyba" Code of Business Ethics to ensure that their own practices do not cause or contribute to material negative impacts on their own workforce. More information about the Code of Ethics is available in chapter G-1 Business Conduct.

The effectiveness of actions taken in relation to the Group's own workforce is tracked through a combination of employee surveys, grievance-related information, internal audits, health and safety monitoring, training participation data and other workforce-related indicators such as turnover trends and absenteeism, where relevant. In particular, workplace health and safety measures are monitored through internal control procedures and audits, while training-related actions are assessed through completion data and regular updates of training content to reflect operational, regulatory and organisational changes. The implementation of workforce-related actions is supported by relevant internal functions, primarily Human Resources, occupational health and safety specialists, compliance and management teams, depending on the nature of the matter addressed.

### Training and skills development

Group companies support continuous employee development through structured training programmes delivered primarily via internal digital learning platforms. These platforms provide employees with access to a wide range of mandatory and role-specific training modules, including operational procedures, workplace safety, compliance topics and professional skills development.

Training programmes are designed to ensure that employees maintain the competencies required for their roles while supporting safe and efficient operations across the Group. The use of online learning solutions enables broad accessibility of training opportunities across different countries and employee groups.

During the reporting year, total expenditures related to employee training and skills development at Group level amounted to approximately EUR 686 thousand, reflecting the Group's continued investment in workforce capability development.

The Group continues to enhance its training data collection practices to further strengthen the consistency and comparability of training-related metrics in future reporting periods.

Training content is regularly updated to reflect operational changes, regulatory requirements and evolving workplace needs.

## Occupational health and safety

During the reporting year, 2,827 workplace health and safety inspections, controls and internal audits were carried out across the Group's retail companies, including those operating in e-commerce, to support the identification of improvement areas and monitor the implementation of corrective actions. These included 61 inspections by state institutions, 270 reviews performed by independent health and safety experts or agencies, and 2,496 internal audits. The results of these inspections and audits are used to define corrective and preventive measures, strengthen local control procedures and improve working conditions. In this way, they contribute to the implementation of the Group's target to reduce the Total Recordable Incident Rate (TRIR) by supporting the prevention of work-related injuries and the continuous improvement of workplace safety performance.

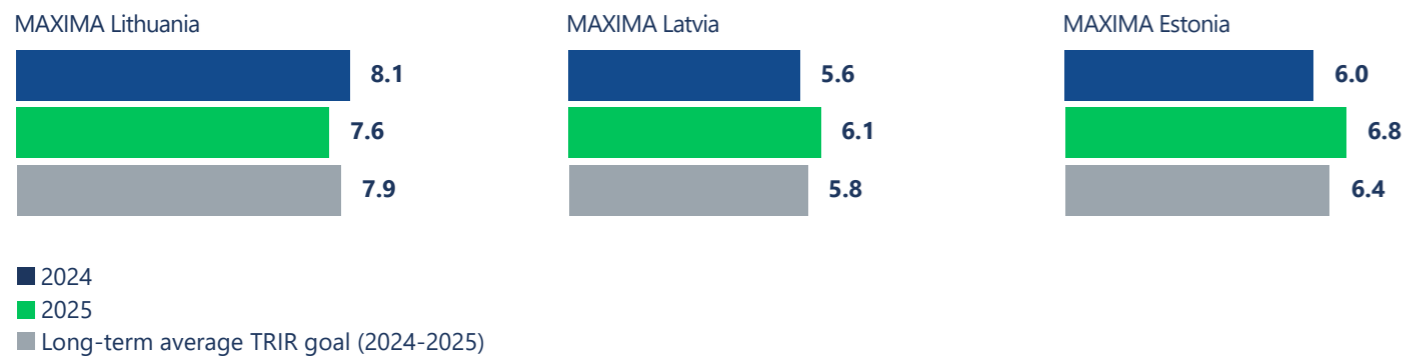
### S1-5 Targets

In 2024, retail companies in the Baltics set annual targets for the number of accidents<sup>17</sup> per hours worked for each year from 2024 to 2030. The indicator used to track the target, which is equivalent to the TRIR, is calculated as the total number of recordable incidents divided by the total number of hours worked in 2024 multiplied by 1 million. During the stakeholder survey, employees highlighted occupational health and safety as a focus area. Targets were set based on actual performance in previous years.

The goal in the 2024-2030 period is for the average number of accidents per 1 million hours worked to not exceed 6.7 at MAXIMA Lithuania, 4.5 at MAXIMA Latvia and 6.0 at MAXIMA Estonia.

Progress on this target is reported annually, and this information is made available to all stakeholders. The improvement measures are established and adopted by each individual company based on the operational performance, which is tracked by each company's occupational health and safety specialists. More details on the results achieved are provided in chapter "S1-14 – Health and safety metrics".

### RATE OF RECORDABLE WORK-RELATED ACCIDENTS (TRIR)



■ 2024  
■ 2025  
■ Long-term average TRIR goal (2024-2025)

<sup>17</sup> According to ESRS Defined Terms, a work-related incident is an occurrence arising out of or in the course of work that could or does result in injury or ill health. When such an incident results in actual injury or ill health, it is commonly referred to as an 'accident'.

## Metrics

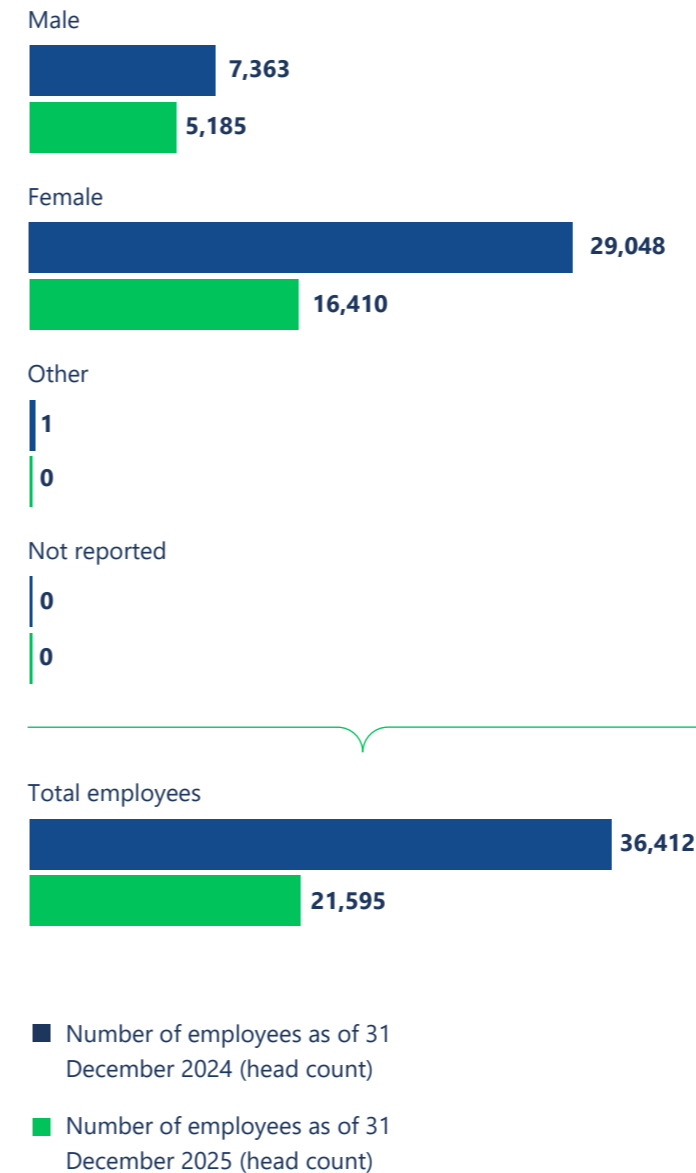
### S1-6

### Characteristics of the undertaking's employees

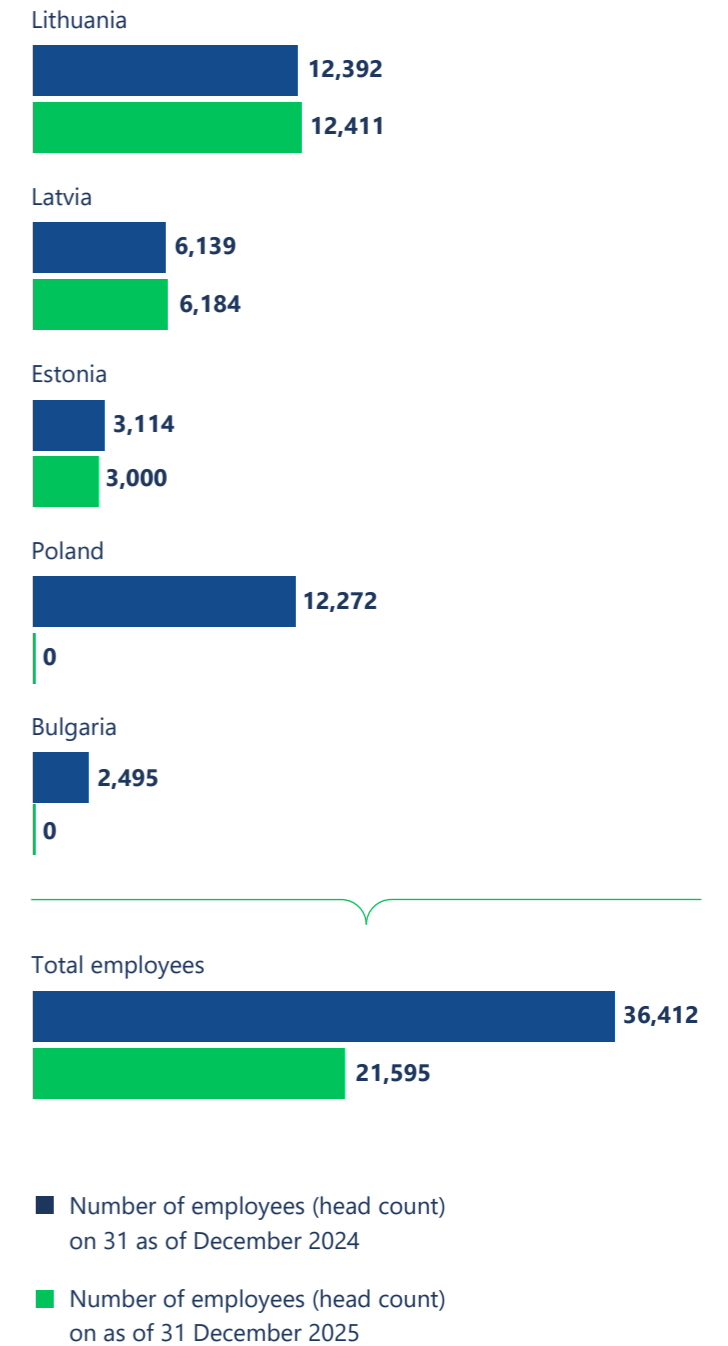
In the countries where our companies operate, national laws do not allow individuals to identify as non-binary on their personal ID documents. Due to this and because the EU General Data Protection Regulation (GDPR) limits how we can collect personal data, not all Group companies collect information about employees' gender identities, instead they report gender based on what is stated in legal identity documents. The total number of employees in the table below matches that in the financial statements on page 18.

Employee headcount disclosures in this section are presented as of 31 December of the respective reporting year. Following the disposal of the Group's entire operations in Poland and Bulgaria in December 2025, employees of these operations are not included in the Group's employee headcount as of 31 December 2025, as the Group no longer had operations in these countries at year end. Comparative information as of 31 December 2024 includes these operations, as they formed part of the Group at that date. Accordingly, changes between 31 December 2024 and 31 December 2025 partly reflect the disposal of these operations and should not be interpreted solely as changes in the Group's workforce.

### EMPLOYEE HEADCOUNT BREAKDOWN BY GENDER (as of 31 December 2025, excluding Poland and Bulgaria)



### EMPLOYEE HEADCOUNT BREAKDOWN BY COUNTRY (as of 31 December 2025, excluding Poland and Bulgaria)



**Information on employees by contract type and gender**  
(as of 31 December 2025, excluding Poland and Bulgaria)

Date	Female	Male	Other	Not disclosed	Total
<b>Number of employees (head count)</b>					
As of 31 December 2025	16,410	5,185	0	0	21,595
As of 31 December 2024	29,048	7,363	1	0	36,412
<b>Number of permanent employees (head count)</b>					
As of 31 December 2025	16,294	5,112	0	0	21,406
As of 31 December 2024	23,985	6,190	1	0	30,176
<b>Number of temporary employees (head count)</b>					
As of 31 December 2025	116	73			189
As of 31 December 2024	5,063	1,173	0	0	6,236
<b>Number of non-guaranteed hours employees (head count)</b>					
As of 31 December 2025	0	0	0	0	0
As of 31 December 2024	0	0	0	0	0
<b>Number of full-time employees (head count)</b>					
As of 31 December 2025	12,139	3,556	0	0	15,695
As of 31 December 2024	24,083	5,767	1	0	29,851
<b>Number of part-time employees (head count)</b>					
As of 31 December 2025	4,309	1,591	0	0	5,900
As of 31 December 2024	4,965	1,596	0	0	6,561

**Information on employees by contract type broken down by country**  
(as of 31 December 2025, excluding Poland and Bulgaria)

	Lithuania	Latvia	Estonia	Poland	Bulgaria	Total
<b>Number of employees (head count)</b>						
As of 31 December 2025	12,411	6,184	3,000	0	0	21,595
As of 31 December 2024	12,392	6,139	3,114	12,272	2,495	36,412
<b>Number of permanent employees (head count)</b>						
As of 31 December 2025	12,302	6,164	2,940	0	0	21,406
As of 31 December 2024	11,741	6,070	3,073	6,833	2,459	30,176
<b>Number of temporary employees (head count)</b>						
As of 31 December 2025	109	20	60	0	0	189
As of 31 December 2024	651	69	41	5,439	36	6,236
<b>Number of non-guaranteed hours employees (head count)</b>						
As of 31 December 2025	0	0	0	0	0	0
As of 31 December 2024	0	0	0	0	0	0
<b>Number of full-time employees (head count)</b>						
As of 31 December 2025	11,847	1,313	2,535	0	0	15,695
As of 31 December 2024	11,879	1,328	2,681	11,694	2,269	29,851
<b>Number of part-time employees (head count)</b>						
As of 31 December 2025	564	4,871	465	0	0	5,900
As of 31 December 2024	513	4,811	433	578	226	6,561

The share of temporary employees should be interpreted in the context of the Group's retail business model and local employment practices. Temporary contracts are most commonly used for seasonal or short-term increases in workload and, as an entry-stage employment arrangement before a permanent contract is offered, typically after a trial period of around three months. Throughout the Group's companies, there are no

employment contracts involving non-guaranteed hours. During the reporting period, there were no material changes in the proportion of permanent and temporary employees, or of full- and part-time employees, the majority of employees within the Group's companies were permanent full-time employees.

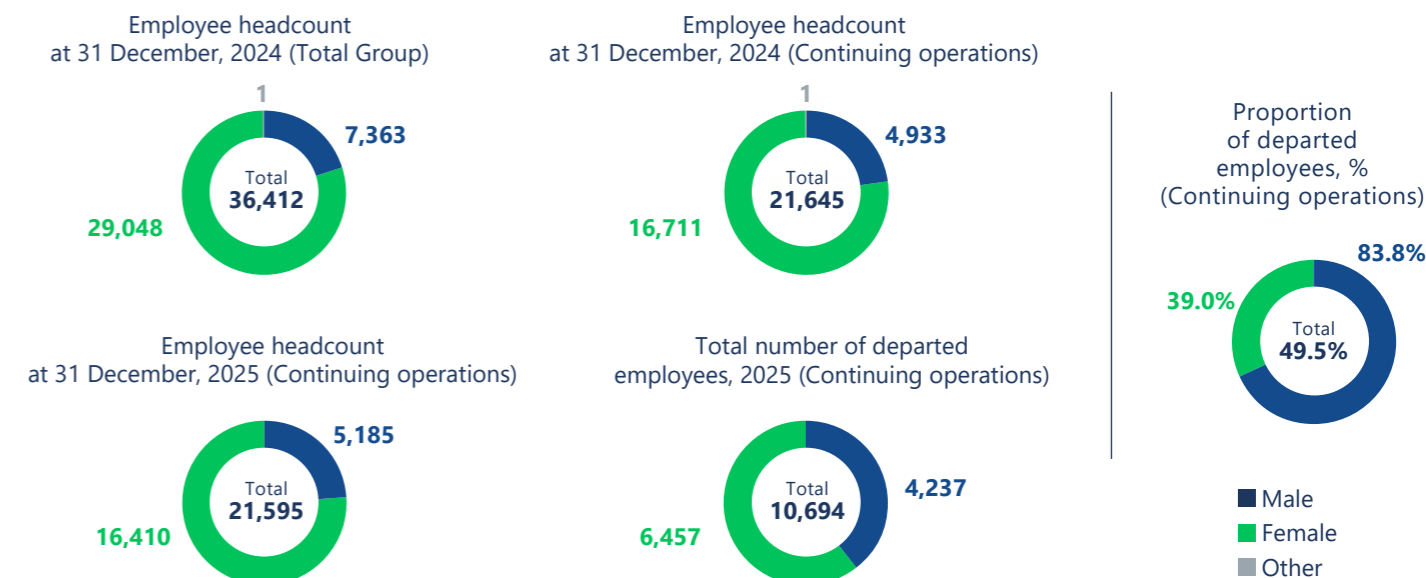
**Information on employees by gender broken down by country**  
(as of 31 December 2025, excluding Poland and Bulgaria)

Gender split of employees <sup>18</sup>		Lithuania	Latvia	Estonia	Poland	Bulgaria	Total
Male	As of 31 December 2025	2,858	1,564	763	0	0	5,185
	As of 31 December 2024	2,668	1,486	779	1,901	529	7,363
Female	As of 31 December 2025	9,553	4,620	2,237	0	0	16,410
	As of 31 December 2024	9,724	4,653	2,334	10,371	1,966	29,048
Other	As of 31 December 2025	0	0	0	0	0	0
	As of 31 December 2024	0	0	1	0	0	1
Not reported	As of 31 December 2025	0	0	0	0	0	0
	As of 31 December 2024	0	0	0	0	0	0

The rate of departed employees was calculated for continuing operations only by dividing the total number of employees who left – whether voluntarily or through dismissal, retirement or death – by the average number of employees in continuing operations. This average was determined by taking the arithmetic mean of the employee count at the end of the previous reporting year and the end of the current reporting period, excluding the operations in Poland and Bulgaria disposed of in December 2025. Employees transferring with the disposed operations are not treated as departed employees for the purpose of

this metric, as their employment continued with the disposed businesses and did not represent employee turnover within the Group's continuing operations. Employee headcount for 2024 Total Group is presented for reference only.

The higher proportion of departed male employees in 2025 was mainly driven by the under-30 age group, where turnover was highest. In this age category, turnover is influenced by the higher share of seasonal employees and the generally higher job mobility of younger employees.



<sup>18</sup> We apply the same methodology for calculating the employee head count for financial and non-financial disclosures, with the total number of employees equal to that provided in the financial statements. Unless otherwise stated, we report all employee numbers as of 31 December of the reporting period.

**S1-7** Characteristics of non-employees in the undertaking's own workforce

We report non-employee workers as full-time equivalents (FTEs). This metric is calculated by aggregating all the hours worked by contractors from employment service companies (classified under NACE code 78) and by self-employed workers, and dividing this total by the number of working hours in a year for a standard employee who works eight hours a day, five days a week. We adjusted this calculation for national holidays, but did not account for annual vacation time. During the reporting year, we had an average of 1,766 FTE among non-employee workers on a consolidated basis (2,120 FTE in 2024) This metric is presented as an annual average and does not represent the

position at year-end. Accordingly, the 2025 consolidated figure includes all operations that formed part of the Group during the reporting year, including the operations in Poland and Bulgaria that were disposed of in December 2025. For comparability, the average number of non-employee workers in continuing operations in 2025 was 59 FTE.

Fluctuations in the number of non-employee workers mainly reflect seasonal operational needs, temporary workload peaks and the use of agency workers in logistics, warehousing and store operations.

**S1-8** Collective bargaining coverage and social dialogue

At the end of the reporting period, 83.4% of the Group's employees were covered by collective bargaining agreements. This year-end figure reflects the Group structure as of 31 December 2025 and therefore excludes the operations in Poland and Bulgaria, which were disposed of in December 2025.

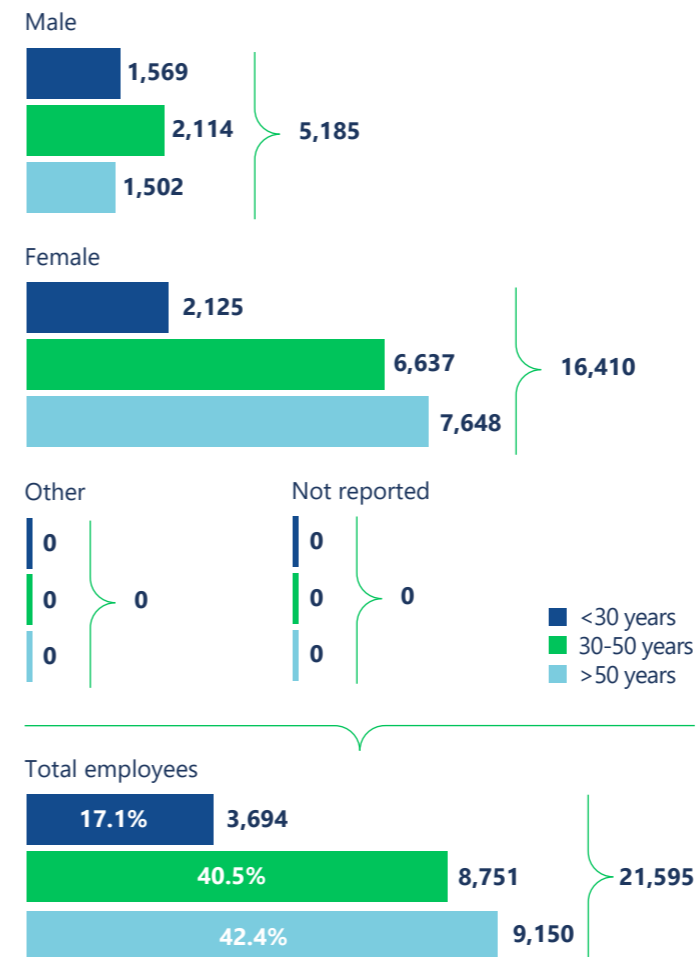
There were no agreements for employee representation by the European Works Council (EWC), Societas Europaea (SE) Works Council or Societas Cooperativa Europaea (SCE) Works Council during the reporting period.

Coverage Rate	Collective bargaining coverage		Social dialogue
	Employees – EEA (for countries with >50 employees representing >10% total employees)	Employees – non-EEA (estimate for regions with >50 employees representing >10% total employees)	Workplace representation (EEA only) (for countries with >50 employees representing >10% total employees)
0-19%	Estonia		Estonia
20-39%			
40-59%			
60-79%			
80-100%	Lithuania, Latvia		Lithuania, Latvia

**S1-9** Diversity

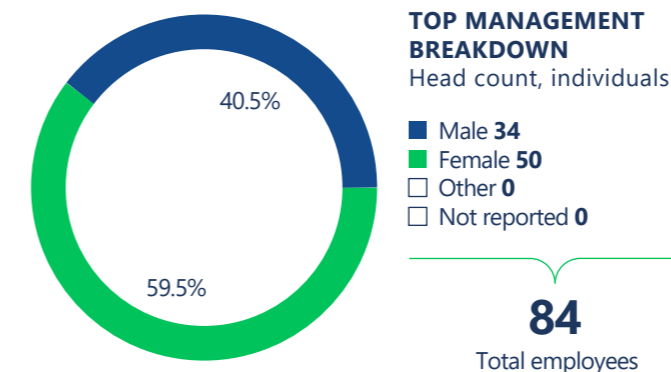
Ensuring diversity and equal opportunities is an important part of our business conduct. Throughout our companies, we have a diverse workforce that includes people of various ages, gender identities, backgrounds and other characteristics that we embrace and do our best to support. The figures presented below reflect the Group structure as of 31 December 2025 and therefore exclude the operations in Poland and Bulgaria, which were disposed of in December 2025.

**OWN EMPLOYEE SPLIT BY AGE GROUP**



At the end of the reporting period, the gender distribution among our top management stood at 40% males and 60% females, reflecting a balanced gender composition.

In the context of this report, top management is defined as comprising individuals who are one and two levels below the administrative and supervisory bodies of each Group company.



**S1-10** Adequate wages

All our companies operate in countries with legally set minimum wages that meet the concept of adequate wages, and we ensure that 100% of our employees are compensated in line with the regulations. The EU Commission is updating the methodologies and approaches to establish minimum salaries, ensuring that actualisation of suitable pay is embedded in national laws.

**S1-11** Social protection

All of our employees are covered by social protection through public programmes against loss of income due to major life events, including sickness, unemployment, employment injury and acquired disability, parental leave and retirement.

**S1-14** Health and safety metrics

Our health and safety management systems are aligned with legal requirements in the countries of operation and cover 100% of our employees across all companies in our Group. Each company has appointed specialists or divisions responsible for maintaining and implementing OHS standards. Our staff are instructed on our protocols and are advised to halt work in the event of a hazardous situation. Typically, the regulations are outlined in an Internal Rules of Working Procedures handbook within our organisation. If a risk is detected or a situation endangers an employee's safety or health, the three essential actions are to STOP work immediately, REMOVE oneself from the dangerous area and REPORT the incident to a supervisor as soon as feasible.

The health and safety metrics presented below are based on full-year 2025 data. Accordingly, they include all operations that formed part of the Group during the reporting year, including the operations in Poland and Bulgaria that were disposed of in December 2025.

Work-related safety metrics, own workforce	Comparative, 2024	Reporting year, 2025	YoY, %	Continuing operations, 2025
Number of fatalities as a result of work-related injuries and work-related ill health (own employees)	0	0	0%	0
Number of high-consequence work-related injuries	16	4	-75%	4
Number of recordable work-related accidents	457	484	+6%	278
Rate of recordable work-related accidents (TRIR)	7.01	7.88	+13%	7.82
Number of cases of recordable work-related ill health	123	134	+9%	35
Proportion of high-consequence work-related injuries <sup>19</sup> (excluding fatalities)	0.25	0.07	-72%	0.11

<sup>19</sup> Calculated as ratio of high-consequence work-related injuries per 1 million hours worked

The Group is currently not able to reliably distinguish days lost due to work-related injuries from days lost due to other health-related absences, as the available source data do not specify the cause of incapacity. As a result, the disclosure of days lost due to work-related injuries would not be reliable.

Under current reporting practices, the Group does not collect work-related health and safety metrics for non-employees, including fatalities, high-consequence injuries, recordable accidents and occupational ill-health cases, or the related proportions.

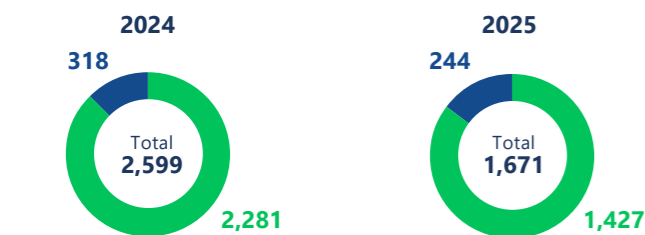
Regarding employee on health and safety training, all newly hired employees undergo initial training before they commence work. Other employees are trained at intervals determined by management systems based on the findings of ongoing risk assessments and improvement processes. Typically, internal health and safety training for department heads is conducted at least once every three years, while hygiene training for all company employees is provided at least once every five years. Employees engaged in hazardous jobs, such as manual handling and working with hazardous chemicals, receive internal health and safety training at least once every five years. Workers performing hazardous tasks such as operating electric forklift trucks undergo internal health and safety training at least once every three years. Similarly, employees who work with potentially dangerous equipment, including lifts/elevators, are trained at least once every three years. External first aid training is provided at least once every five years. A total of 28,962 employees received health and safety training during 2025.

**S1-15** Work-life balance metrics

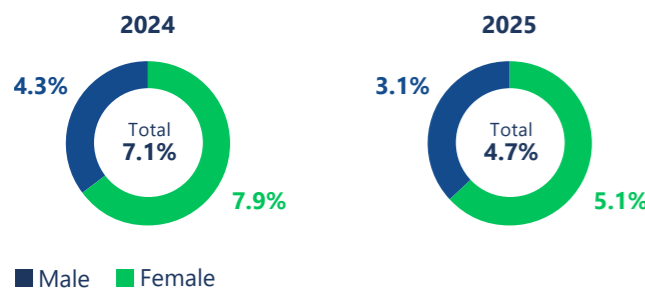
100% of our employees, irrespective of age or gender, are entitled to family-related leave (maternity leave, paternity leave, parental leave and carers' leave) through national laws. The metrics presented below are based on full-year 2025 data and therefore include the operations in Poland and Bulgaria, which were disposed of in December 2025.

**FAMILY-RELATED LEAVE**

Number of employees who took family-related leave



Percentage of employees who took family-related leave



■ Male ■ Female

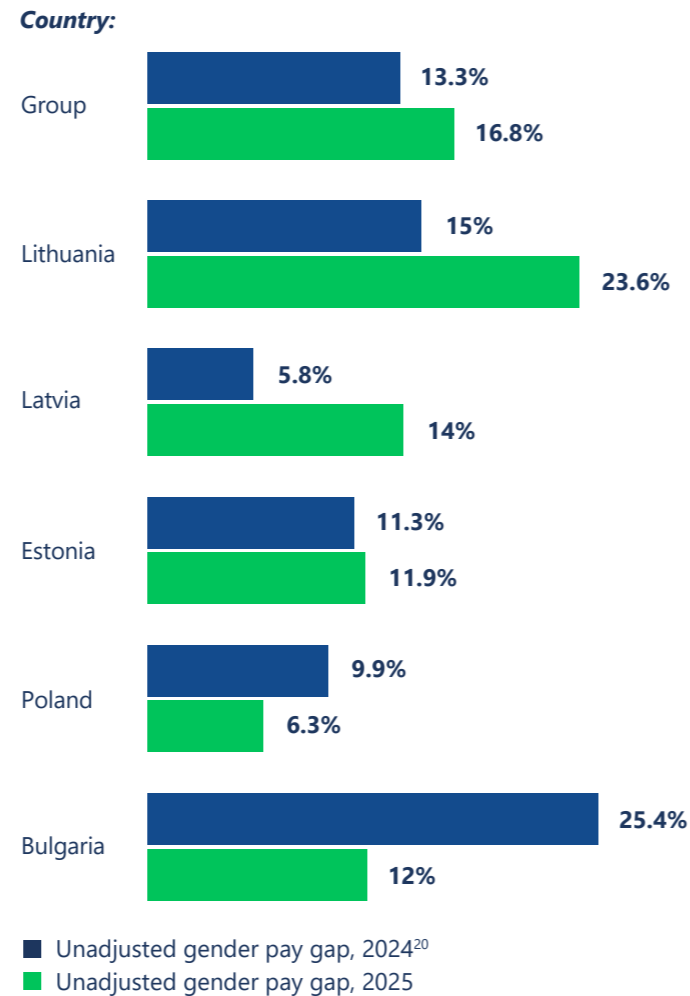
20 The 2024 comparative figures included data for Group companies with more than 150 employees as of 31 December 2024

For comparability, in continuing operations in 2025, 674 female employees and 155 male employees took family-related leave, representing 4.1% and 3.0% of female and male employees, respectively (829 employees and 3.8% in total).

**S1-16** Remuneration metrics

The unadjusted gender pay gap was calculated as the difference in average pay levels between female and male employees expressed as a percentage of the average pay level of male employees. The figures are provided for the entire Group, based on full-year 2025 data, and by country of operation. The country breakdown is provided to better understand differences in pay related to local labour market conditions, purchasing power and other country-specific circumstances. The figures include only data for Group companies with more than 20 employees that formed part of the Group during 2025.

**UNADJUSTED GENDER PAY GAP**



The unadjusted gender pay gap is influenced by the overall workforce composition and the distribution of employees across different roles and functions within the Group.

The annual total remuneration ratio of the highest paid individual to the average annual total remuneration of the Group's employees (excluding the highest-paid individual) was 1:46 during the reporting period, based on consolidated full-year data. For the purposes of this disclosure, the ratio was

calculated using annual gross pay as a consistent remuneration basis across the employee population and average annual FTE as the available population measure. Gross pay is based on payroll data and includes fixed and variable pay components reflected in payslips, including bonuses.

**S1-17** Incidents, complaints and severe human rights impacts

During the reporting year, there were no cases of severe human rights violations within our workforce, therefore no fines, penalties or compensation payments for damages were incurred. The metrics presented below are based on full-year 2025 data and include all operations that formed part of the Group during the reporting year. No separate presentation for continuing operations is provided, as the disposed operations in Poland and Bulgaria had no such incidents or complaints during 2025.

	Comparative, 2024	Reporting year, 2025
Total number of incidents of discrimination, including harassment	7	6
Number of complaints filed through internal channels (own workforce)	35	29
Number of complaints filed through external channels (own workforce)	13	13
Number of complaints filed with National Contact Points for OECD multinational enterprises	0	0
Total amount of fines, penalties and compensation payments for damages as a result of the incidents and complaints disclosed above	0	0

Disclosure policy: we track and report the total amount of fines, penalties, and compensation payments for damages as a result of incidents and complaints that incur amounts of more than EUR 10,000.

**S2** Workers in the Value Chain

The backbone of the food retail industry lies in its upstream value chain, in which a vast and diverse workforce operates on a global scale. These workers play an essential role in performing a wide range of tasks, ensuring that the journey of food products from farms to production to the customer's table is seamless. The complexity and breadth of this value chain opens a broad spectrum of human-centred impacts, risks and opportunities, making it an important area for attention and ongoing improvement.

**SBM-3** Impacts, Risks and Opportunities

The materiality of workers in the value chain was assessed in line with the general methodology. To better understand how workers in the value chain may be affected, we used the CSR

Risk Check tool to review the risks associated with the countries of origin of the products (including ingredients) sold in our retail chains, as identified by various organisations and studies. Our evaluation covered the sustainability matters outlined in ESRS 1.

Based on the information available to us, we did not identify any actual impacts on value chain workers that we caused, contributed to or were directly linked to. However, we recognise there are potential reputational risks arising from business relationships with companies that may not adhere to good practices and laws on working conditions, gender equality, human rights and labour rights. These potential impacts inform our strategy, leading us to strengthen our processes and engage more closely with our suppliers to ensure compliance for the most critical commodities identified in the EUDR regulation. This approach mitigates risks and leverages opportunities to enhance our brand reputation and customer trust.

Workers in the value chain who face an increased risk of adverse impacts on their labour and human rights – including child and forced labour – are primarily those employed by entities in our upstream value chain, such as those involved in commodity harvesting and goods manufacturing. These risks are more prevalent in countries outside the EU. To address this risk, the Group's companies have introduced a Supplier Code of Conduct. For products that fall under the EUDR regulation (made from commodities such as coffee, cocoa, cattle, soya, palm oil, rubber and wood), a more detailed risk-based approach through the due diligence system is currently being implemented.

The resulting material impacts, risks and opportunities are described further in this chapter. It should be noted that current visibility into the upstream value chain is limited, while the risks we identified could not be attributed to specific groups of value-chain workers rather than all value chain workers.

Associated material impacts, risks and opportunities	Value chain location
Risk: Reputational risks related to the material matters identified arising from relationships with businesses that do not adhere to good practices and laws in the field of human and labour rights [S2_MR-1]	<ul style="list-style-type: none"> <li>↑ upstream value chain</li> <li>○ own operations</li> </ul>
Negative impact/ Potential: Suppliers that do not enforce work-related rights recognised by international standards, nor ensure human rights in the upstream value chain, contribute to severe violations of human and labour rights among value-chain employees. [S2_VCFMI-1]	<ul style="list-style-type: none"> <li>↑ upstream value chain</li> <li>○ own operations</li> </ul>

The Group recognises the importance of having an ethical and responsible supply chain that ensures adequate management of human and labour rights. The Group's companies have set the expected level of responsible supply chain practices in the Supplier Code of Conduct, and have reserved the right to withdraw from an agreement if the code is violated and the supplier is not willing to provide remediation to affected individuals. The introduction of the code has resulted in changes of sourcing practices that have become an essential part of the retail business model.

Impact on people and the environment	Link to strategy and business model	Time horizon	Nature of involvement
S2_VCMI-1 Suppliers that fail to enforce proper working conditions, enforce equal treatment, disregard internationally recognised work-related rights and expose workers to hostile, unsafe or discrimination-driven environments. Such organisations may engage in practices such as forced labour, child labour, denial of freedom of association, and suppression of collective bargaining.	The procurement strategy and responsible sourcing practices have indirect links to value chain risks.	The negative impacts are current. Without proper management and intervention, these issues may escalate over the medium term.	The Group is indirectly involved through its business relationships with suppliers.

## S2-1 Policies

The Group's companies have implemented a Supplier Code of Conduct that embeds respect for human rights, including worker's labour rights in the value chain. To implement the code in operations, the Group's companies have established channels for the reporting of instances of misconduct in the value chain. All such reports are investigated with due care, with mediation processes initiated when deemed necessary to ensure remediation of adverse human rights impacts. More information about the Supplier Code of Conduct is available in chapter G-2 Management of Relationships with Suppliers.

Additionally, MAXIMA International Sourcing and all our retail companies in continuing operations have established a Deforestation-free Policy, that addresses human and labour rights associated with specified commodities at the raw commodities sourcing stage. More information is available in chapter E4 Biodiversity and Ecosystems.

These policies are explicitly aligned with internationally recognised instruments relevant to value chain workers, including the United Nations Guiding Principles on Business and Human Rights (UNGP). The policies set out the expectation that suppliers implement human rights due diligence in line with the UNGP. Suppliers are encouraged to establish such processes proportionate to the size and nature of their operations, to prevent and address human rights violations throughout the supply chain.

There have been no reported instances of severe human rights violations or non-compliance with the UNGP, the ILO Declaration on Fundamental Principles and Rights at Work or the OECD Guidelines for Multinational Enterprises involving value chain workers connected to the Group's companies.

## S2-2 Engaging with Value Chain Workers

The Group's companies lack processes for regular engagement with value chain workers. Credible proxies, such as the CSR Risk Filter and the Business and Human Rights Resource Centre are used to gain insights into the situations involving value chain workers. Direct engagement occurs in response to legal requirements or substantiated allegations.

## S2-3 Processes for Remediation and Channels to Raise Concerns for Value Chain Workers

The Group's companies provide external channels for stakeholders, including value chain employees, to raise concerns and submit grievances. These channels, which are also used for reporting misconduct (with more information available in the sub-chapters of G1 Business Conduct), are publicly accessible and regularly monitored to ensure effectiveness. The Group's companies maintain active communication with stakeholders, engaging through various channels and responding promptly to their interests and concerns.

While the Group's companies do not actively engage with value chain workers, they encourage suppliers to implement their own grievance and due diligence mechanisms, which are proportionate to the company's size and scope of activities through the Supplier Code of Conduct.

## S2-4 Actions

During the reporting year, our actions with regard to workers in the value chain have concentrated around pursuing compliance with EUDR, which addresses actual adverse impact and material risks related to non-respect of human and labour rights among value-chain workers in the area of relevant high-risk commodities. We consider the set of products within the scope of the regulation as constituting the primary focus area for action in the near-term period and foresee expanding the coverage of products following legislative developments and increased maturity of our own processes. More information is available in chapter E4 Biodiversity and Ecosystems.

During the reporting year, there were no instances for which we would have identified ourselves as causing or contributing to actual adverse impact on value-chain employees that would require mediation or remediation actions. The identification of such instances is primarily based on the reports of misconduct filed through our grievance and whistleblowing mechanisms. In cases for which misconduct were to be reported, Group companies would actively engage in dialogue with the relevant supplier, dedicating appropriate human resources to the process and evaluating which actions should be taken in response to substantiated violations.

In cases whereby the supplier has breached the Supplier Code of Conduct, Group companies reserve the right to terminate a contract, if the supplier is not willing to provide remediation. The effectiveness of these actions is currently tracked primarily through the review of reported misconduct cases, supplier follow-up and the implementation status of due diligence processes for high-risk commodities.

## S2-5 Targets and Metrics

The Group's companies have not set specific targets or metrics for managing negative impacts, enhancing positive impacts or addressing material risks and opportunities related to workers in our value chain. This is primarily due to the need to await further guidance on newly introduced regulations, particularly FLPR. These guidelines are expected to provide a structured framework for addressing labour and human rights risks in the upstream value chains.

At this stage, we are prioritising compliance with EUDR for relevant commodities, as we believe this will establish a solid foundation for a risk-based approach to due diligence. By focusing resources on implementing this regulation, we aim to address the most critical commodities and strengthen labour and human rights protections within our supply chain.

The Group's companies have not established and do not monitor any specific metrics to track the progress of targets or actions related to workers in the value chain.

## S4 Consumers and End-Users

Customer satisfaction is key to our success, benefiting both internal and external stakeholders. We are committed to providing high-quality, affordable products. We are also dedicated to enabling our customers to make healthier and more sustainable choices by providing a broad selection of products that benefit them and are less harmful to the environment. Whether our customers are in search of fresh food products, organic items or eco-friendly household goods, we strive to make it straightforward for them to make these choices.

## SBM-3 Impacts, Risks and Opportunities

The materiality of consumers and end users in relation to sustainability matters was assessed in line with the general methodology. Our evaluation covered all consumers who might be affected and included the matters established under ESRS 1.

We have different groups of our customers with varying levels of exposure to impacts identified during the materiality assessment process. We considered these different groups during the evaluation process to capture the severity of various impacts.

### General consumers purchasing food and consumer goods

Our retail stores offer products that are inherently harmful if misused or consumed in excess. These include tobacco products, alcoholic beverages and foods high in sugar, salt or fats, which can increase the risk of chronic diseases. All of our consumers rely on accurate and accessible product information made available through the relevant labelling system, user manual or ingredients catalogues to make informed decisions and use products safely. Information on allergens, nutritional content, expiration dates and safe operation of devices is essential to safeguard our customers' health.

### Customers using loyalty programmes

Customers who have enrolled in our loyalty programmes or who use our online shopping platforms provide personal data that requires dedicated data protection measures. The way we handle this personal data is in line with customers' rights to privacy and data protection. Socially and financially vulnerable individuals may be more affected by targeted marketing and promotional offers that could influence their purchasing decisions. Our marketing practices consider different groups of customers that tailor an offering in such a manner as to prevent the communication of misleading information or irresponsible purchasing habits.

### Customers purchasing products for children

Products intended for children require special consideration due to children's vulnerability. Parents and caregivers depend on us to provide safe products with appropriate age recommendations and safety warnings to prevent accidents or health issues.

The resulting material impacts, risks and opportunities are described further in this chapter.

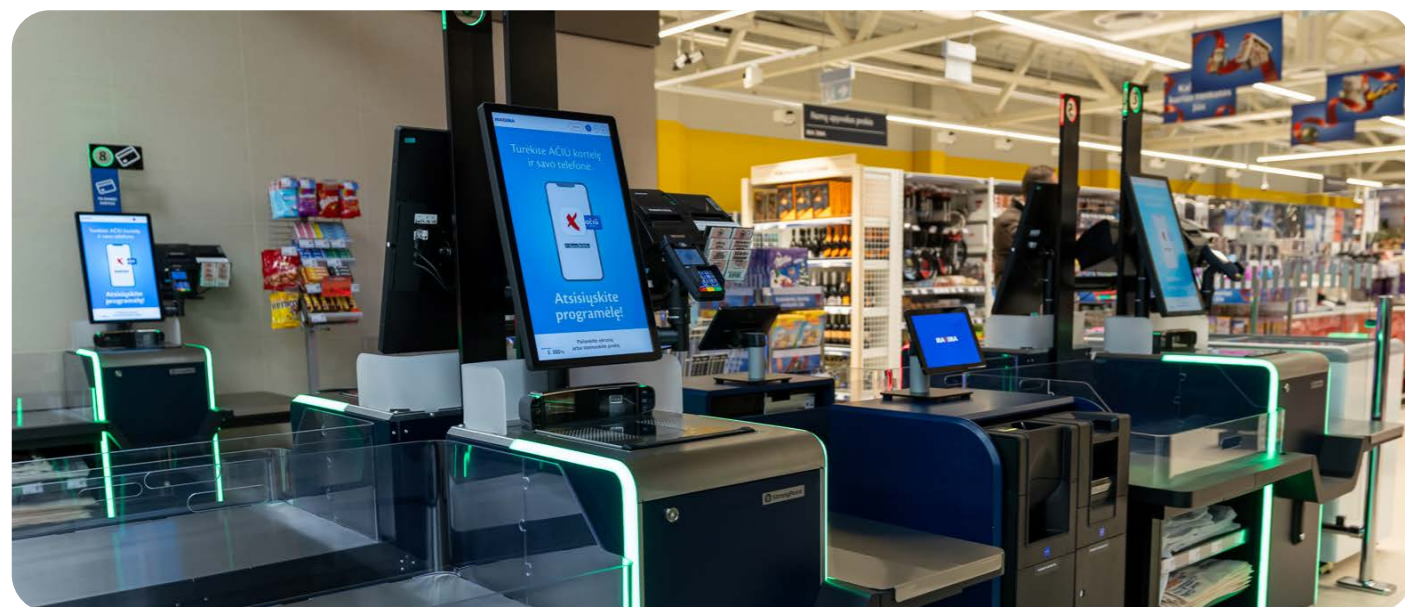
Associated material impacts, risks and opportunities	Value chain location
Negative Impact/ Potential: Personal data safety breaches resulting in leaks of personal information [S4_MI-1]	own operations downstream value chain
Negative impact/ Actual: Discriminatory practices that have a negative impact on a person, including those arising from biases or limited accessibility for handicapped persons [S4_MI-2]	own operations downstream value chain
Risk: Reputational damage and fines in the event of irresponsible marketing practices [S4_MR-1]	own operations
Negative Impact/ Potential: Without access to (quality) information, customers may use the products in a damaging way, acquiring products to which they are allergic [S4_VCMI-1]	own operations downstream value chain
Negative Impact/ Potential: Food offerings that are not safe or of low quality have negative impacts on the health of consumers [S4_VCMI-2]	own operations downstream value chain

The Group's companies take the safety and well-being of their customers and end users extremely seriously. We recognise the critical importance of protecting personal data to prevent breaches that could compromise sensitive information. As part of our commitment to data security, we implement robust measures to safeguard personal data in compliance with applicable regulations. We are committed to preventing discrimination and bias in our operations and services, while we also striving to make our stores accessible to individuals with disabilities and ensure our products remain affordable for socially vulnerable groups.

	Impact on people and the environment	Link to strategy and business model	Time horizon	Nature of involvement
S4_MI-1	Breaches of personal data safety can lead to unauthorised access and leakage of customers' personal information. This can result in identity theft, financial fraud and loss of privacy.	The impact originates from the Group's companies' data management practices. Reliance on digital systems and online transactions is integral to the business model.	The impacts are current, and the materiality is anticipated to increase in the medium term.	The Group is directly involved through its handling of customer data.
S4_MI-2	Discrimination in customer services or marketing can alienate certain groups, leading to unequal treatment.	The Group's companies' policies and practices may not adequately address diversity and inclusion, leading to unintentional biases.	The impacts are current and are anticipated to persist in the medium term.	The Group is directly involved through its customer service practices, employee behaviours and marketing strategies.
S4_VCMI-1	Without access to accurate and comprehensive product information, customers may misuse products or unknowingly purchase items to which they are allergic, potentially resulting in health hazards.	Linked to the Group's strategy on providing detailed product information, clear labelling and a business focus on considerations linked to customer health and safety.	The impacts are current and the materiality is anticipated to increase in the medium term.	The Group is directly involved through its private-label product-labelling practices, and indirectly involved in the case of branded products.
S4_VCMI-2	Can lead to health issues such as food poisoning, infections and bacterial contamination	Damage to brand reputation and customer loyalty, legal liabilities, regulatory penalties.	Could potentially occur over the short or medium term.	The Group is directly involved through its private-label products and indirectly involved in the case of upstream products.

The identified material impacts associated with our operations and products were differentiated based on whether they were widespread or systemic, and whether they were related to individual incidents or specific business relationships. Personal data breaches are considered systemic impacts because they stem from vulnerabilities within data management systems that could affect all customers. The lack of access to quality information leading to harmful use of products is a widespread impact that could affect a large number of customers across all regions. Food safety issues that impact consumer health may comprise both widespread and systemic impacts; these concerns can affect large numbers of consumers, and may arise from systemic issues within supply chains and quality control processes.

Discriminatory practices arising from biases and accessibility challenges for people with disabilities are systemic impacts that stem from store design, which may impact these groups. Negative impacts from misleading marketing and greenwashing are related to individual incidents and specific business relationships, typically resulting from specific marketing campaigns or actions by certain business partners rather than being widespread or systemic. The Group's companies are committed to addressing these negative impacts by implementing necessary systemic changes, enhancing processes and taking proactive measures to prevent widespread harm.



## S4 -1 Policies

Privacy Policy	
<b>Group companies that have adopted the policy</b>	
Retail and e-commerce companies within the Group; MAXIMA International Sourcing; FRANMAX	
<b>Key contents of the policy</b>	
General objective: The Privacy Policy defines the procedures and purposes for collecting and processing personal data and the scope of the data, as well as informing individuals who use the company's services or visit its website of their rights. Material matters covered: Privacy of all consumers and end users.	
<b>Scope of the policy and exclusions</b>	
Activities: Handling of personal data defined in the policy, Value chain: The policy specifically focuses on the operations of Group companies, it does not cover the upstream or downstream value chain. Geographies: Personal data are mainly processed within the EU; however, some information from website visits may be processed or shared with companies inside or outside of the EEA – including the US – through services such as Google Analytics and Facebook ads. Affected stakeholder groups: Consumers are the primary stakeholders affected by this policy.	
<b>Most senior members of the organisation accountable for implementation</b>	
CEO of the respective Group company.	
<b>Third-party standards or initiatives respected</b>	
The policy commits to upholding relevant legislation on data protection in the EU. It does not explicitly reference third-party standards or initiatives.	
<b>Considerations given to interests of key stakeholders</b>	
The policy considers the interests of customers and their privacy-related rights.	
<b>Availability of the policy</b>	
The policy is published on the Group's companies' websites, ensuring public access and transparency.	

The Group's companies do not have a separate dedicated human rights policy that explicitly addresses consumers and end-users. The grievance and whistleblower channels, comprising hotlines established at the companies, are made available for customers and end users to report any instances of misconduct and enable us to monitor alignment with fundamental rights established under the UNGP, the ILO Declaration on Fundamental Principles and Rights at Work and the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct. The channels are accessible through the company websites, with additional information on ways to communicate with us available at in-store information desks and on the packaging of our private-label products.

As a responsible business, we respect the human rights of our customers and end-users, and we address any instance of substantiated non-compliance or violation of human rights that we have caused or contributed to. Appropriate measures are established based on the nature of the negative impact and implemented by the relevant functions within the Group's companies that are in a position to address the issue raised or identified and monitor their implementation.

The Group's companies did not identify any severe or systematic instances of non-respect of the UNGP or the OECD Guidelines in relation to customers and end-users during the reporting period. Any identified actual or potential adverse impacts were managed through the processes described in this chapter.

## S4-2 Engaging with Customers

Within the Group, we prioritise ensuring that all our interactions with customers are characterised by honesty, transparency and timeliness. We use a variety of channels to disseminate information to our customers, including newspapers, weekly flyers, customer magazines, television advertisements and our official websites. Recognising the diverse preferences of our customer base, we also engage with them through social media platforms such as Facebook, LinkedIn and Instagram. This approach allows us to connect with those customers who prefer the immediacy and convenience of social media.

While the specific communication tools available may vary by country, we ensure that customers across all regions can contact us, ask questions and provide feedback. In most countries, we offer several options for customers to reach out to us, including by phone and email, in person at our stores, through our loyalty app and via various social networks. This comprehensive approach to customer communication reflects our commitment to accessibility and responsiveness, allowing us to effectively meet the needs and preferences of our diverse customer base. The Head of Customer Support or the Director of the Retail Department is usually responsible for ensuring the engagement processes are active.

To better understand the specific circumstances of particularly vulnerable groups, we engage with various non-governmental organisations and monitor the information that reaches us through grievance and whistleblower channels.

The effectiveness of engagement channels is assessed by relevant communications departments at the Group's companies, using selected indicators for evaluation that vary depending on the type of engagement tool used. The results are communicated to the company management.

S4-3

### Processes for Remediation and Channels to Raise Concerns for Customers

Complaints and reports filed by our customers and end users through the grievance and whistleblower channels available either directly or anonymously are thoroughly investigated. This process involves analysing the complaint, verifying its facts, interviewing relevant employees, asking security staff to review video footage to verify certain facts, and setting up a complaints investigation committee if deemed necessary.

In instances where a Group company establishes that it has caused or contributed to a material negative impact on customers or end users, the relevant unit manager, to the extent of their authorisation, will immediately take action to ensure timely mediation and remediation. If remediation actions require involvement of a higher level of company management, such individuals are informed and participate in the processes. Appointed employees monitor the implementation of such remediation measures.

The Group's companies do not have dedicated processes to assess whether customers and end-users are aware of and trust processes through which complaints, grievances and reported instances of misconduct are submitted. Internal evaluations based on how actively our customers file reports suggest that the channels have an appropriate level of visibility and accessibility.

S4-4

### Actions

Certain actual or potential adverse impacts on customers or end users were identified during the reporting period; and, the Group applies preventive and mitigating actions to manage identified risks. The Group's companies identify specific actual or potential negative impacts that require a response through customer surveys, consultations with stakeholders and NGOs, and grievance mechanisms. Where such impacts are identified, relevant departments take appropriate action to address them. If an adverse impact occurs, remediation measures are applied and responsibility for follow up is assigned based on the nature of the impact to oversee the implementation and effectiveness of the outcomes.

If tensions arise between preventing or mitigating negative impacts and meeting other business objectives, the Group's companies rely on established decision-making processes and ethical considerations to guide actions. The companies are prepared to accept short-term limitations on sales or marketing strategies if they pose a credible risk to consumer interests. To ensure the appropriate use of customer data, we rely on internal processes and privacy policies that ensure our handling of data is in line with relevant regulations and best practices.

### Access to information

We place extra emphasis on fulfilling our customers' needs for access to information on the quality and composition of our products. To cater to these needs in our non-prepacked-goods

sections, we have introduced QR codes that offer comprehensive details about the products, including information about allergens. Additionally, customers can obtain information they require directly from our staff or by calling the contact numbers provided on product labels. In the event of a public recall, in line with our internal procedures we display recall notices in our stores, whereby customers can return the product for a refund.

### Product safety and quality

At our stores, product safety is our top priority across all categories we offer in our assortment, whether it involves food or non-food products. We are acutely aware that our customers depend on us to supply products that are safe for use and consumption, and we have implemented a range of measures to ensure that our products adhere to the highest safety standards. Our entire Group adheres to the HACCP food safety management system, ensuring compliance in every aspect.

We maintain stringent policies and procedures that mandate our suppliers to submit all necessary documentation demonstrating their products' compliance. These include safety data sheets, organic or eco-certifications and any other pertinent certifications. To verify the safety and quality of our products, we carry out both scheduled and ad hoc laboratory tests. Furthermore, we conduct supplier audits to confirm that their manufacturing environments and safety assurance processes align with our high standards. We also have specialised teams dedicated to monitoring and swiftly addressing any issues related to our products. By placing a strong emphasis on product safety and quality, we strive to foster trust with our customers and uphold a favourable reputation in the marketplace.

To ensure product quality and safety, Group companies perform in-house and outsourced fit-for-use tests in addition to supplier tests. Samples are taken from production and examined by independent testing labs or in-house labs for specific technical and chemical parameters. We also rely on our Quality and Food Safety team and external auditors to implement related procedures and assess relevant indicators. At our own or partner warehouses, we apply comprehensive quality control procedures for the acceptance of fresh foods such as fruit, vegetables and fresh meat. This involves assessing various parameters to determine quality issues such as cold-chain temperature violations and inconsistencies in product appearance and smell. Only goods that pass all assessments are made available for sale. These measures ensure quality across the entire supply chain.

Product safety assessments through sampling	2024			2025		
	Food	Non-Food	Total	Food	Non-Food	Total
Total number of samples analysed	2,104	334	2,438	2,871	201	3,072
Of which samples of private-label products	797	334	1,131	2,442	201	2,643
Own control samples analysed	1,947	284	2,231	2,634	198	2,832

In line with the Group's product safety and quality assurance procedures, a total of 351 food safety recalls were conducted during the reporting period, compared with 264 recalls in 2024. This metric reflects the total number of recalls initiated during the year and is not a year-end measure. The increase versus 2024 primarily reflects enhanced control procedures and a higher volume of product safety assessments.

The "Quality Checked by J. S. Hamilton" seal continued to be applied in 2025 to selected MAXIMA International Sourcing private-label products under the "Well Done" brand, including fresh meat, dairy, fish and seafood, and meat products. The seal confirms that these products are subject to additional quality and food safety checks performed by the J. S. Hamilton laboratory. As at the end of 2025, a total of 104 stock keeping units (SKUs) were covered by the certification scheme. To maintain certification, products covered by the scheme are subject to ongoing self-control testing based on quarterly testing plans, which define both the scope and volume of testing. In 2025, a total of 387 laboratory tests were carried out for products covered by the scheme.

MAXIMA International Sourcing continued participating in international schemes for more sustainable sourcing and maintained licences under Roundtable on Sustainable Palm Oil (RSPO), Ecolabel and Rainforest Alliance schemes. The company's private label products, which comply with the stringent requirements of the aforementioned schemes, are marked with seals that signify conformity, and communicate traceability and responsible sourcing of core ingredients. Further information on actions related to biodiversity and ecosystems, including the application of selected certification schemes, is provided in section E4-3 Biodiversity and ecosystems-related actions.

The actions described in this chapter did not require separately identified significant operational or capital expenditures during the reporting period. Related costs were managed within ordinary operational budgets of the relevant functions.

During the reporting period, no severe human rights issues or incidents connected to consumers and end-users were identified or reported.

S4-5

### Targets and Metrics

The Group's companies have not set specific long-term targets to manage negative impacts, advance positive impacts, or address material risks and opportunities in relation to customers and end-users. The Group's companies operate in such a manner that operational functions set quarterly targets to address the identified impacts, risks or opportunities through dedicated, relevant and timely actions. Although no specific long-term time-bound targets have been set for this matter, the Group tracks the effectiveness of relevant actions through quarterly operational targets and selected metrics, including confirmed incidents related to personal data safety, complaints related to discriminatory practices and related corrective actions.

### Consumer privacy

The Group's companies track the total number of breaches involving personally identifiable customer information to assess the overall effectiveness of internal processes regarding personal data safety. During the reporting period, the Group identified a total of 22 confirmed incidents involving personal data safety. The majority of the incidents were of limited scope and impact and were addressed promptly through established internal procedures. All incidents are formally documented, and immediate organisational and technical measures are implemented upon identification to mitigate potential impacts and prevent recurrence. The incidents were primarily related to unauthorised access to personal data, improper handling or disclosure of personal information, incidents affecting customer account security and deficiencies in access control or data deletion processes.

Of the 22 confirmed incidents, 5 were reported to the competent supervisory authorities in line with internal procedures and applicable regulatory requirements.

To ensure proper management of risks associated with private data, among other measures, the companies provide training for employees – particularly those with higher risk due to their function. During the reporting period, 587 employees considered to perform functions at risk of personal data breaches received training in cybersecurity, GDPR, personal data handling and other related fields.

### Equal treatment and non-discrimination

The Group's companies monitor complaints of alleged discriminatory practices affecting customers and end-users to assess the effectiveness of internal processes designed to ensure equal treatment. Monitoring includes complaints submitted through internal and external channels, including, where relevant, the Office of the Equal Opportunities Ombudsperson and other competent authorities.

The complaints presented below relate to the full 2025 reporting year and therefore include all operations that formed part of the Group during the year, including the operations in Poland and Bulgaria that were disposed of in December 2025.

During the reporting period, the Group recorded a total of 8 complaints focused on alleged unequal treatment or accessibility issues affecting customers and end users. Of these, 7 complaints were resolved during the reporting period and 1 remained unresolved at year-end.

The complaints primarily related to accessibility for persons with disabilities, including physical access to store premises, movement within stores and access to services. Group companies address such complaints through communication, case-specific solutions and corrective measures aimed at improving accessibility and customer experience.









# Governance Information

## G1 Business Conduct

### SBM-3 Impacts, Risks and Opportunities

The materiality of sustainability matters relating to business conduct was assessed in line with the general methodology. Our evaluation covered all stakeholders that might be affected and included sustainability matters that are established by ESRS 1.

The resulting material impacts, risks and opportunities are described further in this chapter.

Associated material impacts, risks and opportunities	Value chain location
Negative Impact/ Potential: A poor corporate culture can impact human and labour rights through possible violations of international treaties and responsible business practices [G1_MI-1]	 upstream value chain  own operations
Negative impact/ Potential: Inappropriate payment practices can have a substantial impact on the business continuity of suppliers, particularly SMEs, due to shortages in cashflows [G1_MI-2]	 upstream value chain  own operations
Risk: Regulatory risks or lost market access due to corruption scandals or political or social instability [G1_MR-1]	 upstream value chain  own operations
Negative Impact/ Potential: Inappropriate business conduct practices by actors in the value chain can cause adverse impacts on people and nature [G1_VCMI-1]	 upstream value chain  own operations

The Group recognises that governance practices such as corporate culture, payment practices and ethical business conduct directly influence how the Group operates and interacts with its business partners. These practices affect supplier relationships, business continuity and compliance with legal and regulatory requirements across the value chain. The identified governance related impacts and risks reflect areas where the Group's internal practices and business relationships may affect individual and business performance in the short- and medium-term.



	Impact on people and environment	Link to strategy and business model	Time horizon	Nature of involvement
G1_MI-1	An unhealthy corporate culture that neglects ethical standards can lead to violations of human and labour rights. Such a culture undermines international treaties and responsible business practices.	The impact originates from leadership decisions and organisational culture.	Negative impacts are current and will persist in the medium term.	The Group is directly involved through its internal practices and culture.
G1_MI-2	Delayed payments or unfavourable payment terms can strain suppliers' cash flows, particularly for SMEs. This may lead to operational difficulties and, in severe cases, business failure.	Directly linked to the business model through payment practices.	Negative impacts are current and may intensify during the medium term if not managed.	The Group is directly involved through its financial practices and contractual terms.
G1_VCMI-1	Without adequate standards of business practice in the value chain, misconduct and human rights violations in deep-tier suppliers may go unreported and unmanaged.	By not requiring or encouraging suppliers to establish responsible business conduct practices, critical accountability matters become unmanageable.	Negative impacts are current and will persist in the medium term.	The Group is indirectly involved through its relationships with suppliers.

## G1-1 Business Conduct Policies and Corporate Culture

In the dynamic landscape of everyday operations, each entity within our Group adheres to a conduct framework characterised by fairness, ethical practices and strict compliance with the legal statutes of their respective operational jurisdictions. This commitment forms the bedrock of our organisational ethics.

Central to our business conduct approach are four core policies: our Equal Opportunities and Diversity Policy, Anti-Corruption Policy, Supplier Code of Conduct and Sustainability Policy. These policies are not merely procedural documents; they are the crystallised result of three decades of corporate evolution within our Group and are aligned with the foundational principles of our shareholders' "Vilniaus prekyba" Code of Business Ethics. The policies define our general operational philosophy, ensuring alignment with our core values and business objectives, and serve as a framework for our governance in the sustainability field, ensuring accountability and adherence to our commitments towards stakeholders. This Code of Business Ethics, together with the Anti-Corruption Policy, sets out a zero-political-contributions approach across the operations of the Group's companies.

### Code of Business Ethics

The "Vilniaus prekyba" Code of Business Ethics establishes ethical standards for responsible and transparent business conduct. The policy addresses risks related to labour rights, fair employment, non-discrimination, anti-corruption, customer protection and environmental responsibility. Compliance with the policy is monitored through established reporting channels that enable employees and stakeholders to raise concerns about violations.

The policy applies to all employees and business operations across all markets, with no exclusions based on geography or business activities. It covers internal operations and relationships with business partners, customers, suppliers and other external stakeholders.

Accountability for the policy's implementation rests with the company's senior management team, ensuring that ethical standards are upheld at all levels. The policy considers stakeholder interests by promoting fair treatment, safety and transparency. It is available to employees and relevant stakeholders through internal and external communication channels.

In 2025, the Sustainability Policy was established to embed sustainability as a core value and strategic priority, addressing environmental protection, social welfare, good governance, and long-term economic value creation.

### Sustainability Policy

#### Group companies that have adopted the policy

In 2025: The Group's retail and e-commerce companies; MAXIMA International Sourcing;  
On January 2026: FRANMAX.

#### Key contents of the policy

General objective: The Sustainability Policy outlines key sustainability topics Group companies need to focus on, including environmental protection (reducing CO2 emissions and waste), social welfare, ethical conduct, good governance, and economic prosperity.

#### Scope of the policy and exclusions

Activities: Management of sustainability-related impacts, risks, and opportunities (IROs), including ESG data collection, reporting, and assurance,  
Value chain: The policy specifically focuses on the operations of the Group's companies, it does not explicitly cover the upstream or downstream value chain,  
Geographies: Applicable across all countries where MAXIMA Group operates, in alignment with EU regulations and international standards,  
Affected stakeholder groups: Employees, customers, suppliers, communities, and other stakeholders impacted by sustainability practices.

#### Most senior members of the organisation accountable for implementation

CEO of the respective Group company.

#### Third-party standards or initiatives respected

The policy commits to: UN Global Compact principles, OECD Guidelines for Multinational Enterprises, UN Guiding Principles on Business and Human Rights, International Labor Organization Declaration and conventions, International Bill of Human Rights, Paris Agreement and European Green Deal, EU Taxonomy Regulation.

#### Considerations given to interests of key stakeholders

The policy emphasises ethical conduct, human rights, fair labour practices, diversity and inclusion, environmental responsibility, and transparent stakeholder engagement.

#### Availability of the policy

The policy is published on the Group's companies' websites, ensuring public access and transparency.

Together, these policies comprise guiding principles, ensuring that our governance framework operates not only within the realm of regulatory compliance, but also upholds the highest standards of ethical and responsible business practices.

Our dedication extends beyond mere policy approval, we are actively engaged in educating our employees and business partners about our commitments. This educational initiative is a cornerstone of our corporate responsibility, ensuring that all parties involved are not only aware of our policies, but are also aligned with their principles and objectives.

To facilitate understanding and adherence, we have ensured that these policies are readily accessible, on both our public websites and intranet portals. Furthermore, we conduct annual training sessions for our employees across the Group, designed to reinforce our policies and ensure their consistent application across all our subsidiaries regardless of geographical location.

The functions most at risk of corruption and bribery are the purchasing, supply chain management and real estate management departments. These functions are monitored and overseen by robust controls within our companies through established lines of defence, including but not limited to internal, financial, and compliance controls, as well as internal audit. Senior management<sup>21</sup> is informed of all instances of fraud or corruption, alongside the Audit Committee.

**General features of the whistle-blowing mechanism in the Group:**



All our new employees are introduced to the policies cited above during the onboarding process. The training topics include an introduction to policy and an overview of corruption, competition law, abuse of dominant positions, conflicts of interest, gifts and other favours, nepotism and backroom politics.

All companies in the Group that have more than 50 employees have established whistleblower mechanisms that are most appropriate for their national circumstances, with a strong commitment to investigate business conduct incidents promptly, independently and objectively.

**G1-2**

**Management of Relationships with Suppliers**

We expect our suppliers to conduct their business ethically and transparently, making sure their products are made fairly and with minimal environmental impact. To support this, in 2019 we introduced a Supplier Code of Conduct. This code outlines how our Group's businesses aim to work sustainably with suppliers by promoting ethical, professional and fair practices. This includes respecting human rights, adhering to business ethics and protecting the environment. Our suppliers must comply with all relevant laws and regulations in their countries, treat their employees with fairness and respect, and ensure a safe and healthy workplace. Furthermore, we require our suppliers to follow environmental laws and standards, and be responsible for their environmental footprint. The Supplier Code of Conduct was revised during the reporting period and updated to

highlight expectations to follow key international good-practice documents setting the standards for respect of human and labour rights.

Most of our supply chain is managed by local the Group's retail companies, whereby product selection, negotiation and procurement processes are handled at the country level, with the aim of enhancing regional and local sourcing. The remaining products in the supply chain are managed by MAXIMA International Sourcing, which is responsible for centralised sourcing. This organisation offers purchasing and negotiation services to Group companies, and develops private label brands. Acting as a wholesaler, MAXIMA International Sourcing purchases goods from suppliers and delivers them to operators either via a warehouse or directly. This centralised delivery model has greatly improved operational efficiency and allowed the Group to exercise more control over the quality of its products and services.

Supplier Code of Conduct	
<b>Group companies that have adopted the policy</b>	
Revised version: All of the Group's retail companies; FRANMAX; MAXIMA GRUPÉ. Year 2020 version: MAXIMA Bulgaria	
<b>Key contents of the policy</b>	
The Supplier Code of Conduct outlines the minimum standards that suppliers must meet, aimed at promoting ethical and responsible business conduct, respect for human rights, environmental responsibility and fair labour practices within the Group's value chain. The primary objectives include ensuring sustainable and responsible practices, protecting human rights and mitigating risks of unethical behaviour across the supply chain.	
<b>Scope of the policy and exclusions</b>	
This code applies to all suppliers and subcontractors within MAXIMA Group's value chain across all geographical locations where it operates. The policy covers a wide range of stakeholders, including suppliers, subcontractors and, indirectly, their employees, communities and local environments. There are no explicit exclusions stated within this policy. The revised version of the policy explicitly addresses human trafficking, forced labour and child labour.	
<b>Most senior members of the organisation accountable for implementation</b>	
Senior management <sup>22</sup> is ultimately responsible for ensuring that the policy is implemented and enforced.	
<b>Third-party standards or initiatives respected</b>	
The revised version of the code aligns with recognised international standards and frameworks. These include the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business and Human Rights, the International Labour Organization's Declaration, the International Bill of Human Rights and the principles of the UN Global Compact, which encompass human rights, labour, environmental and anti-corruption principles.	
<b>Considerations given to the interests of key stakeholders</b>	
In developing this code, the Group has given due consideration to the interests of stakeholders, aiming to create a fair, respectful and ethical environment within the supply chain. The policy's requirements are intended to align with internal and external stakeholder expectations for environmental responsibility, human rights protection and ethical business conduct.	
<b>Availability of the policy</b>	
The code is available on the corporate website as an addendum to the contracts.	
<b>Policy implementation</b>	
Group companies reserve the right to conduct assessments, inspections and audits to confirm that suppliers adhere to the code and the standards explicitly mentioned in it.	

The implementation of the Supplier Code of Conduct is supported through supplier onboarding processes, contractual requirements and ongoing supplier relationship management at both local and central sourcing levels. At this stage, the Group does not apply entity specific quantitative targets or metrics.

In addition to the Supplier Code of Conduct, Group companies have introduced a Deforestation-Free Policy, detailed further in

chapter E4 Biodiversity and Ecosystems. This policy establishes a mandatory requirement for suppliers of relevant products to support our commitment to due diligence of supply chains. Suppliers must enable Group companies to audit their due diligence systems, ensuring transparency and compliance. These audits gather critical information to confirm that products are produced legally and are free from deforestation or forest degradation.

<sup>21</sup> We define senior management as the CEO, and individuals who report directly to the CEO and manage other individuals

<sup>22</sup> We define senior management as the CEO, and individuals who report directly to the CEO and manage other individuals

G1-3

### Prevention and Detection of Corruption and Bribery

The fundamental principles for the prevention and detection of corruption and bribery are laid down in the Anti-Corruption Policy.

The policy is implemented by the Group's companies through the introduction of processes integrated into daily operations.

Anti-Corruption Policy	
<b>Group companies that have adopted the policy</b>	
All of the Group's retail companies; FRANMAX; MAXIMA GRUPĚ.	
<b>Key contents of the policy</b>	
General objective: The policy aims to establish fundamental principles and guidelines to prevent corruption within Group companies, promoting integrity, transparency and accountability. It focuses on ensuring compliance with laws and maintaining high ethical standards in business conduct. Material matters covered: The policy addresses significant risks, such as corruption, conflicts of interest and unethical procurement practices. It enforces a zero-tolerance approach to bribery, influence peddling and nepotism – activities that could damage the Group's reputation and operations.	
<b>Scope of the policy and exclusion</b>	
Activities: The scope of the Corruption Prevention Policy is broad and applies to all employees within the Group's companies, including members of management teams, supervisory bodies and committees, as well as individuals engaged through civil contracts or other arrangements, regardless of the nature or form of their relationship with the Group. Value chain: The policy encompasses all activities and operations across the Group's upstream and downstream value chains, ensuring that corruption-prevention measures are implemented uniformly. Geographies: The policy applies to all Group companies regardless of geography. Affected stakeholder groups: The primary stakeholders affected by this policy are employees (including management teams, supervisory bodies and committees), business partners and suppliers, regulatory bodies and public sector officials.	
<b>Most senior members of the organisation accountable for implementation</b>	
The management of each Group company is accountable for implementing the policy, taking responsibility for setting the tone for ethical conduct and ensuring that the policy's principles are adhered to within their areas of responsibility.	
<b>Third-party standards or initiatives respected</b>	
The policy commits to upholding relevant legal standards and principles, including national and international laws relating to anti-corruption. It does not explicitly reference third-party standards or initiatives.	
<b>Considerations given to the interests of key stakeholders</b>	
The policy considers the interests of several key stakeholders, including employees, business partners, suppliers, contractors and public sector entities. In setting the policy, there is a clear emphasis on creating a fair, transparent and corruption-free business environment that benefits all stakeholders involved with the Group.	
<b>Availability of the policy</b>	
The policy is published on the Group's companies' websites, ensuring public access and transparency.	

The Group's companies provide dedicated training in corruption prevention fostering the required knowledge and understanding among employees. Anti-corruption and anti-bribery training focuses on raising awareness of key corruption risks, prohibited practices, conflicts of interest and expected standards of conduct, as set out in the Anti-Corruption Policy. Meanwhile, all current and newly joining employees are acquainted with the Anti-Corruption Policy. The companies have identified a total of 4,414 individuals who perform functions considered at risk of corruption or bribery (2024 – 1,264). The increase compared with 2024 reflects an expanded scope of roles assessed as being exposed to corruption or bribery risks. In 2025, 448 of these individuals received dedicated training in preventing corruption and bribery (2024 – 485). This training figure reflects the number of employees trained during the reporting year and is not a year-end measure. Given the expanded scope of roles newly identified as exposed to corruption or bribery risks

in Q4 2025, training coverage did not yet increase proportionately during the reporting year. The Group's companies intend to further expand training coverage for these roles in the next reporting period.

Members of management team are covered by the Anti-Corruption Policy and are informed of its requirements in line with their roles and responsibilities. Allegations or incidents of corruption or bribery are reviewed by designated internal functions. Investigations are conducted in a manner that seeks to avoid conflicts of interest, including, where feasible, separation from the management chain involved in the matter.

G1-4

### Incident of Corruption and Bribery

We actively monitor the implementation of our Anti-Corruption Policy at all levels, and strongly encourage and support the reporting of any activities that may pose a risk of misconduct. To ensure the safety and confidence of our employees, we guarantee protection and anonymity for those who come forward. During the reporting period, no incidents of corruption or bribery were confirmed. During 2025, two investigations were initiated by the company in response to suspected misconduct, however neither case was substantiated. By comparison, in 2024 one case of abuse of rights was confirmed following an internal investigation and employment relationships with the employee concerned were terminated. The case did not result in any fines for any of the Group's companies. However, the Group's companies have not set any specific long-term targets to manage negative impacts, advance positive impacts, or address material risks and opportunities arising from incidents of Corruption or bribery.

To mitigate risks, the Group's companies conduct a security inspection whenever a corruption concern arises, with dedicated employees reviewing agreements to ensure consistency across contracts, invoices and procurement tenders. Regular training reinforces ethical standards, while internal audits and investigations help identify and address potential breaches. Violations are met with appropriate disciplinary action, including warnings, termination and, if necessary, legal proceedings.

The outcomes of any investigations are communicated to the Management Board at the Group level and to the Audit Committee. During the reporting year, there were no convictions relating to violations of anti-corruption or anti-bribery laws that resulted in fines.

The actions described in this chapter, including training, investigations, audits and supplier-related controls, were implemented within the ordinary operational budgets of the relevant Group functions and did not require separately identified significant operational expenditures (Opex) or capital expenditures (Capex) during the reporting period.

G1-6

### Payment Practices

The Group's companies have established internal controls and procedures to prevent late payments. Our payment practices are in line with applicable national regulations, including transposing and implementing the Unfair Trading Practices Directive. Further information on payment terms is available in Note 17 of the financial statements.

The information presented in the table below regarding the Group's payment practices is based on full-year 2025 data extracted from the accounting systems of Group entities and therefore includes all operations that formed part of the Group during the reporting year, including the operations in Poland and Bulgaria that were disposed of in December 2025. The

average time to pay an invoice was calculated based on all supplier invoices. Given the nature of the Group's retail business, goods suppliers are the primary supplier category, therefore information on payments aligned with standard payment terms focuses on goods suppliers.

Indicator	Unit	2025
Average time to pay an invoice	Days	35.7
Payments to the main category of suppliers are aligned with standard payment terms		
Up to 30 days	%	96
30-60 days	%	89
More than 60 days	%	89
Outstanding legal proceedings for late payments	Number	0

No dedicated policy has been developed, as no need was identified for one after evaluating current practices and confirming compliance with regulatory requirements.



## Additional Information

During the DMA, the list of material topics has been updated to reflect the results of the evaluation process. There have been no fundamental changes compared to the topics deemed material in previous reporting periods. For reference, we provide a list of material topics from the previous reporting periods below:

Material topics, 2019-2023	
<b>People</b>	<ul style="list-style-type: none"> <li>A. Diversity and equal opportunity</li> <li>B. Learning and development</li> <li>C. Employee wellbeing and benefits</li> <li>D. Occupational health and safety</li> </ul>
<b>Customers</b>	<ul style="list-style-type: none"> <li>A. Product safety and quality</li> <li>B. Private label</li> <li>C. Better shopping experience</li> <li>D. Engaging customers</li> </ul>
<b>Environment</b>	<ul style="list-style-type: none"> <li>A. Climate action</li> <li>B. Materials and waste management</li> <li>C. Water</li> </ul>
<b>Supply chain</b>	<ul style="list-style-type: none"> <li>A. Partnership with suppliers</li> <li>B. Responsible sourcing</li> <li>C. Locality</li> </ul>
<b>Communities</b>	<ul style="list-style-type: none"> <li>A. Local communities</li> <li>B. Food donations</li> <li>C. Encouraging education</li> <li>D. Supporting those in need</li> <li>E. Promoting healthier lifestyle</li> </ul>

### IRO-2 List of Data Points that Derive from other EU legislation

Disclosure Requirements and related datapoints	Page number	
ESRS 2 GOV-1	Board's gender diversity	41-42, 88
ESRS 2 GOV-1	Percentage of board members who are independent	41
ESRS 2 GOV-4	Statement on due diligence	60
ESRS 2 SBM-1	Involvement in activities related to fossil fuel activities	60
ESRS 2 SBM-1	Involvement in activities related to chemical production	60
ESRS 2 SBM-1	Involvement in activities related to controversial weapons	60
ESRS 2 SBM-1	Involvement in activities related to cultivation and production of tobacco	60
ESRS E1-1	Transition plan to reach climate neutrality by 2050	71
ESRS E1-1	Undertakings excluded from Paris-aligned benchmarks	71
ESRS E1-4	GHG emission reduction targets	72-73
ESRS E1-5	Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors)	73
ESRS E1-5	Energy consumption and mix	73
ESRS E1-5	Energy intensity associated with activities in high climate impact sectors	74
ESRS E1-6	Gross Scope 1, 2, 3 and total GHG emissions	74

Disclosure Requirements and related datapoints	Page number	
ESRS E1-6	Gross GHG emissions intensity	75
ESRS E1-7	GHG removals and carbon credits	Not applicable
ESRS E1-9	Exposure of the benchmark portfolio to climate-related physical risks	Phase-in applied
ESRS E1-9	Disaggregation of monetary amounts by acute and chronic physical risk	Phase-in applied
ESRS E1-9	Location of significant assets at material physical risk	Phase-in applied
ESRS E1-9	Breakdown of the carrying value of real estate assets by energy-efficiency classes	Phase-in applied
ESRS E1-9	Degree of exposure of the portfolio to climate-related opportunities	Phase-in applied
ESRS E2-4	Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil	Not material
ESRS E3-1	Management policies for water and marine resource impacts, risks and opportunities	77
ESRS E3-1	Dedicated policy	77
ESRS E3-1	Sustainable oceans and seas policy	77
ESRS E3-4	Total water recycled and reused	Not material
ESRS E3-4	Total water consumption in m <sup>3</sup> per net revenue on own operations	77-78
ESRS 2- SBM 3 - E4 paragraph 16 (a) i	activities negatively affecting biodiversity sensitive areas	78
ESRS 2- SBM 3 - E4 paragraph 16 (b)	material negative impacts with regard to land degradation, desertification or soil sealing	78
ESRS 2- SBM 3 - E4 paragraph 16 (c)	operations that affect threatened species	78
ESRS E4-2	Sustainable land / agriculture practices or policies	Value chain phase-in
ESRS E4-2	Sustainable oceans / seas practices or policies	Value chain phase-in
ESRS E4-2	Policies to address deforestation	78-79
ESRS E5-5	Non-recycled waste	82-83
ESRS E5-5	Hazardous waste and radioactive waste	82
ESRS 2- SBM3 - S1	Risk of incidents of forced labour	84
ESRS 2- SBM3 - S1	Risk of incidents of child labour	84
ESRS S1-1	Human rights policy commitments	84-85
ESRS S1-1	Due diligence policies on issues addressed by the fundamental ILO Conventions 1 to 8	84-85
ESRS S1-1	Processes and measures for preventing trafficking in human beings	Not material
ESRS S1-1	Workplace accident prevention policy or management system	86, 88-89
ESRS S1-3	Grievance/complaints handling mechanisms	85
ESRS S1-14	Number of fatalities and number and rate of work-related accidents	88
ESRS S1-14	Number of days lost to injuries, accidents, fatalities or illness	Not material
ESRS S1-16	Unadjusted gender pay gap	89
ESRS S1-16	Excessive CEO pay ratio	89
ESRS S1-17	Incidents of discrimination	89
ESRS S1-17	Non-respect of UNGPs on Business and Human Rights and OECD guidelines	89
ESRS 2- SBM3 - S2	Significant risk of child labour or forced labour in the value chain	89
ESRS S2-1	Human rights policy commitments	90
ESRS S2-1	Policies related to value chain workers	78-79, 90, 94
ESRS S2-1	Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines	90
ESRS S2-1	Due diligence policies on issues addressed by the fundamental ILO Conventions 1 to 8	90, 94
ESRS S2-4	Human rights issues and incidents connected to the upstream and downstream value chain	90
ESRS S3-1	Human rights policy commitments	Not material
ESRS S3-1	Non-respect of UNGPs on Business and Human Rights, ILO principles and OECD guidelines	Not material
ESRS S3-4	Human rights issues and incidents	Not material
ESRS S4-1	Policies related to consumers and end-users	91
ESRS S4-1	Non-respect of UNGPs on Business and Human Rights and OECD guidelines	91
ESRS S4-4	Human rights issues and incidents	92
ESRS G1-1	United Nations Convention against Corruption	93-95
ESRS G1-1	Protection of whistleblowers	94
ESRS G1-1	Fines for violation of anti-corruption and anti-bribery laws	95
ESRS G1-4	Standards of anti-corruption and anti-bribery	95

## IRO-2 ESRS Disclosure Requirements Index

Index	Disclosure Requirement title	Page	Reasons for omission
<b>ESRS 2 - General Disclosures</b>			
BP-1	General basis for preparation of sustainability statements	57	
BP-2	Disclosures in relation to specific circumstances	57-58	
GOV-1	The role of the administrative, management and supervisory bodies	41-43, 58-59	
GOV-2	Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies	59-60	
GOV-3	Integration of sustainability-related performance in incentive schemes	60	
GOV-4	Statement on due diligence	60	
GOV-5	Risk management and internal controls over sustainability reporting	60	
SBM-1	Strategy, business model and value chain	7-8, 60-62	
SBM-2	Interests and views of stakeholders	62-63	
SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	65-67, 70-71, 76, 77, 78, 80, 84, 89-90, 90-91, 93	3 years phase-in applied to Data Point ESRS2.SBM-3 48(e)
IRO-1	Description of the processes to identify and assess material impacts, risks and opportunities	64-65	
IRO-2	Disclosure requirements in ESRS covered by the undertaking's sustainability statement	96-98	
MDR-P	Policies adopted to manage material sustainability matters	72, 76, 77, 78-79, 81, 84-85, 90, 91, 93-95	
MDR-A	Actions and resources in relation to material sustainability matters	72, 76, 77, 79, 81, 85-86, 90, 92	
MDR-M	Metrics in relation to material sustainability matters	73-75, 76-77, 77-78, 79, 82-83, 86-89, 90, 92	
MDR-T	Tracking effectiveness of policies and actions through targets	72-73, 76, 77, 79, 81, 86, 90, 92	
<b>ESRS E1 - Climate Change</b>			
E1.GOV-3	Integration of sustainability-related performance in incentive schemes	60	
E1-1	Transition plan for climate change mitigation	71	The Group has begun developing a transitional plan for climate change mitigation. It is anticipated that the plan will be developed not earlier than 2026.
E1.SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	70	
E1.IRO-1	Description of the processes to identify and assess material climate-related impacts, risks and opportunities	64, 70	
E1-2	Policies related to climate change mitigation and adaptation	72	
E1-3	Actions and resources in relation to climate change policies	72	
E1-4	Targets related to climate change mitigation and adaptation	72-73	
E1-5	Energy consumption and mix	73-74	
E1-6	Gross Scopes 1, 2, 3 and Total GHG emissions	74-75	
E1-7	GHG removals and GHG mitigation projects financed through carbon credits	-	The Group did not acquire GHG removal credits or finance any GHG mitigation projects
E1-8	Internal carbon pricing	-	The Group did not apply any internal carbon pricing schemes
E1-9	Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	-	The Group applied a three-years transitional period for disclosure, following ESRS 1 Appendix C provisions

Index	Disclosure Requirement title	Page	Reasons for omission
<b>ESRS E2 - Pollution</b>			
E2.IRO-1	Description of the processes to identify and assess material pollution-related impacts, risks and opportunities	64-65	
E2-1	Policies related to pollution	76	
E2-2	Actions and resources related to pollution	76	
E2-3	Targets related to pollution	76	
E2-4	Pollution of air, water and soil	-	Disclosure requirement deemed not material
E2-5	Substances of concern and substances of very high concern	-	Disclosure requirement deemed not material
E2-6	Anticipated financial effects from pollution-related impacts, risks and opportunities	-	Disclosure requirement deemed not material
<b>ESRS E3 - Water and Marine Resources</b>			
E3.IRO-1	Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities	64-65	
E3-1	Policies related to water and marine resources	77	
E3-2	Actions and resources related to water and marine resources	77	
E3-3	Targets related to water and marine resources	77	
E3-4	Water consumption	77-78	Data point E3-4 28(c through d) is deemed not material
E3-5	Anticipated financial effects from water and marine resources-related impacts, risks and opportunities	-	Disclosure requirement deemed not material
<b>ESRS E4 - Biodiversity and Ecosystems</b>			
E4-1	Transition plan and consideration of biodiversity and ecosystems in strategy and business model	78	Value chain phase-in applied
E4.SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	-	The disclosure requirement has been deemed not applicable because in terms of impacts on biodiversity and ecosystems, there were no sites of own operations identified that were negatively affecting biodiversity and ecosystems.
E4.IRO-1	Description of processes to identify and assess material biodiversity and ecosystem-related impacts, risks and opportunities	64-65	
E4-2	Policies related to biodiversity and ecosystems	78-79	
E4-3	Actions and resources related to biodiversity and ecosystems	79	Value chain phase-in applied
E4-4	Targets related to biodiversity and ecosystems	79	
E4-5	Impact metrics related to biodiversity and ecosystems change	79	Data point ESRS E4-5 (35) and Data point ESRS E4-5 (38) have been deemed not applicable due to the indirect nature of involvement with impacts on biodiversity and ecosystems through the upstream value chain.
E4-6	Anticipated financial effects from biodiversity and ecosystem-related risks and opportunities	-	Disclosure requirement deemed not material

Index	Disclosure Requirement title	Page	Reasons for omission
<b>ESRS E5 - Resources and Circular Economy</b>			
<b>E5.IRO-1</b>	Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities	64-65	
<b>E5-1</b>	Policies related to resource use and circular economy	81	
<b>E5-2</b>	Actions and resources related to resource use and circular economy	81	
<b>E5-3</b>	Targets related to resource use and circular economy	81	
<b>E5-4</b>	Resource inflows	-	Disclosure requirement deemed not material
<b>E5-5</b>	Resource outflows	82-83	Data point ESRS E5-5 36 (a through c) deemed not material
<b>E5-6</b>	Anticipated financial effects from resource use and circular economy-related impacts, risks and opportunities	-	The Group applied three years transitional period for disclosure, following ESRS 1 Appendix C provisions
<b>ESRS S1 - Own Workforce</b>			
<b>S1.SBM-2</b>	Interests and views of stakeholders	63	
<b>S1.SBM-3</b>	Material impacts, risks and opportunities and their interaction with strategy and business model	84	
<b>S1-1</b>	Policies related to own workforce	84-85	
<b>S1-2</b>	Processes for engaging with own workers and workers' representatives about impacts	85	
<b>S1-3</b>	Processes to remediate negative impacts and channels for own workers to raise concerns	85	
<b>S1-4</b>	Taking action on material impacts on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	85-86	
<b>S1-5</b>	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	86	
<b>S1-6</b>	Characteristics of the undertaking's employees	86-87	
<b>S1-7</b>	Characteristics of non-employees workers in the undertaking's own workforce	88	
<b>S1-8</b>	Collective bargaining coverage and social dialogue	88	
<b>S1-9</b>	Diversity metrics	88	
<b>S1-10</b>	Adequate wages	88	
<b>S1-11</b>	Social protection	88	
<b>S1-12</b>	Persons with disabilities	-	Disclosure requirement deemed not material
<b>S1-13</b>	Training and skills development metrics	-	3 year phase-in applied to Disclosure Requirement following provisions of ESRS 1 Appendix C
<b>S1-14</b>	Health and safety metrics	88-89	Data point S1-14 88 (e) is deemed not material
<b>S1-15</b>	Work-life balance metrics	89	
<b>S1-16</b>	Compensation metrics (pay gap and total compensation)	89	
<b>S1-17</b>	Incidents, complaints and severe human rights impacts	89	

Index	Disclosure Requirement title	Page	Reasons for omission
<b>ESRS S2 - Workers in the Value Chain</b>			
<b>S2.SBM-2</b>	Interests and views of stakeholders	63	
<b>S2.SBM-3</b>	Material impacts, risks and opportunities and their interaction with strategy and business model	89-90	
<b>S2-1</b>	Policies related to value chain workers	90, 94	
<b>S2-2</b>	Processes for engaging with value chain workers about impacts	90	
<b>S2-3</b>	Processes to remediate negative impacts and channels for value chain workers to raise concerns	90	
<b>S2-4</b>	Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those action	90	
<b>S2-5</b>	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	90	
<b>ESRS S4 - Consumers and End-users</b>			
<b>S4.SBM-2</b>	Interests and views of stakeholders	63	
<b>S4.SBM-3</b>	Material impacts, risks and opportunities and their interaction with strategy and business mode	90-91	
<b>S4-1</b>	Policies related to consumers and end-users	91	
<b>S4-2</b>	Processes for engaging with consumers and end-users about impacts	91-92	
<b>S4-3</b>	Processes to remediate negative impacts and channels for consumers and end-users to raise concerns	92	
<b>S4-4</b>	Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end- users, and effectiveness of those actions	92	
<b>S4-5</b>	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	92	
<b>ESRS G1 - Business Conduct</b>			
<b>G1.GOV-1</b>	The role of the administrative, supervisory and management bodies	41-43, 58-59	
<b>G1.IRO-1</b>	Description of the processes to identify and assess material impacts, risks and opportunities	64-65	
<b>G1-1</b>	Corporate culture and Business conduct policies and corporate culture	93-94	
<b>G1-2</b>	Management of relationships with suppliers	94	
<b>G1-3</b>	Prevention and detection of corruption and bribery	95	
<b>G1-4</b>	Confirmed incidents of corruption or bribery	95	
<b>G1-5</b>	Political influence and lobbying activities	-	Disclosure requirement deemed not material
<b>G1-6</b>	Payment practices	95	

# OTHER INFORMATION

- Information About Securities
- Information About Material Subsidiaries
- Definitions of Terms and Abbreviations



## Other Information

### Information About Securities

The shares of MAXIMA GRUPĖ are owned by the sole shareholder, "Vilniaus prekyba". The powers and competences of the General Meeting of Shareholders align with those set forth in the Law on Companies of the Republic of Lithuania. There is only one shareholder that has the rights provided in the Law on Companies. There are no shareholders that own special rights. No voting rights limitations apply.

The Company does not hold its own shares (neither the Company itself nor its subsidiaries have any shares in the Company). During the reporting period, the Company did not purchase or dispose of its own shares.

### Information About Material Subsidiaries

The Company does not have any branches or representative offices. Information about material subsidiaries is disclosed in Note 1 of the consolidated financial statements of the Group.

### Definitions of Terms and Abbreviations

ADEME	Agence de l'Environnement et de la Maîtrise de l'Énergie
AIB	The Association of Issuing Bodies
CCM	Climate Change Mitigation
CSDDD	Corporate Sustainability Due Diligence Directive (EU) 2024/1760
CSRD	Corporate Sustainability Reporting Directive (EU) 2022/2464
DEFRA	Department for Environment, Food & Rural Affairs
EBITDA	Profitability measure, calculated by adjusting net profit by income tax expenses, depreciation and amortization, finance income and costs, impairment and write-off of property, plant and equipment, investment properties, intangible assets and right-of-use assets, and profit from disposal of subsidiaries
EEA	European Economic Area
EFRAG	European Financial Reporting Advisory Group

ENCORE	Exploring Natural Capital Opportunities, Risks and Exposure
ESG	Environmental, social, and governance
ESRS	European Sustainability Reporting Standards (EU) 2023/2772
EXIOBASE	Environmentally Extended Supply-Use Table and Input-Output Table
FIXED ASSETS	Property, plant and equipment and investment property
FLPR	Forced Labour Products Regulation 2024/1937
HACCP	Hazard Analysis and Critical Control Points
GHG	Greenhouse gases
GRI	Global Reporting Initiative
IEA	International Energy Agency
ILO	International Labour Organisation
IRO	Impacts, Risks and Opportunities
KPI	Key Performance Indicator
LEAP	Locate, Evaluate, Assess, Prepare and report
LFL	Same store revenue growth (not taking new or renovated stores into account)
LSME	Sustainability reporting standards for Listed Small, Medium Enterprises
NACE	Nomenclature of Economic Activities
NET DEBT	borrowings and lease liabilities less cash and cash equivalents
LUC	Land-use change
NGO	Non-governmental organisation
OECD	The Organisation for Economic Co-operation and Development
OEKO-TEX	International Association for Research and Testing in the Field of Textile and Leather Ecology
PET	Polyethylene Terephthalate
PPWR	Packaging and Packaging Waste Regulation (EU) 2025/40
SBTi	Science Based Targets initiative
SBTN	Science Based Targets for Nature
SFDR	Sustainable Finance Disclosure Regulation (EU) 2019/2088
UNGPR	The United Nations Guiding Principles on Business and Human Rights
VSME	Voluntary sustainability reporting standards for Small, Medium Enterprises
WTR	Water Treatment Regulation
WWF	World Wildlife Fund
YoY	Year-over-Year

