

This is a translation of the Hungarian Report

Independent Auditor's Report

To the Shareholders of Appeninn Holding Asset Management Plc.

Report on the audit of the consolidated annual financial statements

Qualified opinion

We have audited the 2023 consolidated annual financial statements of Appeninn Holding Asset Management Plc. ("the Company") and its subsidiaries (altogether "the Group") included in the accompanying 52990047YWS5LT39HV26-2023-12-31-hu.zip¹ digital file, which comprise the consolidated statement on the financial position as at 31 December 2023 - showing total assets of EUR 210,691,128 -, the related consolidated comprehensive income statement - showing a total profit after tax for the year of EUR 22,766,785 -, consolidated statement of changes in equity, consolidated cash flow statement for the year then ended and notes to the consolidated annual financial statements, including material accounting policy information.

In our opinion, except for the effect on the corresponding figures of the matter described in the Basis for qualified opinion section of our report, the consolidated annual financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023 and of its consolidated financial performance and its consolidated cash flows for the financial year then ended in accordance with International Financial Reporting Standards as adopted by the EU ("EU IFRSs") and have been prepared, in all material respects, in accordance with the supplementary requirements of Act C of 2000 on Accounting ("Hungarian Accounting Law") relevant for consolidated annual financial statements prepared in accordance with EU IFRSs.

Basis for qualified opinion

The liability from corporate bond debt was classified as Long-term liability in value EUR 50,283,324 which was not in line with IAS 1 Section 69 of EU IFRSs. EU IFRS require that an entity has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period in order for such liability to be classified as long-term. As at 31 December 2022 the Company did not have such unconditional right as an upgrade of the senior unsecured debt rating was required in order to maintain the original payment term of the corporate bond debt. Had the liability been presented in accordance with EU IFRS, Short-term liabilities would have been increased by EUR 50,283,324 and Long-term liabilities would have been decreased by EUR 50,283,324 in the financial position as at 31 December 2022. Our audit opinion on the financial statements for the period ended 31 December 2022 was modified accordingly. Our opinion on the current period's consolidated

¹ Digital identification of the above referred digital file using SHA 256 HASH algorithm is:
BB491F37D7E08550FDE4FBE864FC4377D4E9653071048C0A4CC7E51B78133E935

annual financial statements is also modified because of the comparability of the current period's figures and corresponding figures as the classification error is unresolved in the corresponding figures.

We conducted our audit in accordance with Hungarian National Auditing Standards and with applicable laws and regulations in Hungary, including also Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities ("Regulation (EU) No. 537/2014"). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the consolidated annual financial statements" section of our report.

We are independent of the Group in accordance with the applicable ethical requirements according to relevant laws in effect in Hungary and the policy of the Chamber of Hungarian Auditors on the ethical rules and disciplinary proceedings and, concerning matters not regulated by any of these, with the International Ethics Standards Board of Accountants' (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated annual financial statements of the current period. In addition to the matter described in the Basis for qualified opinion section, we have determined the matter described below to be the key audit matter to be communicated in our report. These matters were addressed in the context of our audit of the consolidated annual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matters below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the "Auditor's responsibilities for the audit of the consolidated annual financial statements section" of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated annual financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated annual financial statements.

Determination of fair value of investment properties

The Group's investment properties amount to EUR 184,588,000 and represent 88% of the consolidated amount. We involved valuation specialists to assist us in evaluating the key assumptions and methodologies used by management,

total assets. Fair value is determined by management with involvement of external valuation experts annually as the Group chose to measure its investment properties applying fair value model in accordance with IAS40.

Valuation of investment properties is a significant area of judgement, as the estimated fair value highly depends on key assumptions that are inherently uncertain such as future rental revenue, void period costs, non-recoverable costs and yields used for discounting.

Therefore, we considered determination of fair value of investment properties as a key audit matter.

Accounting for asset acquisitions

In 2023, the Group acquired the shares of three entities holding investment properties, namely Zone Székesfehérvár, Zone Zalaegerszeg, Kanizsa Centrum shopping parks and Wisnovy business park in the total amount of EUR 48 million.

The Group accounted for these acquisitions as asset acquisitions.

It requires significant judgement by the management to determine whether an acquisition is a business combination under IFRS 3 or is an acquisition of an asset or group of assets that do not constitute a business and is therefore outside the scope of IFRS 3.

Further, we also assessed that there is judgement involved in allocating the transaction price to the identifiable assets acquired and liabilities

testing input data of the valuation model and also evaluating the qualification, expertise and independence of the management experts for performing such valuations.

We assessed completeness and adequacy of the Group's disclosures about those assumptions to which the outcome of the valuation model is the most sensitive.

These disclosures are included in Note 2.1.5 Investment properties, 2.3.2 Fair value of investment properties, Note 10 Profit from Fair Valuation of Income-generating Investment Properties and Note 18 Revenue-generating Investment properties.

We obtained and assessed the relevant sale and purchase agreements and the Group's accounting analysis including a concentration test supporting that the transactions are outside of the scope of IFRS 3 and should be accounted for as asset acquisitions.

We assessed the completeness of the assets acquired and liabilities assumed by performing audit procedures on the transaction date balance sheet of the acquired companies including cut-off tests and bank confirmations.

We assessed the appropriateness of initial measurement of assets acquired and liabilities assumed by comparing the accounting method used to EU IFRSs and the accounting policy of the Group.

We considered the adequacy of the Group's disclosures in respect of these asset acquisitions including those

assumed in an asset acquisition outside the scope of IFRS 3.

Due to the size of the transactions, complex accounting and the extent of judgement involved we identified the acquisitions as a key matter.

disclosures related to significant accounting judgements included in the accounting policies as detailed in Note 2.1.1 The basis for consolidation, Note 2.3.3 Asset acquisitions and Note 2.4.1 Acquisition and sale of subsidiaries.

Other information

Other information consists of the 2023 consolidated business report of the Group. Management is responsible for the other information, including preparation of the consolidated business report in accordance with the Hungarian Accounting Law and other relevant legal requirements, if any. Our opinion on the consolidated annual financial statements does not cover the other information.

In connection with our audit of the consolidated annual financial statements, our responsibility is to read the other information and, in doing so, consider whether 1) the other information is materially inconsistent with the consolidated annual financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated and 2) the consolidated business report has been prepared in accordance with the Hungarian Accounting Law and other relevant legal requirements, if any.

Our opinion on the consolidated business report should include the information required according to Subsections (2) e) and f) of Section 95/B of the Hungarian Accounting Law and we are required to confirm also whether the information prescribed in Subsections (2) a)-d) and g)-h) of Section 95/B of the Hungarian Accounting Law have been made available.

When fulfilling this responsibility we have considered the following law: Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 on Supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format ("ESEF Regulation"), as such prescribing specific requirements for the consolidated business report, in relation with forming our opinion on the consolidated business report.

In our opinion, the consolidated business report of the Group, including the information required according to Subsections (2) e) and f) of Section 95/B of the Hungarian Accounting Law for 2023 is consistent, in all material respects, with the 2023 consolidated annual financial statements of the Group and the relevant requirements of the Hungarian Accounting Law.

We also confirm that the Group have made available the information required according to Subsections (2) a)-d) and g)-h) of Section 95/B of the Hungarian Accounting Law.

Further to the above, based on the knowledge we have obtained about the Group and its environment in the course of the audit we are required to report whether we have identified any material misstatement in the other information, and if so, the nature of the misstatement in question. As described in the Basis for qualified opinion section above the liability from corporate bond debt is incorrectly classified as Long-term liability as at 31 December 2022. We have concluded that the other information is materially misstated, because of the effect of this unresolved matter on the comparability of the current period's figures and corresponding figures.

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

Management is responsible for the preparation of consolidated annual financial statements that give a true and fair view in accordance with EU IFRSs and for the preparation in accordance with the supplementary requirements of the Hungarian Accounting Law relevant for consolidated annual financial statements prepared in accordance with EU IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated annual 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 annual financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated annual 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 Hungarian National Auditing Standards and with applicable laws and regulations in Hungary, including also Regulation (EU) No. 537/2014 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 annual financial statements.

As part of an audit in accordance with Hungarian National Auditing Standards and with applicable laws and regulations in Hungary, including also Regulation (EU) No. 537/2014, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the consolidated annual 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 annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the consolidated annual financial statements, including the disclosures, and whether the consolidated annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated annual financial statements. We are responsible for the direction, supervision and performance 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated annual financial statements of the current period and are therefore the key audit matters.

Report on other legal and regulatory requirements

REPORT ON COMPLIANCE WITH THE REQUIREMENTS OF THE REGULATION ON THE EUROPEAN SINGLE ELECTRONIC FORMAT

We have undertaken a reasonable assurance engagement on the compliance of the consolidated annual financial statements included in the digital file - identified in our report - prepared by the Group ("consolidated annual financial statements in ESEF format") with the requirements set out in the ESEF Regulation.

Responsibilities of the management and those charged with governance for the consolidated annual financial statements in ESEF format

The Company's management is responsible for preparing the consolidated annual financial statements in ESEF format that comply with the ESEF Regulation. This responsibility includes:

- ▶ the preparation of the consolidated annual financial statements in the applicable XHTML format;
- ▶ the selection and application of appropriate iXBRL tags as required by ESEF Regulation using judgement where necessary; including completeness of use of the relevant tags, appropriateness of creation and anchoring of the extension elements; and
- ▶ the design, implementation and maintenance of internal control relevant to the application of the ESEF Regulation.

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

Our responsibility and summary of the work performed

Our responsibility is to express an opinion on whether the consolidated annual financial statements in ESEF format complies, in all material respects, with the requirements of the ESEF Regulation based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with Hungarian National Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information (ISAE 3000).

A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with the ESEF Regulation. The nature, timing and extent of procedures selected depend on the auditor's judgment, including the assessment of the risks of material departures from the requirements set out in the ESEF Regulation whether due to fraud or error. Our reasonable assurance engagement included obtaining an understanding of the tagging, obtaining an understanding of the Group's internal controls relevant to the application of the requirements of the ESEF Regulation, verifying whether the XHTML format was applied properly, evaluating the completeness of the Group's tagging of the consolidated annual financial statements using the XBRL markup

language, evaluating the appropriateness of the Group's use of iXBRL elements selected from the ESEF taxonomy and the creation of extension elements where no suitable element in the ESEF taxonomy has been identified and evaluating the use of anchoring in relation to the extension elements.

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

Opinion

In our opinion, the consolidated annual financial statements in ESEF format of the Group for the year ended 31 December 2023 included in the digital file -identified in our report - complies, in all material respects, with the requirements of the ESEF Regulation.

REPORTING REQUIREMENTS ON CONTENT OF AUDITOR'S REPORT IN COMPLIANCE WITH REGULATION (EU) NO. 537/2014:

Appointment and Approval of Auditor

We were appointed as the statutory auditor of the Company by the Board of Directors on behalf of the General Assembly of Shareholders of the Company on 29 April 2022. Total uninterrupted engagement period, including previous renewals (extension of the period for which we were originally appointed) and reappointments for the statutory auditor, has lasted for five years.

Consistency with Additional Report to Audit Committee

Our audit opinion on the consolidated annual financial statements expressed herein is consistent with the additional report to the audit committee of the Company, which we issued in accordance with Article 11 of the Regulation (EU) No. 537/2014 on the same date as the date of this report.

Non-audit Services

We declare that no prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No. 537/2014 were provided by us to the Company and its controlled undertakings and we remained independent from the Group in conducting the audit.

In addition to statutory audit services and services disclosed in the consolidated business report and in the consolidated annual financial statements, no other services were provided by us to the Company and its controlled undertakings.

The engagement partner on the audit resulting in this independent auditor's report is Varga János.

Budapest, 4 April 2024

(The original Hungarian version has been signed.)

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