Consolidated Financial Statements

for the year 2024

Consolidated Financial Statements

for December 31, 2024

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Auditors' report to the shareholders of Meidar Gani Eden Ltd

We have reviewed the attached consolidated reports on the financial condition of Meidar Gani Eden Ltd. (hereinafter: "the Company") for December 31, 2024 and 2023, and the consolidated reports on profit or loss, changes in capital and cash flows for each year. These financial statements are the responsibility of the company's board of directors and management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards accepted in Israel, including standards set forth in the Accountants Regulations (How an Accountant Works), 5733-1973. According to these standards, we are required to plan the audit and perform it with the aim of obtaining a reasonable degree of assurance that is no material misstatements are found in the financial statements. An audit includes a sample examination of evidence supporting the amounts and information in the financial statements. An audit also includes an examination of the accounting rules that have been applied and of the significant estimates made by the company's board of directors and management, as well as an assessment of the adequacy of the presentation in the financial statements as a whole. We believe that our audit is a sufficient basis for our opinion.

In our opinion, the above financial statements adequately reflect, in all material respects, the financial condition of the company and its consolidated companies as of December 31, 2024 and 2023 and the results of their operations, changes in capital and their cash flows for each year that ended on those dates, in accordance with International Financial Reporting Standards (IFRS Accounting Standards).

Elefant Mahalla

Certified Public Accountants

Jerusalem, June 30, 2025

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Consolidated Statements of Financial Position

(in NIS 000s)

		As of December 31		
	Note	2024	2023	
Current assets				
Cash and cash equivalents	3	5,699	1,129	
Receivables and receivable balances	4	9,831	13,643	
Use of entitled assets		1,555	2,000	
Loans to Related Parties	6	22,559	10,044	
		39,644	* 26,816	
Non-current assets				
Investments treated according to book value	7	14,003	7,042	
Real estate inventory	8	21,603	7,531	
Stock of buildings under construction	9	22,390	* 14,118	
Investment properties under construction	10	27,501	27,801	
Fixed assets, net	11	1,175	1,236	
Long term debtors	12	3,550	5,097	
Intangible assets		23	3	
		90,245	* 62,828	
		129,889	89,644	

* Reclassified The attached notes are an integral part of the consolidated financial statements.

Consolidated Statements of Financial Position

(in NIS 000s)

		As of De	cember 31
	Note	2024	2023
Current liabilities			
Short term loans	13	26,877	24,069
Suppliers and service providers		658	204
Creditors & credit balances	14	499	441
Obligations under lease		1,630	2,005
		29,664	26,719
Non-current liabilities			
Tax reserve		292	1,288
Long term loans	15	95,181	* 44,587
Debentures		9,974	* 10,539
		105,447	56,414
<u>Capital</u>			
Capital attributed to the			
shareholders of the company			
Share capital	16	0.01	0.01
Capital fund		12,357	9,364
Balance of loss		(17,799)	(4,128)
		(5,442)	5,236
Rights that do not confer control		220	1,275
		(5,222)	6,511
		129,889	89,644

* Reclassified The attached notes are an integral part of the approximation of the second statements.

30.6.2025

Date of approval and publication The financial statements

/ Shmariahu Adelman, Chairman, Board of Directors

Yehiel Porush CEO

Noam Nedavi

CFO

<u>Meidar Gan Eden Ltd</u>

Notes to the Consolidated Financial Statements as of December 31, 2024

		For year ending Decemb 31	
		2024	2023
Rental income and management fees		2,513	10,277
Adjustment of the fair value of real estate for investment under construction		(2,145)	1,197
		368	11,474
Cost of sales / providing services		(0.2)	1,305
		(0.2)	1,305
Gross profit		368	10,169
Advertising and sales expenses		(100)	(260)
General and administrative expenses	17	(6,237)	(6,427)
Other income		12	2
		(6,325)	(6,685)
Operating profit (loss)		(5,957)	3,484
The company's share in the profits (losses) of companies treated by the balance sheet value method		424	(2,067)
Financing income	18	3,622	2,554
Financing expenses	18	(5,316)	(4,088)
		(1,694)	(1,534)
Loss before income taxes		(7,227)	(117)
Income taxes		684	(309)
Net Loss for the period		(6,543)	(426)
Loss attributable to:			
Company shareholders		(6,212)	(426)
Holders of non-controlling rights		(330)	0.11
		(6,543)	(426)
Profit (loss) per share attributable to the company's shareholders			
Basic profit (loss)		(62.12)	4.26
Diluted profit (loss)		(62.12)	4.26

<u>Meidar Gani Eden Ltd</u> <u>Consolidated Statements on changes in Shareholders' Equity</u> (in NIS 000s)

The attached notes are an integral part of the consolidated financial statements.

	Share capital	Venture Capital fund	residual profit	Total	Rights that do not confer control	Total capital
Balance for 1 January 2024	0.01	9,364	(4,128)	5,236	1,275	6,512
Capital interest adjustment	-	-	-	-	61	61
Profit (loss) for the period	-	-	(6,212)	(6,212)	(330)	(6,543)
Other comprehensive income	-	2,993	(7,459)	(4,466)	(786)	(5,252)
Balance as of December 31, 2024	0.01	12,357	(17,799)	(5,442)	220	(5,222)
Balance for 1 January 2023	0.01	7,552	(3,701)	3,851	1,217	5,068
, Capital interest adjustment	-	-	(1)	(1)	-	(1)
Profit (loss) for the period	-	-	(426)	(426)	0	(426)
Other comprehensive income	-	1,812	-	1,812	58	1,870
Balance as of December 31, 2023	0	9,364	(4,128)	5,236	1,275	6,512

Notes to the Consolidated Financial Statements as of December 31, 2024

	For year ending I	December 31
	2024	2023
Current Operating Cash Flows		
Net loss for the year	(6,543)	(426)
Adjustment regarding the previous year	61	
Adjustments required to present cash flows from operating activities	8,015	
Cash derived (used) for current operations	1,534	(15,709)
Cash flows from investment activities		
Investment in fixed assets	(244)	(1,038)
Project investments	(12,620)	(3,525)
Real Estate Investments	(10,117)	(1,699)
Long term debtors	(15,774)	-
Loan to a Held Company	(14,071)	(523)
Cash used for investment activities	(52,826)	(6,785)
Cash flows from financing activities		
Receipt of loans	55,862	17,271
Cash derived from financing activities	55,862	17,271
Increase (decrease) in cash and cash equivalents	4 5 7 0	(5.222)
	4,570	(5,223)
Cash balance and cash equivalents for the beginning of the period Cash balance and cash equivalents at the end of the period	1,129	6,352
	5,699	1,129
Appendix A-Adjustments required to present cash flows from operatin Expenses (income) that do not involve cash flow	g activities:	
Depreciation and amortization	720	232
The company's share of the losses / (profits) of held companies	729 (424)	
treated according to the balance sheet value method	(424)	2,067
Loss from sale of Eleanor shares	0	(2,281)
Adjustment of fair value of investment real estate	2,145	(1,197)
Financing expenses, net	4,070	1,318
Income taxes	(997)	308
	5,523	447
Changes in property and liabilities		
Increase in receivables and outstanding balances and customers	2,355	(14,280)
Increase in inventory under construction and real estate for the	0	(1,085)
construction of apartments for sale Increase (decrease) in payables and balances and suppliers	137	(366)
	2,492	(15,731)
	<i>∠,+J∠</i>	(13,731)
	8,015	(15,283)

<u>Meidar Gani Eden Ltd</u>

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 1- General:

- A. The company was incorporated in June 2020 and began operations in July 2020. As of August 2020, the company has investments in the companies it holds.
- B. The company and the companies held by it are engaged in locating, initiating, planning, establishing, and promoting projects in the field of residential and rental real estate in Israel.
- C. The company owns, through subsidiaries, land, and real estate under construction, intended partly for commerce and offices and partly for residences.
- D. In December 2023, a subsidiary called Meidar Hitchadshut Bonim Atid Ltd. was established in order to absorb large parts of the company's projects that deal in urban renewal.
- E. On October 7, 2023, the Iron Swords war erupted in Israel (hereinafter: the "war"), which is on-going as of the date of authorizing the report. The eruption of the war led to a slowdown in business activities in the Israel economy, due to the general public mood, the major recruitment of reserve forces, and the absence of parents of children from their workplaces. At the time of authorizing the report, the war is still ongoing in the Gaza Strip and at the northern border. The security situation could have an impact on lengthening the duration of establishing new projects and to price raises of input in the coming years as a result of lack of manpower due to the closure of the West Bank and the Gaza Strip, and also a result of foreign workers that have left the country. Company management believes that as of the date of the report, there is no substantial impact on the financial condition of the company and therefore there have not been any adjustments made in the financial reports.

The company continues from time to time to examine the influence of the economic situation and the fighting on its business activities. However, at this stage, the company cannot explicitly assess the scope and nature of additional future impacts of the war on its results.

<u>Meidar Gani Eden Ltd</u>

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies:

The accounting policies detailed below have been applied in the financial statements consistently, in all the periods presented, unless otherwise stated.

1. Basis for presenting the financial statements.

The financial statements are prepared in accordance with international financial reporting standards (hereinafter -IFRS). The company's financial statements are prepared on a cost basis, with the exception of investment real estate and financial assets measured at fair value through other comprehensive income. The company chose to present the report on the total profit according to the method of the characteristic of operations.

2. <u>The operating cycle period</u>

The group's normal operating cycle period, with reference to the construction of buildings for sale, is 3 years.

3. <u>Consolidated Financial Statements</u>

The consolidated financial statements include the reports of companies over which the company has control (subsidiaries). Control exists when the company has influence over the invested entity, exposure, or rights to variable returns as a result of its involvement in the invested entity, as well as the ability to use its power to influence the amount of returns that will result from the invested entity. When examining control, the effect of potential voting rights is taken into account only if they are real. The consolidation of the financial statements is carried out starting from the date on which control was obtained, until the date on which control was terminated.

The financial statements of the company and the subsidiaries are prepared for the same dates and periods. The accounting policy in the financial statements of the subsidiaries was applied in a uniform and consistent manner with that applied in the company's financial statements. Substantial mutual balances and transactions and profits and losses arising from transactions between the group companies have been fully eliminated in the consolidated financial statements.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies: (contd.)

3. Consolidated Financial Statements (contd.)

Rights that do not grant control in respect of subsidiaries represent the capital in the subsidiaries that cannot be attributed, directly or indirectly, to the parent company. The rights that do not confer control are shown separately within the company's capital. Profit or loss is attributed to the company and non-controlling interests. Losses are attributed to non-controlling interests even if as a result the balance of non-controlling interests in the consolidated statement of financial condition is negative.

4. Investment in joint arrangements

Joint arrangements are arrangements in which the company has joint control. Joint control is an agreed contractual sharing of control over an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

1) Joint Ventures

In joint ventures, the parties to the arrangement have joint control over the rights in the net assets of the arrangement. A joint transaction is handled according to the balance sheet value method.

2) Joint Operations

In joint activities, the parties to the arrangement have joint control over the arrangement, rights to the assets and obligations to the obligations of the arrangement. The company recognizes the joint activity in its relative share of the assets, liabilities, income and expenses of the joint activity.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies: (contd.)

4. Investments are handled according to the balance sheet value method.

According to the balance sheet value method, the investment in the included company or in a joint transaction is shown at cost plus post-acquisition changes in the group's share of net assets, including other gross profit of the included company or joint transaction. Profits and losses arising from transactions between the group and the included company, or the joint transaction are eliminated according to the holding rate.

Goodwill for the purchase of an included company or a joint transaction is presented as part of the investment in the included company or the joint transaction, measured according to cost and is not systematically reduced. Goodwill is examined for impairment as part of an investment in the included company or in the joint transaction as a whole.

The financial statements of the company and the included company or joint venture are prepared for the same dates and periods. The accounting policy in the financial statements of the included company or the joint transaction was applied in a uniform and consistent manner with that applied in the financial statements of the group.

6. Activity currency, presentation currency and foreign currency

1. Activity currency and presentation currency

The financial statements are presented in NIS, since the company believes that financial statements in NIS provide relevant information to investors and users of the financial statements located in Israel.

The group determines for each company in the group, including companies presented on the basis of the balance sheet value, what is the operating currency of each company.

Assets and liabilities of a held company that is a foreign activity including cost excesses generated are translated according to the closing rate on each reporting date. Income statement items are translated according to average exchange rates.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2- The main accounting policies (contd.):

1. Activity currency and presentation currency (contd.):

Intercompany loans in the group, in which there is no intention to liquidate and are not expected to be repaid in the foreseeable future, essentially constitute part of the investment in foreign operations, and therefore, the interest rate differences from these loans (minus the tax effect) are credited as other comprehensive profit (loss).

When realizing a foreign activity, or when partially realizing a foreign activity, while losing control, the cumulative profit (loss) related to that activity, which was recognized in other comprehensive income, is credited to profit or loss. When partially realizing a foreign activity while maintaining control of the consolidated company, a proportional part of the amount recognized in other comprehensive income is reattributed to non-controlling rights.

2. Transactions, assets and liabilities in foreign currency

Transactions denominated in foreign currency are recorded upon initial recognition according to the exchange rate at the time of the transaction. After initial recognition, financial assets and liabilities denominated in a foreign currency are translated at each reporting date into the activity currency according to the exchange rate at that time. Rate differences, with the exception of those converted to eligible assets or credited to capital in hedging transactions, are credited to profit or loss. Non-monetary assets and liabilities denominated in a foreign currency presented at fair value are translated into the activity currency is determined.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2- The main accounting policies (contd.):

3. Index-linked financial items

Financial assets and liabilities linked according to their terms to changes in the Consumer Price Index in Israel (hereinafter: the "index") are adjusted according to the relevant index, on each reporting date, in accordance with the terms of the agreement.

7. Cash value

Cash assets are considered investments with high liquidity, which include shortterm deposits in banking corporations that are not limited by encumbrance, whose original period does not exceed three months from the date of investment or that exceeds three months but can be withdrawn immediately without penalty and are part of the group's cash management.

8. Inventory of Land for construction

Real estate under construction is measured on the basis of cost. The cost of the land includes credit costs related to financing the construction of the property until the completion date, planning and design costs, allocated indirect construction costs and other related costs.

9. Capitalization of credit costs

The group capitalizes credit costs related to the purchase, construction or production of eligible assets, which require a significant period of time for their preparation, intended use or sale.

Capitalization of credit costs begins at the time when costs were incurred for the property itself, the operations to prepare the property began and credit costs were incurred and ends when all operations to prepare the property for its intended use or sale are substantially completed. The amount of discounted credit costs in the reporting period includes direct credit costs and credit increases according to a weighted discount rate.

The company capitalizes exchange rate differences arising from foreign currency loans if they are considered an adjustment to interest costs.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2- The main accounting policies (contd.):

10. Real estate for investment and real estate for investment under construction

Investment real estate is real estate (land or building, or both) held by the owner (lessor under an operating lease) or lessee under a financial lease for the purpose of generating rent or for an increase in value or both and not for use in exporting or supplying goods or services or for the purposes Administration, or sale in the ordinary course of business.

Investment in real estate is deducted when it is realized or when its use ceases and no future economic benefits are expected from its realization. The difference between the net proceeds from the realization of the asset and the balance in the financial statements is recognized in the statement of all profit or loss in the period in which the asset was deducted.

Investment real estate is initially measured at cost, including direct purchase increases. After initial recognition, investment real estate is measured at fair value, which reflects market conditions at the time of reporting. Gains or losses resulting from changes in the fair value of the investment real estate are credited to profit or loss at the time of their occurrence. Investment real estate is not systematically depreciated.

Real estate for investment in development intended for future use as investment real estate is also measured at fair value as stated above and this is when the fair value can be reliably measured. when the fair value cannot be reliably measured, due to the nature and scope of the project's risks, then it is measured according to its cost, minus impairment losses to the extent that they exist, until the date when the fair value can be reliably measured or the construction is completed, whichever is earlier. The cost base of real estate for investment in development includes the cost of the land plus credit costs used to finance the construction, additional direct planning and development costs and brokerage fees due to engagements in rental agreements.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

10. <u>Real estate for investment and real estate for investment under construction Note</u>
 2 - The main accounting policies (contd.):

In order to determine the fair value of the real estate for investment, the group is based on a valuation performed by independent external appraisers who are experts in real estate valuations and have the required knowledge and experience. The transfer of an asset from fixed property to real estate for investment is made at the time the owner ceases to use the property. The transfer of an asset from real estate for investment to fixed property is made at the time the owner begins to use the property. The transfer of an asset from inventory to investment real estate is made at the time an operating lease to another party begins. The transfer of an asset from investment real estate to inventory is made at the time development begins with the intention of selling the real estate.

The cost of the asset transferred from investment real estate to fixed assets or inventory is the fair value at the time of the transfer, while the difference between the fair value and the cost of an asset transferred from fixed assets to investment real estate is treated as a revaluation in accordance with IAS 16 and credited to a revaluation fund.

11. Intangible assets

Intangible assets that are acquired separately are measured upon initial recognition at cost plus direct acquisition costs. Intangible assets acquired in business combinations are measured according to the fair value at the time of acquisition. Costs for intangible assets that have been developed internally, with the exception of capitalized development costs, are credited to profit or loss when incurred.

Intangible assets with a defined useful life are depreciated over their useful life and assessed for impairment when there are signs indicating a decrease in value. The amortization period and amortization method of an intangible asset are reviewed at least at the end of each year.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

11. Intangible assets (contd.):

Intangible assets with an indefinite useful life are not systematically depreciated and are subject to an annual impairment test as well as whenever there is an indication that an impairment may have occurred.

The useful lives of these assets are reviewed annually to determine whether the indefinite life assessment is still valid. If the events and circumstances no longer support the aforementioned assessment, the change in the useful life from indefinite to definite is treated as a change in an accounting estimate and at the same time a decrease in value is also examined. Starting from that date, the asset is systematically depreciated over its usable life span.

12. Impairment of non-financial assets

The group examines the need for a decrease in the value of non-financial assets when there are signs as a result of events or changes in circumstances that indicate that the balance in the financial statements is not recoverable.

In cases where the balance in the financial statements of the non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value minus selling costs for value in use. In assessing the value in use, the expected cash flows are capitalized according to a pre-tax discount rate that reflects the specific risks for each asset. For an asset that does not generate independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are charged to profit or loss.

An impairment loss of an asset, with the exception of goodwill, is canceled only when there have been changes in the estimates used to determine the asset's recoverable amount from the date the impairment loss was last recognized. In total, the aforementioned loss is limited to the lower of the previously recognized amount of the decline in value of the asset (minus depreciation or amortization) or the recoverable amount of the asset. With regard to an asset measured according to cost, the cancellation of said loss is credited to profit or loss.

The useful life of intangible assets is as follows:

Website 33

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

13. Fixed assets

The fixed asset items are shown at cost plus direct purchase costs, less accumulated depreciation. Depreciation is calculated at equal annual rates based on the straight-line method over the useful life of the asset. The useful life of fixed asset items is as follows:

	<u>%</u>
Computers	33
Furniture	6

14. Financial Instruments

The group implements the provisions of IFRS 9:

1. Financial assets

Financial assets under the application of IAS 39 are recognized at the time of initial recognition according to fair value and with the addition of direct transaction costs, except for profit and loss financial assets measured at fair value through profit or loss, transaction costs are credited to profit or loss. After the initial recognition, the accounting treatment of financial assets is based on their classification as detailed below:

Loans and receivables

Loans and receivables are investments that are repaid in fixed or determinable payments that are not traded in an active market. After initial recognition, loans are presented according to their terms at cost plus direct transaction costs, using the effective interest method and deducting an allowance for impairment. Short-term receivables are presented according to their terms, usually at their nominal value.

2. Financial obligations

Liabilities are initially recognized at fair value. Loans and other liabilities measured at amortized cost are presented in net of direct transaction costs. After the initial recognition, the accounting treatment of financial liabilities is based on their classification as detailed below:

Financial liabilities at reduced cost

After initial recognition, loans and other liabilities are presented according to their terms at cost less direct transaction costs using the effective interest method.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

Obligations for financial guarantees

Liabilities for financial guarantees are recognized for the first time according to the fair value while also taking into account direct transaction costs attributed to the provision of the guarantee. After the initial recognition, the liability is measured according to the higher amount of the amount recognized for the first time (minus an appropriate reduction over the guarantee period) and the estimate of the amount required (if required) to be recognized as of the reporting date according to UAS 37 with reference to the guarantee agreement.

3. Offsetting financial instruments

Financial assets and financial liabilities are offset, and the net amount is presented in the statement of financial condition if there is a legally enforceable right to offset the recognized amounts, and there is an intention to dispose of the asset and the liability on a net basis or to realize the asset and discharge the liability at the same time.

4. Scrapping financial instruments

Financial assets

A financial asset is written off when the contractual rights to receive cash flows from the financial asset have expired, or when the company has transferred the contractual rights to receive cash flows from the financial asset or when the company has assumed an obligation to pay the received cash flows in full to the third party, without significant delay. In addition, you actually transferred all the risks and benefits associated with the property or did not transfer and did not actually leave all the risks and benefits associated with the property but transferred control over the property.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

4. <u>Scrapping financial instruments</u> (contd.):

Financial liabilities

A financial obligation is terminated when it is cleared, i.e. a debt has been repaid, cancelled, or expired. A financial obligation is disposed of when the debtor (group) repays the obligation by paying in cash, other financial assets, goods or services, or is legally released from the obligation.

When an existing financial obligation is replaced by another obligation towards the same lender under materially different terms, or when a material change is made to the terms of an existing obligation, the substitution or change is treated as a derogation of the original obligation and recognition of a new obligation. The difference between the balance of the above two liabilities in the financial statements is credited to the statement of profit or loss. If the replacement or change is immaterial, it is treated as a change in the terms of the original obligation and is not recognized at that time of gain or loss from the exchange. When examining whether it is a material change in the terms of an existing obligation, the company takes into account qualitative and quantitative considerations.

5. Impairment of financial assets

The group examines on each reporting date whether there is objective evidence of a decrease in the value of a financial asset, or a group of financial assets presented at reduced cost.

If there is objective evidence that there is an impairment loss for loans and receivables presented at their reduced cost, the amount of the loss credited to profit and loss is measured as the difference between the book value of the asset and the present value of the estimated future cash flows (which do not include future credit losses that have not yet occurred), discounted according to the original effective interest rate of the financial asset.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

15. <u>Leases</u>

The group assesses whether a contract is a lease (or includes a lease) at the time the contract is entered into. The group recognizes the property as a right of use on the one hand and as a lease obligation on the other for all leases in which it is the lessee, with the exception of short-term leases (for a period of up to 12 months) and leases of low-value assets. In these leases, the group recognizes the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis better represents the pattern of consumption of the economic benefits by the group from the leased assets.

16. Excretions

A provision in accordance with IAS 37 is recognized when the group has a present or implied legal obligation as a result of an event that occurred in the past, it is expected that the use of economic resources will be required in order to eliminate the obligation and it can be estimated reliably. When the group anticipates that part or all of the expense will be reimbursed to the company, such as in an insurance contract, the reimbursement will be recognized as a separate asset only at the time when there is actual certainty of receiving the asset. The expense will be recognized in the profit or loss statement minus the reimbursement of the expense.

17. Income taxes

The tax results for current or deferred taxes are credited to profit or loss, except if they refer to items that are credited to other comprehensive income or capital.

1. Current taxes

Liability for current taxes is determined using the tax rates and tax laws that have been enacted or whose legislation has actually been completed, up to the reporting date, as well as necessary adjustments in connection with the tax liability to be paid for previous years.

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Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

17. Income taxes (contd.):

2. Deferred taxes

Deferred taxes are calculated for temporary differences between the amounts included in the financial statements and the amounts taken into account for tax purposes. Deferred tax balances are calculated according to the tax rate expected to apply when the asset is realized or the liability is settled, based on the tax laws that have been enacted or whose legislation has actually been completed by the reporting date.

In the calculation of the deferred taxes, the taxes that would apply in the case of the realization of the investments in held companies are not taken into account, as long as the sale of the investments in held companies is not expected in the foreseeable future. Also, deferred taxes were not taken into account for the distribution of profits by held companies as dividends, since the distribution of the dividend does not involve a reprimanding tax liability or due to the company's policy not to initiate a dividend distribution that entails additional tax liability.

Income taxes related to distributions to owners of an equity instrument and transaction costs of an equity transaction are treated according to IAS 12. Deferred taxes are offset if there is a legal right to offset a current tax asset against a current tax liability and the deferred taxes relate to the same taxable entity and the same tax authority.

18. Earnings per share

Earnings per share are calculated by dividing the net profit attributable to the company's shareholders by the weighted number of ordinary shares actually outstanding during the period.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

19. Fair value measurement

Fair value is the price that would have been received in the sale of an asset or the price that would have been paid to transfer a liability in a normal transaction between market participants at the time of measurement.

Fair value measurement is based on the assumption that the transaction occurs in the main market of the asset or liability, or in the absence of a main market, in the most advantageous market.

The fair value of an asset or liability is measured using the assumptions that market participants will use when pricing the asset or liability, assuming that market participants act in their own economic interests.

Fair value measurement for a non-financial asset takes into account the market participant's ability to generate economic benefits by using the asset to its best use or by selling it to another market participant who will use the asset in its best use.

The Group uses valuation techniques that are appropriate to the circumstances and for which there is sufficient obtainable data to measure fair value, while maximizing the use of relevant observable data and minimizing the use of unobservable data.

All assets and liabilities measured at fair value or whose fair value can be disclosed are divided into categories within the fair value scale, based on the lowest level of data that is significant for measuring the fair value as a whole:

Level 1: Quoted prices (without adjustments) in an active market for identical assets and liabilities.

Level 2: Data other than quoted prices included in Level 1 that are directly or indirectly observable.

Level 3: Data not based on observable market data (valuation techniques without the use of observable market data).

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

20. <u>Revenue recognition</u>

Rental income is recognized according to the straight-line method over the lease period. Recognized Income from management fees.

21. Advertising expenses

Advertising expenses are credited to the profit or loss statement incurred.

22. Financing income and expenses

Financing income includes interest income for amounts invested, income from dividends, changes in the fair value of financial assets measured at fair value through profit or loss and gains from exchange rate differences. Interest income is recognized as it accrues, using the effective interest method. Income from dividends is recognized at the time the group is granted the right to receive payment.

Financing expenses include interest expenses on loans received, changes in the fair value of financial assets measured at fair value through profit or loss and losses from impairment of financial assets. Credit costs that are not capitalized on eligible assets are credited to profit and loss according to the effective interest method.

23. Employee benefits:

A defined deposit plan is a plan for employee benefits after the termination of employment in which the company makes regular deposits to a separate and independent entity so that the company has no obligation, legal or implied, to make additional deposits, in a situation where the fund's assets will not be sufficient to pay all employees the benefits for work services in the current period and in previous periods.

In accordance with the labor laws and labor agreements in Israel and in accordance with the company's practice, the company must pay retirement compensation to employees who will be fired or who will retire from their jobs under certain circumstances. The company's obligation to pay retirement compensation for the employees is treated as a defined contribution plan.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 2 - The main accounting policies (contd.):

24. <u>First implementation of accounting standards and disclosure for new IFRS</u> <u>standards in the period prior to the implementation of IFRS 18 – Presentation &</u> <u>Disclosure in Financial Statements</u>:

In April 2024, the International Accounting Standards Board (IASB) published International Financial Reporting Standard 18 (IFRS 18) - Presentation and Disclosure in Financial Statements (hereinafter: the "new standard"), which replaces International Accounting Standard 1 (IAS 1) - Presentation of financial statements (hereinafter: IAS 1).

The purpose of the new standard is to improve the ability to compare and transparency in the financial statements. The new standard will include the existing requirements of IAS 1 as well as new requirements for presentation in the profit and loss statement, presenting amounts and sub-amounts, which are required according to the new standard, giving disclosure about performance indices defined by the management and the new requirements for allocations and the splitting of financial data.

The new standard does not change the recognition instructions and the measurement of items in the financial statements. Nevertheless, as items in the profit and loss statement must be classified in one of five categories (operational activities, investment activities, financing activities, income tax, and activities that have ceased), it is likely to change the entity's operating profit. Furthermore, the publication of the new standard caused some corrections to a small extent to other accounting standards including IAS 7 - Statement on cash flows and IAS 34 - Financial statements for interim periods.

The new standard will be implemented retroactively starting from annual periods commencing on January 1, 2027 or thereafter. Early implementation is possible while giving disclosure about this.

The company is examining the effect on the financial statements of the new standard including the effect of the amendments to other accounting standards as a result of this new standard.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 3 - Cash and cash equivalents:

Composed of:

	As of December 31		
	2024	2023	
Cash in the bank:	in NIS	in NIS	
	000s	000s	
Cash in the bank	4,182	1,129	
Cash in the bank – banking	1,359	-	
finance			
	5,541	1,129	
<u>Deposits</u>	158	-	
Total cash and cash equivalents	5,699	1,129	

Note 4 - Accounts receivable and payable balances:

Composed of:

	As of December 31		
	2024 2023		
	in NIS 000s	in NIS 000s	
Governmental institutions	702	122	
Shareholders	386	127	
Loans to others	748	1,325	
Income to receive	2,563	8,390	
Expenses in advance	126	113	
Customers	4,306	3,566	
Other debtors	1,000		
	9,831	13,643	

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 5 - Investments in consolidated companies:

1. <u>General information as shown in the company's separate financial information:</u>

	Equity rights	Capital invest- ment	Loans transferred by the company to the consol- idated company	The company's share in the capital fund of the consol- idated company	The company's share of the consol- idated company's profits	Total investment
<u>December 31,</u> 2024						
Meidar Lev Ha'ir	88%	0.009	11,494	8,516	(5,638)	14,371
Meidar Gan Eden Finance GmbH	100%	93.471	-		91	185
Meidar Six Towers Ltd.	100%	0.1	5,504	173	(6)	5,671
Meidar Urban Renewal	100%	1	-	-	(1)	(0)
Maidar Barak Ramla Renewal	100%	-	0.35	-	-	0.35
<u>December 31,</u> <u>2024</u>		93	16,998	8,688	(5,554)	20,227
Meidar Lev Ha'ir Meidar Gan Eden	88%	0.009	7,985	7,027	2,326	17,337
Finance GmbH Meidar Urban	100%	93	-	-	41	135
Renewal Building a Future Ltd.	100%	0	0.35	-	(0.35)	* (0.35)
Meidar Six Towers Ltd.	100%	-	9	-	-	* 9
<u>December 31,</u> 2023		93	7,994	7,027	2,367	* 17,481

* Reclassified

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 5 - Investments in consolidated companies: (contd.)

- 2. Information regarding the activities of the consolidated companies:
 - Meidar Lev Ha'ir Ltd. owns the real estate known as Plot 169, Block 3703, 178 Herzl Street, corner of 1 Ya'akov Street, Rehovot - see Note 9B.
 - Gan Eden Finance GmbH A company established for the purpose of raising finance, registered in Germany and through which the debenture is funded on the stock exchange in Germany.
 - 3) The Six Towers Ltd. The company is promoting a demolition-construction project in the Armon HaNatziv neighborhood in Jerusalem involving hundreds of apartments. At the time of this report, the company had reached the required number of apartment owners for purposes of progressing this project.
 - 4) Meidar Urban Renewal Building a Future Ltd. The company intends to manage various projects involving urban renewal which are owned by the Group.

Note 6 - Loans to related parties

The loans are to related parties without interest or linkage.

The interest rate was set at 10.35% based on an expert opinion, in accordance with the fair value according to the provisions of IFRS 7, as mentioned in Note 2(19).

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 7 - Investments in the companies treated according to book value:

 Information regarding the companies treated according to book value

<u>December 31, 2024</u>	Equity rights	Investment capital	Loans transferred by the company to the held company	The company's share in the capital fund of the held company	The company's share of a held company's profits (losses)	Total investment
Meidar at the Station	50%	2.00	4,719	5,264	339	10,324
Lev Rehovot	50%	0.05	3,956	100	(377)	3,679
		2.05	8,675	5,364	(38)	14,003
<u>December 31, 2023</u>						
Meidar at the Station	50%	2.00	709	3,736	48	4,495
Lev Rehovot	50%	0.05	2,504	105	(62)	2,547
		2.05	3,213	3,840	(13)	7,042
* ~						

* Reclassified

2. <u>Information regarding the activity of the companies treated according to the balance</u> <u>sheet value method:</u>

1) Meidar at the Station Ltd. owns half of a real estate property known as plots 402,403,404 405,406,407 in block 6123 at 12 Jabotinsky St. in Bnei Brak.

The property is a plot of about 1,700 square meters on which an old one-story building is built that is used for commerce and has a variety of shops.

The lot is designated for the construction of commerce and employment in accordance with the existing zoning and potential for the construction of commerce and residences in accordance with the Bnei Brak Outline Plan. On the land, a UBS (Urban Building Scheme) is approved for the construction of a 10-story office building above a commercial floor and above 2 parking floors. During 2023, an escort agreement was signed with Bank Leumi L'Israel, a building permit was obtained for the project and implementation began.

 Meidar Lev Rehovot Ltd. – In 2022, the company acquired rights to real estate in Rehovot in block 370, plot 761, with a registered area of 1,116 square meters. At

Notes to the Consolidated Financial Statements as of December 31, 2024

the beginning of 2023, the payment of the consideration to the seller was completed and during that year the company received authorization in principle from the district committee for planning and constructions to expand the rights in the project.

3. <u>Summary of financial information of the patient company according to the</u> balance sheet value method (in NIS 000s)

	As of December 31	
	2024 2023	
In the report on the financial situation companies included:		
Current assets	1,291	43,706
Non-current assets	74,262	20,115
Current liabilities	33,058	23,205
Non-current liabilities	32,012	32,960
Total capital	10,483	7,656

	For year ending December 31	
	2024	2023
The results of the operations of the co	mpanies include	d in the period:

The results of the operations of the companies included in the period:

482	893
269	(1,360)
(565)	(346)
(51)	(1,147)
	(565)

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 8 - Land Inventory:

A. Composed of:

	As of December 31		
	2024 2023		
	in NIS 000s	in NIS 000s	
Armon Hanatziv project (B below)	164	3,544	
Iceland project (C below)	1,628	978	
Ramla project (D below)	8,500	-	
Hasida project	214	214	
Motzkin project	92	92	
Yoseftal project	626	416	
Makor Hayim Project (E below)	1,998	-	
Other projects	8,381	2,287	
	21,603	7,531	

- B. Armon Hanatziv Project This is a construction evacuation (demolition-construction) project in the Armon Hanatziv neighborhood in Jerusalem, in the scope of hundreds of apartments.
- C. The Iceland project this is a demolition-construction project in the Kiryat Menachem neighborhood in Jerusalem, in the scope of hundreds of apartments.
- D. The Ramla project in June 2023 an agreement was signed with Barak Real Estate Ltd for transferring this company's rights in the Urban Renewal project in Ramla, in a total scope of 15 million shekels, to a company held by it, to a holding company at 50%. Based on the above consideration, the company is entitled, on the day of signing the contract to 8.5 million shekels and the balance of 6.5 million shekels to be paid subject to meeting the targets. In December 2023 a subsidiary company was established by the name of Meidar Urnab Renewal Building a Future (see Note 1(d) which in the future shall manage various projects related to urban renewal that are owned by the company. Barak Real Estate transferred its rights and obligations in the project to Meidar Urnab Renewal Building a Future.
- E. During the course of the reporting period, construction works began on the company's project within the scope of a combination transaction at the Keter project on Makor HaHayim Street in the Jerusalem to provides 22 residential units of which 12 are owned by the company.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 9 - Inventory of buildings under construction:

Composed of:

	As of December 31	
	2024	2023
	in NIS 000s	in NIS 000s
Cost of land for construction	17,279	11,769
Ancillary costs	5,111	2,350
	22,390	14,118

Note 10 - Real estate for investment under construction:

a. Composed of:

As of December 31		
2024 * 2023		
in NIS 000s	in NIS 000s	
18,600	18,600	
1,059	658	
-	268	
6,889	2,818	
953	5,457	
27,501	27,801	
	2024 in NIS 000s 18,600 1,059 - 6,889 953	

* Reclassified

2. Additional information:

Land at 178 Herzl St. corner of 1 Yaakov St., Rehovot:

The property is a plot of approximately 1,600 sq.m. on which an old 2-story building is built, which is a building for conservation, as well as an additional one-story building used for a variety of street shops. There is also a parking lot for vehicles. There are building rights on the land for a commercial floor, an office floor, and residential floors.

Notes to the Consolidated Financial Statements as of December 31, 2024

The proposed design of the project is a change in the Town Plan which will allow the construction of 2 basement floors, a commercial floor, an office floor, an additional office floor for the benefit of the municipality and 56 units.

In 2020 the company purchased 50% of the rights in the land as well as an irrevocable option to purchase 50% of the additional rights. In 2021 the company fully exercised the option and purchased the above rights.

3. The fair value of the property was presented based on an expert opinion.

	Furniture and equipment	Leasehold improvements	Computers	Vehicles	Purchase of rights	Total
Cost						
Balance at the						
beginning of the year	301	76	318	769	43	1,507
Extras	163	18	24	8	-	213
Balance at the end of						
the year	464	94	342	777	43	1,720
Accumulated depreciation Balance at the beginning of the year	34	8	135	94	-	271
Depreciation for the year	33	8	100	116	17	274
Balance at the end of the year	67	16	235	210	17	545
Reduced balance as of December 31, 2024	397	78	107	567	26	1,175
Reduced balance as of December 31, 2023	267	68	183	675	43	1,236

Note 11 - Fixed assets, net:

Composed of (in NIS 000s):

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 12 - Long-term loans:

a. Composed of:

As of December 31		
2024 2023		
in NIS 000s in NIS 0		
2,793	4,891	
206	206	
551		
3,550	5,097	
	2024 in NIS 000s 2,793 206 551	

b. Debt balance of a held company, whose ownership was transferred in 2023.

Note 13 - Short-term loans:

A. Composed of

As of December 31	
2024 2023	
in NIS 000s	in NIS 000s
20,633	20,476
6,244	3,593
26,877	24,069
	2024 in NIS 000s 20,633 6,244

B. The loan was arranged by Bank Leumi for the purpose of financing the purchase of the land and the repayment of current liabilities. According to the agreement with the bank, the loan will be extended until the approvals and permits for the construction of the project are received. The loan was given at an interest rate of 6.01% per year and against a first-degree lien and without limit in amount on all the subsidiary's (Meidar Lev Ha'ir) rights in the land.

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 14 - Creditors & credit balances:

	As of Dece	As of December 31		
	2024	2023		
	in NIS 000s	in NIS 000s		
Employees	165	84		
Institutions due to employees	131	92		
Expenses payable	60	* 60		
Other creditors	143	* 205		
	499	441		

* Reclassified

Note 15 - Long-term loans:

a. Composed of:

	As of December 31		
	2024	2023	
	in NIS 000s	in NIS 000s	
Credit from a banking corporation	314	562	
Credit from others (B)	77,482	40,251	
From related parties (C)	17,385	3,774	
	95,181	44,587	

- b. The loans bear interest at rates between 4% 12% for varying periods of 4 years or according to the progress of a specific project.
- c. The interest rate stands at 10.35% based on an expert opinion, in accordance with the fair value according to the provisions of IFRS 7, as mentioned in Note 2(19).

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 16 - Share capital:

		As at December 31, 2023 & 2024
	Registered	Issued and paid up
Ordinary shares, each of NIS 0.1 nominal value	100	10

Note 17 - Administrative and general expenses:

Composed of:

	For year ending December 31	
	2024 2023	
	in NIS 000s	in NIS 000s
Labor and ancillary costs	264	1,480
Professional services	1,882	736
Travel abroad	182	175
Management fees	1,676	1,602
Taxes and fees	44	64
Depreciation	729	525
Car rental and maintenance	384	196
Further training	60	90
Office and maintenance	523	314
Advertising	240	-
Refreshments, gifts, and donations	116	65
Others	137	1,180
	6,236	6,427

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 18 - Financing expenses and income:

Composed of:

	For year ending December	
	31	
	2024	2023
	in NIS 000s	in NIS 000s
Financing income:		
From related parties	2,617	2,008
From bank corporations	8	103
Exchange rate differentials	438	-
Interest from others	559	443
	3,622	2,554
Financial expenses:		
Bank commissions	50	54
Loans interest	2,516	1,182
Related parties	1,195	1,090
Exchange rate differentials	111	276
Other financing expenses	1,444	1,486
	5,316	4,088

Note 19 - Income taxes:

Composed of:

	For year ending December 31	
	2024 2023	
	in NIS 000s	in NIS 000s
Current taxes	-	-
Deferred taxes	684	309
	684	309

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 20 - Net profit per share:

Details of the number of shares used in the calculation of losses per share from continuing operations.

		For year ending December 31 Profit attributable to the company's shareholders	
	Weighted No. of shares	2024	2023
		in NIS 000s	in NIS 000s
For purposes of calculating basic loss	100	(6,212)	(426)
Effect of potential diluting shares	-	-	-
For purposes of calculating diluted loss	100	(6,212)	(426)

Note 21 - Liens and pending obligations:

A capital lien on Meidar shares in the Station Ltd. Corp. No. 516247251 held by the company, including the rights arising from the above shares, including rights to receive receipts and/or income and/or dividend and/or monetary value, in favor of Barak Tama Yam Suf 8 Ltd., corp. No. 515600245.

Note 22 - Balances and transactions with related parties:

1. <u>Remuneration of senior officers</u>

For the year ending December 31

	2024	2023
Salary of controlling owners of the company	399	728
Number of people for whom the remuneration refers	3	4

Notes to the Consolidated Financial Statements as of December 31, 2024

Note 22 - Balances and transactions with related parties: (contd.)

2. Balances with related parties

	To the 31st of December	
	2024	2023
Loans received from related companies	17,385	14,313
Loans given to related companies	31,234	13,257
3. <u>Transactions with related parties</u>		
	To the 31st of December	
	2024	2023
Management fee services - D below	1,914	1,362

- 4. <u>The company entered into an agreement for the provision of management fee</u> <u>services.</u>
 - On October 3, 2021, the company signed an agreement to provide management services to affiliated companies Weizman Dormitory Ltd., corp. No. 515977106 and Had'kalim Real Estate and Investments Ltd., corp. No. 515976777.

Management services were provided as of 6/2020 for a project to build student dormitories and commerce, at 56 Derech Yavne Street in Rehovot, known as Block 30702 Parcels 151 & 152.

The companies are companies controlled by the company's shareholders and each of the companies will pay management fees in the amount of NIS 51,500 per month, the management fees will be paid retroactively from the date the services begin.

 The company entered into an agreement for providing management services to the related companies Meidar Lev Ha'ir Ltd. corp. No. 516244159 and Meidar Lev Rehovot Ltd. corp. No. 516624681.

Notes to the Consolidated Financial Statements as of December 31, 2024

The management services are provided for residential and commercial projects at 178 Herzl Street at the corner of 1 Yakov Street in Rehovot known as Block 3703 Parcel 169 (hereinafter, Lev Ha'ir), and at 196 Herzl Street in Rehovot known as Block 3703 Parcel 761 (hereinafter: Lev Rehovot).

According to the agreement, the company is entitled to management fees at the rate of 3% on direct construction cost as presented in the feasibility reports for the projects totaling NIS 8.7 million spread over the project life from Meidar Lev Ha'ir and totaling NIS 12 million spread over the project life from Meidar Lev Rehovot Ltd.

Appendix A to the Financial Statements

List of held corporations:

Company name	Holding company	Holding company place of registration	Controlling interest and ownership of the company at the report date	Method of presenting the financial statements
Meidar Lev Ha'ir Ltd.	Meidar Ganay Eden Ltd.	(Company registered in Israel)	88%	Consolidated
Meidar Gani Eden Finance GMBH	Meidar Ganay Eden Ltd.	(Company registered abroad)	100%	Consolidated
Urban Renewal	Meidar Ganay Eden Ltd.	(Company registered in Israel)	100%	Consolidated
The Six Towers	Meidar Ganay Eden Ltd.	(Company registered in Israel)	100%	Consolidated
Meidar at the Station Ltd.	Meidar Ganay Eden Ltd.	(Company registered in Israel)	50%	Consolidated
Meidar Lev Rehovot Ltd.	Meidar Ganay Eden Ltd.	(Company registered in Israel)	50%	Consolidated