

## **Deoleo, S.A. and subsidiaries**

### **V. EXPLANATORY NOTES ACCOMPANYING THE INTERIM FINANCIAL STATEMENTS**

#### **1. Summary of significant accounting policies**

##### **A. Interim separate financial statements**

The accounting criteria used to draw up these interim separate financial statements are those set down in Spain's General Accounting Plan (Spanish GAAP), enacted by means of Royal Decree 1514/2007, which took effect on 1 January 2008.

##### **B. Interim consolidated financial statements**

The accounting criteria used to draw up the interim consolidated financial statements are the International Financial Reporting Standards adopted to date by the European Union (IFRS-EU). Note that those standards were applied in a uniform manner with respect to the annual consolidated financial statements for the year ended 31 December 2024.

#### **2. Going concern**

The Parent's directors have prepared and authorised the interim separate and consolidated financial statements for 2025 on a going-concern basis.

As indicated in note 11-VIII, on 19 March 2025, the Group executed a senior facilities agreement in the amount of 160,000 thousand euros with a series of financiers in order to: (i) refinance all of its loans, which totalled 160,096 thousand euros and included current debt due in June 2025 in the amount of 78,096 thousand euros; and (ii) extend the maturity of the Group's borrowings to March 2029. Execution of the Financing fully guarantees the Group's financial stability and evidences the continued support of the Group's main shareholders.

The Parent's directors believe that the Group will be able realise its assets and discharge its liabilities in the normal course of business, i.e., at the amounts and within the terms at which they are recognised on the accompanying consolidated statement of financial position at 31 December 2025.

#### **3. Transaction cyclicity or seasonality**

The business activities of the various entities comprising the Deoleo Group, taken together and for the current reporting period, are not materially seasonal or cyclical, which means that its recurring operating earnings were generated evenly over the period.

#### **4. Critical accounting estimates and judgements**

The preparation of the interim consolidated financial statements requires the Parent's management to make significant accounting judgements, estimates and assumptions. Those judgements, estimates and assumptions are the same as those applied in the last set of annual consolidated financial statements.

Certain new accounting standards took effect in 2025 and were accordingly considered in preparing these interim consolidated financial statements; they did not imply any changes in the Group's accounting policies.

The Group intends to apply the new standards, interpretations and amendments issued by the IASB whose application is not mandatory in the European Union when they are effective, to the extent applicable to the Group. Although the Group is still in the process of analysing their impact, based on the analysis performed to date, it estimates that their initial application will not have a significant impact on its interim consolidated financial statements.

### Climate-related aspects

Climate change is one of the most pressing issues facing our planet and society today. Its effects are materialising primarily in the form of rising temperatures, increasingly unpredictable weather events and a growing scarcity of natural resources. Although the Deoleo Group does not own any olive mills or groves, the effects of climate change materialise in its value chain. That ultimately implies a risk for our business, as we rely on our suppliers for a constant supply of high-quality vegetable oil. We have identified regulatory changes and rising energy costs as the main risks associated with climate change.

In preparing its financial information, the Deoleo Group has considered the possible implications of climate change in terms of financial risks. Specifically, it factored those considerations into its asset impairment tests (possible increase in costs or variability in demand), assessment of its assets' useful lives, estimation of provisions and contingent liabilities (as a result of possible fines or sanctions for legal or regulatory breaches) and its estimation of expected credit losses for its accounts receivable and other financial assets. That analysis did not indicate any relevant existing or foreseeable financial impacts for the Group which are not being adequately managed or planned for.

### Macroeconomic environment

The Group has assessed the potential impact of the prevailing macroeconomic environment and checked for possible indications of impairment derived from the imposition of import tariffs by the United States, which increase the cost of imported goods and reduce the competitiveness of the Group's products in that market.

As at the date of authorising these interim consolidated financial statements for issue, there have been no material adverse effects on the estimates used from time to time. However, the Parent's directors and management are monitoring the situation and events constantly with a view to mitigating any potential impacts.

## **5. Provisions and contingent assets and liabilities**

Notes 12.5 and 18.2 of the Group's consolidated financial statements for the year ended 31 December 2024 and note 10.2 of the condensed consolidated interim financial statements for the six months ended 30 June 2025 provide disclosures in respect of the Group's contingent assets and liabilities as of those reporting dates.

The most significant changes arising in 2025 related to the tax inspections in Italy, as outlined further on in this note.

### **Warrants**

For a description of this contingent liability, the reader is referred to note 18.2 of the Group's consolidated financial statements for the year ended 31 December 2020.

As was the case last year, the Parent's directors deem that as at 31 December 2025, the information available is insufficient to determine the fair value of this commitment, as its intrinsic value is zero and the probability of a sale and its possible date cannot be determined. Against that backdrop, they have decided to carry the warrants at zero and to review that judgement on future reporting dates in light of the trends in the different variables that affect their valuation.

### **Long-Term Incentive Plan**

For a description of this contingent liability, the reader is referred to note 18.2 of the Group's consolidated financial statements for the year ended 31 December 2020.

As was the case last year, the Parent's directors have concluded that as of 31 December 2025, the employee benefits expense to be accrued cannot be determined: the information available is deemed insufficient to determine the fair value of this commitment as the probability of a sale and its possible date cannot be determined. Against that backdrop, they have decided to carry the related contingent liability at zero and to review that judgement on future reporting dates in light of the trends in the different variables that affect its valuation.

Below is an update regarding ongoing claims and inspections affecting the Group:

### **Tax inspections in Italy**

In 2014, the Milan 2 and Pavia customs offices notified Carapelli Firenze, S.p.A. (Carapelli) of the commencement of notification proceedings relating to the inward processing system (IPS), whereby all the IPS authorisations and transactions issued from 2010 to 2012 were rendered null and void and seeking payment of 72.4 million euros, including customs duties, VAT, interest and penalties. Of that total, the Group settled 4,459 thousand euros in prior years and negotiated the suspension of the payment of the remainder. Between 2015 and 2017, the Group obtained a number of rulings covering all of the amounts sought upholding the appeals filed by the Group and overturning the assessments handed down; those rulings were, however, then appealed. In 2018, the Group obtained a favourable ruling but the opposing side appealed it in 2019. In 2022, the Group was reimbursed the 4,459 thousand euros paid in prior years. In 2023, Italy's appellate court (*Corte de Cassazione*) sent the matter back to the courts of second instance seeking clarification around certain aspects.

In 2024, as notified to the securities market regulator in an Inside Information filing on 21 November 2024, the court of second instance handed down an unfavourable ruling on that appeal and the Company received the related payment letter seeking 64.7 million euros on 27 February 2025. In February 2025, Carapelli lodged an appeal before Italy's appellate court (*Corte de Cassazione*). It requested suspension of payment of the amount claimed before both the Customs Office (administrative route) and the competent courts (judicial route), also asking the Customs Office to defer the payment. Although the Group believed it had solid arguments for successfully defending its legal position, considering the complexity of the case, and the uncertainty generated in the wake of this first unfavourable ruling from the court of second instance, it decided to recognise a provision for the full amount of the claim in 2024, therefore recognising a liability of 60.8 million euros (the total amount, net of the corresponding input VAT) and an asset of €12.7 million (corresponding to the claim generated by the tax impact).

The breakdown of that provision was:

	Thousands of euros
Customs duties	41,047
Fines	14,374
Interest cost	5,422
	<b>60,843</b>

On 27 March 2025, the Group was authorised to defer the payment over 72 monthly instalments. In addition, on 16 June 2025, it was agreed to suspend part of the payment being sought, specifically 23,072 thousand euros (the amount corresponding to VAT, fines and interest).

Upon receipt of the payment letter from Italy's inland revenue service (*Agenzia delle Entrate-Riscossione*), it was decided to transfer the amount that had been deferred to trade and other payables, leaving the amount suspended - 19,214 thousand euros (the total amount suspended net of the amount of reimbursable VAT) - within "Provisions".

The breakdown of the liabilities recognised in this respect is shown below:

	Thousands of euros	
	31 Dec. 2025	31 Dec. 2024
<b><u>Non-current liabilities</u></b>		
Provisions	19,214	60,843
Other non-current payables	30,110	-
<b><u>Current liabilities</u></b>		
Trade and other payables	6,288	-
	<b>55,612</b>	<b>60,843</b>

The amount of the claim pending payment at 31 December 2025, without including the interest accruing on the balances deferred, stands at 36,398 thousand euros (30,110 thousand euros within non-current payables and 6,288 thousand euros within current payables); including late payment interest, the balance rises to 41,084 thousand euros. In 2025, the Group paid nine instalments totalling 6,450 thousand euros, including 1,192 thousand euros of late payment interest, which is recognised under "Finance costs" in the consolidated statement of profit or loss for the year ended 31 December 2025.

### **Other tax inspections**

In accordance with prevailing Spanish tax legislation, tax returns cannot be considered final until they have been inspected by the tax authorities or until the four-year inspection period has elapsed. At 31 December 2025, the Spanish entities had their tax returns open to inspection for the last four years in respect of all major applicable taxes.

With respect to the Group companies not resident in Spain for tax purposes, the following inspections are ongoing: Deoleo India, Private Ltd.: income tax for 2023-2024, transfer prices for 2023-2024 and GST (VAT) for 2017-2018 to 2023-2024.

The Parent's directors consider that all applicable taxes have been duly paid so that even in the event of discrepancies in the interpretation of prevailing tax legislation with respect to the treatment applied, the resulting potential tax liabilities, if any, would not have a material impact on the accompanying interim separate and consolidated financial statements.

### **Quality claims**

Between 2021 and 2023, certain provisional assessments were received from the Italian customs authorities derived from discrepancies between the reported oil quality and the results of samples taken by the inspection authorities. The Group filed the corresponding defence arguments in an attempt to have the proceedings seeking settlement of 1,402 thousand euros dismissed. In 2025, the Group recognised a provision for this amount.

## **6. Changes in the Group's composition**

There were no changes in the Group's composition in 2025.

## **7. Dividends paid**

The Company did not pay any dividends during the reporting period.

## **8. Segment reporting**

Note 11 of Chapter IV of the Six-Monthly Financial Report for the second half of 2025 provides information about the Group's business activities. The operating segments identified by the Group are:

- Spain
- Italy
- North America
- Northern Europe
- Asia Pacific and MEA
- Latin America
- Operations

## **9. Events after the reporting period**

No other significant events have occurred between year-end and the date of authorising these financial disclosures for issue that have not been disclosed in these notes.

## **10. Related-party transactions and balances**

Note 14 of Chapter IV of the Six-Monthly Financial Report for the second half of 2025 provides information about the related-party transactions arranged in 2024.

The transactions performed with significant shareholders, directors and other related parties were as follows:

	Thousands of euros	
	2025	2024
<b>Expenses:</b>		
<b>Purchase of services</b>	<b>2,418</b>	<b>2,282</b>
<b>Finance costs:</b>		
On borrowings	297	808
Derived from the Italian Tax Contingency:		
- On the A and B Notes	3.834	-
- On the 2025 Notes	429	-
<b>Total finance costs</b>	<b>4,560</b>	<b>808</b>
	<b>6,978</b>	<b>3,090</b>

"Purchase of services" relates mainly to work associated with product marketing, promotion and distribution services.

The finance costs incurred on loans relate to the loan extended by financial institutions that were in turn shareholders of the subsidiary, Deoleo Holding, S.L. Since execution the new senior facilities agreement on 19 March 2025, none of Deoleo Holding, S.L.'s lenders are also shareholders.

As detailed in note 11-VIII, the provision of the Shareholder Commitment by one of the shareholders (Ole Investments, B.V.) to Deoleo Holding, S.L. and the issuance of Class A Notes to Ole Investments, B.V. constitute related party transactions and as such were approved by the Parent's Board of Directors, on the basis of a favourable report from its Audit and Control Committee, on 26 February 2025.

In addition, under the scope of the Shareholder Commitment, the vehicles managed by CVC Capital Partners and by Alchemy Special Opportunities LLP (Alchemy) agreed to grant each other Call Options over the shares held in Deoleo Holding in order to ensure that both parties would honour their respective obligations. Specifically, if either one of them were to breach their obligations, the other shareholder could inject the funds not contributed by the shareholder in breach and could, in that event, exercise its Call Option over the shares of the shareholder in breach in Deoleo Holding at a predefined price. The grant of the Call Option by one of the shareholders (Ole Investments, B.V.) over its shares in Deoleo Holding, S.L. to Alchemy constituted a related party transaction and as such was approved at the Parent's Annual General Meeting on 4 June 2025.

As a result of the above related-party transactions, at year-end, the Group had the following balances receivable from and payable to related parties:

	Thousands of euros	
	31 Dec. 2025	31 Dec. 2024
<b>Bank borrowings:</b>		
Non-current	-	(8,751)
Current	-	-
<b>Non-current subordinated borrowings from related parties:</b>		
Derived from the Italian Tax Contingency	(7,024)	-
2025 Notes(*)	(5,419)	-
<b>Trade and other payables:</b>		
Trade payables	(7)	(209)

(\*) Figure corresponding to the amount of the principal issued (5,000 thousand euros) plus the provision for interest accrued but not including the note arrangement costs pending amortisation (318 thousand euros) (Note 11-VIII).

At 31 December 2024, bank borrowings in the table above related to the portion of the loans provided by entities that, in turn, owned 49.004% of the Group company, Deoleo Holding, S.L. At 31 December 2025, those bank borrowings having been cancelled, there were no lender banks that were also shareholders of Deoleo Holding, S.L.

The non-current balances with related parties correspond to the liabilities, with subordinated status, associated with the Commitment Fee and funding for the Italian Tax Contingency payments outlined in note 11-VIII, broken down as follows:

	Thousands of euros		
	<b>Liabilities: A &amp; B Notes</b>	<b>Liabilities: 2025 Notes</b>	<b>Total</b>
<b>Ole Investments, BV.</b> <sup>(1)</sup>	1,807	5,164	<b>6,971</b>
<b>Funds controlled by Alchemy Special Opportunities (Guernsey) Limited</b> <sup>(2)</sup>	5,217	-	<b>5,217</b>
<b>Other minority shareholders</b> <sup>(3)</sup>	-	255	<b>255</b>
	<b>7,024</b>	<b>5,419</b>	<b>12,443</b>

(1) A company 100%-owned by CVC Capital Partners VI Limited. Owns 56.96% of the Parent, Deoleo, S.A.

(2) Funds controlled by Alchemy Special Opportunities (Guernsey) Limited (Alchemy) hold 40.99% of the equity of Deoleo Holding, S.L.

(3) Minority shareholders of the Parent, Deoleo, S.A.

The Group Parent did not receive any dividends from its subsidiaries in either 2025 or 2024. Group subsidiary Deoleo Global, S.A.U. received 8,052 thousand euros in dividends from its subsidiaries in 2025 (6,031 thousand euros in 2024).

## **11. Qualitative and quantitative information about the changes in the Group's assets and liabilities**

### **I. Discontinued operations**

No operations were classified as discontinued in either 2025 or 2024.

### **II. Property, plant and equipment**

Capital expenditure in the olive oil business amounted to 4,424 thousand euros in 2025 (2024: 3,128 thousand euros) and was earmarked mainly to modernising and upgrading the Alcolea (Cordoba, Spain) and Tavarnelle (Italy) factories. The Group also recognised certain right-of-use assets related with office and vehicle leases in the amount of 2,897 thousand euros (2024: 1,273 thousand euros).

Property, plant and equipment depreciation charges amounted to 5,092 thousand euros in 2025 (2024: 5,201 thousand euros).

### **III. Goodwill and other intangible assets**

The main changes in 2025:

- Amortisation charges for the year totalling 4,212 thousand euros corresponding to the Bertolli customer portfolio (2024: 4,212 thousand euros).
- Capital expenditure of 594 thousand euros, corresponding to software and computer programme licences (2024: 680 thousand euros).
- The Company tested the Group's non-financial fixed assets (property, plant and equipment, intangible assets and goodwill) for impairment at 31 December 2025.

#### **Impairment tests**

Even if there are no indications of impairment, given that the Group has intangible assets with indefinite useful lives and goodwill, at every year-end it tests those assets for impairment to check whether their recoverable amount has fallen below their carrying amount.

To test the non-financial assets for impairment, the Group's management used the annual budget approved for 2026 and the projections for 2027-2030.

The Parent engaged the services of an independent expert (PricewaterhouseCoopers Asesores de Negocios, S.L.) to perform the valuation work needed for impairment testing purposes. That expert's work focused on:

- (i) Valuing the Group's trademarks by each CGU, using the relief-from-royalty method. For the purposes of the above-mentioned valuation work:

- a. The fair value of the trademarks for each CGU was derived from the revenue projections and a series of sales volume sensitivities estimated for each trademark in each country.
  - b. In order to estimate a specific royalty for each trademark per CGU, the following inputs were used: (i) the trend in revenue; (ii) the trend in the EBITDA margin; (iii) product types; (iv) market positioning; and (v) number of operating regions.
  - c. Unique discount and growth in perpetuity rates (“g”) were then generated for each trademark per CGU, depending on where the corresponding revenue is generated.
- (ii) Estimation of the recoverable amounts of the various CGUs to which the Group has allocated its goodwill and to which it similarly allocates the rest of its intangible assets (mainly trademarks), in keeping with IAS 36, then enabled the Parent to assess whether the carrying amounts of its CGUs are sufficiently substantiated. The Group also ran sensitivity analyses, varying the key inputs underpinning the financial projections, namely the sales volume, revenue, gross margin and marketing expense assumptions.

The main assumptions used to perform the impairment tests:

31 December 2025						
Cash-generating units	Discount rate (after-tax WACC)	Discount rate (pre-tax WACC)	Average growth rate, g	Average growth in gross profit	EBITDA CAGR	Terminal value as a percentage
Spain	7.4%	9.1%	2.0%	4.6%	17.6%	111.3%
Italy	8.0%	9.8%	2.0%	10.4%	N/A	86.4%
Northern Europe	6.9%	9.0%	1.9%	(3.0%)	(16.0%)	72.8%
North America	6.9%	8.4%	2.2%	2.1%	(0.02%)	77.0%
Asia Pacific and MEA	8.1%	9.9%	3.1%	4.9%	(1.1%)	81.8%
Latin America	9.2%	12.8%	3.5%	(2.1%)	(9.8%)	66.5%
Operations	7.7%	10.3%	2.0%	25.0%	18.0%	69.0%

Note: the average growth in gross profit and EBITDA CAGR are those estimated from year-end 2025 to 2030. Where 2025 EBITDA is negative, it was not possible to calculate the compound average growth rate.

The average rate of growth modelled by the Group in 2025 was 2.3% (2024: 2.4%).

Based on the independent expert's conclusions regarding the value of its trademarks by CGU and the estimated recoverable amounts of the CGUs, the Group performed its impairment tests following the process summed up in note 4.4 of the Group's annual consolidated financial statements for 2024.

The Parent's directors believe that business and asset valuations are not an exact science, but rather a simulation exercise based on experience that requires the use of assumptions that contain a certain amount of subjectivity. Based on the impairment testing inputs received from the above-mentioned experts, the Parent's directors believe that the conclusions obtained are reasonable and adequate.

The breakdown by CGU at 31 December 2025 of the carrying amount of the assets (before the recognition of impairment), their recoverable amounts and the resulting headroom or impairment loss, is as follows:

	Thousands of euros							
	Spain	Italy	Northern Europe	North America	APAC-MEA	Latin America	Operations	Total
Net fixed assets	71,813	49,249	81,246	140,534	23,960	13,996	42,512	423,310
Goodwill	-	-	-	-	9,455	-	6,912	16,367
Working capital	(13,858)	1,931	(4,331)	33,511	4,683	9,136	47,692	78,764
<b>Total net assets - opening</b>	<b>57,955</b>	<b>51,180</b>	<b>76,915</b>	<b>174,045</b>	<b>38,098</b>	<b>23,132</b>	<b>97,116</b>	<b>518,441</b>
Fair value	28,184	20,399	82,598	183,567	141,835	32,811	100,156	589,550
Costs to sell	(282)	(204)	(826)	(1,836)	(1,418)	(328)	(1,002)	(5,896)
<b>Recoverable amount</b>	<b>27,902</b>	<b>20,195</b>	<b>81,772</b>	<b>181,731</b>	<b>140,417</b>	<b>32,483</b>	<b>99,154</b>	<b>583,654</b>
<b>Potential headroom/(impairment)</b>	<b>(30,053)</b>	<b>(30,985)</b>	<b>4,857</b>	<b>7,686</b>	<b>102,319</b>	<b>9,351</b>	<b>2,038</b>	<b>65,213</b>
Net (impairment) applied to goodwill	-	-	-	-	-	-	-	-
Net headroom/(impairment) applied to the trademarks	(321)	(201)	2,899	7,143	2,904	4,354	N/A	16,778
<b>Net headroom/(impairment) applied</b>	<b>(321)</b>	<b>(201)</b>	<b>2,899</b>	<b>7,143</b>	<b>2,904</b>	<b>4,354</b>	<b>N/A</b>	<b>16,778</b>

As a result of the impairment tests, the Group reversed previously recognised impairment losses against its trademarks by 22,320 thousand euros (16,778 thousand euros net of the tax effect) in 2025. The gain derived from that reversal was recognised under "Other operating income" in the consolidated statement of profit or loss for 2025, while the tax impact, of 5,602 thousand euros, was recognised under "Income tax" in the consolidated statement of profit or loss for 2025.

The breakdown by CGU:

	Thousands of euros						
	Spain	Italy	Northern Europe	North America	APAC-MEA	Latin America	Total
Goodwill	-	-	-	-	-	-	-
Trademarks	(428)	(279)	3,872	9,526	3,882	5,807	<b>22,380</b>
<b>Gross reversal/(impairment)</b>	<b>(428)</b>	<b>(279)</b>	<b>3,872</b>	<b>9,526</b>	<b>3,882</b>	<b>5,807</b>	<b>22,380</b>
Tax effect	107	78	(973)	(2,383)	(978)	(1,453)	<b>(5,602)</b>
<b>Net reversal/(impairment)</b>	<b>(321)</b>	<b>(201)</b>	<b>2,899</b>	<b>7,143</b>	<b>2,904</b>	<b>4,354</b>	<b>16,778</b>

At 31 December 2025, the carrying amount of the Group's trademarks, having recognised the effects of the impairment tests performed during the year, stood at 446,881 thousand euros.

	Thousands of euros			
	Carrying amount before impairment tests	Reversal/(impairment) as a result of tests	Carrying amount at 31 Dec. 2025	Fair value at 31 Dec. 2025
<b>Trademarks</b>	<b>424,501</b>	<b>22,380</b>	<b>446,881</b>	<b>503,975</b>

The assumptions used to determine the above-listed fair values are aligned with those used to value the CGUs. The royalty rates used ranged between 3% and 5.5%.

#### IV. Inventories

The breakdown of this consolidated statement of financial position heading is as follows:

Inventories	Thousands of euros	
	31 Dec. 2025	31 Dec. 2024
Goods held for resale	6,567	5,259
Raw materials and other consumables	39,880	36,227
Work in progress	19,134	11,454
Finished goods	85,831	96,117
	151,412	149,057
Impairment losses	(1,356)	(1,272)
	<b>150,056</b>	<b>147,785</b>

At 31 December 2025, the Group was contractually committed to the purchase of 30,405 thousand euros of inventories (year-end 2024: 32,247 thousand euros).

#### V. Trade and other receivables

The breakdown of this consolidated statement of financial position heading is as follows:

	Thousands of euros	
	31 Dec. 2025	31 Dec. 2024
Trade receivables	23,123	60,369
Other receivables	14,792	11,798
	<b>37,915</b>	<b>72,167</b>
Current tax assets	1,738	788
	<b>39,653</b>	<b>72,955</b>

#### VI. Non-current assets held for sale

In 2025, the Group sold a series of assets for 43 thousand euros, recognising a loss of 11 thousand euros under "Other operating expenses" in the statement of profit or loss for the year.

The Group is actively pursuing the sale of the above-listed assets and the Parent's directors believe the sales will be closed within 12 months after the reporting date. These assets meet the accounting requirements for classification as non-current assets held for sale.

#### VII. Equity

The breakdown of and movements under equity are disclosed in note 8, "Consolidated statement of total changes in equity", in Chapter IV of the Six-Monthly Financial Report for the second half of 2025.

At 31 December 2025 and 2024, the Parent's share capital was represented by 500,000,004 shares, with a unit par value of 0.2 euro cents, all of which were fully subscribed and paid and represented by book entries.

##### Own shares

The Parent did not buy or sell any own shares in 2025.

At 31 December 2025, the Parent did not hold any own shares as treasury stock.

##### Translation differences

The breakdown and reconciliation of the opening and closing translation difference balances:

	Thousands of euros
<b>Balance at 31 Dec. 2024</b>	<b>(7,634)</b>
Differences arising from translation of the financial statements of foreign operations	(3,987)
Translation differences corresponding to non-controlling interests	1,953
<b>Balance at 31 Dec. 2025</b>	<b>(9,668)</b>

## VIII. Non-current financial liabilities

### Bank borrowings

At 31 December 2025, this heading reflects the senior facilities agreement entered into by the Group on 19 March 2025 for up to 160 million euros (the "Financing").

The proceeds from the Financing, which has been assessed to constitute a new financial liability for the purposes of IFRS 9, were used to fully cancel (i) the junior and senior facilities agreements dated 24 June 2020, later amended on 22 February 2023, and (ii) the super senior working capital facility arranged on 10 May 2024, which between them amounted to 160,096 thousand euros. The costs of arranging the facilities cancelled, and the amount recognised under "Loan remeasurement following modification", which stood at 750 thousand euros and 2,070 thousand euros, respectively, at 31 December 2024, were transferred to profit or loss, specifically to "Finance costs", in the consolidated statement of profit or loss for 2025.

In addition, the carrying amount of the loans were also adjusted for the costs and fees associated with the new Financing, in the amount of 13,344 thousand euros, which will be amortised over the remaining term of the loans. The amount of loan origination costs recognised under "Finance costs" in the consolidated statement of profit or loss for 2025 was 2,502 thousand euros.

The senior facilities agreement was arranged by the Group with a pool of creditors under English law (the "Senior Facilities Agreement"). The borrower under the Senior Facilities Agreement is Deoleo Financial Limited, an English company.

The main terms and conditions of the Facilities Agreement:

i. Tranches, interest rates and repayment:

<b>Tranches</b>	(Thousands of euros) <b>Principal</b>	<b>Interest (*)</b>	<b>Repayment</b>
Super Senior Revolver	35,000	Euribor + 6.25%	At maturity (bullet)
First lien (senior)	60,000	Euribor + 6.75%	3 million euros six-monthly and the remainder at maturity (bullet)
Second Lien	65,000	Euribor + 10.75%	At maturity (bullet)
<b>Total</b>	<b>160,000</b>		

(\*) There is a Euribor floor of 2.5% for all tranches.

The Super Senior Revolver tranche was fully undrawn at 31 December 2025. The Group has already repaid the first 3,000 thousand euro six-monthly instalment of the first lien (senior) tranche and the sum of 6,000 thousand euros has been classified within current borrowings, reflecting the six-monthly payments due in June and December 2026.

ii. Maturity: Four years from the Financing closing date.

iii. Repayment schedule: The tranches are repayable as set out in the table above, unless prepaid. The tranches can be refinanced without penalties or premiums from one year from the Financing closing date.

iv. Covenants:

- At each year-end and quarterly, the Deoleo Group must provide a Compliance Certificate attesting, primarily, to the following:

(i) Compliance with two ratios:

- a. Leverage. Compliance with a ratio of net debt-to-EBITDA, which cannot exceed five times.
- b. Maintenance of a minimum liquidity buffer: the Deoleo Group's liquid assets (i.e. cash and cash equivalents) must not fall below 15,000 thousand euros during a period of 20 consecutive days or more.

Note that compliance with the leverage ratio is verified quarterly and compliance with the liquidity buffer is verified monthly.

- (ii) The amount of cash and cash equivalents, as defined in the loan agreements.
  - (iii) The non-occurrence of any of the default events defined in the loan agreements.
  - (iv) The Group companies that constitute the "Material Companies" for the purposes of the Financing guarantee scheme.
  - (v) Compliance with the Coverage Test: certification that the aggregate of the EBITDA, total assets and revenue of the so-called "Material Companies" (excluding intercompany balances and transactions and investments in Group companies) exceeds 85% of the sum of the EBITDA, total assets and revenue of the consolidated Group.
- At each year-end, the Deoleo Group must prepay the following amounts of the senior loan:
    - i. The net amount of asset sales in excess of 2.5 million euros individually or of 5 million euros together with other assets sold.
    - ii. 100% of the cash and cash equivalents of the guarantor firms that, at each year-end, exceeds 60 million euros.
  - The agreement entails a series of 'musts' or positive covenants and 'must nots' or negative covenants related with the business. They are designed to provide a degree of control over the management of the Deoleo Group's business and to safeguard its creditworthiness, such that the key business metrics remain within the ranges contemplated when the banks decided to extend the Financing.
 

The negative covenants include restrictions on the encumbrance of assets, on capital expenditure, on the assumption of additional borrowings and on asset sales.

There are also restrictions on the distribution of funds and making of payments to shareholders in the form of dividends or other forms by the subsidiaries of Deoleo, S.A., i.e., Deoleo Holding, S.L., Deoleo UK, Ltd. and Deoleo Financial, Ltd, except in certain specific and highly limited circumstances carved out essentially so that Deoleo, S.A. can cover ordinary expenses such as fees related with the audit of its financial statements and the costs of running the Board of Directors. The above-mentioned restrictions apply until the Financing is fully repaid, a milestone scheduled for 2029.
- v. Guarantors and collateral: The package of collateral and personal guarantees is substantially identical to the previous package of collateral and personal guarantees.
- To secure the obligations assumed under the Financing, the Group has extended the lenders the following guarantees:
    - a. Deoleo Financial, Ltd. is the borrower and Deoleo UK, Ltd., Deoleo Global, S.A.U., Carapelli Firenze, S.p.A., Deoleo USA, Inc., Deoleo Canada, Ltd., Deoleo Deutschland, GmbH., Deoleo, B.V., Deoleo Belgium, B.V. and Deoleo Comercial México, S.A. de C.V. are the guarantors.
    - b. Personal guarantees from all relevant Group companies (including Deoleo, S.A.) and pledges over the shares of the main Group companies.
    - c. Pledge over the assets of Deoleo USA Inc. and Deoleo Canada, Ltd.
    - d. Pledges over the cash pooling accounts in the UK, US and Spain.
    - e. A pledge agreement over the inventories of Deoleo Global, S.A.U.

In the opinion of the Parent's directors, at 31 December 2025, the Group was compliant with all of its covenants, as applicable. Further, they believe there are no foreseeable developments that could have an adverse impact on its ability to comply with them over the next 12 months.

Execution of the Financing fully guarantees the Group's financial stability and evidences the continued support of the Group's main shareholders.

### **Non-current subordinated borrowings from related parties**

The breakdown of this heading:

	Thousands of euros
	<b>31 Dec. 2025</b>
Liabilities associated with the Commitment Fee and the funding for the Italian Tax Contingency payments 2025 Notes	7,024 5,101
<b>Total</b>	<b>12,125</b>

#### **Shareholder Commitment**

Completion of the Financing was subject to the provision of a commitment (the "Shareholder Commitment") by the main direct and indirect shareholders of the subsidiary, Deoleo Holding, S.L. ("Deoleo Holding"), to provide the funds needed to allow the Group to cover the potential amounts for which Group subsidiary Carapelli Firenze S.p.A. ("Carapelli") could be liable with respect to the tax contingency outlined in note 5 (the "Italian Tax Contingency"). The Shareholder Commitment was required by the Group's financial creditors as a prerequisite to agreeing to the Financing. The documentation implementing the Shareholder Commitment was executed on 19 March 2025 by the Group's main shareholders, namely the funds and vehicles managed and/or advised by CVC Capital Partners and Alchemy Special Opportunities LLP.

The maximum amount to be contributed by Deoleo Holding's direct and indirect shareholders under the scope of the Shareholder Commitment is 89 million euros.

As consideration for the obligations assumed by the main direct and indirect shareholders of the Group under the Shareholder Commitment, Deoleo Holding has created two classes of debt instruments (the Class A Notes and the Class B Notes, together, the "Notes"). The Notes are structurally subordinate to the debt incurred under the Financing but senior to Deoleo Holding's current and future own funds.

Specifically, the Class A Notes accrue an annual Commitment Fee of 6.5% to compensate for the cost of capital of the shareholders that have set aside funds to cover the possibility that Carapelli will have to make payments in relation to the Italian Tax Contingency. The Commitment Fee has been accruing since the Financing closing date and will be paid for in kind through the issuance of Class A notes on each anniversary of the Financing closing date. As a general rule, the Commitment Fee will cease to accrue: (i) when the Shareholder Commitment decreases as a result of any amount payable in respect of the Italian Tax Contingency or in the event of material breaches of the Facilities Agreement (i.e., default, unremedied breach of the covenants or bankruptcy proceedings affecting any of the borrowers); or (ii) if none of those circumstances arises, on the date of maturity of the Notes, which is 14 years from the Financing closing date.

The Class B Notes will be issued to Deoleo, S.A. and other Deoleo Holding shareholders that decide to participate in the Shareholder Commitment, as necessary to raise the funds needed to settle the Italian Tax Contingency. The Class B Notes will be issued at an amount equivalent to the financing contributed by the shareholders when an event triggering the provision of those funds occurs, in keeping with the documentation articulating the Shareholder Commitment. The Class B Notes will accrue interest at an annual rate of 20% from when they are issued. That interest will be paid for in kind on each anniversary of the date of issuance of Class B Notes and will be capitalised within the principal amount of Class B Notes.

At 31 December 2025, the total amount committed was as follows:

	Thousands of euros
	<b>2025</b>
<b>Opening balance</b>	<b>64,701</b>
Late payment interest	6,239
Payment of instalments on deferred balance	(6,450)
Less interest for new deferral	(334)
<b>Closing balance</b>	<b>64,156</b>

The balances with related parties corresponding to the liabilities associated with the Commitment Fee and funding for the Italian Tax Contingency payments break down as follows:

	Thousands of euros						
	Commitment Fee			Funding for Payments			Total (note 10)
	Class A Notes issued	Fee accrued	Total	Class B Notes issued	Interest accrued	Total	
<b>Ole Investments, BV. (1)</b>	-	1,807	<b>1,807</b>	-	-	-	<b>1,807</b>
<b>Funds controlled by Alchemy Special Opportunities (Guernsey) Limited (2)</b>	-	1,650	<b>1,650</b>	3,190	377	<b>3,567</b>	<b>5,217</b>
	-	<b>3,457</b>	<b>3,457</b>	<b>3,190</b>	<b>377</b>	<b>3,567</b>	<b>7,024</b>

(1) A company 100%-owned by CVC Capital Partners VI Limited. Owns 56.96% of the Parent, Deoleo, S.A.

(2) Funds controlled by Alchemy Special Opportunities Limited (Alchemy) hold 40.99% of the equity of Deoleo Holding, S.L.

### 2025 Notes

In addition, to financing the payments derived under the Italian Tax Contingency corresponding to Deoleo, S.A., Ole Investments B.V. ("Ole Investments"), the company through which CVC Capital Partners VI Limited indirectly holds its equity interest in the Parent, agreed to promote a fund-raising process or notes issue to provide Deoleo, S.A. with the funds it had committed to provide under the Shareholder Commitment. This allows minority shareholders to participate in an instrument with economic rights that seek to replicate, to the extent possible, the economic rights of the Class B Notes (i.e., the 2025 Notes). As agreed, in February 2025, Ole Investments informed the Parent of its intention to promote a capital increase or fund-raising at the Parent, for a total amount equivalent to 51% of the funds required under the Shareholder Commitment. With this Issue, all of the Parent's minority shareholders have had the opportunity to apply to subscribe for the 2025 Notes on the same terms as Ole Investments, and to purchase them to the extent allotted in accordance with the allotment rules. In parallel, Ole Investments has underwritten the Issue to the extent necessary to ensure its successful completion.

On 28 July 2025, the Parent issued five million euros of notes with a face value of one thousand euros per note (the "2025 Notes" and the "Issue") under the scope of: (i) the power to issue notes vested in the Board of Directors at the Annual General Meeting held on 4 June 2025; and (ii) the resolution adopted by the Parent's Board of Directors on the same date.

The balances with related parties corresponding to the 2025 Notes associated with the financing for the Italian Tax Contingency payments break down as follows:

	Thousands of euros		
	2025 Notes		
	2025 Notes issued	Interest accrued	Total (note 10)
<b>Ole Investments, BV. (1)</b>	4,765	399	<b>5,164</b>
<b>Other minority shareholders (2)</b>	235	20	<b>255</b>
	<b>5,000</b>	<b>419</b>	<b>5,419</b>
<b>Note arrangement costs</b>	(318)	-	<b>(318)</b>
	<b>4,682</b>	<b>419</b>	<b>5,101</b>

(1) A company 100%-owned by CVC Capital Partners VI Limited. Owns 56.96% of the Parent, Deoleo, S.A. (2) Of the Parent

## 12. Director and key management personnel remuneration

The breakdown of director and key management personnel remuneration:

	Thousands of euros	
	2025	2024
<b>Directors</b>		
Salaries	902	813
Attendance fees	705	546
Other	72	35
	<b>1,679</b>	<b>1,394</b>
<b>KMP</b>	<b>4,618</b>	<b>3,121</b>
	<b>6,297</b>	<b>4,515</b>

**Deoleo**<sup>®</sup>  
The Olive Oil Company.



**FY25 Results**

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## FY25 RESULTS PRESENTATION

# Results driven by our EVOO-lution roadmap

**Raw material markets have normalised.** Prices are stable and consumption is rising.

**+11% growth in sales volumes** compared to 2024.

**+17% growth in our unit gross margin**, unlocking **€129m of gross margin (+30%)**

**+50% EBITDA growth vs. 2024, reaching €50M**

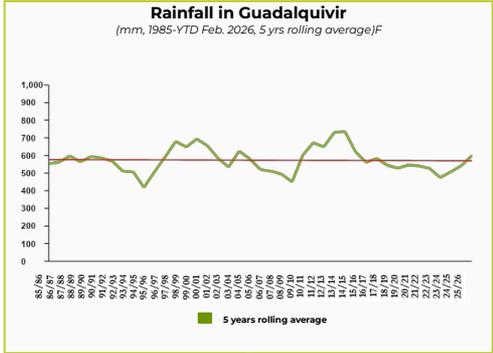
- **€17m** invested in our brands (+30%).
- **26%** reduction in comparable net debt.
- **1.7x leverage ratio** (vs. 3.5x at year-end 2024).



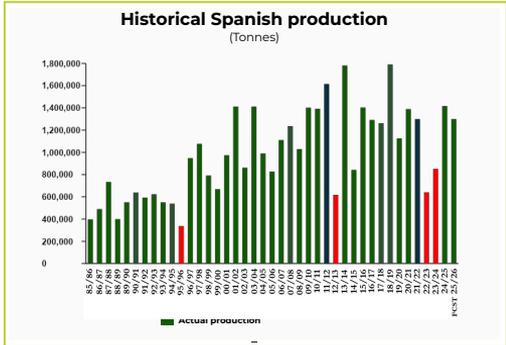
FY25 RESULTS PRESENTATION

# The recovery in olive production has normalised prices...

- **Healthy 2024/25 harvest in Spain**, with stocks back to normal.
- **Price stability**, leaving behind the volatility of recent years.
- Rainfall patterns in Spain foreshadow **stability in upcoming harvests**.
- **Weather conditions** have impacted the harvest in Spain, mitigated by production in the rest of the world.
- Implementation of our **EVOO-lution Plan** allowed us to lock in quality and volumes early on in the season.



Source: MAPA



Source: MAPA



## FY25 RESULTS PRESENTATION

# Substantial improvement in business profitability

- Our **sales volumes (+11% vs. 2024)** grew faster than the average in our main markets.
- Strategic **defence of our unit gross margin** in our different geographies, coupled with **implementation of our EVOO-lution initiatives**, drove this metric 17% higher, which translated into growth of **30%** in our **gross margin** to €129m.
- **Gross margin expansion** in turn drove EBITDA to €50m.
- As of December 31, 2025, **net profit** reach €20M, driven by strong business performance. This has led to a €17M impairment reversal on our brands.

## Statement of profit or loss for 2025

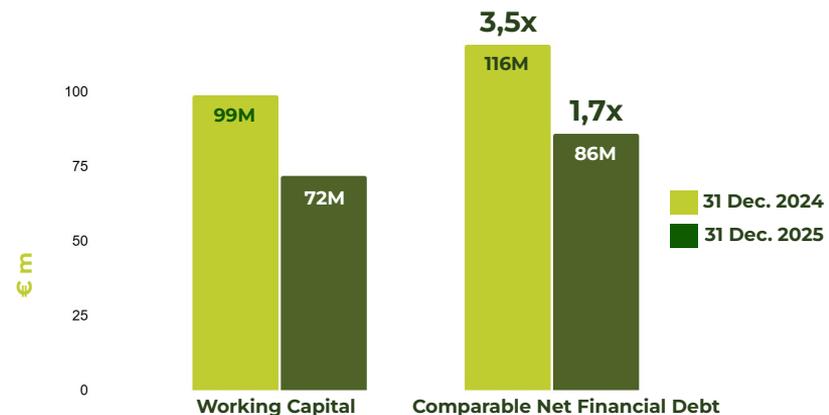
	<i>(€ thousands)</i>		
	<b>31 Dec. 25</b>	<b>31 Dec.24</b>	<b>YoY chg</b>
Volume (million liters)	<b>158,3</b>	<b>143,1</b>	10,6%
	<i>m€</i>	<i>m€</i>	%
<b>Sales</b>	<b>820.946</b>	<b>996.649</b>	<b>(17,6%)</b>
Gross Margin	128.525	99.185	29,6%
Unit Gross Margin	0,81	0,69	17,2%
Other Operating Costs	(78.625)	(65.822)	19,5%
<b>EBITDA</b>	<b>49.900</b>	<b>33.363</b>	<b>49,6%</b>
<b>Net Consolidated Profit</b>	<b>19.700</b>	<b>(54.542)*</b>	

\*Includes the impact of a €-48.1M provision arising from the Italian tax contingency.

## FY25 RESULTS PRESENTATION

## 2025: Financial stability unlocked growth

- With the support of our shareholders, in March, we refinanced our debt, arranging €160m of long-term, 4-year loans, including €35m revolving credit facility, all of which has been **fundamental** to unlocking our earnings growth.
- **Solid growth in cash flow from operations**, allowing us to:
  - Deleverage
  - Fund our growth
- Cash generation and working capital management contributed to a **reduction** in comparable net debt of **-26%** in 2025.

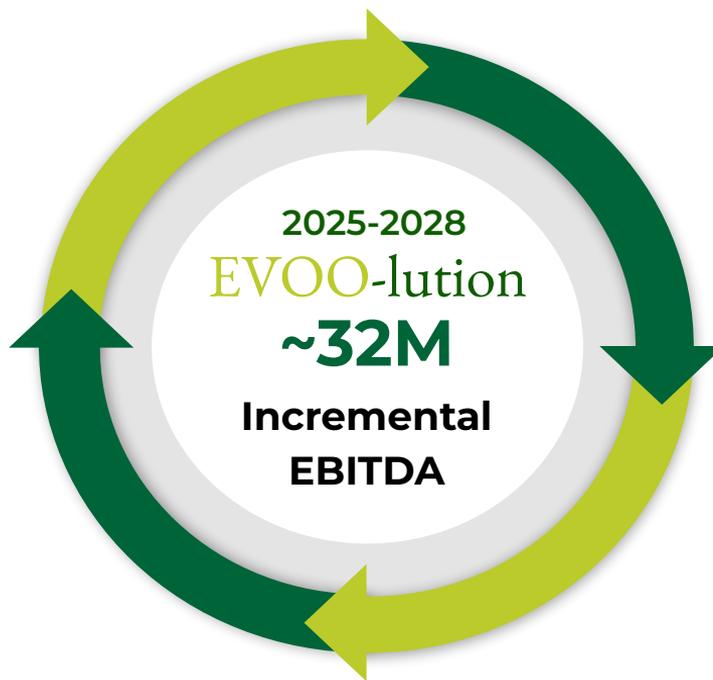


FY25 RESULTS PRESENTATION

## Strong start to our strategic roadmap

### TOP LINE INITIATIVES

- United States
- India
- Rest of BUs
- Innovation



### OPERATIONAL IMPROVEMENT

- Procurement
- Operational Excellence
- Efficiency

FY25 RESULTS PRESENTATION

# 2025: Accelerating growth and financial solidity



Major improvement vs. 2024 and **confirmation of expectations.**



**+11% growth in sales volumes**, outpacing average growth across our markets.



Gross margin climbed to **€129m (+30%)**, evidencing **sales initiatives and operating efficiency.**



**EBITDA of €50m (+50%)**, boosted by increased volume and unit gross margin growth.



**Healthy trend in market shares**, underpinned by higher investment in brands and strong consumer awareness.



**Cash flow from operations of €56m**, accompanied by significant **deleveraging of -26%.**



**Financial stability attained** following successful completion of the refinancing.

## EVOO-lution

**Solidity** of our roadmap boosted by **new leadership.**

FY25 RESULTS PRESENTATION

## 2026: Solid and upbeat forecasts which point to additional earnings growth this year

- The normalization of the raw material situation expected for the full year **will allow us to execute our roadmap.**
- **Geographical diversification, the robustness of our business model, and the positive performance of our brands** are the key levers that will drive growth.
- The company's current strength and the continue impulse of Evoo-lution roadmap points to **additional earnings and support our expectation of more ambitious goals in 2026.**



# Deoleo<sup>®</sup>

The Olive Oil Company.

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**FY25 results**

## Statement of profit or loss for 2025

(€ thousands)

	31 Dec. 2025	31 Dec. 2024	YoY chg.
<b>Volume (m litres)</b>	<b>158,3</b>	<b>143,1</b>	10,6%
<b>Revenue</b>	<b>820.946</b>	<b>996.649</b>	<b>(17,6%)</b>
<b>Gross profit</b>	<b>128.525</b>	<b>99.185</b>	<b>29,6%</b>
<b>Operating expenses</b>	<b>(78.625)</b>	<b>(65.822)</b>	<b>(19,5%)</b>
<b>EBITDA</b>	<b>49.900</b>	<b>33.363</b>	<b>49,6%</b>
<b>EBIT before non-recurring items</b>	<b>62.179</b>	<b>28.363</b>	<b>119,2%</b>
Non-recurring items	(3.311)	(61.864)	(94,6%)
<b>EBIT</b>	<b>58.868</b>	<b>(33.501)</b>	
Net finance cost	(28.278)	(20.055)	41,0%
<b>PBT</b>	<b>30.590</b>	<b>(53.556)</b>	
Tax	(10.890)	(986)	(360,1%)
<b>Net Consolidated Profit</b>	<b>19.700</b>	<b>(54.542)</b>	

## Statement of financial position at 31 December 2025

(€ thousands)

	31 Dec. 25	31 Dec. 24
Non-current assets	573.257	556.793
Inventories	150.056	147.785
Trade and other receivables	37.915	72.167
Other current assets	11.966	10.401
Cash and cash equivalents	31.344	52.894
<b>Total assets</b>	<b>804.538</b>	<b>840.040</b>
Equity attributable to equity holders of the parent	217.330	209.954
Non-controlling interests	213.932	205.568
Non-current borrowings	107.745	84.548
Non-current subordinated borrowings from related parties	12.125	-
Govt. grants, provision and other	56.773	69.286
Deferred tax liabilities	70.585	63.915
Current borrowings	9.523	83.887
Trade and other payables	115.495	121.278
Other current liabilities	1.030	1.604
<b>Total liabilities</b>	<b>804.538</b>	<b>840.040</b>

## Statement of Cash Flows

(€ thousands)

	31 Dec. 25	31 Dec. 24	YoY chg.
	m€	m€	
<b>Cash - opening balance</b>	<b>52.894</b>	<b>30.684</b>	<b>22.210</b>
Profit before tax	30.590	(53.556)	84.146
Adjustments to profit:	15.151	84.319	(69.168)
Working capital changes	10.092	1.678	8.414
<b>Net cash flows from operating activities</b>	<b>55.833</b>	<b>32.441</b>	<b>23.392</b>
Interest paid	(34.730)	(20.822)	(13.908)
Tax paid	(4.307)	(2.820)	(1.487)
<b>Other cash used in operating activities</b>	<b>(39.037)</b>	<b>(23.642)</b>	<b>(15.395)</b>
<b>Net cash flows used in investing activities</b>	<b>(7.525)</b>	<b>(4.487)</b>	<b>(3.038)</b>
<b>Net cash flows (used in)/from financing activities</b>	<b>(30.821)</b>	<b>17.898</b>	<b>(48.719)</b>
<b>Total net cash flows</b>	<b>(21.550)</b>	<b>22.210</b>	<b>(43.760)</b>
<b>Cash - closing balance</b>	<b>31.344</b>	<b>52.894</b>	<b>(21.550)</b>

## Disclaimer

- This document may contain forward-looking statements reflecting the intentions, expectations or forecasts of Deoleo, S.A. or its management as at the time of writing.
- There can be no assurance that those forward-looking statements or forecasts will prove to be accurate as they involve risks, uncertainties and other relevant factors that may cause actual results or events to differ materially from those anticipated in those intentions, expectations or forecasts.
- Deoleo, S.A. is not required to publish the result of any review of those statements in light of subsequent events or circumstances, including as a result of changes in the Company's business, business development strategy or any other unforeseen development.
- The contents of this disclaimer should be borne in mind by any individuals or entities that may make decisions or issue opinions on the securities issued by Deoleo, S.A., specifically including the analysts and investors with access to this document.
- Readers are referred to the public documentation and information communicated or registered by Deoleo, S.A. with the competent authorities, particularly Spain's securities markets regulator, the CNMV.
- This document contains unaudited financial information such that it is not definitive information and could be modified in the future.

## APMs

As required by the European Securities and Markets Authority (ESMA), next is a description of the main alternative performance measures (APMs) used in this report. These measures are used often and consistently by the Group to give an account of its performance and their definition has not changed:

	<b>DEFINITION</b>	<b>RATIONALE</b>
<b>EBITDA</b>	Profit or loss from operations before: depreciation and amortisation charges; impairment and gains or losses on the derecognition and disposal of non-current assets and non-current assets classified as held for sale; and other non-recurring income and expenses.	EBITDA is the best proxy for cash flows from operating activities before tax and reflects the cash generated prior to changes in working capital (calculated as the difference between total current assets and total current liabilities).
<b>Net debt</b>	Gross borrowings less cash and cash equivalents.	Indicative of Group indebtedness and leverage.
<b>Comparable net debt</b>	Gross debt less cash and cash equivalents, excluding the subordinated debts with shareholders derived from the financing associated with the Italian tax contingency.	This APM makes it easier to compare the Group's financial indebtedness from one year to the next.
<b>Working capital</b>	Current assets less current liabilities (non-financial). Reconciliation. Inventories + Trade and other receivables - Trade and other payables - Current provisions.	Indicative of Group liquidity and solvency.
<b>Change in working capital</b>	The change in working capital reflects the increase or decrease in working capital between two dates.	This APM is used to explain the impact of working capital management on the Group's cash flows from operating activities.
<b>Adjusted cash flow from operating activities</b>	Adjusted cash flow from operating activities depicts the cash flows from operating activities before the payment of interest or tax and adjusted for non-recurring items.	It is used to assess the Group's ability to generate cash from its ordinary activities on a recurring basis.
<b>Volume</b>	Total quantity of product sold by the Group during a defined period, expressed in metric tonnes of oil sold, used as an indicator of the Group's sales activity, and the trend in demand across its various markets.	Volume is used to analyse the business's performance in physical terms, isolating the impact of price/mix on revenue, and to assess the Group's sales performance in its key markets.
<b>Gross profit</b>	Difference between revenue and the consumption of raw materials and other consumables directly attributed to the products sold, calculated using the financial measures prepared under IFRS-EU.	Gross profit is used to assess the profitability of the Group's ordinary business activities before employee benefits expense, other operating expenses, depreciation and amortisation, impairment losses and other non-operating impacts.
<b>Unit gross profit</b>	Group gross profit divided by the total volume sold during the period, expressed in euros per tonne, used to analyse average profitability per unit sold and the trend in the product mix, prices and cost of sales.	This measure is used to assess the Group's ability to pass through movements in costs to sales prices and to analyse the quality of its volume growth.
<b>Capital expenditure (capex)</b>	The investments made by the Group during a given period in property, plant and equipment and intangible assets, excluding business acquisitions and other financial investments, calculated based on the payments for investments presented in the consolidated statement of cash flows.	Capex is used to analyse the Group's investment effort, specifically investment in maintaining and upgrading its productive capacity and in the assets needed to continue to develop the business.