2024 FINAL RESULTS AND FINANCING UPDATE

DEKEL AGRI-VISION PLC
Released 07:00:10 30 June 2025

RNS Number : 8608O
Dekel Agri-Vision PLC
30 June 2025

This announcement contains inside information for the purposes of Article 7 of the UK version of Regulation (EU) No 596/2014 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended ("MAR"). Upon the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

Dekel Agri-Vision Plc / Index: AIM / Epic: DKL / Sector: Food Producers

30 June 2025

Dekel Agri-Vision Plc ('Dekel' or the 'Company')
2024 Final Results and Financing Update

Dekel Agri-Vision Plc (AIM: DKL), the West African agribusiness company focused on building a portfolio of sustainable and diversified projects, is pleased to announce its audited results for the year ended 31 December 2024 (the 'Accounts'). The Accounts will be made available to download later today from the Company's website at www.dekelagrivision.com or mailed to individual shareholders who have elected to receive a physical copy.

Financial Summary

As shown in the table below, Group EBITDA for FY2024 remained stable at €2.6 million, in line with FY2023. This consistent performance reflects the initial impact the operational turnaround in the Cashew Operation during H2 2024, which offset a softer performance, albeit profitable performance in the Palm Oil Operation. Key highlights are outlined below:

- **Palm Oil Operation Financial Performance:** The Palm Oil Operation generated a positive EBITDA of €3.9 million in FY2024, representing a year-on-year decline of 18.7%. This decrease was primarily driven by lower volumes and prices of Crude Palm Oil (CPO), which adversely affected revenue. Despite this, both gross margin percentage and overheads remained stable, supporting a resilient EBITDA outcome. Looking ahead to FY2025, we anticipate a stronger performance, underpinned by a significant rebound in CPO prices observed so far this year.
- **Cashew Operation Financial Performance**: The Cashew Operation reported an EBITDA loss of €1.3 million, marking a substantial improvement of 40.9% compared to FY2023. This turnaround was largely attributable to the successful integration of new equipment in Q4 2024,

which enhanced production volumes and operational efficiencies, alongside improved cashew prices. We expect continued progress in FY2025 and remain on track to deliver the Cashew Operation's first positive EBITDA result.

Year ended 31 December	**2024**	**2023**	**% change**
Palm Oil Operation			
Revenue	€28.2m	€37.2m	-24.2%
Gross Margin	€5.1m	€6.5m	-21.5%
Gross Margin %	18.1%	17.5%	3.4%
EBITDA	€3.9m	€4.8m	-18.7%
Cashew Operation			
Revenue	€1.8m	€1.1m	63.6%
EBITDA	(€1.3m)	(€2.2m)	40.9%
Group EBITDA	**€2.6m**	**€2.6m**	**No change**

The summary of the Group Financial Performance for FY2024 is laid out further below.

Operational Highlights - Palm Oil Operation

- Fresh Fruit Bunch ('FFB') volumes and Crude Palm Oil ('CPO') production declined 17.0% and 16.8% respectively compared to FY2023.
- CPO sales volumes decreased 16.5% in FY2024 compared to last year, in line with lower production.
- The average CPO sales price in FY2024 was a historically strong €790 per tonne, albeit 9.1% below the average price achieved in 2023.
  - Notably, international CPO prices rose significantly towards the end of the year, driving up local prices. December 2024 sales achieved a near-record €1,014 per tonne.
- The CPO extraction rate for FY2024 was 21.5%, slightly above the 21.4% achieved in FY2023.

Operational Highlights - Cashew Operation Update

- Following a challenging period, the Cashew Operation made significant progress in the H2 FY2024. Raw Cashew Nut ('RCN') processing and cashew production increased 115.9% and 234.3% respectively in Q4 2024 compared to Q4 2023.
- Peeled Cashew prices increased by 61.5% in Q4 2024 compared to Q4 2023. This increase was driven by improved operational efficiencies, which enhanced the mix of final products for sale, and stronger market pricing.

- As a result of these improvements, the Cashew Operation commenced its transition to EBITDA positive results.

Financial Restructure Post Year End

- Conditional equity fundraising of approximately £2.33m and a conditional retail offer to existing shareholders to raise up to a further £0.3m.
- Intended conversion of a £1m loan held by Youval Rasin into equity at the fundraise price of 0.55p.
- Negotiated and agreed in principle revised terms of its lending facilities with each of NSIA Bank, BIDC and AgDevCo.

Lincoln Moore, Dekel's Executive Director, **said:** *"Group EBITDA for FY2024 held steady at €2.6 million, reflecting strong progress in the Cashew Operation during H2, which offset a softer year in the Palm Oil Operation."*

"The Palm Oil Operation delivered a solid €3.9 million EBITDA despite lower CPO volumes and prices, supported by stable margins and disciplined cost control. With CPO prices rebounding, we expect improved results in FY2025."

"The Cashew Operation demonstrated substantial improvement following the successful integration of new equipment in late FY2024. We are seeing continued momentum and remain on track to achieve our first positive EBITDA from this operation in FY2025."

"We are pleased by the strong support shown by both new and existing shareholders in the oversubscribed fundraise. The fundraise, alongside the conversion of Youval's loan and the restructuring of our debt facilities, marks a critical step in strengthening our balance sheet and aligning our financial structure with our long-term growth strategy. We remain focused on delivering value through our sustainable agri-business operations and are confident that these developments position us well to capitalise on the significant opportunities ahead."

**** ENDS ****

For further information please visit the Company's website www.dekelagrivision.com or contact:

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Youval Rasin	
Shai Kol	
Lincoln Moore	

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James Joyce	
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John Moran	

Notes:
Dekel Agri-Vision Plc is a multi-project, multi-commodity agriculture company focused on West Africa. It has a portfolio of projects in Côte d'Ivoire at various stages of development: a fully operational palm oil project in Ayenouan where fruit produced by local smallholders is processed at the Company's 60,000tpa capacity crude palm oil mill and a cashew processing project in Tiebissou, which is currently transitioning to full commercial production.

CHAIRMAN'S STATEMENT

I am pleased to report that Dekel delivered a stable performance in FY2024, with Group EBITDA holding steady at €2.6 million, consistent with the prior year. This result reflects a strong turnaround in the Cashew Operation during the second half of the year, which helped offset a softer performance in the Palm Oil Operation. Looking ahead, we are confident that both businesses are well positioned for meaningful growth in FY2025.

Palm Oil Operation
The Palm Oil Operation navigated a mixed operating environment in FY2024 but still delivered a solid EBITDA of €3.9m. Production volumes of Fresh Fruit Bunches (FFB) and Crude Palm Oil (CPO) declined by 17.0% and 16.8% respectively compared to 2023, which, combined with lower CPO prices, resulted in a reduction in revenue from €37.2 million to €28.2 million. CPO sales volumes declined by 16.5%, in line with the fall in production.

Despite these challenges, operational efficiency remained strong. The CPO extraction rate improved slightly to 21.5%, while the gross margin percentage rose to 18.1%, up from 17.5% in 2023, supported by stable overhead costs.

Importantly, while average CPO prices for the year declined by 9.1% to €790 per tonne, a sharp rebound was observed in the latter months. In December 2024, local CPO prices surged to a near-record €1,014 per tonne, reflecting strength in global markets as we entered the peak season. This positive pricing momentum, combined with our operational resilience, sets the Palm Oil Operation on a path for an expected enhanced EBITDA performance in FY2025.

Cashew Operation
FY2024 marked a turning point in the Cashew Operation. Following a challenging start to the year, we saw a significant improvement in H2 2025, driven by the successful commissioning of new equipment in Q4 2024. This resulted in a 115.9% increase in raw cashew nut (RCN) processing and a 234.3% increase in cashew production in Q4 2024 compared to Q4 2023.

Favourable market conditions also played a key role, with peeled cashew prices increasing by 61.5% in year-on-year in Q4. While the full-year EBITDA resulted in a loss of €1.3 million, this represents a significant improvement over the €2.2 million loss recorded in 2023. Encouragingly, this momentum has continued into early 2025, and we remain on track to deliver the Cashew Operation's first full-year positive EBITDA result in FY2025.

Other Projects

While we continue to explore expansion opportunities, including the processing of a third commodity in addition to clean energy initiatives, these projects remain on hold. Our immediate focus is on enhancing the performance of the Cashew Operation.

Group Financial Performance

A summary of the Group's financial performance for FY2024, along with comparatives for the previous five years, is presented in the table below.

	FY2024	**FY2023**	**FY2022**	**FY2021**	**FY 2020**	**FY 2019**
FFB collected (tonnes)	151,101	182,362	116,733	190,020	154,151	176,019
CPO production (tonnes)	32,498	39,073	25,751	39,953	34,002	37,649
CPO sales (tonnes)	32,491	38,896	26,016	39,092	34,008	37,713
Average CPO price per tonne	€790	€869	€1,025	€868	€602	€491
Total Revenue (all products)	€30.0m	€38.3m	€31.2m	€37.4m	€22.5m	€20.9m
Gross Margin	€2.8m	€2.1m	€5.1m	€6.5m	€2.3m	€1.7m
Gross Margin %	9.3%	5.5%	16.7%	17.4%	10.2%	8.1%
Overheads	€3.8m	€3.6m	€3.9m	€3.8m	€2.8m	€3.2m
EBITDA	€2.6m	€2.6m	€2.7m	€4.8m	€1.2m	€0.2m
EBITDA %	8.7%	6.8%	9.3%	12.8%	5.3%	1.0%
Net Profit / (Loss) After Tax	(€3.5m)	(€4.5m)	(€1.3m)	€0.6m	(€2.2m)	(€3.3m)
Net Profit / (Loss) After Tax %	-	-	-	1.6%	-	-
Total Assets	€47.4m	€50.6.m	€54.7m	€51.7m	€43.3m	€33.6m

Total Liabilities	€39.2m	€39.6m	€39.4m	€35.5m	€30.8m	€20.8m
Total Equity	€7.5m	€11.0m	€15.3m	€16.3m	€12.5m	€12.8m

Dekel reported FY 2024 EBITDA of €2.6m compared to €2.6m in FY 2023 EBITDA. The steady EBITDA performance was driven by:

- A €0.9m decrease in the Palm Oil Operation which was primarily due to lower volumes and prices of Crude Palm Oil (CPO), which impacted revenue. Despite this, both gross margin percentage and overheads remained stable, supporting a solid EBITDA outcome.
- A €0.9m decrease in the Cashew Operation EBITDA loss. This improvement was largely attributable to the successful integration of new equipment in Q4 2024 resulting in improved production volumes and efficiencies as well as improving cashew prices.

Dekel reported a FY 2024 Net Loss after Tax of €3.5m compared to a Net Loss after Tax of €4.5m. This decrease in loss of €1m was primarily driven by:

- A €0.6m decrease in depreciation following an assessment that the length of time of depreciation historically on some infrastructure and equipment was too short.
- A €0.3m decrease in interest expense.

Financial Restructure Post Year End

As previously announced on 26 June 2025, the Company reached agreement in principle with its key lenders-NSIA Bank, BIDC, and AgDevCo-on revised terms to restructure and rephase €26.4 million of existing debt, aligning repayments with projected cash flows. Discussions with Hudson regarding its bond facility remain constructive and ongoing.

Key revised terms include:

- NSIA Bank has agreed to restructure its facility into a six-year term loan, incorporating a two-year principal grace period, backdated by twelve months.

- AgDevCo has approved the restructure of its facility into a seven-year term loan with a 24-month grace period commencing in August 2025, interest rate to be set at 9% (or 9.75% if the Hudson bond is not restructured by the end of 2025) and a €600k payment towards the loan will be made upfront.

- BIDC has agreed, commencing on 30 June 2025, that the facility shall be restructured as a six-year term loan with an 18-month grace period with interest remaining at 8.5%, being the level previously agreed.

To support the debt restructuring and enhance the Group's liquidity position, the Company has conditionally secured £2.33m through an equity raise, alongside a £1m debt-to-equity conversion from the CEO, Youval Rasin. This capital injection is designed to complement the revised debt arrangements, providing a financial buffer during the transitional period. It will enable the Company to meet its obligations without disrupting the positive momentum in its operational recovery.

Outlook

Looking ahead, the Palm Oil Operation is expected to remain a reliable contributor to the Group's financial performance. However, the key catalyst for enhanced overall results lies in the ongoing turnaround of the Cashew Operation. Following the successful integration of new cashew processing equipment in late 2024, we are already seeing a meaningful uplift in production volumes and operational efficiencies in 2025.

Further momentum is expected with the imminent arrival of additional lines of the same equipment, representing a modest capital outlay. This expansion is set to deliver a step-change in production capacity, positioning the Cashew Operation to achieve its first full-year positive EBITDA performance in 2025.

Reaching this milestone would mark a significant step forward for Dekel, with both two EBITDA-generating operations and contributing to a more diversified and resilient earnings base. In addition, the recent debt restructure and equity raising provide the additional cash and time required to sensibly pay down of debts over the coming years.

I would like to extend my sincere gratitude to the Board, Management team, employees, and advisors for their dedication and support throughout the year.

Andrew Tillery
Non-Executive Chairman   Date: 30 June 2025

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		31 December	
		2024	**2023**
	Note	**Euros in thousands**	
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents		276	209
Trade receivables		513	1,571
Inventory	4	2,954	3,037
Bank deposits - restricted	10	1,553	673
Other accounts receivable	5	387	1,017

Total current assets		5,683	6,507
NON-CURRENT ASSETS:			
Bank deposits - restricted	10	1,045	1,025
Property and equipment, net	7	39,895	43,084
Total non-current assets		40,940	44,109
Total assets		46,623	50,616

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

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		31 December	
		2024	**2023**
	Note	**Euros in thousands**	
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Short-term loans and current maturities of long-term loans	10b	9,718	8,470
Trade payables		1,620	2,795
Advances from customers		1,537	499
Other accounts payable	8	2,701	3,451
Total current liabilities		15,576	15,215
NON-CURRENT LIABILITIES:			
Long-term lease liabilities	9	128	128
Accrued severance pay, net		52	72
Loans from shareholders	6	1,889	679
Long-term loans	10	21,507	23,572
Total non-current liabilities		23,576	24,451
Total liabilities		39,152	39,666
EQUITY:	11		
Share capital		178	178
Additional paid-in capital		40,843	40,817
Accumulated deficit		(26,767)	(23,262)
Capital reserve		2,532	2,532
Capital reserve from transactions with non-controlling interests		(9,315)	(9,315)
Total equity		7,471	10,950
Total liabilities and equity		46,623	50,616

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

, 2025			
Date of approval of the financial statements	Youval Rasin Director and Chief Executive Officer	Yehoshua Shai Kol Director and Chief Finance Officer	Lincoln John Moore Executive Director

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

		Year ended 31 December	
		2024	2023
	Note	Euros in thousands (except per share amounts)	
Revenues	12	29,961	38,299
Cost of revenues	15a	(27,193)	(36,239)
Gross profit		2,768	2,060
General and administrative expenses	15b	(3,783)	(3,562)
Operating profit (loss)		(1,015)	(1,502)
Finance cost	15c	(2,573)	(2,881)
Loss before taxes on income		(3,588)	(4,383)
Taxes on income (tax benefit)	14	83	(75)
Net income (loss) and total comprehensive income (loss)		(3,505)	(4,458)
Net earnings (loss) per share attributable to equity holders of the Company:			
Basic and diluted net earnings (loss) per share	16	(0.01)	)0.01)

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital	Additional paid-in capital	Accumulated deficit	Capital reserve	Capital reserve from transactions with non-controlling interests	Total equity
Balance as of 1 January 2023	177	40,736	(18,804)	2,532	(9,315)	15,326
Net loss and total comprehensive loss	-	-	(4,458)	-	-	(4,458)
Issue of shares for services provided (Note 11)	1	81	-	-		82
Balance as of 31 December 2023	178	40,817	(23,262)	2,532	(9,315)	10,950
Net loss and total comprehensive loss			(3,505)			(3,505)
Issue of shares for services provided (Note 11)		26				26
Balance as of 31 December 2024	178	40,843	(26,767)	2,532	(9,315)	7,471

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December	
	2024	2023
	Euros in thousands	
Cash flows from operating activities:		
Net income (loss)	(3,505)	(4,458)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Adjustments to the profit or loss items:		
Depreciation	3,567	4,103
Share based compensation	26	55
Accrued interest on long-term loans and non-current liabilities	2,069	3,470
Change in employee benefit liabilities, net	(20)	(55)
Changes in asset and liability items:		
Decrease in accounts receivable	1,058	-
Decrease in inventories	83	121
Decrease (increase) in other accounts receivable	686	(33)
Increase (decrease) in trade payables	(1,175)	1,436
Increase in advances from customers	1,038	153

	2024	2023
Increase (decrease) in other accounts payable	(750)	(374)
	6,582	8,876
Cash paid during the year for:		
Income taxes	(56)	(37)
Interest	(1,864)	(2,424)
	(1,920)	(2,461)
Net cash provided by operating activities	1,157	1,957

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December	
	2024	**2023**
	Euros in thousands	
Cash flows from investing activities:		
Investment in bank deposits	(880)	(149)
Purchase of property and equipment	(378)	(1,952)
Net cash used in investing activities	(1,258)	(2,101)
Cash flows from financing activities:		
Receipt of short-term loans, net	1,179	1,367
Receipt of long-term loan from Shareholder	1,982	-
Repayment of long-term loan from Shareholder	(870)	
Repayment of long-term loans	(2,123)	(3,254)
Net cash provided by (used in) financing activities	(168)	(1,887)
Increase (decrease) in cash and cash equivalents	67	(2,031)
Cash and cash equivalents at beginning of year	209	2,240
Cash and cash equivalents at end of year	276	209
Supplemental disclosure of non-cash activities:		
Issuance of shares to service providers		27

The accompanying notes are an integral part of the consolidated financial information.

NOTE 1:- GENERAL

a. Dekel Agri-Vision PLC ("the Company") is a public limited company incorporated in Cyprus on 24 October 2007. The Company's Ordinary shares are admitted for trading on the AIM, a market operated by the London Stock Exchange. The Company is engaged through its subsidiaries in developing and cultivating palm oil plantations in Cote d'Ivoire for the purpose of producing and marketing Crude Palm Oil ("CPO"), as well as operating a Raw Cashew Nut ("RCN") processing plant, which is currently ramping up its production . The Company's registered office is in Limassol, Cyprus.

b. CS DekelOil Siva Ltd. ("DekelOil Siva"), a company incorporated in Cyprus, is a wholly owned subsidiary of the Company. DekelOil CI SA, a subsidiary in Cote d'Ivoire currently held 99.85% by DekelOil Siva, is engaged in developing and cultivating palm oil plantations for the purpose of producing and marketing CPO. DekelOil CI SA constructed and is currently operating its palm oil mill.

c. Pearlside Holdings Ltd. ("Pearlside"), a company incorporated in Cyprus, is a subsidiary of the Company since December 2020. The Company holds 100% interest. Pearlside has a wholly owned subsidiary in Cote d'Ivoire, Capro CI SA ("Capro"). Capro is currently operating and ramping up its prduction of its RCN processing plant in Cote d'Ivoire near the village of Tiabisu.

d. DekelOil Consulting Ltd. a company located in Israel and a wholly owned subsidiary of DekelOil Siva, is engaged in providing services to the Company and its subsidiaries.

e. Going concern:

In 2024 the Company continued to generate positive cash flow from operations of €1.2 million)€2.0 million in 2022). Palm Oil activity continued to be strong and continued to generate positive operating cash flow, while the RCN processing activity negative cash flow was reduced significantly together with the installation of the new equipment and the increase in capacity and quality of the production.
The improvement in production capacity and quality continued post reporting date.

The Group working capital deficiency as of 31 December 2024 increased to €10 million from €8.7 million as of 31 December 2023, which is mainly due to the increase in current maturities of long-term loans for which the principal repayment grace period has ended.

Subsequent to the reporting date, the Group rescheduled two long-term loans in addition to the rescheduled NSIA debt, see Note 10c(5). The EBID loan was restructured to an additional 6 years with 1.5 years grace on principal payments starting from 30 June 2025 at the same interest rate (see note 10c(4) and Note 20(1)). The Agdevco loan was restructured to an additional 7 years with 2 years grace on principal payments starting from 30 June 2025 at the same interest rate (see note 10c(2) and Note 20(2)).
In addition on 27 June 2025 the Company completed a placing on the AIM, a market operated by the London Stock Exchange ("the AIM"), by issuing 425,909,086 Ordinary shares at a price of £0.0055 per share for total consideration of €2.747 thousand (£2.343 thousand), net proceeds of approximately €2,605 thousand (£2,221 thousand). See also Note 20(3).
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The Group has prepared detailed forecasted cash flows through the end of 2026, which tentatively indicates that the Group may continue to have positive cash flows from its operations.

Based on the above, the Company's management believes it will have sufficient funds necessary to continue its operations and to meet its obligations as they become due for at least a period of twelve months from the date of approval of the financial statements.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

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

a. Basis of presentation of the financial statements:

These financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

The financial statements have been prepared on a cost basis.

The Company has elected to present profit or loss items using the function of expense method.

b. Consolidated financial statements:

The consolidated financial statements comprise the financial statements of companies that are controlled by the Company (subsidiaries). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Potential voting rights are considered when assessing whether an entity has control. The consolidation of the financial statements commences on the date on which control is obtained and ends when such control ceases.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as a change in equity by adjusting the carrying amount of the non-controlling interests with a corresponding adjustment of the equity attributable to equity holders of the Company less / plus the consideration paid or received.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

d. Functional currency, presentation currency and foreign currency:

The local currency used in Cote d'Ivoire is the West African CFA Franc ("FCFA"), which has a fixed exchange rate with the Euro (Euro 1 = FCFA 655.957). A substantial portion of the Group's revenues and expenses is incurred in or linked to the Euro. The Group obtains debt financing mostly in FCFA linked to Euros and the funds of the Group are held in FCFA. Therefore, the Company's management has determined that the Euro is the currency of the primary economic environment of the Company and its subsidiaries, and thus its functional currency. The presentation currency is Euro.

e. Cash equivalents:

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of acquisition.

f. Financial instruments:

1. Financial assets:

Financial assets are measured upon initial recognition at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets, except for financial assets measured at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

The Company classifies and measures debt instruments in the financial statements based on the following criteria:

- The Company's business model for managing financial assets; and
- The contractual cash flow terms of the financial asset.

a) Debt instruments are measured at amortized cost when:

The Company's business model is to hold the financial assets in order to collect their contractual cash flows, and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial recognition, the instruments in this category are measured according to their terms at amortized cost using the effective interest rate method, less any provision for impairment.

b) Equity instruments and other financial assets held for trading:

Investments in equity instruments do not meet the above criteria and accordingly are measured at fair value through profit or loss.

Other financial assets held for trading, including derivatives, are measured at fair value through profit or loss unless they are designated as effective hedging instruments.

Dividends from investments in equity instruments are recognized in profit or loss when the right to receive the dividends is established.

2. Impairment of financial assets:

The Company evaluates at the end of each reporting period the loss allowance for financial debt instruments which are not measured at fair value through profit or loss.

The Company has short-term financial assets such as trade receivables in respect of which the Company applies a simplified approach and measures the loss allowance in an amount equal to the lifetime expected credit losses. An impairment loss on debt instruments measured at amortized cost is recognized in profit or loss with a corresponding loss allowance that is offset from the carrying amount of the financial asset.

As of 31 December 2024 and 2023, there were no past-due trade receivables.

3. Financial liabilities:

Financial liabilities measured at amortized cost:

Financial liabilities are initially recognized at fair value less transaction costs that are directly attributable to the issue of the financial liability.

After initial recognition, the Company measures all financial liabilities at amortized cost using the effective interest rate method.

g. Borrowing costs:

The Group capitalizes borrowing costs that are attributable to the acquisition, construction, or production of qualifying assets which necessarily take a substantial period of time to get ready for their intended use or sale.

The capitalization of borrowing costs commences when expenditures for the asset are incurred, the activities to prepare the asset are in progress and borrowing costs are incurred and ceases when substantially all the activities to prepare the qualifying asset for its intended use or sale are complete. The amount of borrowing costs capitalized in a reporting period includes specific borrowing costs and general borrowing costs based on a weighted capitalization rate.

h. Leases:

The Company accounts for a contract as a lease when the contract terms convey the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee:

For leases in which the Company is the lessee, the Company recognizes on the commencement date of the lease a right-of-use asset and a lease liability, excluding leases whose term is up to 12 months and leases for which the underlying asset is of low value. For these excluded leases, the Company has elected to recognize the lease payments as an expense in profit or loss on a straight-line basis over the lease term. In measuring the lease liability, the Company has elected to apply the practical expedient in the Standard and does not separate the lease components from the non-lease components (such as management and maintenance services, etc.) included in a single contract.

On the commencement date, the lease liability includes all unpaid lease payments discounted at the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate. After the commencement date, the Group measures the lease liability using the effective interest rate method.

On the commencement date, the right-of-use asset is recognized in an amount equal to the lease liability plus lease payments already made on or before the commencement date and initial direct costs incurred. The right-of-use asset is measured applying the cost model and depreciated over the shorter of its useful life or the lease term.

Following are the periods of depreciation of the right-of-use assets by class of underlying asset:

	Years
Land	99

The Group tests for impairment of the right-of-use asset whenever there are indications of impairment pursuant to the provisions of IAS 36.

i. Biological assets:

Biological assets of the Company are fresh fruit bunches (FFB) that grow on palm oil trees. The period of biological transformation of FFB from blossom to harvest and then conversion to inventory and sale is relatively short (about

2 months). Accordingly, any changes in fair value at each reporting date are generally immaterial.

j. Property and equipment:

Property and equipment are stated at cost, net of accumulated depreciation. Palm oil trees before maturity are measured at accumulated cost, and depreciation commences upon reaching maturity.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Depreciation is calculated by the straight-line method over the estimated useful lives of the assets at the following annual rates:

	%
Extraction mill	2.5
Palm oil plantations	3.33
Computers and peripheral equipment	33
Equipment and furniture	15 - 20
RCN processing mill	10-20
Motor vehicles	25
Agriculture equipment	15

The useful life, depreciation method and residual value of an asset are reviewed at least each year-end and any changes are accounted for prospectively as a change in accounting estimate. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized.

k. Impairment of non-financial assets:

The Company evaluates the need to record an impairment of non-financial assets whenever events or changes in circumstances indicate that the carrying amount is not recoverable.

If the carrying amount of non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value less costs of sale and value in use. In measuring value in use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

l. Revenue recognition:

Revenue from contracts with customers is recognized when the control over the services is transferred to the customer. The transaction price is the amount of the consideration that is expected to be received based on the contract terms.

Revenue from the sale of goods:

Revenue from sale of goods is recognized in profit or loss at the point in time when the control of the goods is transferred to the customer, generally upon delivery of the goods to the customer.

Contract balances:

Amounts received from customers in advance of performance by the Company are recorded as contract liabilities/advance payments from customers and recognized as revenue in profit or loss when the work is performed. For all years presented in these financial statements, such advances were recognized as revenues in the year subsequent to their receipt.

m. Inventories:

Inventories are measured at the lower of cost and net realizable value. The cost of inventories comprises costs of purchase and costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale. The Company periodically evaluates the condition and age of inventories and makes provisions for slow moving inventories accordingly.

Cost of finished goods inventories is determined on the basis of average costs including materials, labor and other direct and indirect manufacturing costs based on normal capacity.

n. Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the assumption that the transaction will take place in the asset's or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

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

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

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

All assets and liabilities measured at fair value or for which fair value is disclosed are categorized into levels within the fair value hierarchy based on the lowest level input that is significant to the entire fair value measurement:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - inputs other than quoted prices included within Level 1 that are observable either directly or indirectly.

Level 3 - inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

o. Share-based payment transactions:

Equity-settled transactions:

The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date on which they are granted. The fair value is determined using an acceptable option model.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

p. Taxes on income:

Current or deferred taxes are recognized in profit or loss, except to the extent that they relate to items which are recognized in other comprehensive income or equity.

1. Current taxes:

The current tax liability is measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period as well as adjustments required in connection with the tax liability in respect of previous years.

2. Deferred taxes:

Deferred taxes are computed in respect of temporary differences between the carrying amounts in the financial statements and the amounts attributed for tax purposes.

Deferred taxes are measured at the tax rate that is expected to apply when the asset is realized or the liability is settled, based on tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is not probable that they will be utilized. Temporary differences for which deferred tax assets had not been recognized are reviewed at each reporting date and a respective deferred tax asset is recognized to the extent that their utilization is probable.

Taxes that would apply in the event of the disposal of investments in investees have not been taken into account in computing deferred taxes, as long as the disposal of the investments in investees is not probable in the foreseeable future.

Also, deferred taxes that would apply in the event of distribution of earnings by investees as dividends have not been taken into account in computing deferred taxes, since the distribution of dividends does not involve an additional tax liability or since it is the Company's policy not to initiate distribution of dividends from a subsidiary that would trigger an additional tax liability.

q. Significant accounting estimates and assumptions used in the preparation of the financial statements:

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. Changes in accounting estimates are reported in the period of the change in estimate.

r. Changes in accounting policies - initial application of new financial reporting and accounting standards and amendments to existing financial reporting and accounting standards:

Amendment to IAS 1, "Presentation of Financial Statements":

In January 2020, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" regarding the criteria for determining the classification of liabilities as current or non-current ("the Original Amendment"). In October 2022, the IASB issued a subsequent amendment ("the Subsequent Amendment").

According to the Subsequent Amendment:

· Only financial covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or non-current.
· In respect of a liability for which compliance with financial covenants is to be evaluated within twelve months from the reporting date, disclosure is required to enable users of the financial statements to assess the risks related to that liability. The Subsequent Amendment requires disclosure of the carrying amount of the liability, information about the financial covenants, and the facts and circumstances at the end of the reporting period that could result in the conclusion that the entity may have difficulty in complying with the financial covenants.

According to the Original Amendment, the conversion option of a liability affects the classification of the entire liability as current or non-current unless .the conversion component is an equity instrument

The Original Amendment and Subsequent Amendment are both applied .retrospectively for annual periods beginning on January 1, 2024

The above Amendments did not have a material impact on the Company's .consolidated financial statements

NOTE 3:- DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION

IFRS 18, "Presentation and Disclosure in Financial Statements":

In April 2024, the International Accounting Standards Board ("the IASB") issued IFRS 18, "Presentation and Disclosure in Financial Statements" ("IFRS 18") which replaces IAS 1, "Presentation of Financial Statements".

IFRS 18 is aimed at improving comparability and transparency of communication in financial statements.

IFRS 18 retains certain existing requirements of IAS 1 and introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information.

IFRS 18 does not modify the recognition and measurement provisions of items in the financial statements. However, since items within the statement of profit or loss must be classified into one of five categories (operating, investing, financing, taxes on income and discontinued operations), it may change the entity's operating profit. Moreover, the publication of IFRS 18 resulted in consequential narrow scope amendments to other accounting standards, including IAS 7, "Statement of Cash Flows" and IAS 34, "Interim Financial Reporting".

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, and is to be applied retrospectively. Early adoption is permitted commencing from January 1, 2025, subject to disclosure.

The Company is evaluating the effects of IFRS 18, including the effects of the consequential amendments to other accounting standards, on its consolidated financial statements.

NOTE 4:- INVENTORY

	31 December	
	2024	2023
	Euros in thousands	
Raw cashew nuts	235	1,022
Spare parts, tools and materials	1,427	1,367
Kernel cashew nuts	211	300
Kernel cashew nut in process	290	-
Palm oil mill final products	386	291
Plants	405	57
	2,954	3,037

NOTE 5:- OTHER ACCOUNTS RECEIVABLE

	31 December	
	2024	2023
	Euros in thousands	
Advance payment to suppliers and prepaid expenses	134	885
Loans to employees	108	50
Government authorities (VAT)	77	6
Other receivables	68	76
	387	1,017

NOTE 6:- LOANS FROM SHAREHOLDERS

1. As described in Note 1c, Pearlside Holdings Ltd. ("Pearlside") is a subsidiary of the Company. In 2022, the Company had a 70.7% equity interest in Pearlside. On 30 December 2022, the Company signed an agreement to purchase the remaining 29.3% held by the non-controlling interests by way of issuing 19,968,701 Ordinary shares of the Company. Following this acquisition, the Company holds 100% of Pearlside.

   Concurrently with the acquisition, it was agreed that the loan in the amount of €915 thousand provided by the non-controlling interests, would only be repaid from the available cash flow from Pearlside, as to be determined in the sole discretion of the board of directors of Pearlside. The Company believes that no repayments of the loan will be made prior to 1 January 2028, and accordingly, the loan has been classified as a non-current loan from a shareholder. As the loan bears no interest, the fair value of the loan in the amount of €630 thousand was calculated based on the present value of estimated future repayments discounted using the prevailing market rate of interest (7.75%) for a similar type of loan. As of 31 December 2024, the balance of the loan is €731 thousand (2023 - €679 thousand).

2. In June 2024, the principal shareholder of the Company and its director and CEO provided a loan to the Company in the amount of €1,982 thousands. The loan bears interest at an annual rate of 10%. The principal and accrued interest are repayable in two years from the date of receipt of the loan. The loan may be prepaid, in whole or in part, at any time at the sole discretion of the Company. Part of the loan in the amount of €870 thousand, was repaid during

the year. The balance of the loan at 31 December 2024 is €1,158 thousand (including accrued interest of €46 thousand). See also Note 20(3).

NOTE 7:- PROPERTY AND EQUIPMENT, NET

Composition and movement:

	Computers and peripheral equipment	**Equipment and furniture**	**Motor vehicles**	**Agriculture equipment**	**Extraction mill and land**	**Palm oil plantations**	**Cashew processing mill and land**	**Total**
	Euros in thousands							
Cost:								
Balance as of 1 January, 2023	391	861	2,256	782	26,576	7,632	17,009	55,507
Additions during the year	18	-	245	-	48	1,386	225	1,952
Disposals during the year			(68)					(68)
Balance as of 31 December,2023	409	861	2,433	782	26,624	9,018	17,264	57,391
Additions during the year	28	-	-	-	138	-	212	378
Disposals during the year	-	-	(77)	(134)				(211)
Balance as of 31 December,2024	437	861	2,356	648	26,762	9.018	17,476	57,558
Accumulated depreciation:								
Balance as of 1 January 2023	263	202	1,008	503	6,167	2,124	5	10,272
Depreciation	56	95	355	41	846	355	2,355	4,103
Disposals during the year			(68)					(68)
Balance as of 31 December 2023	319	297	1,295	544	7,013	2,479	2,360	14,307
Depreciation	21	91	247	38	827	270	2,073	3,567
Disposals during the year	-	-	(77)	(134)	-	-		(211)
Balance as of 31 December 2024	340	388	1,465	448	7,840	2,749	4,433	17,663
Depreciated cost at 31 December 2024	97	473	891	200	18,992	6,269	13,043	39,895
Depreciated cost at 31 December 2023	90	564	1,138	238	19,611	6,539	14,904	43,084

Substantially all property and equipment are located in Coite d'Ivoire.

NOTE 8:- OTHER ACCOUNTS PAYABLE

	31 December	
	2024	2023
	Euros in thousands	
Employees and payroll accruals	467	641
VAT payable	240	231
Other accounts payable and accrued expenses	1,994	2,579
	2,701	3,451

NOTE 9:- RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

On 24 June 2008, DekelOil CI SA signed a lease agreement for 42 hectares near the village of Ayenouan, Cote d'Ivoire. The agreement is with the village of Adao and the people occupying the land in Ayenouan. The lease is for 90 years and the payment for the lease is FCFA 3,000,000 (app. €4,573) per annum.

A subsidiary signed a lease agreement with the government authorities for 6 hectares near the village of Tiabissuo, Cote d'Ivoire. The agreement is for a lease of 99 years with an annual lease payment of 6 million FCFA (app. €9,146)

The right-of-use assets in respect of the above leases are included in Property and Equipment (Note 7). The balance of the lease liabilities at 31 December 2024 amounted to €128 (2023 - €128).

NOTE 10:- LOANS

a. Long-term loans:

	Currency	Interest 31 December 2024	31 December 2024	31 December 2023
			Euros in thousands	
SOGEBOURSE		8.4%		
(c.1)	In FCFA		310	931
AgDevCo (c.2)	In Euro	9%	3,600	3,600
BGFI (c.3)	In FCFA	7.5%	-	462
EBID (c.4)	In FCFA	8.5%	4,350	4,350
NSIA (c.5)	In FCFA	7.25%	-	1,833
NSIA (c.5)	In FCFA	7.75%	-	635
NSIA (c.5)	In FCFA	7.75%	2,652	-
BGFI (c.6)	In FCFA	7.75%	884	1,174
HUDSON (c.7)	In FCFA	7.25%;7.75%	14,389	15,138
Poalim (c.8)	In NIS	6.7%	43	57
Mizrachi (c.8)	In NIS	6.7%	32	50
Total loans			26,260	28,280

Less - current maturities	(4,754)	(4,708)
	21,506	23,572

NOTE 10:- LOANS (Cont.)

b. Short-term loans and current maturities:

	31 December	
	2024	2023
	Euros in thousands	
Bank credit line (c.9)	4,964	3,762
Current maturities - per a. above	4,754	4,708
	9,718	8,470

c. 1. In September 2016 DekelOil CI SA signed a long-term financing facility agreement with a consortium of institutional investors arranged by SOGEBOURSE for a long-term loan of up to FCFA 10 billion (approximately €15.2 million). Of this amount, FCFA 5.5 billion (approximately €8.4 million) was utilized to refinance the West Africa Development Bank ("BOAD") loan The loan is repayable over 7 years in fourteen semi annual payments and bears interest at a rate of 6.85% per annum.

On 22 October 2016 SOGEBOURSE transferred the funds and the BOAD loan was repaid in full.

On 1 February 2018 the DekelOil CI SA drew down a second tranche of FCFA 2.8 billion (€4.34 million) from its FCFA 10 billion (€15.2 million) long-term Syndicated Loan Facility with Sogebourse CI. on the same terms as the first tranche. No deposit for this loan at the reporting date. The unused portion of the facility is no longer available.

2. In July 2019 DekelOil CI SA signed an agreement with AgDevCo Limited ("AgDevCo"), a leading African agriculture sector impact investor for a €7.2 million loan for a term of 10 years, 4 years of principal grace and 6 years of repayment, with a gross interest rate of 7.5% per annum, variable and based on 12-month Euro Short Term Rate published by the European Central Bank (which replaced the Euro Libor used previously) plus a pre-defined spread, and collared with a minimum rate of 6% per annum and a maximum rate of 9% per annum. In August 2022 DekelOil CI SA repaid €3.6 million out of the €7.2 million. Following this repayment, it was agreed that the interest will be fixed at 7% per annum, and that the remaining loan will be paid in 4 equal annual instalments starting in July 2024. It was also agreed that all financial covenants were canceled. The fixed assets of DekelOil CI SA serves as a security for this loan.

In June 2024 AgDevCo agreed to postpone the first principal installment of €900 thousand due in August 2024 by one year, such that the first principal installment will be repayable over 6 months from September 2025. The remaining principal installments will continue as per the loan agreement. Interest will increase from 7% to 9% per annum of the outstanding balance from August 2024. Proceeds of any IPO of the subsidiary or group restructuring will be partly used to reduce the AgDevCo loan to a maximum of €1.8 million. The interest rate will step down back to 7% if the loan balance is reduced to €1.8 million by 9 July 2025. See Note 20 for details of agreement reached in 2025 to reschedule the future loan repayments.

3. On 7 July 2020 DekelOil CI SA signed a loan agreement with Banque Gabonaise Francaise International ("BGFI") for FCFA 800 million (approximately €1,220 thousand). The loan is for 5 years and bears interest at a rate of 7.25% per annum. The repayment was accelerated and was fully repaid in 2024.

4. On 16 March 2016 Capro CI SA signed a loan agreement with the Bank of Investment and Development of CEDEAO ("EBID") according to which EBID agreed to grant Capro CI SA a facility of FCFA 3,000 million (€4,573 thousand). During 2022 Capro CI SA made the last withdrawal under this loan agreement of the amount of €520.

   The EBID loan shall bear interest at a rate of 8.5% per annum. The loan has a tenure of seven years and shall be repaid in 20 quarterly installments over five years, commencing after a grace period on principal payments of two years. Principal payments start in January 2022. According to the loan agreement as a security for this loan there is a lien over the equipment of Capro CI SA and an amount of €97 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

   In 2024, at the request of the Company, EBIID agreed to defer loan principal repayments in the amount of € 4,350 thousand. See Note 20 for details of agreement reached in 2025 to reschedule the future loan repayments.

5. In 2018 Capro CI SA signed a loan agreement with NSIA bank, Togo ("NSIA Togo") according to which NSIA Togo agreed to grant Capro CI SA a facility of FCFA 1,500 million (€2,278 thousand).

   NSIA Togo loan shall bear interest at a rate of 7.25%% per annum. The loan has a tenure of seven years and shall be repaid in 20 quarterly installments over five years, commencing after a grace period on principal payments of two years from the first withdrawal made on 20 February 2020. As a security for this loan there is a lien over the equipment of Capro CI SA and an amount of €49 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

On 30 March 2020 Capro CI SA signed a loan agreement with NSIA bank Cote d'Ivoire ("NSIA") according to which NSIA agreed to grant Capro CI SA a facility of FCFA 500 million (€762 thousand).

NSIA loan shall bear interest at a rate of 7.25% per annum. The loan is for two years with one year grace period on principal payments. The loan was fully repaid in 2022.

In August 2022 Capro CI SA signed a new loan agreement with NSIA for the same amount. The loan will bear interest at a rate of 7.75%. The loan is for two years with one year grace period on principal payments. According to the loan agreement as a security for this loan an amount of €49 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

During 2024, the Company agreed with NSIA to combine and reschedule the two above mentioned loans and accumulated interest to a new repayment schedule, with the same interest rate of 7.75%, with first interest payment starting June 2025, and 16 quarterly principal repayments starting 30 June 2026.

6. On 3 February 2020 Capro CI SA signed a loan agreement with Banque Gabonaise Francaise International ("BGFI") for FCFA 1,000 million (approximately €1,542 thousand). The loan shall bear interest at a rate of 7.5% per annum. The loan has a tenure of seven years and shall be repaid in monthly installments over five years, commencing after a grace period on principal payments of two years from the first withdrawal made in September 2020. According to the loan agreement as a security for this loan an amount of €114 thousand has been deposited in a bank by Capro CI SA (non-current bank deposits).

NOTE 10:- LOANS (Cont.)

7. On 25 January 2021 DekelOil CI SA signed an agreement with Hudson for issuance of a long-term bond of up to FCFA 10,000 million)€15.2 million(. The first tranche of FCFA 3,930 million (€6 million) was received on 27 January 2021, and the second tranche of FCFA 6 billion)€9.1 million) was received on 24 July 2022. The bond is for 7 years with a 3-year grace for principal repayments. The first tranche of the bond bears annual interest of 7.75% and the second tranche of the bond bears annual interest of 7.25%. According to the agreement DekelOil CI SA accumulates the funds for each payment prior to each payment by a monthly payment to be made for that purpose to a designated deposit account. In addition, a fixed amount has been deposited in a separate bank account. As of 31 December 2024, the current deposit amounts to €1,549 thousand (2023 - €661 thousand) and the non-current deposit amounts to €781 thousand (2023 - €763 thousand), respectively.

8. In August and in October 2022 a subsidiary of the Company signed two loan agreements for two vehicles in the amount of €148 thousand (denominated in NIS). The loan is for 5 years with annual interest of 6.7% which is linked to the prime interest rate in Israel.

9. The Company has a line of credit of €3.5 million from various banks in Cote d'Ivoire. The lines of credit are revolving annually and bear an annual interest rate of 7.75%.
In addition, the Company has a line of credit to purchase RCN at the amount of €1.5 million. The line of credit revolves annually and bears an annual interest rate of 8.5%.

NOTE 11:- EQUITY

a. Composition of share capital:

	Authorized		Issued and outstanding	
	31 December		31 December	
	2024	2023	2024	2023
	Number of shares			
Ordinary shares of €0.0003367 par value each	1,000,000,000	1,000,000,000	560,074,153	559,404,153

Each Ordinary share confers upon its holder voting rights, the right to receive cash and share dividends, and the right to share in excess assets upon liquidation of the Company.

Commencing from December 2019, pursuant to his remuneration contract, the General Manager of the company's subsidiary, shall be issued 400,000 Ordinary Shares per year at par value over the next 3 years, vesting on a monthly basis. The fair value of the Ordinary shares to be issued at the date of grant amounts to €34 thousand. As of 31 December 2023, all 1,200,000 Ordinary shares were issued.

In 2023 the Company issued 867,800 ordinary shares to certain brokers and suppliers in consideration for services provided and issued 1,162,877 ordinary shares to a director as a remuneration for his services. The fair value of the shares issued amounting to €82 thousand was recorded in general and administrative expenses.

In 2024 the Company issued 670,000 ordinary shares to a director as a remuneration for his services. The fair value of the shares issued amounting to €26 thousand was recorded in general and administrative expenses

b. Share option plan:

Pursuant to the plan, 35,522,314 options were granted to purchase Ordinary shares at a weighted average exercise price of €0.033.

Of the total options above, 5,866,667 options were granted with a weighted average exercise price of €0.023 that may only be exercised if at any point following the date of grant, the 30-day Volume Weighted Average Price of the Ordinary Shares achieves a price per share equal to or exceeding 6.0 pence. This condition has not been met as of 31 December 2023 and those options expired.

Accordingly, as of 31 December 2024 and 2023 there are 29,655,647 options that are exercisable at a weighted average exercise price of €0.035.

c. Capital reserve:

The capital reserve comprises the contribution to equity of the Company by the controlling shareholders.

NOTE 12:- REVENUES

Major customers:

	Year ended 31 December	
	2024	**2023**
	Euros in thousands	
Revenues from major customers which each account for 10% or more of total revenues reported in the financial statements:		
Customer A	17,107	15,170
Customer B	-	6,124
Customer C	-	5,515
Customer D	3,676	3,952

NOTE 13:- FAIR VALUE MEASUREMENT

The fair value of accounts and other receivables, short-term loans, and trade and other payables approximates their carrying amount due to their short-term maturities. The fair value of long-term loans with a carrying amount of €27,418 thousands and €28,280 thousands (including current maturities) as of 31 December 2024 and 2023, respectively, approximates their fair value (level 3 of the fair value hierarchy).

NOTE 14:- INCOME TAXES

a. Tax rates applicable to the income of the Company and its subsidiaries:

The Company and its subsidiaries, CS DekelOil Siva Ltd. and Pearlside Holdings Ltd., were incorporated in Cyprus and are taxed according to Cyprus tax laws. The statutory tax rate is 12.5%.

The carryforward losses (which may be carried forward indefinitely) of the Company are approx. €47 thousand, of CS DekelOil Siva Ltd. are approximately €23 thousand, and of Pearlside are approximately €18 thousand.

The subsidiary, DekelOil CI SA, was incorporated in Cote d'Ivoire and is taxed according to Cote d'Ivoire tax laws. Based on its investment plan, DekelOil CI SA received a full tax exemption from local income tax, "Tax on Industrial and Commercial profits," for the thirteen years starting 1 January 2014, 50% tax exemption for the fourteenth year and 25% tax exemption for the fifteenth year.

The tax exemptions were conditional upon meeting the terms of the investment plan, which the Group has met.

NOTE 14:- INCOME TAXES (Cont.)

The subsidiary, Capro CI SA, was incorporated in Cote d'Ivoire and is taxed according to Cote d'Ivoire tax laws. Based on its investment plan, Capro CI SA received a full tax exemption from local income tax, "Tax on Industrial and Commercial profits," for the thirteen years starting from commencement of production, 50% tax exemption for the fourteenth year and 25% tax exemption for the fifteenth year.

The tax exemptions were conditional upon meeting the terms of the investment plan, which the Group has met.

The subsidiary DekelOil Consulting Ltd. was incorporated in Israel and is taxed according to Israeli tax laws.

b. Tax assessments:

The Company's subsidiaries, DekelOil CI SA received a final tax assessment through 2020a.

As of 31 December 2024, the Company had not yet received final tax assessments. For Capro CI SA and DekelOil Consulting Ltd. For DekelOil Consulting the tax assessment prior to 2016 is deemed to be final.

c. The tax benefit during the year ended 31 December, 2024, relates to tax of the Company's subsidiaries DekelOil CI SA and DekelOil Consulting Ltd.

NOTE 15:- SUPPLEMENTARY INFORMATION TO THE STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December	
	2024	**2023**
	Euros in thousands	
a. Cost of revenues:		
Cost of fruit	17,896	25,454
Maintenance and other operating costs	3,082	3,594
Salaries and related benefits	2,138	2,326
Depreciation	3,174	3,947
Cultivation and nursery costs	745	510
Vehicles	158	408
	27,193	36,239

NOTE 15:- SUPPLEMENTARY INFORMATION TO THE STATEMENT OF COMPREHENSIVE INCOME (Cont.)

	Year ended 31 December	
	2024	**2023**
	Euros in thousands	
b. General and administrative expenses:		
Salaries and related benefits	1,972	2,044
Subcontractors	153	97
Legal, accounting, and professional fees	450	336
Depreciation	394	156
Office expenses	138	204
Travel expenses	153	153
Vehicle maintenance	106	160
Insurance	154	90
Brokerage and nominated advisor fees	53	69
Other	210	253
	3,783	3,562
c. Finance cost:		
Interest on loans	1990	2,230
Bank fees	583	645
Exchange rate differences	-	6
	2,573	2,881

NOTE 16:- INCOME (LOSS) PER SHARE

The following reflects the income (loss) and share data used in the basic and diluted earnings per share computations:

	Year ended 31 December	
	2024	**2023**
	Euros in thousands	
Net income (loss) attributable to equity holders of the Company	(3,505)	(4,458)
Weighted average number of Ordinary shares used for computation of:		
Basic earnings (loss) per share	559,945,660	558,623,932
Diluted earnings (loss) per share	559,945,660	558,623,932

In 2024 and 2023, share options are excluded from the calculation of diluted loss per share as their effect is antidilutive.

NOTE 17:- BALANCES AND TRANSACTIONS WITH RELATED PARTIES

a. Balances:

	31 December	
	2024	2023
	Euros in thousands	
Current:		
Other accounts payable	400	173
Non-current:		
Loans from shareholders (see Note 6 and Note 20(3)))	1,158	-
Transactions:		
Interest on loans from shareholders	46	-

b. Compensation of key management personnel of the Company:

	Year ended 31 December	
	2024	2023
	Euros in thousands	
Short-term employee benefits	822	933

c. Significant agreements with related parties:

1. In February 2008, DekelOil Consulting Limited ("Consulting") signed an employment agreement with a shareholder, who is a director of the Company, the CEO of the Company and the chairman of the Board of Directors of DekelOil CI SA. Under the employment agreement, the CEO is entitled to a monthly salary of €20,000 per month. The agreement is terminable by the Company with 24 months' notice. The total annual salary, social benefits, bonuses and management fee paid to the CEO during 2024 and 2023 was approximately €227 thousand and €249thousand, respectively.

2. In March 2008, DekelOil Consulting Limited signed an employment agreement with a shareholder, who is a director of the Company, its Deputy CEO and Chief Financial Officer. The agreement was amended on 11 July 2014, by the board of the subsidiary to reflect the same salary terms as those of the CEO described in c (1) above. The total annual salary and social benefits paid to the employee during 2024 and 2023 was approximately €209 thousand and €232 thousand, respectively.

NOTE 18:- FINANCIAL INSTRUMENTS

a. Classification of financial liabilities:

The financial liabilities in the statement of financial position are classified by groups of financial instruments pursuant to IFRS 9:

	31 December	
	2024	2023
	Euros in thousands	
Financial liabilities measured at amortized cost:		
Trade and other payables	4,321	2,795
Short-term loans	4,964	5,125
Long-term lease liabilities	128	128
Loans from shareholders	1,889	679
Long-term loans (including current maturities)	26,260	28,280
Total	37,562	37,007

b. Financial risks factors:

The Group's activities expose it to market risk (foreign exchange risk).

Foreign exchange risk:

The Company is exposed to foreign exchange risk resulting from the exposure to different currencies, mainly, NIS and GBP. Since the FCFA is fixed to the Euro, the Group is not exposed to foreign exchange risk in respect of the FCFA. As of 31 December 2024 the foreign exchange risk is immaterial.

Liquidity risk:

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments (including interest payments):

31 December 2024

	Less than one year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	> 5 years	Total
	Euros in thousands						
Long-term loans (1)	8,591	8,368	6,784	4,639	2,342		30,724
Loan from shareholder				915			915
Short-term loan	5,386						5,386
Trade payables and other accounts payable	4,321						4,321
Long-term lease liabilities	15	15	15	15	15	1,329	1,404
	18,313	8,383	6,799	5,569	2,357	1,329	42950

31 December 2023

	Less than one year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	> 5 years	Total
	Euros in thousands						
Long-term loans (1)	5,956	7,189	8,863	6,784	4,639	2,342	35,773
Loan from shareholder					915		915
Short-term loan	5,125						5,125
Trade payables and other accounts payable	6,249						6,249
Long-term lease liabilities	15	15	15	15	15	1,344	1,419
	17,342	7,204	8,878	6,799	4,654	4,601	48,479

Movement in financial liabilities:

	Short term loans	Long term loans (1)	Lease liabilities	Loans from shareholders (2)	Total
	Euros in thousands				
Balance as of 1 January 2023	1,378	31,534	128	630	33,670
Receipt of short-term loan	3,762				3,762
Receipt of long-term loan					
Repayment of loans	(1,378)	(3,254)			(4,632)
Loan discount (2)				49	49
Balance as of 31 December 2023	3,762	28,280	128	679	32,849
Receipt of short-term loan	4,964				4,964
Receipt of long-term loan				1,982	1,982
Repayment of loans	(3,762)	(2,020)		(870)	(6,652)
Loan discount and accrued interest (2)				98	98
Balance as of 31 December 2024	4,964	26,260	128	1,889	33,241

(1) Including current maturities and accrued interest.

(2) See Note 6.

NOTE 19:- OPERATING SEGMENTS

a. General:

The operating segments are identified based on information that is reviewed by the Company's management to make decisions about resources to be allocated and assess its performance. Accordingly, for management purposes, the Group is organized into two operating segments based on the two business units the Group has. The two business units are incorporated under two separate subsidiaries of the Company, the CPO production unit is incorporated under CS DekelOil Siva Ltd. and its subsidiary and the RCN processing plant in the initial production phase is incorporated under Pearlside Holdings Ltd. and its subsidiary (see Note 1).

Segment performance (segment income (loss)) and the segment assets and liabilities are derived from the financial statements of each separate group of entities as described above. Unallocated items are mainly the Group's headquarter costs.

b. Reporting operating segments:

	Crude palm oil	Raw cashew nut	Unallocated	Total
		Euros in thousands		
Year ended 31 December 2024:				
Revenues-external customers	28,221	1,740		29,961
Cost of revenues	23,501	3,692		27,193
Segment operating profit (loss)	2,871	(2,968)	(918)	(1,015)
Finance cost	(1,593)	(969)	(11)	(2,573)
Profit (loss) before taxes on income	1,278	(3,937)	(929)	(3,588)
Depreciation and amortization	1,447	2,089	31	3,567

	Crude palm oil	Raw cashew nut	Unallocated	Total
		Euros in thousands		
Year ended 31 December 2023:				
Revenues-external customers	37,220	1,079	-	38,299
Cost of revenues	31,477	4,762	-	36,239
Segment operating profit (loss)	3,741	(4,207)	(1,036)	(1,502)
Finance cost	(1,976)	(884)	(21)	(2,881)
Profit (loss) before taxes on income	1,765	(5,091)	(1,057)	(4,383)
Depreciation and amortization	1,566	2,508	29	4,103

NOTE 19:- OPERATING SEGMENTS (Cont.)

	Crude palm oil	Raw cashew nut	Unallocated	Total
	Euros in thousands			
As of 31 December 2024:				
Segment assets	33,063	13,430	130	46,623
Segment liabilities	28,465	10,154	533	39,152
As of 31 December 2023:				
Segment assets	34,815	15,616	185	50,616
Segment liabilities	28,665	10,568	433	39,666

NOTE 20:- EVENTS AFTER THE REPORTING DATE

1. In June 2025 it was agreed with EBID to reschedule its loan (see Note 10 (c)4) for an additional 6 years with 1.5 years grace on principal payments starting from 30 June 2025 at the same interest rate.

2. In June 2025 it was agreed with AgDevCo to reschedule its loan (see Note 10(c)2)for an additional 7 years with 2 years grace on principal payments starting from 30 June 2025 at the same interest rate of 9%. The interest rate will increase to 9.75% if the Hudson loan (see Note 10(c)7) will not be rescheduled as well by 31 December 2025. The reschedule was conditional upon completing an equity fund raising on AIM of at least €2 million. This condition was met see (3) below.

3. On 27 June 2025 the Company completed a placing on the AIM, a market operated by the London Stock Exchange ("the AIM"), by issuing 425,909,086 Ordinary shares at a price of £0.0055 per share for total consideration of c. €2,747 thousand (£2,343 thousand), net proceeds of approximately €2,605 thousand (£2,221 thousand).
In addition, as part of the fund raising a Director of the Company that holds approximately €1.2 million of debt in the Company converted the debt at the fund-raising price into 187,931,098 Ordinary shares.

END