

Annual Report 2024

The background of the entire page is a photograph showing the silhouettes of three construction workers on a complex steel framework, likely a bridge or a large industrial structure. The workers are positioned in the center and right side of the frame, with their forms dark against a bright, hazy light source, possibly the sun setting or rising. The background is filled with out-of-focus city lights, creating a bokeh effect with various colors like yellow, orange, and blue. The overall mood is one of industrial activity and achievement.

**CONSTRUCTEL
VISABEIRA**

CONSTRUCTEL VISABEIRA

**Annual Report
2024**

Table of contents.

01 Constructel Visabeira

Page

04

Message from the Chairman of the Board of Directors	06
Vision, Mission, Values	08
Who we are	10
Where we are	20
International Academy	32
Sustainability	34
Corporate bodies	38

02 2024 overview

Page

40

Constructel Visabeira's shareholding structure	42
2024 Highlights	45
Analysis of consolidated results	46
Risk management	52
Business evolution by country	54
Sustainability Commitment	62
Future outlook	70
Annex to the Report of the Board of Directors	73

03 Documents of consolidated accounts

Page

74

Consolidated financial statements	76
Notes to the consolidated financial statements	82
Assessment and certification documents	156

1.

Constructel Visabeira

This remarkable performance is the result of a powerful combination: the strength of our organic growth in all the countries where we do business and the successful integration of strategic acquisitions.



Message from the Chairman of the Board of Directors

2024 was another extraordinary year for Constructel Visabeira. In a world in constant transformation marked by economic and geopolitical challenges, we managed not only to grow, but even to exceed expectations, strengthening our global presence and paving the way for an even more ambitious future.

We have crossed borders, expanded our skillsets and strengthened our commitment towards innovation and excellence. With a 48% growth in pro-forma consolidated turnover reaching 1.9 billion euros and a 34% increase in pro-forma EBITDA, which reached 181 million euros, we have demonstrated resilience, strategic vision and a strong capacity for execution.

This remarkable performance is the result of a powerful combination: the strength of our organic growth in all the countries where we do business and the successful integration of strategic acquisitions. The entry of Verità Telecommunications and Sargent Electric into Constructel Visabeira not only broadened our portfolio, but also strengthened the United States of America as our largest market, accounting for around 35% of total turnover.

In Europe, turnover was distributed between France, Belgium, Southern Europe (Portugal, Italy and Spain), the United Kingdom and Ireland, each with around 20%, while Germany, Denmark and Sweden contributed around 10%.

Complying with our strategic goal, we continued along the path of diversification and of balancing between the areas of telecommunications and energy. This year, energy accounted for 46% of our business activity, growing by more than 100% on the previous year and approaching 850 million euros. Telecommunications, meanwhile, remained strong, exceeding 1 billion euros, reflecting our global benchmark role in both sectors.

Sustainability, financial solidity and long-term vision continue to be pillars of our growth. During 2024, we maintained a strong balance sheet, with the net debt to EBITDA ratio of 1.4x, even with significant investments in terms of acquisitions.

With a presence in 11 countries and a team of 8,700 talented and dedicated professionals, we continue to make a difference in demanding projects, with rigour, passion and technical excellence.

We ended the year with a contract portfolio of 5.1 billion euros, a reflection of our clients' trust and our ability to build long-term relationships based on results.

We look towards the future with enthusiasm and a sense of mission. We are ready to continue leading the digital transformation and the energy transition, together with the major investments shaping tomorrow in Europe and in the United States. We believe in the power of engineering, in the force of innovation and above all, in the people who make it possible.

We thank all our customers, partners, employees and shareholders. Without your trust, dedication and shared vision, this successful journey would not have been possible. May this spirit of conquest continue to guide us together, towards new horizons.

Nuno Miguel Rodrigues Terras Marques
Chairman of the Board of Directors

→ **1,861M€**
Pro-forma
Turnover

→ **181M€**
Pro-forma
Recurrent
EBITDA

→ **+31%**
in EBITDA
compared
to 2023

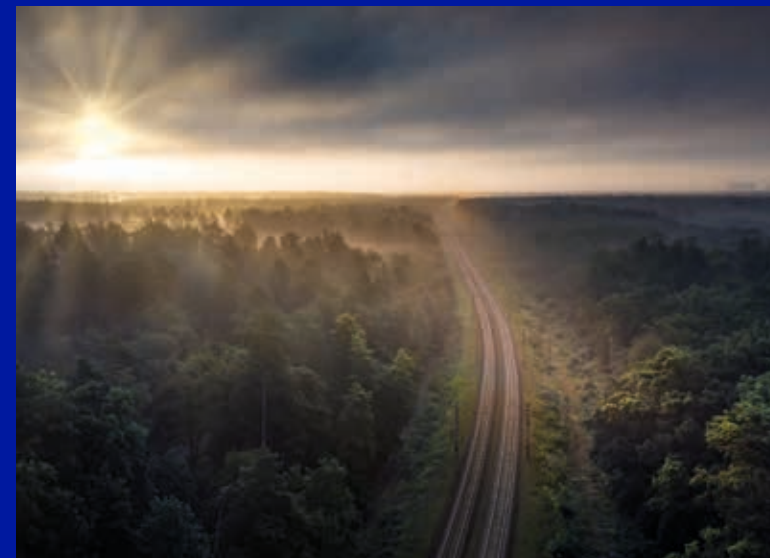
→ Mission

Creating the best solutions, focusing on innovation and anticipating clients' needs, and exceeding their expectations.



→ Vision

To be an international benchmark in the telecommunications and energy sector, with multiple integrating skills as well as with a wide range of turnkey solutions in project development.



→ Values

Leadership

We look forward to become a reference model in the sectors we do business in, leading through the ability to forecast and perform.

Innovation

The implementation of innovative methods and investment in new technologies are factors of differentiation, capable of creating value in the various areas we do business in.

Collaboration

Every day, we create strong connections that make our partners go further.

Management capacity

By efficiently controlling the various stages of each project, it is possible to optimise resources and guarantee the quality of results.

People

People build up a company, so we value teamwork, creating relationships of trust with our employees, clients and partners.

Who we are

Constructel Visabeira is an international renowned group operating in the Telecommunications and Energy sectors, with integrated skills that enable it to offer a wide range of solutions tailored to the needs of each customer.

The diversity and complementing characteristics of what it has to offer strengthen its presence in the markets it does business in, and also reinforce its international leadership position.

→ **Telecommunications**



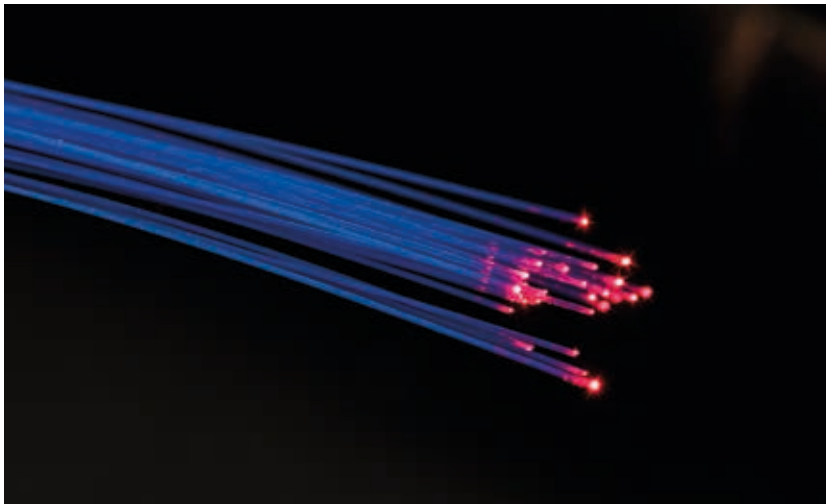
→ **Energy**

→ **Technology**



Telecommunications

Fixed and New generation networks



→ **Network maintenance**

- Preventive maintenance
- Corrective maintenance

→ **Network installation**

- Local network
- Subscribers network
- Interconnection network

→ **Project development**

→ **Infrastructures**

- Underground infrastructures
- Overhead infrastructures

→ **Commercial area**

- D2D Activity
- Telemarketing



Constructel is a leading international company in the area of fixed and new generation networks, with a strong and growing presence, especially in USA and in Europe. This leading position is only possible thanks to our broaden skills, which allow us to respond to each client's needs.

We can operate with total coverage in fixed networks and new generation networks, including all the development phases of a project, all the stages required to create infrastructures, both aerial and underground, as well as all network installation and maintenance activities, whether they are local, for subscribers or for interconnection.

Constructel's wide range of competences, combined with an innovative spirit and the professionalism and know-how of our teams, make it possible to offer a highly competitive offer, exceeding expectations in the markets in which we operate, as well as with our partners, promoting the development of strong links to build the future.

Telecommunications

Mobile networks and wireless solutions

We master a wide range of skills in the area of wireless infrastructure and technologies, including engineering and designing solutions, purchasing and constructing telecommunication stations, installing active and passive equipment, operating and maintaining mobile networks and wireless solutions.

Within the highly competitive wireless technology market, experience, professionalism and a capacity for innovation are key factors in taking a leading position and responding to each client's needs with the most effective solutions.

Internationally recognised for our ability to exceed expectations, we have positioned ourselves as a benchmark company in the sector of mobile networks and wireless solutions. Our wide range of skills allows us to take on all phases of a project, from start to finish, ensuring total control of the results and bringing all our professionalism and know-how to every stage.

Every day our teams work to keep clients connected to the future.



- Installation of equipment
- Construction of Infrastructures
- Site Intelligence
- Maintenance and operation



- Network planning
- Purchasing and permits
- Engineering and projects
- Development



Energy

As far as the energy sector is concerned, Constructel Visabeira has strengthened its position as one of the most important international players in the sector.

We are specialists in the design, construction, O&M of low, medium, high and very high voltage electrical infrastructure, including voltage work for the main energy utilities (DSO's and TSO's), with a focus on the electricity and renewable energy sectors, including solar and wind.

We have a multidisciplinary team with expertise in the design, construction and O&M of railway and powerline infrastructures.

In the gas sector, we are a leading partner for natural gas network concessionaires, with B2B and B2C operations.

We have a manufacturing plant with the capacity to produce 12,000 tonnes/year of metal structures for electricity networks, substations and railways.

With a versatile and integrated range of activities, Constructel Visabeira ensures the various implementation stages of each project, including design, procurement, planning, installation and maintenance of electrical and gas networks, providing turnkey service.

This wide range of skills, combined with the company's recognised dynamics, ability to mobilise and commitment, explains its growth in the energy sector.



→ Electricity

- Installation of low, medium and high voltage distribution networks
- Live-line working
- Electricity transmission lines and substations
- Electrical infrastructures for railway electrification, overhead powerlines and subway-surface line
- Interconnection networks between renewable energy production centres and electricity distribution/transport networks
- Smart meter solutions, smart grids and charging stations for electric vehicles
- Design and manufacture of cross-linked metal structures for electrical and telecommunications infrastructures



→ Gas

- Natural gas networks, in the B2B and B2C types
- Customer service and technical assistance

→ Renewable energies

- Photovoltaic and wind farms
- Energy audit and consultancy
- Design, construction and O&M of BESS Battery Energy Storage Systems



Technology



- **Advanced inspection of critical infrastructures**
- **Smart Buildings and Data Centers**
- **IT & Telecom Technologies**



As far as the Technologies services is concerned, Constructel Visabeira has strengthened its skills with the creation of specialised and experienced teams, with numerous projects carried out in terms of technological solutions and infrastructures.

We have developed technological solutions and services in terms of information systems and telecommunications networks, mobility solutions, connectivity and georeferencing, solutions for Data Centres, among others.

- **Information and Communication Technologies**
- **Optimisation of Procedures and Productivity**



Where we are

11

Markets

8,699

Employees

USA

France

Belgium

Portugal

Spain

Italy

United Kingdom

Rep. of Ireland

Germany

Denmark

Sweden

→ 1,861 M€

Pro-forma
Turnover

→ 181 M€

Pro-forma
Recurrent EBITDA

Present in 11 markets and with more than 40 companies, Constructel Visabeira has strengthened its leading position in the European and North American markets.

The United States of America



→ United States of America

J. F. Edwards
Verità
Sargent Electric

Pro-forma
Turnover
2024

638 M€



+430%
compared to 2023

Pro-forma
Recurrent EBITDA
2024

55 M€



+234%
compared to 2023

Employees
2024

1,952



+1,807
compared to 2023

France & Benelux

→ **France**
Constructel
O+M

→ **Belgium**
Constructel Belgium
OMV Natie

Turnover
2024

414 M€



+1%
compared to 2023

Recurrent EBITDA
2024

36 M€



-4%
compared to 2023

Employees
2024

2,049



-194
compared to 2023

Southern Europe

→ **Portugal**

Aeroprotechnik
Arquiled
Bright Science
Cunha Soares
EIP Serviços
Grupo Jayme da Costa
Viatel
Visabeira Infraestruturas



→ **Spain**

Tensa



→ **Italy**

IEME
InPower



Turnover
2024

333 M€



+6%
compared to 2023

Recurrent EBITDA
2024

26 M€



+24%
compared to 2023

Employees
2024

2,852



+339
compared to 2023

The United Kingdom & Republic of Ireland

→ **United Kingdom**
MJ Quinn
MSP Technologies



→ **Republic of Ireland**
Obelisk Group

Turnover
2024

315 M€



+18%
compared to 2023

Recurrent EBITDA
2024

41 M€



+20%
compared to 2023

Employees
2024

1,025



+138
compared to 2023

Germany & Nordic Countries



→ **Germany**
Constructel GmbH
Constructel Bau
Franz Josef Braun
Tavan Group
Elektro-Würkner



→ **Denmark**
Constructel Denmark
Toft Hansen

Turnover
2024

161 M€



+8%
compared to 2023

Recurrent EBITDA
2024

23 M€



-11%
compared to 2023

Employees
2024

821



+85
compared to 2023

International Academy

Training is a paramount investment for Constructel Visabeira, and the Group has several training facilities in its main markets, in particular the International Academy based in Portugal and the Academy in the United Kingdom. These academies are recognised for their high qualifications, are supported by unique facilities and equipment, and are able to meet and exceed the criteria of the various international operators and partners.

All our trainees are admitted, qualified and accredited at our Academies, and in 2024 the total number was around 4,200 technicians: at the International Academy around 3,100 technicians in the areas of Telecommunications and Energy (an increase of 6% compared to 2023), in more than 650 training courses (an increase of 17% compared to 2023) and in the United Kingdom, our Academy trained around 1,100 technicians and passed around 7,000 formal accreditations in the various courses, boosting the strong organic growth that the company has been achieving.



The team of instructors is made up of highly qualified professionals with more than 15 years' experience in the telecommunications and energy sectors and has been continually reinforced to meet growing needs, guaranteeing a wide range of training modules. Particularly noteworthy are the qualifications in the telecommunications sector, from the construction and maintenance of copper and optical fibre networks, to installation and cabling for the end customer, work at height and in confined spaces, as well as, in the Energy sector, for work in renewable energies (photovoltaic systems) and in very high, high, medium and low voltage infrastructures, and the scope of the theme of Safety and Health at Work.

For 2025, the number of training courses to be carried out, as well as the number of trainees involved, is expected to continue the growth trend as in recent years.



→ **> 4,000**
Trained
technicians
in 2024

→ **> 650**
Training
activities
in 2024

Sustainability

At Constructel Visabeira we recognise that sustainability and sustainable development are essential to guaranteeing the well-being and prosperity of future generations and of our planet, and that the long-term success of our company is strongly associated with the health and resilience of the value chain. To continue creating value, it is essential to serve the interests of all interested parties. We focus on reducing our environmental footprint, creating social value, developing business resilience and maintaining sound governance practices.



Sustainability strategy

Our strategy is aligned with international standards, frameworks and best practices, demonstrating our commitment to achieving common, global goals. We use the UN's Sustainable Development Goals (SDG) framework to underpin the action plan in all markets, creating a common language and a focus on its main goals for our business activities.

3

GOOD HEALTH AND WELL-BEING

4

QUALITY EDUCATION

7

AFFORDABLE AND CLEAN ENERGY

8

DECENT WORK AND ECONOMIC GROWTH

9

INDUSTRY, INNOVATION AND INFRASTRUCTURE

10

REDUCED INEQUALITIES

13

CLIMATE ACTION

There are three pillars of the sustainability strategy within Constructel which reflect the environmental, social and governance (ESG) dimensions of sustainability:

- Protecting the planet for the next generation (environmental sustainability)

 - Taking responsibility for our impacts is an essential part of how we will protect the planet.
 - Reducing energy consumption in facilities and car fleet, reducing the waste produced by activities and decarbonising operations are all necessary measures to contribute to a sustainable future.
- Enriching lives and uplifting communities (social sustainability)

 - Taking care of our employees: construction and maintaining infrastructure involves inherent occupational risks, which include working with electricity, working at heights, working outdoors and road transport. Prioritising the safety of our workforce and strengthening the safety culture is a neverending journey.
 - Ongoing investment in developing the skills and knowledge of our workforce brings benefits to both individuals and companies and our International Academies are proof of the priority and focus which Constructel gives to training.
- Do what's right, not what's easy (business ethics)

 - Compliance is everyone's responsibility... We must all act according to our core values of honesty, integrity and respect for others, for the environment and for society. This, in turn, will protect our trust and ensure that we act in accordance with all applicable legal and regulatory obligations.
 - Responsible and ethical supply chain: Constructel works with a large number of suppliers and partners. We value long-term relationships and seek to ensure that those we work with comply with our business ethics and values.
 - Preparing for the Corporate Sustainability Reporting Directive (CSRD) submission in 2026 is a key focus area for Constructel throughout 2025. However, more than just a compliance activity, preparation is a great opportunity for strategic planning, risk management and anticipating change, to create long-term value, making the company stronger and more resilient.



2024 Highlights

Sustainability

- The carbon footprint calculation has been completed for the years 2023 and 2024.
- Constructel Visabeira submitted its first Group disclosures to Carbon Disclosure Project (CDP) in 2024 and received a **C-** rating for Water and **D** for Climate Change, which was appealed and the final result is expected in June 2025.
- A new Sustainability Policy and a new Supplier Code of Conduct Policy were implemented.
- Elaboration and implementation of Energy Rationalisation Plans for the car fleet of some Constructel Visabeira companies, with the definition of goals to be achieved, thus allowing greater awareness of employees and a reduction in energy consumption.
- A supply chain due diligence assessment was carried out with an external partner.
- In preparation for the Corporate Sustainability Reporting Directive (CSRD), a dual materiality assessment (DMA) was initiated in 2024 and will be completed in 2025.



Sustainability governance

Sustainability requires an integrated approach, and our sustainability governance structure is designed to ensure that environmental, social and governance (ESG) considerations are integrated into the decision-making processes, both strategically and operationally. To reach all of the Group companies, the governance structure is divided into three levels:

- The Board of Directors has ultimate responsibility for Constructel Visabeira's sustainability work and is updated by the Group Sustainability Officer on key sustainability issues and their strategic implications.
- The Compliance and Sustainability Committee is made up of the Chief Sustainability Officer, the Chief Financial Officer, the Chief Operating Officers representing each geographical region, the Chief Compliance Officer and the Labour Rights, Environment and Safety Leader. The committee oversees goals, strategy, compliance and sustainability, getting involved in defining commitments and targets, assessing the materiality of risks and opportunities, providing oversight of execution, disclosures and reports. It is also responsible for implementing best practice initiatives throughout the organisation. The committee meets regularly.
- The main Sustainability teams are spread across various geographical regions, implementing sustainability strategies within their jurisdiction, as well as participating in cross-company working groups to achieve common goals, provide support, share best practices and collaborate on the Group-wide initiatives.

Corporate Bodies

In a company that creates connections, the strongest connections are those that unite us. Leadership with a clear vision, combined with the dedication and professionalism of our employees make Constructel Visabeira a reference partner, capable of anticipating clients' needs and exceeding their expectations.

Board of Directors	
Chairman	Nuno Miguel Rodrigues Terras Marques
Vice-Chairman	António José Monteiro Borges
Members	Luís Filipe Monteiro Marques Michael John Quinn Dietmar Pörtl Ricardo Jorge de Sousa Duque Saramago Fernando Daniel Leocádio Campos Nunes João Manuel Pisco de Castro Michele Titi-Cappelli José Carlos de Almeida Barreto Gurmehar Singh Grewal

Statutory Auditor	
Effective	Ernst & Young, Audit & Associados - SROC, S.A., represented by Rui Manuel da Cunha Vieira
Substitute	Pedro Jorge Monteiro da Silva e Paiva

Board of the General Meeting	
Chairman	Maria Isabel Couto Fernandes
Secretary	Marta Sofia Cunha Albuquerque Santos Temudo



→ Nuno Marques
CEO



→ António José Borges
COO



→ Luís Monteiro Marques
COO



→ Michael John Quinn
COO



→ Dietmar Pörtl
COO



→ Ricardo Saramago
CFO



→ Fernando Daniel Nunes
Member of the Board



→ João Castro
Member of the Board



→ Michele Titi-Cappelli
Member of the Board



→ José Barreto
Member of the Board



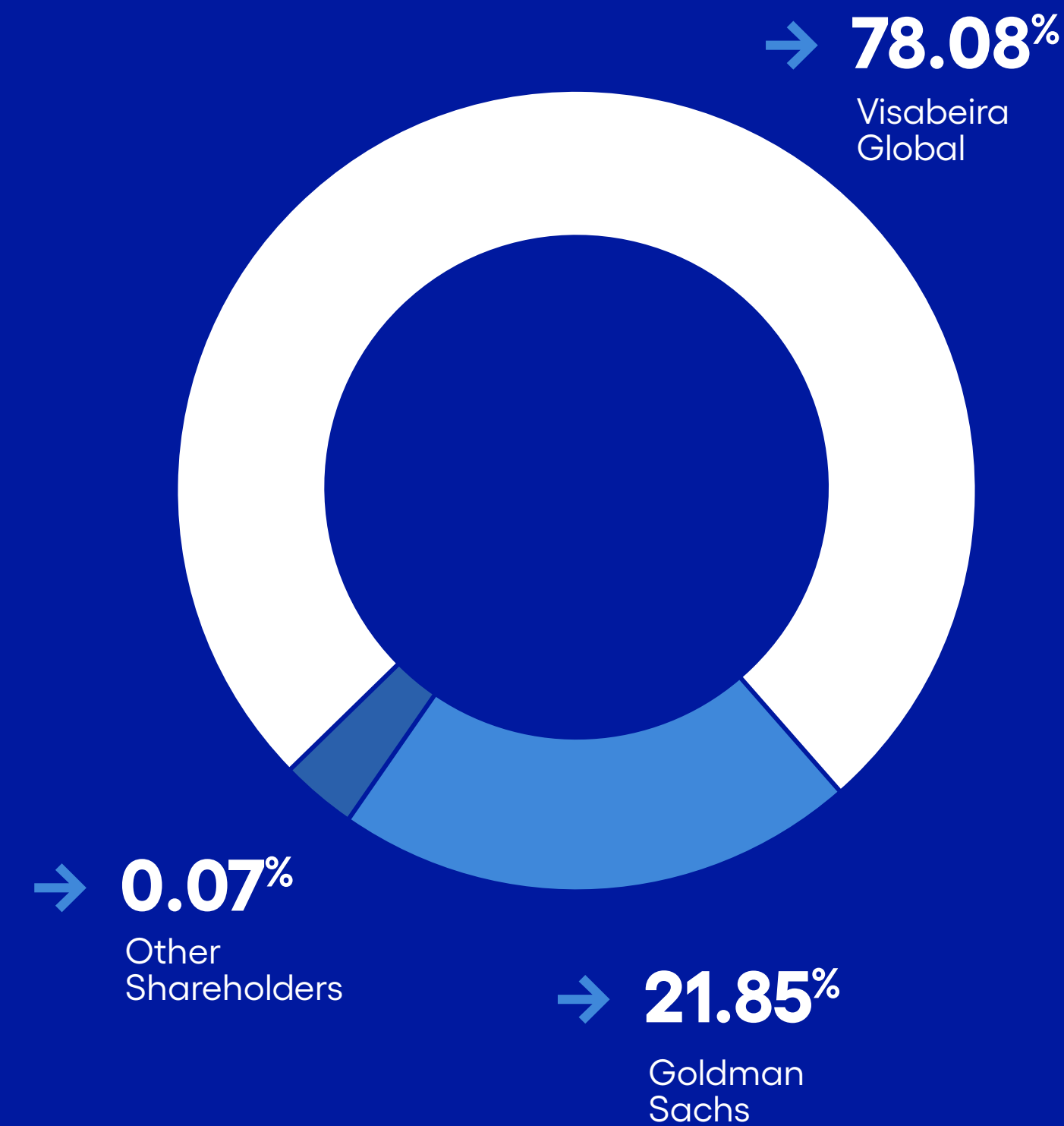
→ Gurmehar Grewal
Member of the Board



2.

2024
overview

Constructel Visabeira's shareholding structure



EUROPE

Germany	
Constructel GmbH	100.00%
Constructel Bau	100.00%
Franz Josef Braun	100.00%
Elektro-Würkner GmbH	100.00%
Tavan Tiefbau & Co. KG	75.00%
THG Tavan Holding GmbH	75.00%
I. Tavan GmbH	75.00%
Tavan Immobilien GmbH	75.00%
Belgium	
Constructel Belgium	100.00%
OMV Natie	100.00%
Denmark	
Constructel Denmark	100.00%
Toft Hansen	100.00%
Spain	
Tensa	98.16%
France	
Constructel France	100.00%
SCI Constructel	100.00%
Visactys	100.00%
Groupe Ramalheira	75.00%
O+M	75.00%
Italy	
IEME	100.00%
InPower Group	54.51%

Portugal	
Visabeira Infraestruturas	100.00%
Viatel	100.00%
Aeroprotechnik	75.00%
EIP Serviços	98.16%
VisaPower	98.16%
Cunha Soares	70.00%
Arquiled	79.62%
Bright Science	79.62%
Jayme da Costa - Energia e Sistemas	100.00%
Jayme da Costa, SGPS	90.00%
Landwalk	100.00%
Geovento	90.00%
The United Kingdom	
Quinn Constructel	100.00%
MJ Quinn - Integrated Services	100.00%
MJ Quinn Constructel	100.00%
Power Systems	100.00%
Obelisk Networks UK	100.00%
MSP Technologies	100.00%
Republic of Ireland	
Obelisk Communication	100.00%
Obelisk Power Systems	100.00%
Obelisk	100.00%

AMERICA

The United States of America	
Constructel Visabeira US	100.00%
J.F.Edwards	100.00%
Verità	70.00%
Sargent Electric	100.00%



2024 Highlights

Pro-forma*

Turnover

1,861 M€

+48%

compared to 2023

Recurrent EBITDA

181 M€

+31%

compared to 2023 (10% of margin)

Recurrent EBITA

122 M€

+32%

compared to 2023 (7% of margin)

Recurrent net profit

68 M€

+29%

compared to 2023

*Pro-Forma: Considering the purchase of Verità and Sargent Electric with effect from the 1st of January 2024.

Recurrent EBITDA, Recurrent EBITA and Recurrent Net Profit do not include the costs incurred in these purchases or one-off corporate projects, which in 2024 totalled 7.2 million euros (2023: 2.5 million euros).

Analysis of consolidated results

Macroeconomic background

After a period of prolonged and generalised stagnation, the EU economy resumed growth in the first quarter of 2024. As projected in the spring, expansion continued at a moderate but steady pace throughout the second and third quarters, amid increasingly low inflationary pressures, a situation that the European Commission predicted would remain unchanged until the end of the year. Growth in the EU is expected to reach 1.5% in 2025, as consumption is picking up speed and investment should recover from the downturn of 2024. In 2026, it expects economic activity to expand by 1.8%, following a continuous increase in demand. Growth in the eurozone should also follow a similar dynamic and reach 1.3% in 2025 and 1.6% in 2026 (the European Central Bank, in its December 2024 report, revised its forecasts downwards, pointing to growth in the eurozone of 0.7% in 2024, 1.1% in 2025, 1.4% in 2026 and 1.3% in 2027).

General inflation in the eurozone should decrease from 5.4% in 2023 to 2.4% in 2024, before gradually decreasing to 2.1% in 2025 and 1.9% in 2026. In the EU, the process of disinflation should be even more accentuated in 2024, with general inflation decreasing to 2.6%, from 6.4% in 2023, and continuing to decrease to 2.4% in 2025 and 2.0% in 2026. It is clear that the high level of uncertainty weighed significantly on consumption and especially on investment. A recovery in global trade in goods and continued expansion in trade in services boosted exports of goods and services by 0.5% during the first semester of the year. Import growth lagged considerably behind, while net external demand made a positive contribution to growth. Consumption is estimated to have gained strength during the third quarter, but in the opposite direction, investment may have decreased further.

During 2024, the pace of growth in the EU job market slowed down, with greater intensity during the second half of the year. Meanwhile, the EU labour market began to slow down, with the unemployment rate approaching its pre-pandemic level, but growth in demand for labour continued to exceed supply.

According to the European Central Bank, in annual terms, employment growth is expected to have decreased from 1.4% during 2023 to 0.8% during 2024 and it considers that this indicator will fluctuate between 0.4 and 0.6% during the period from 2025 to 2027.

The unemployment rate is expected to decrease further in both the EU and the eurozone, from 6.1% in 2024 to

5.9% in 2025 and 2026 in the EU, while in the eurozone it is expected to decrease from 6.5% in 2024 to 6.3% in 2025 and 2026.

After peaking at 6.1% in 2023, wage growth in the EU is still expected to continue at a strong 4.9% in 2024. However, it is expected to decrease more significantly to 3.5% during 2025 and to 3% during 2026. Even so, wage increases should outpace inflation, allowing real wages to fully recover during 2025 in the EU and the following year in the eurozone. With inflation decrease, real available household income is expected to increase further during 2025 and 2026. Due to strong balance sheets, lower incentives to save and more favourable credit conditions, households are expected to gradually reduce their savings rate to stand at 14% during 2026. Consequently, consumption growth is projected to accelerate.

The positive environment, with strong corporate balance sheets, a recovery in terms of profits, improved credit conditions and the boost of the Recovery and Resilience Facility, has prepared the ground for an expected strong recovery in investment. Thus, after contracting during 2024, investment should expand during 2025 and accelerate further during 2026.

Within a global context, geopolitical risks and political uncertainty have further increased. Russia's prolonged war with Ukraine and the escalating conflict in the Middle East have fuelled geopolitical risks and the continued vulnerability of European energy security. A further increase in global protectionist measures could weigh on worldwide trade, with a negative impact on the EU's highly open economy. Low productivity growth could make it increasingly difficult for companies to continue to sustain wage growth, leading them to reduce the workforce or pass on increasing costs to consumers. With its structural dependence on energy imports and its high degree of openness, the EU remains particularly vulnerable.

In Portugal, the Bank of Portugal, in its latest economic bulletin of December 2024, predicted that the Portuguese economy would have grown by 1.7% in 2024 (the INE - National Statistics Institute - in later information on the 30th of January 2025, states that growth should have been 1.9%). Also according to the Bank of Portugal, in 2025 and 2026, growth should increase to 2.2% and in 2027 to 1.7% again, thus maintaining the path of convergence with the euro area.

In 2024, economic growth was sustained mainly by

domestic demand, namely through private consumption. The growth and recovery in the investment forecast for the 2025-26 period reflects the improvement in financial conditions, the acceleration in external demand, the expansionary and pro-cyclical orientation of fiscal policy, the improvement in the global outlook and the stimulus from European funds. However, it should be kept in mind that the external environment remains subject to significant economic and geopolitical downside risks. Inflation reached 2.4% during 2024, a significant decrease from 5.3% during 2023.

In 2025, the amount should decrease to 2.1% and stabilise at 2% in the 2026-2027 period. *Banco de Portugal* [Bank of Portugal] believes this development mainly reflects the gradual moderation of wage costs and the maintenance of contained external inflationary pressures.

In the **United Kingdom**, GDP growth is expected to grow from 0.9% in 2024 to 1.7% in 2025 and 1.3% in 2026. As far as fiscal policy is concerned, it will be essential to ensure that the new budgetary rules are effective in preserving the viability of public finances and in supporting public investments leading to productivity gains. Inflation, as measured by the Consumer Price Index (CPI), stood at 2.3% in October. Global inflation is expected to remain above the goal throughout 2025 and 2026. Monetary policy is expected to continue easing until the beginning of 2026, with the Bank of England's key rate gradually decreasing to 3.5%, from the current 4.75%, as inflation continues to converge towards the target. Fiscal policy is to be tightened throughout the period up to 2026. The budget deficit is expected to be 4.5% of GDP in 2025 and 3.9% of GDP in 2026, while public debt will continue to remain above 100% of GDP during the 2025-2026 period.

In **France**, economic activity is expected to remain resilient during 2024, supported by public spending and foreign trade. GDP growth is expected to slow down from 1.1% during 2024 to 0.8% during 2025, with activity increasing during 2026, resulting in a 1.4% growth. Inflation is expected to reach 2.4% in 2024 and decrease to 1.9% in 2025 and 1.8% in 2026. The government deficit is expected to increase further, to 6.2% of GDP in 2024, before decreasing to 5.3% in 2025 and stabilizing at 5.4% in 2026. Public debt is expected to increase to around 117% of GDP by 2026, after 109.9% in 2023, 112.7% in 2024 and 115.3% in 2025, as the primary deficit remains considerable.

In **Germany**, economic activity is expected to have decreased by 0.1% during 2024. High uncertainty has weighed significantly on consumption and investment, and the trade outlook has worsened as global demand for industrial goods has weakened. In the future, domestic demand should increase, driven by increases in real wages. This context is expected to leverage a recovery in GDP growth to 0.7% during 2025 and 1.3% during 2026. During 2024, inflation is expected to have reached an average of 2.4%, with values of 2.1% forecast for 2025 and 1.9% for 2026. During 2024, the government deficit is projected to have decreased to 2.2% of GDP from 2.6% during 2023 and is projected to decrease further to 2.0% of GDP during 2025 and 1.8% of GDP during 2026. The government debt rate is expected to stabilize at around 63% of GDP.

In the **United States**, real GDP grew by strong 2.8% in 2024, slowing gradually to 2.4% in 2025 and 2.1% in 2026. Private consumption growth was solid, reflecting strong real wage gains. Growth in public consumption continued at a rapid pace.

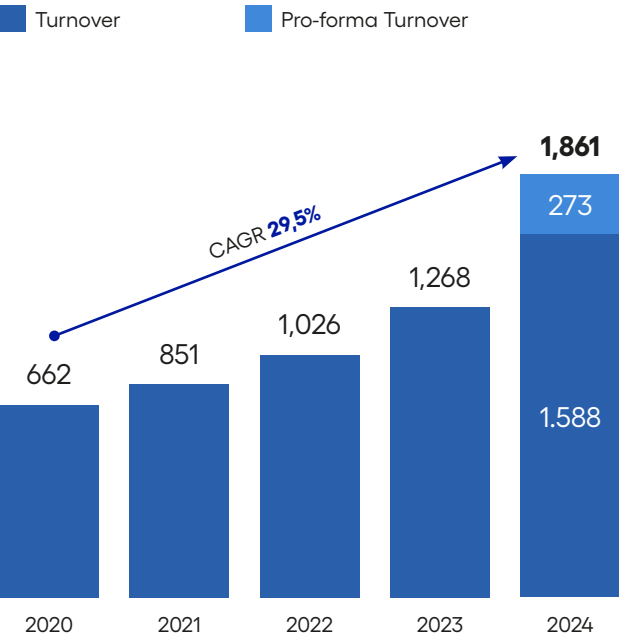
Investment growth has been strong in some sectors. Global inflation stood at 2.3% in October 2024, approaching the Federal Reserve's 2% target, mainly resulting from the decrease in energy prices. The economy is close to full employment, reflecting strong domestic demand. The unemployment rate will slowly increase but will remain low. The current account deficit, at over 3%, is high and remains almost doubling its pre-pandemic level. With the easing of monetary policy which began during the third quarter of 2024, it is likely that further cuts in key rates will continue until the beginning of 2026. The budget deficit is expected to remain very high at over 7.5% of GDP, with the debt/GDP ratio above 120% and increasing.

Constructel Visabeira's results in 2024

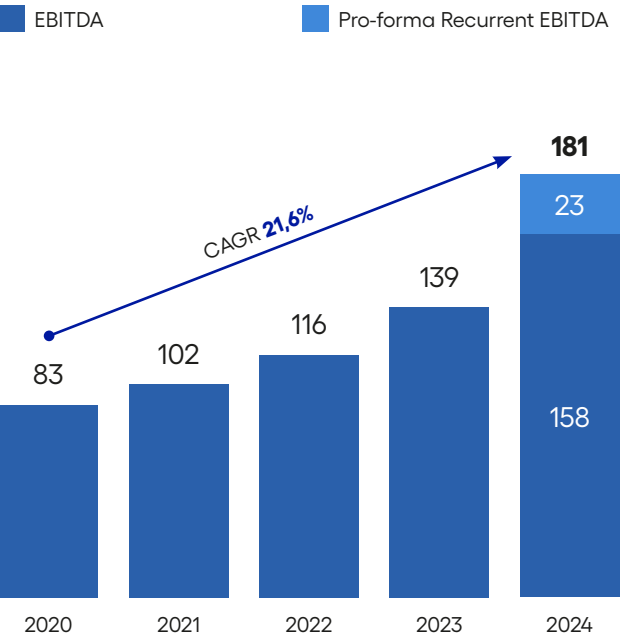
In 2024 Constructel Visabeira continued on its path of sustained growth, reaching a consolidated turnover of 1.6 billion euros this year, representing growth of more than 26% compared to 2023. This remarkable milestone was achieved not only by continuing the organic growth strategy implemented during previous years, which was extended during 2024 to all markets the Group does business in, but also by the boost generated by strategic purchases of companies, in particular the purchase of Verità Telecommunications Corporation (June 2024) and Sargent Electric Company (September 2024). Considering that the purchase of these two subsidiaries on the 1st of January 2024, pro forma (unaudited) turnover would amount to 1.9 billion euros, an increase of 48% compared to 2023. This evolution has allowed Constructel Visabeira to achieve a remarkable balance in its geographical and sectoral diversification with the United States of America representing, on a pro-forma basis, in 2024, 34% of revenue (638 million euros) and the energy sector contributing 46%, corresponding to 848 million euros and a growth of 124% compared to 2023. In geographical terms, it is also worth highlighting the contribution to turnover from the United Kingdom and Ireland with 316 million euros, a

region that recorded remarkable growth of 18% in 2024. With regard to the telecommunications segment, in 2024 it is worth highlighting a total turnover of 1,013 million euros, which shows a significant growth of 15.4% compared to 2023, resulting from the main contributions of the United Kingdom, France and Belgium. In terms of economic performance, the Group reached a new historical high, with EBITDA recording, in 2024, 158 million euros, which demonstrates a growth of 17% compared to 2023. Considering the purchase, on the 1st of January 2024, of the two subsidiaries mentioned above and not considering the non-recurring results recorded in 2024 in the amount of 7.2 million euros, incurred mainly in purchasing subsidiaries and specific corporate projects, the recurring pro-forma EBITDA totals 181 million, which corresponds to an EBITDA margin of 9.7% and a growth of 31% in relation to the recurring pro-forma EBITDA of the financial year 2023. At the sector level, there was a balance between the two segments in which Constructel Visabeira does business in, with the telecommunications segment and the energy segment achieving very close pro-forma EBITDA margins.

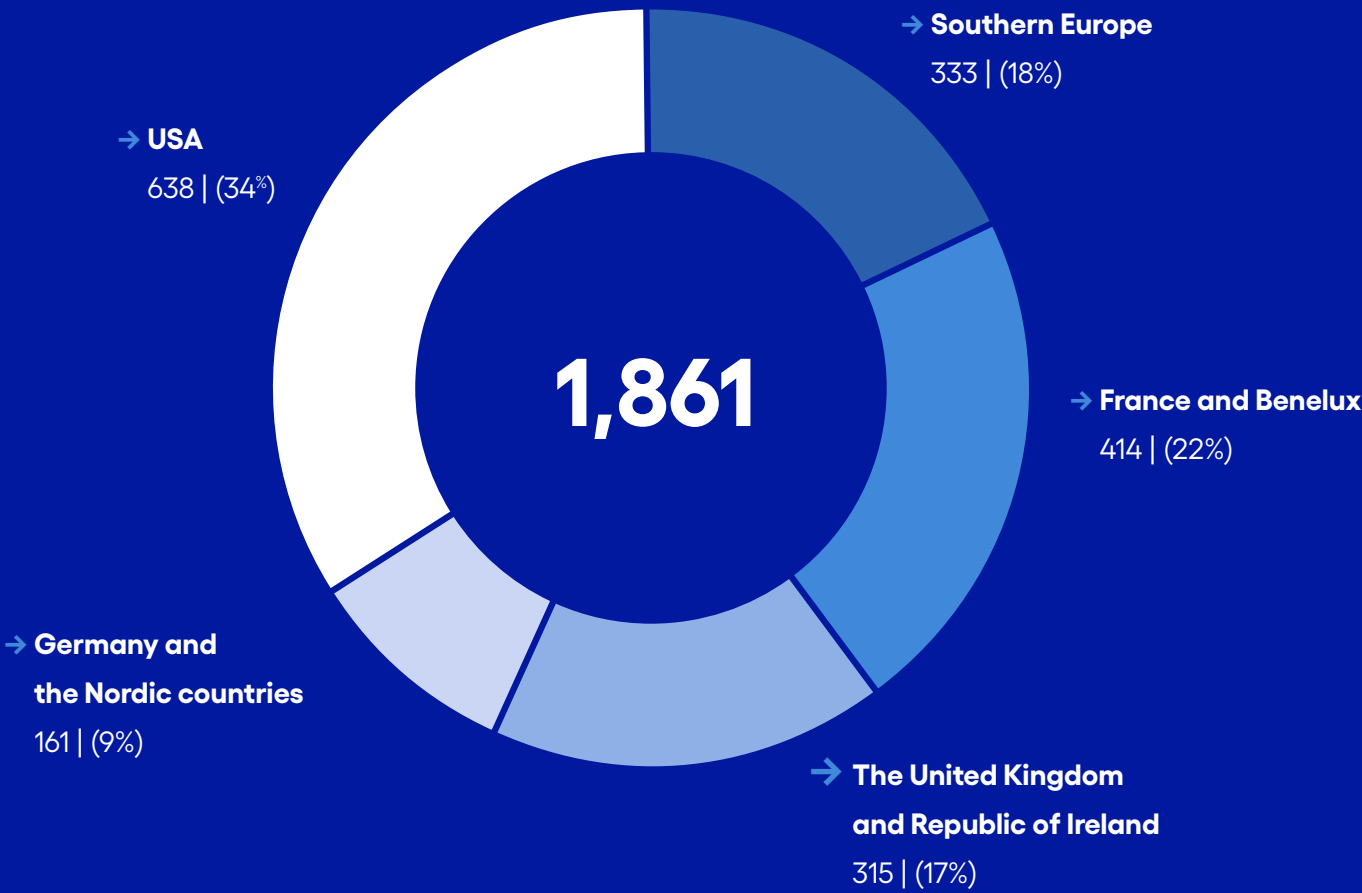
→ Turnover /M€



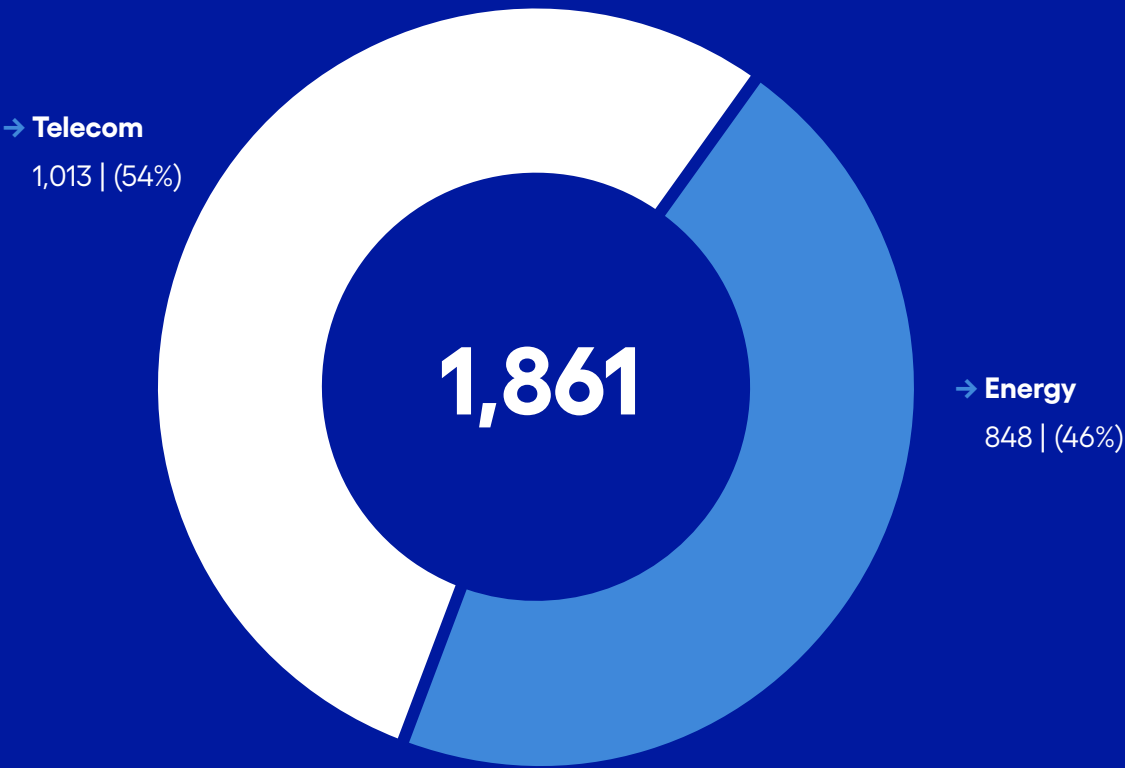
→ EBITDA /M€



→ Turnover by country/Me



→ Turnover by activity/Me



Statement of Financial Position

At the end of 2024, Constructel Visabeira’s equity amounted 371 million euros, an increase of 17.7% essentially registered through net income.

Total assets reached 1,321 million euros in the year, having registered an increase of 332 million euros due to the growth and expansion strategy of the activity mentioned above. The purchases incorporated assets and resulted in an increase in goodwill of 55.1 million euros.

Assets associated with client contracts, which correspond to services provided and not yet billed, reached 202 million euros and mostly related to the telecommunications segment.

As a result of the investment made during 2024, the vast majority was in the purchase of companies in the United States of America, as explained above, and Constructel has increased its debt by 123 million euros, reaching a Net Debt to EBITDA ratio of 1.4x.

This amount compared to 0.9x recorded in 2023, mark the increase in debt resulting from the financing of the purchases made.

Following the debt refinancing process of Constructel Visabeira launched in 2023, a syndicated loan with a maximum amount of 300 million euros and a maturity of 5 years completed in July 2024.

The success of this operation revealed the confidence that a large number of national and international banks place in the Group's management and enabled the achievement of several strategic and financial goals, such as strengthening investment capacity, extending debt maturity, optimizing financing conditions and increasing the financial strength of Constructel Visabeira’s subsidiaries.

	2024	2023
Total bank loans	261,974,052	149,123,941
Total lease liabilities	63,047,425	48,328,164
Factoring (note 34)	6,009,731	467,971
Confirming (note 34)	40,508,530	39,565,461
Cash and cash equivalents	-123,178,496	-112,271,598
Net debt	248,361,241	125,213,938
Recurring pro-forma EBITDA	181,484,974	138,076,046
Net debt / EBITDA	1.4x	0.9x



Investments¹

Besides the investment of 117 million euros to purchase companies, it is worth noting that investments in 2024 totalled 29.2 million euros in operational equipment in the various countries where Constructel Visabeira is present, particularly in the United Kingdom, Portugal and the United States of America.

	AMOUNT
The United Kingdom and Ireland	7,408,162
Portugal	7,198,947
The United States of America	5,739,752
Germany	3,989,370
Belgium	1,801,786
France	1,674,681
Italy	991,381
Spain	262,216
Denmark	172,195
Total	29,238,490

¹ The amount includes investment in tangible and intangible assets.

Risk management

Constructel Visabeira is subject to risks of various natures which may impact its activity, so risk management is a fundamental pillar of the company's strategy.

Risk management adopts an active approach that encompasses the entire Group, cutting across all functions and departments, with a view to ensuring consistency and a holistic approach. The main components of risk management include:

- Risk Identification
- Risk assessment
- Risk mitigation
- Risk disclosure
- Risk monitoring
- Development of a risk management culture

The main risks managed by the Group are classified as follows:

STRATEGIC RISK

This arises from factors which may negatively influence the Group's ability to implement its strategy, such as geopolitical developments, changes in the competitive balance, technology and regulation, among others.

OPERATIONAL RISK

This results from failures or inefficiencies in terms of internal processes, systems and employees that may affect the efficiency and effectiveness of the Group's operations.

FINANCIAL RISK

This arises mainly from the Group's exposure to financial variables such as interest rates, exchange rates and risks such as credit and liquidity. The management of each financial risk can be viewed in note 36 of the Consolidated Financial Statements.

COMPLIANCE RISK

This arises from the potential for non-compliance with laws, regulations, local, global and internal policies;
Legal risk: arises from potential lawsuits or legal actions arising from the activities carried out.

REPUTATION RISK

This arises to the extent that the company's image and reputation may be damaged and affect the Group's relationship with its stakeholders.

TECHNOLOGICAL AND CYBERSECURITY RISK

This stems from failures or weaknesses in IT systems that may compromise the security, efficiency or even continuity of the company's activity, or violate the integrity or protection of data.

ENVIRONMENTAL AND CLIMATE RISK

This arises from the potential non-compliance with environmental regulations and the impact of climate change on the Group's operations.

HUMAN RISK

It relates to the Group's main asset and its responsibility regarding health, safety, social and community relationships issues.

PHYSICAL RISK

This is the result of the ownership of physical assets necessary for conducting the business, which are subject to events or conditions that may cause damage and loss.



Business evolution by country

	Total		Group		Consolidated 2024		Consolidated 2023	
United States of America	366,671,811	22.3%	683,911	1.3%	365,987,900	23.0%	120,421,741	9.6%
J.F. Edwards	139,981,572	8.5%	0	0.0%	139,981,572	8.8%	120,421,741	9.6%
Verità	43,123,663	2.6%	0	0.0%	43,123,663	2.7%	0	0.0%
Sargent Electric	182,882,665	11.1%	0	0.0%	182,882,665	11.5%	0	0.0%
Constructel Visabeira US	683,911	0.0%	683,911	1.3%	0	0.0%	0	0.0%
The United Kingdom	284,662,907	17.3%	473,934	0.9%	284,188,973	17.9%	233,638,880	18.6%
MJ Quinn	284,188,973	17.3%	0	0.0%	284,188,973	17.9%	233,638,880	18.0%
Quinn Constructel	473,934	0.0%	473,934	0.9%	0	0.0%	0	0.0%
Portugal	310,108,385	18.9%	38,508,588	73.4%	271,599,797	17.1%	246,602,317	19.6%
Viatel***	129,491,159	7.9%	18,107,338	34.5%	111,383,822	7.0%	103,871,891	8.3%
Visabeira	62,450,539	3.8%	6,132,682	11.7%	56,317,857	3.5%	47,585,656	3.8%
Aeroprotechnik	1,426,999	0.1%	23,396	0.0%	1,403,602	0.1%	1,171,182	0.1%
Constructel Visabeira	10,469,824	0.6%	10,139,578	19.3%	330,246	0.0%	411,132	0.0%
EIP Serviços	38,474,993	2.3%	3,528,417	6.7%	34,946,576	2.2%	27,892,743	2.2%
Grupo Jayme da Costa	33,352,308	2.0%	75,235	0.1%	33,277,073	2.1%	43,876,877	3.5%
Arquiled	4,433,196	0.3%	244,897	0.5%	4,188,299	0.3%	2,417,618	0.2%
Brightscience	115,200	0.0%	115,200	0.2%	0	0.0%	0	0.0%
Cunha Soares	29,894,167	1.8%	141,845	0.3%	29,752,322	1.9%	19,375,219	1.5%
France	258,611,205	15.8%	1,177,689	2.2%	257,433,516	16.2%	266,307,800	21.2%
Constructel**	245,432,639	15.0%	158,964	0.3%	245,273,675	15.4%	255,828,255	20.3%
SCI Constructel	523,356	0.0%	463,259	0.9%	60,097	0.0%	58,403	0.0%
Groupe Ramalheira	180,000	0.0%	180,000	0.3%	0	0.0%	90,002	0.0%
O+M	12,029,273	0.7%	0	0.0%	12,029,273	0.8%	10,292,319	0.8%
Visactys	445,938	0.0%	362,578	0.7%	83,360	0.0%	38,821	0.0%
Belgium	152,107,284	9.3%	5,664,223	10.8%	146,443,061	9.2%	143,418,256	11.4%
OMV Natie	46,807,819	2.9%	5,598,062	10.7%	41,209,757	2.6%	31,831,563	2.5%
Constructel Belgium****	105,299,465	6.4%	66,161	0.1%	105,233,304	6.6%	111,586,693	8.9%
Germany	128,452,290	7.8%	2,073,768	4.0%	126,378,522	8.0%	120,182,694	9.6%
Constructel Bau	5,272,309	0.3%	855,785	1.6%	4,416,524	0.3%	5,792,151	0.5%
Constructel GmbH	42,725,787	2.6%	1,070,846	2.0%	41,654,941	2.6%	39,084,500	3.1%
Elektro-Würkner GmbH	29,260,642	1.8%	147,137	0.3%	29,113,505	1.8%	33,137,975	2.6%
Franz Josef Braun	10,878,916	0.7%	0	0.0%	10,878,916	0.7%	14,303,911	1.1%
Tavan Tiefbau & Co. KG*	40,314,637	2.5%	0	0.0%	40,314,637	2.5%	27,864,157	2.2%
Italy	81,780,400	5.0%	1,180,155	2.2%	80,600,245	5.1%	68,598,171	5.5%
Ieme	39,299,842	2.4%	399,086	0.8%	38,900,756	2.4%	26,487,967	2.1%
InPower Group	42,480,558	2.6%	781,069	1.5%	41,699,490	2.6%	42,110,204	3.3%

	Total		Group		Consolidated 2024		Consolidated 2023	
Republic of Ireland	31,257,000	1.9%	0	0.0%	31,257,000	2.0%	32,729,108	2.6%
Obelisk*****	31,257,000	1.9%	0	0.0%	31,257,000	2.0%	32,729,108	2.6%
Spain	12,735,896	0.8%	0	0.0%	12,735,896	0.8%	14,198,558	1.1%
Tensa	12,735,896	0.8%	0	0.0%	12,735,896	0.8%	14,198,558	1.1%
Denmark	14,867,398	0.9%	2,732,361	5.2%	12,135,038	0.8%	11,335,110	0.9%
Constructel Denmark	12,128,084	0.7%	188	0.0%	12,127,896	0.8%	11,335,217	0.9%
Toft Hansen	2,739,314	0.2%	2,732,172	5.2%	7,142	0.0%	-107	0.0%
Total	1,641,254,577	100%	52,494,628	100%	1,588,759,949	100%	1,257,432,636	100%

*Includes the companies THG Tavan Holding GmbH, I. Tavan GmbH and Tavan Immobilien GmbH

** This includes companies that have merged into it: Gatel, Escotel and Constructel Energie

*** This includes companies that have merged into it: PDT and Iutel

**** This includes companies that have merged into it: Constructel Modal, Modal Installation and Cabling Station

*****Includes the companies Obelisk Communication, Obelisk Power Systems, Obelisk International Group Holdings, Obelisk Power Systems UK Obelisk Networks UK



Telecommunications

France & Benelux

In France, Constructel continued its activity with Orange, the French incumbent operator (France Telecom), remaining one of its main providers of network engineering services. Thanks to its excellent service quality, it has incorporated new regions within the scope of recurring operation and maintenance, as well as customer installation services, which offset the anticipated decrease in terms of optical fibre network construction activity. The company's activity reached a turnover of 245 million euros in 2024, and its operations were developed throughout France, with a growing weight in the energy sector (electricity and gas), as well as SMART and IoT solutions. The company successfully completes a corporate restructuring merging the companies Gatel, Escotel and Constructel Energie into Constructel France, a transaction that resulted in operational, commercial and financial synergies. In terms of the mobile segment, the company O+M maintained its activity despite some slowdown by operators and a greater focus on rationalising resources. The company achieved a turnover of 12 million euros, with emphasis on new contracts signed with leading players in the sector.

In Belgium, the merger of the companies Constructel Modal, Modal Installation and Cabling into Constructel Belgium was also completed. This merger strengthened the company's strategic positioning in the market, especially with the company Proximus (Belgacom), its main historical client, with whom it has a long-standing relationship and recorded a high level of performance during 2024. This year revenue exceeded the amount of 105 million euros, and the company increased its market share with the main clients and telecommunications network operators during this period. The company continued to diversify its activities, whether in the area of optical fibre network construction or in the operation, maintenance and installation activities for customers, together with new clients, ensuring a strong project portfolio in all its areas of activity, which will allow it to maintain high levels of activity in the telecommunications sector throughout the coming years. Moreover, the focus on the energy sector has intensified as a way of complementing the business and ensuring sustained growth.

Still in Belgium, the company OMV Natie recorded revenues of over 41 million euros during 2024, representing an increase of 30% compared to 2023. This significant growth was mainly due to the partnership that has been built over the years with its largest clients, Proximus and Fluvius, which as a result of the high quality of the service provided, have provided the company with new business opportunities, most notably the renewal of the contract with Fluvius in 2024.

Southern Europe

In Portugal, Viatel maintained its leading position in the telecommunications sector, strengthening its position as a national leader for the excellence of the services provided. In 2024, the company presented high operational quality indicators and obtained very positive NPS rates in the evaluations carried out by its main customers, reflecting its consistent work and an ongoing commitment to ongoing improvement and getting closer to partners.

This remarkable performance was also driven by strong investment in training and team development, with special emphasis on the area of Safety and Work Environment. One of the most important milestones was the Telecommunications Security Forum, which was strongly supported by teams and reinforced management's commitment, promoting a culture of prevention and responsibility.

Following the merger with the companies PDT and IUTEL, completed in 2024, Viatel achieved revenues of 111 million euros, representing a 7% growth compared to the two companies' consolidated revenues during the previous year. In terms of the fixed network area, Viatel maintained the operational areas it already did business in, with activity levels similar to those recorded in 2023. In the Next Generation Network Construction sector (optical fibre), the volume of orders remained significant, driven by capacity expansion projects and tracking maintenance. In the mobile network segment, Viatel once again recorded significant growth, reaching a new all-time revenue record, thanks to its commitment to innovative, high-value-added solutions, particularly in the areas of infrastructure and technology in the telecommunications, energy, transport and defence sectors.

Aeroprotechnik continued its commitment to optimizing advanced inspection services for critical infrastructures, operating in the areas of energy (photovoltaic plants and overhead power transmission lines), telecommunications (base stations) and transport (railway maintenance), exceeding 1.4 million euros in turnover.

In Italy, the company Inpower Group maintained a similar level of activity to that of 2023, with revenues of around 42 million euros. The company strengthened its relationship with its main client, Open Fiber, particularly in the delivery area, and implemented significant improvements in management efficiency, focusing on information technology, operational organisation and strengthening of the management team.

Germany and Nordic Countries

In Germany, Constructel continued to strengthen its position in both the fixed and mobile networks, having not only strengthened its position with key clients but having also increased its customer base. This dynamic has driven the growth of the project portfolio, ahead of the new development cycle expected in the German market. In 2024, Constructel GmbH strengthened its position as a leading brand, with particular emphasis on the relationship established with Deutsche Telekom, the country's leading operator, achieving a turnover of around 42 million euros, an increase of around 7% compared to the previous year. Franz-Josef Braun is another company that has Deutsche Telekom as a privileged client. The diversification of its portfolio achieved in 2024 is noteworthy, which allowed it to record a turnover of 11 million euros and to secure an attractive portfolio of new contracts.

In 2024, Tavan recorded significant growth in its turnover to 40 million euros, a notable growth of 45%, reflecting the Group's competitive position in the market and its operational strength. The company maintained its focus on infrastructure solutions, having expanded its customer base and having secured a sustainable project portfolio with a growing focus on the energy sector.

Elektro-Würkner, which operates in telecommunications and energy, maintained a similar activity to 2023, having achieved a turnover of 29 million euros, mostly with Deutsche Telekom in optical fibre network construction, operation and maintenance activities.

Finally, in Germany, the performance of Constructel Bau also stands out, contributing an additional 4 million euros to the overall performance of this market.

In Denmark, Constructel maintained stable operations with a turnover of around 12 million euros. This performance is the result of the high maturity of the market and the consequent high penetration rates of optical fibre, factors that have focused the management of the operation on rationalizing resources and maximizing business margins.

The United Kingdom and Republic of Ireland

During 2024, MJ Quinn strengthened its position as one of the leading players in the energy and telecommunications sectors, achieving remarkable growth of 21% in turnover to 284 million euros. The operational performance of the British operator Openreach (British Telecom Group) made a decisive contribution to this result, guaranteeing it the position of the company's main partner and the extension of two key contracts, with a significant increase in market share among its operation, maintenance and customer installation activities until 2029.

MJ Quinn's strong focus on training is worthy of note, which enabled a crucial mobilisation of new engineers in 2024, increasing from around 1,800 operational staff to approximately 3,000 across all sectors, with a view to meeting the new contracts secured. MJ Quinn continues to operate in the Critical Infrastructure and Energy market in the United Kingdom, an area in which it maintains a clear pattern of growth.

In Ireland, Obelisk continues operating in the Irish and the United Kingdom markets and as a leading provider of turnkey solutions in essential infrastructures in the wireless networks, fixed telecommunications and renewable energy sectors. Within the telecommunications sector, 2024 was marked by the implementation of 4G and 5G infrastructures for clients such as Vodafone, Three, Vantage and Cellnex. In terms of fixed telecommunications, the year was marked by the award of a 3-year framework contract funded by the Irish Government to connect the remote islands off the coast of Ireland to the optical fibre network on the mainland. The company slightly reduced its volume of activity in 2024 compared to the previous year, reaching 31 million euros, expecting to resume its path of growth by strengthening its position with key customers and expanding its range of activities and customers, such as the diversification that took place in 2024 into the photovoltaic solar energy sector, where Obelisk became Urban Volt's main EPC partner.

The United States of America

Verità, a company purchased in May 2024, operates in the areas of engineering, construction and maintenance of fixed and mobile telecommunications network infrastructure. Founded in 2013 and based in Michigan, it develops solutions for multiple system operators (MSOs) and mobile network operators (MNOs). With extensive experience and a diversified customer base, it has the know-how to provide turnkey services. In 2024, Verità had revenues of over 80 million dollars and employed around 350 people in 27 markets and 12 regional operations strategically positioned in the central and eastern parts of the United States.





Energy

Southern Europe

In Portugal, Visabeira Infraestruturas recorded an improvement in its performance and strengthened its position in the national market. The company was able to respond to challenging operating conditions, and its high performance was recognised by its customers and allowed it to achieve a turnover of 56 million euros, corresponding to an 18% growth. The client portfolio continued to include the main players in the sector, both in the electricity, renewable energy and gas segments.

At EIP Serviços, the 2024 financial year confirmed the prospects for increased activity in the various sectors the company operates in, notably in the area of railway electrification, with special emphasis being placed on optimising resources and operational performance during the year. The company maintained its privileged relationship with its main customers, including REN, IP, EDP and SNCF in France, having achieved a turnover of over 35 million euros, despite the constraints during the start of several projects, particularly in the area of electricity transmission infrastructures for REN.

Likewise, Tensa in Spain faced some constraints in the development of its activity during the 2024 financial year, both in Distribution and Transportation, which affected its economic and financial performance. However, the company managed to increase its turnover to 13 million euros, while maintaining its focus on business development and strengthening of its Transport and Distribution activities.

In Italy, IEME has become the main operator in the area of medium and low voltage power grids for ENEL in the Emilia Romagna region, expanding into new regions and recording a record volume of activity of over 39 million euros, a very significant growth of around 47%. To cope with this increase in activity, in 2024 the company continued to invest significantly in human, operational and management resources, and in technical means to support its operations.

Germany and Nordic Countries

Cunha Soares recorded an excellent performance in 2024 in terms of its activities in high-voltage transmission lines and substations, mainly due to the growth seen in France, Sweden and Germany, the country that continued to represent the largest share of the company's revenue, with global revenue rising to 30 million euros.

The United States of America

In recent years, JF Edwards has demonstrated a trajectory of accelerated growth that is the result not only of a business diversification strategy but fundamentally of its high reputation and experience in the renewable energy sector. Within this context, the company recorded a growth in its volume of activity of 16% in 2024, reaching 140 million euros. Constructel Visabeira's presence in the energy sector in the North American market was further strengthened with the purchase of Sargent Electric in September 2024. This milestone represents a decisive step in the Group's international path of growth, aligned with its strategic vision. Sargent Electric is a North American company founded in 1907, specialising in electrical engineering and power grid services. With over 100 years of expertise, Electric has a strong presence in sectors such as renewable energy (wind and solar), battery energy storage systems, electrical distribution transmission network engineering services (construction and maintenance), as well as operations in mobile telecommunications and industrial infrastructure. In 2024, this company recorded 422 million euros in revenue and 35 million euros in EBITDA, a remarkable growth of 37% and 112% respectively.

Sustainability Commitment

Protecting the planet for the next generation

EMISSIONS AND DECARBONISATION

Emissions: Ambition and Methodology

Constructel Visabeira is committed to reducing its greenhouse gas (GHG) emissions. In March 2024, we made a formal commitment to the Science Based Targets Initiative (SBTi) to achieve near-term net-zero carbon emissions reductions in line with climate science and the Paris Agreement. Our decarbonisation plan is under development and will be submitted for validation before March 2026.

We work with an independent third party to support our emissions calculations, ensuring that rigorous and objective methodologies are applied. Our emissions calculations are based on established protocols and standards, and we constantly seek to improve the integrity, accuracy and reliability of our data through process and technology improvements.

Our emissions calculations have not been externally validated. However, as part of our planned improvements to emissions accounting for 2025, we are reviewing and improving processes aiming to secure ISO 14064 certification in the future.

EMISSIONS COMPLETENESS & ACCURACY

The GHG scopes and categories assessed and included in our 2023 and 2024 footprints are presented in the table below:

GHG Scope	2024	2023	Primary data used
Scope 1	Yes	Yes	Fuel consumption data
Scope 2	Yes	Yes	Electricity consumption data
Scope 3.1 Purchased goods & services	Yes	Yes	Expenditure data
Scope 3.2 Capital goods	Yes	Yes	Expenditure data
Scope 3.3 Fuel & energy related services	Yes	Yes	Fuel and energy consumption data
Scope 3.4 Upstream transport & distribution	Non identified	Non identified	Expenditure data
Scope 3.5 Waste	Yes	Yes	Expenditure and employee data
Scope 3.6 Business travel	Yes	Yes	Expenditure data
Scope 3.7 Employee commuting	Yes	Yes	Employee data
Scope 3.8 Upstream leased assets	Yes	Yes	Expenditure data
Scope 3.9 Downstream transport & distribution	Not assessed	Not assessed	-
Scope 3.10 Processing of sold products	Not assessed	Not assessed	-
Scope 3.11 Use of sold products	Not assessed	Not assessed	-
Scope 3.12 End-of-life of sold products	Not assessed	Not assessed	-
Scope 3.13 Downstream leased assets	Yes	Yes	Expenditure data
Scope 3.14 Franchises	Not relevant	Not relevant	-
Scope 3.15 Investments	Not assessed	Not assessed	-

To gain insight into data quality, both “integrity” and “accuracy” are tracked for the primary categories within Scopes 1 and 2, with the following definitions:

- Integrity= % of required Constructel entities included in the measurement.
- Accuracy = % of required entities using 100% of activity data (no estimates).

Scope 3 emissions are not assessed for data quality, as expenditure data has been used to date, which is inherently inaccurate.

GHG Scope	Category	% Total emissions	Integrity 2023	Integrity 2024	Accuracy 2023	Accuracy 2024
Scope 1	Mobile combustion	21%	97%	100%	94%	97%
Scope 2	Purchased electricity	1.3%	93%	100%	55%	56%

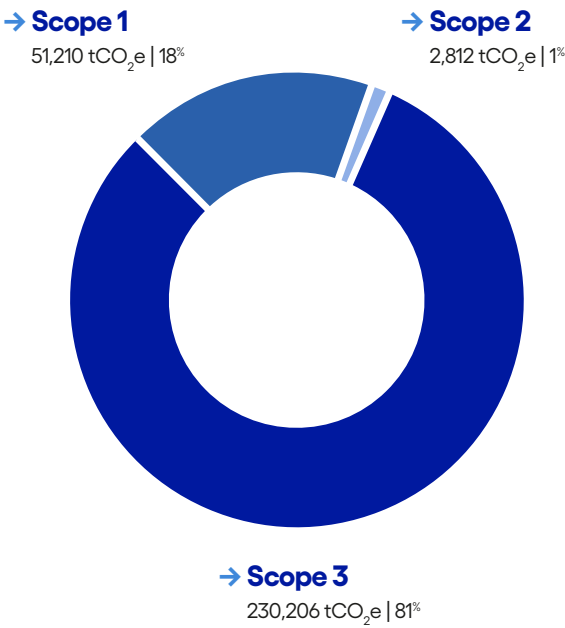
Emissions data

Emissions calculations have been successfully completed for 2023 and 2024. The purpose was for the 2023 emissions data to represent the base year for Constructel's decarbonisation plan. However, given the company's significant purchases made during 2024, Constructel Visabeira has revised this approach and will use 2024 as the base year. The improvements in data quality achieved in 2024 further reinforce this decision.

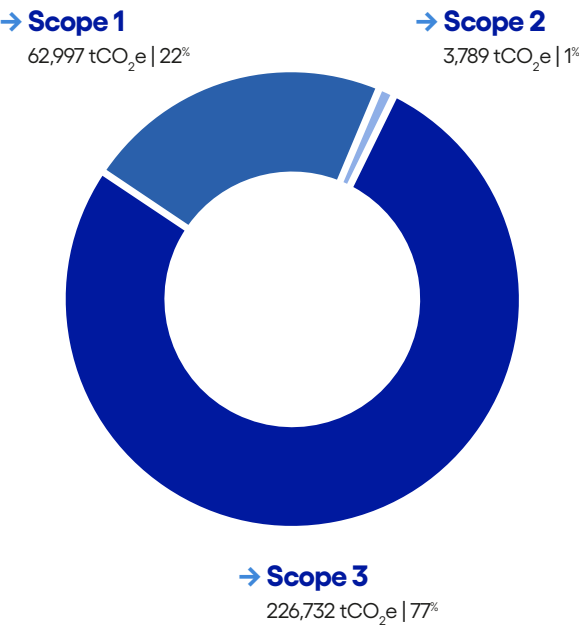
Emissions overview and comparisons

As of the date of issue of this report, all emissions figures used in the following sections remain subject to ongoing data quality checks and may be review in the future.

→ 2023 Carbon Footprint



→ 2024 Carbon Footprint



In absolute terms, during 2024 Constructel Visabeira's total market-based emissions increased by 9,290 tCO₂e to 293,518 tCO₂e, an increase of 3%. Despite the purchase of two USA companies, Verità and Sargent Electric, the overall absolute increase was limited to 3%, mainly due to an updated emissions database used by our emissions accounting partner between 2023 and 2024, which reduced the total emissions estimated from the expenditure data. Omitting the emissions estimated from the expenditure data, Scope 1 and Scope 2 emissions increased by 23% and 35% respectively, which is more representative of the inclusion of the purchased businesses.

Constructel uses emissions intensity as a metric to monitor performance and, at the same time, enable growth. Emissions intensity is calculated as the ratio between total emissions (scopes 1, 2 and 3) and Constructel's consolidated revenue. This year, Scope 3 emissions were omitted from the calculation due to a change in the emission factors database to provide a more representative figure. On a normalised basis, Constructel's emissions intensity for Scope 1 and Scope 2 emissions alone decreased by <0.5% (market and location based).

GHG Intensity	2024	2023
Scope 1 & 2 emissions (market-based)	42,1 tCO2e / €M turnover	43,0 tCO2e / €M turnover
Scope 1 & 2 emissions (location-based)	41,0 tCO2e / €M turnover	42,8 tCO2e / €M turnover

EMISSIONS ANALYSIS AND DECARBONISATION STRATEGY

When defining a decarbonisation strategy, Constructel's approach is to understand the biggest drivers of emissions when broken down into categories and to focus actions where the greatest impact can be made. The table below shows the full breakdown of market-based emissions for 2024.

GHG Scope	2024 emissions (tCO2e)	% Total emissions
Scope 1 Direct emissions	62,997	22%
Scope 2 Purchased electricity	3,789	1%
Scope 3.1 Purchased goods and services	180,624	61%
Scope 3.2 Equipment	8,705	3%
Scope 3.3 Fuel and energy-related services	15,733	5%
Scope 3.5 Waste	8,882	3%
Scope 3.6 Business trips	3,339	1%
Scope 3.7 Employee travel	7,581	3%
Scope 3.8 Upstream leasing assets	1,803	1%
Scope 3.13 Downstream leasing assets	64	0%
Scope 3.14 Franchises	0	0%

Direct Scope 1 emissions are responsible for 22% of the total footprint in 2024; 98% of these were generated by Constructel's fleet. Decarbonising the car fleet is an essential component of any future decarbonisation plan. Although Scope 2 emissions (resulting from purchased electricity) represent only 1% of Constructel's total emissions in 2024, Constructel aims to ensure that 80% of all purchased electricity comes from renewable sources by the end of 2025. Scope 3 emissions are the largest component of Constructel's footprint, with the Purchased Goods and Services category accounting for 62% of the total footprint. An important focus for 2025 is to improve the quality of data under this category to enable better analysis and planning.

DECARBONISATION STRATEGY

As the emissions base was calculated for the first time in 2024, no decarbonisation plan was in place. In the future, two initiatives will have the ability to reduce combined Scope 1 and Scope 2 emissions by almost 98%: The decarbonisation of the car fleet and the decarbonisation of the electricity supply will be the focus of our attention.

OTHER ENVIRONMENTAL INITIATIVES

In terms of responsible resource management, activities are being designed from a circular economy perspective, aiming not just to treat waste properly, but to define strategies for reducing waste production; to assess existing opportunities for improvement and to make processes more circular, using more durable materials. In any case, Constructel Visabeira's concern has been to ensure that waste is sent to the appropriate final destination. With this in mind, Constructel Visabeira has identified all the waste produced in the course of its activity, and has established a strategy for eliminating or reducing waste at the source in order to improve its environmental impact.

- Environmental awareness associated with the purchase of work equipment, having developed specifications for the main groups of materials and equipment, giving priority to those with lower environmental impacts and that simultaneously ensure user safety.
- Regarding the implementation and certification of management systems, 2024 was marked by the renewal and maintenance of the company's certification, complying with the quality (ISO 9001), environment (ISO 14001) and safety (ISO 45001) standards. The year 2024 is also marked by the consolidation of new normative references in some companies, namely ISO 27001 – Information Security Management System and ISO 37001 – Anti-Corruption Management System.

Enriching lives and uplifting communities

With regard to Safety and Health at work, integrated in the social dimension of sustainability, the development and certification of the companies' main Management Systems, combined with various actions to prevent accidents and with the continuous commitment training employees, allowed optimising working conditions and professional performance, which improved in a sustained manner indexes in these areas.

SAFETY HIGHLIGHTS 2024:

The figures...

- The Lost Time Injury Frequency Rate (LTIFR) has evolved favourably, with a reduction of 12.7% compared to 2023 (-28.8% compared to 2022);
- Portugal and France together account for 65% of all accidents;
- Denmark and Ireland have the lowest LTIFR values, with Ireland not recording any lost time accidents in 2024;
- The Telecommunications sector had the highest number of accidents (74.5%), particularly in France, Portugal and the United Kingdom;
- There was 1 fatal accident in Portugal in the energy sector (December 2024).

What we did to improve...

- Involvement of operations in ongoing monitoring of good practices on site in the areas of quality, environment and safety, by carrying out audits and Environment, Quality and Safety inspections, with special emphasis on areas of Constructel Visabeira. In 2024, around 2500 audits were carried out at Constructel Visabeira, using the platform BeOn;
- We have increased safety talks with the employees, mainly to analyse accidents that have occurred (safe starts, safety talks, safety briefings, etc.);
- We have expanded our ongoing safety training programmes to reinforce a proactive safety culture.

PROFESSIONAL TRAINING

Employees play a paramount role at Constructel Visabeira, and it is the company's responsibility to ensure that they have the right conditions to carry out their duties efficiently. Constructel Visabeira maintains a strong commitment to the satisfaction of its professionals, while at the same time seeking to attract new talent sharing its ambition for success.

With several business units and a strict Code of Ethics and Corporate Conduct, Constructel Visabeira's main goal is to attract talent in multiple areas. Professional training, structured in an effective and progressive way, plays an essential role in providing its employees with excellent qualifications. Thus, this commitment to continuous learning is a solution to overcome challenges related to low productivity rates resulting from gaps in terms of knowledge and skills.

Within a context of increasing globalisation and outsourcing of production activities, combined with a high degree of specialisation and demanding customer service, it is important for companies to have the tools to strengthen their competitiveness. Thus, improving employee performance, regardless of the activity sector, has become a determining factor. More qualified and experienced professionals contribute decisively to organisations achieving their goals, and this is a critical component for the success of knowledge-based businesses.

At Constructel Visabeira, ongoing professional training is one of the main tools for increasing productivity and profitability. It also ensures that the knowledge acquired is constantly updated, allowing professionals to keep up with the latest trends, legal regulations, technological innovations and practical requirements in their sector. This investment encourages innovation, adaptation and team spirit, aspects which have proved essential for the sustainable growth of companies.

Constructel Visabeira, S.A., a training organisation certified by DGERT since 2005, is responsible for providing training tailored to the needs of companies and their service providers. Covering various education and training areas, the following stand out: Foreign languages, Organisational framework, Applied IT, Electricity and energy, Electronics and telecommunications, Construction, Hotels and restaurants, Environmental protection technologies and Safety and hygiene at work.

In recent years, Constructel Visabeira’s international expansion in the telecommunications and energy sector has been clear. During 2024, this growth resulted in a significant increase in training courses, which are essential for qualifying technicians for these markets. These initiatives took place in various parts of mainland Portugal and the islands, most notably at the Training Academy in Viseu, but also in other European countries, particularly France and the United Kingdom. In 2024, at Constructel’s 2 most representative Training Academies, the main indicators were as follows:

Indicators	Constructel Visabeira Training Academy (PT)	MJ Quinn Training Academy (UK)
Number of trainees	3,078	3,565
No. of training hours	64,783	97,282

The outlook for 2025 is for a continued strengthening of Constructel Visabeira’s commitment to the internationalisation of telecommunications network engineering. As a result, growth is expected in both the number of training programmes and the number of trainees involved, with a particular focus on the German, Italian and Belgian markets.

PEOPLE

Constructel Visabeira, with its characteristic multi-activity, and multi-continental corporate identity, favours training, and people’s focus on goals as its main focus of its human resources policy, always aiming at a continuous improvement of productivity and quality of services or products.

The entire team, at its different levels, has a daily goal to meet its customers’ needs and exceed their expectations, guided by a structure based on three main focus: i) the quality of services and products; ii) the geographical expansion of activities; iii) performance dynamics and accuracy.

The organisation is always focused on combining attractive and successful careers with individual and collective results. Everyone’s focus always aims at an efficient management of knowledge, a competent management of the teams, the optimisation of resources, the maximisation of synergies and the efficient sharing of the company’s strategy and values.

In a group, which wants to become stronger and whose goal is its growth, the primary mission of its management is to involve everyone in the awareness of good practices, and to promote their correct connection with the management of professional and personal expectations of each an every one, in line with performance quality and the achievement of goals.

At the base of the success achieved is the versatile capacity of training and qualification of technicians, the dynamics regarding the management of careers, promoting multisectoral opportunities for the career development of each of its employees. In this context, it is important to highlight Constructel Visabeira’s characteristic multi-sector and international identity, which is a key factor for partnerships with education institutions, technical and professional schools, universities and all academic organisations. With these institutions, the company liaises and maximises the promotion of the best conditions of success for young graduates in order to tailor the best frameworks for their fruitful integration into professional life, ensuring mutual added value. For the common goals, a wise combination of experience with new blood is essential to complement, in a harmonious way, a solid team, competent and motivated in line with the Constructel Visabeira’s expansion model on a full development path with increasingly ambitious challenges.



The total number of employees at the end of the year was as follows:

	2024	2023
Constructel Visabeira	8,699	6,524

To do what’s right, not what’s easy

Constructel recognises that our long-term success depends on the health and resilience of our entire value chain and acknowledges the important role that suppliers, subcontractors and agents play in achieving and maintaining the values which yearn for. We build partnerships with all stakeholders for the long term and for mutual benefit, and therefore the achievement of Constructel’s sustainability goals depends on the partnership with our value chain. Furthermore, Constructel’s Scope 3 emissions represent 77% of its total footprint. Progress cannot be made in isolation.

SUSTAINABLE PROCUREMENT

To ensure that Constructel’s values are consistently upheld throughout our value chain, strong due diligence is required in the supply chain. To this end, two initiatives were completed in 2024:

- Due diligence assessment was carried out in the supply chain with the support of an external partner. A review of applicable legislation and requirements in all jurisdictions was completed, reviews of supply chain documents and policies, ESG risks inherent in the supply chain were identified and a roadmap of recommendations was provided.
- A new Constructel Supplier Code of Conduct was approved. The Code describes the minimum requirements and expectations for the ethical behaviour of all Constructel Suppliers. Constructel has a clear expectation that Suppliers act with integrity and treat people and the environment with respect. The Supplier Code of Conduct will be implemented during 2025.

CORPORATE ETHICS

Constructel’s Code of Ethics and Business Conduct is a guardrail that helps us to ensure that we do things safely, ethically, responsibly and observe all applicable laws, rules, regulations and policies while making business decisions. We have zero tolerance for illegal, dishonest or unethical conduct, abuse, discrimination or harassment.

Aiming to reinforce ethical business conduct, a Compliance System has been implemented to ensure compliance with applicable legal requirements, especially from the perspective of corruption prevention, prevention of money laundering, and terrorist financing, compliance with international sanctions, conflicts of interest, protection of human rights and protection of personal data. A set of Compliance Policies and a Third Party Integrity Verification system have therefore been implemented. In order to correctly implement these structuring instruments, with a view to promoting a culture of Compliance based on ethical and comprehensive performance, Constructel believes it is essential to train its employees.

Taking into account the international context it does business in and the growing participation of the private sector in the fight against corruption and related offences, as well as the legal obligations that it is bound to, in 2024 Constructel implemented a Plan for the Prevention of Corruption Risks and Related Offences, in which it identifies the risks it is exposed to in these matters, defines the criteria for assessing these risks and establishes preventive and corrective measures. In 2024, there were no confirmed cases of corruption and no convictions for non-compliance with the corruption prevention legislation. This Whistleblowing Channel guarantees anonymity, confidentiality, safeguards and non-retaliation in terms of the relationships with the whistleblowers, as well as compliance with all data protection and information security regulations. A Whistleblowing Channel has been available via the website since 2022, which is intended for reporting irregularities by Employees, Suppliers, Customers, Service Providers, Local Communities or any other interested parties.

Future developments

PREPARATION FOR CSRD

2024 was the year to measure the baselines, but the focus areas for 2025 will be the quality of the emissions input data, improving the data collection process, the planning and execution of actions and continuing the preparation for the CSRD. Anticipating the European Commission’s adoption of the Sustainability “Omnibus” Simplification Package, Constructel has already started working on its first CSRD (Corporate Sustainability Reporting Release), which it expects to complete during 2026, based on 2025 data. Preparing the CSRD is an opportunity for companies to improve their ESG performance, strengthen their relationship with stakeholders and create long-term value. For these reasons, Constructel will continue preparing the CSRD throughout 2025, completing the double materiality assessment and identifying the most relevant impacts, risks and opportunities for the Constructel group of companies. Moreover, Constructel continues preparing the report complying with its activities with the EU taxonomy criteria during 2026, in accordance with the EU Taxonomy Regulation. This means that the company will demonstrate how its operations contribute to the EU's environmental goals and do not significantly jeopardise other environmental goals.

ISO CERTIFICATIONS

For 2025, the focus in terms of management systems will be on the extension of certifications for new companies. The company also plans to implement and certify a Business Continuity Management System in accordance with ISO 22301.

Future Outlook

Constructel Visabeira is committed to continuing to develop its business activities, aiming at enhancing its diverse skills and the entrepreneurial dynamics which characterise it. The company operates in an integrated manner in increasingly global scenarios, expanding its markets in a sustainable manner, always aiming at being our clients' trusted partner in constructing and maintaining critical network infrastructures in the telecommunications and energy sectors.

For the coming years, we plan to maintain a strong commitment towards internationalisation, accompanying the significant investment which the Eurozone countries and the United States of America aiming at promoting digital transformation and the energy transition. Constructel Visabeira stands out in both sectors as one of the main players at international level, possessing distinctive capabilities in telecommunications and energy network engineering services, as a result of its vast experience and know-how.

We are very excited about the opportunities which the future holds, and we are confident that, with our strategic positioning, we will continue to strengthen our relationship in the various geographical markets where we do business. Following the recent trade measures imposed by the USA, applying the additional tariffs on imports from various countries, we believe that the impacts will not be material, given that our operations do not involve exports or imports from the United States.

As of the 31st of December 2024, Constructel Visabeira has a strong portfolio of contracts to be carried out over the next few years worth 5,072 million euros, 64% of which relate to the telecommunications sector, and 36% to the energy sector:

- 1,799 million euros in the United Kingdom;
- 830 million euros in the United States of America;
- 733 million euros in France;
- 500 million euros in Portugal;
- 443 million euros in Belgium;
- 409 million euros in Germany;
- 260 million euros in Italy;
- 98 million euros in Denmark, Ireland and Spain.

Constructel Visabeira will continue to invest strategically in company purchases in order to complement its organic growth, seeking to expand and strengthen its geographical presence in markets and business segments with strong growth potential.





Annex to the report of the Board of Directors

In compliance with the provisions of article 447, paragraph 5, of the Commercial Companies Code, we hereby declare that during the period covered by the report, the directors identified herein held the following company shares:

Shareholder/ Member of Corporate Bodies	Number of shares on the 31 st of December 2024	%	Number of shares on the 31 st of December 2023	%	Operations in 2024
Visabeira Global, SGPS, SA	696,797,155	78.078%	696,797,155	78.109%	0
Goldman Sachs	195,003,247	21.851%	195,003,247	21.859%	0
Members					
Nuno Miguel Rodrigues Terras Marques	162,394	0.018%	108,351	0.012%	54,043
Fernando Daniel Leocádio Campos Nunes	27,021	0.003%	0	0.000%	27,021
António José Monteiro Borges	43,340	0.005%	43,340	0.005%	0
Luís Filipe Monteiro Marques	54,148	0.006%	43,340	0.005%	10,808
João Manuel Pisco de Castro	16,212	0.002%	0	0.000%	16,212
Ricardo Jorge de Sousa Duque Saramago	43,234	0.005%	0	0.000%	43,234
Michael Jonh Quinn	90,141	0.010%	90,141	0.010%	0
Dietmar Pörtl	90,035	0.010%	0	0.000%	90,035
Other shareholders (non directors)	108,080	0.012%	0	0.000%	108,080
Total	892,435,007	100.00%	892,085,574	100.00%	349,433

Viseu, 4th of April 2025

The Chartered Accountant

Daniel Augusto Vazinho Pereira

The Board of Directors

Nuno Fd Reis

Henrique

António da Silva

João

João

João

António

João

João

João

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**Documents of
consolidated
accounts**

Consolidated Financial Statements

Consolidated income statement

Financial years ended on the 31st of December 2024 and on the 31st of December 2023

	Notes	2024	2023
Ongoing operations			
Sales		36,507,154	37,289,708
Services rendered		1,552,252,795	1,220,142,928
Turnover	9	1,588,759,949	1,257,432,636
Cost of sales and services rendered	23	-195,939,513	-144,442,851
Other income	10	16,614,358	16,510,277
External supplies and services	11	-837,585,120	-716,752,170
Staff costs	12	-402,550,438	-268,094,167
Other costs	10	-11,203,760	-9,035,078
Changes in the fair value of investment properties	21	0	332,600
Amortisation and depreciation	13	-55,652,488	-44,575,094
Provisions and impairment losses	14	-6,477,983	-970,122
Interest paid, net	15	-13,702,555	-9,719,311
Other financial gains	16	15,497,576	754,746
Other financial expenses	16	-11,808,856	-10,244,754
Result before taxes		85,951,170	71,196,714
Income tax	17	-23,341,970	-18,592,619
Net income		62,609,200	52,604,095
Attributable:			
Shareholders		60,770,496	51,406,622
Non-controlling interests	31	1,838,704	1,197,473
Earnings per share:			
Basic	29	0.07	0.06
Diluted	29	0.07	0.06

The notes are part of this consolidated income statement

Consolidated Statement of Comprehensive Income

Financial years ended on the 31st of December 2024 and on the 31st of December 2023

	Notes	2024	2023
Consolidated net income for the period (a)		62,609,200	52,604,095
Other comprehensive income:			
Amounts that will be subsequently reclassified to profit or loss			
Exchange differences arising from translating financial statements prepared in foreign currency	30	13,788,989	-690,787
Others		-42,598	-274,322
Other comprehensive income for the period (b)		13,746,391	-965,110
Comprehensive income of period (a)+(b)		76,355,591	51,638,986
Comprehensive income for the financial year attributable to:			
Non-controlling interests		1,574,480	839,897
Shareholders		74,781,111	50,799,089

The notes are part of this consolidated statement of comprehensive income

Consolidated statement of financial position

Financial years ended on the 31st of December 2024 and on the 31st of December 2023

	Notes	2024	2023
ASSETS			
Non-current assets			
Tangible assets	18	124,909,545	101,283,627
Right-of-use assets	19	75,716,433	51,780,178
Goodwill	20	346,257,434	291,393,844
Investment properties	21	11,356,000	11,356,000
Intangible assets	22	64,920,605	27,023,591
Other assets	6	1,556,234	1,979,222
Deferred tax assets	17	10,921,572	10,637,679
Total non-current assets		635,637,823	495,454,141
Current assets			
Inventories	23	73,795,829	65,047,475
Clients	24	264,089,227	143,923,776
Assets associated with clients’ contracts	9	202,173,797	156,947,502
Other receivables	26	14,248,993	7,551,480
Other assets	26	7,555,416	7,086,250
Cash and cash equivalents	27	123,178,496	112,271,598
Total current assets		685,041,758	492,828,081
Total assets		1,320,679,581	988,282,222
EQUITY			
Capital	28	142,789,601	142,733,692
Share premiums	28	190,473,214	190,153,087
Other reserves	30	-185,489,084	-199,279,624
Retained earnings	30	219,219,830	178,229,259
Equity attributable to shareholders		366,993,561	311,836,414
Non-controlling interests	31	4,404,831	3,767,637
Total equity		371,398,392	315,604,051
LIABILITIES			
Non-current liabilities			
Long-term paid loans	32	248,807,893	30,948,328
Other accounts payable	34	34,896,272	36,379,043
Deferred tax assets	17	19,701,017	15,609,184
Provisions for other risks and expenses	38	5,005,184	5,814,464
Lease liabilities	35	39,601,498	20,684,498
Total non-current liabilities		348,011,865	109,435,518
Current liabilities			
Short-term paid loans	32	13,166,159	118,175,612
Suppliers	33	233,281,776	176,732,919
Income tax	25	10,782,570	7,196,308
Liabilities associated with clients’ contracts	9	101,283,422	51,566,342
Other accounts payable	34	117,771,428	109,683,912
Other liabilities	34	101,538,043	72,243,893
Lease liabilities	35	23,445,927	27,643,666
Total current liabilities		601,269,324	563,242,653
Total liabilities		949,281,189	672,678,171
Total equity and liabilities		1,320,679,581	988,282,222

The notes are part of this consolidated statement of financial position

Consolidated statement of changes in equity

Financial years ended on the 31st of December 2024 and on the 31st of December 2023

	Capital	Issue premiums	Retained earnings and other reserves	Subtotal	Non-controlling interests	Total equity
Notes	28	28	30		31	
On the 1 st of January 2023	142,733,692	190,153,087	-62,720,588	270,166,191	4,477,073	274,643,264
Comprehensive income for the period	0	0	50,799,089	50,799,089	839,897	51,638,986
Acquisitions/disposals	0	0	-9,128,866	-9,128,866	-247,512	-9,376,378
Transactions with shareholders						
Dividends distributed	0	0	0	0	-1,301,820	-1,301,820
On the 31 st of December 2023	142,733,692	190,153,087	-21,050,365	311,836,414	3,767,637	315,604,051
On the 1 st of January 2024	142,733,692	190,153,087	-21,050,365	311,836,414	3,767,637	315,604,051
Comprehensive income for the period	0	0	74,781,111	74,781,111	1,574,480	76,355,591
Transactions with shareholders						
Capital payment	55,909	320,127	0	376,036	0	376,036
Dividends distributed	0	0	-20,000,000	-20,000,000	-937,286	-20,937,286
On the 31 st of December 2024	142,789,601	190,473,214	33,730,746	366,993,561	4,404,831	371,398,392

The notes form an integral part of this consolidated statement of changes in equity.

Consolidated statement of cash flows

Financial years ended on the 31st of December 2024 and on the 31st of December 2023

	Notes	2024	2023
OPERATING ACTIVITIES			
Receivables from clients		1,764,211,127	1,439,047,932
Payments to suppliers		-1,221,709,524	-1,034,519,601
Staff costs		-397,403,576	-265,962,180
Operating cash flow		145,098,027	138,566,151
Income tax paid/received		-17,087,888	-14,128,461
Other operating payments/receipts		-1,765,754	-1,305,515
Cash flow generated before extraordinary items		126,244,384	123,132,175
CASH FLOW FROM OPERATING ACTIVITIES (1)		126,244,384	123,132,175
INVESTMENT ACTIVITIES			
Receivables from:			
Investment grants		88,977	220,579
		88,977	220,579
Payments relating to:			
Subsidiary purchases, net cash purchased	Annex DFC	-116,515,738	-87,171,687
Tangible and intangible fixed assets		-29,238,490	-31,105,822
		-145,754,229	-118,277,509
CASH FLOW FROM INVESTMENT ACTIVITIES (2)		-145,665,251	-118,056,930
FINANCING ACTIVITIES			
Receivables from:			
Loans obtained	32	377,521,375	105,468,562
Capital payments and other equity instruments	28	376,036	0
		377,897,411	105,468,562
Payments relating to:			
Loans obtained	32	-262,017,329	-78,503,337
Amortisation of financial lease contracts	35	-41,363,381	-29,641,429
Interest and similar costs		-26,642,116	-20,421,931
Dividends	30 and 31	-20,931,139	-1,301,820
		-350,953,966	-129,868,518
CASH FLOW FROM FINANCING ACTIVITIES (3)		26,943,445	-24,399,956
Changes in cash and cash equivalents (1) + (2) + (3)		7,522,578	-19,324,711
Cash and cash equivalents at the beginning of the period		112,118,302	131,443,012
Cash and cash equivalents at end of period		119,640,880	112,118,302

The notes are part of this consolidated statement of financial position

Notes to the consolidated statement of cash flows

Financial years ended on the 31st of December 2024 and on the 31st of December 2023

1. Acquisition or disposal of subsidiaries and financial investments	2024	2023
a) Payments related to purchases for the financial year		
Sargent Electric	49,408,975	0
Verità	35,200,707	0
Multi Source Power Technologies	3,854,957	0
Tavan	0	55,500,000
O+M	0	6,148,667
Arquiled	0	2,497,970
Aeroprotechnik	0	1,320,000
b) Cash purchased		
Sargent Electric	-3,700,348	0
Multi Source Power Technologies	-583,445	0
Verità	-231,337	0
O+M	0	-1,221,397
Jayme da Costa	0	-804,251
Arquiled	0	-72,713
c) Payments related to purchases from previous years		
Cunha Soares	12,212,112	14,768,804
Jayme da Costa	8,201,002	0
Elektro-Würkner	5,768,365	3,620,184
Obelisk	2,801,553	280,580
OMV Natie	2,029,581	1,747,986
Franz Josef Braun	1,294,300	0
MJQuinn	259,317	449,855
EIP Serviços/TENSA/J.F. Edwards CC	0	1,557,999
Inpower	0	900,000
MJQ Solar	0	478,004
	116,515,738	87,171,687

2. Breakdown of cash and cash equivalents	2024	2023
a) Cash		
Cash	53,795	17,551,104
Bank deposits	123,124,701	94,720,494
Bank overdrafts	-3,537,616	-153,297
Cash and cash equivalents at end of period	119,640,880	112,118,302
Bank overdrafts	3,537,616	153,297
Cash and cash equivalents in the balance sheet (see note 27)	123,178,496	112,271,598

Notes to the consolidated financial statements

On the 31st of December 2024 (amounts in euros)

1. Introductory note

Constructel Visabeira, SA (“Constructel Visabeira”), headquartered in Viseu, Portugal, is the result of a corporate reorganisation carried out by Visabeira Global, SGPS, SA, in 2019, with a view to grouping its activities in the telecommunications and energy areas in Europe, concentrating within Constructel Visabeira the stakes it held in companies in these segments operating in this region. The company’s strategy for structuring the operations in sector sub-holdings, allows for enhancing each business area and strengthening Constructel Visabeira’s ability to carry out its activity in the markets it operates in Europe and the United States of America.

Constructel Visabeira consolidates its accounts in the company Grupo Visabeira, SA, its majority shareholder (with 78% of the shares representing the share capital) based in Viseu, Portugal, which has presented consolidated accounts in accordance with IAS/IFRS since 2005. Grupo Visabeira, SA, is 98.57% owned by Fernando Campos Nunes, through NCFGest, SA.

The date on which the financial statements are authorised for issue is the 4th of April 2025.

These financial statements were authorised for issue by the Board of Directors. However, they are still pending approval by the General Shareholders’ Meeting, and the Group’s Board of Directors is convinced that they will be approved without changes.

2. Material accounting policies

The material accounting policies used in the calculation of profit or loss for the period and the presentation of the financial position are as follows:

2.1. Basis of preparation

In 2019, after the corporate reorganisation referred to in the introductory note, Constructel Visabeira presented consolidated financial statements for the first time.

Taking into account the provisions of Appendix D.16 of IFRS 1 - First Application of IAS / IFRS, in the Opening Statement of Financial Position, reported on the 1st of January 2019, assets and liabilities were recognised and measured in accordance with the amounts recorded in the parent company’s consolidated financial statements, based on its transition date to IAS/IFRS (the 1st of January 2004).

According to Decree -Law no. 35/2005 of the 17th of February, as subsequently amended by Decree -Law No. 98/2015 of 2nd of July, which transposed into Portuguese legislation the provisions of Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19th of July 2002, these consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IAS/IFRS) issued by the International Accounting Standards Board (IASB) and the Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) or the former Standing Interpretations Committee (SIC), adopted by the EU, effective as of the 1st of January 2022. The consolidated financial statements were prepared based on the accounting books and records of the companies included in the scope of consolidation (Note 5), kept in accordance with accounting principles generally accepted in the respective jurisdictions and adjusted in the consolidation process and when applicable, so that the consolidated financial statements are presented in accordance with IAS/IFRS.

The Board of Directors evaluated the Company’s and its subsidiaries’ ability to operate on a continuous basis, based on all relevant information, facts and circumstances of financial, commercial or other nature, including subsequent events, such as those presented in the note 41, to the reporting date of the financial statements, available about the future. As a result of the evaluation carried out, the Board of Directors came to the conclusion that it has the adequate resources to maintain its activities, with no intention of ceasing activities in the short term, and it has considered appropriate to use the assumption of continuity of operations in the preparation of condensed consolidated financial statements.

The consolidated financial statements have been prepared on a historical cost basis, except for investment properties, for financial liabilities measured at fair value (put options/contingent consideration contracted with minority shareholders of subsidiaries - “Non-controlling interests”) and some financial investments, which are measured at fair value, as are assets and liabilities acquired as part of concentrations of business activities.

In preparing the consolidated financial statements in accordance with IFRS, the Constructel Visabeira’s Board of Directors uses estimates and assumptions that affect the application of policies and the values of assets and liabilities, gains and losses, and which are based on historical experience and other factors deemed reasonable according to the circumstances, and are the basis for judgements about the values of assets and liabilities whose valuation is not evident from other sources. Actual results may differ from estimates. The estimates and judgements used in preparing the financial statements are presented in Note 3.

Unless stated otherwise, the amounts are presented in euros and rounded by unit.

2.2 Bases of consolidation

The consolidated financial statements include, in reference to the 31st of December 2024, the assets, liabilities and profit and loss of the companies of the Group, understood as the entirety of the Constructel Visabeira and its subsidiaries, which are presented in Note 5.

An entity is classified as subsidiary when it is controlled by Constructel Visabeira. Control exists only where the Constructel Visabeira has, cumulatively:

- a) power over the investee;
- b) exposure to or rights over variable results derived from its relationship with the investee; and
- c) the ability to use its power over the investee to affect the amount of the results for the Constructel Visabeira.

Generally, it is assumed that there is control when Constructel Visabeira holds the majority of voting rights.

In order to support this assumption and in cases where the Constructel Visabeira does not hold the majority of voting rights in the investee, all relevant facts and circumstances are taken into account when determining the existence of power and control, such as:

- a) any contractual agreements with other holders of voting rights;
- b) any rights arising from other contractual agreements;
- c) existing and potential voting rights.

Constructel Visabeira controls a subsidiary when, due to the agreements entered into or the voting rights held, can carry out in practice the relevant activities of the subsidiary, and is exposed to variable returns as a result of that capacity, even if it does not hold the majority of the voting rights. On the other hand, the Group may not control a subsidiary even if it holds the majority of voting rights if, by virtue of the agreements entered into or the voting rights held, it does not have the ability to manage the subsidiary’s relevant activities in practice.

The existence of control by the Constructel Visabeira is re-evaluated whenever there is a change in any facts and circumstances that lead to changes in one of the three factors of control mentioned above.

Subsidiaries are included in the scope of consolidation according to the full consolidation method, from the date when control is acquired until the date it effectively ends.

In situations where the Constructel Visabeira has substantial control of entities created for a specific purpose, even if it has no direct shareholdings in these entities, they shall be consolidated using the full consolidation method.

Balances, transactions and cash flows between the Group’s entities, as well as unrealised gains on transactions between companies of the Group are eliminated.

Unrealised losses are also eliminated, unless the transaction evidences impairment of a transferred asset.

The accounting policies of subsidiaries are changed whenever necessary to ensure consistency with the policies adopted by Constructel Visabeira.

A change in the participating interest in a subsidiary that does not entail loss of control is recorded as a transaction between shareholders. An increase in the participating interest in an already controlled entity is also accounted for as a transaction between shareholders, not giving rise to any recognition of goodwill or of gains/losses; in the case of a decrease in the participating interest that does not imply a loss of control, a possible difference between the amount received from non-controlling interests and the respective balance is also recorded directly in equity.

If Constructel Visabeira loses control over the subsidiary, the corresponding assets (including goodwill), liabilities, non-controlling interests and other equity components are derecognised and any gains or losses are recognised in the income statement. Participating interest is recognised at fair value at the time of loss of control.

The net assets of subsidiaries under the full consolidation method attributable to shares held by third parties are recorded in the consolidated statement of financial position under the heading non-controlling interests.

The net profit of subsidiaries attributable to non-controlling interests, is identified and adjusted by deducting the result attributable to the shareholders of the Group and recorded in the consolidated income statement under the heading non-controlling interests, even in the case of negative results. The same applies to the statement of comprehensive income.

CHANGES TO THE CONSOLIDATION PERIMETER

During 2024, the most significant changes to the perimeter (see note 7) relate to the incorporation of Constructel Visabeira US, a company that holds the stakes of companies in the United States of America, and the acquisitions of Verità and Sargent Electric in the United States and Multi Source Power Technologies (MSP) in the United Kingdom.

2.3 Concentrations of business activities and goodwill

The acquisition method is the method used to recognise the entry of subsidiaries into the Constructel Visabeira upon their acquisition.

In the acquisition method, the difference between:

- i) the consideration transferred together with the non-controlling interests and with the fair value of the equity interests previously held; and
- ii) the net amount of the identifiable assets acquired and of the liabilities assumed, is recognised at the date of acquisition as goodwill, if positive or as gain, if negative.

The consideration transferred is measured at fair value, calculated as the aggregate amount of fair values, on the date of acquisition, of assets transferred, liabilities incurred and equity instruments issued by Constructel Visabeira. For the purpose of determining goodwill/ earnings of the business combination, the transferred consideration is removed from any part of the consideration that concerns another transaction (e.g. remuneration for the provision of future services or settlement of pre-existing relationships) whose margin is recognised separately in profit or loss.

Whenever a business combination is not completed on the reporting date, the provisional amounts recognised on the date of acquisition shall be adjusted retrospectively, for a maximum period of twelve months counting from the date of acquisition and any additional assets and liabilities shall be recognised if new information is obtained on facts and circumstances existing on the date of acquisition which would result in the recognition of such assets and liabilities, should it have been known on that date.

Any contingent consideration to be transferred by the purchaser will be recognised at fair value on the purchase date. Contingent payments are recognised as liabilities. The contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for in equity. Contingent consideration classified as an asset or liability that is a financial instrument within the scope of IFRS 9 - Financial Instruments is measured at fair value with changes in fair value recognised in the income statement in accordance with IFRS 9 is measured at fair value with changes in fair value recognised in the income statement in accordance with IFRS 9 (unless it occurs within the 12-month period referred to above and is related to events prior to the acquisition date, in which case the amount of goodwill is adjusted). Other contingent considerations that are not within the scope of IFRS 9 are measured at fair value at each reporting date, with changes in fair value recognised in the income statement.

Costs related to the acquisition are not part of the retribution transferred so they do not affect the determination of goodwill/ negative goodwill, being recognised as expenses in the fiscal year in which they occur.

On the date of acquisition, the classification and designation of all assets acquired and liabilities transferred are reassessed in accordance with IFRS, with the exception of lease and insurance contracts, which are classified and designated based on the contractual terms and conditions, on the commencement date.

The purchase date is the date on which Constructel Visabeira obtains control over the company purchased, which may occur on a date before or after the closing date (date on which consideration is transferred and the assets and liabilities

are legally acquired and assumed) – in this case, all relevant facts and circumstances must be taken into account when identifying the purchase date, which requires judgement by the Board of Directors.

For convenience, consolidation is carried out at the start of the month in which control was performed.

Assets arising from contractual indemnities paid by the seller concerning the outcome of contingencies related, in whole or in part, to a specific liability of the combined entity, shall be recognised and measured using the same principles and assumptions of the related liabilities.

The determination of the fair value of assets acquired and liabilities assumed takes into account the fair value of contingent liabilities arising from a present obligation caused by a past event (if the fair value can be reliably measured), regardless of whether an outflow is expected or not.

For each acquisition, Constructel Visabeira can choose to measure “non-controlling interests” at their fair value or by their respective share in the assets and liabilities transferred from the acquiree. The choice of a method influences the determination of the amount of goodwill to be recognised. When the business combination is carried out by phases, the fair value on the date of the acquisition prior to the interests held is re-measured at fair value at the date in which the control is gained, against the results during the period in which the control is reached, affecting the calculation of the goodwill.

Goodwill is considered to have an indefinite useful life and thus is not amortisable. Regardless of whether or not there are impairment indicators, Constructel Visabeira annually tests goodwill for impairment.

When Goodwill’s carrying amount is greater than its recoverable value, an impairment loss is recorded in the income statement. The recoverable amount is the highest of the fair value minus the costs for selling and the value in use. The recoverable amounts of the cash flow generating units are usually determined based on the calculation of the respective use value, which is the present value of the future cash flows that are expected, due to the continued use of the asset or group of assets and their disposal at the end of its useful life. These calculations require the use of assumptions that are made based on estimates of future circumstances whose occurrence may be different from the estimated one. Goodwill impairment losses cannot be reversed.

For the purpose of impairment testing, goodwill is allocated, on the date of acquisition, to each of the cash-generating units expected to benefit from the business combinations, regardless of the remaining assets and liabilities also associated with the cash-generating unit. In general, the cash-generating units correspond to the purchased entities themselves.

When the operation, or part of it, associated with a cash- generating unit is disposed of, the allocated goodwill is also derecognised and included in the balance of gains/losses of the disposal, calculated as the base for its relative value. Goodwill related to investments in companies based abroad, is recorded in those companies’ reporting currency and translated into euros at the statement of financial position date.

Concentration of business activities between companies under common control is recorded using the purchase method (as indicated above) whenever the concentration of business activities between companies under common control has commercial substance, to be carried out for the purpose of combining companies with activities and for the transaction to have been conducted at fair value. If this is not the case, the transaction is recorded using the “common interest method”, with the difference between the concentration cost and the net assets purchased (at the respective net book values) being recorded against equity.

PUT OPTION TO PURCHASE NON-CONTROLLING INTERESTS

When a put option is granted of the participating interest not held by the Group in a controlled company, it chooses not to recognise any non-controlling interests but rather a financial liability, measured in accordance with IFRS 9 (see 2.5.2), that is, the Group accounts for concentrating business activities as if the participating interest had been purchased subject to the put option granted. Thus, the transferred consideration includes the present value of the amount to be paid to the minority participating interests when exercising the put option. If the option expires without being used, it will be accounted for as a disposal of part of the business without loss of control.

2.4 Recognition of Revenue

The main business areas / revenue sources of the Group for the years 2024 and 2023 can be detailed as follows:

i) Telecommunications and energy in Europe

NATURE, PERFORMANCE OBLIGATIONS AND REVENUE RECOGNITION

In this business area, Constructel Visabeira signs several service provision contracts with energy and telecommunications operators, differentiating between contracts for the external network (construction and maintenance services for the network and adjacent infrastructure on public roads) and contracts for the customers network (services provided to the final customer of energy and telecommunications operators).

Outdoor network

The purchase orders placed by the client, under the established general contract, identify the performance obligation that Constructel Visabeira has to perform. Thus, each order is considered as a unique performance obligation.

The performance of Constructel Visabeira creates an asset that the customer controls as it is being completed, thus the performance obligation of the Group is satisfied over time.

Operational teams are provided with a production collection system, where tasks successfully performed are regularly recorded. Each task has already recorded a price agreed with the customer, as well as the standard consumption of materials foreseen for that task. The recognition of the revenue is made according to the completed tasks and valued based on the agreed prices.

Periodically, for the work completed, a performance measurement report is submitted to the customers’ validation, with a summary of the production sheets. After the approval of the said report by the client, the respective invoice is issued. The frequency with which these measurements reports are delivered depends on the type of client and on the amount of works.

Client Network

The purchase orders placed by the client, under the established general contract, identify the performance obligation that Constructel Visabeira has to perform. Thus, each purchase order is considered as a sole performance obligation. Purchase orders are characterised for regarding very short duration works. The performance obligation is fulfilled at a specific time, namely when the customer approves the service rendered.

Operational teams are provided with a production collection system, where completed tasks are recorded throughout the day. The client approves the production carried out on a daily basis. Each task has already recorded a price agreed with the customer, as well as the standard consumption of materials foreseen for that task.

The recognition of the revenue is made according to the completed tasks and valued based on the agreed prices. Depending on the client, invoicing for completed and validated tasks can be done on a fortnightly or monthly basis.

ii) Energy in the United States of America and Germany (Tavan Tiefbau)

In these countries, regarding the Energy business area, the Group signs with public and private entities several contracts for the provision of construction services that include different components/tasks. Although in most cases customers can benefit from the different components/tasks on its own, since they are negotiated together the promise of transfer of each is not separately identifiable from the others. Moreover, since the above-mentioned components/tasks are typically highly interrelated and dependent on each other, the Group considers that they should be treated as a single performance obligation. Thus, usually each construction contract is considered as a unique performance obligation.

On the other hand, given that customers have the ability (control) to guide the use of the asset as it is being built and the ability to obtain substantially all of its remaining economic benefits, the Group's obligation to perform in these cases is satisfied over time, with revenue recognised in accordance with the method described hereafter. The costs of construction contracts are recognised when incurred. When revenue arising from the contract cannot be reliably measured, income is recognised to the extent of costs recovered. When revenue arising from the contract can be reliably measured and it is probable that the contract will be profitable, revenues are recognised throughout the period of construction. If the contract is not profitable, the expected loss is acknowledged immediately as an expense in the fiscal year. The percentage of completion method is used to recognise revenue in each period. The percentage of completion is measured taking into account the weight of costs incurred in the total estimated costs. Costs incurred in the financial year, which are associated with the future activities of the contract, are excluded from the calculation of the percentage of completion and are classified as inventories, deferred costs or other. The Group presents as assets any amounts to be recovered from clients for contracts in progress whose costs incurred, plus recognised income (and subtracted from recognised losses), exceed the amounts invoiced. Unpaid invoices are presented in the heading Clients.

Contract assets and liabilities

a. Assets of contracts with customers

A client contract asset is a right to receive a return in exchange for goods or services transferred to the client. If the Group delivers the goods or services to a client before the client pays the compensation or before the compensation is due, the contract asset corresponds to the amount of the consideration that is conditional.

b. Accounts receivables

An account receivable represents the unconditional right (that is, it only depends on the passage of time until the consideration is due) of the Group to receive the consideration - See note 24.

c. Client contracts liabilities

A liability of contracts with customers is the obligation to transfer goods or services for which the Group received (or is entitled to receive) a consideration from a customer. If the customer pays the consideration before the Group transfers the goods or services, a contract liability is recorded when the payment is made or when it is due (whichever comes first). Contract liabilities are recognised as revenue when Group carries out its contract performance obligations.

2.5 Financial assets and liabilities

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

Financial assets and liabilities are recognised in the consolidated statement of the Constructel Visabeira's financial position when it becomes part of the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial assets and liabilities (other than financial assets or liabilities measured at fair value through the income statement) are added to or deducted from the fair value of the financial asset or liability, as the case may be, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or liabilities recognised at fair value through the income statement are recognised immediately in the consolidated income statement.

2.5.1 Financial assets

All purchases and sales of financial assets are recognised on the date of their respective purchase and sale contracts, regardless of the date of their financial settlement.

Initially, the assets are classified and subsequently measured at amortised cost, or at fair value through other comprehensive income or at fair value through profit or loss. The initial classification of financial assets depends on the contract characteristics of the cash flows and the business model that the Group adopts to manage them. With the exception of accounts receivable from clients that do not contain a significant financial component and for which the Group adopts the practical expedient, the Group initially measures a financial asset at its fair value added, in the case of an asset not classified as fair value through results, of the transaction costs. Trade accounts receivable that do not contain a significant financial component and for which the Group adopts the practical expedient are measured at the transaction price determined in accordance with IFRS 15.

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

The business model for managing financial assets refers to how Constructel Visabeira manages its financial assets in order to generate cash flow.

The business model can be designed to obtain contract cash flows, to dispose of financial assets or both. Purchases or sales of financial assets that requires delivery assets within a time frame established by regulation or convention in the market place (“regular way trades”) are recognised on the trade date, i.e., the date that Constructel Visabeira commits to purchase or sell the asset.

1) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments);
- Financial assets at fair value through profit or loss;

Financial assets at amortised cost (debt instruments);

This category is the most relevant to the Group. Constructel Visabeira measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contract terms of the financial asset give rise, at defined dates, to cash flows corresponding only to payment of principal and interest on the outstanding capital.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The financial assets that Constructel Visabeira measures at amortised cost include accounts receivable from clients and other debtors, loans to shareholders and related parties and loans. Interest related income is recorded in the income statement under Interest Paid, net, using the effective interest rate method, which is applied to the gross carrying amount of the financial asset.

Financial assets at fair value through OCI (debt instruments)

Constructel Visabeira measures debt instruments at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held under a business model whose purpose is to hold the financial asset to obtain the contract cash flows and the cash flows arising from its sale; and
- The contract terms of the financial asset give rise, at defined dates, to cash flows corresponding only to payment of principal and interest on the outstanding capital.

In the case of debt instruments measured at fair value through other comprehensive income, interest earned, currency exchange differences and impairment losses and reversals are recorded in profit or loss and calculated in the same way as financial assets measured at amortised cost. The remaining fair value changes are recorded in other comprehensive income. At the time of derecognition, the changes in fair value accumulated in the other comprehensive income are transferred (recycled) to the profit and loss.

Debt instruments measured at fair value through other comprehensive income include quoted debt instruments. Constructel Visabeira does not hold this type of financial assets on the 31st of December 2024.

Financial assets at fair value through other comprehensive income (equity instruments)

Upon initial recognition, Constructel Visabeira can elect to classify irrevocably its equity investments as equity instruments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined instrument by instrument. Gains and losses on these financial assets are never recycled to profit and loss. Dividends are recorded as a financial gain in profit or loss when the right to receive payment of the dividend is established, except when the Group benefits from such dividends as a recovery of part of the cost of the financial asset and in that case dividends are recorded in the other comprehensive income. Equity instruments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through the income statement

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated at the time of initial recognition as measured at fair value through profit or loss, or financial assets that must be measured at fair value. Financial assets are classified as held for trading if they were acquired for the purpose of being sold or repurchased within a very short period of time. Derivatives, including separate embedded derivatives, are also classified as held for trading unless they have been designated as effective hedging instruments. Financial assets with cash flows that do not correspond solely to payments of principal and interest on the outstanding capital are measured at fair value irrespective of the underlying business model. Notwithstanding the criteria for classification of debt instruments at amortised cost or at fair value through the other comprehensive income described above, debt instruments may be designated at fair value through profit or loss at the time of initial recognition if this eliminates or reduces significant inconsistency in measurement or recognition. Financial assets at fair value through the income statement are presented in the Statement of Financial Position at fair value with the net changes in fair value presented in profit and loss. This category includes derivatives and investments in listed shares for which Constructel Visabeira has not decided irrevocably to measure at fair value through other comprehensive income.

If a hybrid contract includes a basic contract that is not a financial asset, an embedded derivative shall be separated from the base agreement and accounted for as a derivative if, and only if:

- i) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the underlying contract;
- ii) a separate instrument with the same terms as the embedded derivative satisfies the definition of a derivative; and
- iii) the hybrid contract is not measured at fair value through profit or loss.

Embedded derivatives are measured at fair value with the changes in fair value recognised in profit or loss. The revaluation of the classification is only possible when there is a change in the contractual terms that significantly modify the cash flows or the reclassification of the financial asset in order to stop being classified in the category of fair value through profit or loss.

A derivative embedded in a hybrid agreement which includes a base agreement that contains a financial asset is not accounted for separately. The financial assets of the underlying contract and the embedded derivative are entirely classified as financial assets at fair value through profit or loss.

II) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e., removed from the Consolidated Statement of Financial Position) when:

- The contract rights to receive cash flows resulting from the financial asset expire; or
- The Group has transferred its contract rights to receive cash flows arising from the financial asset or has undertaken an obligation to pay the cash flows received in full in the short term under an agreement in which the Group:
 - i) it is under no obligation to pay amounts to final recipients unless it receives equivalent amounts resulting from the original asset;
 - ii) it is prohibited by the terms of the transfer agreement to sell or pawn the original asset other than as a guarantee to final recipients for the obligation to pay them cash flows; and
 - iii) Constructel Visabeira has an obligation to remit any cash flow it receives on behalf of the final recipients without significant delays.
- Constructel Visabeira transferred substantially all the risks and rewards of the asset, or Constructel Visabeira not transfer or substantially retain all the assets and benefits of the asset, but transferred control over the asset.

When Constructel Visabeira transfers its rights to receive cash flows from an asset or is part of an agreement that may enable derecognition, it assesses whether and to what extent, the risks and benefits associated with ownership of the asset have been retained.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, Constructel Visabeira continues to recognise the transferred asset to the extent of its continuing involvement. In that case, Constructel Visabeira also recognizes the corresponding liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Constructel Visabeira has retained. If the continued involvement of Constructel Visabeira takes the form of a guarantee provided on the transferred asset, the measure of continued involvement is the lower of the original book value of the asset and the maximum amount of the consideration received that Constructel Visabeira may pay. Consequently, the balances of customers in the form of discounted and not due bills and accounts receivable assigned in factoring at the date of each statement of financial position, with the exception of non-recourse factoring operations (and for which it is clear that the risks and benefits inherent to these accounts receivable are transferred) are recognised in the Constructel Visabeira's financial statements until they are received.

In the derecognition of a financial asset measured at amortised cost, the difference between the carrying amount and the consideration received is recognised in the income statement.

In the event of derecognition of a financial asset measured at fair value through other comprehensive income, the accumulated gain or loss in the fair value reserve is reclassified to the income statement (“Recycling”), unless it is a representative financial asset of an equity instrument so designated irrevocably at the beginning, a situation in which the accumulated gain or loss in the fair value reserve is transferred directly to retained earnings. Constructel Visabeira writes off a financial asset only when there is information that the debtor is under a liquidation or bankruptcy process. If the balances are subsequently recovered, they are recorded in the income statement.

III) Impairment of financial assets

Additional disclosures about impairment of financial assets can be found in the following notes:

- Disclosures about significant assumptions - note 3
- Accounts receivable, including assets related to contracts with customers - notes 24 and 9

Constructel Visabeira recognises an allowance for expected credit losses for all debt instruments not held at fair value through profit or loss. Expected credit losses are based on the difference between the contractual cash flow due in accordance with the contract and all the cash flow that Constructel Visabeira expects to receive, discounted at an approximation of the original effective interest rate. Cash flows which are expected to be received include cash flows resulting from collateral held or other credit guarantees which are part of the contractual terms. For the accounts receivable from clients, Constructel Visabeira adopts the simplified approach in determining the expected credit losses. Therefore, Constructel Visabeira does not track changes in credit risk, but instead recognises a loss allowance based on lifetime expected credit losses at each reporting date. Constructel Visabeira established an impairment matrix based on the credits that were lost in the past, adjusted by specific prospective factors of the debtors and the economic

environment. For this purpose, the balances of customers and other debtors were separated taking into account the respective risk profiles and the age of the non-compliance.

For balances receivable from associated and affiliated companies, which are not considered part of the financial investment in these companies, impairment is assessed in accordance with risk criteria. In cases where the balance receivable is immediately payable and the related entity is able to pay, the risk of non-compliance is assessed to be very close to zero and, as such, the impairment is zero. In cases where the receivable balance is not immediately due, the related credit risk is assessed and if it is “low” or if the maturity is less than 12 months, then Constructel Visabeira only evaluates the probability of a non-compliance occurring for the cash flows that mature during the next twelve months.

For balances receivable from associated and affiliated companies, which are not considered part of the financial investment in these companies, impairment is assessed in accordance with risk criteria.

For all other situations and types of balances receivable, Constructel Visabeira adopts the general approach of the impairment model. Expected credit losses are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, expected credit losses are provided for credit losses that result from default events that are possible within the next 12 months; for those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default, mentioned on the note 36.

Constructel Visabeira considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, Constructel Visabeira may also consider a financial asset to be in default when internal or external information indicates that Constructel Visabeira is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the company. A financial asset is derecognised when there is no reasonable expectation of recovering contract cash flows.

2.5.2 Financial Liabilities

I) Initial recognition and mensuration

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge.

All financial liabilities are initially recognised at fair value and, in the case of loans and accounts payable, net of directly attributable transaction costs.

Constructel Visabeira’s financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

II) Subsequent measurement

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

Financial Liabilities at fair value through profit or loss

Financial liabilities at fair value through the income statement include the financial liabilities held for trading and the financial liabilities that at the time of initial recognition were so designated and, furthermore, the financial liabilities associated with a contingent consideration arising from a business combination.

Financial liabilities are classified as held for trading if they have been incurred for the purpose of being repurchased in the short term. This category includes derivatives that are not designated as hedging instruments in a hedge relationship, as provided for in IFRS 9. Separate embedded derivatives are also classified as held for trading unless they have been designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

Put options granted to minority equity interests related to purchase of financial holdings are classified in this category.

Financial liability at amortised cost

This category is the most relevant to Constructel Visabeira. After initial recognition, the loans are subsequently measured at amortised cost using the effective interest method. Gains and losses are recorded in the income statement when liabilities are derecognised and through amortisation arising from the effective interest method.

The amortised cost is calculated taking into account any discount or premium on acquisition and fees as well as other costs that are part of the effective interest rate. The effect of the effective interest is recorded in the financial expenses in the income statement.

This category is generally applicable to accounts payable to suppliers and other creditors, and to loans including bank loans, factoring and bank overdrafts. Loans in the form of commercial paper are classified as non-current liabilities when they have a period of more than one year and it is the intention of the Board of Directors to use this financing instrument for a period of more than one year.

The Group contracts factoring (see 2.5.1. ii) and confirming operations (classified as reverse factoring agreements) with financial institutions. These agreements are used to manage the Group’s treasury, and the amounts of invoices discounted from customers (which do not fulfil the derecognition criterion) and invoices advanced to suppliers who accept these contracts are kept under Liabilities, in the Other Payables, and receipts/payments are treated as net operating, unless they relate to interest and commissions incurred, which are presented as financing activities and under Other financial expenses.

III) Derecognition

A financial liability is derecognised when the obligation specified is satisfied, or when it is cancelled or expired. When an existing financial liability is replaced with another of the same counter party with substantially different terms or the terms of a financial liability are substantially modified, the exchange or modification is treated as a derecognition of the original financial liability and the recognition of a new liability. The difference between the respective accounting values is recognised in the income statement. Conditions are considered to be substantially different if the current value of cash flows from renegotiated financial liability, including commissions, discounted using the original effective interest rate is at least 10% different from the current value of the remaining cash flows from original financial liability.

If the exchange gives rise to a change that is not substantial, the difference between the carrying amount of the liability before the change and the carrying amount after the change (corresponding to the present value of future cash flows) is recorded in the income statement as a gain or loss from the change.

2.5.3 Compensation of Financial instruments

Financial assets and financial liabilities are offset and the respective net amount is presented in the consolidated statement of financial position if there is a mandatory present duty to offset amounts recognised and there is an intention to settle on a net basis or realize the asset and liquidate the liabilities.

2.5.4 Equity instruments

Equity instruments are classified according to the substance of their contractual arrangement, regardless of their legal form. Equity instruments issued by the companies of the Group are recorded at the value of proceeds received, net of any costs related to their issuance.

Own shares are recorded at their acquisition value as a deduction from equity.

Gains or losses incurred in the disposal of own shares are recorded in the heading “Other reserves” and are not considered in the results for the period in which they occur.

2.5.5 Loans costs

The Group capitalises loans costs (interest and other costs incurred due to loans/borrowing of funds) that are directly attributable to the acquisition, construction or production of an asset that qualifies as part of the cost of that asset, that is, an asset that necessarily takes a substantial amount of time to get ready for its intended use or for sale. All other loans costs shall be accounted for as an expense in the period in which they are incurred.

2.6 Tangible assets

Tangible fixed assets are recorded at their acquisition cost, net of any accumulated depreciations and impairment losses. Subsequent costs are included in the carrying amount of the asset or recognised as separate assets, when future economic benefits are likely to flow to the company, surpassing the originally assessed performance standard of the existing asset, and the cost of the asset for the company can be reliably measured. All other subsequent expenditure is recognised as expenses in the period they are incurred.

Financial charges related to the financing of the production/ acquisition of assets that require a substantial period of time to be ready for use are added to the cost of those assets.

Amortisations

Plots of land are not depreciated, except those used for mining activities. The depreciation of the remaining assets is calculated by applying the straight-line method, on a duodecimal basis, to the acquisition amount. The annual rates applied satisfactorily reflect the economic useful life of assets.

Residual values and useful lives of assets are reviewed and adjusted, if appropriate, on each balance sheet date. On average, the depreciation rates applied correspond to the following estimated useful lives:

	2024	2023
Land and natural resources	0.00%	0.00%
Buildings and other constructions	2.00% - 4.00%	2.00% - 4.00%
Basic equipment	6.25% - 12.50%	6.25% - 12.50%
Transport equipment	10.00% - 25.00%	10.00% - 25.00%
Tools and utensils	4.00% - 25.00%	4.00% - 25.00%
Office equipment	4.00% - 10.00%	4.00% - 10.00%

2.7 Investment Properties

Investment properties include plots of land and buildings held to earn rental income or for capital appreciation, or both, and that are not used in the course of normal business.

Investment properties are initially measured at their acquisition cost, including transaction costs. After their initial recognition, investment properties are measured at their fair value, determined in reference to the balance sheet date, reflecting current market conditions. Fair value is determined by independent and duly accredited entities, following internationally recommended methodologies.

Gains or losses arising from changes in the fair value of investment properties are recorded in the income statement in the year in which they are generated. Investment properties are derecognised when they are disposed of or when they are decommissioned with no expectations of future economic benefits resulting from their decommissioning. Any gains or losses arising from the de-recognition of investment properties are recognised in the income statement of that year.

Costs incurred with investment properties in use, such as maintenance, repairs, insurance and property taxes, are recognised in the consolidated income statement, in the period to which they relate.

The transfer to, or from, investment properties shall be made when, and only when, there is a change in use. In the transfer of an investment property carried at fair value to an owner-occupied property, the cost considered for subsequent accounting shall be its fair value on the date of the change in use.

If an owner-occupied property becomes an investment property carried at fair value, the Group shall use the same accounting principles that apply to tangible fixed assets, up to the date of the change in use.

If an asset initially recognised in inventories is subsequently considered as an investment property after its change in use has been determined, any difference between the fair value of the property on that date and its previous carrying amount is recognised as profit or loss for that financial year. If the Group begins the development or construction of a building with the intention of selling it, it must be transferred to inventory. If this property is measured at fair value, such transfer shall be measured at fair value at the date of transfer and this will be the cost considered for recording the property in inventories.

2.8 Leases

Constructel Visabeira assesses, at the beginning of each agreement, whether the agreement is, or contains, a lease. That is, the right to control the use of a specific asset or assets is transferred for a certain period of time in exchange for a consideration. In order to conclude that a contract transmits the right to control the use of an identifiable asset for a certain period of time, Constructel Visabeira assesses whether it cumulatively has i) the right to obtain substantially all the economic benefits derived from the use of the asset in question and ii) the right to direct its use.

Constructel Visabeira as lessee

The Group applies the same recognition and measurement method to all leases, except for short-term leases and leases associated with low-value assets. Constructel Visabeira recognises a liability regarding payments and an asset identified as the right to use of the underlying asset.

I. Right-of-use assets

At the lease start date (that is, the date from which the asset is available for use), the Group recognises an asset related to the right to use. Right-of-use assets are measured at cost, minus accumulated depreciation and impairment losses, adjusted by remeasurement of the lease liability. The cost comprises the initial value of the lease liability adjusted for any lease payments carried out on or before the starting date, besides any initial direct costs incurred, as well as an estimate decommissioning and removal costs of the underlying asset (if applicable), less any incentive obtained.

The asset under right of use is depreciated using the straight-line method, based on its useful life or the lease term, whichever is the lowest.

If ownership of the asset is transferred to Constructel Visabeira at the end of the lease term, or the cost includes a call option, depreciation is calculated taking into account the estimated useful life of the asset.

Right-of-use assets are also subject to impairment losses.

II. Lease liability

At the lease start date, Constructel Visabeira recognizes a liability measured at the present value of the lease payments to be made throughout the agreement. The lease payments included in the measurement of the lease liability include fixed payments, minus any incentives already received (if applicable) and variable payments associated with an index or rate. Payments also include, if applicable, the purchase price of a call option, which will be exercised by Constructel Visabeira with reasonable certainty, and penalty payments for terminating the contract, if the terms of the lease reflect the Group's exercise option.

The lease liability is measured at amortised cost, using the effective interest method, and is remeasured when there are changes in future payments resulting from a change in the rate or index, as well as possible changes in the lease agreements. When the lease liability is remeasured, the right to use the asset is adjusted by the same amount, except if its amount has already been reduced to zero, in which case a gain/loss is recorded in the income statement.

Variable payments which are not associated with any indexes or rates are recognised as expense of the financial year, in the financial year in which the event or condition leading to payment occurs.

For the calculation of the present value of future lease payments, Constructel Visabeira uses an incremental interest rate at the lease start date, since the interest rate mentioned in the contract is not immediately determined. After that date, the lease liability amount is increased by accruing interest and reduced by rent payments made. Moreover, the amount is remeasured if there is any change in the terms of the agreement, in the amount of the rents (e.g., changes in future payments caused by a change in an index or rate used to determine those payments), or a change in the valuation of a call option purchase associated with the underlying asset.

III. Short-term leases and low value leases

Constructel Visabeira applies the recognition exemption to its short-term leases of assets (i.e., leases with 12-month terms or less and which do not contain a call option). The Group applies as well the exception for the recognition of lease contracts whose underlying asset is of low value. Operating lease payments are recorded as operating expense on the income statement in the straight-line basis over the lease period.

Constructel Visabeira as lessor

Leases in which Constructel Visabeira does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. Income earned through rent is accounted for, under a straight line basis, during the period of the lease and is presented in revenue due to its operating nature. Initial costs directly related to the negotiation and collection of leasings are added to the book value of the asset and are recorded as expenses during the leasing period at the same rate as the rents earned. Contingent rents are recognised only when the right is established.

The lease duration is the sum of the period during which the lease cannot be cancelled with an additional period that the lessee is expected to have the option to maintain the lease, and upon the beginning of the lease Constructel Visabeira has reasonable certainty that the lessee will choose to maintain.

Amounts receivable from lessees for contractual assignment or for compensation for asset devaluations are recorded in the income statement when the right to receive is established.

Gains on common expenses redept to lessees are recorded in the period which the compensation relates to. Fees regarding management and service are included as Income from rentals, without considering the respective costs, because the Group considers that it acts as principal and not as agent in this situation.

2.9 Intangible assets

All intangible assets are recorded at their acquisition cost, net of accumulated amortisations and impairment losses.

Amortisations are calculated on the acquisition value, by the straight-line method on a duodecimal basis for its useful life (generally three years).

Costs related to internally generated intangible assets and own brands are recorded in profit or loss for the period as they are incurred.

Costs of research carried out in the quest for new technical or scientific knowledge or in the quest for alternative solutions are recognised in profit or loss when incurred. Development costs are capitalised when the technical feasibility of the product or process under development can be proven, and when Constructel Visabeira intends and is able to complete its development and begin its marketing or use.

Within the scope of business combinations, intangible assets relating to “order backlog” and customer portfolio are identified, which are amortised on a straight-line basis over the period foreseen for the execution of the identified contracts.

2.10 Impairment of tangible and intangible assets

Assets that have an indefinite useful life are not subject to amortisation or depreciation, but are subject to annual impairment tests. Impairment tests are also performed for assets that, having a finite useful life, are subject to amortisation or depreciation, whenever circumstances change and their carrying amount may not be recoverable.

An impairment loss is the amount by which the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value, net of costs to sell, and its value in use, which results from future cash flows updated based on pre-tax discount rates that reflect the present value of the capital and the risk specific to the asset(s) concerned.

To determine the recoverable amount, the assets are analysed individually or grouped at the lowest level for which they are identified separately as cash-flow generating units. A cash-generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Whenever the carrying amount of the asset is higher than its recoverable amount, an impairment loss is recognised in the income statement for the period to which it relates. If this loss is subsequently reversed, the carrying value of the asset is adjusted accordingly, but it can never be greater than the amount that would be recognised had the impairment loss not been recorded. The impairment reversal is also recognised in the income statement in the period to which it relates.

2.11 Inventories

Inventories are valued at either their cost or their net realisable value, whichever is lower. The net realisable value is the selling price, net of the costs estimated for completing production of the asset and corresponding selling costs.

Raw materials, subsidiaries and consumables - Raw materials, subsidiaries and consumables are valued at the average purchase price including purchase costs and storage.

Finished and ongoing products - Production cost includes the cost of raw materials used, direct and indirect labour, subcontracts, other fixed and variable costs and financial charges. The finance charges considered correspond to the actual borrowing costs incurred on financing agreements that explicitly refer to the development, to the extent it is reasonable in terms of the application.

Goods are valued at their average purchase price, including shipping and storage costs.

Whenever the net realizable value is inferior to the cost of purchase or of conversion a reduction in value of inventories is carried out, through an adjustment, which is reversed when the reasons which originated it no longer exist.

For this purpose, the net recoverable amount is the estimated selling price in the ordinary course of business less the estimated costs of completion and the costs necessary to carry out the sale. Estimates take into account variations related to events occurring after the end of the period to the extent that such events confirm conditions existing at the end of the period.

2.12 Provisions

Provisions are recorded whenever Constructel Visabeira has a present obligation (legal or constructive) resulting from a past event and whenever it is probable that a reasonably estimable decrease in resources incorporating economic benefits will be required to settle the obligation.

- Restructuring: A provision for restructuring is recognised after formal approval of a restructuring operation and it has been initiated or made public. Operating expenses shall not be included in the value of such provision.
- Onerous Contracts: A provision for onerous contracts is recognised when the expected benefits of the contract fulfilment are lower than the costs arising from the obligation imposed by it.

Provisions for the costs involved in the dismantling, removing of goods and restoration of the site are recognised when the goods are first used and if the respective obligation can be reliably estimated. The amount of the provision recognised is the present value of the obligation, and the financial update is recorded in profit or loss as a financial cost in the heading “Interest expense, net”.

A contingent liability recognised in connection with a business combination is initially recognised at fair value. After the initial recognition and until the liability is settled, cancelled or expired, a contingent liability is recognised in a business combination at the higher of the amount that would be recognised in accordance with IAS 37 and the amount initially recognised, less, where appropriate, the cumulative amortisation recognised in accordance with the Revenue standard. Provisions are reviewed and updated on the balance sheet date, so as to reflect the best estimate of the obligation in question at that time.

2.13 Contingent assets and liabilities

Contingent liabilities (when not in connection with a business combination) are not recognised in the consolidated financial statements; they are presented in the Notes, unless the possibility of a cash outflow is remote, in which case they are not subject to disclosure.

Contingent assets are not recognised, and are only disclosed when there is a likelihood of a future economic benefit.

2.14 Income tax

Income tax is calculated based on the taxable results of the companies included in the scope of consolidation and includes deferred taxation.

Constructel Visabeira is covered by the special scheme for the taxation of groups of companies, established at the level of NCFGest, S.A., which includes all companies in which directly or indirectly holds at least 75% of the share capital and which, at the same time, are based in Portugal and subject to Corporate Income Tax (IRC).

The remaining subsidiary companies, not covered by the special tax scheme for groups of companies in Portugal, are taxed individually, based on their respective taxable results and applicable tax rates.

Deferred tax is calculated based on the balance sheet liability method, from temporary differences between the carrying value of the assets and liabilities and the respective tax base.

Deferred tax assets are recognised whenever it is reasonably certain that future profits will be generated against which the reversion of existing deductible temporary differences, tax losses and tax credits can be used. Deferred tax assets are reviewed annually and reduced whenever they are no longer likely to be used. No deferred tax is calculated on consolidation differences or on temporary differences in the initial recognition of an asset or liability when it does not affect the accounting or tax results. Likewise, no deferred taxes relating to temporary differences associated with investments in associates and interests in joint ventures are recognised because the following conditions are considered to be cumulatively satisfied:

- Constructel Visabeira is able to control the timing of the reversal of the temporary difference; and
- It is likely that the temporary difference will not reverse in the foreseeable future.

The tax base of assets and liabilities shall reflect the tax consequences arising from the way the Group expects, on the reporting date, to recover or settle the carrying amount of assets and liabilities, based on decisions that, from the fiscal point of view, are substantially implemented on the date of the consolidated income statement.

The amount of tax to be included either in current or deferred taxes resulting from the transactions or events recognised in equity is recorded directly in these same line items and does not affect the income statement for the financial year.

Deferred taxes are determined by the tax rates (and laws) decreed or substantially decreed at the balance sheet date and are expected to be applicable in the accrual basis of deferred tax assets or settlement of deferred tax liabilities. According to the legislation in force in 2025, the income tax rate considered is 20% and, in situations not related to tax losses, a 1.5% surcharge is added to the value of temporary differences that originated deferred tax assets or liabilities.

2.15 Employee benefits

2.15.1 Termination of employment

Termination benefits are due when there is termination of employment before the normal retirement date or when an employee accepts voluntary redundancy in exchange for those benefits. Constructel Visabeira recognises these benefits when it can prove to be forced to eliminate current positions, according to a detailed formal plan for termination and there is no realistic alternative or these benefits are granted to encourage voluntary termination. Where termination benefits fall due more than 12 months after the balance sheet date, they shall be discounted to their current value.

Termination benefits must be recognised at the moment immediately before:

- i) which commitment in its award cannot be withdrawn; and
- ii) a provision for restructuring in accordance with IAS 37.

2.15.2 Holiday, holiday pay, awards and other

In accordance with the labour law of the different countries, Constructel Visabeira’s responsibilities regarding its employees’ right to annual holidays, holiday pay as well as other rights acquired during the year prior to its payment are recorded when incurred, regardless of the time of payment, and are reflected under “Other Payables”. In addition to what was outlined above, in France, employees are also entitled to company profits, in accordance with the criteria defined by local law, meaning that these rights are also recognised as liabilities.

2.15.3 Pensions

The company’s commitments in terms of retirement indemnities are calculated to determine the present value of its defined benefit obligations and respective current service cost and, when applicable, past service cost. The Projected Unit Credit Method (also known as the accrued benefits methods accrued benefits method with pro-rata service or the benefit/years of service method) views each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build the ultimate obligation. These liabilities are recognised in the consolidated statement of financial position under “Provisions for other risks and charges”.

2.16 Cash and cash equivalents

The line item “Cash and cash equivalents” includes cash, demand deposits and treasury investments with short maturities and quickly mobilizable, without significant risk of changes in value. For the purposes of the cash flow statement, the line item “Cash and cash equivalents” also includes bank overdrafts included in the balance sheet in the line item “Bank loans”, and the held-for-trading financial assets.

2.17 Own work capitalized

Internal expenses (e.g., labour, materials, transport) incurred in the production of tangible assets and inventories are capitalised only when the following conditions are met:

- the assets are identifiable and reliably measurable;
- it is highly likely that they will generate future economic benefits.

No internally generated margins are recognised.

2.18 Accrual basis

In general, income and expenses are recorded on an accrual basis, whereby they are recognised as they are generated, regardless of the moment in which they are received or paid. The differences between the amounts received and paid, and the corresponding income and expenses, are recorded in the consolidated statement of financial position in line items “Other current assets” and “Other current liabilities”, respectively.

2.19 Grants

Grants are only recognised when received or upon sufficient certainty that the Group can comply with the conditions required for their granting. Investment grants are included in line item Other non-current liabilities, and the associated income is recognised on a straight-line basis over the estimated useful lives of the respective assets. Subsidies awarded to support training and investment actions are recognised in the income statement at the same time that the Group incurs eligible expenses and are presented in the “Other income” line.

2.20 Assets measured at fair value

The fair value measurement assumes that the asset or liability is exchanged in a transaction between market participants to sell the asset or transfer the liability, on the measurement date, under the current market conditions.

The fair value measurement is based on the assumption that the transaction to sell the asset or transfer the liability can take place in the main asset and liability market, or in the absence of a main market, the transaction is assumed to occur in the most advantageous market. The most advantageous market is that which maximises the amount that would be received upon the sale of the asset or that minimises the amount that would be paid to transfer the liability, after considering transaction and transportation costs.

Because different entities and different businesses within a single entity can have access to different markets, the main or most advantageous market for the asset or liability can vary from one entity to another, or even between businesses within the same entity, but they are assumed to be accessible to the Group.

Fair value measurement relies on assumptions that market participants would use in pricing the asset or liability, assuming that market participants would use the asset to maximise its value and use.

The Group uses valuation techniques that are appropriate to the circumstances and for which there is sufficient data to measure the fair value, maximising the use of relevant observable data, and minimising the use of non-verifiable inputs.

All assets and liabilities measured at fair value or for which disclosure is mandatory are classified according to a fair value hierarchy, which classifies the data to be used in the fair value measurement into three levels, as detailed below:

Level 1 – Market prices quoted, unadjusted, in active markets for identical assets or liabilities, which the entity may access at the measurement date;

Level 2 – Valuation techniques which use inputs that are not quoted, and are directly or indirectly observable;

Level 3 – Valuation techniques using inputs not based on observable market data, i.e., based on unobservable data regarding assets and liabilities. Unobservable data must be used to measure at fair value whenever there is no relevant observable data, allowing to provide for situations in which there is little or no market activity with regard to the asset or liability on the measurement date. However, the purpose of fair value measurement remains the same, i.e., an exit price on the measurement date from the perspective of the market participant that holds the asset or owes the liability. Thus, unobservable data must reflect the assumptions that market participants would consider when pricing the asset or liability, including any assumptions on risk.

The fair value measurement is classified entirely at the lowest level (unobservable data) of the fair value hierarchy, corresponding to the input that is the most significant for the measurement as a whole.

It is important to note that, the fair value of the financial liability is determined based on the purchase cost determined with the previous equity owner, with the transaction value reflecting the market value. In the subsequent measurement of the fair value of the liability, the fair value is determined based on the revised projections of the UGC purchased, taking into account that a significant part of the value of the contingent consideration, as well as the liability associated with the put option varies depending on the performance of the UGC purchased. The main performance projections are on the EBITDA and net debt of acquired CGUs, and the multiple agreed with the previous capital holder is applied to the projected EBITDA. Multiples range from 4 to 7. The estimated acquisition cost is then discounted to present value, with discount rates varying between the different CGUs acquired, ranging from 5% to 6%.

2.21 Transactions denominated in a currency other than euro

Monetary assets and liabilities denominated in foreign currencies for which there are no rate-fixing agreements are translated into euro using the exchange rates in effect on the date of the balance sheet. Favourable and unfavourable exchange differences resulting from the comparison between the exchange rates in force on the date of the transactions and those in force on the date of collections, payments, or on the date of the balance sheet, are recorded as income or expenses in the income statement, except for exchange differences arising from the translation of loan balances which, in practice, are an extension of financial investments abroad and whose repayment is not expected in a near future, which are recorded in equity until the disposal of the investment, at which time they are transferred to profit or loss for the period. Non-monetary assets and liabilities denominated in foreign currency and recorded at cost are converted into the functional currency of each subsidiary, using the exchange rate in effect on the date when they were acquired. Non-monetary assets and liabilities denominated in foreign currency and recorded at fair value are converted into the functional currency of each subsidiary, using the exchange rate in effect on the date when the fair value was determined.

The financial statements of subsidiary and associated companies expressed in foreign currency are translated using the following exchange rates:

- The exchange rate in force on the date of the balance sheet for the translation of assets and liabilities;
- Average exchange rate of the period for the conversion of the income statement headings, except for subsidiaries located in hyperinflationary economies, for which the exchange rate prevailing at the balance sheet date is used;
- The average exchange rate for the period used to translate cash flows (where such exchange rate is close to the actual rate; the remaining cash flows are translated using the exchange rate in effect on the date of the transactions);

Goodwill related to investments in companies based abroad, acquired after the 1st of January 2005, is recorded in those companies’ reporting currency and translated into euros at the exchange rate in force on the balance sheet date.

Exchange rate differences arising from the translation into euros in the financial statements of subsidiary and associated companies expressed in foreign currencies are included in equity in the line item Foreign currency translation reserves.

When disposing of financial holdings in subsidiaries based abroad, the exchange differences associated with the financial holding previously recorded in reserves are recognised in the income statement.

On the 31st of December 2024 and 2023, assets and liabilities denominated in foreign currencies were translated into euros using the following exchange rates :

2024	2023	Code	Designation
7.46	7.45	DKK	Danish Crown
0.83	0.87	GBP	Pound sterling
1.04	1.11	USD	American dollar

In the financial years 2024 and 2023, the financial statements of subsidiaries expressed in foreign currency were translated using the following exchange rates:

2024	2023	Code	Designation
7.46	7.45	DKK	Danish Crown
0.84	0.87	GBP	Pound sterling
1.08	1.08	USD	American dollar

2.22 Subsequent events

Any events occurring after the balance sheet date, which provide additional information on the existing conditions on the balance sheet date, shall be reflected in the consolidated financial statements. Any events after the balance date which may provide information on the conditions that occurred after the balance sheet date, if material, are presented in the notes to the consolidated financial statements.

2.23 Reconciliation of alternative performance measures

Below is a table reconciling the performance measures referred to in the management report and in the financial statements that are not directly readable in the primary financial statements.

Management report and notes to consolidated financial statements	Consolidated Financial Statements
Turnover	Sales and services provided
Gross margin	Turnover - Cost of goods sold and materials consumed - Subcontracts (see note 11)
EBITDA (see note 9.1)	Turnover – Cost of goods sold and materials consumed - External supply and services - Staff costs - Other costs + Other income
EBITA	EBITDA - Depreciations
Recurrent EBITDA	EBITDA - Non-recurrent result*
Recurrent EBITA	EBITA - Non-recurrent result*
Operating income	EBITDA - Amortisations and depreciations - Provisions and impairment losses
Recurring operating income	EBITDA - Non-recurrent result* - Amortisations and depreciations - Provisions and impairment losses
Net debt	Long-term interest-bearing loans + Short-term interest-bearing loans + Lease liabilities + Factoring + Confirming – Cash and cash equivalents
Net financial debt	Long-term interest-bearing loans + Short-term interest-bearing loans + Lease liabilities - Cash and cash equivalents
Net financial debt / EBITDA	Net financial debt / EBITDA
Gearing ratio	Net debt / Total equity
Other financial expenses, net	Other financial expenses + Other financial expenses

*The non-recurring result amounts to 7.2 million euros in 2024 (2.5 million euros in 2023) and relates mainly to costs incurred in the acquisition of subsidiaries and costs with one-off corporate projects, recorded in the External supplies and services line.

The reference to “Pro-forma” indicators refers to financial indicators that consolidate the financial indicators of the subsidiaries Verità and Sargent Electric as if they had been acquired on the 1st of January 2024 (see note 7).

3. Judgements and estimates

In preparing the consolidated financial statements in accordance with IFRS, the Board of Directors of Constructel Visabeira uses estimates and assumptions that affect the application of policies and amounts reported. Estimates and judgements are continually evaluated and are based on the experience of past events and other factors, including expectations of future events as probable under the circumstances the estimate was based on, or the result of information or experience. The most significant accounting estimates reflected in the consolidated financial statements are as follows:

a) Analysis of goodwill impairment

The Group annually tests goodwill to check for impairment. The recoverable amounts of cash-generating units were determined based on the value-in-use method. The use of this method requires the estimation of future cash flows arising from the operations of each cash-generating unit and the choice of a suitable discount rate.

b) Valuation and useful life of tangible and intangible assets

Constructel Visabeira has made assumptions in the estimation of future cash flows arising from the intangible assets acquired as part of company acquisition processes, including the estimated future revenues, discount rates and useful lives of the said assets.

Constructel Visabeira reviews annually whether the useful lives of the assets used in determining the amortisation/ depreciation rates of the assets related to the activity are reasonable. Whenever applicable, Constructel Visabeira prospectively changes the amortisation/depreciation rate for the period based on the review carried out.

c) Liabilities for lease (Leases due on lease contracts)

With the adoption of IFRS 16, Constructel Visabeira recognises right of use assets (“ROU asset”) and lease liabilities (rents due on lease contracts) whenever the contract provides for the right to control the use of an identifiable asset during a certain period of time, in exchange for consideration. To evaluate the existence of control over the use of an identifiable asset, the Group assesses whether: i) the contract includes the use of an identifiable asset; ii) has the right to obtain substantially all the economic benefits from using the asset during the lease period; and iii) has the right to control the use of the asset. The analysis of the lease agreements, namely with regard to cancellation and renewal options provided for in the agreements and in determining the incremental financing rate to be applied for each identified lease portfolio requires the use of judgements by Constructel Visabeira.

d) Recognition of provisions and adjustments

Constructel Visabeira is a party in various legal proceedings for which, based on the opinion of its legal advisers, it makes a judgement to determine whether a provision should be recorded for such contingencies (notes 37 and 38). Adjustments for accounts receivable are calculated mainly based on the ageing of the accounts receivable, on the customers’ risk profile and on their financial situation. Estimates related to adjustments for accounts receivable differ from business to business. The Constructel Visabeira’s policy regarding the imposing of limits on loans granted, either domestically or internationally, relies on companies specialised in credit risk hedging. Excluding state-run agencies and clients with higher domestic and international credit ratings, it is noted that the average internal risk exposure is 20%. However, a detailed analysis of the changes in annual provisions clearly evidences that there is almost no risk of non-collection. Furthermore, Constructel Visabeira has access to major market databases, which, together with its technical analysis team, allows for a clear assessment and minimised credit risk.

e) Taxes

Deferred tax assets are recognised for all recoverable losses and tax credits to the extent to which it is probable that there will be taxable profits against which can be used. Taking into account the context of the crisis and the impact it may have on future results, a judgement is required from the Board of Directors to determine the amount of deferred tax assets that can be recognised, considering i) The likely date and amount of future taxable profits; and ii) Future tax optimisation strategies.

4. Change to accounting policies and errors

During the year ending on the 31st of December 2024, there were no voluntary changes in accounting policies compared to those considered in preparing the financial information for the previous year presented in the comparatives, nor were any errors identified that would justify the restatement of the comparative figures. Regarding new standards and interpretations occurred the following emissions, revisions, changes and improvements in standards and interpretations:

4.1 Standards, interpretations, amendments and revisions with effect in the financial year

The following standards, interpretations, amendments and revisions adopted (“endorsed”) by the European Union have mandatory application for the first time during the financial year started on the 1st of January 2024:

• **Amendments to IAS 1 - Classification of liabilities as current and non-current and non-current liabilities with covenants**
These changes clarify the existing guidelines in IAS 1 regarding the classification of financial liabilities between current and non-current, clarifying that the classification should be measured according to the right an entity has to defer payment at the end of each reporting period.
In particular, the amendments (i) clarify the concept of “settlement” by stating that if an entity’s right to defer settlement of a liability is subject to compliance with future covenants, the entity has the right to defer settlement of the liability even if it does not comply with those covenants at the end of the reporting period; and (ii) clarify that the classification of liabilities is not affected by the entity’s expectation (based on whether or not the right exists, and should disregard any probability of exercising or not exercising that right), or by events occurring after the reporting date, such as non-compliance with a covenant.
If the right to postpone settlement for at least twelve months is subject to compliance with certain conditions after the balance sheet date, these criteria do not affect the right to defer settlement for the purpose of classifying a liability as current or non-current.
This amendment has a retrospective application

• **Amendments to IAS 7 and IFRS 7 – Disclosures: Supplier financing agreements**
These amendments to IAS 7 Statement of Cash Flow and IFRS 7 Financial Instruments: Disclosures aim to clarify the characteristics of a supplier financing arrangement and introduce additional disclosure requirements when such arrangements exist. The disclosure requirements are intended to help users of financial statements understand the effects of supplier financing arrangements on the company’s liabilities, cash flows and exposure to liquidity risk.

• **Amendments to IAS 16 – Lease liabilities in sales and leaseback transactions**
This amendment to IFRS 16 Leases introduces guidance on the subsequent measurement of lease liabilities related to “sale and leaseback” transactions which qualify as a “sale”, in accordance with the principles of IFRS 15 – with greater impact when some or all lease payments are variable lease payments that do not depend on an index or a rate.
When subsequently measuring lease liability, the seller-lessee shall determine “lease payments” and “revised lease payments” in such a way that they do not recognise gains/(losses) in relation to the right of use they retain.
This amendment has a retrospective application

These standards and amendments had no material impact on Constructel Visabeira’s consolidated financial statements.

4.2. At the date of approval of these financial statements, the standards and interpretations endorsed by the European Union, but whose mandatory application occurs in future years, are as follows:

These standards, interpretations, amendments and revisions, whose application is mandatory only in future periods, were, until the approval date of these financial statements, adopted (“endorsed”) by the European Union:

• Amendments to IAS 21 - The effects of changes in foreign exchange rates: Lack of exchangeability

This amendment aims to clarify how to assess the exchangeability of a currency, and how the exchange rate should be determined when it is not exchangeable for a long period.

The amendment specifies that a currency should be considered exchangeable when a company is able to obtain the other currency within a period allowing normal administrative management, and through an exchange or market mechanism in which an exchange operation creates enforceable rights and obligations.

If a currency cannot be exchanged for another currency, a company must estimate the exchange rate at the measurement date of the transaction. The aim is to determine the exchange rate that would be applicable on the measurement date for a similar transaction between market participants. The amendments also state that a company can use an observable exchange rate without making any adjustment.

The changes come into force for the period beginning on or after the 1st of January 2025. Early adoption is permitted, however the transition requirements applied must be disclosed. Constructel Visabeira did not carried out the early application of this standard in the financial statements during the period of twelve months ended on the 31st of December 2024. Significant impacts on the financial statements arising from their implementation are not estimated.

4.3. Standards and interpretations issued by IASB but not yet endorsed by the European Union

These accounting standards, interpretations amendments and revisions, whose application is mandatory only in future periods, were not, until the approval date of these financial statements, adopted (“endorsed”) by the European Union:

• Amendments to IAS 9 and IFRS 7 - Classification and Measurement of Financial Instruments

These changes are essentially the result of the draft revision of IFRS 9 Financial Instruments (Post Implementation Review – PIR IFRS 9) and clarify the following aspects relating to financial instruments:

- It clarifies that a financial liability is derecognised on the “settlement date”, i.e. when the related obligation is settled, cancelled, expires or the liability otherwise qualifies for derecognition. However, the possibility is introduced for an entity to choose to adopt an accounting policy that allows it to derecognise a financial liability that is settled through an electronic payment system, before of the settlement date, provided that certain conditions are met.
- Clarifies how an entity should assess the contractual cash flow characteristics of financial assets that include variables relating to environmental, social and governance (ESG) factors and other similar contingent characteristics.
- Requires additional disclosures for financial assets and liabilities subject to a contingent event (including ESG variables) and equity instruments classified at fair value through other comprehensive income. The changes come into force for the period beginning on or after the 1st of January 2026. Early adoption is permitted. This amendment has a retrospective application However, an entity is not obliged to restate the comparative period, and the potential impacts of applying this amendment are recognised in retained earnings in the year in which the amendment is applicable.

• Amendments to IFRS 9 and IFRS 7 - Contracts negotiated with reference to electricity generated from renewable sources

These changes refer specifically to renewable energy purchase agreements whose source of production is dependent on nature, so that supply cannot be guaranteed at specific times or volumes. In this sense, these amendments clarify the application of the “own use” requirements in power purchase agreements, as

well as the fact that applying hedge accounting is permitted when these contracts are used as hedging instruments. The amendments are effective for annual periods beginning on or after the 1st of January 2026, with early application permitted, except for the guidelines on hedge accounting, which must be applied prospectively to new hedging relationships designated as such on or after the date of initial application.

• Annual improvements to IFRS

Improvements are made on a regular basis to clarify and simplify the application of international standards through small changes that are not considered urgent.

The main changes included in this volume concern:

- IFRS 1 (Hedge accounting on first-time adoption of IFRS standards): This amendment aims to update the cross-references in paragraphs B5 and B6 of IFRS 1 First-time Adoption of International Financial Reporting Standards to the eligibility criteria for hedge accounting in IFRS 9 to paragraphs 6.4.1(a), (b) and (c).
- IFRS 7 (Gain or loss on derecognition): This amendment aims to update the language on unobservable market data included in paragraph B38 of IFRS 7 Financial Instruments: Disclosures, as well as adding references to paragraphs 72 and 73 of IFRS 13 Fair Value Measurement.
- IFRS 7 (Implementation guidelines): Several paragraphs relating to the implementation guidelines of IFRS 7 have been amended for reasons of consistency and clarity.
- IFRS 9 (Derecognition of lease liabilities): This amendment clarifies that when a financial liability is extinguished in accordance with IFRS 9, the lessee shall apply paragraph 3.3.3 of IFRS 9 and recognise the gain or loss that results from that derecognition.
- IFRS 9 (Transaction price): With this change, the reference to “transaction price” in paragraph 5.1.3 of IFRS 9 is replaced by the “amount determined by applying IFRS 15”.
- IFRS 10 (Determination of “de facto” agent): Amendment made to paragraph B74 of IFRS 10, which clarifies that the relationship described in that paragraph is just one example of several possible between the investor and other parties acting as de facto agents. The purpose of this amendment is to remove the inconsistency with the requirement in paragraph B73 that an entity should use its judgement in assessing whether other parties can act as “de facto” agents.
- IAS 7 (Cost method): Replacement of the term “cost method” by “at cost” in paragraph 37 of IAS 7 after the elimination of the definition of “cost method”.

The changes are effective for annual periods from the 1st of January 2026, with early application permitted.

• IFRS 18 – Presentation and disclosure of financial statements

IFRS 18 replaces IAS 1 Presentation of Financial Statements and responds to requests from investors looking for information on financial performance. With the introduction of the new IFRS 18 requirements, investors will have access to more transparent and comparable information on companies’ financial performance, aiming at making better investment decisions.

IFRS 18 essentially introduces three sets of new requirements to improve the disclosure of financial performance:

- Comparability of the income statement: IFRS 18 introduces three defined categories for income and expenses - operating, investments and financing - to improve the structure of the income statement and requires all companies to provide new defined subtotals, including operating income. The new structure and subtotals will give investors a consistent starting point for analysing company performance, making it easier to compare them.
- Transparency of performance measures defined by management: IFRS 18 requires the disclosure of additional information on specific company performance indicators related to the income statement, called performance measures defined by Management.
- Aggregation and disaggregation of items in the financial statements: IFRS 18 establishes guidance on how income statement items should be aggregated.

IFRS 18 comes into force for financial years beginning on or after the 1st of January 2027 and its application is retrospective. Early adoption is permitted as long as the option is publicised.

• IFRS 19 – Subsidiaries not subject to public reporting: Disclosures

IFRS 19 allows eligible entities to prepare IFRS financial statements with lower disclosure requirements than those required by the IFRS, while maintaining the obligation to apply all the measurement and recognition requirements of the IFRS. The reduction in disclosures defined by IFRS 19 covers most IFRS standards. Eligible organisations are those that: (i) are subsidiaries of a group that prepares consolidated financial statements in IFRS for public disclosure; and (ii) are not subject to the obligation to publicly disclose financial information, because they do not have listed debt or equity securities, are not in the process of being listed, nor do they have the safekeeping of assets in a fiduciary capacity as their main activity. IFRS 19 comes into force for financial years beginning on or after the 1st of January 2027, with its application being optional. Early application is permitted. Early adopters must disclose and align disclosures in the comparative period with those in the current period.

These standards so far not adopted (“endorsed”) by the European Union, but so far not adopted by the Entity / Group for the period of twelve months ended on the 31st of December 2024. Significant impacts on the financial statements arising from their implementation are not estimated.



5. Constructel Visabeira companies included in the consolidation

Companies	Head office	% of consolidated 2024	% direct 2024	% of consolidation 2023	% direct 2023
Constructel Visabeira, SA	Lisbon	Parent company		Parent company	
Aeroprotechnik - Aerial Engineering, Lda	Viseu	75.00%	75.000%	75.00%	75.000%
Cabling Station Data, SA (1)	Mont-Sur-Marchienne	-		100.00%	
Constructel Belgium, SA (1)	Mons	100.00%		100.00%	
Constructel - Contructions et Telecommunications, SA (3)	Valence	100.00%	100.000%	100.00%	0.003%
Constructel BAU GmbH	Berlin	100.00%		100.00%	
Constructel Denmark, ApS	Copenhagen	100.00%	1.141%	100.00%	1.141%
Constructel Energie, SA (3)	Clermont-Ferrant	-		100.00%	
Constructel GmbH	Berlin	100.00%		100.00%	25.000%
Constructel Itália, SRL (7)	Galliate	-		100.00%	50.000%
Constructelmodal, SA (1)	Flemalle	-		100.00%	
Cunha Soares & Filhos, SA	Lodares	80.00%		80.00%	
EIP Serviços, SA	Lisbon	100.00%		100.00%	
Elektro-Würkner GmbH	Farnstädt	100.00%	100.000%	100.00%	100.000%
Escotel, SASU (3)	Aurillac	-		100.00%	
Franz-Josef Braun GmbH & Co. KG	Mechernich	100.00%		100.00%	
Gatel, SAS (3)	Domessin	-		100.00%	
IEME, SRL	Cesena	100.00%		100.00%	
Infrasign SARL (5)	Beveren	-		100.00%	
InPower Group	Rome	54.50%		54.50%	
Iutel - Infocomunicações, SA (2)	Viseu	-		99.95%	
J. F. Edwards Construction Company	Des Moines - Iowa	100.00%		100.00%	
MJ QUINN - Integrated Services, Ltd (6)	Liverpool	100.00%		100.00%	
MJ Quinn Constructel, Ltd	Liverpool	100.00%		100.00%	
Modal Installation, SA (1)	Marchienne-Au-Port	-		100.00%	
MJ Quinn Solar, Ltd (6)	Liverpool	-		100.00%	
Obelisk International Group Holdings Ltd	Dublin	100.00%		100.00%	
Obelisk Communication Ltd	Dublin	100.00%		100.00%	
Obelisk Power Systems Ltd	Dublin	100.00%		100.00%	
Obelisk Networks UK Ltd	Manchester	100.00%		100.00%	
Obelisk Power Systems (UK) Ltd	Newry	100.00%		100.00%	
Arquiled - Projetos de Iluminação, SA	Évora	100.00%	100.000%	100.00%	100.000%
Bright Science - Estudos de Engenharia e Ensaios, Lda	Évora	100.00%		100.00%	
Constructel Visabeira US	Wilmington	100.00%	100.000%	-	
Geovento - Imobiliária, Lda	V.Nova Gaia	90.00%		90.00%	
Groupe Ramalheira, SAS	Bois-d'Arcy	100.00%		100.00%	
I. Tavan GmbH	Verden	100.00%		100.00%	
Jayme da Costa - Energia e Sistemas, SA (4)	V.Nova Gaia	100.00%	100.000%	100.00%	100.000%
Jayme da Costa - Tecnologia e Serviços, Lda (4)	V.Nova Gaia	-		100.00%	
Jayme da Costa SGPS, SA	V.Nova Gaia	90.00%		90.00%	
Landwalk - Gestão de Imóveis Unipessoal, Lda	V.Nova Gaia	100.00%		100.00%	
MSP Technologies Ltd	Liverpool	100.00%		-	
O+M Operation + Maintenance, SASU	Bois-d'Arcy	100.00%		100.00%	
Oude MarktVoerlieden Natie NV (OMV Natie)	Beveren	100.00%		100.00%	
PDT - Projectos e Telecomunicações, SA (2)	Lisbon	-		100.00%	
Quinn Constructel, Ltd	London	100.00%		100.00%	

Companies	Head office	% of consolidated 2024	% direct 2024	% of consolidation 2023	% direct 2023
Sargent Electric Company, LLC	Pittsburgh	100.00%		-	
SCI Constructel	Valence	100.00%	0.100%	100.00%	0.100%
SCI Constructel Itália, SRL (7)	Cesena	-		100.00%	
Tavan Immobilien GmbH	Verden	100.00%		100.00%	
Tavan Tiefbau & Co. KG	Verden	100.00%		100.00%	
Tensa, SA	Oviedo	100.00%		100.00%	
THG Tavan Holding GmbH	Verden	100.00%	100.000%	100.00%	100.000%
Toft Hansen, ApS	Kirke Hylling	100.00%		100.00%	
Verità Telecommunications Corporation	Plymouth	100.00%		-	
Viatel – Tecnologia de Comunicações, SA (2)	Viseu	100.00%	100.000%	100.00%	100.000%
Visabeira Infraestruturas, SA	Viseu	100.00%		100.00%	
Visactys, SASU	Valence	100.00%		100.00%	
VisaPower, SA	Viseu	100.00%		100.00%	

The consolidation percentage referred to here is different from the percentage of shares actually held as of the 31st of December 2024, due to the fact that the agreements with the minority shareholders for the acquisition of the remaining shares are being considered.

In 2024, Constructel Visabeira Group reorganised its financial holdings, and this process involved several mergers of subsidiaries, which are detailed below:

- 1) In July, Modal Installation, S.A., Cabling Station, S.A. and Constructel Modal, S.A. merged into Constructel Belgium, S.A.;
- 2) In October, Viatel - Tecnologia de Comunicação, S.A. merged PDT and Iutel;
- 3) In November, Gatel, Escotel and Constructel Energie merged into Constructel - Construction et Telecommunications, S.A.;
- 4) In December, Jayme da Costa - Tecnologia e Serviços, Lda. merged into Jayme da Costa - Energia e Sistemas, S.A.;
- 5) Infrasign, a company with no activity, will be dissolved in 2025;
- 6) MJ Quinn merged with MJQ Solar;
- 7) SCI Constructel Italia and Constructel Italia have been dissolved.

6. Other non-current assets

	Head office	Book Value 2024	Book Value 2023
Other capital holdings			
Capital investments			
C2 Capital Partners	Lisbon	850,000	850,000
Other capital holdings		706,234	1,129,222
Total		1,556,234	1,979,222

7. Changes in the scope of consolidation

2024 Purchases

Constructel Visabeira continues to invest in acquiring companies that complement its portfolio in geographical terms and strengthen its capacity and expertise. During the 2024 financial year, Group acquired the companies detailed below:

	Country	Head office		% Acquired	% of equity held after the acquisition	Date	Acquisition cost
Constructel Visabeira US	United States	Wilmington	Establishment	100.00%	100.00%	24.04.2024	101,668,432
Sargent Eletric	United States	Pittsburgh	Acquisition	100.00%	100.00%	01.09.2024	83,490,762
Verità	United States	Wilmington	Acquisition	70.00%	100.00%	01.06.2024	31,996,093
MSP Technologies	United Kingdom	Liverpool	Acquisition	100.00%	100.00%	01.12.2024	1
Total							217,155,288

The consolidation percentage is different from the percentage acquired, because the agreements with minority shareholders for the acquisition of the remaining shares are being considered. Recognised goodwill is justified by the expected synergies arising from the activities carried out by the new companies and from access to new countries. None of the purchases gave rise to the recognition of indemnity receivables, as no contingent liabilities were identified. The total amount of goodwill determined is not tax deductible. In acquisitions during the financial year, the Group opted to measure “non-controlling interests” by their respective share of the assets and liabilities transferred from the acquiree. The interest percentages considered for consolidation purposes take into account the exercise of said put options (30% in the case of Verità) by the previous owners. Regarding this subject, see in 2.3 the accounting policy followed to measure put options granted to minority shareholders in the context of business combinations. In 2024, the transaction costs associated with the acquisitions described amounted to 5.2 million euros (recognised in the year under “External supplies and services”).

Acquisitions in the United States of America.

Purchases in USA gave rise to goodwill amounting to 48.0 million euros and an increase in the Group’s assets and liabilities (reported on the purchase dates) of 214 million euros and 146 million euros, summarised as follows:

Position value before acquisition	Sargent Electric	Verità	Total
Tangible, right-of-use and intangible assets	14,229,971	19,486,025	33,715,996
Order to Backlog and Customer portfolio	30,889,222	11,790,137	42,679,359
Clients	100,134,696	10,710,891	110,845,587
Other Assets	15,426,963	8,926,804	24,353,767
Cash and cash equivalents	3,700,348	231,337	3,931,685
Loans obtained	-7,668,306	-9,641,091	-17,309,397
Deferred tax assets	0	-2,475,929	-2,475,929
Other liabilities	-95,580,740	-32,658,364	-128,239,103
Total net assets	61,132,155	6,369,811	67,501,966
Acquisition price	83,490,762	31,996,093	115,486,854
Goodwill	22,358,607	25,626,282	47,984,889
Non-controlling interests	0	0	0

In May 2024, Constructel Visabeira bought Verità Telecommunications Corporation, a company that provides engineering services for fixed and mobile telecommunications networks in 18 US states. Founded in 2013 and based in the state of Michigan, Verità employs around 500 people and operates in the areas of engineering, construction and maintenance of fixed and mobile telecommunications networking infrastructures. At Verità, the main differences between the fair value of the identifiable assets purchased and the liabilities assumed were the recording of an intangible asset in the amount of 11.8 million euros, related to its customer portfolio, order to backlog and the respective deferred tax liability in the amount of 2.5 million euros. For the intangible calculation the 10.54% discount rate was taken into account. In addition, goodwill totalling 12.9 million euros was derecognised. Regarding customer balances, the estimate is that cash flows will be received in full. For the remaining assets and liabilities, differences between the fair value and the respective book value totalling 700 thousand euros were identified.

Amounts in euros	Verità
Acquisition cost of share participation	23,518,105
Acquisition by capital increase	8,477,988
Loan granted	11,122,535
Total investment	43,118,628
Payments in the financial year	35,200,707
Selling options	8,257,727
Exchange rate effect	-339,806

Sargent Electric, founded in 1907, has earned a reputation as a leader in power grid engineering services, particularly in renewable energy sectors such as wind, solar and battery energy storage systems. With more than a thousand employees, the company serves several Fortune 500 clients and has developed a growing presence in sectors such as data centres. The acquisition allowed Constructel Visabeira to increase its capabilities and geographical reach, with Sargent Electric’s operations extending across the Midwest and northeast of the US, including key facilities in the states of Pennsylvania, Indiana, Maine, Wisconsin and Ohio. The main differences between the fair value of the identifiable assets purchased and the liabilities assumed at Sargent were the recording of an intangible asset in the amount of 30.9 million euros, related to its customer portfolio and order to backlog. For the intangible calculation the 11.12% discount rate was taken into account. In addition, goodwill totalling 2.0 million euros was derecognised. It should be noted that the intangible assets stemming from this acquisition will be tax deductible by Constructel Visabeira US, and therefore did not give rise to deferred taxes. Regarding customer balances, the estimate is that cash flows will be received in full. For the remaining assets and liabilities, were identified differences between the fair value and the respective carrying value in the amount of 3.0 millions of euros.

Amounts in euros	Sargent Electric
Acquisition cost of share participation	83,490,762
Total investment	83,490,762
Payments in the financial year	49,408,975
Contingent consideration	35,519,660
Exchange rate effect	-1,437,874

Purchases in Europe

At the end of 2024, MJ Quinn acquired MSP Technologies Ltd, which incorporates Multi Source Power LTD (MSP), a company specialising in integrated battery energy storage systems, independent energy infrastructures, renewable energies and integrated energy management systems. This strategic acquisition reinforces MJ Quinn’s commitment to promoting sustainable and innovative energy solutions in the UK and Europe.

Position value before acquisition	MSP Technologies
Tangible, right-of-use and intangible assets	171,231
Clients	740,739
Other Assets	2,165,432
Cash and cash equivalents	583,445
Other liabilities	-8,535,977
Total net assets	-4,875,130
Acquisition price	1
Goodwill	4,875,101
Non-controlling interests	0

The investment totalled around 3.8 million euros through a loan granted to this subsidiary. At the date of authorisation for issuing the financial statements, the Price Purchase Allocation (PPA) exercise has not yet been concluded, so the goodwill reported is preliminary and no material effects are expected as a result of this situation.

Amounts in euros	MSP Technologies
Acquisition cost of share participation	1
Loan granted	3,854,956
Total investment	3,854,957
Payments in the financial year	3,854,957

2023 Purchases

During the financial year 2023, Constructel Visabeira maintained its investment strategy to expand its activity to new countries and to reinforce its position in markets where it operates by purchasing companies as detailed below:

	Country	Head office		% Acquired	% of equity held after the acquisition	Date	Acquisition cost
Arquiled	Portugal	Évora	Acquisition	100.00%	100.00%	01.05.2023	4,245,595
Brightscience	Portugal	Évora	Acquisition	100.00%	100.00%	01.04.2023	
Jayme da Costa - ES, Lda	Portugal	Porto	Acquisition	100.00%	100.00%	01.01.2023	
Jayme da Costa SGPS	Portugal	Porto	Acquisition	90.00%	90.00%	01.01.2023	
Jayme da Costa -TS, Lda	Portugal	Porto	Acquisition	100.00%	100.00%	01.01.2023	5,570,898
Geovento Imobiliária, Lda	Portugal	Porto	Acquisition	90.00%	90.00%	01.01.2023	
Landwalk Unipessoal, Lda	Portugal	Porto	Acquisition	100.00%	100.00%	01.01.2023	
Groupe Ramalheira	France	Bois-d’Arcy	Acquisition	100.00%	100.00%	01.01.2023	
O+M	France	Bois-d’Arcy	Acquisition	100.00%	100.00%	01.01.2023	8,981,798
THG Tavan Holding GmbH	Germany	Verden	Acquisition	100.00%	100.00%	01.05.2023	
Tavan Tiefbau & Co. KG	Germany	Verden	Acquisition	100.00%	100.00%	01.05.2023	
I. Tavan GmbH	Germany	Verden	Acquisition	100.00%	100.00%	01.05.2023	
TAVAN Immobilien GmbH	Germany	Verden	Acquisition	100.00%	100.00%	01.05.2023	75,131,035
Total							93,929,327

Recognised goodwill is justified by the expected synergies arising from the activities carried out by the new companies and from access to new countries.

None of the purchases gave rise to the recognition of indemnity receivables, as no contingent liabilities were identified. The total amount of goodwill determined is not tax deductible. In acquisitions during the financial year, the Group opted to measure “non-controlling interests” by their respective share of the assets and liabilities transferred from the acquiree. The interest percentages considered for consolidation purposes take into account the exercise of said put options (20.38% in the case of Arquiled and 25% in the case of O+M and Tavan) by the previous owners. Regarding this subject, see in 2.3 the accounting policy followed to measure put options granted to minority shareholders in the context of business combinations.

The transaction costs associated with the acquisitions described in 2023 amounted to 1.4 million euros and were recognised in the year under “External supplies and services”.

Purchases in Europe

Purchases in Europe gave rise to goodwill amounting to 81.8 million euros and an increase in the Group’s assets and liabilities (reported on the purchase dates) of 68.1 million euros and 60.8 million euros, summarised as follows:

Position value before acquisition	Arquiled	Grupo Jayme da Costa	Groupe Ramalheira	Tavan Group	Total
Tangible and intangible assets	2,723,986	8,162,035	58,665	24,967,720	35,912,406
Clients	323,938	3,503,883	1,731,360	1,614,741	7,173,923
Other Assets	3,700,695	13,522,408	812,573	7,369,227	25,404,903
Cash and cash equivalents	72,713	804,251	1,221,397	-2,478,441	-380,079
Loans obtained	-7,658,699	-4,149,143	-386,289	-7,598,016	-19,792,148
Other liabilities	-244,864	-31,504,558	-2,428,083	-6,871,943	-41,049,447
Total net assets	-1,082,231	-9,661,125	1,009,623	17,003,289	7,269,557
Acquisition price	4,245,595	5,570,898	8,981,716	75,131,035	93,929,244
Goodwill	5,327,826	10,401,460	7,972,092	58,127,746	81,829,125
Non-controlling interests	0	-4,830,562	0	0	-4,830,562

It should be noted that the above figures relate not only to the companies listed, but also to other related companies which, due to their small size, are not shown in the table.

Established in 2005, Arquiled is a leading Portuguese manufacturer developing public and private LED lighting solutions and systems, with a special focus on energy efficiency projects. Arquiled has a 100% subsidiary, Bright Science, a research and development engineering company, which develops new products and technologies applied to the cluster of intelligent lighting solutions and city management support infrastructures. In order to determine the fair value of the capital on the date of acquisition of Arquiled, we identified an intangible asset whose value we consider to be null, specifically its own brand in the amount of 383 thousand euros. Arquiled’s assets include 44,000 euros relating to customers who were recognised for impairment and whose fair value was considered null. For the remaining customer balances, the estimate is that the cash flows will be received in full. For the remaining assets and liabilities, no significant differences were identified between the fair value and the respective carrying value.

	Arquiled
Acquisition cost of share participation	4,245,595
Payments made to suppliers and other creditors	1,834,000
Total investment	6,079,595
Payments of the previous year	2,877,030
Payments in the financial year	2,497,970
Selling options	704,595

Grupo Jayme da Costa (Jdc) is the oldest Portuguese group in terms of the electro-mechanical sector, with over 100 years’ experience and consolidated national and international expertise. Over the years it has diversified its area of intervention through acquisitions and the internationalisation of the Energy and Electrical Installations sector. In recent years it has been making a name for itself in the construction of photovoltaic parks. Grupo Jayme da Costa is currently made up of the following companies: Jayme da Costa - Energia e Sistemas, Jayme da Costa SGPS, Jayme da Costa - Tecnologia e Serviços, Geovento and Landwalk.

As far as Jayme da Costa is concerned, the main differences between the fair value of the identifiable assets acquired and the liabilities assumed were the recognition of an intangible asset related to customer contracts in the amount of 3.3 million euros, the positive difference of 1.4 million euros in the fair value of the tangible asset related to the factory building, the respective deferred tax liability in the amount of 1.0 million euros, and the derecognition of intangible assets recorded within the entity in the amount of 5.6 million euros, related to goodwill generated in previous acquisitions. For the intangible calculation the 9.7% discount rate was taken into account.

Jayme da Costa’s assets include 4.2 million euros relating to customers who have already been recognised for impairment and whose fair value was considered null, and for the remaining client balances the estimate is that the cash flows will be received in full. For the remaining assets and liabilities, no significant differences were identified between the fair value and the respective carrying value.

It should be noted that Visabeira Global (the majority shareholder of Constructel Visabeira) already owned 15% of Jayme da Costa, and in January 2023 acquired control of it by purchasing a 35% share from another company related to the Grupo Visabeira, and now owns 50% of Jayme da Costa. After assessing all the relevant facts and circumstances, it was concluded that control existed, and it was transferred to Constructel Visabeira in January 2023.

In December 2023, Constructel Visabeira, acquired the remaining 50% from the remaining shareholders of Jayme da Costa. Because it is an increase in the participating interest in a company that is already controlled, it was accounted for as a transaction between shareholders, so the difference between the value of the capital held by the non-controlling interest and the respective acquisition cost did not give rise to any recognition of goodwill or gains/losses but was recorded directly in equity. The impacts of this transaction are detailed below in “Change in the percentages of interests in controlled companies”.

	Grupo Jayme da Costa
Acquisition cost of share participation	5,570,898
Supplementary benefits	958,189
Minority shareholders amount paid	6,001,789
Total investment	12,530,876
Contingent consideration	12,530,876

Groupe Ramalheira, founded in October 2021, is the parent company of O+M, holding 100% of its shares, and has no other significant activities or assets apart from its financial share in O+M.

O+M, an operating company, was founded in 2019 to meet the needs of mobile operators, providing services from the design to the maintenance of telecommunications networks in France.

The two companies were acquired by Constructel Visabeira, so the amount of net assets presented takes both companies into account.

For the net assets at the date of acquisition of the company O+M, no significant differences were identified between the fair value and the respective book value. It should be noted that for customer balances estimate is that cash flows will be received in full.

	Groupe Ramalheira
Acquisition cost of share participation	8,981,716
Total investment	8,981,716
Payments in the financial year	6,148,668
Selling options	2,833,048

Tavan is a company belonging to the group that has been on the market since 2015, has around 200 employees and operates in the areas of engineering, construction and maintenance of telecommunications and energy infrastructures in northern Germany, mainly through its parent company Tavan Tiefbau GmbH & Co. KG. The perimeter of the transaction comprises the companies Tavan Tiefbau GmbH Co KG (operating company), THG Tavan Holding GmbH, I Tavan GmbH and Tavan Immobilien GmbH.

At Tavan, the main differences between the fair value of the identifiable assets purchased and the liabilities assumed were the recording of an intangible asset in the amount of 11.5 million euros, related to its customer portfolio and the respective deferred tax liability in the amount of 3.4 million euros. For the intangible calculation the 9.0% discount rate was taken into account. Moreover, under the IFRS16 standard, right-of-use assets and lease liabilities totalling 601 thousand euros and 632 thousand euros, respectively, were recorded.

With regard to customer balances, it is estimated that the cash flows will be received in full; for the remaining assets and liabilities, no significant differences were identified between the fair value and the respective book value.

	Tavan Group
Acquisition cost of share participation	75,131,035
Total investment	75,131,035
Payments in the financial year	55,500,000
Selling options	19,631,035

Impacts of acquisitions made in 2024

The acquisitions had the following impact on the Group’s income statement:

Main indicators Impact on the 2024 consolidated accounts	Sargent Electric (Sep to Dec)	Verità (Jan to Dec)	MSP Technologies (Dec to Dec)	Total
Turnover	182,882,665	43,123,663	0	226,006,328
EBITDA	18,484,888	1,292,099	0	19,776,987
Net income	10,036,286	-1,383,040	0	8,653,246

If the acquisitions of Sargent and Verità had occurred on the 1st of January 2024, the Proforma Statement for 2023 would be as follows:

	2024 unaudited “pro forma”	2024 "recurrent"
Ongoing operations		
Sales	36,507,154	36,507,154
Services rendered	1,824,522,822	1,552,252,795
Turnover	1,861,029,976	1,588,759,949
Cost of goods sold and material consumed	-243,725,763	-195,939,513
Other income	16,920,208	16,614,358
External supplies and services	-925,239,394	-830,418,674
Staff costs	-516,190,836	-402,550,438
Other costs	-11,309,217	-11,203,760
Recurrent EBITDA	181,484,974	165,261,921
Amortisation and depreciation	-67,844,087	-55,652,488
Provisions and impairment losses	-6,477,983	-6,477,983
Recurrent operating income	107,162,903	103,131,450

The “2024 recurring” heading corresponds to Constructel’s audited results for 2024, excluding 7.2 million euros relating to non-recurring results which are fully recorded under External supplies and services.

As mentioned in note 2.23, non-recurring results mainly relate to costs incurred in the acquisition of subsidiaries and costs in one-off corporate projects.

Sales/Dissolutions

During the 2024 financial year, SCI Constructel Italia and Constructel Italia were dissolved, with no material impact on the financial statements.

During the 2023 financial year, Energydisti was dissolved. On the date of dissolution, it had no assets or liabilities.

Change of interest percentages in controlled companies

In the 2024 financial year, there was no change in percentages of interests in controlled entities.

In November 2023, Constructel Visabeira acquired a further 24% of the company Aeroprotechnik for 1.3 million euros, which exceeds the value of non-controlling interests by 1.0 million euros, which was valued at 247 thousand euros.

Remuneration paid to uncontrolled interests	1,320,000
Capital value of non-controlling interest	247,512
Difference recognised in retained earnings	1,072,488

In addition, in December 2023, Constructel Visabeira acquired the remaining 50% of the subsidiary Jayme da Costa for 6.0 million euros, which led to a cost of 8.1 million euros being recognised in capital.

Remuneration paid to uncontrolled interests	6,001,789
Capital value of non-controlling interest	-2,054,589
Difference recognised in retained earnings	8,056,378

8. Discontinued operations

In 2024, Infrasign was registered as a discontinued activity. This company has no activity, and no assets or liabilities are recorded in its financial statements, so it will be dissolved in 2025. For the consolidation perimeter, this cash-generating unit not particularly relevant and is not recognised in the income statement as discontinued operations.

During the year 2023, there were no discontinued activities. Furthermore, from the 31st of December 2024 until the date of authorisation to issue the financial statements, there have been no decisions to discontinue operating activities.

9. Key activity indicators

9.1 Main indicators by activity / country

a) By area of activity

	Years	Telecommunications	Energy	Total
Turnover	2023 2024	878,175,005 980,240,470	379,257,632 608,519,479	1,257,432,636 1,588,759,949
EBITDA	2023 2024	91,400,607 92,397,423	44,218,041 65,698,054	135,618,648 158,095,476
Operating income	2023 2024	60,471,726 50,148,813	29,934,306 45,816,191	90,406,033 95,965,004
Net income	2023 2024	35,857,261 37,190,960	16,746,835 25,418,240	52,604,095 62,609,200
Tangible/Intangible assets / Right-of-use	2023 2024	117,451,651 149,783,364	62,635,744 115,763,219	180,087,395 265,546,583
Inventories	2023 2024	33,533,676 36,362,274	31,513,799 37,433,555	65,047,475 73,795,829

b) By geography

	Years	France	The United Kingdom and Republic of Ireland	Portugal	Belgium	Germany
Turnover	2023 2024	267,039,857 267,241,021	266,367,988 315,445,973	228,661,313 239,582,262	143,418,256 146,443,061	135,473,495 143,404,084
EBITDA	2023 2024	18,955,973 19,001,241	34,431,355 40,922,306	17,236,873 18,312,219	18,983,775 17,605,230	23,217,033 17,509,870
Operating income	2023 2024	11,897,882 11,720,278	19,665,487 22,245,418	11,254,181 10,893,079	17,515,798 15,032,503	16,991,176 4,934,099
Net income	2023 2024	3,945,322 8,352,757	12,692,008 13,648,193	3,797,144 2,840,796	12,897,326 11,523,286	10,040,573 12,542,984
Tangible assets/ Intangible assets/ Right-of-use	2023 2024	24,416,132 27,750,670	37,024,680 35,873,970	35,017,421 37,725,404	8,119,764 9,562,011	36,699,246 31,387,825
Inventories	2023 2024	3,483,980 3,608,786	11,022,639 10,267,219	36,342,662 41,723,496	4,664,874 5,904,608	4,016,137 5,230,713

	Years	United States of America	Denmark	Italy	Spain	Total
Turnover	2023 2024	120,421,741 365,987,900	13,253,257 17,319,505	68,598,171 80,600,245	14,198,558 12,735,896	1,257,432,636 1,588,759,949
EBITDA	2023 2024	16,359,499 33,406,695	2,527,239 5,381,403	3,471,199 6,538,503	435,700 -581,991	135,618,648 158,095,476
Operating income	2023 2024	9,829,139 23,281,587	1,791,696 4,476,327	1,316,993 4,343,777	143,680 -962,064	90,406,033 95,965,004
Net income	2023 2024	7,760,828 10,687,934	1,351,648 2,591,222	194,955 1,960,170	-75,709 -1,538,142	52,604,095 62,609,200
Tangible assets/ Intangible assets/ Right-of-use	2023 2024	26,613,397 111,829,708	1,360,455 659,998	8,459,347 8,172,961	2,376,953 2,584,036	180,087,395 265,546,583
Inventories	2023 2024	1,132,823 3,246,178	46,634 42,442	3,395,623 3,268,265	942,103 504,123	65,047,475 73,795,829

EBITDA and Operating result were determined as follows:

Consolidated income statement		
Financial years ended on the 31 st of December 2024 and 2023		
	2024	2023
Turnover	1,588,759,949	1,257,432,636
Cost of goods sold and material consumed	-195,939,513	-144,442,851
Subcontracts	-638,240,687	-548,766,467
Gross margin	754,579,749	564,223,318
Other income	16,614,358	16,510,277
External supplies and services	-192,177,987	-165,528,304
Staff costs	-402,550,438	-268,094,167
Other costs	-11,203,760	-9,035,078
Recurrent EBITDA	165,261,921	138,076,046
Non-recurring income	-7,166,446	-2,457,398
EBITDA	158,095,476	135,618,648
Changes in the fair value of investment properties	0	332,600
Amortisation and depreciation	-55,652,488	-44,575,094
Provisions and impairment losses	-6,477,983	-970,122
Operating income	95,965,004	90,406,033
Interest paid, net	-9,719,311	-7,393,465
Other financial expenses, net	-9,490,008	-4,412,315
Result before taxes	-18,592,618	-12,727,960
Income tax	-23,341,970	-18,592,619
Net income	62,609,200	52,604,095

9.2 Assets associated with clients’ contracts

	Years	Telecommunications	Energy	Total
Assets associated with clients’ contracts	2023	138,507,377	18,440,125	156,947,502
	2024	136,577,736	65,596,061	202,173,797

The amounts of assets associated with clients’ contracts are mainly from the telecommunications area. These amounts refer to services already provided according to the terms contracted with the client and not yet billed.

With regard to the new companies in the perimeter of Constructel Visabeira, it is important to highlight the contribution to the balance sheet of Verità with 9.2 million euros and Sargent Electric with 18.5 million euros.

Although the impact of the changes in perimeter is significant and there were significant increases in companies such as Obelisk (2.9 million euros), Tensa (2.5 million euros), Tavan Tiefbau & Co.KG (2.4 million euros), the variation for the year is not so higher given the effect of the decrease in assets associated with customer contracts in companies such as Constructel France (2.4 million euros), Constructel Gmbh (2.1 million euros) and JF Edwards (1.4 million euros).

Impairment losses were calculated in accordance with the Expected Credit Loss model (IFRS 9). Taking into account the nature of clients and the maturity of the balances receivable, the amount calculated is immaterial.

In the financial years ending on the 31st of December 2024, only one customer represented more than 15% of consolidated turnover. The balances relating to contracts with clients that have already been invoiced are shown in note 24.

9.3 Liabilities associated with clients’ contracts

	Years	Telecommunications	Energy	Total
Advances from clients	2023	1,967,795	3,804,574	5,772,369
	2024	2,149,388	4,022,319	6,171,707
Billing made for services to be billed	2023	17,646,272	28,147,701	45,793,974
	2024	13,401,564	81,710,152	95,111,716
Liabilities associated with clients’ contracts	2023	19,614,067	31,952,275	51,566,342
	2024	15,550,952	85,732,471	101,283,422

The increase in liabilities associated with customer contracts in the Energy segment is explained by the entry into the consolidation perimeter of Sargent Electric, which contributed approximately 49.2 million euros to the development of this item.

As far as the Telecommunications segment is concerned, the decrease of 3.9 million euros in Constructel Belgium should be emphasised.

10. Other income and other costs

	2024	2023
Other income		
Supplementary income	15,208,491	15,603,025
Operating grants	488,205	481,024
Own work capitalized	917,662	426,228
Total	16,614,358	16,510,277
Other costs		
Taxes	5,339,286	4,806,306
Other operational costs	5,864,474	4,228,772
Total	11,203,760	9,035,078

“Supplementary income” includes debts to subcontractors related to expenses incurred on behalf of them and also redeemed to related parties.

The “Taxes” item mainly include taxation on the activity volume in France.

“Other operating costs” are related to fines and penalties resulting from non-compliance with customer contracts, the end of leasing contracts (claims and write-offs before the end of the contract) and others.

11. External supplies and services

	2024	Weight %	2023	Weight %
Subcontracts	638,240,687	76%	548,766,467	77%
Rents and leases	49,268,021	6%	40,543,572	6%
Specialised works	26,681,497	3%	18,918,692	3%
Maintenance and repair	21,315,931	3%	17,733,236	2%
Fuel	20,250,897	2%	20,882,886	3%
Insurance	12,488,259	1%	12,647,515	2%
Travel and stays	7,769,107	1%	7,111,876	1%
Fees	6,263,847	1%	6,372,521	1%
Communication	4,616,538	1%	4,161,952	1%
Tools and utensils for fast wear	3,545,122	0%	3,064,193	0%
Representation expenses	2,860,906	0%	2,138,751	0%
Transport of goods	2,083,046	0%	1,845,229	0%
Office supplies	2,058,078	0%	1,340,835	0%
Commissions	1,987,634	0%	1,078,917	0%
Cleaning, hygiene and comfort	1,907,108	0%	1,292,392	0%
Electricity	1,604,012	0%	1,956,766	0%
Surveillance and safety	1,390,504	0%	1,014,996	0%
Advertising	643,554	0%	440,127	0%
Others	32,610,373	4%	25,441,245	4%
Total	837,585,120	100%	716,752,170	100%

The increase in subcontracts around 88 million euros, approximately 70 million euros are justified by the changes in the group of companies observed during 2024, the remaining being the result of the growth of the Constructel Visabeira Group activity, adopting the strategy of hiring external labour.

In rents and leases, the increase of 9 million euros compared to the previous year is essentially related to the increase in the number of rental/lease contracts with a duration of less than 12 months.

12. Staff costs

	2024	2023
Management	5,560,953	3,345,062
Staff costs	329,731,886	215,268,302
Social Security contributions	45,086,751	31,578,000
Insurance	5,112,536	1,347,793
Social action costs	2,289,403	1,801,037
Others	14,768,909	14,753,972
Total	402,550,438	268,094,167

The average number of Constructel Visabeira’s employees during 2024 was 8.732 (2023: 6.524).

By geography *	Average number of employees	
	2024	2023
Portugal	2,365	2,089
The United States of America	1,912	145
France	1,935	1,859
Germany	714	651
The United Kingdom	893	887
Belgium	369	384
Italy	328	293
Spain	134	131
Denmark	82	85
Total	8,732	6,524

The remuneration of the key management personnel (under the terms of IAS 24) has an essentially fixed nature and does not include post-employment benefits or employment termination benefits. In 2024, it amounted to 5.6 million euros (2023: 3.3 million euros).

13. Amortisation and depreciation

	2024	2023
Tangible depreciations		
Land and natural resources	19,057	195,944
Buildings and other constructions	3,213,499	2,035,794
Basic equipment	7,118,597	3,804,295
Transport equipment	3,301,329	3,151,396
Office supplies	1,001,499	537,432
Others	993,694	700,447
Total tangible depreciations	15,647,675	10,425,309
Depreciations of right-of-use assets		
Land and natural resources	4,323	0
Buildings and other constructions	6,938,648	5,021,756
Basic equipment	287,245	171,154
Transport equipment	20,428,254	17,992,725
Others	1,002,330	637,415
Intangible assets	17,210	17,210
Total depreciations of right-of-use assets	28,678,011	23,840,261
Amortisation of intangible assets		
Development projects	1,717,528	1,083,104
Order to Backlog and Customer portfolio	8,792,171	8,816,760
Others	817,104	409,660
Total amortisation of intangible assets	11,326,803	10,309,524
Total amortisation and depreciation	55,652,488	44,575,094

In 2023, the depreciation rates of the main assets were reviewed in order to ensure the suitability of their useful lives, state of use and the necessary homogenisation of criteria. This analysis led to a reduction in depreciation of tangible assets of around 8 million euros, especially felt in the assets of subsidiaries acquired in recent years. In 2024, there is nothing to report in this regard.

14. Provisions and impairment losses

	2024	2023
Other receivables	673,586	884,549
Losses impairment clients	2,166,931	195,024
Goodwill impairment losses	3,014,525	0
Impairment losses inventories	22,756	72,801
Retirement provisions	-42,078	459,610
Others	642,263	-641,862
Total	6,477,983	970,122
	2024	2023
Decreases in provisions and adjustments	-261,844	-59,858
Increases in provisions and adjustments	6,739,827	1,029,980
Total	6,477,983	970,122

In 2024, customer impairment losses were increased by 2.2 million euros, of which 1.5 million euros were recorded at Tavan. In addition, an impairment loss was recognised in the goodwill of this cash-generating unit. It is important to note that During 2023, provisions for retirement pensions were increased by 460,000 euros (see note 38).

15. Interest expense, net

	2024	2023
Interest paid		
Loans obtained	14,255,985	9,615,904
Lease liabilities	787,544	847,269
	15,043,529	10,463,173
Interest earned		
Deposits	-1,340,975	-743,862
	-1,340,975	-743,862
Total interest paid, net	13,702,555	9,719,311

The increase in interest expenses is the result of the major acquisitions made in 2024 and 2023 in the United States of America and Germany (see note 7).

16. Other financial gains and expenses

	2024	2023
Other financial gains		
Change in fair value of contingent remuneration	14,606,508	0
Cash payment discounts obtained	18,929	15,763
Other income	872,139	738,983
Total	15,497,576	754,746
Other financial expenses		
Net exchange difference	428,331	24,379
Cash payment discounts granted	10,193	10,143
Change in fair value of contingent remuneration	0	240,952
Other costs	11,370,333	9,969,280
Total	11,808,856	10,244,754

The income recorded under “Change in fair value of contingent consideration” is largely related to the review and consequent reduction of the liability associated with the acquisition process of the Tavan Group companies acquired during the 2023 financial year. The “Other costs” account includes interest costs related to factoring and confirming.

17. Income tax

	2024	2023
Current tax	-21,689,466	-17,344,301
Deferred tax	-1,652,504	-1,248,318
Income tax	-23,341,970	-18,592,619

	2023	Change to the scope of consolidation	Effect on results	Effect on equity	Reclassifications	2024
Deferred tax assets						
Adjustments and other provisions not fiscally accepted	1,846,522	193,725	-11,350	27,600	48,152	2,104,649
Tax losses	8,791,156	424,081	-354,862	4,699	-48,152	8,816,922
Total deferred tax assets	10,637,678	617,806	-366,213	32,299	0	10,921,572
Deferred tax liabilities						
Difference from the fair value of investment properties	1,577,772	0	-53,261	0	0	1,524,511
Difference between amortisations accepted for tax purposes	8,078,585	0	3,144,532	294,169	0	11,517,286
Adjustments and other provisions not fiscally accepted	7,712	0	0	8,207	0	15,918
Difference from the fair value of intangible assets	4,786,645	2,475,929	-1,707,058	27,235	-332,830	5,249,921
Difference from the fair value of tangible assets	928,473	0	-97,921	0	332,830	1,163,382
Other provisions	230,000	0	0	0	0	230,001
Total deferred tax liabilities	15,609,186	2,475,929	1,286,292	329,611	0	19,701,017

	2022	Change to the scope of consolidation	Effect on results	Effect on equity	Reclassifications	2023
Deferred tax assets						
Adjustments and other provisions not fiscally accepted	688,306	106,921	532,661	-2,176	520,811	1,846,522
Tax losses	1,346,380	7,689,426	-242,464	-2,186	0	8,791,156
Total deferred tax assets	2,034,686	7,796,347	290,196	-4,362	520,811	10,637,678
Deferred tax liabilities						
Difference from the fair value of investment properties	1,560,125	0	17,647	0	0	1,577,772
Difference between amortisations accepted for tax purposes	4,315,222	0	3,932,387	-169,025	0	8,078,585
Adjustments and other provisions not fiscally accepted	12,935	0	0	-5,223	0	7,712
Difference from the fair value of intangible assets	2,700,826	4,480,257	-2,394,439	0	0	4,786,645
Difference from the fair value of tangible assets	309,307	649,113	-17,078	-12,869	0	928,473
Other provisions	230,000	0	0	0	0	230,000
Total deferred tax liabilities	9,128,416	5,129,370	1,538,516	-187,117	0	15,609,186

The amount in the heading “Difference from fair value of intangible assets” is related to intangible assets from client contracts identified in business combination processes, as described in note 7.

For the years ending on the 31st of December 2024 and 2023, the “Effect on Equity” heading includes the exchange rate impact on the bases of temporary and taxable differences expressed in foreign currency, namely in dollars and pounds

sterling.

The reconciliation between the tax rates in force in the different jurisdictions and the rate actually borne by the Group is as follows:

	2024	2023
Results before taxes	85,951,170	71,196,714
Nominal rate of tax on profits	21.0%	21.0%
Tax rate - 21%	-18,049,746	-14,951,310
Differentiated nominal tax rates*	-113,626	-2,095,514
Tax benefits	0	7,123
Autonomous taxation	-488,996	-465,473
Permanent differences	-2,549,082	0
Local tax	-214,953	-93,123
Other	-273,062	253,997
Total current tax	-21,689,466	-17,344,301
Deferred tax	-1,652,504	-1,248,318
Tax for the financial year	-23,341,970	-18,592,619

*Differentiated tax on profits: France and Belgium 25%; UK 19%; Italy 279%; Denmark 22%, Spain 24%, United States of America 30% and Germany 30%.

International tax reform - Pillar 2

In November 2024, Law No. 41/2024 of the 8th of November was published, transposing into national law Council Directive

(EU) 2022/2523 of the 15th of December 2022 on ensuring a minimum global tax rate of 15% in each of the jurisdictions in which they operate, for multinational enterprise groups and large national groups in the European Union whose consolidated annual revenues are equal to or greater than EUR 750 million, approving the so-called Global Minimum Tax Regime (‘RIMG’), commonly referred to as “Pillar II”.

To the extent that the rules set out in the aforementioned Directive, and described below, were developed as part of the work of the Organisation for Economic Cooperation and Development (OECD) - commonly known as “Pillar 2” - several countries around the world other than just the Member States of the European Union have implemented, or will soon implement, domestic legislation with rules similar to those recommended by the Directive, including some in which Grupo Visabeira operates. In Portugal, the Directive was transposed into domestic law through Law no. 41/2024. The main elements of Pillar II are the IIR (Income Inclusion Rule), the UTPR (Undertaxed Profit Rule) – the latter operating as a secondary and complementary rule to the IIR - and the possibility of each country also opting to implement a (Qualified Domestic Minimum Top-up Tax - QDMTT), applied on an exclusively domestic / jurisdictional basis. In Portuguese legislation, the Income Inclusion Rule is set out in Article 6 of the aforementioned Law, the Qualified Minimum Domestic Complementary Tax in Article 7 and the Insufficiently Taxed Profits Rule in Articles 8 to 10. In this regard, under Portuguese law, the Income Inclusion Rule and the Qualified Minimum Domestic Complementary Tax take effect in the tax year

starting on the 1st of January 2024 and are therefore already in force for the Group as of the reporting date. On the other hand, Pillar II also provides for a set of temporary Safe Harbour Rules based on the reporting of financial and tax information by country or jurisdiction - Country-by-Country Report (CbCR), in order to avoid increasing the administrative burden for multinational groups subject to Pillar II. These temporary Safeguard Rules are short-term measures applicable

only until the 2026 tax year. In view of the above, in the year ending on the 31st of December 2024, the Group was subject to the application of these new tax regulations and consequently assessed the potential impact of the supplementary tax in the jurisdictions it did business in. As a result of the assessment carried out in the light of the transitional Safe Harbour based on the CbCR and the Qualified Financial Statements, no additional tax was assessed by reference to 2024 resulting from the application of the Pillar II rules.

Specifically, depending on the jurisdictions in question, the following tests included in the aforementioned Safeguard Rules will apply:

- Minimis test – If the revenue declared in a jurisdiction is less than 10 million euros and the result before tax is less than 1 million euros.
- Simplified ETR - If the group determines a Simplified Effective Tax Rate (Simplified ETR) for a jurisdiction of at least 15% for 2024, 16% for 2025 and 17% for 2026.
- Substance Test - When the CbCR companies for a jurisdiction fulfil the substance criteria, this is determined when the deduction in respect of eligible salary expenses and eligible tangible assets, duly weighted by the applicable percentages, exceeds the amount of the pre-tax result (or the latter is negative or nil).

As for the effects on the recognition and disclosure of deferred taxes resulting from the new rules, the Group has maintained, as provided for in the revision to IAS 12 issued in May 2023, the exception in its application.

18. Tangible assets

	Land	Buildings	Basic equipment	Transportation equipment
Opening balance on the 1 st of January 2023	5,029,814	21,423,416	22,817,166	8,220,419
Changes in the scope of consolidation	1,330,571	8,534,949	5,644,286	3,872,934
Increases	196,813	3,567,836	14,507,732	9,801,081
Disposals / Transfers	-762,754	227,490	767,097	-14,428
Exchange rate effect	-49,124	-30,518	-297,622	-68,947
Depreciation for the year	-195,944	-2,035,794	-3,804,295	-3,151,396
Closing balance as of the 31 st of December 2023	5,549,377	31,687,380	39,634,362	18,659,663
On the 31 st of December 2023				
Acquisition costs	6,220,058	57,979,856	87,150,238	57,391,852
Accumulated depreciations	670,681	26,292,476	47,515,876	38,732,189
Tangible assets	5,549,377	31,687,380	39,634,362	18,659,663
Opening balance on the 1 st of January 2024	5,549,377	31,687,380	39,634,362	18,659,663
Changes in the scope of consolidation	0	354,062	6,514,976	3,878,902
Increases	952,189	2,295,527	16,314,128	3,898,840
Disposals / Transfers	-317,265	-125,090	396,004	-771,203
Exchange rate effect	0	130,615	1,183,595	248,049
Depreciation for the year	-19,057	-3,213,499	-7,118,597	-3,301,329
Closing balance as of the 31 st of December 2024	6,165,243	31,128,995	56,924,468	22,612,923
On the 31 st of December 2024				
Acquisition costs	6,854,981	60,634,970	111,558,941	64,646,440
Accumulated depreciations	689,738	29,505,975	54,634,472	42,033,518
Tangible assets	6,165,243	31,128,995	56,924,468	22,612,923

	Office supplies	Others tangible fixed assets	Tangible assets in progress	TOTAL
Opening balance on the 1 st of January 2023	1,588,869	1,965,734	488,167	61,533,586
Changes in the scope of consolidation	575,308	226,490	74,488	20,259,027
Increases	2,249,622	536,780	177,922	31,037,786
Disposals / Transfers	-552,294	-76,054	-271,190	-682,133
Exchange rate effect	5,957	924	0	-439,331
Depreciation for the year	-537,432	-700,447	0	-10,425,309
Closing balance as of the 31 st of December 2023	3,330,031	1,953,427	469,387	101,283,628
On the 31 st of December 2023				
Acquisition costs	14,613,482	15,407,912	469,387	239,232,785
Accumulated depreciations	11,283,451	13,454,485	0	137,949,157
Tangible assets	3,330,031	1,953,427	469,387	101,283,628
Opening balance on the 1 st of January 2024	3,330,031	1,953,427	469,387	101,283,628
Changes in the scope of consolidation	228,998	0	0	10,976,938
Increases	3,025,827	1,006,158	440,553	27,933,221
Disposals / Transfers	-125,478	67,619	-381,507	-1,256,920
Exchange rate effect	56,632	1,460	0	1,620,351
Depreciation for the year	-1,001,499	-993,694	0	-15,647,675
Closing balance as of the 31 st of December 2024	5,514,512	2,034,971	528,433	124,909,545
On the 31 st of December 2024				
Acquisition costs	17,799,462	16,483,150	528,433	278,506,377
Accumulated depreciations	12,284,950	14,448,179	0	153,596,832
Tangible assets	5,514,512	2,034,971	528,433	124,909,545

In 2024, the most relevant changes in the scope of operations that contributed to the increase in tangible fixed assets originated from Verità (12.4 million euros), Sargent (7.6 million euros) and MSP (157 thousand euros), purchased during 2024. It should be noted that the increases in basic equipment essentially result from the machines acquired for the JFECC and the MJ Quinn amounting to 2.6 million euros and 9.7 million euros, respectively.

In 2023, the most relevant changes in the scope of operations that contributed to the increase in tangible fixed assets originated from Tavan (11 million euros), Jayme da Costa (3.3 million euros) and Arquiled (1.8 million euros), which were acquired during the 2023 financial year. It should be noted that the increases in basic equipment essentially result from machinery for the JFECC amounting to 7.4 million euros.

Impairment tests

The Group evaluates, as described in note 2.10, the existence of signs of tangible assets impairment.

19. Right-of-use assets

The heading “Right-of-use assets”, in 2024, has the following composition:

	Land	Buildings	Basic equipment	Transportation equipment
Opening balance on the 1 st of January 2023	2,145	7,250,403	1,469,352	42,275,490
Increases	0	6,715,645	198,805	13,647,758
Reductions	-2,145	-64,089	-9,067	-1,772
Changes to the perimeter	0	0	0	1,047,467
Exchange rate effect	0	5,672	0	157,686
Depreciation for the year	0	-5,021,756	-171,154	-17,992,725
Closing balance as of the 31 st of December 2023	0	8,885,875	1,487,936	39,133,903
On the 31 st of December 2023				
Acquisition costs	6,435	25,972,276	2,497,171	119,209,844
Accumulated depreciations	6,435	17,086,401	1,009,235	80,075,941
Right-of-use assets	0	8,885,875	1,487,936	39,133,903
Opening balance on the 1 st of January 2024	0	8,885,875	1,487,936	39,133,903
Increases	96,710	9,705,315	119,943	13,358,726
Reductions	0	-807,696	89,952	-194,750
Changes to the scope of consolidation	233,055	6,108,524	5,220,205	17,120,348
Exchange rate effect	0	21,359	0	295,709
Depreciation for the year	-4,323	-6,938,649	-287,245	-20,428,254
Closing balance as of the 31 st of December 2024	325,442	16,974,727	6,630,790	49,285,681
On the 31 st of December 2024				
Acquisition costs	336,201	40,999,778	7,927,270	149,789,877
Accumulated depreciations	10,758	24,025,051	1,296,480	100,504,195
Right-of-use assets	325,442	16,974,727	6,630,790	49,285,681

	Office supplies	Others tangible fixed assets	Intangible assets	TOTAL
Opening balance on the 1 st of January 2023	-106,629	2,753,138	50,197	53,694,096
Increases	0	643,232	0	21,205,439
Reductions	106,629	-527,276	-1,434	-499,154
Changes to the perimeter	0	0	0	1,047,467
Exchange rate effect	0	9,233	0	172,591
Depreciation for the year	0	-637,415	-17,210	-23,840,261
Closing balance as of the 31 st of December 2023	0	2,240,911	31,552	51,780,177
On the 31 st of December 2023				
Acquisition costs	448,171	3,933,254	101,827	152,168,978
Accumulated depreciations	448,171	1,692,343	70,275	100,388,801
Right-of-use assets	0	2,240,911	31,552	51,780,177
Opening balance on the 1 st of January 2024	0	2,240,911	31,552	51,780,177
Increases	244,568	1,286,565	7,838	24,819,666
Reductions	0	-343,786	0	-1,256,281
Changes to the scope of consolidation	19,698	0	31,950	28,733,781
Exchange rate effect	0	34	0	317,102
Depreciation for the year	0	-1,002,330	-17,210	-28,678,012
Closing balance as of the 31 st of December 2024	264,267	2,181,395	54,131	75,716,433
On the 31 st of December 2024				
Acquisition costs	712,438	4,876,067	141,616	204,783,247
Accumulated depreciations	448,171	2,694,672	87,485	129,066,813
Right-of-use assets	264,267	2,181,395	54,131	75,716,433

The most significant changes in perimeter during the 2024 financial year came from Sargent (10.2 million euros) and Verità (17.8 million euros).

It should be noted that despite the significant impact of the changes in perimeter, the variation in the balance during the year is affected by the end of a significant MJ Quinn contract relating to transport equipment.

20. Goodwill

	Year of acquisition	Value of goodwill	
		2024	2023
Telecommunications			
MJ Quinn	2018	57,860,053	55,035,871
Tavan Tiefbau & Co.Kg	2023	55,659,723	58,127,746
Verità	2024	26,765,776	0
Viatel	1997,2002,2024	17,324,492	14,997,178
Constructel	2014,2015	17,286,456	16,995,234
Elektrowurkner	2022	14,690,096	14,690,096
Franz Josef Braun	2020	11,860,191	11,860,191
OMV Natie	2020	11,635,976	11,635,976
Obelisk	2022	10,364,163	10,364,163
O+M	2023	7,972,091	7,972,091
Constructel Belgium	2015,2017	7,912,289	2,245,572
INPower	2022	2,372,316	2,372,316
Grupo Modal	2017	0	5,666,717
PDT	2004	0	2,327,314
Infrasign	2020	0	546,503
Gatel	2015	0	22,590
		241,703,623	214,859,558
Energy			
Cunha Soares	2021	31,528,217	31,528,217
Sargent	2024	23,413,055	0
EIP Serviços	2021	17,278,810	17,278,810
Jayme da Costa	2023	10,401,460	10,401,460
Arquiled	2023	5,327,826	5,327,826
Visabeira	2020	5,312,398	5,312,398
MSP Technologies	2024	4,875,101	0
Toft Hansen	2019	2,616,302	2,616,302
MJ Quinn	2022	2,322,446	0
IEME	2017	1,263,270	1,263,270
Tensa	2020	153,502	153,502
Aeroprotechnik	2019	61,423	61,423
MJ Quinn Solar	2022	0	2,322,446
Constructel Energie	2015	0	268,632
		104,553,811	76,534,286
Total Goodwill		346,257,434	291,393,844

The movements in goodwill during 2024 and 2023 are detailed as follows:

	2024	2023
Goodwill at the beginning of the year	291,393,844	207,291,036
Impairment losses on goodwill (note 14)	-3,014,525	0
Tavan Tiefbau & Co.Kg	-2,468,022	-
Infrasign	-546,503	-
Changes in goodwill due to changes in perimeter	52,859,990	83,037,798
Jayme da Costa	-	10,401,460
Arquiled	-	5,327,826
O+M	-	7,972,091
Tavan Tiefbau & Co.Kg	-	58,127,746
EIP Serviços	-	1,208,675
Verità	25,626,282	-
Sargent	22,358,607	-
MSP Technologies	4,875,101	-
Transfers due to mergers	0	0
MJ Quinn Solar	-2,322,446	-
MJ Quinn	2,322,446	-
PDT	-2,327,314	-
Viatel	2,327,314	-
Gatel	-22,590	-
Constructel Energie	-268,632	-
Constructel	291,222	-
Grupo Modal	-5,666,717	-
Constructel Belgium	5,666,717	-
Changes in goodwill due to exchange rate adjustments	5,018,124	1,065,010
MJ Quinn	2,824,182	1,065,010
Verità	1,139,494	-
Sargent	1,054,448	-
Goodwill at the end of the Financial year	346,257,434	291,393,844

It should be noted that the value of the goodwill of the various cash-generating units is the initial value resulting from the business combination, net of impairments in the case of the two subsidiaries identified in the table above.

Purchases recorded up to 2015 in the telecommunications sector, before corporate reorganisation during 2019, as well as the purchase of Visabeira during 2020 were carried out within the scope of the transactions with companies under common control, in which the purchase method in compliance with the policy described in 2.3 was applied.

Impairment tests

For the purposes of impairment analysis, goodwill was distributed among the cash-generating units, which are listed above and correspond to each of the legal entities acquired, taking into account the geographical and business segregation of each one. The Board of Directors, based on the estimated future cash flows of these segments (which are largely supported by turnover already contracted), discounted at the rate considered applicable to each business, concluded that, with the exception of Tavan Tiefbau & CO. KG, on the 31st of December 2024, the carrying value of net assets of each business, including the corresponding goodwill, does not exceed its recoverable value.

Regarding the impairment of Tavan, it should be noted that in view of the most recent evolution of the business, the expected cash flows do not make it possible to recover the full carrying value of the assets of this unit. The total recoverable value of assets calculated according to value in use is 72.3 million euros.

In the telecommunications sector, the main assumptions used in the impairment test for 2024 were the following:

Assumptions impairment tests 2024	MJ Quinn	Tavan	Verità	Viatel
Method used	Updated cash flow	Updated cash flow	Updated cash flow	Updated cash flow
Based used	Projection	Projection	Projection	Projection
Years of projection	5 years	5 years	5 years	5 years
Sales growth in 2024	21.99%	0.96%	36.99%	-17.44%
CAGR sales 2026-2029	2.00%	2.00%	4.62%	3.00%
Perpetuity growth rate	2.00%	2.01%	2.13%	2.05%
WACC used in perpetuity	5.42%	6.40%	10.54%	5.46%

Assumptions impairment tests 2024	Constructel	Elektro-Würkner	Franz Josef Braun	OMV Natie	Obelisk
Method used	Updated cash flow	Updated cash flow	Updated cash flow	Updated cash flow	Updated cash flow
Based used	Projection	Projection	Projection	Projection	Projection
Years of projection	5 years	5 years	5 years	5 years	5 years
Sales growth in 2024	2.36%	4.47%	3.61%	-10.98%	13.91%
CAGR sales 2026-2029	5.00%	2.50%	2.00%	2.50%	2.00%
Perpetuity growth rate	1.71%	2.01%	2.01%	2.02%	2.00%
WACC used in perpetuity	5.06%	4.48%	4.48%	4.41%	5.42%

In the Energy sector, the main assumptions used in the impairment test for 2024 were the following (thousands of euros):

Assumptions impairment tests 2024	Cunha Soares	Sargent	EIP Serviços	Jayme da Costa
Method used	Updated cash flow	Updated cash flow	Updated cash flow	Updated cash flow
Based used	Projection	Projection	Projection	Projection
Years of projection	5 years	5 years	5 years	5 years
Sales growth in 2024	-7.34%	14.71%	23.70%	20.40%
CAGR sales 2026-2029	2.02%	2.11%	2.00%	2.00%
Perpetuity growth rate	2.01%	2.13%	2.05%	2.05%
WACC used in perpetuity	6.00%	11.12%	5.46%	5.46%

In the telecommunications sector, the sensitivity of the results of impairment tests to the main key assumptions, namely the discount rate and the growth rate in perpetuity were as follows (in thousands of euros):

Sensitivity to key assumptions 2024	Discount rate		Perpetuity sales growth rate	
	-0.50%	0.50%	-0.50%	0.50%
MJ Quinn	62,579	-46,646	-40,129	53,861
Tavan	8,194	-6,537	-5,328	6,697
Verità	4,718	-4,193	-3,422	3,854
Viatel	46,084	-34,313	-29,625	39,774
Constructel	85,015	-62,921	-54,435	73,531
Elektro-Würkner	11,834	-7,852	-7,047	10,623
Franz Josef Braun	10,624	-7,051	-6,323	9,532
OMV Natie	25,743	-16,814	-15,148	23,196
Obelisk	11,704	-8,723	-7,510	10,081

On the 31st of December 2024, if a discount rate of 0.5pp higher or a perpetuity growth rate of 0.5pp lower had been used, the results of the above-mentioned tests would not have led to the recording of impairments, with the exception of Tavan, where a discount rate of 0.5pp higher or a perpetuity growth rate of 0.5pp lower would have led to an increase in impairment of 6.5 million euros and 5.3 million euros, respectively.

In the energy sector, the sensitivity of the results of impairment tests to the main key assumptions, namely the discount rate and the growth rate of sales in perpetuity were as follows, in thousands of euros:

Sensitivity to key assumptions 2024	Discount rate		Perpetuity sales growth rate	
	-0.50%	0.50%	-0.50%	0.50%
Cunha Soares	27,000	-20,989	-17,654	22,711
Sargent	14,915	-13,343	-8,630	9,646
EIP Serviços	6,339	-4,726	-4,060	5,451
Jayme da Costa	8,763	-6,530	-5,621	7,546

On the 31st of December 2024, if a discount rate higher than 0.5% had been used, or a perpetuity growth rate of less than 0.5%, the results obtained in the tests mentioned above would not give rise to impairment.

The value in use corresponds to the estimate of the present value of the future cash flows, calculated based on budgets and business plans duly approved by the Group's Board of Directors, which cover an average of five years.

21. Investment properties

	2024	2023
Opening balance	11,356,000	10,000,000
Changes to the group of companies	0	1,023,400
Change in fair value	0	332,600
Total	11,356,000	11,356,000

The investment properties in use is measured at fair value, determined by the average of the Comparative Method and the Income Method (DFC).

The Comparative Method’s reference are the values of similar properties. The survey carried out reflected the values in the market in quantity and quality sufficient to evaluate by the aforementioned method. In the survey, properties that were considered not having the necessary characteristics to make a comparison with the houses object of this evaluation report were excluded, due to the characteristics or disparity of values with similar houses.

In the determination of the fair value of investment property, the highest and best use is considered.

Properties on Avenida Gago Coutinho (10 million euros; 2023: 10 million euros).

These properties relate to two houses that are only partially used in the ordinary course of Constructel’s business, and which are partially leased to related parties of Grupo Visabeira. These properties are located at Av. Almirante Gago Coutinho in Lisbon and were completely refurbished in 2017. They have a combined area of 1,582 m² of construction and 3,299 m² of land and will generate an annual income of 156 thousand euros in 2024.

The valuation taking into account on the 31st of December 2024, did not result in any material difference compared to the value on the 31st of December 2023.

Properties in Vila Nova de Gaia (1.3 million euros; 2023: 1.3 million euros).

The assets in question consist of 2 properties, a single-storey building and a plot of land located in Vila Nova de Gaia. They have a combined land area of 13,766 m², on which stands a building with an area of 708.63 m².

In 2023, the land was the target of a major intervention project to ensure the levelling of the land for future profitability.

In December 2023, the Group hired an independent appraiser, Structure Value - Sociedade de Consultadoria e Valor de Ativos, Lda, who carried out the valuation of the investment property, determining a value of 1.3 million euros based on the comparative market method, resulting an average value of €65/m² for the land and €1,050/m² for the building. As a result of this assessment, the net value of this investment property increased by 333 thousand euros.

The internal valuation taking into account in 2024 did not result in any material difference compared to the value on the 31st of December 2023.

During the year ending on the 31st of December 2024, Grupo Jayme da Costa and Viatel recognised in its consolidated income statement an income of 46 thousand euros and 60 thousand euros, relating to rents obtained from investment properties.

22. Intangible assets

	Development projects and software programmes	Order to Backlog and Customer portfolio	Other intangible assets	Total
Opening balance on the 1 st of January 2023	3,724,489	12,630,604	1,999,190	18,354,283
Changes in the scope of consolidation	603,459	14,722,421	294,155	15,620,035
Increases	356,751	2,004,159	1,000,527	3,361,437
Disposals / Transfers	46,703	0	-12,970	33,733
Exchange rate effect	725	0	-37,098	-36,373
Amortisation for the year	-1,083,104	-8,816,760	-409,662	-10,309,525
Closing balance as of the 31 st of December 2023	3,649,023	20,540,424	2,834,143	27,023,591
On the 31 st of December 2023				
Acquisition costs	8,007,141	48,411,853	7,346,366	63,765,360
Accumulated amortisations	4,358,118	27,871,429	4,512,222	36,741,770
Intangible assets	3,649,023	20,540,424	2,834,143	27,023,591
Opening balance on the 1 st of January 2024	3,649,023	20,540,424	2,834,143	27,023,591
Changes in the scope of consolidation	1,472,851	42,679,359	103,041	44,255,251
Increases	780,176	0	525,093	1,305,269
Disposals / Transfers	2,204,487	0	-334,135	1,870,352
Exchange rate effect	37,309	1,703,898	51,738	1,792,945
Amortisation for the year	-1,717,528	-8,792,171	-817,104	-11,326,803
Closing balance as of the 31 st of December 2024	6,426,318	56,131,510	2,362,776	64,920,605
On the 31 st of December 2024				
Acquisition costs	12,501,964	92,795,110	7,692,103	112,989,177
Accumulated amortisations	6,075,646	36,663,600	5,329,326	48,068,572
Intangible assets	6,426,318	56,131,510	2,362,776	64,920,605

The order to backlog refers to intangible assets that come from contractual rights identified on the date of acquisition within the scope of business combinations.

The client portfolio refers to intangible assets that stem from the valuation of the history of commercial relationships with the clients of recently acquired companies.

It should be noted that a significant part of the year-on-year increase is explained by the acquisitions of Verità and Sargent Electric (see note 7).

23. Inventories

2024	Gross asset	Impairments	Net assets	Adjustments
				Movements
Raw Material	53,707,730	-365,911	53,341,819	-20,692
Goods	9,106,939	-33,919	9,073,020	-3,568
Finished products	9,421,932	-8,190	9,413,742	1,505
Products and work in progress	1,967,248	0	1,967,248	0
Total	74,203,848	-408,019	73,795,829	-22,756

2023	Gross asset	Impairments	Net assets	Adjustments
				Movements
Raw Material	48,042,699	-345,218	47,697,480	-59,110
Goods	8,612,173	-30,350	8,581,823	-3,997
Finished products	7,556,067	-9,695	7,546,372	-9,695
Products and work in progress	1,221,800	0	1,221,800	0
Total	65,432,738	-385,263	65,047,475	-72,801

	Raw Material	Goods	Finished products	Products and work in progress	Total
Inventories on the 1 st of January 2023	35,847,111	3,903,988	4,010,170	0	43,761,270
Purchases	59,593,072	94,722,573	0	0	154,315,645
Inventory settlements	6,307,181	3,457,054	500,177	1,221,800	11,486,212
Impairments/reversals	-59,110	-3,997	-9,695	0	-72,801
Inventories as of the 31 st of December 2023	-47,697,480	-8,581,823	-7,546,372	-1,221,800	-65,047,475
Cost of sales and services rendered in 2023	53,990,775	93,497,795	-3,045,719	0	144,442,851
Inventories as of the 1 st of January 2024	47,697,480	8,581,823	7,546,372	1,221,800	65,047,475
Purchases	53,845,776	148,474,469	0	0	202,320,245
Inventory settlements	1,996,551	169,676	224,151	0	2,390,377
Impairments/reversals	-20,692	-3,568	1,505	0	-22,756
Inventories as of the 31 st of December 2024	-53,341,819	-9,073,020	-9,413,742	-1,967,248	-73,795,829
Cost of sales and services rendered in 2024	50,177,295	148,149,380	-1,641,714	-745,448	195,939,513

Inventory regularisations are mainly the result of changes to the group of companies. As of the 31st of December 2024, the subsidiaries acquired during the year contributed 1.9 million euros to the total under this heading.

The “Finished products” inventories essentially stem from subsidiaries in the energy business area, EIP Serviços, Arquiled and Jayme da Costa, which own production units.

The value of the change in production of finished products and work in progress is presented together with the cost of sales and services rendered.

24. Clients

	2024	2023
Accounts receivables	270,220,508	147,790,172
Impairment of debts receivable	-6,131,281	-3,866,396
Total	264,089,227	143,923,776

Carrying amounts presented are net of accumulated impairment losses for doubtful debts, which were estimated by the Group in accordance with its experience and based on its assessment of the economic environment, with the calculation of impairment losses being carried out in accordance with the Expected Credit Losses model (IFRS 9). The Board of Directors believes that the carrying value of accounts receivable is close to its fair value. The companies of Constructel Visabeira that operate as infrastructures and telecommunications service providers sell to entities of recognised financial probity. This group includes entities such as local telecommunications operators, generally directly held by the Government of each country, replacing credit risk with political risk. Some examples of this are Orange, Belgacom, British Telecom, Deutsche Telekom, PT, Nos, EDP and natural gas concessionaires.

In 2024, there was an increase in trade receivables of around 119 million euros. Changes to the perimeter contributed to this with around 128 million euros (Sargent: 122 million euros; Veritã: 6 million euros). The increase was mitigated by the effect of the decrease in trade receivables at Constructel Belgium (7 million euros) and Tensa (2.7 million euros).

The maturity of the amounts receivable is detailed as follows:

Accounts receivables	Not yet overdue	Months after the maturity date				Retention	Total
		0 - 6	6 - 12	12 - 18	> 18		
2023	114,449,229	20,899,631	2,916,050	2,765,122	6,760,139	0	147,790,172
2024	108,292,619	107,890,206	9,456,435	3,804,040	6,981,856	33,795,352	270,220,508

The amount of 33.8 million euros is explained by withholdings to guarantee the quality of service, in accordance with terms in the contract. In 2024, with the acquisition of Sargent, the balance of customers with retention increased very significantly, so it was decided to segregate these balances from the other periods. In 2023 there were also balances in these conditions, but they were not very significant.

Debtor allowances	Not yet overdue	Months after the maturity date				Total
		0 - 6	6 - 12	12 - 18	> 18	
2023	-3,659	-10,367	-26,243	-57,230	-3,768,897	-3,866,396
2024	-1,089	-71,649	-7,685	-3,868	-6,046,990	-6,131,281

The Board of Directors finds the debt adjustment appropriate, and its evolution is detailed as follows:

	Initial balance	Reclassifications	Increases / decreases	Final balance
Adjustment of receivables	-3,866,396	-97,953	-2,166,931	-6,131,281

25. State and other public entities

	Liabilities	
	2024	2023
Income tax	10,782,570	7,196,308
Total	10,782,570	7,196,308
Third-party income tax withholding	6,793,218	2,574,866
Value-added tax	9,281,939	7,332,066
Social Security contributions	2,789,577	7,221,360
Total (See note 34.1)	18,864,733	17,128,292

26. Other accounts receivable and other assets

26.1. Other receivables

	2024	2023
Current		
Advances to suppliers	2,948,602	2,596,528
RETGS	936,749	1,085,040
Shareholder (See note 40)	346,639	506,417
Outstanding balances from suppliers	1,903,286	1,550,059
Other debtors	9,881,088	2,907,221
Total	16,016,364	8,645,265
Accumulated impairment of other debtors	-1,767,371	-1,093,785
Total other receivables	14,248,993	7,551,480

“RETGS” refers to the balance of the special taxation regime for groups of companies in Portugal, led by NCFGest, S.A..

26.2. Other assets

	2024	2023
Current		
Deferred expenses	7,555,416	7,086,250
Total other assets	7,555,416	7,086,250

27. Cash and cash equivalents

	2024	2023
Demand deposits	116,975,669	109,341,595
Cash	53,795	1,929,606
Term deposits	6,149,032	1,000,397
Total	123,178,496	112,271,598

The amounts presented in cash and cash equivalents are immediately available to implement (which is to say, they correspond to investments maturing in less than 3 months that can be available immediately without significant loss of value).

In “demand deposits” there are immediately mobilisable investments amounting to 26.7 million euros, which correspond to investments made in the United States on the Money Market, a regulated and low-risk market given the nature of the assets invested and their high liquidity.

28. Share Capital and other equity instruments

28.1. Share Capital

On the 31st of December 2021, the capital was entirely owned by Visabeira Global (64.06%, corresponding to a nominal value of 71,420,127 euros) and by Grupo Visabeira (35.94%, corresponding to a nominal value of 40,067,418 euros). In 2022, Constructel Visabeira opened its capital to new investors. Thus, on the 12th of May, Goldman Sachs increased the Company's share capital by 31,200,520 euros through 5 subsidiaries (currently 3) based in Luxembourg. On this date, the nominal value of the shares was reduced from 5 euros to 0.16 euros per share, which led to a significant increase in the number of shares. On the other hand, the company's share capital was divided into four categories of shares, namely: Preferred Shares A, Preferred Shares B, Non-Preferred Shares A and Non-Preferred Shares B, with special rights being associated with each of these categories.

	No of shares
Preferred shares A	696,644,283
Non-preferred shares A	787,477
Preferred shares B	194,790,048
Non-preferred shares B	213,199
Total	892,435,007

It should be stressed that the Shareholders’ Agreement and the Articles of Association of Constructel establish rules for payment preferences that will apply in the event of a liquidation scenario corresponding to the redemption, repurchase or reimbursement of shares, or any other return, reduction or cancellation of capital or distribution of proceeds from a sale (to apply only between selling shareholders) to operate as follows:

- (i) first, all proceeds will be allocated to Non-Preferred Shares B and Preferred Shares B in an overall amount equal to the Subscription Price at the date of the Settlement and, for Preferred Shares B, all accrued and unpaid amounts of the Settlement Preferred Return (i.e. 8% per annum) calculated until payment of proceeds;
- (ii) secondly, to the extent that there are still assets available for distribution after the payment (i), there shall be allocated pro rata to Preferred Shares A and Preferred Shares B, up to an amount corresponding to the sum:
 - a) Of the Subscription Price of Preferred Shares A and Preferred Shares B; and
 - b) of all accrued unpaid amounts of the Preferred Return calculated until payment of the proceeds,
 - c) except in terms of each Preferred Share B, any amount paid in accordance with (i);
- (iii) thirdly, to the extent that any proceeds remain payable after the payment (ii), they will be allocated pro rata to Non-Preferred Shares A and Non-Preferred Shares B (as if such shares constituted a single class of shares), regarding each Non-Preferred Share B, any amounts paid under (i).

On the 26th of May 2022, 3 Executive directors of the Company joined the corporate structure, which led to a further capital increase of 31,205 euros. In November, another director became a shareholder, contributing to a capital increase of 14,423 euros.

On the 7th of March 2023, a share purchase and sale agreement was established in which Grupo Visabeira transferred all shares it held, representing 28.07% of the total share capital of Constructel Visabeira, to Visabeira Global. As of this date, Visabeira Global now holds 78.11% of the company's total share capital.

On the 31st of December 2024, Constructel Visabeira's directors and staff were reinforced, resulting in an increase of 55,909 euros.

As of the 31st of December 2024, the share capital of 142,789,601 euros is fully paid up and held by Visabeira Global (78.08%), Goldman Sachs Group (21.85%) and other minority shareholders (0.012%).

Shareholder/ Member of Corporate Bodies	Number of shares as of the 31 st of December 2024	%	Number of shares as of the 31 st of December 2023	%	Operations in 2024
Visabeira Global, SGPS, SA	696,797,155	78.078%	696,797,155	78.109%	0
Goldman Sachs	195,003,247	21.851%	195,003,247	21.859%	0
Members					
Nuno Miguel Rodrigues Terras Marques	162,394	0.018%	108,351	0.012%	54,043
Fernando Daniel Leocádio Campos Nunes	27,021	0.003%	0	0.000%	27,021
António José Monteiro Borges	43,340	0.005%	43,340	0.005%	0
Luís Filipe Monteiro Marques	54,148	0.006%	43,340	0.005%	10,808
João Manuel Pisco de Castro	16,212	0.002%	0	0.000%	16,212
Ricardo Jorge de Sousa Duque Saramago	43,234	0.005%	0	0.000%	43,234
Michael Jonh Quinn	90,141	0.010%	90,141	0.010%	0
Dietmar Pötl	90,035	0.010%	0	0.000%	90,035
Other shareholders (non directors)	108,080	0.012%	0	0.000%	108,080
Total	892,435,007	100.00%	892,085,574	100.00%	349,433

28.2. Issue Premiums

It should be noted that the four capital increases identified above were accompanied by share premiums of 168,799,480 euros, 184,792 euros, 81,577 euros and 320,127 euros, respectively.

29. Earnings per share

	2024	2023
Basic		
Net income of the year for the purpose of calculation	60,770,496	51,406,622
Weighted average number of shares for the purpose of calculation	892,114,693	892,085,574
Basic earnings per share	0.07	0.06
Diluted		
Net income of the year for the purpose of calculation	60,770,496	51,406,622
Weighted average number of shares for the purpose of calculation	892,114,693	892,085,574
Diluted earnings per share	0.07	0.06

The calculation of basic earnings per share is identical to diluted earnings per share in that there are no factors relating to options, convertible bonds, warrants or other types of rights associated with common shares.

30. Retained earnings and other reserves

	2024	2023
Reserves	1,030,232	1,028,681
Foreign currency translation reserves	17,973,804	4,184,814
Other changes in equity	-204,493,119	-204,493,119
Retained earnings	219,219,830	178,229,259
Total	33,730,746	-21,050,365

Under Portuguese law, the amount of distributable reserves is determined based on the individual financial statements of Constructel Visabeira, S.A., presented in accordance with the International Financial Reporting Standards, as adopted by the European Union (IFRS-EU).

Portuguese commercial law establishes that 5% of the year net profits must be transferred to a legal reserve until it represents at least 20% of the share capital. This reserve is not distributable and can only be integrated into the share capital or used to absorb losses after all other are exhausted.

As mentioned in the introductory note, in May 2019, Constructel Visabeira acquired 99.29% of the capital of Viatel and indirectly the remaining subsidiaries of the Group. The transaction was carried out for 266 million euros, and in the context of consolidation, the difference between the acquisition cost and the value of the equity capital of the acquired company was annulled, as it was a transaction between companies under common control, which is reflected under the heading “Other changes in equity”.

The balance of retained earnings is not fully available for distribution, as it includes gains from an increase in fair value of investment properties in the amount of 5.2 million euros, and is needed to cover other negative changes in equity.

The heading Reserves corresponds essentially to the fiscal revaluation and legal reserves set up in each subsidiary. The variation in currency conversion Reserves is largely due to the appreciation of the American dollar and the Pound. In 2024, dividends amounting to 20 million euros were distributed.

31. Non-controlling interests

	% Non-controlling interests		Book value		Attributed results	
	2024	2023	2024	2023	2024	2023
Inpower	46%	46%	1,997,081	2,017,822	140,220	-17,665
Aeroprotechnik	25%	25%	437,404	405,849	104,086	148,070
Cunha Soares	20%	20%	1,961,374	1,382,208	1,586,048	1,105,865
Others			8,973	-38,241	8,350	-38,796
Total			4,404,831	3,767,637	1,838,704	1,197,473

In 2024, dividends totalling 937,000 euros were distributed to Cunha Soares shareholders. During 2023, dividends were distributed in the amount of 1.3 million euros to non-controlling interests, 400 thousand euros to Aeroprotechnik shareholders and 902 thousand euros to Cunha Soares.

The financial information of these companies is as follows:

2024	Cunha Soares	Inpower
Statutory net assets		
Tangible and intangible assets and right-of-use	2,162,604	1,916,695
Clients	3,894,800	9,790,341
Other Assets	9,041,896	25,675,392
Cash and cash equivalents	5,584,321	901,942
Bank loans	0	-3,772,727
Other liabilities	-10,876,753	-30,122,454
Total net assets	9,806,868	4,389,189
Turnover	29,894,167	42,480,558
Net income	7,930,242	308,176

32. Debt

	2024			2023		
	Current	Non-current	Total	Current	Non-current	Total
Commercial paper	0	0	0	20,000,000	5,000,000	25,000,000
Bank loans	13,166,159	29,007,849	42,174,008	43,342,987	25,948,328	69,291,315
Bond loans	0	219,800,044	219,800,044	54,832,626	0	54,832,626
Total	13,166,159	248,807,893	261,974,052	118,175,612	30,948,328	149,123,941

In 2024 the evolution of indebtedness can be detailed as follows:

	Commercial paper	Bank loans	Bond loans	Total indebtedness
Opening balance on the 1 st of January 2024	25,000,000	69,291,315	54,832,626	149,123,941
Transactions with cash impact:				
Financing activities				
Receipts of loans	87,250,000	65,271,375	225,000,000	377,521,375
Amortisation and repayment of loans	-112,250,000	-94,767,329	-55,000,000	-262,017,329
	-25,000,000	-29,495,954	170,000,000	115,504,046
Transactions without cash impact:				
Exchange rate variation	0	76,665	0	76,665
Recognition of amortised cost	0	0	-5,032,582	-5,032,582
Changes to the group of companies	0	2,301,982	0	2,301,982
	0	2,378,647	-5,032,582	-2,653,935
Closing balance as of the 31 st of December 2024	0	42,174,008	219,800,044	261,974,052

	Commercial paper	Bank loans	Bond loans	Total indebtedness
Opening balance on the 1 st of January 2023	0	50,954,232	54,408,178	105,362,409
Transactions with cash impact:				
Financing activities				
Receipts of loans	50,000,000	55,468,562	0	105,468,562
Amortisation and repayment of loans	-25,000,000	-53,503,337	0	-78,503,337
	25,000,000	1,965,225	0	26,965,225
Transactions without cash impact:				
Exchange rate variation	0	25,557	0	25,557
Recognition of amortised cost	0	-256,642	424,448	167,807
Changes to the group of companies	0	16,602,942	0	16,602,942
	0	16,371,858	424,448	16,796,306
Closing balance as of the 31 st of December 2023	25,000,000	69,291,315	54,832,626	149,123,941

32.1 Bank loans

Bank loans have the following geographic division:

	2024			2023		
	Current	Non-current	Total	Current	Non-current	Total
Authorised bank overdrafts	3,537,616	0	3,537,616	113,573	39,724	153,297
Germany	3,516,012	0	3,516,012	25,973	0	25,973
Denmark	17,760	0	17,760	0	0	0
Spain	3,843	0	3,843	87,600	39,724	127,324
Loans obtained	9,628,543	29,007,849	38,636,392	43,229,413	25,908,605	69,138,018
Portugal	429,807	17,500,000	17,929,807	33,600,769	4,185,685	37,786,454
France	3,977,680	3,381,902	7,359,582	4,168,944	7,890,823	12,059,767
The United States of America	2,574,097	1,853,237	4,427,334	0	0	0
The United Kingdom	0	0	0	305,015	1,690,257	1,995,273
Italy	977,273	2,795,455	3,772,727	1,482,323	4,287,962	5,770,285
Belgium	56,622	248,267	304,890	1,022,063	3,374,253	4,396,316
Germany	1,612,447	3,127,292	4,739,739	2,463,843	4,336,126	6,799,969
Spain	617	101,696	102,313	186,456	143,499	329,955
Total	13,166,159	29,007,849	42,174,008	43,342,987	25,948,328	69,291,315

The interest rates charged reflect market conditions and vary according to the company, geographical location, nature of the rate, term and other terms and conditions associated with the loans.

32.2 Bond loan

As part of the syndicated loan contracted in July 2024 with a maximum value of 300 million euros and a maturity of 5 years, 225 million euros were issued in bonds on the 31st of December 2024.

The purpose of this refinancing operation carried out by Constructel Visabeira was to increase the maturity of the debt, provide the Group with greater financing capacity to match its debt with the growth strategy planned for the coming years and consolidate its debt in Constructel Visabeira, S.A., allowing its operating subsidiaries to be more financially robust and their focus to be purely on operational aspects and consequently on business growth.

Most of the loans are denominated in euros, except for around 2% of the debt expressed in US dollars.

These bonds bear interest every six months, have a maturity of 5 years (July 2029), with an average duration of more than 4 years, and include a portion of fixed-rate bonds.

32.3 Commercial paper

	2024			2023		
	Current	Non-current	Total	Current	Non-current	Total
Viatel, S.A.	0	0	0	54,832,626	0	54,832,626
Constructel Visabeira, S.A.	0	219,800,044	219,800,044	0	0	0
Total	0	219,800,044	219,800,044	54,832,626	0	54,832,626

32.4 Debt maturity and contracted currency

	Portugal	France	Germany	The United Kingdom	Others	Total
2025	429,807	3,977,680	5,128,459	2,574,097	1,056,115	13,166,159
2026	10,130,002	3,338,932	1,030,136	370,647	1,072,399	15,942,116
2027	20,260,004	39,600	490,818	370,647	823,483	21,984,552
2028	50,650,011	3,371	315,418	370,647	794,432	52,133,879
2029 and followings	156,260,026	0	1,290,920	741,295	455,104	158,747,346
Total	237,729,851	7,359,582	8,255,751	4,427,334	4,201,533	261,974,052

On the date of the statement of financial position, the average maturity of Constructel Visabeira’s debt was over 4 years.

This average maturity is fundamentally the result of taking out the aforementioned loan. The success of this operation showed the confidence that a large number of national and international banks have in the Group’s management and made it possible to achieve various strategic and financial objectives, such as strengthening investment capacity, extending debt maturity, optimising financing conditions and increasing the financial strength of its subsidiaries.

32.5 Terms and conditions

Current loans, namely bonds and loans, were contracted under normal market conditions including pari passu clauses, negative pledge, cross default, ownership and financial covenants generally related to debt ratios.

On the 31st of December 2024, no creditor could demand the early repayment of any financing granted to the Group as a result of a non-compliance of covenants.

33. Suppliers

	2024	2023
Suppliers - current account	233,281,776	176,732,919
Total	233,281,776	176,732,919

During the 2024 financial year, there was an increase in the balance of suppliers of around 56.5 million euros, which is fundamentally the result of an increase of 66 million euros as a result of the changes to the perimeter that took place in the financial year under review, which was mitigated by various decreases in balances in the Constructel, IEME and Jayme da Costa companies totalling around 15 million euros.

34. Other accounts payable and other liabilities

34.1. Other accounts payable

	2024	2023
Non-current		
Contingent consideration related to acquisitions of subsidiaries	19,409,921	12,743,966
Put option granted to non-controlling interests relating to the acquisition of subsidiaries	15,486,351	23,635,077
Total non-current	34,896,272	36,379,043
Current		
Factoring	6,009,731	467,971
Confirming	40,508,530	39,565,461
Express Bill	0	7,191,355
Shareholders	87,581	87,581
RETGS	2,027,865	1,277,212
State and other public entities (see Note 25)	18,864,733	17,128,292
Staff	9,697,037	6,830,578
Client creditors balances	82,186	886,895
Debt related to purchasing subsidiaries	0	6,571,137
Put option granted to non-controlling interests relating to the acquisition of subsidiaries	2,215,837	6,037,929
Contingent consideration related to acquisitions of subsidiaries	24,551,644	18,049,890
Others	13,726,284	5,589,609
Total current	117,771,428	109,683,912
Total other accounts payable	152,667,700	146,062,955

As mentioned above, liabilities relating to the acquisition of subsidiaries (either contingent consideration or put options granted to non-controlling interests) are measured at fair value (level 3 of the hierarchy). Compared to the value recorded in 2023, a gain of 14.9 million euros was booked (see note 16), resulting in a decrease in liabilities for acquisitions prior to 2024.

During 2024, there was an increase of 43.9 million euros in liabilities from the acquisitions of Sargent and Verità.

In 2023, it should be noted that the heading “Debt related to acquisitions of subsidiaries” includes 6.6 million euros relating to balances payable to shareholder Visabeira Global relating to the acquisition of Jayme da Costa.

The “Other” heading includes a loan with a minority shareholder totalling 4.9 million euros.

Supplier financing agreements

The Group has established supplier financing agreements in Portugal and Italy, available to its main partners on a voluntary basis.

The balances shown in the “Confirming” line correspond to all the agreements signed, regardless of whether the supplier had its credit settled on the balance sheet date.

Suppliers participating in this agreement generally receive payment on the agreed due date. However, the company can, at its discretion, submit early payment proposals to the financial partner, allowing the supplier to receive invoices before they are due. In both scenarios, the associated financial costs are generally borne by the company.

Taking as a reference the usual contractual payment period of 90 days, the balances shown in the following table could, in the absence of the financing agreement, be reflected under “Suppliers”. Thus, these amounts are considered economically equivalent to commercial debts.

	2024	2023
Book value of Confirming (that are part of a supplier financing agreement)	40,508,530	46,756,816
- from which suppliers received payment equivalent to commercial debts with a term of less than 90 days	11,831,792	13,413,922
- from which suppliers received payment equivalent to debts with a payment terms exceeding 90 days	28,676,738	33,342,894
Range of payment due dates		
Liabilities forming part of the agreement	90-180 days after the invoice date	90-180 days after the invoice date
Comparable trade payables that are not part of the agreement	15-90 days after the invoice date	15-90 days after the invoice date

34.2. Other liabilities

	2024	2023
Current		
Remunerations payable	22,017,528	7,089,387
Work in progress not invoiced by suppliers.	76,287,209	64,546,945
Accrued interest	3,233,306	607,562
Total other liabilities	101,538,043	72,243,893

In 2024, the increase in the item “Work in progress not invoiced by suppliers” is essentially related to the increase in activity in the area of telecommunications and energy, as well as changes in the consolidation perimeter.

The increase in “Remuneration payable” is essentially due to the inclusion of Sargent in the consolidation perimeter.

35. Lease liabilities

The detail of the lease liabilities, and the respective movement during 2024 and 2023, is broken down as follows:

Lease liabilities	2024	2023
Non-Current lease liabilities	20,684,498	27,553,386
Current lease liabilities	27,643,666	25,197,498
Initial balance on the 1st of January	48,328,164	52,750,884
Increases	56,082,642	25,218,709
Debt amortisation	-41,363,381	-29,641,429
Final balance as of the 31st of December	63,047,425	48,328,164
Financial institution	17,807,066	14,941,415
Other creditors	21,794,432	5,743,082
Total non-Current lease liabilities	39,601,498	20,684,498
Financial institution	13,228,739	9,740,244
Other creditors	10,217,188	17903,422
Total current lease liabilities	23,445,927	27,643,666
Total lease liabilities	63,047,425	48,328,164

35.1 Maturity of lease liabilities

	France	The United Kingdom	Portugal	Belgium	Germany	USA	Others	Total
2025	5,736,847	404,788	4,278,531	1,992,278	1,175,926	8,685,718	1,171,838	23,445,925
2026	3,330,663	372,704	2,820,261	1,239,581	527,193	4,197,412	720,822	13,208,637
2027	1,752,510	378,785	1,722,774	1,077,875	60,772	4,197,412	539,628	9,729,757
2028	926,308	230,611	828,231	548,028	0	4,197,412	378,462	7,109,053
2029 and followings	1,791,252	433,667	168,680	269,705	0	6,835,399	55,348	9,554,051
Total	13,537,580	1,820,555	9,818,478	5,127,468	1,763,891	28,113,354	2,866,098	63,047,425

The increase observed in the USA during the 2024 financial year is related to the companies Verità and Sargent, acquired during the year, which made a positive contribution to the evolution of this item of 16.2 million euros and 10.6 million euros respectively.

It should be noted that the decrease in value compared to 2023 in the United Kingdom is due to the termination of a significant operating lease contract related to MJ Quinn’s transport equipment.

36. Risk management

Constructel Visabeira’s business is subject to a number of risks that can impact its financial and operational performance. Risk management is a fundamental pillar of the company’s strategy, enabling the identification, monitoring and effective mitigation of possible adverse impacts.

Constructel Visabeira considers it vitally important to actively manage various risks in order to minimise their potential negative impacts on the company’s cash flow, results and value, thus promoting rigorous and proactive management of these risks and seeking to formulate the most appropriate hedging measures for each situation.

Financial Risks

• Interest rate risk

Constructel Visabeira’s exposure to interest rate risk arises mainly from loans obtained, since financial investments are usually short-term investments.

Of the total financial debt of Constructel Visabeira and its subsidiaries at the end of December 2024, 52% was contracted at a fixed rate, while the remaining debt had Euribor as its main index in its various maturities.

For these variable-rate loans, and even though in the current macroeconomic climate the European Central Bank’s policy of lowering the reference rate is expected to continue (for 2025 the reference rate is expected to fall to 2% from 3% in December 2024), an increase of 25 basis points in the interest rate would imply an increase in Constructel Visabeira’s financial costs of around 347 thousand euros with reference to the consolidated accounts.

• Exchange rate risks

Constructel Visabeira’s policy is, whenever possible, to endeavour to naturally hedge exchange rate risk, so its subsidiaries always try to match the currency of their income with the currency of their operating costs.

Nevertheless, the operations in the United Kingdom, the United States of America and Denmark, although they incur operating income and costs in their respective currencies, are subject to the risk of transposition when their individual accounts are included in the consolidated accounts. However, the respective currencies have historically shown low volatility in their exchange rates.

Constructel actively monitors the risk associated with the activities carried out in these geographies, and in 2024 the evolution of the respective exchange rates was as follows: the US Dollar began the year at 0.905 euros and ended the year at 0.962 euros, the Pound Sterling began the year at 1.151 euros and ended the year at 1.206 euros, the Danish Kroner began the year at 0.134 euros and ended the year at 1.134 euros.

A 5% rise in the value of the British Pound and the US Dollar would have a positive impact on Consolidated Equity of 1.6 million euros and 2.9 million euros respectively.

• Credit risk

Constructel Visabeira and its subsidiaries are also exposed to credit risk, in particular the risk of not receiving their third-party loans in full. This is an important and complex activity that is present in the everyday life of the entire Group, whatever the nature of its business.

Risk assessments presuppose that credit decisions are made based on complete information, which is sometimes not available in good time. In order to mitigate this risk, the Group has been working with credit insurers for years, delegating in the first instance the credit analysis to professionals specialised in the collection and recovery of debts, and receiving from the credit insurer an assessment of the exposure - credit limit - adjusted to the creditworthiness of each customer.

It is worth noting, however, that Constructel Visabeira companies that operate as infrastructure and telecommunications service providers sell to entities of recognised financial probity, which accounted for about 50% of consolidated turnover in 2024. This group includes entities such as local telecommunications and energy operators, generally directly held by the Government of each country, meaning that their credit risk is similar to that of their respective countries. Examples of most prestigious operators in the group’s portfolio: Openreadh Limited (British Telecom), Orange (France Telecom), Próximus (Belgacom), Telekom Deutschland, Grupo Altice, Grupo NOS, Vodafone, Grupo EDP, REN – Rede de Eletricidade Nacional, GRDF – Distribution de Gaz Naturel en France, ERDF – Électricité Réseau Distribution France, Open Fiber S.P.A., E-Distribuzione S.P.A., Ericsson, TDC A/S, among others.

In addition, Constructel Visabeira seeks to mitigate credit risk whenever possible through non-recourse factoring operations or through invoice discount programmes provided by the clients themselves.

For its other clients, Constructel Visabeira endeavours to cover its credit risk in the international market and has taken out hedges to mitigate this risk.

Liquidity risk

Constructel Visabeira Group carry out a liquidity risk management in order to ensure the assets funding with appropriate maturities and interest rates and adequate settlement of its financial compromises. Concurrently, adequate balances of cash and short-term lines are held, which allow for the proper management of the available short-term financial commitments.

The cash and investments of all the Group companies benefit from a centralised organisation, which reduces the risk of cash flows, avoiding exposure to variations that may affect the results of companies. On the other hand, the use of factoring allows for a reduction in the average collection periods, through the inherent anticipation of receipts, and it enables a better cash management, due to the timely obtaining of the necessary working capital to finance the operational cycle, a fundamental condition for sustained economic and financial growth. In addition, it reduces the risk of collection in cases where credits are assigned without recourse.

It should also be noted that Constructel Visabeira also maintain contracted short-term current accounts to meet occasional needs. As of the balance sheet date, Constructel Visabeira has cash and cash equivalents totalling 124.9 million euros, to which are added unused contracted financing lines worth over 100 million euros.

2024	0-1 year	1 - 2 years	2 - 3 years	3 - 4 years	> 4 years	Total
Suppliers	233,281,776	0	0	0	0	233,281,776
Financing	13,166,159	15,942,116	21,984,552	52,133,879	158,747,346	261,974,052
Lease liabilities	23,445,925	13,208,637	9,729,757	7,109,053	9,554,051	63,047,425
Debt related to purchase of subsidiaries - Contingent remuneration	24,551,644	19,409,921	0	0	0	43,961,565
Selling options	2,215,837	5,767,534	5,886,919	3,831,898	0	17,702,188
Total	353,211,155	54,328,209	37,601,228	63,074,831	168,301,396	619,967,004

As a result of the aforementioned refinancing operation, which resulted in an average debt maturity of more than 4 years, in December 2024 the balance of loans maturing in the short term (up to 12 months) totalled 13.2 million euros, which is comfortably covered by Constructel Visabeira’s cash and cash equivalents.

It should be noted that the liquidity ratio, which is obtained by dividing total current assets by current liabilities, is at around 1.14x.

Constructel Visabeira’s capital management

For management purposes, Constructel Visabeira’s capital includes issued capital, share premium and all other equity reserves attributable to the parent company’s shareholders.

The main objective of the Group’s capital management is to maximise shareholder value. To this end, it has various mechanisms to optimise its capital structure, such as the distribution of dividends, the return of capital and the issue of new shares. The Group monitors its capital using the Gearing Ratio as a reference, calculated by dividing net debt by the sum of total capital and net debt and considering the total of bank loans, lease liabilities, factoring, confirming minus cash and short-term deposits as net debt.

	2024	2023
Total bank loans	261,974,052	149,123,941
Total lease liabilities	63,047,425	48,328,164
Factoring (note 34)	6,009,731	467,971
Confirming (note 34)	40,508,530	39,565,461
Cash and cash equivalents	-123,178,496	-112,271,598
Net debt	248,361,241	125,213,938
Total equity	371,398,392	315,604,051
Capital and net debt	619,759,634	440,817,989
Gearing ratio	40%	28%

In October 2021, an agreement was signed between Constructel Visabeira and Goldman Sachs, allowing the latter to acquire 21.83% of the company's capital through a capital increase of 200 million euros. This operation was finalised in 2022 and allowed the Group to accelerate its growth through M&A operations, a strategy it has maintained to date.

No changes were made to capital management purposes, policies or processes during 2024 and 2023.

Other disclosures on financial instruments

As defined by IFRS 9, the carrying value of each of the categories provided is broken down as follows:

	2024	2023
Financial assets recorded at amortised cost		
Cash and cash equivalents	123,178,496	112,271,598
Clients	264,089,227	143,923,776
Other receivables	12,345,708	6,001,421
Other financial instruments recorded at fair value through profit or loss		
Other financial investments	1,556,234	1,979,222
Financial liabilities recorded at amortised cost		
Paid loans	261,974,052	149,123,941
Suppliers	233,281,776	176,732,919
Other accounts payable	72,139,213	55,325,525
Lease liability	63,047,425	48,328,164
Financial liabilities at fair value		
Contingent consideration related to acquisitions of subsidiaries	43,961,565	30,793,856
Put option granted to non-controlling interests relating to the acquisition of subsidiaries	17,702,188	29,673,006
Debt related to purchasing subsidiaries	0	6,571,137

Measured at fair value

The following table presents the fair value hierarchy of the assets and liabilities held by the Group, as of the 31st of December 2024 and 2023:

Assets measured at fair value - 2024	Total	Level 1	Level 2	Level 3
Investment properties	11,356,000			11,356,000
Investment in the C2 Capital Partners fund	850,000			850,000
Other financial investments	706,234			706,234
Liabilities measured at fair value				
Contingent consideration related to acquisitions of subsidiaries	43,961,565			43,961,565
Put option granted to non-controlling interests relating to the acquisition of subsidiaries	17,702,188			17,702,188
Debt related to purchasing subsidiaries	0			0

Assets measured at fair value - 2023	Total	Level 1	Level 2	Level 3
Investment properties	11,356,000			11,356,000
Investment in the C2 Capital Partners fund	850,000			850,000
Other financial investments	1,129,222			1,129,222
Liabilities measured at fair value				
Contingent consideration related to acquisitions of subsidiaries	30,793,856			30,793,856
Put option granted to non-controlling interests relating to the acquisition of subsidiaries	29,673,006			29,673,006
Debt related to purchasing subsidiaries	6,571,137			6,571,137

At the outset, the fair value of the financial liability is determined based on the purchase cost determined with the previous equity owner, with the transaction value reflecting the market value. In the subsequent measurement of the fair value of the liability, the fair value is determined based on the revised projections of the UGC purchased, taking into account that a significant part of the value of the contingent consideration, as well as the liability associated with the put option varies depending on the performance of the UGC purchased.

The main performance projections are on the EBITDA and net debt of acquired CGUs, and the multiple agreed with the previous capital holder is applied to the projected EBITDA. Multiples range from 4 to 7. The estimated acquisition cost is then discounted to present value, with discount rates varying between the different CGUs acquired, ranging from 5% to 6%. It should be noted that financial liabilities, which amount to 61.7 million euros, include several CGUs, with emphasis on the most recent acquisitions: Sargent with 35 million euros and Verità with 8.9 million euros, as mentioned in note 7. Regarding the level 3 Investment Fund, the fair value is determined based on the Investment Fund's valuation, which are in accordance with its accounts reported on the 31st of December 2024. The Fair Value of the Investment Fund in question is measured in accordance with the Discounted Cash Flows method.

Regarding financial assets measured at amortised cost, the Board of Directors of Constructel Visabeira believes that the value at which financial assets, relating to Customers and Other accounts receivable, are recorded in the statement of financial position is close to their fair value.

Moreover, the Board of Directors of Constructel Visabeira believes that the value at which the financial liabilities relating to Suppliers, Other accounts payable and interest-bearing loans referred to are recorded in the statement of financial position is close to their fair value.

Environmental risks

The development and progress of Constructel Visabeira's activities are essential for economic growth, however, these activities also present environmental risks that require careful attention and implementation of preventive measures. The main environmental risks associated with Constructel Visabeira's activities are essentially related to impacts on natural ecosystems, soil degradation, air and water pollution, consumption of natural resources and emission of greenhouse gases.

Using machines and equipment, as well as using and handling chemical products, presents an intrinsic risk of causing environmental accidents with significant consequences.

The environmental risks the Group's companies are exposed to can take the form of fines and sanctions to be applied by government entities, negative reputational impacts, penalties provided for in contracts with clients and the costs of remedying the environmental impacts caused.

Notwithstanding the approach to these types of risks, the Group cannot exclude the possibility that they may occur and, if they do, that they may adversely affect its business or the results of its activities.

To mitigate these risks and avoid legal sanctions, Constructel Visabeira reinforces its commitment to responsible practices, adopting actions that benefit the environment, society and the business itself. In this regard, it undertakes to:

- Ensure strict compliance with environmental legislation and regulations in all areas of operation;
- Constantly assess and minimise the environmental impact of its operations;
- Measure, monitor and reduce greenhouse gas (GHG) emissions in line with scientific targets;
- Use renewable energy whenever available in the markets it does business in;
- Optimise processes to reduce waste, improve sorting and promote its recovery
- Strengthen the capacity to respond to environmental emergencies by carrying out simulated accident exercises on a regular basis;
- Collaborate with customers, suppliers and partners to reduce waste, pollution and emissions throughout the value chain;
- Manage resources efficiently, promoting the sustainable use of energy, water and raw materials, encouraging conservation, regeneration and the use of renewable alternatives.

37. Contingencies

a) Proceedings with probable losses

On the 31st of December 2024 and on the 31st of December 2023, continue several legal claims and other tax contingencies filed against various companies in Constructel Visabeira, which are classified as proceedings with probable losses, in accordance with IAS 37 - Provisions, Contingent Liabilities and Contingent Assets. Based on the opinion of internal and external legal advisers, Constructel Visabeira recorded provisions (note 38) for these legal claims and tax contingencies in order to face the likely outflow of resources.

b) Proceedings with possible losses

On the 31st of December 2024 and on the 31st of December 2023, several legal proceedings and tax contingencies have been filed against certain Group companies for which the possibility of future cash disbursement was considered possible, according to the information of the lawyers and consultants accompanying these processes, and that for this reason were not provisioned. The detail and nature of those proceedings are as follows:

	2024	2023
Other legal and tax contingencies	5,625,294	4,307,410
Total	5,625,294	4,307,410

38. Provisions for other risks and expenses

	2023	Increases/Decreases	2024
Provisions			
Retirement pensions	1,180,286	-42,078	1,138,207
Others	4,634,178	-767,202	3,866,977
Total	5,814,464	-809,280	5,005,184

38.1 Retirement Pensions

In accordance with French law, an estimate is made of the amount payable to employees when they reach retirement age, which is why it is a defined benefit pension plan. The company's commitments in terms of retirement benefits are calculated based on the projected unit credit method with end-of-career maturities, taking into account the provisions of collective agreements, the probabilities of being employed and being in the company's assets, with its updated value.

Company	2023	Reclassifications	Increases / Decreases	2024
Constructel	540,988	599,669	-45,069	1,095,588
Gatel	39,776	-39,776	0	0
Escotel	359,933	-359,933	0	0
Constructel Energie	199,960	-199,960	0	0
O+M	39,629	0	2,991	42,620
Total	1,180,286	0	-42,078	1,138,207

Company	2022	Increases / Decreases	2023
Constructel	398,934	142,054	540,988
Gatel	39,163	613	39,776
Escotel	41,214	318,719	359,933
Constructel Energie	199,960	0	199,960
O+M	0	39,629	39,629
Total	679,271	501,015	1,180,286

To calculate this estimate, the following assumptions were used:

	Assumptions on 31/12/2024	Assumptions on 31/12/2023
Discount rate	3.35%	3.20%
Inflation rate	1.00%	1.00%
Salary growth rate (Inflation included)	1.00%	1.00%
Retirement age	Total fee	Total fee
Retirement compensation Type	Resignation	Resignation
Employer contribution rate	Fee by category and entity	Fee by category and entity
Mortality table	INSEE 2024	INSEE 2024
Turnover table	Table by category and age	Table by category and age

The assumptions for calculating retirement pensions are the same as those on the previous year, with the exception of the discount rate fixed at the iBoxx index.

38.2 Others

In “Others”, it is important to highlight the value registered in IEME which corresponds to the provisions required by local labour regulations - 893 thousand euros (809 thousand euros in 2023) for compensations related to terminating employment.
The remaining amount of the provisions is intended primarily to cover liabilities estimated based on the information obtained from lawyers and arising from proceedings related to contracts, labour and taxes, in which Group companies are involved.

39. Guarantees provided

Guarantees provided	2024	2023
Actual guarantees	34,669,662	66,395,418
Technical guarantees / good workmanship	589,499,868	117,467,544
Financial guarantees	73,805,347	3,725,577
Total	697,974,878	187,588,538

The increase in the value of guarantees is mainly due to the acquisition of Sargent Electric, a company operating in the USA, as well as the increase in JF Edwards, Constructel Belgium, EIP Serviços, Visabeira Infraestruturas, IEME, Tensa and Viatel.
On the 31st of December 2024, Jayme da Costa has a mortgage on the property it owns, with a book value of approximately 4 million euros. This mortgage stemmed from the financial restructuring (PER) that took place before Constructel Visabeira acquired the company.
In 2024, real guarantees totalled 34.7 million euros and relate to guarantees provided under leasing contracts (31.0 million euros) and loans (3.8 million euros).
On the 31st of December 2024, the technical and financial guarantees provided to third parties as bank guarantees and bond insurance, namely to customers whose works are in charge of different companies that make up the Constructel Visabeira’s group of companies, detailed by currency, are presented as follows:

Financial and technical guarantees / good workmanship	2024	2023
USD	572,258,107	65,847,324
EUR	86,635,779	55,156,790
GBP	4,222,435	0
DKK	188,895	189,008
Total	663,305,216	121,193,121

As mentioned above, the main variation in the value of the guarantees provided is related to the acquisition of Sargent Electric, a company that has active guarantees totalling 470 million euros. Other companies that were already part of Constructel Visabeira's perimeter also saw increases, such as EIP Serviços, with around 7.3 million euros, and Visabeira Infraestruturas, with amounts of around 4.3 million euros.

On the 31st of December 2024 and 2023, the details of the guarantees provided by company are detailed as follows:

Financial and technical guarantees / good workmanship	2024	2023
Sargent	469,793,342	0
JF Edwards	98,022,486	65,652,755
Constructel Belgium	18,286,427	17,890,427
EIP Serviços	15,422,985	8,120,910
Visabeira Infraestruturas	14,205,919	9,898,357
Jayme da Costa	7,871,245	8,537,349
IEME	7,691,371	5,471,683
Constructel	7,237,375	0
Other companies	24,774,068	5,621,640
Total	663,305,216	121,193,121

40. Related parties

	Years	Income to related parties	Related parties' expenses	Interest paid	Interest earned	Amounts receivable from related parties	Amounts payable to related parties	Amounts receivable from clients	Amounts payable to suppliers
Shareholders	2024	1,281,336	4,228,597	0	0	346,639	371,785	1,005,208	843,384
	2023	1,372,379	4,450,588	200,406	57,498	506,417	7,113,922	1,361,598	3,748,396
Grupo Visabeira Companies	2024	3,764,370	3,242,163	70,368	0	464,983	447,083	2,449,506	1,952,749
	2023	3,971,070	6,883,192	63,455	177	1,742,757	2,760,788	3,264,491	3,807,712

In addition to the amounts identified above, it should be noted that there is a balance of 1.7 million euros and 4.9 million euros, respectively, under the headings “Customers” and “Other creditors” with minority shareholders of subsidiaries. With regard to expenses with related parties, transactions with the shareholder(s) relate to the acquisition of services from the shared services centre (accounting, consultancy, financial, information system, legal, among others), as well as management services. With companies within Grupo Visabeira, the main activity is subcontracting civil construction works for a telecommunications and energy project in Portugal. Regarding income obtained from related parties, the majority relates to the provision of services in the telecommunications area. It should be noted that the amounts payable to related parties in 2023 include 6.6 million euros relating to the acquisition of Jayme da Costa, payable to the shareholder Visabeira Global, which was fully settled in 2024.

41. Subsequent events

On the 16th of January 2025, Ricardo Jorge de Sousa Duque Saramago was appointed executive director of the company and CFO of the Constructel Group, replacing Luís Alexandre Almeida Ferreira.

On the 27th of February 2025, Constructel Visabeira acquired a 60% stake in TerUsus, a company based in Zaventem, Belgium. Its activity includes the acquisition and development of websites, network maintenance and optimisation, implementation support, specialised consultancy and project management, as well as services both on a consultancy basis and through integrated management models.

On the 2nd of April 2025, US President Donald Trump announced a series of trade measures that could have significant impacts on the global economy. Among the main initiatives is the implementation of additional tariffs on imports from various countries, including the European Union, China, Canada and Mexico. These tariffs have been justified as part of a strategy to balance trade relations and to protect American industry.

Moreover, a policy of “reciprocal tariffs” was presented, aiming at equalise the rates applied to American product exports. These measures have generated international reactions, including retaliation from the affected countries, contributing to an economic environment marked by high uncertainty and potential negative consequences at a global level.

In the sphere of Constructel Visabeira's business, it is our conviction that the impacts will not be material, given that our factors of production are not significantly impacted by global trade flows. We will continue to monitor the global economic outlook, ensuring that any relevant changes are duly assessed and mitigated within the scope of our strategy and business management.

Apart from the above, there are no other relevant operations that are not reflected in the financial position statement, so there is no need to disclose their nature, business purpose, financial impact or risks and rewards.

Viseu, 4th of April 2025

The Board of Directors

The Chartered Accountant

Daniel Augusto Teixeira Pereira

Alvaro José Reis

Henrique

Alvaro José Reis

Alvaro

Alvaro

Alvaro

Alvaro

Alvaro

Alvaro

Alvaro

Alvaro



**Assessment
and certification
documents**

(Translation from the original Portuguese language. In case of doubt, the Portuguese version prevails.)

Statutory and Auditor's Report

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of Constructel Visabeira, S.A. (the Group), which comprise the Consolidated Statement of Financial Position as at 31 December 2024 (showing a total of 1.320.679.581 euros and a total equity of 371.398.392 euros, including a net profit for the year of 62.609.200 euros), and the Consolidated Statement of Profit and Loss by Nature, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of Constructel Visabeira, S.A. as at 31 December 2024, and of its consolidated financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and other technical and ethical standards and guidelines as issued by the Institute of Statutory Auditors. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section below. We are independent of the entities comprising the Group in accordance with the law and we have fulfilled other ethical requirements in accordance with the Institute of Statutory Auditors' code of ethics.

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

Responsibilities of management for the consolidated financial statements

Management is responsible for:

- ▶ the preparation of consolidated financial statements that presents a true and fair view of the Group's financial position, financial performance and cash flows in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union;
- ▶ the preparation of the Consolidated Management Report in accordance with the laws and regulations;
- ▶ designing and maintaining an appropriate internal control system to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error;
- ▶ the adoption of accounting policies and principles appropriate in the circumstances; and
- ▶ assessing the Group's ability to continue as a going concern, and disclosing, as applicable, matters related to going concern that may cast significant doubt on the Group's ability to continue as a going concern.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from

fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

Our responsibility also includes the verification of the consistency of the Management Report with the consolidated financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

On the Consolidated Management Report

Pursuant to article 451, nr. 3, paragraph e) of the Commercial Companies Code, it is our opinion that the Consolidated Management Report was prepared in accordance with the applicable legal and regulatory requirements and the information contained therein is consistent with the audited consolidated financial statements and, having regard to our knowledge and assessment over the Group, we have not identified any material misstatement.

Porto, 29 April 2025

Ernst & Young Audit & Associados – SROC, S.A.
Sociedade de Revisores Oficiais de Contas
Represented by:

(Signed)

Rui Manuel da Cunha Vieira (ROC nº 1154)
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Report and Opinion of the Sole Supervisor

To the Shareholders,

In compliance with the requirements of article 420 par. g), together with article 508-D nr. 1 of the Commercial Companies Code, it is our responsibility to issue the annual supervisory report and to issue an opinion on the individual and consolidated Management Report, the Individual and Consolidated Financial Statements and the proposal for appropriation of results presented by the Management of Constructel Visabeira, S.A. (the Entity), for the year ended 31 December 2024.

During the year, we have monitored the activity of the Entity and we have performed the following procedures:

- ▶ Verified, to the extent considered appropriate, the accounting records and related supporting documentation;
- ▶ Verified, as necessary, to a nature and extent we considered appropriate, the existence of goods and other assets owned by the company or held by it as security, deposit or otherwise;
- ▶ Verified that the determination of the scope of the consolidation and the consolidation procedures performed are in accordance with those in the consolidation standards;
- ▶ Reviewed the Statutory Auditors Reports issued by the Statutory Auditors, and the reports and opinions issued by the Sole Supervisors/Supervisory Boards of the consolidated companies;
- ▶ Verified the completeness and reasonableness of the individual/separate and consolidated financial statements;
- ▶ Verified that the accounting policies and the measurement criteria adopted in the consolidated accounts lead to a fair presentation of the financial position and the operations of the Group for which the Entity is the parent-company;
- ▶ Been available to receive communication of irregularities from shareholders, Entity employees and others;
- ▶ Confirmed that the Management Report of the individual/separate accounts, the Statement of Financial Position, the Income Statement by Nature, the Statement of Comprehensive Income, the Statement of Changes in Shareholders Equity, the Statement of Cash Flows and the accompanying notes comply with legal requirements and reflect the underlying accounting records at the end of the year;
- ▶ Confirmed that the Consolidated Management Report, the Consolidated Statement of Financial Position, the Consolidated Income Statement by Nature, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Shareholders Equity, the Consolidated Statement of Cash Flows and the accompanying notes comply with legal requirements and reflect the underlying accounting records at the end of the year;
- ▶ Verified the company's compliance with the law and with the articles of association of the Entity;
- ▶ Performed all the other responsibilities required by law.

During the course of the procedures, we performed to comply with our supervisory duties, we obtained from the Management and from the Entity's personnel all information and documentation we consider necessary. Within the scope of the statutory audit work, the Statutory Auditor Opinion was issued today on the individual/separate and consolidated accounts without qualifications and without emphasis of matter.

In this context, we issue the following opinion:

Sociedade Anónima - Capital Social 1.340.000 euros - Inscrição n.º 178 na Ordem dos Revisores Oficiais de Contas - Inscrição N.º 20161480 na Comissão do Mercado de Valores Mobiliários
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Opinion of the Sole Supervisor

To the Shareholders,

We have performed our supervisory functions of Constructel Visabeira, S.A. in compliance with article 420 par. g) together with article 508-D nr. 1 of the Commercial Companies Code, and, consequently, it is our opinion that:

- (a) The proposal for the appropriation of the results included in the Management Report of the 2024 year complies with the requirements regarding the constitution of the legal reserve and the limits on distribution of profits to shareholders foreseen in the Commercial Companies Code;
- (b) The Management Report and the Consolidated Management Report of the 2024 year complies with requirements foreseen in the Commercial Companies Code;
- (c) The Statement of Financial Position, the Income Statement by Nature, the Statement of Comprehensive Income, the Statement of Changes in Shareholders Equity, the Statement of Cash Flows and the accompanying notes comply with legal and accounting requirements; and
- (d) The Consolidated Statement of Financial Position, the Consolidated Income Statement by Nature, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows and the accompanying notes comply with legal and accounting requirements.

Porto, 29 April 2025

Ernst & Young Audit & Associados – SROC, S.A.
Sociedade de Revisores Oficiais de Contas
Represented by:

(Signed)

Rui Manuel da Cunha Vieira (ROC n.º 1154)
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